

(THE COMPANIES ACT, 2013)
(COMPANY LIMITED BY GUARANTEE)
UNDER SECTION 8 OF THE COMPANIES ACT, 2013
ARTICLE OF
ASSOCIATION OF
HBTU TBI FOUNDATION

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 'H' in Schedule I to the Act as amended from time to time shall apply to the Company except in so far as they are not inconsistent with any of the provisions contained in this Articles and except in so far as they are here in after 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 "**HBTU TBI 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.

"HBTU" means Harcourt Butler Technical University (Established by an Act of Government of Uttar Pradesh)

"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 limited by Guarantee not having Share Capital and will be subjected to restriction imposed on a private company as defined under Section 2(68) of the Companies Act, 2013 and accordingly:

- i) The number of members shall be restricted to Seven
- ii) No invitation shall be made to the public to subscribe for any securities of the Company.

MEMBERSHIP

5. The number of members with which the company proposes to be registered shall be three but the members (after approval from the Governing Body of HBTU) from time to time whenever the company or the business of the company requires it register an increase in numbers.

6. The following person shall be ex-officio member in the company by virtue of their position in the HBTU Kanpur Nagar, or otherwise

Vice Chancellor of the HBTU Kanpur Nagar.

The above member shall be the member of the Company so long as he holds his office in HBTU Kanpur Nagar.

7. The following shall be the First Members of the Company

- a) Professor Samsher
- b) Professor (Dr.) Arun Maithani
- c) Professor Deepak Srivastava

TERMINATION OF MEMBERSHIP

8. A members of the Company shall cease to be one on happening one or more of the following events:

- a) On his becoming bankrupt or if he is found to be of unsound mind or he is convicted of an offence involving moral turpitude;

- b) On his voluntary resignation;
- c) On his being incapacitated or by reason of death
- d) If the Governing Body of HBTU decides to do so
- e) A member shall cease to be a member of the company, if he vacates his office by virtue of which he was appointed as member or the term of three years, whichever is earlier.

For clarification, upon the demise of the member, the membership shall not vest to the legal heir of such member and shall vest automatically to the company and the board will not be required to register any transmission of membership on any of the legal ground.

REGISTER MEMBERS

9. Subject to the provisions of Companies Act, 2013 a separate Register of Members shall be maintained in which names and addresses and such other information of each member as the Board of Directors may decide from time to time, shall be entered therein.

GENERAL MEETING

10. ANNUAL GENERAL MEETING

The 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.

11. EXTRAORDINARY GENERAL MEETING

- i. All general meetings other than annual general meetings shall be called 'Extraordinary general Meeting'. The Board may whenever it think fit call an Extraordinary General Meeting.
- ii. Any member of the Board may call Extraordinary General Meeting.

12. NOTICE OF MEETING

A general meeting of the Company may be called by giving not less than 14 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, by not less than 95% of the members entitled 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 proceedings of such general meeting.

CHAIRMAN

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

PROCEEDINGS AT GENERAL MEETINGS

14. (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- (ii) Save as otherwise provided herein, the quorum for the general meetings shall be higher of 2 (Two) members present at the meeting or as provided in section 103 of the Act.
15. The members shall recommend a Chairman/ Chairperson of the Company to

the Governing Body of HBTU and on its approval, the Chairman/ Chairperson so appointed, shall preside as Chairman/ Chairperson at every general meeting of the company.

16. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as Chairperson of the meeting, members present shall elect one of them to be the Chairperson of the meeting.

ADJOURNMENT OF MEETING

17. (i) The Chairperson may, with the consent of any meeting at which a quorum is present and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.
- (ii) If at the adjourned general meeting quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be the quorum and may transact the business for which general meeting was so called.
- (iii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (iv) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (v) Save as aforesaid and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

VOTING RIGHTS

18. (i) Every member shall have one vote.
- (ii) Any member, who is appointed as ex-officio of HBTU Kanpur Nagar, Shall have a veto vote against any resolution, which he consider or thinks fit, against humanity or national interest or against interest of HBTU Kanpur Nagar.
- (ii) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes.
- (iii) Any such objection made in due time shall be referred to the Chairperson of the meeting whose decision shall be final and conclusive.
19. A vote given in accordance with the terms of an instrument of proxy shall be valid, Notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall

have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

20. A member may exercise his vote at a meeting by electronic means or such other appropriate means as deemed fit by the board and shall vote only once.
21. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

