



GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS
Central Registration Centre

Certificate of Incorporation

[Pursuant to sub-section (2) of section 7 of the Companies Act, 2013 (18 of 2013) and rule 18 of the Companies (Incorporation) Rules, 2014]

I hereby certify that FP LIFE EDUCATION FOUNDATION is incorporated on this Twenty seventh day of March Two thousand eighteen under the Companies Act, 2013 (18 of 2013) and that the company is limited by shares.

The Corporate Identity Number of the company is U80210DL2018NPL331632.

The Permanent Account Number (PAN) of the company is AADCF3536A

The Tax Deduction and Collection Account Number (TAN) of the company is DELF07406A*

Given under my hand at Manesar this Twenty seventh day of March Two thousand eighteen .



Digital Signature Certificate
Mohd Shakeel
Deputy Registrar Of Companies
For and on behalf of the Jurisdictional Registrar of Companies
Registrar of Companies
Central Registration Centre

Disclaimer: This certificate only evidences incorporation of the company on the basis of documents and declarations of the applicant(s). This certificate is neither a license nor permission to conduct business or solicit deposits or funds from public. Permission of sector regulator is necessary wherever required. Registration status and other details of the company can be verified on www.mca.gov.in

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

FP LIFE EDUCATION FOUNDATION
602, NAURANG HOUSE, 21, K. G MARG, NEW DELHI, North East,
Delhi, India, 110001



* as issued by the Income Tax Department

For FP Life Education Foundation


Authorized Signatory

INCORPORATED
UNDER THE COMPANIES ACT, 2013
ARTICLES OF ASSOCIATION
OF
FP LIFE EDUCATION FOUNDATION
COMPANY LIMITED BY SHARES NOT FOR PROFIT
UNDER SECTION 8 OF THE COMPANIES ACT 2013

1. a) The reference herein to 'The Act' is to the Companies Act, 2013 as amended thereto, from time to time and as applicable.
- b) The headings are given for convenience and shall not affect the construction of these articles.

INTERPRETATION

2. The Regulations contained in Table 'F' in Schedule 1 to the Act as amended from time to time in so far as they are applicable to a private limited company and so far as they are not modified or altered by Articles hereinafter provided, shall apply to this Company.
3. In the interpretation of these Articles, the following expressions shall have the following meanings, unless repugnant to the subjects or context.
"The Company" or this company means "**FP LIFE EDUCATION FOUNDATION**"

"Memorandum & Articles" means the Memorandum of Association and Articles of Association respectively of the Company.

"Director" means and include all Directors of the Company and except where the context otherwise requires for those Articles shall mean the Board of Directors of the Company, or a properly constituted committee thereof.

"The Office" means the Registered Office for the time being of the company. "

The Registrar" means the Registrar of Companies.

"Seal" means the common seal of the Company.

"Month" means Calendar Month.

"Year" means April to March of any Financial Year.

"Proxy" includes Attorney duly constituted under a power of attorney.

"Member" means a member of the Company who has duly subscribed to the shares of the company and after due approval of the Board of Directors of the Company from time to time and who continues to be a member for the time being.

"In Writing or Written" includes printing, lithography, and other modes of reproducing works in a visible form, which also include thumb impression properly attested.

Words importing persons includes corporation, Firms and Association.

Words importing singular number include the plural and vice-versa.

Words importing masculine gender include the feminine gender and vice-versa.

PRIVATE COMPANY

4. (a) The Company is a Private Company within the meaning of Section 2(68) of the Companies Act, 2013 and it means a Company having a minimum paid-up share capital of Rs. 1 lakh or such higher paid-up capital as may be prescribed, and which by its articles-

- i) restricts the right to transfer its shares;
- ii) except in case of One Person Company, limits the number of its members to 200.

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 that 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;

- (b) The Company may at any time by a special resolution convert itself into a private company within the meaning and subject to the provisions of the Companies Act, 2013.

SHARE CAPITAL

5. The Authorised Share capital of the company shall be as mentioned in Clause XII of the Memorandum of Association of the Company

SHARES & CERTIFICATES

6. Allotment of shares

- a) Subject to the provisions of these articles, shares in the capital of the Company for the time being shall be under the absolute control of the Board of Directors who may allot or otherwise dispose off the same or any of them to such persons on such terms and conditions and at such times and either at a premium or at par or subject to the provisions relating to discount as provided in the Act and as the Board may think fit.
- b) Notwithstanding anything contained in this Article, where securities are dealt with in a Depository, the Company shall intimate the details of allotment of securities to Depository immediately on allotment of such Securities.

7. Register and Index of Members

The Company shall cause to be kept at its Registered Office or at such other place as may be decided, Register and Index of members in accordance with the applicable provisions of the Act and the Depositories Act, 1996 with details of shares held in physical and dematerialized forms or in any media as may be permitted by law including in any form of electronic media. The Register and index of beneficial owners maintained by a Depository under the applicable provisions of the Depositories Act, 1996 shall also be deemed to be the Register and index of members for the purpose of this Act. The Company shall have the power to keep in any state or country outside India, a Register of Members for the residents in that state or country.

TRANSFER

8. The Board of Directors may at their absolute discretion decline to register any transfer of shares in the following cases:
 - a) The transfer of shares to a person who have not been approved by the Board of Directors.
 - b) Any transfer of shares on which the Company has a lien.
9. Subject to provisions of Article 23, Shares held by a member as the case may be, may be transferred to his legal heirs or any other existing shareholder or debenture holder of the Company and shall not be transferred to any other person other than those as aforesaid.
10. In case of transfer of all or any part of the shares in or debenture of the Company, to any person or persons excepting those provided in Article 10 above, a transferor shall intimate the Company in writing of his intention to do so, specifying clearly therein the name and address both present and permanent, and description of the proposed transferee and the Company, on receipt of such intimation of the transferor, shall hold meeting of Board of Directors to

consider the matter of such transfer, within a period of 60 days from the date of receipt of such intimation letter from the transferor and the Board of Directors shall be at liberty either to take in such transferee as a member or debenture holder or arrange the transfer to any member or debenture holder of the Company as the case may be or any other person and in such manner as the Board of Directors may approve and prescribe.

11. The instrument of transfer of any shares in, or debentures of the Company shall be executed both by the transferor and the transferee and the transferor shall remain the holder of the shares or debentures so transferred until the name of the transferee is registered in the Register of Members or in the Register of Debenture Holders.
12. Every instrument of transfer shall be left at the office of the Company along with the original certificate of shares or debentures of the Company to be transferred and the transfer may be registered.

TRANSMISSION

13. In case of death of a member or debenture holder, the shares or debentures shall pass on to his or her heirs, administrators or executors and any person becoming entitled to such shares and debentures in consequence of death of any member or debenture holder may upon producing such evidence of title as the Board of Directors may require, register himself as holder of the shares or debentures and subject to the provisions of transfer herein contained, transfer the same to some other person.

INCREASE, DECREASE & ALTERATION OF CAPITAL

14. The Company may by Ordinary Resolution from time to time alter the conditions of the Memorandum of Association as follows:
 - a) Increase the share capital by such amount, to be divided into share of such amount as may be specified in the resolution.
 - b) Consolidate and divide all or any of its shares of larger amount than its existing shares.
 - c) Sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the Memorandum, and/or Articles of Association, so however, that in the sub-division, the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced shares is derived; and
 - d) Cancel any shares which at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.
15. The Company may, subject to applicable provisions of the Act, and any other consent required under applicable laws, from time to time, by special resolution reduce in any manner:

- a) its Share capital
- b) any Capital redemption reserve fund or
- c) any share premium account.

