

Memorandum

And

Articles of Association

of

MANGALAM EDU GATE

(A Company Limited by shares not for Profit Under Section 25 of the Companies Act, 1956)



भारत सरकार-कॉर्पोरेट कार्य मंत्रालय कम्पनी रजिस्ट्रार कार्यालय, राष्ट्रीय राजधानी क्षेत्र दिल्ली एवं हरियाणा

नाम परिवर्तन के पश्चात नया निगमन प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U80301DL2004NPL125032

मैसर्स MANGALAM EDU GATE PRIVATE LIMITED

के मामले में, मैं एतदद्वारा सत्यापित करता हूँ कि मैसर्स MANGALAM EDU GATE PRIVATE LIMITED

जो मूल रूप में दिनांक आठ मार्च दो हजार चार को कम्पनी अधिनियम, 1956 (1956 का 1) के अतंर्गत मैसर्स Shakuntala Realty Private Limited

के रुप में निगमित की गई थी, ने कम्पनी अधिनियम, 1956 की धारा 21 की शर्तों के अनुसार विधिवत आवश्यक विनिश्चय पारित करके तथा लिखित रुप में यह सूचित करके की उसे भारत का अनुमोदन, कम्पनी अधिनियम, 1956 की धारा 21 के साथ पठित, भारत सरकार, कम्पनी कार्य विभाग, नई दिल्ली की अधिसूचना सं सा का नि 507 (अ) दिनांक 24.6.1985 एस आर एन A95865440 दिनांक 02/11/2010 के द्वारा प्राप्त हो गया है, उक्त कम्पनी का नाम आज परिवर्तित रुप में मैसर्स Mangalam Edu Gate

हो गया है और यह प्रमाण-पत्र, कथित अधिनियम की धारा 23(1) के अनुसरण में जारी किया जाता है।

यह प्रमाण-पत्र, मेरे हस्ताक्षर द्वारा दिल्ली में आज दिनांक दो नवम्बर दो हजार दस को जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS Registrar of Companies, National Capital Territory of Delhi and Haryana

Fresh Certificate of Incorporation Consequent upon Change of Name

Corporate Identity Number: U80301DL2004NPL125032

In the matter of M/s MANGALAM EDU GATE PRIVATE LIMITED

I hereby certify that MANGALAM EDU GATE PRIVATE LIMITED which was originally incorporated on Eighth day of March Two Thousand Four under the Companies Act, 1956 (No. 1 of 1956) as Shakuntala Realty Private Limited having duly passed the necessary resolution in terms of Section 21 of the Companies Act, 1956 and the approval of the Central Government signified in writing having been accorded thereto under Section 21 of the Companies Act, 1956, read with Government of India, Department of Company Affairs, New Delhi, Notification No. G.S.R 507 (E) dated 24/06/1985 vide SRN A95865440 dated 02/11/2010 the name of the said company is this day changed to Mangalam Edu Gate and this Certificate is issued pursuant to Section 23(1) of the said Act.

Given under my hand at Delhi this Second day of November Two Thousand Ten .



Sd/-

(MANMOHAN JUNEJA)

कम्पनी रजिस्ट्रार / Registrar of Companies राष्ट्रीय राजधानी क्षेत्र दिल्ली एवं हरियाणा National Capital Territory of Delhi and Haryana

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता : Mailing Address as per record available in Registrar of Companies office: Mangalam Edu Gate 843, WARD NO-6, MAIN BAZAR, MEHRAULI, New Delhi - 110030, Delhi INDIA



भारत सरकार-कॉर्पोरेट कार्य मंत्रालय

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS Office of the Regional Director, Regional Director, Noida PDIL Bhawan, Ground floor, A-14, Sector 1, Noida - 201301, Uttar Pradesh, INDIA

कॉर्पोरेट पहचान संख्या:

U80301DL2004NPL125032

धारा 25 लाइसेंस संख्या :

101030

कम्पनी अधिनियम, 1956 की धारा 25 के अन्तर्गत लाइसेंस

यह कि मुझे संतुष्टि है कि

MANGALAM EDU GATE PRIVATE LIMITED

, कम्पनी अधिनियम, 1956 के अंतर्गत लिमिटेड कम्पनी के रूप में पंजीकृत कम्पनी के उद्देश्य अधिनियम की धारा 25 की उपधारा (1) खण्ड (क) में विनिर्देष्ट उद्देश्यों तक परिसीमित है और कम्पनी अपने लामों को यदि कोई हो या अन्य आय को अपने उद्देश्यों के लिए काम करने में लगाने का आशय रखती है तथा कम्पनी पर इस बात का प्रतिषेघ है कि वह अपने सदस्यों को कोई लामांश दें।

कम्पनी अधिनियम की धारा 25 द्वारा प्रदत्त शक्तियों का प्रयोग करते हुए जो कि वित्त मंत्रालय भारत सरकार बाद में कम्पनी विधि कार्य विभाग की अधिसूधना दिनांक 01 जनवरी, 1966 के साथ पठनीय है, के अन्तर्गत में,

BAL KISHAN BANSAL

, प्रादेशिक निदेशक ,

Regional Director, Noida

, एतदद्वारा यह लाइसेंस प्रदान करता हूँ और कंम्पनी को प्राधिकृत करता हूँ कि विशेष संकल्प द्वारा वह अपने नाम में लिमिटेड या प्राईवेट लिमिटेड शब्द लुप्त करके निम्नलिखित शर्तों पर अपने नाम को तबरील कर लें :-