BOARD OF DIRECTORS

22. The administration of the affairs of the Company shall be vested with the Board of Directors. The director need not to be a member of the Company.
23. Unless otherwise determined by the Company in the General meeting the number of Directors of the Company shall not be more than Seven and not less than two.
24. The Directors of the Company shall hold their post as Director in the Company by virtue of their
posting in the HBTU Kanpur Nagar on the following posts:
 - a. Vice Chancellor of HBTU Kanpur Nagar
 - b. Dean Incubation Hub HBTU Kanpur Nagar
 - c. Dean Humanities and Social Science HBTU Kanpur Nagar

By virtue of their posting in HBTU Kanpur Nagar, following persons shall be appointed as First Directors of the Company.

- a) Professor Samsher - Vice Chancellor of HBTU Kanpur Nagar
- b) Professor (Dr.) Arun Maithani- Dean Incubation Hub HBTU Kanpur Nagar
- c) Professor Deepak Srivastava- Dean Humanities and Social Science HBTU Kanpur Nagar

The above mentioned First Directors shall hold office, of the Director in the company, till the conclusion of first Annual General Meeting or till the date of holding their positions in the HBTU Kanpur Nagar as stated here in above, whichever is earlier.

25. The Directors shall be appointed by the 95% or more, majority of the members present in the general meeting of the company, and approved by the Board of Governors of HBTU Kanpur Nagar.
26. The directors may be paid Sitting Fees for attending the meeting including all travelling, hotel and other expense properly incurred by them.-
 - (a) in attending and returning from meetings of the Board of directors or any committee Thereof or general meeting of the company : or
 - (b) in connection with the business of the company .

MANAGING DIRECTOR

27. Subject to the provisions of the Company Act, 2013 members of the Company, after Approval from the Board of Governors of HBTU Kanpur Nagar, may appoint any Director deep knowledge of concerned industry/cluster for such period and upon such terms as it may think fit, for the conduct of management of the business of the Company subject to the control and supervision of the Board of Directors.

NOMINEE DIRECTOR

28. Subject to the provisions of the Act, and notwithstanding anything contrary contained in the articles, the Board of Directors of the Company may agree with any Financial Company, Body Corporate, Bank Insurance Corporation, Mutual Fund or Institution (hereinafter referred to as " The Institution ") shall have a right to appoint, remove, re-appoint, substitute from time to time, their nominee as Director (hereinafter referred to as " the Nominee Director) on the Board of the Company, so long as any moneys remain owing to them or any of them by the Company out of any financial assistance granted by them or any of them to the company by way of loan and/or holding debentures and/or liability of the Company arising out of guarantee furnished by the institution on behalf of the company, remains outstanding or in terms of any agreement made between the Institution and the Company.

TERMINATION OF DIRECTORS

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29. (i) The directors shall hold the office until removed and replaced by their appointing authorities or until their office becomes vacant in terms of provisions of Section of the Act or they vacate an office of employment by virtue of which they became Director of the Company or the term of 2 years, whichever is earlier.
- (ii) The director shall also be entitled to resign from the office of a director from such date as he may specify while resigning, subject to the approval from the board.

PROCEEDINGS OF THE BOARD

30. (i) The Board of directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
- (ii) A director may, and the manager or secretary on the requisition of a director shall at any time, summon a meeting of the Board.
31. (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
- (ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
- (iii) Any Director, who is appointed as an ex-officio of HBTU Kanpur Nagar, shall have a veto vote against any resolution, which he consider or thinks fit, is against humanity or national interest or against interest of HBTU Kanpur Nagar.
- (iv) The quorum of the Board meeting shall be one third ($1/3^{rd}$) of its strength as determined by the act and any fraction in that one-third being rounded as one OR two (2) directors whichever is higher.
32. The continuing directors may act notwithstanding any vacancy in the Board: but if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.
33. (i) The member of the Company shall recommend the ' Chairperson of the Board '.

which shall be approved by the 'Governing Body of HBTU Kanpur Nagar' and the same would also determine the period for which he is to hold office.

