

Form No. INC-13

Memorandum Of Association

OF

MANGALAM PRAGATI FOUNDATION

(Limited by share not for profit under section 8 of Companies Act, 2013)

1. The name of the Company is **MANGALAM PRAGATI FOUNDATION**
2. The Registered Office of the Company will be situated in the West Bengal
3. The objects for which the company is established are as follows:
 - (A) The main objects of the Company to be pursued by the Company on its incorporation are
 1. To develop, Establish, promote, facilitate, promotion, improvement of educational, social, cultural, economical and medical relief to the poor and downtrodden and advancement of any other charitable and developmental objects of general public utility and community welfare.
 2. Promote commerce, art, science, sports, education, research, social welfare, religion, charity, protection of environment or any such other object;
 3. To renovate or repair any such temple, mosque, gurdware, church or other place which is notified by the central government in the official gazette to be of historic, archaeological or artistic importance or to be a place of public worship of renown throughout any state or states.
 4. To establish, set up, conduct, aid help or otherwise support and promote gymnasiums, play grounds, parks, swimming pools, sports pavilions and other similar facilities and all kinds of sports activities and facilities.
 5. To open found, establish or assist and contribute to the maintenance of hospitals and/or institutions for promotion of research and education in medical science including surgery.
 6. To open found, establish or contribute to the maintenance of orphanages, widow homes, lunatic asylums, poor houses, old persons, homes etc.
 7. to pay stipends, scholarship and other aids for prosecuting studies, training or research and to give or confer national and international awards medals and citations for philanthropic purposes.
 8. To start maintain and assist in relief measures in those areas which are or become subjected to natural calamities such as famine, epidemics, fire, flood, draught, earthquake, land allied etc.




(B) The objects incidental or ancillary to the attainment of the above main objects are to:-

1. Advancement and promotion of education, learning and skills development amongst individuals and businesses, the provision of information, advice and guidance, including guidance for career choices, to people of all ages,
2. To run, manage, promote and participate in all types of government and non- government programs for development of society
3. To employ any person, firm or company for the purpose of carrying out all or any of the contracts from time to time entered by the Company upon such terms and conditions as may be thought expedient
4. To enter in to collaboration with any foreign firms for the purpose of carrying on any business which this company is authorized to carry on.
5. To purchase or otherwise acquire and undertake all or any part of the property and transactions and liabilities of any person ,firm or corporation carrying on any business which this Company is authorized to carry on or possessed of property suitable for the purpose of this Company.
6. To pay all or any costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company and the issue of its capital and any modification of its Memorandum or Articles of Association and of all applications to courts on behalf of the Company and all legal charges incurred or to be incurred by the Company.
7. To adopt such means of making known the business of the Company as may seem expedient, and in particular by purchase and exhibition of works of art or interest, by publication of books and periodical, and by granting prizes, rewards and donation subject to companies Act 2013.
8. To sell, exchange, let on royalty or tribute, grant licenses, easements, options and other rights over and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof on such consideration as may be thought fit, having objects similar to those of the Company
9. To purchase, take on lease or in exchange or on hire or otherwise acquire any moveable or immovable property and any rights or privileges which the Company may think necessary or expedient for the purpose of its business, and in particular any lands, buildings, works, plants, machineries, stock in trade, and/or easements on such terms as may be deemed proper and to sell, improve, develop, let out, exchange, dispose off, turn to account or otherwise deal with all or any part of the property and rights of the Company for such considerations as may be thought fit.
10. To insure the whole or any part of the property of the Company or any goods, commodities, articles, products, property and assets for the time being in possession or in charge of the Company for which the Company may be liable, whether wholly or in part, and to protect and indemnify the Company from liability or loss in respect thereof, either fully or partly.
11. To create and issue any shares of the Company at part, at a premium and to redeem, cancel or accept surrender of the same subject to Companies Act 2013.
12. To advance money to such persons or companies and on such terms as may seem expedient and in particular to customers and others having dealings with the Company and to guarantee the performance of any contract or obligation and the payment of money of or by any such persons or companies.
10. To carry on any business or branch of a business which this Company is authorized to carry on by means, or through the agency of, any subsidiary company or companies, and to enter into any arrangement with such subsidiary company or branch so carried on, or for supporting any such subsidiary company or guaranteeing its liabilities, or to make any other arrangement which may seem desirable with reference to any business or branch so carried on including power at any time and either temporarily or permanently to close any such branch or business.
11. To appoint Directors or manager of any subsidiary Company or of any other company in which this company is or may be interested, subject to companies act 2013

