

ARTICLES OF ASSOCIATION
OF
ZYLO MICRO CARE FOUNDATION
(COMPANY LIMITED BY SHARES)
UNDER SECTION 8 OF THE COMPANIES ACT, 2013

PRELIMINARY

1. Subject as hereinafter provided the Regulations contained in Table 'F' in the First Schedule to the Companies Act, 2013 shall apply to the Company.

INTERPRETATION

2. In these regulations:
 - a. "Company" means "**ZYLO MICRO CARE FOUNDATION**".
 - b. "Office" means the Registered Office of the Company.
 - c. "Act" means the Companies Act, 2013, and any statutory modification thereof.
 - d. "Seal" means the Common Seal of the Company.
 - e. "Directors" means the Directors of the Company and includes persons occupying the position of the Directors by whatever names called.
3. Unless the Context otherwise requires the words or expressions contained in these regulations shall bear the same meaning in the Act, or any statutory modification thereof in force on the date at which the regulations become binding on the Company.
4. The Company is a Private Company (Formation of Companies with charitable Objects etc. as per Section-8 of the Companies Act,2013 and Rules made thereunder) within the meaning of Section 2(68) of the Companies Act, 2013 and accordingly: -
 - (i) restricts the right to transfer its shares;
 - (ii) limits the number of its members to two hundred:
Provide 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;

SHARE CAPITAL

- 5. The Authorized Share Capital of the Company shall be such amounts and be divided into such shares as may, from time to time, be provided in Clause 8 of the Memorandum of Association with power to increase or reduce the capital in accordance with the Company's regulations and legislative provisions for the time being in force in that behalf with the powers to divide the share capital, whether original increased or decreased into several classes and attach thereto respectively such ordinary, preferential or special rights and conditions in such a manner as may for the time being be provided by the Regulations of the Company and allowed by law.
- 6. The Minimum paid up Capital of the Company shall as may be prescribed.
- 7. The business of the Company may be commenced soon after the incorporation of the Company as and when the Directors shall think fit notwithstanding that part of the shares have been allotted.
- 8. The shares shall be under the discretionary control of the Directors who may allot or otherwise dispose of the same.
- 9. The certificate to share registered in the name of two or more persons shall be delivered to first named person in the register and this shall be a sufficient delivery to all such holders.

LIEN

- 10. The Company shall have a first and paramount lien upon all the shares (not being a fully paid up share) registered in the name of such member (whether solely or jointly with others) and upon the proceeds of sale thereof for his debts, liabilities and engagements (whether presently payable or not) solely or jointly with any other person, to or with the Company, whether the period for the payment, fulfillment or discharge thereof shall have actually a lien or not.

CALLS ON SHARES AND TRANSFER OF SHARES

- 11. The Directors are empowered to make call on members of any amount payable at a time fixed by them.

12. Any member desiring to sell any of his shares must notify the Board of Directors of the number of shares, the fair value and the name of the proposed transferee and the Board must offer to the other shareholders the shares offered at the fair value and if the offer is accepted, the shares shall be transferred to the acceptor and if the shares or any of them, are not so accepted within one month from the date of notice to the Board the members proposing transfers shall, at any time within three months afterwards, be at liberty, subject to Articles 12 and 13 hereof, to sell and transfer the shares to any persons at the same or at higher price.

In case of any dispute, regarding the fair value of the share it shall be decided and fixed by the Company's Auditor whose decision shall be final.

13. No transfer of shares shall be made or registered without the previous sanction of the Directors, except when the transfer is made by any member of the Company to another member or to a member's wife or child or children or his heirs and the Directors may decline to give such sanction without assigning any reason subject to Section 58 of the Companies Act, 2013.

14. The Directors may refuse to register any transfer of shares (1) where the Company has a lien on the shares or (2) where the shares are not fully paid up shares, subject to Section 58 of the Companies Act, 2013.

15. Subject to Section 58 of the Act, the Directors may in their discretion, without assigning any reason, refuse to register the transfer of any shares to any person, whom it shall, in their opinion, be undesirable in the interest of the Company to admit to membership.

16. At the death of any members his or her shares will be recognized as the property of his or her heirs upon production of reasonable evidence as may required by the Board of Directors.