GENERAL MEETING

16. ANNUAL GENERAL MEETING

The first Annual General Meeting of the Company shall be held within eighteen months from the date of incorporation of the Company. The next Annual General Meeting of the Company shall be held by the Company within six months after the expiry of each financial year unless an extension of time is obtained from the Registrar of Companies as provided in the Act. Provided that not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next meeting.

17. NOTICE OF MEETING

A general meeting of the Company may be called by giving not less than 7 days' notice in writing, which should be sent to the members of the Company entitled to receive such notice, provided however, a General Meeting may be called after giving shorter notice if consent is accorded, in case of Annual General Meeting by all the members entitled to vote thereat and in case of any other meeting, by members of the Company holding not less than 95% of such part of the paid-up share capital of the Company as gives right to vote at the meeting. Accidental omission to give notice to or the non-receipt of such notice by any member shall not invalidate the proceeding held at any General Meeting.

18. EXTRA ORDINARY GENERAL MEETING

- a) All General Meetings other than the Annual General Meetings shall be called Extra-Ordinary General Meetings.
- b) The Board of Directors may, whenever it thinks fit, call an Extra Ordinary General Meeting.
- c) If at any time Directors capable of acting who are sufficient in number to form a quorum are not within India, any Director or two members of the Company may call an Extra Ordinary General Meeting in the same manner as nearly as possible as that in which such a meeting may be called by the Board of Directors.

19. CHAIRMAN

The Chairman, if any, of the Board of Directors shall preside as Chairman at every General Meeting of the Company, including Annual General Meetings.

VOTES OF MEMBERS

20. Voting rights of the members shall be:

- a) On a show of hands, every member holding equity shares and present in person shall have one vote.
- b) On a poll, voting rights of members shall be, in proportion to their holding of shares in the paid-up equity capital of the Company.

21. In case of joint-holders, the vote of the senior who renders a vote, whether in person or by proxy shall be accepted to the exclusion of the vote of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the Register of Members.

22. 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.

PROXIES

23 Restriction to vote/ Proxy to vote on Poll

Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his/her proxy to attend and vote in his/her stead. Proxy so appointed need not be a member of the Company and a proxy so appointed shall have a right to speak at the Meeting.

DIRECTORS

24. Number of Directors

Until otherwise determine by a special resolution, the number of Directors of the Company shall not be less than two and more that twelve.

25. First Directors

The persons hereinafter named shall be the first directors of the Company:

- a. **Mr. Mahtab Chand Agarwal**
- b. **Ms. Monika Agarwal**

26. Additional Director or filling casual vacancy

The Board of Directors shall have the power at any time and from time to time to appoint any person as Director either to fill a casual vacancy or as an Additional Director.

27 Alternate Director

The Board may appoint any person as alternate director to act for a director during his absence for a period of not less than three months from the state in which meeting of the Board are ordinarily held and such alternate director shall ipso facto vacate office if and when the absentee director returns to the state in which meetings of the Board are ordinarily held, or if the absentee director vacates office as a director.

28. Qualification Share

Unless otherwise determined by the Company in a General Meeting, a Director shall not be required to hold any share in the capital of the Company as his qualification.

29. Directors not to retire by rotation

Directors shall not be required to retire by rotation.

30 Meeting of Directors

At least once in every three months or earlier as may be deemed necessary, the Directors shall meet together for dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit.

31 Chairman

The Chairman of the Board of Directors will have to be elected from amongst the Directors.

32. Quorum

The quorum for a meeting of the Board of Directors shall be two Directors personally present.

33. Casting Vote

The Chairman of the Board of Directors or of any meeting shall have a casting vote in case of a tie in any meeting.

34. Committee of Directors

The Board of Directors may delegate any of their powers to such committee and the committee shall in the exercise of the power so delegated conform to any regulation that may from time to time be imposed on them by the Board of Directors subject to the provisions of the Act.

35 Resolution by circulation

Save as otherwise expressly provided by the Act, a resolution shall be as valid and effectual as if, it had been passed at a meeting of the Board of Directors or committee of Board of Directors, as the case may be, duly called and constituted if a draft thereof in writing is circulated together with necessary papers, if any, to all the directors or to all the members of the committee of the Board

of Directors as the case may be, then in India (not being less in number than the quorum fixed for a meeting of the Board of Directors or the committee, as the case may be) and to all other Directors or members of the committee at their usual address in India and has been approved by such of them as are then in India or by a majority of such of them as are then in India or by a majority of such of them as are entitled to vote on the resolution.

36. Minutes

All minutes shall be signed by the Chairman of the Meeting at which the same are recorded or by the person who shall preside as Chairman at the next meeting and all minutes purporting to be so signed shall for all purpose whatsoever be prima facie evidence of the actual passing of the resolution recorded and of the regularity of the Meeting at which the same shall appear to have taken place, notwithstanding that it may afterwards be discovered that there was some defect in the appointment of any one or more of such Directors or that or any of them were disqualified.

37. Director's sitting fee

The Board of Directors shall not be entitled to any sitting for attending the Board meetings of the Company.

38. Managing Director

Subject to the provisions of the Act, the Company may from time to time appoint one or more of their body to the office of Managing Director(s) in-charge for such period and on such terms and with such powers and at such remuneration (whether by way of salary or commission or participation in profit or partly by one way and partly by another) as they think fit and may remove or dismiss him or them from office and appoint another or others in his/ their place or places.

39 Powers of Board

Subject to the provisions of the Act, the Board of Directors of the Company shall be entitled to exercise such powers and do such acts and things as the Company is authorized to exercise and do, provided that the Board of Directors shall not exercise any power or do any act or thing which is directed or required, whether by the Act, or any other law for the time being in force or by the Memorandum or Articles of Association of the Company or otherwise to be exercised or done by the Company in General Meeting.

Provided further that in exercising any such power or doing any such act or thing, the Board of Directors shall subject to the provisions contained in that behalf in the Act, or any other law for the time being in force or in the Memorandum and Articles of Association of the Company or in any regulations not inconsistent therewith and duly made there under including regulations made by the Company in General Meeting provided however, that no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

40. No Directors shall be disqualified from his office by contracting with the Company nor shall any such contract or any contract into by or on behalf of the Company in which any Director shall be in any way interested, be void nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realized by reason only of such Director holding that office or of the fiduciary relations established but it is declared that to

the extent it is required under the provisions of the Act, the nature of his interest must be disclosed by him at the Director's Meeting at which the contract is considered if his interest then exists, or in any other case at the first meeting of the Directors after the acquisition of his interest.