- 1 कि कम्पनी हर प्रकार से संगम ज्ञापन में विनिर्दिष्ट प्रावधानों और शर्तों के अनुरुप होगी और संचालित की जाएगी ।
- 2 कि जब भी कम्पनी की आय और सम्पत्ति में वृद्धि होती है तो वह समस्त संगम ज्ञापन में विनिर्दिष्ट उद्देश्यों के लिये काम करने में लगाएगी तथा उस पर यह प्रतिषेध हैं कि वह उसका कोई भी अंश प्रत्यक्ष या अप्रत्यक्ष रूप में लाभांश बोनस या लाभ के रूप से किसी भी व्यक्ति को जो इस कम्पनी के सदस्य हों या कमी रह चुके हों या किसी अन्य के द्वारा दावा कर रहे हों को न ही देगी न ही स्थानान्तरित करेंगी।
- 3 कि कम्पनी लिये गये धन के लिये उचित व्याज की अदायगी या कम्पनी परिसर के लिये किराए या जेब खर्च की अदायगी के अतिरिक्त अपने किसी भी सदस्य को चाहे वे कम्पनी के अधिकारी हो कर्मचारी हों अधवा नहीं को कोई पारिश्रमिक या अन्य लाम धन या अन्य किसी रूप में नहीं देगी।
- 4 कि खण्ड (3) के अतिरिक्त कम्पनी के अधीन किसी भी पद पर किसी सदस्य की नियुक्ति नहीं होगी जिन्हें वेतन फीस या अन्य किसी रूप में पारिश्रमिक देना पड़े।
- 5 कि इस खण्ड में कम्पनी के द्वारा किसी भी अधिकारी या कर्मचारी (सदस्य के अतिरिक्त) या किसी अन्य व्यक्ति (सदस्य के अतिरिक्त) के द्वारा कम्पनी के लिये की गई किसी की सेवा के बदले में उचित पारिश्रमिक प्रदान करने के लिये प्रतिषेध नहीं है।
- 6 खण्ड (3)(4)(5) के अन्तर्गत केन्द्रीय सरकार के पूर्व अनुमोदन से इसके किसी भी सदस्य को उसके द्वारा वास्तव में की गई किसी भी प्रकार की सेवा (सदस्य के लिये निर्धारित प्रकृति की सेवा के अतिरिक्त) के बदले में उथित पारिश्रमिक देने के लिये प्रतिषेध नहीं है।
- 7 कम्पनी के संगम ज्ञापन और संगम अनुच्छेद में केन्द्रीय सरकार के पूर्व अनुमोदन के बिना किसी भी प्रकार का परिवर्तन नहीं किया जाएगा।
- 8 यदि कम्पनी ने संगम ज्ञापन में विनिर्दिष्ट शर्तों या उपरोक्त लिखित शर्तों का उल्लंघन किया तो यह लाइसेंस और कम्पनी का रिजस्ट्रेशन रदद् हो जीएगा और प्रमावी नहीं रहेगा और कम्पनी अधिनियम, 1956 की घारा 25 के उपबन्धों के अनुसार वाधिस ले लिया जाएगा ।

दिनांक चौबीस सितम्बर दो हजार दस

CIN: U80301DL2004NPL125032 Section 25 Licence Number: 101030

Licence under section 25 of the Companies Act, 1956

Whereas it has been proved to my satisfaction that the objects of MANGALAM EDU GATE PRIVATE LIMITED, being a Company registered under the Companies Act,1956, as limited company are restricted to those specified in section 25, sub-section(1), clause(a) of the said Act and that it intends to apply its profits, if any, or other income in promoting its objects and to prohibit the payment of any dividend to its members.

Now, therefore, in exercise of the powers conferred by section 25 of the said Act, read with the Notification of the Government of India in the Ministry of Finance, late Department of Company Law Affairs, dated 1st January, 1966, I, BAL KISHAN BANSAL, the Regional Director at Regional Director, Noida, hereby grant this licence, authorizing the company by a special resolution to change its name by omitting the word" Limited" or the words" Private Limited" from such name, subject to the following conditions, namely:

1) that the said company shall in all respects be subject to and governed by the conditions and provisions contained in its Memorandum in

- 2) that the income and property of the said company, whensover derived, shall be applied solely for the promotion of the objects as set forth in its Memorandum of Association and that no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise by way of profits, to persons who at any time are or have been members of the said company or to any of them or to any person claiming through any one or more of them;
- 3) that no remuneration or other benefit in money or money's worth shall be given by the company to any of its members, whether officers or servants 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;
- 4) that no member shall be appointed to any onice under the company which is remunerated by salary, fees, or any other manner not excepted by clause (3);
- 5) that nothing in this clause shall prevent the payment by the company in good faith of reasonable and proper remuneration to any of its officers or servants (not being members) or to any other person (not being a member), in return for any services actually renderd to the
- 6) that nothing in clause (3), (4) and (5) shall prevent the payment by the company in good faith with the previous approval of Central Government, of reasonable and proper 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;
- 7) that no alteration shall be made to the Memorandum of Association or in 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 Central Government; and
- 8) that this license and the registration of the said company pursuant hereto shall cease to have any force or effect on violation of any of the aforesaid conditions or any of the conditions and provisions contained in its Memorandum of Association and thereupon this license shall be revoked in accordance with the provisions of the said section 25 of the Companies Act, 1956.

Dated this Twenty Fourth day of September Two Thousand Ten .

