

THE COMPANIES ACT, 2013

(PRIVATE COMPANY LIMITED BY GUARANTEE AND NOT HAVING SHARE CAPITAL)

UNDER SECTION 8 READ WITH TABLE H OF SCHEDULE I TO THE COMPANIES ACT, 2013

ARTICLES OF ASSOCIATION

OF

ROHILKHAND INCUBATION FOUNDATION

PRELIMINARY

Subject as hereinafter provided, the Regulations contained in Table 'H' of the Schedule I to the Companies Act, 2013 shall apply to the Company, except in so far as they are not inconsistent with any of the provisions contained in these Article altered or amended from time to time.

Interpretation

I. (1) In these regulations—

a "the Act" means the Companies Act, 2013;

b "the seal" means the common seal of the company.

c. "Company" means '**ROHILKHAND INCUBATION FOUNDATION**'

d. "Seal" means the Common Seal of the Company.

e. "Directors" means the Directors for time being of the Company

f. "Member" means a person who agrees in writing to become a member of the Company and whose name is entered in the register of the members."

g. "MJPRU" means the **Mahatma Jyotiba Phule Rohilkhand University (MJPRU) Bareilly established under The Uttar Pradesh University Act, 1973.**

h. "Board Meeting" Shall mean a meeting of the Directors of the Company.

i. "Board of Directors" or "Board", in relation to a company, means the collective body of the directors of the Company

j. "Annual General Meeting" (AGM) shall mean a General Meeting of the members held by the Company annually.

k. All general meetings other than Annual General Meeting (AGM) shall be called "Extraordinary General Meeting (EGM)".

l. "VETO VOTE" means a vote without which resolution can not be passed in general meeting or Board meeting.

(2) Unless the context otherwise requires, words or expressions contained in these regulations shall have the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

(3) The company shall be a "Private Company" limited by guarantee not having share capital and will be subjected to restrictions imposed on a private company as defined under section 2(68) of the Companies Act 2013 and accordingly:

- (a) The numbers of members shall be restricted to two Hundred only.
- (b) No invitation shall be issued to the public to subscribe for any securities of the Company.

Members

- II 1. The number of members with which the company proposes to be registered is THREE, but the Board of Directors may, from time to time, whenever the company or the business of the company requires it can increase the members on payment of such sum as decided by Board of Directors.
2. The subscribers to the memorandum and such other persons as the Board admit to membership shall be called as members of the company.

The following shall be the First members of the Company nominated by MJPRU:

- a) Mahatma Jyotiba Phule Rohilkhand University (MJPRU) Bareilly Represented through Mr. KRISHNA PAL SINGH , VICE CHANCELLOR , MJPRU
- b) Mr. SHARAD KUMAR PANDEY
- c) Mr. SANJAY MISRA

A member of the Company shall cease to be one on the happening of any one or more of the following events:

- a. On his becoming bankrupt or if he is found to be of unsound mind or he is convicted of an offence involving moral turpitude;
- b. On his voluntary resignation;
- c. On his becoming incapacitated or by reason of death;
- d. If the EXECUTIVE COUNCIL OF MJPRU decides to do so.
- e) Removal as a member pursuant to a resolution passed by the Board.
- f) A member will cease to be the member, if he vacates his office by virtue of which he was appointed.

General meetings

3. All general meetings other than annual general meeting shall be called extraordinary general meeting.

4. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.

(ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

Proceedings at general meetings

5. (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

(ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.

6. The Chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.

7. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as Chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.

8. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

Adjournment of meeting

9. (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.

(ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting rights

10. Every member shall have one vote. Any member, who is also acting as VICE CHANCELLOR OF MJPRU, shall have a veto vote against any resolution, which he consider or thinks fit, is against humanity or national interest or against interest of MJPRU.

“VETO VOTE’ means a vote without which resolution can not be passed in general meeting or Board meeting.

11. A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.

12. No member shall be entitled to vote at any general meeting unless all sums presently payable by him to the company have been paid.

13. (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

(ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

14. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

15. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.

16. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

Board of Directors

17. The administration of the affairs of the Company shall be vested with the Board of Directors. The director need not be a member of the company.

The following persons shall be appointed as First Directors of the Company:

- a. **Mr. KRISHNA PAL SINGH**
- b. **Mr. SHARAD KUMAR PANDEY**
- c. **Mr. SANJAY MISRA**

The Directors shall be appointed by the majority of the members present in the general meetings of the company.