POWERS & DUTIES OF DIRECTORS

41. Without prejudice to the general powers conferred by the foregoing clauses, the Board of Directors shall exercise the following powers amongst others:

- a) The Board of Directors may pay all charges, expenses incurred in respect of formation, promotion, establishment and incorporation of the Company under the Act, as well as its registration under any other rules or bye-laws having the force in law.
- b) The Board of Directors may from time to time, by power of attorney under the Company's Seal, appoint any person/s to be attorney of the Company for any purpose.
- c) All cheques, Bills of Exchange, Promissory Notes and other Negotiable Instruments or other instruments of similar nature relating to the operations and transactions of the Company, shall be signed by any one or more of the Directors, as may be decided by the Board of Directors but the authority so conferred may be revoked at any time by the Board of Directors.
- d) The Board of Directors may invest and deal with any moneys of the Company not immediately required upon such securities and in such manner as they think fit.
- e) The Board of Directors or the Managing Director/Whole Time Director/Executive Director/Director-in-charge if so authorized by the Board of Directors may refer any matter relating to the transactions of the Company to arbitration and the decision of the Arbitrator(s), if accepted by the Board of Directors would be binding on the Company.
- f) The Board of Directors may from time to time raise or borrow any sums of money for and on behalf of the Company from the members or other persons, companies or banks or they may themselves advance money to the Company on such terms and conditions, as may be approved by the Board of Directors.

ACCOUNTS & AUDIT

42 The Board of Directors shall cause to maintain proper books of accounts with respect to:

- a) All sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place.
- b) All sales and purchases of goods by the Company.
- c) The assets and liabilities of the Company.

43 Place where Books of Accounts to be kept

The books of accounts shall be kept at the Registered Office of the Company or at such place in India as the Board of Directors shall think fit.

44. Inspection

The books of accounts shall be open to inspection by any Director during the business hours and entries thereof shall be checked and verified at least once in every year by one or more or all Directors.

45. Statutory Auditors

The first auditors of the Company shall be appointed and the remuneration shall be fixed by the Board of Directors and thereafter the Auditors shall be appointed at each Annual General Meeting.

MINUTES

46. Minutes of Meeting

- a) The minutes of all proceeding of every General Meeting or the Board of Directors or committee of the Board of Directors shall be kept by making entries in the minute books within thirty days of conclusion of the meeting.
- b) The pages of the minute book shall be consecutively numbered.
- c) Each page of the minute books shall be initialed or signed and the last page of the record of proceedings shall be dated and signed.
 - (i) In case of a meeting of the Board of Directors or committee of Board of Directors, by the Chairman of the said meeting or the next succeeding meeting, and
 - (ii) In case of General Meeting, by the Chairman of the same meeting within aforesaid 30 days or in the event of death of or inability of the Chairman, by a Director duly authorized by the Board of Directors.
- d) The minutes shall not be pasted or otherwise attached to the minute books.
- e) All appointments of officers made at any of the meetings shall be included in the minutes of the meetings.
- f) In case of a meeting of the Board of Directors or a committee of Board of Directors, the minutes shall also contain:
 - (i) The names of the Directors present at the meeting, and
 - (ii) In case of each resolution passed at the meeting, the names of Directors, if any dissenting from or not concurring in the resolution.
- g) The minutes of each meeting shall contain a fair and correct summary of the proceeding thereat, provided that no matter need be included in any such minutes which the Chairman of the meeting is having the option and:

- (i) Is, or could reasonably be regarded as defamatory of any person or
- (ii) Is irrelevant or immaterial to the proceedings or
- (iii) Is detrimental to the interests of the Company.

THE SEAL

47. The Board of Directors shall provide a Seal for the Company and for safe custody thereof. The Seal of the Company shall not be affixed to any instrument except by authority of a resolution of the Board of Directors and except in the presence of a Director and the said Director, shall sign every instrument to which the Seal of the Company is so affixed in his presence.

INDEMNITY

48. Every officer or agent of the Company for the time being shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings whether civil or criminal in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 633 of the Act, in which relief is granted to him by the Court.

WINDING UP

49. Application of assets



Winding up when necessary will be done in accordance with the requirements of Companies Act, 2013 or such other statutory modifications thereto.

SECRECY




50 Directors, officers etc. to maintain secrecy

Every Director, Manager, Trustee for the Company, Member or Debenture holders, Member of Committee, officer, servant, agent, accountant or other person employed in or about the business of the Company shall, if so required by the Board of Directors before entering upon his duties, sign a declaration pledging all transactions of the Company with his customers and state of accounts with individuals and in matters relating thereto, and shall subject to 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 so to do by the Board of Directors or by a Court of law and except so far as may be necessary in order to comply with any of the provisions contained in these Articles.

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.

Sr. No.	Name, Address, Occupation and Description of each Subscriber	Photo & Signatures of the Subscribers	Signature of Witness with Name, Address, Occupation and Description
1.	<p>MAHTAB CHAND AGARWAL S/o Late Sri PHOOL CHAND 2/42 Vijay K hand gauri Wazirpur UP 226010 (inter) Business D.O.B. 99-07-1951</p>	 <p>Mahtab Chand</p>	<p>Signature of Subscribers</p>
2.	<p>Monika Agarwal D/o Virendra Kumar Saraogi R/o. B-43-44, Aliganj, Sector C, Lucknow. UP - 226010. Qual: B.Com. Occ: Housewife Dob: 19/05/1975</p>	 <p>Monika Agarwal</p>	<p>Signature of witness</p> <p>BHARTI ROHILLA D/O SH. SHARWAN K.R. ROHILLA R/O C-157, STREET NO 14/2, SADH NAGAR PALAM COLONY, NEW DELHI - 110045 COMPANY SECRETARY IN PRACTICE M. NO. F-7687</p>

Dated this 07th day of March, 2018 at Delhi.

Sr. No.	Name, Address, Occupation and Description of each Subscriber	Photo & Signatures of the Subscribers	Signature of Witness with Name, Address, Occupation and Description
3	<p>Anjali Agarwal D/O - Ravi Agarwal R/O - B-43-44, Sector-C, Aliganj, Lucknow, UP-226024. Qual: 12th Occ: Student DOB: 23/01/1999.</p>	 Anjali	<p>Witness signature</p>
4	<p>ANUJ GOYAL S/O SRI PRANSHU AGARWAL P/O A-2 Pustak Marg, Shalimar Bagh Qual: B.E. Occup: - Business DOB: - 06-09-1973</p>	 Anuj Goyal	<p>I Bharti Rohilla hereby witness signature of subscriber</p> <p>BHARTI ROHILLA D/O SH. SHARWAN KR. ROHILLA D/O C-157, STREET NO 14/2, SARDH NAGAR, PALAM COLONY NEW DELHI - 110045 COMPANY SECRETARY IN PRACTICE M. No - F7687</p>
5	<p>ABHINAV MAHESHWARI S/O SH. ASHOK KUMAR MAHESHWARI STREET NO. 4, ANAND VIHAR LOWER BAZAR MODINAGAR - 201204 Qual: M.Sc OCCUPATION: EMPLOYED DOB: 21/05/1976</p>	 Abhinav Maheshwari	

Dated this 07th day of March, 2018 at Delhi.

