

INC-13

(THE COMPANIES ACT, 2013)

(COMPANY LIMITED BY GUARANTEE AND NOT HAVING SHARE CAPITAL)

UNDER SECTION 8 OF THE COMPANIES ACT,
MEMORANDUM OF ASSOCIATION
OF

HBTU TBI FOUNDATION

- I. The name of the company is "HBTU TBI FOUNDATION".
- II. The registered office of the company will be situated in the State of Uttar Pradesh.
- III. (A) The objects for which the company is established are:
 1. Promoting various objectives of HBTU, Kanpur (A Technical University set up by the Act of Parliament/ Government of Uttar Pradesh), as communicated by its Governing Body or its representatives from time to time, which includes but not limited to:
 - Establishing of promoting new technology/ knowledge/ innovation based startups, building of a vibrant startup ecosystem by establishing network between academia, financial institutions, industries and other similar institutions, to provide training and certification services, services to startups like mentoring, legal, financial, technical services etc, conduct exhibitions, trade fairs etc., or any value added or promotional activities for startups by students or industry at large as and when required, to provide a platform for research and development by any individual, institution, company or otherwise, or to provide incubation services or any other services which may be required by HBTU Kanpur either independently or on its behalf.
 - Nurturing translation of ideas and innovations emerging from the scientific, technological and knowledge capital, to generate commercial and social impact and to contribute to the economic development and social well being of the region and country by building the necessary infrastructure for creation and translation of technology to market readiness, by supporting adoption of it by existing ventures and creation of startup ventures, and by creating networks between academia, industry and financial institutions and other such assistance as required.
 - Fostering the spirit of innovation and entrepreneurship in individuals and group to address the current and emerging societal needs by providing an effective channel or forum, both online and offline to bridge the gap between scientific research and knowledge creation at HBTU Kanpur and allied institutions and commercialization on the other hand to deliver innovative solutions to requirements of the market or society at large, after obtaining required approvals from HBTU Kanpur.
 - Facilitating co-operation and interaction between academia and industry (specifically between HBTU Kanpur and enterprises, entrepreneurs in various sectors) and promote innovation through formal and informal means, to identify, conceptualize,



implement joint projects between companies/ entrepreneurs and faculty/ students of HBTU Kanpur and also provide various management, consultancy or any other services to HBTU Kanpur to promote their objects or as per the requirements, including the services mentioned above.

- Providing training, education, certifications, short term courses or otherwise or conduct exhibitions, promotional events/ activities or otherwise, in parlance to the objects as stated above, after obtaining required approval from HBTU Kanpur.
2. Undertaking any or all other lawful work as considered necessary for the furtherance of the above objects. The company shall not support with its funds, or endeavor to impose on, or procure to be observed by its members any regulations or restrictions which was an object of the company, and would not make it trade union. Further provided that the company can not do anything which is against the objects, Statute or interests of HBTU Kanpur or where written consent from the HBTU has not been received, whenever required.

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

1. Raising funds or borrow with or without security in line with the objective and repay the same. To deposit in banks or otherwise deal with the money or funds of the Company and to subscribe for purchase, sell, hold, acquire, endorse and negotiate every way shares and securities of every description on money market.
2. To alienate by way of sale, lease, loan, charge, mortgage, hypothecation, pledge, exchange, hiring out, gift or otherwise with or without security, the properties or funds of the company or any portion thereof including the marking or giving subscription(s), contribution(s) or assistance or otherwise to charitable institution(s), benevolent, social welfare or other institutional bodies, person(s) as from time to time deem necessary.
3. To use all income from the property moveable or immoveable or from the works of the company as such whomsoever derived for the objects of the company, that no portion thereof be distributed among its members or staff by way of profits or any other form except remuneration for services rendered to the company.
4. To take financial assistance, loan, take guarantee from any public charitable institutions, trusts, societies and other such organizations as the Board of Directors may deem it beneficial and in the interest of the company
5. (i) The profits, if any, or other income and property of the company, when so ever derived, shall be applied, solely for the promotion of its objects as set forth in this memorandum.
(ii) No portion of the profits, other income or property aforesaid shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to persons who, at any time are, or have been, members of the company or to any one or more of them or to any persons claiming through any one or more of them.
(iii) No remuneration or other benefit in money or money's worth shall be given by the company to any of its members, whether officers or members of the

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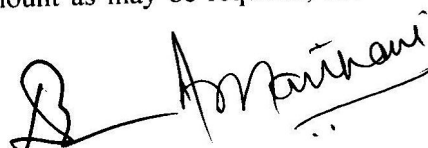
company or not, except payment of out- of-pocket expenses, reasonable and proper interest on money lent, or reasonable and proper rent on premises let to the company.

- (iv) Nothing in this clause shall prevent the payment by the company in good faith of prudent remuneration to any of its officers or servants (not being members) or to any other person (not being member), in return for any services actually rendered to the company.
- (v) Nothing in clauses (iii) and (iv) shall prevent the payment by the company in good faith of prudent remuneration to any of its members in return for any services (not being services of a kind which are required to be rendered by a member), actually rendered to the company;
6. 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 of Companies. Uttar Pradesh
7. 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 opened 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.
8. 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.
9. The Company can be amalgamated only with another company registered under section 8 of the Act and having similar object, after seeking the approval from HBTU, Kanpur.
10. 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 of Companies. Uttar Pradesh.

V. The liability of the members is limited

VI. FOR COMPANIES LIMITED BY GUARANTEE

Every member of the company undertakes to contribute to the assets of the company in the event of its being wound up while he is a member, or within one year afterwards for payment of the debts or liabilities of the company contracted before he/she ceases to be a member, and the costs, charges and expenses of winding up (and for the adjustment of the rights of the contributories among themselves), such amount as may be required, not exceeding Rs. 5000/- (Rupees Five Thousand only)





VI. We, the several persons whose names, addresses, are subscribed hereto, are desirous of being formed into a Company not for profit, in pursuance of this Article of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names:

Name, description, address and occupation of each subscriber	Signature of each subscriber	Name, addresses, description, occupation and signature of witness
<p>1. SAMSER S/o PARAM LAL R/o C/O Param Lal Flat No B-408 Plot No-6A, Nav Nirman CGHS Ltd, Dwarka Sector 2, South West Delhi- 110042 North West</p> <p>2. DEEPAK SRIVASTAVA S/o TRILOKI NATH SRIVASTAVA R/o 34 A, Vinayakpur, Vikas Nagar, 208002</p> <p>3. ARUN MAITHANI S/o DEVENDRA MAITHANI R/o 7/102 Flat No.1001 Emerald Garden Tower No.1 208002</p>	<p><i>Sams</i></p> <p><i>DS</i></p> <p><i>Arun Maithani</i></p>	<p><i>M</i></p> <p>Dr. A.K. Rathore s/o Shri B.S. Rathore R/o Type IV/D-46, HBTI colony West campus, Kanpur-208002 Occupation: Service</p>

DATE: 02.04.2022

PLACE: Kanpur