Unless otherwise determined by the Company in the General meeting, the number of Directors of the Company shall not be more than Fifteen and not less than two.

The Directors shall have the power, at any time and from time to time, to appoint any person as Additional Director under section 161 of the Companies Act, 2013 in addition to the existing Director so that the total number of Directors shall not at any time exceed the maximum number fixed for Directors in these articles. Any Directors so appointed shall hold office only upto date of the next Annual General Meeting of the Company but shall be eligible thereof for election as Director.

18. (i) The directors may be paid Sitting Fees for attending the meeting of the Company.

(ii) In addition to the sitting fees payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them:

(a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or

(b) in connection with the business of the company.

MANAGING DIRECTOR

18(iii). Subject to the provisions of the Companies Act, 2013, members of the Company, may appoint any Director, as Managing Director of the Company, having deep knowledge of concerned industry/cluster for such period and upon such terms as it may think fit, for the conduct of management of the business of the Company subject to the control and supervision of the Board of Directors.

NOMINEE DIRECTOR

18(iv) Subject to the provisions of the Act and notwithstanding anything contrary contained in the articles, the Board of Directors of the Company may agree with any Financial Company, Body Corporate, Bank, Insurance Corporation, Mutual Fund or Institution (hereinafter referred to as "The Institution") shall have a right to appoint, remove, re-appoint, substitute from time to time, their nominee as Director (hereinafter referred to as "the Nominee Director") on the Board of the Company, so long as any moneys remain owing to them or any of them by the Company out of any financial assistance granted by them or any of them to the company by way of loan and/or holding debentures and/or liability of the Company arising out of guarantee furnished by the institution on behalf of the company, remains outstanding or in terms of any agreement made between the Institution and the Company.

TERMINATION OF DIRECTORS

18.(v) The directors shall hold the office until removed and replaced by their appointing authorities or until their office becomes vacant in terms of provisions of Section 167 of the Act or they vacate an office of employment by virtue of which they became Director of the Company.

(vi) The Director of the company shall be deemed to vacate his office if EXECUTIVE COUNCIL OF MJPRU decide to replace any director as allowed under section 167(4) of the Act .

(vii) The director shall also be entitled to resign from the office of a director from such date as he may specify while resigning.

Proceedings of the Board

19. (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

(ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.

20. (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.

(ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.

(iii) Any Director, who is also acting as VICE CHANCELLOR OF MJPRU, shall have a veto vote against any resolution, which he consider or thinks fit, is against humanity or national interest or against interest of MJPRU.

“VETO VOTE’ means a vote without which resolution can not be passed in general meeting or Board meeting.

21. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.

22. (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.

(ii) If no such chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their members to be Chairperson of the meeting.

23. (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.

(ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

24. (i) A committee may elect a Chairperson of its meetings.

(ii) If no such Chairperson is elected, or if at any meeting the chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

25. (i) A committee may meet and adjourn as it thinks proper.

(ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the chairman shall have a second or casting vote.

26. All acts done by any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

27. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be as valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

Chief Executive Officer, Manager, Chief Operating Officer , Company Secretary and Chief Financial Officer

28. Subject to the provisions of the Act,—

(i) A chief executive officer, manager, chief operating officer, company secretary and chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it thinks fit; and any chief executive officer, manager, chief operating officer , company secretary and chief financial officer so appointed may be removed by means of a resolution of the Board.

(ii) Board of director may appoint chief executive officer, manager, chief operating officer , company secretary and chief financial officer as and when required.

29. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

The Seal

29. (i) The Board shall provide for the safe custody of the seal.

(ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

ACCOUNTS

30. (a) The Board shall, from time to time, determine whether and to what extent and at what, times and places and under what conditions or regulation the accounts and books of the Company or any of them shall be open to the inspection of members (not being Director).

(b) No members (not being Director) shall have any right of inspecting any accounts or books of account of the Company except as conferred by law or authorised by the Board or by the Company in General Meeting.

31. The Directors shall in all respect comply with the provisions of Section 128,134, 137, 206, 207 and 208, of the Act, and profits and Loss Account, Balance Sheet and Auditors Report and every other document required by law to annexed or attached as the case may be, to the Balance Sheet, to be sent to every member and debenture holder of the Company and every trustee for the holders of the debentures issued by the Company at least twenty one days before the date of Annual general meeting of the Company at which they are to be laid, subject to the provisions of Section 136 of the Act.