- (ii) If at any meeting the Chairperson is not present within Fifteen minutes after the time appointed for holding the meeting, the directors present may choose one of their members to be Chairperson of the meeting.
34. (i) The Board may, subject to the provisions of the Act, delegate any its powers to committees consisting of such member or members of its body as it thinks fit.
- (ii) Any committee so formed shall, in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board.
35. (i) A committee may elect a Chairperson of its meetings.
- (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within Fifteen minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.
36. (i) A committee may meet and adjourn as it thinks proper.
- (ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the chairman shall have a second or casting vote.
37. All acts done by any meeting of the Board or of a committee thereof or by any person acting as a director, shall notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
38. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be as valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

**CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR
CHIEF FINANCIAL OFFICER**

39. Subject to the provisions of the Act,

(a) A chief executive officer, manager, company secretary or chief financial officer

may be appointed by the Board for such term, at such remuneration and upon such conditions as it thinks fit: and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board.

(b) A director cannot be appointed as chief executive officer, manager, company secretary or chief financial officer.

MINUTES

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40. a) The minutes of all proceeding of every General Meeting or the Board of Director 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 book 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
- 30 (ii) In case of General Meeting, by the Chairman of the same meeting within aforesaid days or in the event of death of or inability of the Chairman by a Director duly authorized by the Board of Directors.
- minutes (d) All appointments of officers made at any of the meeting shall be included in of the meetings.
- Directors the (e) In case of a meeting of the Board of Directors or a committee of Board of 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
- (f) 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.

COMMON SEAL

41. i) . The company shall have a common seal and the Board shall provide for the safe custody of the seal.
- ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board 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 aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

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/Incomes and purchases/expenditure of goods/service by the Company.
 - c) The assets and liabilities of the Company.

PLACE WHERE BOOKS OF ACCOUNT TO BE KEPT

43. The books of accounts shall be kept at the Registered Office of the Company or at such place in HBTU Kanpur Nagar, as the Board of Directors shall think fit.

INSPECTION OF BOOKS OF ACCOUNTS

44. The books of accounts shall be open to inspection by any Director or member of the Company 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.

Further Provided that, in additions to Annual Statement, Quarterly Statement of Accounts must also be prepared & submitted to Board of Governors of HBTU Kanpur Nagar for its approval.

STATUTORY AUDITORS

45. 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.

SECRECY

46. Every Directors, Manager, Trustee for the Company, Members or Debenture holders, Member of Committee, officer, servant, agent, accountant or other person employed in or about the business or the Company shall, if so required by the Board of Directors before entering upon his duties, sign a declaration pledging all transaction 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.

ARBITRATION

47. Any dispute arising between any members of the Company in connection with any business transaction or in connection with the management of the Company or any other persons that may be referred to the Company or the Company or any dispute between the company and any of the contractors employed by the Company in connection with the business of the Company shall be decided by the Arbitration under the rules of the Company which may be framed for this purpose by the Board of Directors or any sub committee authorized by it.

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INDEMNITY

48. Every member(s) or office bearer(s) of the Board or any Committee/Sub-Committee and other officer(s) or servant(s) of the Company for the time being shall be indemnified by the Company against any loss, damage or misfortune which shall happen in relation in the execution of the duties of his office unless the same happens through his own dishonesty or willful neglect or default.

WINDING UP

49. The winding up of the Company shall be as such mentioned in the Memorandum of Association of the company as stated from time to time or as per provisions of the Companies Act, 2013.


We the server persons whose names, addresses, descriptions, and occupations are subscribed, hereunto are desirous of being formed into a company not for profit in Pursuance of this articles of Association.

Name addresses, descriptions and Occupations of subscribers

Signature

Witnesses (along with names, addresses, descriptions and occupations

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. SAMSHER 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>[Signature]</i></p> <p><i>[Signature]</i></p> <p><i>[Signature]</i></p>	<p>KAMAL JEET SINGH KARA FCS 118/90, KAUSHALPURI KANPUR-208012 OCCUPATION: SELF-EMPLOYMENT PRACTISING COMPANY SECRETARY</p> 

DATE: 02.04.2022

PLACE: Kanpur