(THE COMPANIES ACT, 2013)
Form No. INC-13

MEMORANDUM OF ASSOCIATION
[Pursuant to rule 19(2) the Companies (Incorporation) Rules, 2014]

(COMPANY LIMITED BY SHARES NOT FOR PROFITS
UNDER SECTION 8 OF THE COMPANIES ACT, 2013)

OF

FP LIFE EDUCATION FOUNDATION

- I. The name of the company is "FP LIFE EDUCATION FOUNDATION".
- II. The registered office of the company will be situated in the State of **National Capital Territory of Delhi**.
- III. The objects for which the company is established are:
 - (A) **THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-**
 - a) To promote education and undertake issues related to its policies, to work for advancement of any activities related to education, establishing, running and developing educational related and research institutions within India & globally and upliftment of underprivileged sections of the society.
 - i) To establish, promote, subsidies, counselling, encourage, provide, maintain, organise, undertake, manage, build, construct, equip, develop, recondition, operate, conduct and consultancy to run in India or abroad schools, colleges, coaching, boarding houses, ashrams, gurukuls, teaching classes for primary, secondary & higher education in the fields of commerce, arts, science, engineering, medical, pharmacy, mining, military, music, dance, acting, sports, journalism, management, social welfare and industry which can be imparted by the students regularly in such fashion as may be developed from time to time by the company on non commercial basis and subject to prevailing Law.
 - ii) To set up, run, manage, take over, organize, undertake, sponsor, build, function schools, colleges, institution, or other such form of organizations to provide education technical know how, and training in the field of marketing, computer hardware and software, accountancy, human-resources, engineering, medical, business management, technical, film, foreign languages or in any other field on non commercial basis and subject to prevailing Law.

- iii) To establish, provide, maintain and run training and vocational and hobby institutes, centres, colleges, schools, play schools and other institution for training, education and instruction of students and others who may desire to avail themselves of the same to provide for the delivery and holding of lectures, demonstrations, seminars, exhibitions, classes, meetings and conferences in connection therewith on non commercial basis and subject to prevailing Law
- iv) To facilitate setting up of standards for education, skills & employment and to improve standard of living of individual.
- v) To institute awards in recognition of education, innovation and best practices in the above areas.
- vi) To provide web portal for information on Indian Education to all stakeholders. To establish helplines for students & general public and all other stakeholders for social benefit.
- vii) To organise events, seminars, exhibitions, conferences in India and abroad for promotion & gobalisation of Indian education.
- viii) To advise and assist if needed, through, Investigation and continuing research and education, the Government in the formation and implementation of policies on issues related to our aims and objects.
- ix) To promote the society's objects through conferences, seminars lectures, public debate, exhibitions and other modern communications like the electronic media within the country as well as in other countries.
- x) To co-operate network and collaborate with other national and international Societies, Trusts, Institutions, Associations and other organizations in furtherance of the objects of the Society.
- xi) To extend and receive support and expertise to / from other Societies / Trusts and institutions as and where required for enhancement of efforts towards attaining the objects.
- xii) To do all necessary acts or work as is ancillary or incidental to the attainment of above objects including but not limited to provision of food and transport facilities to the students and faculty; running, operating and managing canteens, hostels and boarding for the students and faculty members or any other activity for the overall development and growth of its students and faculty.

- b) No object of the company will be carried out without obtaining prior approval/Noc from Registrar of Companies Delhi & Haryana or concerned Authority where ever required/prescribed.
- c) None of the object of the company will be carried out on commercial basis.


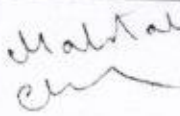


The doing of all such other lawful things as considered necessary for the furtherance of the above objects: Provided that the company shall not support with its funds, or endeavour to impose on, or procure to be observed by its members or others, any regulation or restriction which, as an object of the company, would make it a trade union.

- IV. The objects of the Company extend to the whole of India.
- V. The profits, if any, or other income and property of the company, whensoever's derived, shall be applied, solely for the promotion of its objects as set forth in this memorandum.
 - i) 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 persons claiming through any one or more of them.
 - ii) 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-pocket expenses, reasonable and proper interest on money lent, or reasonable and proper rent on premises let to the company.
 - iii) 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.
 - iv) 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;

- VI. 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.
- VII. The liability of the members is limited.
- VIII. The Authorized share capital of the company is Rs. 10,00,000/- (Rupees Ten Lacs) divided into 100,000 (One Lac) equity shares of Rs.10/- (Rupees Ten) each
- IX. True accounts shall be kept of all sums of money received and expended by the company and the matters 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. Once at least 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.
- X. If upon a 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 amongst the members of the company but shall be given or transferred to such other company having objects similar to the objects of this 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.
- XI. The Company can be amalgamated only with another company registered under section 8 of the Act and having similar objects.

12. We, the several persons whose names, addresses, descriptions and occupations are herewith subscribed are desirous of being formed into a private limited company not for profit, in pursuance of this Memorandum of Association:

SL. No.	Names, Addresses, Descriptions of the Subscribers	Number of Equity Shares Taken by Subscribers	Photo & Signatures of the Subscribers	Name, Address, Occupation of the Witness to the Signature
1.	MAHARAJ CHAND Agarwal S/O Late Sri PHOOL CHAND 2/42 Vijay Khand gauti Nagar 110 Qualification (B.A.) 226016 Business D.O 22.07-1951	25,000 Twenty five thousand Equity Share	 Mahatma 	Name, Address, Occupation of the Witness to the Signature Bharti Romilla herby witness signatures of BHARTI ROMILLA D/O SH. SHARWAN KR. ROMILLA C-157, STREET NO 14/2, SADH NAGAR PALAM COLONY, NEW DELHI-110045 COMPANY SECRETARY IN PRACTICE M-NO - P-7687
2.	Monika Agarwal D/O Vishendra Kumar Sarangi R/O B-43-44, Aliganj, Sector-C, Lucknow. UP-226024 Qual: B.Com. Occ. Housewife DOB- 19/05/1975.	9,500 Nine thousand five hundred Equity Share.	 Monika Agarwal	
3.	Anjali Agarwal. D/O - Ravi Agarwal R/O - B-43-44, Sector-C, Aliganj, Lucknow, UP-226024. Qual: 12th. Occ: Student. DOB: 23/01/1999	15,500 Fifteen thousand five hundred equity share.	 Anjali	
Total		50,000	50,000	

Dated this 07th day of March, 2018 at Delhi.

Sl. No.	Names, Addresses, Descriptions of the Subscribers	Number of Equity Shares Taken by Subscribers	Photo & Signatures of the Subscribers	Name, Address, Occupation of the Witness to the Signature
4.	<p style="text-align: right;">B/E</p> <p>ANUJ GOYAL S/O SRI PRAKASH AGARWAL R/O A-2 PRATAP NAGAR, SHANIGANJ AGRA-202010 BE : B.E Occupation :- Business DOB :- 06-09-1973</p>	<p>54000</p> <p>25,000.00</p> <p>Twenty Five Thousand only Equity Share</p>	 Anuj Goyal	I, BHARTI ROMILA hereby witness Signatures of Subscribers BHARTI ROMILA D/O SH. SHARWAN KR. ROMILA R/O C-157, STREET No. 14D, SADH NAGAR PALAM COLONY, NEW DELHI - 110045 COMPANY SECRETARY IN PRACTICE M. No. EF7687
5.	<p>ABHINAV MAHESHWARI S/O SH. ASHOK KUMAR MAHESHWARI STREET NO. 4, ANAND VIHAR, LOWER BAZAR, MODINAGAR - 201204 UTTAR PRADESH QUAL : M.Sc OCCUPATION: EMPLOYED DOB : 21/05/1976</p>	<p>25000.00</p> <p>TWENTY FIVE THOUSAND ONLY EQUITY SHARE</p>	 Abhinav Maheshwari	
Total		1,00,000		
		(ONE LAC ONLY)		

Dated this 07th day of March, 2018 at Delhi.



**MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF**

FP LIFE EDUCATION FOUNDATION

(COMPANY LIMITED BY SHARES NOT FOR PROFITS UNDER SECTION 8 OF THE COMPANIES ACT, 2013)





सत्यमेव जयते

GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS

Central Registration Centre

Certificate of Incorporation

[Pursuant to sub-section (2) of section 7 of the Companies Act, 2013 (18 of 2013) and rule 18 of the Companies (Incorporation) Rules, 2014]

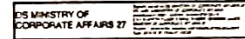
I hereby certify that FP LIFE EDUCATION FOUNDATION is incorporated on this Twenty seventh day of March Two thousand eighteen under the Companies Act, 2013 (18 of 2013) and that the company is limited by shares.

The Corporate Identity Number of the company is U80210DL2018NPL331632.

The Permanent Account Number (PAN) of the company is AADCF3536A

The Tax Deduction and Collection Account Number (TAN) of the company is DELF07406A*

Given under my hand at Manesar this Twenty seventh day of March Two thousand eighteen .



Digital Signature Certificate

Mohd Shakeel

Deputy Registrar Of Companies

For and on behalf of the Jurisdictional Registrar of Companies

Registrar of Companies

Central Registration Centre

Disclaimer: This certificate only evidences incorporation of the company on the basis of documents and declarations of the applicant(s). This certificate is neither a license nor permission to conduct business or solicit deposits or funds from public. Permission of sector regulator is necessary wherever required. Registration status and other details of the company can be verified on www.mca.gov.in

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

FP LIFE EDUCATION FOUNDATION
602, NAURANG HOUSE, 21, K. G MARG, NEW DELHI, North East,
Delhi, India, 110001



* as issued by the Income Tax Department

For FP Life Education Foundation
Monika Agarwal
Director

(THE COMPANIES ACT, 2013)

Form No. INC-13

MEMORANDUM OF ASSOCIATION

[Pursuant to rule 19(2) the Companies (Incorporation) Rules, 2014]

(COMPANY LIMITED BY SHARES NOT FOR PROFITS

UNDER SECTION 8 OF THE COMPANIES ACT, 2013)

OF

FP LIFE EDUCATION FOUNDATION

- I. The name of the company is "**FP LIFE EDUCATION FOUNDATION**".
- II. The registered office of the company will be situated in the **State of National Capital Territory of Delhi**.
- III. The objects for which the company is established are:
 - (A) **THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-**
 - a) To promote education and undertake issues related to its policies, to work for advancement of any activities related to education, establishing, running and developing educational related and research institutions within India & globally and upliftment of underprivileged sections of the society.
 - i) To establish, promote, subsidize, counselling, encourage, provide, maintain, organise, undertake, manage, build, construct, equip, develop, recondition, operate, conduct and consultancy to run in India or abroad schools, colleges, coaching, boarding houses, ashrams, gurukuls, teaching classes for primary, secondary & higher education in the fields of commerce, arts, science, engineering, medical, pharmacy, mining, military, music, dance, acting, sports, journalism, management, social welfare and industry which can be imparted by the students regularly in such fashion as may be developed from time to time by the company on non commercial basis and subject to prevailing Law.
 - ii) To set up, run, manage, take over, organize, undertake, sponsor, build, function schools, colleges, institution, or other such form of organizations to provide education technical know how, and training in the field of marketing, computer hardware and software, accountancy, human-resources, engineering, medical, business management, technical, film, foreign languages or in any other field on non commercial basis and subject to prevailing Law.
 - iii) To establish, provide, maintain and run training and vocational and hobby institutes, centres, colleges, schools, play schools and other institution for training, education and instruction of students and others who may desire to avail themselves of the same to provide for the delivery and holding of lectures, demonstrations, seminars, exhibitions, classes, meetings and conferences in connection therewith on non commercial basis and subject to prevailing Law.

- iv) To facilitate setting up of standards for education, skills & employment and to improve standard of living of individual.
 - v) To institute awards in recognition of education, innovation and best practices in the above areas.
 - vi) To provide web portal for information on Indian Education to all stakeholders. To establish helplines for students & general public and all other stakeholders for social benefit.
 - vii) To organise events, seminars, exhibitions, conferences in India and abroad for promotion & globalisation of Indian education.
 - viii) To advise and assist if needed, through, Investigation and continuing research and education, the Government in the formation and implementation of policies on issues related to our aims and objects.
 - ix) To promote the society's objects through conferences, seminars lectures, public debate, exhibitions and other modern communications like the electronic media within the country as well as in other countries.
 - x) To co-operate network and collaborate with other national and international Societies, Trusts, Institutions, Associations and other organizations in furtherance of the objects of the Society.
 - xi) To extend and receive support and expertise to / from other Societies / Trusts and institutions as and where required for enhancement of efforts towards attaining the objects.
 - xii) To do all necessary acts or work as is ancillary or incidental to the attainment of above objects including but not limited to provision of food and transport facilities to the students and faculty; running, operating and managing canteens, hostels and boarding for the students and faculty members or any other activity for the overall development and growth of its students and faculty.
- b) No object of the company will be carried out without obtaining prior approval/Noc from Registrar of Companies Delhi & Haryana or concerned Authority where ever required/ prescribed.
- c) None of the object of the company will be carried out on commercial basis.

The doing of all such other lawful things as considered necessary for the furtherance of the above objects: Provided that 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.

IV. The objects of the Company extend to the whole of India.

V. The profits, if any, or other income and property of the company, whensoever's derived, shall be applied, solely for the promotion of its objects as set forth in this memorandum.

- (i) 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 persons claiming through any one or more of them.

- ii) 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-pocket expenses, reasonable and proper interest on money lent, or reasonable and proper rent on premises let to the company.
 - iii) 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.
 - iv) 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;
- VI. 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.
- VII. The liability of the members is limited.
- VIII. The Authorized share capital of the company is Rs. 10,00,000/- (Rupees Ten Lacs) divided into 100,000 (One Lac) equity shares of Rs.10/- (Rupees Ten) each
- IX. True accounts shall be kept of all sums of money received and expended by the company and the matters 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. Once at least 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.
- X. If upon a 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 amongst the members of the company but shall be given or transferred to such other company having objects similar to the objects of this 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.
- XI. The Company can be amalgamated only with another company registered under section 8 of the Act and having similar objects.

