

Form No. INC-13

**Memorandum of Association
Of
INDO-SWISS CENTRE OF EXCELLENCE**

[Pursuant to rule 19(2) the Companies (Incorporation) Rules, 2014].

Section 8 company as per Companies Act 2013

1. The name of the company is "INDO-SWISS CENTRE OF EXCELLENCE".
2. The registered office of the company will be situated in the State of MAHARASHTRA under the jurisdiction of Registrar of Companies, Pune.

3. (A) The objects for which the company is established are:

- (1) To stimulate, propagate, encourage, support and promote activities related to vocational education, skill development for industry and agriculture, vocational education and training, soft skill development, leadership development, training of trainers, personality development continuing and professional education and skill development for adults , and all other streams related to vocational education, skill and personality development and to promote activities related to development/contribution to the development of education, training skills and entrepreneurial development and also to carry on activity related to education & healthcare industry.

No objects of the company shall be carried out without permission of competent authorities whomsoever.

3. (B) The doing of all such other lawful things as considered necessary for furtherance of and ancillary and incidental to the above objects.

- (2) To establish, acquire, build, construct, maintain, operate and manage schools, colleges, institutions, hostels, hospitals, clinics, gymnasias, recreation centers, orphanages and libraries for the purposes of the objects of the Company.
- (3) To accept donation, grants, presents and other offerings and to deal with the same for the purposes of the objects of the company
- (4) To charge fees for the purposes of imparting training as specified in the main object.
- (5) To provide aid, assistance, and finances to Institutions, schools, colleges, university(s) and private bodies established inter alia, having similar main objects as mentioned in Clause 3 (1) above.
- (6) To undertake the corporate social activities of the member companies or other companies,

approved by the respective CSR Committees of the respective member companies, or collaborate with other eligible trusts or societies or companies for the furtherance of the main object clause of the Company as mentioned in clause 3 (1) above.

- (7) To undertake Job Work for others in the field of training as specified in the main object, against consideration or otherwise.
- (8) To strive for the maintenance, growth and development of academic standards and to enter into collaboration agreement with other public trusts or societies or institutions or companies having similar objectives.
- (9) To recruit trained or untrained manpower and resource trainers and experts as well as to train or pay for the training of any member or the company's directors, employees or any other candidate for the furtherance of the company's objectives.
- (10) To train and equip the students to be self-supporting in an honorable, ethical and professional manner so as to develop as good, healthy and progressive citizens and to develop disciplinary conduct and a habit of acting as law abiding citizens at all times.
- (11) To help the students in the development of technical, managerial and leadership skills and in achieving academic excellence and brilliance in all fields of life by providing quality education and infrastructure.
- (12) To undertake job work for other concerns in relation to all the areas as specified in the Main Object of the Company in Clause 3 (1) above.
- (13) To inculcate in the students a sense of responsibility toward self, society and nation and to develop rich moral, social and professional ethics so that they could do justice to their role as 'Nation-Builders'.
- (14) To generate and promote the opportunities for self-employment among the rural literate, young un-employed by establishing appropriate educational institutions
- (15) To establish Deemed University/State University, further establish institutions in various academic disciplines independently and/or in collaboration with or in joint venture or through tie-ups with other Institutions, Universities, Educational Entities and Governments in India and abroad for furtherance of education and learning.
- (16) To provide equal opportunities for education to people from all strata of the society by providing concessions, scholarships and assistance to meritorious children from poor, needy and deserving families.
- (17) To establish vocational training centres aimed at empowering men and women of weaker sections of society of any age to become self-reliant, reducing their dependence on others.
- (18) To foster educational opportunity through scholarships, stipends, grants and financial

assistance to poor and deserving candidates in various fields including inter alia Art, Science, Engineering Technology, Management, Medical, paramedical studies in our country and abroad as the Directors think fit.

- (19) To provide any such kind of education which makes the youth physically fit, emotionally balanced, morally uplifted, spiritually awakened, intellectually enriched, academically sound, personally adjusted, professionally proficient, socially enlightened, nationally highly sought after and internationally acknowledged.
- (20) To conduct seminars, impact studies, workshops, research study and awareness campaign on educational policies, statistics, health, legal issues, women and children developmental activities.
- (21) To conduct programmes for continuing education and skill development of adults.
- (22) To create the means for providing medical assistance to the people suffering from diseases, especially for helpless people and to carry out blood donation camps.
- (23) To raise funds including by way of borrowings, either secured or unsecured, from banks, financial institutions, or such other sources from within India and abroad, to support the aforementioned objects (subject to necessary approvals.)
- (24) To open and operate accounts of any description with any bank or banks for the purposes of the Company.
- (25) To apply and register for grants or obtain recognitions for the various schemes of Central Government, State Government or Municipal Corporations of any other Government or other authorities.
- (26) To represent any section of the society to Government or any other authority and to undertake preparation of various report to be submitted to Government or other authorities on behalf of the society.
- (27) To carry out the supplementary and complimentary role/work related to education, vocational guidance, social security and occupational health.
- (28) To apply, accept for the donation from Government, Public and Private Organizations and from Individuals.
- (29) To coordinate with different authorities and to organize different schemes, programs, Camps and seminars for attaining the main object of the Company.
- (30) To negotiate and enter into any agreement(s) or arrangements with the state governments, Government of India or any Local or State Governments in India or the Government of any other state, Country or Dominion or with any authorities, local or otherwise, or other persons or firms or associations or companies in any part of world that may seem conducive to the

company objects or any of them and to obtain from them any rights, powers and privileges, licenses, grants and concessions which the company may think desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

(31)To procure the recognition of the Company in or under the laws of any place within as well as outside India.