17. The instrument of transfer must be accompanied by the certificates of shares.

GENERAL MEETINGS

18. All General Meetings other than the Annual General Meeting shall be called Extra-ordinary General Meetings.

19. The Board may whenever it thinks fit, call an Extra-ordinary General Meetings.

20. If at any time there are not within India directors capable of acting who are sufficient in number to form a quorum, any Director or at least any two members of the Company may call an Extra-ordinary General Meeting in the same manner, as nearly as possible, as that a meeting may be called by the Board.

21. At least fourteen days, clear notice of General Meetings of the Company, specifying the day, hour and place of meeting and the objects shall be given. In every such notice calling meeting of the Company there will appear a statement that member is entitled to appoint proxy to attend and to vote instead of himself. A General Meeting may be called after giving a notice shorter than fourteen days if consent is accorded in case of any general meeting of all the members entitled to vote there at and in case of any other meeting by members holding not less than 95 (Ninety Five) percent of the paid up share capital and is given a right to vote a meeting.
22. No business shall be transacted at any general meeting, unless quorum of members is present. At least two members present in person shall be quorum for general meeting.
23. The Chairman, if any, of the Board, shall preside as Chairman of all Board and general meetings, of the Company. If at any time the Chairman is not present within 15 minutes after the time appointed for holding the same, the Directors and members present shall elect one of the Directors present to be Chairman of such meeting. If no director is present or unwilling to act as Chairman, the members may appoint one of their members as Chairman.

DIRECTORS

24. The number of Directors of the Company shall not be less than two or more than fifteen. The company may appoint more than fifteen directors after passing a special resolution in general meeting of the company.
25. The following shall be the First Directors of the Company and they admit the directorship of the company for the lifetime:
 - a. Virender Kumar Gupta
 - b. Smrti
26. The Directors may from time to time, appoint more than one of their body to the office of the Managing Director for one or more of the divisions of the business carried on by the Company and to enter into agreement with him in such terms and conditions as they may deem fit.
27. The Directors shall have the power, at any time and from time to time, to appoint any person as additional Director in addition to the existing Director so that the total number of Directors shall not at any time exceed the number fixed for Directors in these articles, Any Directors so appointed shall hold office only until the next following Annual General Meeting but shall be eligible thereof for election as Director.
28. The quorum necessary for the transaction, of the business of the Board meeting subject to Section 174 of the Companies Act 2013, shall be either eight members or twenty five

percent of its total strength whichever is less provided that quorum shall not be less than two members.

29. A resolution in writing signed by the Director except a resolution which the Act specifically required it to be passed at a Board meeting shall be effective for all purposes as a resolution passed at a meeting of Directors duly called, held and constituted.
30. Subject to provisions of Section 161 of the Act, a Director, who may be absent for a period, not less than 3 (three) months from the India in which the meeting of the Board are ordinarily held, have power to appoint any member of the Company elected by him as an alternate director by giving notice in writing under his name to the Board and at his discretion to remove, such alternate director. Such alternate Director shall vacate office when his appointee is present in person or cease to be director. Save as aforesaid such alternate director while so acting shall exercise and discharge all functions and powers and be subject to all the duties and limitations of the Director which he represents and shall be entitled to receive notice to attend and to vote a Director's Meeting on behalf of meeting attended by him.
31. The Managing Director shall have power for engagement and dismissal of managers, engineers, assistants, clerks and others and shall have power of general direction, and management and superintendence, of the business of the company with full powers to do all such acts, matters and things deemed necessary, proper or expedient for carrying on the business and concern of the Company including the power to make such investment of the Company's fund as they shall think fit, subject to the limit fixed by the Board of Directors under Section 179 of the Act and sign contracts and to draw, make, sign, accept, endorse and negotiate on behalf of the Company all bills of exchange, promissory notes, hundies, drafts, Government Promissory Notes and other Government securities and such other instruments.
32. The Director may delegate all or any of their powers to such other Directors, Managers or other persons as they think fit and shall have power to grant to any such person such power of attorney, as they deem expedient and such powers at pleasure to revoke, subject to Section 166 and 179 of the Act.
33. No Director shall receive out of the funds of the Company any amount by way of sitting fees for his services for any Board meeting attended by him.
34. A Director shall not be required to hold any qualification shares in the Company and also not required to retire by rotation.
35. The Director shall be paid travelling and other expenses of attending and returning from meeting of the Board (including hotel expenses) and any other expenses properly incurred by them in connection with the business of the Company. The Directors may

also be remunerated for any extra services done by them outside their ordinary duties as Director, subject to the provisions of Section 188 of the Act.