Sd/-BAL KISHAN BANSAL प्रादेशिक निदेशक / Regional Director at

Regional Director, Noida

भारत सरकार-कॉर्पोरेट कार्य मंत्रालय कम्पनी रजिस्ट्रार कार्यालय, राष्ट्रीय राजधानी क्षेत्र दिल्ली एवं हरियाणा

नाम परिवर्तन के पश्चात नया निगमन प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U80301DL2004PTC125032

मैसर्स SHAKUNTALA REALTY PRIVATE LIMITED

के मामले में, मैं एतदद्वारा सत्यापित करता हूँ कि मैसर्स SHAKUNTALA REALTY PRIVATE LIMITED

जो मूल रूप में दिनांक आठ मार्च दो हजार चार को कम्पनी अधिनियम, 1956 (1958 का 1) के अंतर्गत मैसर्स Shakuntala Realty Private Limited

के रूप में निगमित की गई थी, ने कम्पनी अधिनियम, 1956 की धारा 21 की शर्तों के अनुसार विधिवत आवश्यक विनिश्चय पारित करके तथा लिखित रूप में यह सूचित करके की उसे भारत का अनुमोदन, कम्पनी अधिनियम, 1956 की धारा 21 के साथ पठित, भारत सरकार, कम्पनी कार्य विमाग, नई दिल्ली की अधिसूचना सं सा का नि 507 (अ) दिनांक 24.6.1985 एस आर एन A84315522 दिनांक 11/05/2010 के द्वारा प्राप्त हो गया है, उक्त कम्पनी का नाम आज परिवर्तित रूप में मैसर्स MANGALAM EDU GATE PRIVATE LIMITED

हो गया है और यह प्रमाण-पत्र, कथित अधिनियम की धारा 23(1) के अनुसरण में जारी किया जाता है।

यह प्रमाण-पत्र, मेरे हस्ताक्षर द्वारा दिल्ली में आज दिनांक ग्यारह मई दो हजार दस को जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS Registrar of Companies, National Capital Territory of Delhi and Haryana

Fresh Certificate of Incorporation Consequent upon Change of Name

Corporate Identity Number: U80301DL2004PTC125032

In the matter of M/s SHAKUNTALA REALTY PRIVATE LIMITED

I hereby certify that SHAKUNTALA REALTY PRIVATE LIMITED which was originally incorporated on Eighth day of March Two Thousand Four under the Companies Act, 1956 (No. 1 of 1956) as Shakuntala Realty Private Limited having duly passed the necessary resolution in terms of Section 21 of the Companies Act, 1956 and the approval of the Central Government signified in writing having been accorded thereto under Section 21 of the Companies Act, 1956, read with Government of India, Department of Company Affairs, New Delhi, Notification No. G.S.R 507 (E) dated 24/06/1985 vide SRN A84315522 dated 11/05/2010 the name of the said company is this day changed to MANGALAM EDU GATE PRIVATE LIMITED and this Certificate is issued pursuant to Section 23(1) of the said Act.

Given under my hand at Delhi this Eleventh day of May Two Thousand Ten .



Sd/-(MANMOHAN JUNEJA)

कम्पनी रजिस्ट्रार / Registrar of Companies राष्ट्रीय राजधानी क्षेत्र दिल्ली एवं हरियाणा National Capital Territory of Delhi and Haryana

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता : Mailing Address as per record available in Registrar of Companies office: MANGALAM EDU GATE PRIVATE LIMITED 843, WARD NO-6, MAIN BAZAR, MEHRAULI, New Delhi - 110030, Delhi, INDIA



प्रारूप एक FORM 1

निगमन का प्रमाण पत्र

Certificate of Incorporation

सo.U45201DL2004PTC125032...... शक 1924 - 1925...

No. U45201DL2004PTC125032 of 2003 - 2004
में एतद् हारा प्रमाणित करता हूं कि आज शाकुंतला रियेल्टी प्राईवेट लिमिटेड
कम्पनी अधिनियम 1956 (1956 का 1) के अधीन निगमित की गई है और यह कम्पनी परिसीमित है।
hereby certify that SHAKUNTALA REALTY PRIVATE
LIMITED
is this day incorporated under the Companies Act., 1956 (No. 1 of 1956) and that the Company is limited.
मेरे हस्ताक्षर से आज ता० 18 फाल्गुन, 1925 को दिया गया।
Given under my hand at



Sd/-(विष्णू काटकर) सहायक कम्पनी रजिस्ट्रार ASST. Registra: of Companies रा. रा. क्षेत्र दिल्ली एवं हरियाणा N.C.T. OF DELHI & HARYANA (THE COMPANIES ACT, 1956)

MEMORANDUM OF ASSOCIATION

OF MANGALAM EDU GATE

(A Company limited by shares not for Profit Under Section 25 of the Companies Act, 1956.)

- I. The Name of the Company is: MANGALAM EDU GATE.
- II. The Registered Office of the Company will be situated in the National Capital Territory of Delhi.
- III. The objects for which the Company is established here:-

(A) Main Objects to be Pursued by the Company on its Incorporation:-

- 1. To promote education and higher education by establishing and carry on educational institution(s) and to carry on courses in all subjects or branches of engineering, science, medical, commerce, arts, management and any other faculty of education to run Management and Computer training institutions not with the motive of profit.
- 2. No object of the Company will be carried without obtaining prior approval/ No Objection Certificate from the concerned authority wherever required/ prescribed.
- 3. None of the objects of the Company will be carried out on commercial basis.