12. We, the several persons whose names, addresses, descriptions and occupations are herewith subscribed are desirous of being formed into a private limited company not for profit, in pursuance of this Memorandum of Association:

SL. No.	Names, Addresses, Descriptions of the Subscribers	Number of Equity Shares Taken by Subscribers	Photo & Signatures of the Subscribers	Name, Address, Occupation of the Witness to the Signature
1.	Mahtab Chand Agarwal S/o Late Sh Phool Chand R/o 2/42, Vijay Khand, Gomti Nagar, Lucknow, UP 226010 Occupation- Business	25,000 Twenty Five Thousand Equity Shares @ 10/- each	Sd/-	I Bharti Rohilla Hereby witness signature of subscribers BHARTI ROHILLA D/O SH SHARWAN KUMAR ROHILLA R/O C-157, Street No. 14/2, Sadh Nagar Palam Colony, New Delhi- 110045 COMPANY SECRETARY IN PRACTICE M. NO. F7687
2.	Monika Agarwal D/o Virendra Kumar Saraogi R/o B 43-44, Aliganj Sector-C, Lucknow UP 226024 Occupation- Housewife	9,500 Nine Thousand Five Hundred Equity Shares @ 10/- each	Sd/-	
3.	Anjali Agarwal D/o Ram Agarwal R/o B 43-44, Sector-C, Aliganj, Lucknow, UP 226024 Occupation- Student	15,500 Fifteen Thousand Five Hundred Equity Shares @ Rs. 10/- each	Sd/-	
		50,000		

c/f 50,000

Dated this 7th day of March, 2018 at Delhi.

SL. No.	Names, Addresses, Descriptions of the Subscribers	Number of Equity Shares Taken by Subscribers	Photo & Signatures of the Subscribers	Name, Address, Occupation of the Witness to the Signature
4.	Anuj Goyal S/o Sh Prakah Agarwal R/o A-2, Pratap Nagar, Shahganj, Agra 282010 Occupation- Business	b/f 50,000 25,000 Twenty Five Thousand Equity Shares @ 10/- each	Sd/-	I Bharti Rohilla Hereby witness signature of subscribers BHARTI ROHILLA D/O SH SHARWAN KUMAR ROHILLA R/O C-157, Street No. 14/2, Sadh Nagar Palam Colony, New Delhi- 110045 COMPANY SECRETARY IN PRACTICE M. NO. F7687
5.	Abhinav Maheshwari S/o Sh Ashok Kumar Maheshwari Street No. 4, Anand Vihar, Lower Bazar, Modinagar- 201204, UP Occupation- Employed	25,000 Twenty Five Thousand Equity Shares @ 10/- each	Sd/-	
Total		1,00,000		

Dated this 7th day of March, 2018 at Delhi.

For FP Life Education Foundation
Monika Agarwal
 Director

INCORPORATED
UNDER THE COMPANIES ACT, 2013
ARTICLES OF ASSOCIATION
OF
FP LIFE EDUCATION FOUNDATION
COMPANY LIMITED BY SHARES NOT FOR PROFIT
UNDER SECTION 8 OF THE COMPANIES ACT 2013

1. a) The reference herein to 'The Act' is to the Companies Act, 2013 as amended thereto, from time to time and as applicable.
- b) The headings are given for convenience and shall not affect the construction of these articles.

INTERPRETATION

2. The Regulations contained in Table 'F' in Schedule 1 to the Act as amended from time to time in so far as they are applicable to a private limited company and so far as they are not modified or altered by Articles hereinafter provided, shall apply to this Company.
3. In the interpretation of these Articles, the following expressions shall have the following meanings, unless repugnant to the subjects or context.

"The Company" or this company means **"FP LIFE EDUCATION FOUNDATION"**

"Memorandum & Articles" means the Memorandum of Association and Articles of Association respectively of the Company.

"Director" means and include all Directors of the Company and except where the context otherwise requires for those Articles shall mean the Board of Directors of the Company, or a properly constituted committee thereof.

"The Office" means the Registered Office for the time being of the company.

"The Registrar" means the Registrar of Companies.

"Seal" means the common seal of the Company.

"Month" means Calendar Month.

"Year" means April to March of any Financial Year.

"Proxy" includes Attorney duly constituted under a power of attorney.

"Member" means a member of the Company who has duly subscribed to the shares of the company and after due approval of the Board of Directors of the Company from time to time and who continues to be a member for the time being.

"In Writing or Written" includes printing, lithography, and other modes of reproducing works in a visible form, which also include thumb impression properly attested.

Words importing persons includes corporation, Firms and Association.

Words importing singular number include the plural and vice-versa.

Words importing masculine gender include the feminine gender and vice-versa.

PRIVATE COMPANY

4. (a) The Company is a Private Company within the meaning of Section 2(68) of the Companies Act, 2013 and it means a Company having a minimum paid-up share capital of Rs. 1 lakh or such higher paid-up capital as may be prescribed, and which by its articles-
- i) restricts the right to transfer its shares;
 - ii) except in case of One Person Company, limits the number of its members to 200.
- 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 that 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;
- (b) The Company may at any time by a special resolution convert itself into a private company within the meaning and subject to the provisions of the Companies Act, 2013.

SHARE CAPITAL

5. The Authorised Share capital of the company shall be as mentioned in Clause XII of the Memorandum of Association of the Company

SHARES & CERTIFICATES

6. **Allotment of shares**
- a) Subject to the provisions of these articles, shares in the capital of the Company for the time being shall be under the absolute control of the Board of Directors who may allot or otherwise dispose off the same or any of them to such persons on such terms and conditions and at such times and either at a premium or at par or subject to the provisions relating to discount as provided in the Act and as the Board may think fit.
 - b) Notwithstanding anything contained in this Article, where securities are dealt with in a Depository, the Company shall intimate the details of allotment of securities to Depository immediately on allotment of such Securities.

7. Register and Index of Members

The Company shall cause to be kept at its Registered Office or at such other place as may be decided, Register and Index of members in accordance with the applicable provisions of the Act and the Depositories Act, 1996 with details of shares held in physical and dematerialized forms or in any media as may be permitted by law including in any form of electronic media. The Register and index of beneficial owners maintained by a Depository under the applicable provisions of the Depositories Act, 1996 shall also be deemed to be the Register and index of members for the purpose of this Act. The Company shall have the power to keep in any state or country outside India, a Register of Members for the residents in that state or country.

TRANSFER

8. The Board of Directors may at their absolute discretion decline to register any transfer of shares in the following cases:
 - a) The transfer of shares to a person who have not been approved by the Board of Directors.
 - b) Any transfer of shares on which the Company has a lien.
9. Subject to provisions of Article 23, Shares held by a member as the case may be, may be transferred to his legal heirs or any other existing shareholder or debenture holder of the Company and shall not be transferred to any other person other than those as aforesaid.
10. In case of transfer of all or any part of the shares in or debenture of the Company, to any person or persons excepting those provided in Article 10 above, a transferor shall intimate the Company in writing of his intention to do so, specifying clearly therein the name and address both present and permanent, and description of the proposed transferee and the Company, on receipt of such intimation of the transferor, shall hold meeting of Board of Directors to consider the matter of such transfer, within a period of 60 days from the date of receipt of such intimation letter from the transferor and the Board of Directors shall be at liberty either to take in such transferee as a member or debenture holder or arrange the transfer to any member or debenture holder of the Company as the case may be or any other person and in such manner as the Board of Directors may approve and prescribe.
11. The instrument of transfer of any shares in, or debentures of the Company shall be executed both by the transferor and the transferee and the transferor shall remain the holder of the shares or debentures so transferred until the name of the transferee is registered in the Register of Members or in the Register of Debenture Holders.
12. Every instrument of transfer shall be left at the office of the Company along with the original certificate of shares or debentures of the Company to be transferred and the transfer may be registered.

