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ORIGINALS.

**MEMORANDUM OF ASSOCIATION
AND
ARTICLES OF ASSOCIATION
OF
RISHS EDUCATIONAL FOUNDATION**



GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS
Office of the Registrar of Companies, Registrar of Companies, Tamil Nadu, Chennai, Andaman and
Nicobar Islands
Block No. 6 , B' Wing, 2nd Floor , Shastri Bhawan 26 , Haddows Road , Chennai - 600034, Tamil
Nadu, INDIA

License under section 8 (1) of the Companies Act, 2013
[Pursuant to rule 20 of the Companies (Incorporation) Rules, 2014]

Section 8 Licence Number : 105548

WHEREAS it has been proved to my satisfaction that the RISHS EDUCATIONAL FOUNDATION an association of persons to be registered as a company under the Companies Act, 2013, for promoting objects of the nature specified in clause (a) of sub-section (1) of section 8 of the said Act, and that it intends to apply its profits, if any, or other income and property in promoting its objects and to prohibit the payment of any dividend to its members;

NOW, THEREFORE, in exercise of the powers conferred by section 8 of the said Act, I, the Registrar at Chennai, hereby grant, this license, directing that the said association of persons be registered as a company with limited liability without the addition of the word "Limited", or as the case may be, the words "Private Limited" to its name, subject to the following conditions, namely: -

- (1) that the said company shall in all respects be subject to and governed by the conditions and provisions contained in its memorandum of association;
- (2) that the profits, if any or other income and property of the said company, whenever derived, shall be applied solely for the promotion of the object as set forth in its memorandum of association and that no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise by way of profit, to persons who at any time are or have been members of the said company or to any of them or to any person claiming through any one or more of them;
- (3) that no remuneration or other benefit in money or money's worth shall be given by the company to any of its members except payment of out-of-pocket expenses, reasonable and proper interest on money lent, or reasonable and proper rent on premises let to the company;
- (4) that nothing in this clause shall prevent the payment by the company in good faith of prudent remuneration to any of its officers or servants (not being members) or to any other person (not being member), in return for any services actually rendered to the company;
- (5) that nothing in clauses (3) and (4) shall prevent the payment by the company in good faith of prudent remuneration to any of its members in return for any services (not being services of a kind which are required to be rendered by a member), actually rendered to the company;
- (6) that no alteration shall be made to the memorandum of association or to the articles of association of the company, which are for the time being in force, unless the alteration has been previously submitted to and approved by the Registrar;
- (7) The Company can be amalgamated only with another company registered under section 8 of the Act and having similar objects; and
- (8) that, without prejudice to action under any law for the time being in force, this license shall be liable to be revoked, if the company:
 - (a) contravenes any of the requirements of section 8 of the Act or the rules made thereunder or any of the conditions subject to which a license is issued;
 - (b) if the affairs of the company are conducted fraudulently or in a manner violate the objects of the company or prejudicial to public interest.

Dated this Thirtieth day of June Two Thousand Fifteen.

S MEENAKSHI

Deputy Registrar of Companies
Registrar of Companies, Tamil Nadu, Chennai, Andaman and Nicobar Islands



GOVERNMENT OF INDIA

MINISTRY OF CORPORATE AFFAIRS

Registrar of Companies, Chennai

Block No. 6 , B' Wing, 2nd Floor , Shastri Bhawan 26 , Haddows Road

Certificate of Incorporation

[Pursuant to sub-section (2) of section 7 of the Companies Act, 2013 and rule 8 of the Companies (Incorporation) Rules, 2014]

I hereby certify that RISHS EDUCATIONAL FOUNDATION is incorporated on this Seventh day of July Two Thousand Fifteen under the Companies Act, 2013 and that the company is limited by shares.

The CIN of the company is U80902TN2015NPL101296.

Given under my hand at Chennai this Seventh day of July Two Thousand Fifteen.