(B) THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE:-

- 1. To conduct examinations for basic qualifications and to give qualification certificates.
- 2. To engage in Research and Development for attainment of main objects.
- 3. To provide necessary data pertaining to the information affecting the trade and commerce and to propagate realistic point of view amongst the public, local bodies, Government Authorities or Institutions, Parliament, or the State Legislative Assemblies or any public body for facilitating, conferring with and ascertaining views of the persons connected with the aforementioned faculties.

- 4. To consider questions connected with the members and to ascertain views of those engaged in the same directly or indirectly.
- 5. To purchase, take on lease or in exchange, hire or otherwise acquire any immovable or movable property and any right or privileges which the association may think necessary or convenient for the purposes of its objects and in particular any land, buildings, easements, machinery or plant; and either to retain any property so acquired or to turn the same to account as may seem expedient.
- 6. To construct, improve, maintain, develop, work, manage, carry out or control any buildings and conveniences which may seem calculated directly or indirectly, to advance the Company's main objects and to contribute to subsidise or otherwise assist or take part in the construction, improvement, maintenance, development, working, management, carrying out or control thereof.
- 7. To sell, exchange, lease, grant licenses, easements and other rights over and to improve, manage, develop, mortgage, turn to account or in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the association, or any part thereof, for such consideration as the Company may think fit, and in particular for shares, or securities of any Company.
- 8. To enter into any arrangement with any Government or authority, supreme, municipal, local or otherwise, or any person or company that seems conducive to the Company's objects or any of them and to obtain from any such Government, authority, person or company any rights, privileges, charters, contracts, licenses and concessions which the Company may think desirable to obtain and to carry out, exercise, and comply therewith either itself or through its members.
- 9. To apply for, promote and obtain any act, charter, privilege, concession, license, authorisation, of any Government, State or Municipal provisional order or license of any authority for enabling the Company to carry out its objects into effect or for extending any of powers of the Company, or for effect any modification of the Company's constitution, or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the interest of the Company or its members.
- 10. To make representations on behalf of the members of the Company and to establish liaison with the Government of India, State Government, local or public authorities, research and financial institutions and other bodies or associations in connection with promotion of the objects of the Company.
- 11. To refer or agree to refer any claim, demand, dispute or any other question, by or against the Company, or in which the Company is interested or concerned and whether between the Company and the members or members of his or

their representatives or between the Company and third parties, to arbitration in India or at any place outside India subject to prevailing law in this regard and to observe and perform and to do all acts, deeds, matters and things to carry out or enforce the awards.

- 12. To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the promotion, formation and registration of the Company.
- 13. To adopt such means of making known the Company as may seem expedient, and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals or by granting prizes, rewards and donations.
- 14. To receive money on deposit or loan and borrow or raise money in such manner as the Company shall think fit, and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the Company (both present and future), and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or company of any obligation undertaken by the Company or any person or company, as the case may be.
- 15. To draw, make, accept, endorse, discount, execute and issue bills of exchange, promissory notes, bills of lading, warrants and other negotiable or transferable instruments or securities in connection with the activity of the Company.
- 16. To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined.
- 17. To insure the whole or any part of the property of the Company either fully or partially, to protect and indemnify the Company from liability or loss of any respect either fully or partially and also to insure and protect and indemnify any part of portion thereof either on mutual principle or otherwise.
- 18. To exercise all or any of its corporate powers, rights and privileges and to conduct its activities in all or any of its branches in the Union of India and in any or all States, territories, possessions, colonies and dependencies thereof and in any or all foreign countries, and for this purpose to have and maintain and to discontinue such number of offices and agencies therein as may be convenient.
- 19. To procure the Company to be registered or recognised in any part of the world.
- 20. To establish offices at such place or places in India or elsewhere in order to carry out the objects of the Company subject to prevailing law in this regard.
- 21. To conduct, undertake and participate in national or international exhibitions.

- 22. To open and operate upon accounts of any description with any bank or banks and close the same.
- 23. To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any of the objects, or the furtherance of any of the powers here-in-before set forth, either alone or in association with other corporate bodies, firms or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to, or growing out of, or connected with the aforesaid objects or powers or any part or parts there of provided the same be not inconsistent with the law of the Union of India.

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

- 24. To promote and form various NGOs for promoting education, higher education and other related activities for the benefit of public at large.
- 25. The doing of all such other lawful things as are incidental or conducive to the attainment of the above object.

(C) OTHER OBJECT: NIL

- IV. The objects of the Company extend to whole of India.
- V. (1) The income and property of the Company, whensoever derived, shall be applied solely for the promotion of its objects as set forth in this Memorandum.
 - (2) No portion of the 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.
 - (3) Except with the previous approval of the Central Government, no remuneration or other benefit in money or moneys worth shall be given by the Company to any of its members, whether officers or servants 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.
 - (4) Except with the previous approval of the Central Government, no member shall be appointed to any office under the Company which is remunerated by salary, fees, or in any other manners not excepted by sub-clause (3).
 - (5) Nothing in this clause shall prevent the payment by the Company in good faith of reasonable remuneration to any of its officers or servants (not being

- members) or to any other person (not being a member) in return for any services 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 and approved by the Regional Director, Northern Region/ Ministry of Corporate Affairs.
- VII The liability of the members is limited.
- VIII The Authorised Share Capital of the company is Rs. 10,00,000/- (Rupees Ten Lakhs) divided into 70,000 (Seventy Thousand) Equity Shares of Rs. 10/- (Rupees Ten) and 30,000 (Thirty Thousand) Preference Shares of Rs. 10/- (Rupees) 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 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. In 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 among the members of the company but shall be given or transferred to such other company registered u/s 25 of the Companies Act, 1956 having similar to the objects of the company, to be determined by the members of the company at or before the time of dissolution or in default thereof, by the High Court of Judicature that has or may acquire jurisdiction in the matter.

