

Form No. INC-13

Memorandum of

Association

[Pursuant to rule 19(2) the Companies (Incorporation)

Rules, 2014] Companies Act, 2013

AADIYA YOUTH FOUNDATION

(Not for Profit under Section 8 of the Companies Act 2013)

1. The name of the company is **“AADIYA YOUTH FOUNDATION”**
2. The registered office of the company will be situated in the State of WEST BENGAL
3. The objects for which the company is established are:
 - A. The main objects of the Company to be pursued by the Company on its incorporation:**
 1. To help alleviate poverty by enabling access to the basic necessities of life including clean, safe and nutritious food; clean and safe drinking water; shelter; education; and livelihoods for people deprived from such access.
 2. To promote social welfare activities intended for the general welfare of the public such as welfare of the destitute, family, women, children and the handicapped and assistance in cases of un-employment, under employment, old age, sickness, disablement and other cases of deserving needs.
 3. To reassert that women’s human rights are indivisible and universal and to challenge the development policies affecting the rights of women.
 4. To Facilitating vocational training to the children to reduce their skill gap which will help them in either getting employed or start their own enterprise.
 5. To advance literacy and general education of animal welfare, among the public. To foster a spirit of peaceful existence between the humans and stray animals. To provide immediate medical attention to animals wounded by vehicles, abuse by humans or other

pet animals. To construct adequate infrastructure for taking care of sick and stray animals.

6. To provide all sort of assistance to the poor and needy people for their hungriness.
7. To create the means for providing medical assistance to the people suffering from diseases, especially for helpless people.
8. To take up various programs for prevention and removal of various addictions and vices prevailing in the society and undertake de-addiction awareness programs as well.

B. Matters which are necessary for the furtherance of the objects specified in clause 3(A) are:

1. To carry out all types of development programmes and undertake all types of initiatives and interventions in the areas of hunger and food security, gender equality, education, agriculture and natural resources, poverty alleviation, health and nutrition, slum development, environment, renewable energy, water resources, income and livelihood creation and support, and any area in which development activity and intervention is required.
2. To collaborate with other institutions such as – academic, research, government, nongovernmental institutions (NGOs); community based organizations (CBOs), civil society organizations (CSOs) and consultancy agencies both national and international in implementation of projects & programmes, undertaking studies & action research, and sharing of information.
3. To engage / invite and assist the services of experts for the promotion of main objects of the company on payment of fees or remuneration of honorarium or otherwise.
4. To undertake, conduct, organise, support, encourage and participate in seminars, workshops, conferences, congresses, conventions, councils, training, lecture series, and/or group discussions to generate public awareness as well as to increase awareness among policy makers.
5. To collect, gather and distribute statistical and technical information relating to the issues highlighted in the main objects of the company and for that purpose to print, publish, issue and circulate papers, periodicals, books, circulars and other literature, and hold seminars, meetings, conferences, discussions and produce and distribute films, cassettes.
6. To encourage and conduct research pertaining to the issues highlighted in the main objects of the company; and for that purpose, to establish, construct, promote, form and maintain necessary institutions; and to provide therein all technical assistance and other necessary facilities therein. Make payment to any association, organisation or academic institution to be used for research in any field.

7. To serve as a Resource Centre for collecting, storing, collating and disseminating suitable communication materials and information from different sources to complement the main objectives of the Company.
8. To establish and support professorship, fellowships and lectureships, scholarships, chairs and prizes and loans at any institution dealing with the objectives of the Company.
9. To survey all the matters in any way effecting or touching the business activities and profession and of any other developments thereof; and to decide upon intimating and supporting proper methods and / or channels to deal with and dispose of any contingency affecting or touching the said business, activity or profession that may arise and for that matter to co- operate and / or associate with other organisations with similar objects as the company.
10. To incubate ideas and opportunities for leveraging information technology for economic, social and cultural growth.
11. To act as a Consultant, Counsellor, Facilitator and/or Provider of information, in respect of any institution or organisation or individual on hunger and food security, gender equality, education, agriculture and natural resources, poverty alleviation, health and nutrition, slum development, environment, renewable energy, water resources, income and livelihood creation and support, and any area in which development activity and intervention is required.
12. To provide vocational / educational guidance and counselling and/or establishing, supporting, conducting, vocational guidance bureau either virtual or real.
13. To organise exchange programs for representatives, functionaries, staffs and people involved in initiatives which further the objectives of the company, and to provide training of work in India or abroad.
14. To fix and demand fees and other charges for products sold and services rendered by the Company.
15. To make donations, grant endowments and/or otherwise assist in any form whatsoever to any person(s), organisations, 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.
16. To provide, endow, furnish and/or fit out any of its property with all necessary furniture, instruments and other equipment and maintain and / or manage offices, premises centre, institutions and other establishments or institutions for the furtherance and/or advancement of any one or more of the objects of the Company.
17. To acquire land with or without buildings and to construct thereon the building or buildings to achieve the objects and purpose of the company and / or to acquire suitable premises on ownership basis or on such other terms and conditions may be decided by the management.