TRANSMISSION

13. In case of death of a member or debenture holder, the shares or debentures shall pass on to his or her heirs, administrators or executors and any person becoming entitled to such shares and debentures in consequence of death of any member or debenture holder may upon producing such evidence of title as the Board of Directors may require, register himself as holder of the shares or debentures and subject to the provisions of transfer herein contained, transfer the same to some other person.

INCREASE, DECREASE & ALTERATION OF CAPITAL

14. The Company may by Ordinary Resolution from time to time alter the conditions of the Memorandum of Association as follows:
- a) Increase the share capital by such amount, to be divided into share of such amount as may be specified in the resolution.
 - b) Consolidate and divide all or any of its shares of larger amount than its existing shares.
 - c) Sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the Memorandum, and/or Articles of Association, so however, that in the sub-division, the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced shares is derived; and
 - d) Cancel any shares which at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.
15. The Company may, subject to applicable provisions of the Act, and any other consent required under applicable laws, from time to time, by special resolution reduce in any manner:
- a) its Share capital
 - b) any Capital redemption reserve fund or
 - c) any share premium account.

GENERAL MEETING

16. **ANNUAL GENERAL MEETING**

The first Annual General Meeting of the Company shall be held within eighteen months from the date of incorporation of the Company. The next Annual General Meeting of the Company shall be held by the Company within six months after the expiry of each financial year unless an extension of time is obtained from the Registrar of Companies as provided in the Act. Provided that not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next meeting.

17. **NOTICE OF MEETING**

A general meeting of the Company may be called by giving not less than 7 days' notice in writing, which should be sent to the members of the Company entitled to receive such notice, provided however, a General Meeting may be called after giving shorter notice if consent is accorded, in case of Annual General Meeting by all the members entitled to vote thereat and in case of any other meeting, by members of the Company holding not less than 95% of such part of the paid-up share capital of the Company as gives right to vote at the meeting. Accidental omission to give notice to or the non-receipt of such notice by any member shall not invalidate the proceeding held at any General Meeting.

18. **EXTRA ORDINARY GENERAL MEETING**

- a) All General Meetings other than the Annual General Meetings shall be called Extra-Ordinary General Meetings.

- b) The Board of Directors may, whenever it thinks fit, call an Extra Ordinary General Meeting.
- c) If at any time Directors capable of acting who are sufficient in number to form a quorum are not within India, any Director or two members of the Company may call an Extra Ordinary General Meeting in the same manner as nearly as possible as that in which such a meeting may be called by the Board of Directors.

19. **CHAIRMAN**

The Chairman, if any, of the Board of Directors shall preside as Chairman at every General Meeting of the Company, including Annual General Meetings.

VOTES OF MEMBERS

20. Voting rights of the members shall be:

- a) On a show of hands, every member holding equity shares and present in person shall have one vote.
- b) On a poll, voting rights of members shall be, in proportion to their holding of shares in the paid-up equity capital of the Company.

21. In case of joint-holders, the vote of the senior who renders a vote, whether in person or by proxy shall be accepted to the exclusion of the vote of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the Register of Members.

22. 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.

PROXIES

23. **Restriction to vote/ Proxy to vote on Poll**

Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his/her proxy to attend and vote in his/her stead. Proxy so appointed need not be a member of the Company and a proxy so appointed shall have a right to speak at the Meeting.

DIRECTORS

24. **Number of Directors**

Until otherwise determine by a special resolution, the number of Directors of the Company shall not be less than two and more that twelve.

25. **First Directors**

The persons hereinafter named shall be the first directors of the Company:

- a. **Mr. Mahtab Chand Agarwal**
- b. **Ms. Monika Agarwal**

26. **Additional Director or filling casual vacancy**

The Board of Directors shall have the power at any time and from time to time to appoint any person as Director either to fill a casual vacancy or as an Additional Director.

27. **Alternate Director**

The Board may appoint any person as alternate director to act for a director during his absence for a period of not less than three months from the state in which meeting of the Board are ordinarily held and such alternate director shall ipso facto vacate office if and when the absentee director returns to the state in which meetings of the Board are ordinarily held, or if the absentee director vacates office as a director.

28. **Qualification Share**

Unless otherwise determined by the Company in a General Meeting, a Director shall not be required to hold any share in the capital of the Company as his qualification.

29. **Directors not to retire by rotation**

Directors shall not be required to retire by rotation.

30. **Meeting of Directors**

At least once in every three months or earlier as may be deemed necessary, the Directors shall meet together for dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit.

31. **Chairman**

The Chairman of the Board of Directors will have to be elected from amongst the Directors.

32. **Quorum**

The quorum for a meeting of the Board of Directors shall be two Directors personally present.

33. **Casting Vote**

The Chairman of the Board of Directors or of any meeting shall have a casting vote in case of a tie in any meeting.

34. **Committee of Directors**

The Board of Directors may delegate any of their powers to such committee and the committee shall in the exercise of the power so delegated conform to any regulation that may from time to time be imposed on them by the Board of Directors subject to the provisions of the Act.

35. **Resolution by circulation**

Save as otherwise expressly provided by the Act, a resolution shall be as valid and effectual as if, it had been passed at a meeting of the Board of Directors or committee of Board of Directors, as the case may be, duly called and constituted if a draft thereof in writing is circulated together with necessary papers, if any, to all the directors or to all the members of the committee of the Board of Directors as the case may be, then in India (not being less in number than the quorum fixed for a meeting of the Board of Directors or the committee, as the case may be) and to all other Directors or members of the committee at their usual address in India and has been approved by such of them as are then in India or by a majority of such of them as are then in India or by a majority of such of them as are entitled to vote on the resolution.

36. Minutes

All minutes shall be signed by the Chairman of the Meeting at which the same are recorded or by the person who shall preside as Chairman at the next meeting and all minutes purporting to be so signed shall for all purpose whatsoever be prima facie evidence of the actual passing of the resolution recorded and of the regularity of the Meeting at which the same shall appear to have taken place, notwithstanding that it may afterwards be discovered that there was some defect in the appointment of any one or more of such Directors or that or any of them were disqualified.

37. Director's sitting fee

The Board of Directors shall not be entitled to any sitting for attending the Board meetings of the Company.

38. Managing Director

Subject to the provisions of the Act, the Company may from time to time appoint one or more of their body to the office of Managing Director(s) in-charge for such period and on such terms and with such powers and at such remuneration (whether by way of salary or commission or participation in profit or partly by one way and partly by another) as they think fit and may remove or dismiss him or them from office and appoint another or others in his/ their place or places.

39. Powers of Board

Subject to the provisions of the Act, the Board of Directors of the Company shall be entitled to exercise such powers and do such acts and things as the Company is authorized to exercise and do, provided that the Board of Directors shall not exercise any power or do any act or thing which is directed or required, whether by the Act, or any other law for the time being in force or by the Memorandum or Articles of Association of the Company or otherwise to be exercised or done by the Company in General Meeting.

Provided further that in exercising any such power or doing any such act or thing, the Board of Directors shall subject to the provisions contained in that behalf in the Act, or any other law for the time being in force or in the Memorandum and Articles of Association of the Company or in any regulations not inconsistent therewith and duly made there under including regulations made by the Company in General Meeting provided however, that no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

40. No Directors shall be disqualified from his office by contracting with the Company nor shall any such contract or any contract into by or on behalf of the Company in which any Director shall be in any way interested, be void nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realized by reason only of such Director holding that office or of the fiduciary relations established but it is declared that to the extent it is required under the provisions of the Act, the nature of his interest must be disclosed by him at the Director's Meeting at which the contract is considered if his interest then exists, or in any other case at the first meeting of the Directors after the acquisition of his interest.