We the several persons, whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the Capital of the Company set opposite to our respective names.

SI. No.	Name, Description Occupation and address of each Subscriber	No. of Equity Shares taken by each Subscriber	Signature of Subscribers	Name, address, Description Occupation and Signature of witness or witnesses
1.	RITA SAHNI W/o Sh.Surjit Singh Sahni 1101-Ambadeep, 14, K.G.Marg, New Delhi (Business)	5,000 (Five Thousand)	Sd/-	abscribers, nce, Market,
2.	SURJEET SINGH S/o S.Manorath Singh 1101-Ambadeep, 14, K.G.Marg, New Delhi (Business)		Sd/-	I witness the signatures of both the subscribers, who have signed in my presence, Sd/- (B. S. Goyal) S/o Sh. J D Goyal 24/12, Sangam Complex, Sharma Market, Sector-5, Noida, CP-2915
		4.44		
	Total	10,000		

Place: New Delhi

Dated this 28th day of February, 2004

(THE COMPANIES ACT, 1956)

ARTICLES OF ASSOCIATION

OF MANGALAM EDU GATE

(A Company limited by shares not for Profit Under Section 25 of the Companies Act, 1956)

I. INTRODUCTION

- 1. The regulation contained in table 'A' of the First Schedule to the Companies Act, 1956 and applicable to companies limited by shares shall apply to this company subject to further additions, which are made herein which are not inconsistent with the provisions of Table 'A'.
- 2. The regulations for the management of the Company and for the observance of the members thereof and their representatives shall subject to any exercise of the statutory powers of the company in reference to the repeal or alteration of its regulation by special resolution with the approval of the Regional Director, Northern Region, Ministry of Corporate Affairs, Govt. of India, Noida, as prescribed or permitted by the Act be such as are contained in these articles.
- 3. In these articles unless there be something in the subject or context inconsistent therewith.

II. DEFINITION

- 4. a) "Company" means: MANGALAM EDU GATE
 - b) "Act" means, Companies Act, 1956 as amended by any Act or Acts for the time being in force in the Union of India..
 - c) 'The Director' means the Director being of the Company and includes any person occupying the position of Director by whatever name called as defined u/s 2(13) of the Companies Act, 1956.
 - d) 'The Office' means the Registered Office for the time being of the Company.
 - e) 'The Board' means the Board of Directors of the Company.
 - f) 'Seal' means the common seal of the Company.
 - g) "Bye-laws" "Rules" and Regulations means the bye-laws. Rules and Regulations of the Company for the time being in force.

h) Unless the subject or context otherwise require, all words and expression used in these Articles bear the same meaning as in the Act.

III. SHARE CAPITAL

Authorised Share Capital

5. The Authorised Share Capital of the Company shall be as such amount and be divided into such shares a may, from time to time, be provided in clause VIII of the Memorandum of Association with power to increase or reduce the capital and divide the shares in the capital of the Company for the time being in Equity Shares Capital.

Allotment of Shares

- 6. The Shares shall be under the control of the Directors, who may allot or otherwise dispose of the same to such persons, for entitlement to become the member of the Company on such terms & conditions and at such time as the Directors may think fit, but subject always to the articles herein contained and also to the restrictions mentioned in the Articles hereof.
- 7. As regards allotments made from time to time the Company shall duly comply with provisions of section 75 of the Companies Act, 1956.

IV. TRANSFER AND TRANSMISSION OF SHARES

- 8. Shares may at any time be transferred to any member of the company, (save as aforesaid and provided by the articles hereof). any one to whom it is desirable in the interest of the company to admit to membership, is willing to purchase the same.
- 9. Any share may be transferred by a member or any child or other legal issue, son in law, father, mother, brother, sister, nephew, niece, wife or husband or such member and any share of a deceased member may be transferred by his executors, administrators or assignees to any child or other legal issue, son in law, daughter in law, father, mother, brother, sister nephew, niece, widow, or widower of any deceased member (to whom such deceased member may have specifically bequeathed the same) and shares standing in the name of trustees to the will of any deceased member may be transferred upon any charge of trustees to the name of the trustees for the time being of such will and the restriction in the Articles hereof shall not apply to any transfer authorised by these Articles.

Instrument of Transfer:

10. The instrument of transfer shall be in writing and in the prescribed form and shall be accompanied by certificate/s.

Fee for Transfer:

11. The company shall not charge any fee for effecting transfer of Shares

Transmission of Shares:

12. Any person becoming entitled to or the transfer of any share in consequence of the death or insolvency of any sole holder hereof or any other than by transfer upon producing such evidence of his title thereto or that he sustains the character in respect of which he proposed to act under this Article as the Director think sufficient may with the consent of the Director (which they shall not be under any obligation to give) and without production of any Probate or letters or administration or succession certificate and upon such terms as to indemnity or otherwise as the Directors may impose, be registered as any member himself in respect of such shares or may with such other person as the Directors may approve. However, in the event of his proposing to such person as aforesaid, it shall be subject to the same restrictions as those here in before.

Refusal of transfer and transmission:

13. The Director may refuse to register any transfer of share (1) where the company has a lien on the share, or (2) where the share is not a fully paid up share, subject to Section 111 of the Companies Act, 1956.