18. To purchase, rent, take on lease or in exchange or on leave and license, or otherwise acquire or obtain possession of any moveable or immovable property, rights or privileges which may be deemed necessary or convenient for any of the objects of the company from any person, Company, Society, Foundation, Trust, Organisation and/or Institution
19. To raise necessary funds and accept donations, contributions (in cash or kind) subscriptions, grants of money, securities, and property of any kind and/or to undertake and accept the management of transfership of any endowment, trust fund or donation not inconsistent with the objects of the Company
20. To establish, operate, and engage in business activities for the purpose of revenue earning in order to meet the main objects of the company
21. To 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 financial progress from the Implementing Agency / Agencies.
22. To establish a Fund / Funds for carrying out any one or more the objectives of the Company as may be thought fit.
23. To create any Depreciation Fund, Reserve Fund, Insurance Fund or any other Special Fund, whether for depreciation or for repairing, improving, extending or maintaining any of the immovable or moveable property of the Company, or for any other purpose conducive to and in the interests of the Company.
24. To promote and/or become a member of any Company or Companies, (whether limited by shares or guarantee or both) body or association (whether corporate or not) for the purpose of acquiring all or any of the property rights and liabilities of the Company, and / or for the furtherance of all the objects or any of them in this company.
25. To sell or to dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares, debentures or other securities or any other securities of any other company having objects altogether or in part similar to those of this Company.
26. To nominate representatives on Association or institution having similar or allied objects on the committee of the Board or Committee of Governing Body or Board of Trustees of such other Association and / or institutions whenever interested in furthering the main objects of the company.
27. To enter into partnerships or any arrangement, whether in India or elsewhere, for union of interest, co-operation, reciprocal concession or otherwise with any person or Company carrying on or engaged in or about to carry on or engage in any activities or transaction which the Company is authorized to carry on or engage in or any activities or transaction capable of being conducted.

28. To enter into any agreement with any Government or authorities (municipal, local or otherwise) or any corporations, companies, or persons, or any cooperative society or organisation or institutions in any part of the world which may seem conducive to the Company's objects or any of them and to obtain from any such Government authority, corporation, company or person any contracts, rights, moneys, privileges, licenses and concessions which may be thought by and/or on behalf of the Company desirable to obtain and to carry out, exercise and comply therewith.
29. To apply for secure, acquire by grant, legislative enactment, assignment, transfer purchase or otherwise and to exercise, carry out and enjoy and charter, license, power, authority, franchise, concession, right, or privilege, which any Government or authority, supreme, municipal, local or otherwise in any corporation or other public body may be empowered to grant, and to pay for, aid in and contribute towards carrying the same into effect, and to issue and / or appropriate any debentures or other securities and assets to defray the necessary costs, charges and expenses thereof.
30. To appeal, solicit, receive or accept grants from any government or nongovernmental institutions, agencies, authorities, public bodies, corporations, trusts, foundations, companies or person(s) and/or money, movable or immovable properties, donations, gifts, subscriptions, devices, bequests, and/or other assistance with a view to promoting the objects of the company and in receiving any gift of property to take the same either unconditionally or subject to any special conditions which may be prescribed by the donor in writing.
31. To open and maintain branches and to undertake such other activities for furtherance of all or any one or more of the objects of the Company in accordance with the provisions made in the Rules and Regulations of the Company. To establish branches and offices in different parts of India and abroad.
32. To establish and support or aid in the establishment and support of any charitable Association or Institution in all possible manner including giving donations in cash or kind for charitable purpose in any way connected with the purpose of the company or calculated to further its objects.
33. To take part information, management, subsidizing supervision or control of the business or operations of any person(s), associations, company or undertaking and for that purpose to act as trustees, administrators, secretaries or in any other capacity or to appoint and administrators, managers or accounts or other experts or agent.
34. To acquire, buy, sell, market, distribute, exchange and/or otherwise dispose of, store, hold, package, transport, use, experiment, or handle any material or equipment in order to achieve the objects of the Company.
35. To improve, manage, work, develop, alter, exchange, lease, mortgage, charge, hypothecate, turn to account, abandon, dispose off or otherwise deal with all or any part of the property, rights, privileges and concessions of the Company, and to manufacture any articles or render any services with utilization of machineries, equipment and assets belonging to the Company.