Validity unknown
Digitally signed by S R RADHIKA
DN: cn=S R RADHIKA, o=Registrar of Companies,
ou=Chennai, c=IN
Date: 2015.07.07 15:10:30
GMT+05:30

S R RADHIKA
Assistant Registrar of Companies
Tamil Nadu

Mailing Address as per record available in Registrar of Companies office:

RISHS EDUCATIONAL FOUNDATION
16/2A, KUNTRATHUR MAIN ROAD, MURUGAN NAGAR MANGADU,
CHENNAI - 600122,
Tamil Nadu, INDIA



THE COMPANIES ACT, 2013
MEMORANDUM OF ASSOCIATION
OF
RISHS EDUCATIONAL FOUNDATION

(A Company limited by Shares)

1. The Name of the Company is **RISHS EDUCATIONAL FOUNDATION**
2. The Registered Office of the Company will be situated in the State of Tamil Nadu.
3. **(A) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**
 01. To promote education by establishing schools, colleges, institutions to impart education.
 02. To provide scholarships, institute awards, chairs, and other recognition(s) to persons of excellence in the field of education as a measure of recognition.

The Company shall not support with its funds or endeavour to impose on, or procure to be observed by its members or others, any regulation or restriction which, as an object of the Company, would make it a trade union.

(B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN 3 (A) ABOVE ARE:

1. To open current or deposit accounts with any bank, or bankers, or such other persons and to pay into and draw money from such accounts.
2. To borrow money for the business of the company on such terms as may seem expedient subject to the provisions of the Companies Act, 2013 and rules made there under without doing the Banking Business as defined in Banking Regulation Act.
3. To advance money or give credit and on such terms as may seem expedient with a view to get service or purchase materials or otherwise from such persons, firms or Companies.
4. To invest and deal with the moneys of the Company not immediately required in such manner as may be determined from time to time.



5. To purchase or otherwise acquire, erect, maintain, construct or reconstruct and adopt any buildings, offices, and other things found necessary or convenient for the purposes of the Company.
6. Generally to purchase, take on lease or in exchange hire or otherwise acquire any movable and immovable property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.
7. To acquire and undertake the whole or any part of the business, property and liabilities of any person or company carrying on similar business which the Company is authorised to carry on or possessed property suitable for the purposes of this Company.
8. To invest the surplus funds of the Company in accordance with law.
9. To insure assets of the Company with recognized insurance agencies /companies against losses, damages, risks and liabilities of any kind .
10. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debenture or other negotiable or transferable instruments.
11. To sell, lease or otherwise dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit if so required.
12. To enter into any arrangement or agreement with the Government or any authorities and obtain any and all rights, concessions and privileges.
13. To raise and borrow money and secure the payment of money by such means upon such terms and conditions and in such manner as may be determined.
14. To acquire and take over as a going concern any company or business similar to the business carried on by the Company.
15. To establish research and other laboratories and carry on analytical, experimental and other work in relation to the objects of the company.
16. To do all such other things as are incidental or conducive to the attainment of the objects of the Company or any of them which in the opinion of the Board of Directors of the Company consider it as necessary and expedient.

- 4 . The object of the company extend to the whole of India.
5. (i) The profits, if any, or other income and property of the company, whensoever derived, shall be applied solely for the promotion of its object as set forth in this memorandum.
- (ii) No portion of the profits ,other income or property aforesaid shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to persons who, at any time are, or have been , members of the company or to any one or more of them or to any person claiming through any one or more of them.
- (iii) No remuneration or other benefit in money or money's worth shall be given by the company to any of its members, whether officers or members of the company or not, except payment of out of pockets expenses, reasonable and proper interest on money lent, or reasonable and proper rent on premises let to the company.
- (iv) Nothing in this clause shall prevent the payment by the company in good faith of prudent remuneration to any of its officers or servants (not being members) or to any other person (not being member) in return for any services actually rendered to the company.
- (v) Nothing in clause (iii) and (iv) shall prevent the payment by the company in good faith of prudent remuneration to any of its member in return for any services (not being service of a kind which are required to be rendered by a member), actually rendered to the company;
6. No alteration shall be made to this memorandum of association or to the articles of association of the company which are for the time being in force, unless the alteration has been previously submitted to and approved by the Registrar.
7. The liability of the members is limited and this liability is limited to the amount unpaid, if any , on the shares held by them.
8. The Share capital of the company will consist of Rs.1, 00, 00,000/- (Rupees One Crore) divided into 1, 00,000 (One Lakh) equity shares of Rs.100/- each.
9. (1) True accounts shall be kept of all sums of money received and expended by the company and the matter in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the company; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the company for the time being in force, the accounts shall be open to the inspection of the members.