Cessation of Members:

14. In case the Directors consider that the continuance of any person as a member of the company is detrimental to the interest of the company they may in their discretion if authorised by a special resolution passed by the company at the General Meeting call upon the said person or persons to transfer his or her or their representative share or shares in accordance with the provisions of these articles and from the date the transfer of shares becomes effective under the aforesaid resolution, the said persons shall *ipso facto* cease to be a member or members of the company may become disentitled to any of the rights as the member of the company.

V. MEETINGS

Chairman of the Meetings:

15. The Chairman of the Board if so appointed shall be the Chairman of all the General Meeting and if he is not present within 15 minutes of the holding of the meeting or is unwilling to preside, any director or any member of the company may be elected as the Chairman of the Meeting and such Chairman shall preside over the General Meetings.

Fee for Transfer:

11. The company shall not charge any fee for effecting transfer of Shares

Transmission of Shares:

12. Any person becoming entitled to or the transfer of any share in consequence of the death or insolvency of any sole holder hereof or any other than by transfer upon producing such evidence of his title thereto or that he sustains the character in respect of which he proposed to act under this Article as the Director think sufficient may with the consent of the Director (which they shall not be under any obligation to give) and without production of any Probate or letters or administration or succession certificate and upon such terms as to indemnity or otherwise as the Directors may impose, be registered as any member himself in respect of such shares or may with such other person as the Directors may approve. However, in the event of his proposing to such person as aforesaid, it shall be subject to the same restrictions as those here in before.

Refusal of transfer and transmission:

13. The Director may refuse to register any transfer of share (1) where the company has a lien on the share, or (2) where the share is not a fully paid up share, subject to Section 111 of the Companies Act, 1956.

Cessation of Members:

14. In case the Directors consider that the continuance of any person as a member of the company is detrimental to the interest of the company they may in their discretion if authorised by a special resolution passed by the company at the General Meeting call upon the said person or persons to transfer his or her or their representative share or shares in accordance with the provisions of these articles and from the date the transfer of shares becomes effective under the aforesaid resolution, the said persons shall *ipso facto* cease to be a member or members of the company may become disentitled to any of the rights as the member of the company.

V. MEETINGS

Chairman of the Meetings:

15. The Chairman of the Board if so appointed shall be the Chairman of all the General Meeting and if he is not present within 15 minutes of the holding of the meeting or is unwilling to preside, any director or any member of the company may be elected as the Chairman of the Meeting and such Chairman shall preside over the General Meetings.

Annual General Meeting:

Subject to the provisions of the section 166 read with section 210 of the Companies Act, 1956 the first annual general meeting of the company shall be held within eighteen months from the date of incorporation of the company and the next annual general meeting of the company shall be held within six months after the expiry of the financial year in which the first annual general meeting was held and there after an annual general meeting of the company shall be held within six months after the expiry of each financial year but so that not more than fifteen months shall lapse between the date of one annual general meeting and that of the next. Every annual general meeting shall be called for a time during business hours and shall be held either at the registered office of the company or at some other place within the city or town in which the registered office of the company is situated and the notice calling the meeting shall specify it as Annual General Meeting.

Extraordinary General Meeting:

17. All general meetings other than Annual General Meeting shall be called Extra-ordinary General Meeting.

Notice of the Meeting:

- 18. A General Meeting of the company may be called by giving not less than 14 days clear notice in writing to all members entitled to receive the same specifying the place, day and hour of the meeting and nature of business shall be given as per the provisions of the Companies Act, 1956.
- 19. The accidental omission to give any such notice or the non-receipt of any such notice by the members to whom it should be given, shall not invalidate any resolution passed or proceeding held at such meeting.

Quorum:

20. Two members present personally shall be a quorum for all purposes at any general meeting and no business shall be transacted unless a quorum of members is present when the meeting proceeds for business.

Casting Vote to Chairman:

21. The Chairman shall have one casting vote in addition to his other vote, which shall be exercised by him if only there is tie on any question. The casting vote will be used after he has exercised his usual vote.

Adjournment:

22. Subject to the provisions of the Act, in the absence of the quorum the General/Board Meeting shall stand adjourned on the same day, same place

and time in the next week or as may be decided by the Member/Board in the adjourned meeting and no notice of such adjourned meeting will be necessary.

VI. BOARD MEETING

Conveying of Meeting:

23. Subject to the provision of the Act the Board Meeting shall be held from time to time as may be decided by the Board or the Chairman and in his absence any of the Director can call the Board Meeting by giving 7 days notice.

Ouorum:

24. The quorum for the meeting of the Board Meeting of the company shall be one third of its total strength of first/elected/ appointed/nominated Directors or two Directors which is higher.

VII. BOARD OF DIRECTORS

Number of Directors and Increase or Decrease in the same:

25. The number of Directors shall not be less than two and more than Twelve unless and until otherwise determined by the company at a general meeting.

First Directors:

26. First Directors of the company shall be:—

- i) Mr. Surjeet Singh Sahni
- ii) Mrs. Rita Sahni

Addition to the Board:

27. The Board shall have power at any time and from time to time to appoint a person as an additional Director, who shall hold office until the date of the next Annual General Meeting. In any case the limit mentioned as above regarding the maximum number of Directors shall not exceed by such appointments.

Alternate Director:

28. The Board of Directors may appoint an alternate Director to act for a Director (hereinafter referred to as original Director) during his absence for a period of not less than three months from the State in which the meetings of the Board are ordinarily held. The alternate Director so appointed shall not hold office as such for a period longer than permissible to the original Director in whose

place he has been appointed and shall vacate office as and when the original Director returns to the State in which the meeting of Board are ordinarily held.

Board and Other Meeting Expenses:

Every Director shall be paid actual out of pocket expenses including traveling expenses for attending the general/committee and Board meeting of the 29 company.