POWERS & DUTIES OF DIRECTORS

41. Without prejudice to the general powers conferred by the foregoing clauses, the Board of Directors shall exercise the following powers amongst others:
- a) The Board of Directors may pay all charges, expenses incurred in respect of formation, promotion, establishment and incorporation of the Company under the Act, as well as its registration under any other rules or bye-laws having the force in law.
 - b) The Board of Directors may from time to time, by power of attorney under the Company's Seal, appoint any person/s to be attorney of the Company for any purpose.
 - c) All cheques, Bills of Exchange, Promissory Notes and other Negotiable Instruments or other instruments of similar nature relating to the operations and transactions of the Company, shall be signed by any one or more of the Directors, as may be decided by the Board of Directors but the authority so conferred may be revoked at any time by the Board of Directors.
 - d) The Board of Directors may invest and deal with any moneys of the Company not immediately required upon such securities and in such manner as they think fit.
 - e) The Board of Directors or the Managing Director/Whole Time Director/Executive Director/Director-in-charge if so authorized by the Board of Directors may refer any matter relating to the transactions of the Company to arbitration and the decision of the Arbitrator(s), if accepted by the Board of Directors would be binding on the Company.
 - f) The Board of Directors may from time to time raise or borrow any sums of money for and on behalf of the Company from the members or other persons, companies or banks or they may themselves advance money to the Company on such terms and conditions, as may be approved by the Board of Directors.

ACCOUNTS & AUDIT

42. The Board of Directors shall cause to maintain proper books of accounts with respect to:
- a) All sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place.
 - b) All sales and purchases of goods by the Company.
 - c) The assets and liabilities of the Company.

43. **Place where Books of Accounts to be kept**

The books of accounts shall be kept at the Registered Office of the Company or at such place in India as the Board of Directors shall think fit.

44. **Inspection**

The books of accounts shall be open to inspection by any Director during the business hours and entries thereof shall be checked and verified at least once in every year by one or more or all Directors.

45. **Statutory Auditors**

The first auditors of the Company shall be appointed and the remuneration shall be fixed by the Board of Directors and thereafter the Auditors shall be appointed at each Annual General Meeting.

MINUTES46. **Minutes of Meeting**

- a) The minutes of all proceeding of every General Meeting or the Board of Directors or committee of the Board of Directors shall be kept by making entries in the minute books within thirty days of conclusion of the meeting.
- b) The pages of the minute book shall be consecutively numbered.
- c) Each page of the minute books shall be initialed or signed and the last page of the record of proceedings shall be dated and signed.
 - (i) In case of a meeting of the Board of Directors or committee of Board of Directors, by the Chairman of the said meeting or the next succeeding meeting, and
 - (ii) In case of General Meeting, by the Chairman of the same meeting within aforesaid 30 days or in the event of death of or inability of the Chairman, by a Director duly authorized by the Board of Directors.
- d) The minutes shall not be pasted or otherwise attached to the minute books.
- e) All appointments of officers made at any of the meetings shall be included in the minutes of the meetings.
- f) In case of a meeting of the Board of Directors or a committee of Board of Directors, the minutes shall also contain:
 - (i) The names of the Directors present at the meeting, and
 - (ii) In case of each resolution passed at the meeting, the names of Directors, if any dissenting from or not concurring in the resolution.
- g) The minutes of each meeting shall contain a fair and correct summary of the proceeding thereat, provided that no matter need be included in any such minutes which the Chairman of the meeting is having the option and:
 - (i) Is, or could reasonably be regarded as defamatory of any person or
 - (ii) Is irrelevant or immaterial to the proceedings or
 - (iii) Is detrimental to the interests of the Company.

THE SEAL

47. The Board of Directors shall provide a Seal for the Company and for safe custody thereof. The Seal of the Company shall not be affixed to any instrument except by authority of a resolution of the Board of Directors and except in the presence of a Director and the said Director, shall sign every instrument to which the Seal of the Company is so affixed in his presence.

INDEMNITY

48. Every officer or agent of the Company for the time being shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings whether civil or criminal in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 633 of the Act, in which relief is granted to him by the Court.

WINDING UP

49. **Application of assets**

Winding up when necessary will be done in accordance with the requirements of Companies Act, 2013 or such other statutory modifications thereto.

SECRECY

50. **Directors, officers etc. to maintain secrecy**

Every Director, Manager, Trustee for the Company, Member or Debenture holders, Member of Committee, officer, servant, agent, accountant or other person employed in or about the business of the Company shall, if so required by the Board of Directors before entering upon his duties, sign a declaration pledging all transactions of the Company with his customers and state of accounts with individuals and in matters relating thereto, and shall subject to 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 so to do by the Board of Directors or by a Court of law and except so far as may be necessary in order to comply with any of the provisions contained in these Articles.

We, the several persons whose names, addresses, descriptions and occupations are herewith subscribed are desirous of being formed into a private limited company not for profit, in pursuance of this Articles of Association:

SL. No.	Names, Addresses, Descriptions of the Subscribers	Photo & Signatures of the Subscribers	Name, Address, Occupation of the Witness to the Signature
1.	Mahtab Chand Agarwal S/o Late Sh Phool Chand R/o 2/42, Vijay Khand, Gomti Nagar, Lucknow, UP 226010 Occupation- Business	Sd/-	I Bharti Rohilla Hereby witness signature of subscribes BHARTIROHILLA D/O SH SHARWAN KUMAR ROHILLA R/O C-157, Street No. 14/2, Sadh Nagar Palam Colony, New Delhi- 110045 COMPANY SECRETARY IN PRACTICE M. NO. F7687
2.	Monika Agarwal D/o Virendra Kumar Saraogi R/o B 43-44, Aliganj Sector-C, Lucknow UP 226024 Occupation- Housewife	Sd/-	
3.	Anjali Agarwal D/o Ram Agarwal R/o B 43-44, Sector-C, Aliganj, Lucknow, UP 226024 Occupation- Student	Sd/-	

Dated this 7th day of March, 2018 at Delhi.

SL. No.	Names, Addresses, Descriptions of the Subscribers	Photo & Signatures of the Subscribers	Name, Address, Occupation of the Witness to the Signature
4.	Anuj Goyal S/o Sh Prakah Agarwal R/o A-2, Pratap Nagar, Shahganj, Agra 282010 Occupation- Business	Sd/-	I Bharti Rohilla Hereby witness signature of subscribes BHARTI ROHILLA D/O SH SHARWAN KUMAR ROHILLA R/O C-157, Street No. 14/2, Sadh Nagar Palam Colony, New Delhi- 110045 COMPANY SECRETARY IN PRACTICE M. NO. F7687
5.	Abhinav Maheshwari S/o Sh Ashok Kumar Maheshwari Street No. 4, Anand Vihar, Lower Bazar, Modinagar-201204, UP Occupation- Employed	Sd/-	

Dated this 7th day of March, 2018 at Delhi.

For FP Life Education Foundation

Monika Agarwal

Director