36. To mortgage, pledge or charge the whole or any part of the property, assets or revenues and profits of the company present or future including its uncalled capital by special assignment or to transfer or convey the same absolutely or in trust and to give the lenders powers of sale and other powers as may seem expedient and to purchase, redeem or payoff any such securities.
37. To operate or raise or secure the payment of any money which may be required for the purpose of the company in such manner as the company may think fit and in particulars, by issue of promissory notes, bonds debenture or debenture stock, perpetuated or otherwise charged upon all or any of the company's property, both present and future and to purchase redeem any pay off such securities or in such manner as the company may think fit. To pay reasonable fees for raising, operating, or securing the payment of money to individuals, companies, institutions or organisations which assist in obtaining such funds.
38. To invest the funds of the Company not immediately required in trust securities or such other investments as the Company in General Meeting may allow or think fit. Also, to invest and deal with moneys of the Company not immediately required in any manner.
39. To open and to operate current, savings and/ or fixed deposit accounts with any bank or banks
40. To draw, make accept, endorse, discount, execute and issue cheques, promissory notes, hundies, bills of lading, railway receipts, bills of exchange, warrants, debentures and other negotiable and instruments of all description in connection with the Company's business.
41. To make advances upon or for the purchase of land, buildings, houses, offices, flats, tenements, shops, other buildings and/or construction thereof; or for materials, goods, furniture, equipment, appliances and stores required for the Company's activities.
42. To incur debts and obligations for the conduct of any business of the Company and to purchase or hire goods, materials, equipment or machineries on credit or otherwise for and business or purpose of this Company.
43. To borrow or raise money for the purpose of the company on such terms and on such security as the company may think fit.
44. To obtain any provisional rule, order stature or other legislative provision or enactment for enabling the Company to carry any of its objects into effect or for effecting any modification of the constitution of the Company or for any other purpose which may be expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
45. To employ and engage skilled professionals, technical advisors, volunteers and interns in activities consistent with the main objects of the company or in the objects ancillary the attainment of main objects of the company with or without remuneration, professional fees or honorarium.

46. To appoint legal advisors and to appoint the banker or bankers for the company and to pay the necessary expenses for the same.
47. To pay all costs, charges, expenses incurred in connection with incorporation of the Company including preliminary expenses of any kind and incidental to the formation of the Company, costs, charges and expenses of negotiating contracts and arrangements made prior to and in anticipation of the formation and incorporation of the Company.
48. To do all such other lawful things as considered necessary for the furtherance of the above objects.
49. No objects of the Company will be carried out without obtaining prior approval from the concerned authorities.

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

4. The objects of the company extend to the **Whole of India**.
5. (i) The profits, if any, or other income and property 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 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 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.
7. The liability of the members is limited.
8. The Authorized share capital of the Company is Rs. 1,00,000/- (Rupees One Lakh only) divided into 10,000 (Ten Thousand each) Equity Shares of Rs. 10/- (Rupees Ten) each.
9. (1) 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.

(2) 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, 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.
11. The Company can be amalgamated only with another company registered under section 8 of the Act and having similar objects.

Subscriber Sheet

We, the several partners whose names and addresses are subscribed below, 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 with their respective names: -

S. No	Name, Description, Addresses, and Occupations of the Subscribers	Signature of the Subscribers	Name, Description, Address and Occupation of the Witness
1.	SAMBID DUTTA S/O: SUNIL DUTTA R/O: Rajiv Gandhi Street Ward 231 Rabindra Sarani DT Darjeeling Siliguri West Bengal- 734006 Occupation: Business	1000 (Equity Shares) <i>Sambid Dutta</i>	Name: SULABH TYAGI Address: 253, New Defence Colony, Muradnagar, Ghaziabad-201206 Profession: Practising Company Secretary Membership No: 66259 Practice No: 24874 <i>Sulabh Tyagi</i>
2.	MITHU DUTTA D/O: ShyamBhowal R/O: 1 No Dabgram Colony, Plot no-102/A PO Rabindra Sarani Dist Darjeeling West Bengal- 734006 Occupation: Business	1000 (Equity Shares) <i>Mithu Dutta</i>	
		2000 (Rupees Two Thousand Only)	

Place: WEST BENGAL

Date: 01/02/2022