Vacation of Office by Directors:

The office of a Director shall ipso facto be vacated in addition to the events and grounds enumerated by the Companies Act, 1956 if by notice in writing to 30. company he/she resigns from his/her office and the said resignation is accepted by the Board.

Disclosure of Interest by Directors:

- Subject to the provisions of Section 299 of the Act, a general notice that a Director is member of any particular firm or company and is to be regarded as 31. interested in any subsequent transaction with such firm or company shall be sufficient disclosure of his interest after such general notice and it shall not be necessary to give any special notice relating to any particular transaction with such firm or company.
- Subject to the limitation prescribed by the Companies Act, 1956 the Directors of the company shall be entitled to contract with the company. 32.

VIII. POWER AND DUTIES OF THE BOARD

Powers of the Board:

- Subject to the provision of section 292 of the Act the Directors of the company shall have all the powers of the company except so far as they stand 33. restricted or regulated by the provisions of the Companies Act, 1956 or by these Articles.
- Without prejudice to the generality of the powers conferred upon the Directors whether by the provision of law for the time being in force and/or 34. applicability of the Articles of Table 'A' and/or the provision of these presents or otherwise the Board shall be entitled to exercise all such powers and do all such acts, and these things as the company authorises them to execute or do, but it is hereby expressly declared that the Directors shall have the following
- To purchase or otherwise acquire for the company any property whether movable or immovable and rights and privileges which the company is (a)

- authorised to acquire on such prices and generally on such terms and conditions as they think fit.
- (b) At their discretion to pay for any property, rights or privileges acquired by or services rendered to the company either wholly or partially in cash or shares or in bonds or other securities of the Company and such share may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon any such bonds or other securities may be either specifically charged upon all or any part of the property of the company and its uncalled capital or not so charged.
- (c) To accept from any member or such terms and conditions as shall be agreed and so far as may be permissible in law, surrender of his shares in the company or any part thereof, subject to the provisions of the Companies Act 1956.
- (d) To institute, conduct, defend, compound or abandon any legal proceedings by or against the company or its officers or otherwise concerning the affairs of the company and also to compound and allow time for payment or satisfaction of any debts or dues and or any claims or demands by or against the Company.
- (e) To refer to any claims or demands by or against the company to arbitration and observe, perform and carry out the awards.
- (f) To make and give receipts, release and other discharges for money or property payable or deliverable to the company and for the claims and the Demands of the Company.
- (g) To determine who shall be entitled to sign, on the company's behalf, bills, notes, receipt, acceptance, endorsement, cheques, release, contracts and documents.
- (h) From time to time to provide for the management or the affairs of the company in such manner as they think fit and in particular to appoint any person(s) to be the Attorney or agents of the company with such powers (including power to sub-delegate) and upon such terms and remuneration as may be thought fit.
- (i) Subject to the provisions of the Companies Act 1956 to invest and deal with any of the moneys of the company not immediately required for the purposes thereof in such securities (not being shares in this Company) and in such manner as they may think fit and from time to time vary or realize such investments.
- (j) To borrow or raise, secure the payment of the sum or money for the purpose of the Company in such manner and upon such terms and conditions as they shall think fit by mortgage, pledge, hypothecation or otherwise charged upon all or any of the Company's property both present and future including the uncalled capital and to purchase, redeem or pay off such securities
- (k) To enter into such negotiations and rescind and vary, all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the company as they may consider expedient for or in relation to any of the matter aforesaid or otherwise for the purpose of the Company.
- (1) To sell such portions of the lands or buildings or machineries and/or other capital asset of the Company as may not be required for the purpose of the Company.

(m) To subscribe for purchase, accept, take, hold or otherwise acquire share in any company, society or undertaking the object of which shall either wholly or in part be similar to those of this company or such as may be likely to promote or advance the business in the interest of the Company.

(n) To appoint Executive's and/or other members of the senior staff (he may be Director) not being member on the terms and conditions as they may think fit subject to the provisions of section 314 of the Companies Act, 1956 where

applicable.

To provide for the welfare of the employees (including Directors) not being members of the Company or its predecessors in activities and the wife, widow and families or the dependents of connections of such persons by building or contributing to the building of houses or dwellings quarters or by pensions, gratuities, allowances or benefit or any other payments or by creating and from time to time subscribing or contributing to provident fund or other associations, institutions, funds and by providing or subscribing, contributing, towards places of instruction and recreation, hospital, dispensaries as the Board shall think fit, subject to the provisions of section 293A of the Companies Act, 1956.

(p) The Board may consider and decide Book Closer/Record Date for the purposes issue of right for any other purposes as the Board may deem fit as

per provisions of the Act.

(q) The Board may constitute various joint committee of the members and directors/employees of the company from time to time for the smooth administrative functions of the company as the Board may consider necessary.

The Board may constitute various councils of the Directors, members and

employees of the committee for supervise its functions.

(s) The Board or Committee or Council constituted for that purpose may prescribe the code of conduct, syllabus, examination schedule, rules and regulations for the students, members, employees of the Company from time to time and may amend the same.

(t) The Board shall make rules for becoming the professionals, members student members and to determine and prescribe the respective application forms, decide entry fee, annual subscription fee, rules for removal of name of such

members as it may consider necessary.

Delegation of Powers:

35. Subject to the provisions of section 292 of the Act, the Board of Directors may delegate any of their powers to any committee or council consisting of such member or members of their body as the Board may think it.