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14. To appoint Directors or manager of any subsidiary Company or of any other company in which this company is or may be interested, subject to companies act 2013.
15. To acquire the business similar to those of this Company of any person, firm, individual, Hindu Undivided Family, Company, Society, Corporation or association of persons by taking over all or any assets or liabilities and to pay consideration thereof wholly or partly, transfer or exchange of property, both present or future, personal or real, reversions, right or in any other ship.
16. To promote any Company or companies to carry out any function or business or affairs of this Company or to carry out any of the objects of this company
17. To enter into any arrangement with any Government or authority, Indian or Foreign, municipal, local body or other public or quasi public or any body corporate that may seem conducive to the Company's objects or any of them, and to obtain from any such Government, authority, company or corporation all rights, concessions and privileges which the Company may think desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
18. To appoint agents, sub-agents, depot-holders, factors, representatives, distributors, attorneys and correspondent for the business or purpose of the Company or to carry out any of its objects.
19. To enter in to partnership or any agreement for sharing, union of interest, joint-ventures, reciprocal concession or otherwise with any person, company or firm (Indian or Foreign) carrying on or engaged in or about to carry on or engage in any business or transaction which this company is authorized to carry on, or engage in any business or transaction capable of being conducted so as directly or indirectly to benefit the Company, and to take or otherwise acquire and hold or subscribe to the capital in that company, firm or association.
20. To compensate for loss of office of Managing Director or Directors or other officers of the Company within the limitation prescribed under the Companies Act or other statute or rule having the force of law and to make payments to any person whose office employment or duties may be determined by virtue of any transaction in which the Company is engaged.
21. To draw, make, endorse, accept, discount execute, transfer, purchase and issue bill of exchange, promissory notes, bills of lading, cheques, railway receipts, government securities, deeds and documents of title, warrants, bonds and other negotiable or transferable instruments.
22. To institute, conduct, defend, compound or abandon any legal proceeding, 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 due and of any claims or demands by or against the Company.
23. To exercise all or any of its corporate powers, rights and privileges and to conduct its business 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 for 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.
24. To procure the Company to be registered or recognized in any part of the world.
25. To facilitate and encourage the creation and to act as trustee in connection with any carrying activities as the object clause of the company.
26. Do all other thing which is required to carry on business which company authorize to do.

27. Act as a Consultant, Counselor, Facilitator and/or Provider of information, in respect of any institution or organization or individual on Food & Livelihood security, local self governance, strategic communication including cultural media and issues related to an alternative development paradigm or those concerned with the objectives of the Company.
28. Provide vocational / educational guidance and counseling and/or establishing, supporting, conducting, vocational guidance bureau either virtual or real.
29. Make donations, grant endowments and/or otherwise assist in any form whatsoever to any person(s), organizations, public charitable institutions, companies, societies, trusts, foundations, academic and/or cultural institutions who have object(s) similar to any one or more of the objects of the Company for the purpose of promoting, assisting and / or encouraging the carrying and / or achievement of such objects or object for the benefit of the people in general.
30. Accept donations, assistance and/or funds on behalf of the Implementing Agencies from the Government, foreign donors, and/or any other donor agency subject to such laws as may be applicable in the manner stated above and to obtain necessary accounts and information regarding the physical and necessary progress from the Implementing Agency / Agencies.
31. Open and operate a banking account or banking accounts and to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, drafts, cheques, bonds, and other negotiable or transferable instruments.
4. The objects of the Company extend to the territories comprised in the Union of India and all other countries of the world.
5. Restriction of Section 8 Company
 - i. The income and properties of the Company, whenever derived, shall be applied solely for the promotion of its objects as set forth in this memorandum.
 - ii. 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 profits to persons who at any time are, or have been members to the Company, or to anyone or more of them or to any person claiming through anyone or more of them.
 - iii. Prudent Remuneration allowed to its member only when he actually provides services to the company.
 - iv. 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 member) in return for any services 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 company.
7. The liability of the members is limited upto the share held by them.
8. The Authorised Share Capital of the Company will consist of Rs. 10,00,000 /-(Rupees Ten Lakh Only) divided into 1,00,000 (One Lakh) shares of Rs 10/- (Rupees Ten) each
9. 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 properties, credits and liabilities of the Company and subject to any reasonable restrictions as to the time and manner of inspecting the same, that may be imposed in accordance with the regulations of the Company for the time being in force, the accounts shall be open to the inspection of the members. Once at least in every year, the accounts of the Company shall be examined and the correctness of the Balance Sheet and the income and expenditure account ascertained by one or more properly qualified auditor or auditors.
10. If upon a winding-up or dissolution of the Company, after the satisfaction of all debts and liabilities and 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 the Company to be determined by the members of the Company at or before the time of dissolution of in default thereof by the high court of judicature that has or may acquire jurisdiction in the matter.
11. The company can be amalgamated with only company registered under section 8 of companies act or any other Law being in force, company having objects similar to the objects of the Company to be determined by the members of the Company.