AUDIT

32. (a) The first Auditor of the Company shall be appointed by the Board of Directors within one month from the date of registration of the Company and the Auditors so appointed shall hold office until the conclusion of the first Annual General Meeting.

(b) At first annual General Meeting the Company shall appoint an Auditor to hold office from the conclusion of the Meeting till the conclusion of its sixth Annual General Meeting and thereafter till the conclusion of every six meeting.

(c) The remuneration of the Auditor shall be fixed by the Company in the Annual General Meeting or in such manner as the Company in the Annual General Meeting may determine. In case of an Auditor appointed by the Board his remuneration shall be fixed by the Board.

OPERATION OF BANK ACCOUNTS

33. The Directors shall have the power to open bank accounts to sign cheques on behalf of the Company and to operate all banking accounts of the Company and to receive payments, make endorsements, draw and accept negotiable instruments, hundies and bills or may authorize any other person or persons to exercise such powers.

SECRECY

34. Subject to the provisions of law of land and the act, every manager, auditor trustee, member of a committee, officer servant, agent, accountant or other persons employed in the business of the company shall, if so required by the Board of Directors before entering upon his duties, sign, declaration, pledging himself to observe strict secrecy respecting all transactions of the Company with its customers and the state of account with individuals and in matters relating thereto and shall by such declaration pledge himself, not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required to do so by the directors or by any court of law and except so far as may be necessary in order to comply with any of the provisions in these presents.

ARBITRATION

35. Any dispute arising between any members of the Company in connection with any business transaction or in connection with the management of the Company or any other persons that may be referred to the Company or the Company or any dispute between the company and any of the contractors employed by the Company in connection with the business of the Company shall be decided by the Arbitration under the rules of the Company which may be framed for this purpose by the Board of Directors or any sub committee authorized by it.


INDEMNITY

36. Every member(s) or office bearer(s) of the Board or any Committee / Sub-Committee and other officer(s) or servant(s) of the Company for the time being shall be indemnified by the Company against any loss, damage or misfortune which shall happen in relation in the execution of the duties of his office unless the same happens through his own dishonesty or willful neglect or default.

WINDING UP

37. The winding up of the company shall be as such mentioned in the Memorandum of Association of the company as stated from time to time or as per the provisions of the Companies Act,2013

The Articles shall be signed by each subscriber of the memorandum of association who shall add his address, description and occupation, if any, in the presence of at least one witness who shall attest the signature and shall likewise add his address, description and occupation, if any, and such signatures shall be in form specified below :

No	Name, Address, Descriptions & Occupations of each Subscribers	Signature of each Subscriber	Signature , Name, Address , Description & Occupation of Witnesses.
	<p>FOR Mahatma Jyotiba Phule Rohilkhand University Sign:</p> <p>Dr. KRISHNA PAL SINGH VICE CHANCELLOR & AUTHORISED PERSON R/O MJP ROHILKHAND UNIVERSITY PILIBHIT BYPASS ROAD BAREILLY 243006 UTTAR PRADESH</p> <p>Dr. SANJAY MISRA S/o SHRI WALI NATH MISHRA R/O Kothi Raja Sahib Phool Bagh Qila BAREILLY 243006 UTTAR PRADESH GOVT. SERVANT</p> <p>Dr. SHARAD KUMAR PANDAY S/o SHRI RAJENDRA NATH PANDAY R/O 8 TYPE-4 M.J.P.R. University BAREILLY 243006 UTTAR PRADESH</p> <p>GOVT. SERVANT</p>	<p><i>[Handwritten signature]</i></p> <p><i>[Handwritten signature]</i></p> <p><i>[Handwritten signature]</i></p>	<p>I witness to subscribers who have subscribed & signed in my presence on 8th February 2021 at Bareilly.</p> <p>Further I have verified their identity details for their identification and satisfied myself of their identification particulars as filled in.</p> <p><i>[Handwritten signature]</i></p> <p>CS Ankit Agrawal Practicing Company Secretary S/o Shri Arvind Kumar Agrawal F-53 Butler Plaza Civil Lines Bareilly 243001 FCS # 6104</p> <p></p>

Dated: 08-02-2021

Place : Bareilly

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