(a) The Chairman or Vice Chairman of such committee or council so formed shall be the chairman or vice chairman or any directors of the Company and shall in the exercise of the powers so delegated confirm to any regulations that may from time to time be imposed upon it or him by the Board of Directors.

(b) Any committee or council so constituted by the Board shall have not more then 10 members at any time and in every such committee or council at least 2 members as may be elected or nominated by the Board and the remaining

- members shall be the directors of the Company as may be nominated by the Board from time to time.
- (c) The Committee or council so appointed shall submit its report to the Board of Directors of the Company for its final appropriate decision and the decision of the Board shall be final and concluding.

IX. THE SEAL

Safe Custody:

- 36. The Common Seal of the Company shall be in the safe custody of the Chairman/Vice Chairman and/or with the Secretary.
- 37. The seal shall not be affixed to instrument except by the previous authority of the Board or a committee thereof authorised by the Board on that behalf. Every instrument on which the Common Seal is affixed shall authority of the Board or a Committee thereof authorised by the Board on that behalf. Every instrument on, which the Seal is affixed, shall be signed by the Chairman and the Vice Chairman if there is one or at least by any one Director of the Company, if there is no such Chairman or Vice Chairman. The share certificates shall however be sealed and signed in accordance with the Companies (Issue of share certificates) Rules, 1960.

X. CAPITALISATION OF PROFITS

Power to utilization:

38. Any surplus or deficit resulting from the sale of any investments or any capital assets held by the Company shall be transferred to a reserve account called the Capital Reserve A/C. The balance standing to the credit of this account shall be available for the purpose of investment or for other capital purpose but shall not be used to pay dividends or bonus.

XI. ACCOUNTS

Books of Account:

39. The Company shall keep proper books of Accounts as required under section 209 the Companies Act 1956 or any statutory modification thereof for time being in force, as far as the same may apply to the Company.

Place of Keeping Books of Accounts:

40. The books of account shall be kept at the Registered Office of the Company or at any other office of the Company as directors shall think fit as per the provision of the Act.

Appointment of Auditors:

41. The First Auditors of the Company shall be appointed by the Board of Directors within one month of the date of incorporation of the Company and the subsequent Auditors shall be appointed at such Annual General Meeting of the company and shall hold office from conclusion of that meeting until the conclusion of the next Annual General Meeting. Auditor's appointment, remuneration, rights and duties shall be regulated in accordance with the provisions of the Act.

Power to fill the Casual Vacancy of the Auditors:

42. The Board may fill up the casual vacancy in the office of auditors, but while any such vacancy continuous the serving or continuing auditors (if any) may act.

XIII. INDEMNITY

Directors Responsibility:

- Subject to the provisions of section 201 of the Companies Act, 1956 no Chairman or Vice Chairman and any other officer of the company shall be liable for the acts, receipts, negligence of any other director or officer for the signing in any receipt or of their acts for conformity or for any loss or expenses happening to the company through the insufficiency or deficiency of title to any property acquired by the order of the directors for or on behalf of the Company or for insufficiency or deficiency of any security in or upon which any of the money of the Company shall be invested or for any loss or damage arising from bankruptcy, insolvency or turnouts act or any person with whom any money, securities effects of the Company shall be invested or for any loss occasioned by the error of judgment or oversight or for any other loss, or damage or misfortune whatsoever which shall happen in the execution of the duties of such officers or in relation thereto unless the same happens through his own dishonesty and willful neglect.
- 44. Subject to as aforesaid every director, secretary or other officer of the company shall be indemnified against any liability incurred by them or in defending whether civil or criminal in which judgment is given in their or his favour or which he is acquitted or discharged or in connection with any application under section 633 of the Act, in which relief is given by the Court.

XIV. SECRECY

45. Every Director, Auditor, Member of a Committee, Officer, Servant, Agent, Accountant or other person employed in the activities of the Company shall, if so required by the Directors before entering upon his duties sign a declaration pledging himself to observe strict secrecy, respecting all transactions of the

Company with its customers and State of Accounts with individual and in matters relating thereto and shall on 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 by the Directors or by any meeting or by a Court of law and except so far as may be necessary in order to comply with any of the provisions in these presents contained.

XV. LIEN

Company's Lien:

46. The Company shall have first and paramount lien on every share not being fully paid up, standing registered in the name of the members for all money's presently payable by him or his estate to the company, provided the Board may at any time declare any shares to be wholly or in part exempt from the provision these clause.

Lien may be enforced by sale of shares:

47. The Company may sale in such manner as the Board may thinks fit any shares on which it has a lien, provided that 14 days notice in writing and demanding payment of such part of the amount has been given to the member and enabling to pay the sum to the Company.

Sale Proceeds:

48. The proceed of the sale shall be received by the Company and apply in payment of such part of the amount in respect of which the lien exist as is presently payable and the residue if any be paid to such shareholder at the date of the sale.

SI. No.	Name, Description Occupation and address of each Subscriber	Signature of Subscribers	Name, address, Description Occupation and Signature of witness or witnesses
1.	RITA SAHNI W/o Sh.Surjit Singh Sahni 1101-Ambadeep, 14, K.G.Marg, New Delhi (Business)	Sd/-	°S,
2.	SURJEET SINGH S/o S.Manorath Singh 1101-Ambadeep, 14, K.G.Marg, New Delhi (Business)	Sd/-	I witness the signatures of both the subscribers, who have signed in my presence, Sd/- (B. S. Goyal) S/o Sh. J D Goyal S/o Sh. J D Goyal Sector-5, Noida, CP-2915
			*

Place: New Delhi

Date: - 28th day of February, 2004