12. We, the following persons whose names, addresses and descriptions are hereunder subscribed are desirous of being formed into a company not for profit in pursuance of this Memorandum of Association and we respectively agree to take the number of Equity share in the capital of the Company against our respective names and own-hand written sheet for memorandum.

Sl. No.	Name, Address, Descriptions, and Occupations of each subscriber	No. of Ordinary shares taken by each subscriber	Signature of Subscriber with photo	Signature of Witness with address, description and occupation
1	ANSHUMAN VIKRAM JALAN S/o. Late Aman Kumar Jalan Shree Sadan, 2/L Howrah Road, Near Golabari Thana Howrah - 711 101 Occupation : Business	45,000 (Equity Shares)	 Sd/- Anshuman Vikram Jalan	Witness to all Signatories Sd/- SHASHI AGARWAL S/o. Shambhu Dayal Agarwal 21N, Block - A, New Alipore, Kolkata - 700 053 Practising Chartered Accountant (M. No. : 056674)
2	VIDULA JALAN D/o. Shailesh Kumar Khaitan 2/2 Salkia Road, P.O.- Salkia, P.S. - Golbari, Howrah - 711101 Occupation : Business	45,000 (Equity Shares)	 Sd/- Vidula Jalan	
3	MANGALM CEMENT LTD. Aditya Nagar, Morak Dist - Kota Rajasthan - 326 520 YASWANT MISHRA (On behalf of the Company) S/o. Sri Srikant Mishra 392, Dum Dum Park Bangur Avenue Kolkata - 700 055 West Bengal, India Occupation - Service	10,000 (Equity Shares)	 Sd/- Yaswant Mishra	
	TOTAL SHARES	1,00,000 (Equity Shares)		

Place: Kolkata

Dated 1.7.2021

Articles of Association

OF

MANGALAM PRAGATI FOUNDATION

(A Company limited by shares not for profit u/s 8 of the Companies Act, 2013)

PRELIMINARY

1. The Regulations contained in Table "F" in the Schedule I to the Companies Act, 2013, shall apply to the Company except in as far as otherwise expressly incorporated hereinafter.

INTERPRETATION

- (1) In these regulations-
 - (a) "the Act" means the Companies Act, 2013;
 - (b) "the seal" means the common seal of the company.
- (2) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.
- (3) "Private company" means a company having a minimum paid up share capital of one lakh rupees or such higher paid up share capital as may be prescribed and which by its articles:-
 - (i) restricts the right to transfer its shares;
 - (ii) except in case of One person company, limits the number of its members to two hundred:Provided that where two or more persons hold one or more shares in a company jointly, they shall, for the purposes of this clause, be treated as a single member:

Provided further that-

- (A) persons who are in the employment of the company; and
 - (B) persons who, having been formerly in the employment of the company, were members of the company while in 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 and variation of rights

1. The Authorised Share Capital of the Company is as mentioned in clause 8th of the Memorandum of Association of the Company with power of the Board of Directors to sub-divide, consolidate and increase and with power from time to time, issue any shares of the original capital with and subject to any preferential, qualified or special rights, privileges or conditions as may be, though fit, and upon the sub - division of shares apportion the right to participate in profits in any manner as between the shares resulting from sub - division.
1. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.
2. (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,—
 - (a) one certificate for all his shares without payment of any charges; or
 - (b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.