POWERS AND DUTIES OF DIRECTORS

36. The business of the Company shall be managed by the Board of Directors who may pay all such expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company as they think fit and may exercise all such power of the Company and do on behalf of the Company all such acts as may be exercised or done by the Company in general meeting and are not barred by statute or by these Articles and are required to be exercised or done by the Company in General Meeting, subject nevertheless to any regulations of the Articles, to the provisions of the statute and to such regulations not being inconsistent with aforesaid regulations or provisions as may be prescribed by the Company in general meeting but no regulation made by the Company general meeting shall invalidate any prior act of the Directors which would have been valid if such regulations had not been made.

OPERATION OF THE BANK ACCOUNTS

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

ACCOUNTS

38. The Board shall, from time to time, determine whether and to what extent and at what times and places and under what conditions or regulation the accounts and books of the Company or any of them shall be open to the inspection of members (not being Director).
39. No members (not being Director) shall have any right of inspecting any accounts or books of account of the Company except as conferred by law or authorized by the Board or by the Company in General Meeting.
40. The Directors shall in all respect comply with the provisions of Section 128,129,134,137 and 207 of the Act, and profits and Loss Account, Balance Sheet and Auditors Report and every other document required by law to be annexed or attached as the case may be, to the Balance Sheet, to be sent to every member and debenture holder of the Company and every trustee for the holders of the debentures issued by the Company at least fourteen days before the date of Annual general meeting of the Company at which they are to be laid.

AUDIT

41. The first Auditor of the Company shall be appointed by the Board of Directors within 30 days from the date of registration of the Company and the Auditors so appointed shall hold office until the conclusion of the first Annual General Meeting.
42. At First Annual General Meeting the Company shall appoint an Auditor to hold Office from the conclusion of the Meeting till the conclusion of its sixth Annual General Meeting and thereafter till the conclusion of every Sixth Annual General meeting.
43. The remuneration of the Auditor shall be fixed by the Company in the Annual General Meeting or in such manner as the Company in the Annual General Meeting may determine. In case of an Auditor appointed by the Board his remuneration shall be fixed by the Board.

COMMON SEAL

44. The Board shall provide for the safe custody of the Company's Common Seal.
45. The Seal shall not be affixed to any instrument except by the authority of a resolution of the Board or of a Committee of the Board authorized 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 as aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

SECRECY

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

WINDING UP

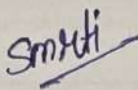

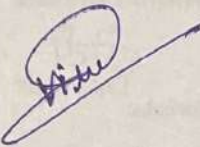
47. Winding up when necessary will be done in accordance with the requirements of the Companies Act, 2013 or statutory modification thereto.
48. If on the winding up or dissolution of a company registered under this section, there remains, after the satisfaction of its debts and liabilities, any assets, they may be

transferred to another company registered under this section and having similar objects, subject to such conditions as the Tribunal may impose, or may be sold and proceeds thereof credited to “Insolvency and Bankruptcy Fund” formed under section 224 of the Insolvency and Bankruptcy Code, 2016.

INDEMNITY

49. Every officer of the company 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 judgment is given in his favor or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

We the several person whose name and address are subscribed, are desirous of being formed into a company in pursuance of this Articles of Association and we respectively agree to take the numbers of shares in the capital of the company set opposite to our respective names :

Name, description, and occupation of each Subscriber	Address, and of each	PAN/DIN	Signature of the Subscriber	Signature of the witness and his name, address, description and Occupation
Smrti D/o. Raghupati C-218, Gali No.17, Inder enclave, Kirari Suleman Nagar, Sultan Puri, Delhi-110086 IN Occupation-Business		QGRPS32 17N		<p>I Jaivindra Singh, Company Secretary, witness to subscribers who have subscribed and signed in my presence on dated 06th December, 2022. Further I have verified their identity detail for their identification and satisfied myself of their identification as filled in:</p>  <p>Name: Jaivindra Singh Add: Office No. 5C Extn., Block-C-7 LSC Market, Sultanpuri, Delhi-110086 IN M.No.67462 COP No. 25169</p>
Virender Kumar Gupta S/o. Nathu Lal Gupta R/o. House No-321, P-2 Block, Sultanpuri Delhi -110086 IN Occupation-Business		09766976		

Date: 06.12.2022

Place: Delhi