(2) Once atleast in every year, the accounts of the company shall be examined and the correctness of the balance sheet and the income and expenditure account ascertained by one or more properly qualified auditor or auditors.

10. If upon winding up or dissolution of the company, there remains, after the satisfaction of all the debts and liabilities, any property whatsoever, the same shall not be distributed among the members of the company but shall be given or transferred to such other company having objects similar to the objects of the company, subject to such conditions as the Tribunal may impose, or may be sold and proceeds thereof credited to the Rehabilitation and Insolvency Fund formed under Section 269 of the Act.
11. The Company can be amalgamated only with another company registered under section 8 of the Act and having similar objects.

We, the several persons whose names, addresses , descriptions and occupations are subscribed , are hereunto subscribed are desirous of being formed into a company not for profit in pursuance of this Memorandum of Association , and we respectively agree to take the number of shares in the capital of the company set against our respective names,

S.No	Names, Addresses Descriptions and occupations of Subscribers	Number of shares taken	Photo & Signature of subscriber	Signature, Names, Addresses Descriptions and occupations of Witness
1	Sakthivelu Natarajan S/o.K.Natarajan 8B, Pavadai First Street Erode – 638001 Age 42 Business	9500 (Nine thousand five hundred equity shares)	 -SD-	Signed before me, K.Vinodhini, ACS Practicing Company Secretary, 29, Thillai Nagar, Erode – 638001 ACS Membership No. 24822 COP No. 11375 -SD-
2	Balambika Ramasamy D/o.Ramasamy 8B, Pavadai First Street Erode – 638001 Age 42 Business	500 (Five hundred equity shares)	 -SD-	Signed before me, K.Vinodhini, ACS Practicing Company Secretary, 29, Thillai Nagar, Erode – 638001 ACS Membership No. 24822 COP No. 11375 SD-

Date : 29.05.2015

Place: ERODE

I witness to all the subscribers who have subscribed and signed in my presence on 25th day of May 2015 at Erode, further I have verified their identity details for their identification and satisfied myself of their identification particulars as filled in.

-SD-
K.Vinodhini ACS
Practicing Company Secretary
ACS Membership No. 24822
COP No. 11375

THE COMPANIES ACT, 2013
ARTICLES OF ASSOCIATION
OF
RISHS EDUCATIONAL FOUNDATION
COMPANY LIMITED BY SHARES

INTRODUCTION

1. In the regulations: Unless the context otherwise requires:

a. The words or expressions contained in these regulations shall bear 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.

b. "The Act", means The Companies Act, 2013 as applicable as amended from time to time.

"These Articles" or "These Regulations" means these Articles of Association of the Company or as altered from time to time by Special Resolutions.

c. "Company" means **"RISHS EDUCATIONAL FOUNDATION"**.

d. "The Seal" means the common seal of the Company.

e. Words importing singular shall include plural and vice versa and words importing the masculine gender shall include feminine gender and words importing persons shall include bodies corporate.

f. "Board" or "Board of Directors" means the directors of the Company holding office of directors for the time being acting collectively either at their meetings or otherwise.

g. Expressions referring to writing shall be construed as including reference to typing, printing, lithograph, photography and other modes of representing or reproducing words in a visible form.

Private Company

2. The Company is a Private Company within the meaning of Section 2(68) of the Companies Act, 2013 and accordingly:-

- (i) restricts the right to transfer its shares as hereinafter provided;
- (ii) limits the number of its members to two hundred:

Provided that where two or more persons hold one or more shares in a company jointly, they shall, for the purposes of this clause, be treated as a single member:

Provided further that-

(a) persons who are in the employment of the company; and
(b) persons who, having been formerly in the employment of the company, were members of the company while in the employment and have continued to be members after the employment ceased, shall not be included in the number of members; and

(iii) Prohibits any invitation to the public to subscribe for any securities of the company;

Transfer of Shares

3. No share in the Company shall be transferred without the approval of the Board or its committee thereof constituted for this purpose and no share shall be transferred to a person who is not a member or his relative without it being first offered to an existing member.

General meetings

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

5. (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

6. (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.

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

8. 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.

9. 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

10. (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) If the quorum is not present within half-an-hour from the time appointed for holding a meeting of the Company-

(a) the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other date and such other time and place as the Board may determine; or

(b) the meeting, if called by requisitionists under section 100, shall stand cancelled;

Provided that in case of an adjourned meeting or of a change of a day, time or place of meeting under clause (a), the company shall give not less than three days notice to the members either individually or by publishing an advertisement in the newspapers (one in English and one in vernacular language) which in circulation at the place where the registered office of the company is situated.

(iv) 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.

(vi) 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

11. Subject to any rights or restrictions for the time being attached to any class or classes of shares,—

(a) on a show of hands, every member present in person shall have one vote; and

(b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.

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

13. (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

(ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

14. 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.

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

16. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.

17. (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.

Proxy

18. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

19. Only a member can be appointed as proxy and an instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.

20. 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.

Board of Directors

21. a. Unless otherwise determined by the Company in general meeting, number of Directors shall not be less than Two and not more than Fifteen (including Nominee Director, if any)

b. The following shall be the First and permanent Directors of the Company till they decides to resign from the Board.

(i) N. Sakthivelu

(ii) R.Balambika

22. (i) The Director will not pay any remuneration from the company

(ii) the directors may, however 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.

Proceedings of the Board

23. (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.

24. (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.

25. 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.

26. (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 number to be Chairperson of the meeting.

27. (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.

28. (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.

29. (i) A committee may meet and adjourn as it thinks fit.

(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 Chairperson shall have a second or casting vote.

30. All acts done in 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.

31. 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 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, Company Secretary or Chief Financial Officer

32. Subject to the provisions of the Act,—

(i) A Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer may be appointed by the Board for such term, at such remuneration and upon such Conditions as it may think fit; and any Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer so appointed may be removed by means of a resolution of the Board;



(ii) A director may be appointed as Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer.

33. 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

34. (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.

S.No	Names, Addresses Descriptions and occupations of Subscribers	Photo & Signature of subscriber	Signature, Names, Addresses Descriptions and occupations of Witness
1	Sakthivelu Natarajan S/o.K.Natarajan 8B, Pavadai First Street Erode – 638001 Age 42 Business	 -SD-	Signed before me, K.Vinodhini, ACS Practicing Company Secretary, 29, Thillai Nagar, Erode – 638001 ACS Membership No. 24822 COP No. 11375 SD-
2	Balambika Ramasamy D/o.Ramasamy 8B, Pavadai First Street Erode – 638001 Age 42 Business	 -SD-	Signed before me, K.Vinodhini, ACS Practicing Company Secretary, 29, Thillai Nagar, Erode – 638001 ACS Membership No. 24822 COP No. 11375 SD-

Date : 29.05.2015

Place: ERODE

I witness to all the subscribers who have subscribed and signed in my presence on 25th day of May 2015 at Erode, further I have verified their identity details for their identification and satisfied myself of their identification particulars as filled in.

-SD-
K.Vinodhini ACS
Practicing Company Secretary
ACS Membership No. 24822
COP No. 11375