(32)To give such grants, donations support as may be thought fit for the benefit of the activities of the organization and or any employee or ex-employee of the Company and if thought fit charge the amount of such grants to the working expenses of the Company and support any institutions or fund calculated to benefit employees or ex-employees of the Company.

(33)To advance money, either with or without security, and generally to help needy persons upon such terms and conditions as the Company may deem fit.

(34)To pay for any property or rights acquired by the Company.

(35)To invest any of the surplus money and funds of the Company from time to time.

(36)To draw, accept, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments but not to do any banking business as defined in the Banking Regulation Act, 1949, or Insurance Business, as defined in Insurance Act, 1938.

(37)To create any depreciation fund, reserve fund, sinking fund or any other special fund whether for depreciation or for preparing, improving, extending or maintaining any of the properties of the company or for any other purpose conducive to the business and other interests of the company or for any other purpose conducive to the business and other interests of the company.

(38)To run and maintain or procure the establishment and maintenance of contributory or non-contributory pension, superannuation or any other funds for the benefit of employee and/ or procure the giving of donations, gratuities, pension, allowance or employment to any persons who are or were at any time in the employment or service of the company or officers of the Company and/ or the wives, widows and dependents of any such persons.

(39)To pay all the costs, charges and expenses of and incidental and in relation to the promotion, formation, registration and establishment of the Company and to incur expenses for the issue of any circulars or notices and printing and stamping of this Memorandum and the Articles of Association hereto amended and all declarations and forms to be filled up by the Members and/or the Directors of the company.

(40)To appoint attorneys for and on behalf of the Company and to execute the necessary power to the said attorneys to act for and in the name of the Company, and to revoke all or any of such powers and appointments as may be deemed expedient.

(41)To enter into any arrangement with Government or authority supreme, municipal, local or any

person or company's objects or any one of them, and to obtain from any such Government, authority, person or company any rights, privileges, charters, licenses and concessions which the company may deem fit and desirable to obtain.

(42) To assist or to guarantee money to charitable, benevolent, scientific, religious or other institutions or any institution established for public purposes and objects, which the Board of Directors think are likely to promote interests or the objectives of the company which may or may not be related to the activities of the company.

(43) To lease, exchange, donate or dispose off any of the property (ies), assets or undertaking of the company or any part thereof with or without consideration as the company may deem fit.

(44) To enter into partnership or into any arrangements for sharing surplus, amalgamation, union of interest, reciprocal concession in or co-operation with any person, partnership or company to promote or aid in promoting, constituting, forming, acquiring and organizing companies, partnerships of all kinds for the purpose of acquiring similar establishments or undertaking any property, and liabilities of this company and to acquire control of other companies or firms carrying on similar activities which are conducive to the activities of this company and also to pay for any properties, privileges or rights required by this company.

(45) To purchase, acquire in exchange or by way of gift, construct, take on lease, control, improve, manage, maintain, retain or work on such immovable or movable property or such rights or interests or privileges therein.

(46) To do all such other acts and thing as may be desirable or necessary in the attainment of the objects of the Company.

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 regulations 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, whensoever 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. Each Member, 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 ceases to be a member and of the costs, charges and expenses of winding up, and for adjustment of the rights of the contributories among themselves such amount as may be required not exceeding a sum of Rs. 10,000/- (Rupees Ten Thousand only)
 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 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 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, appointed for the purpose.
 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.

12. We, the several persons whose names, addresses, descriptions and occupations are hereunto subscribed are desirous of being formed into a company not for profit, in pursuance of this Memorandum of Association: Names, addresses, descriptions and occupations of subscribers:

Signature Names, Addresses and Occupation of Subscribers	Signature, Name, Address & Occupation of Witnesses
<p>①  </p> <p>MR. ASHWINI BALDEVRAJ MALHOTRA s/o MR. BALDEVRAJ SITARAM MALHOTRA</p> <p>ADDRESS: A-8 FOREST PARK, NAGAR ROAD, PUNE, MAHARASHTRA, INDIA 411 014</p> <p>OCCUPATION: BUSINESS</p>	<p>"I witness myself to subscriber who has submitted and signed in my presence on 29th January 2016, at Pune; further I have verified his identity details for his identification particulars as filled in."</p> <p><u>KSBhat</u></p> <p>Name: Keerti Sitaram Bhat d/o: Sitaram Ganardhan Bhat Address: 6, 'Parijat', Chinmay Colony, Shahu Colony, Lane No: 11, Karvenagar, Pune: 52 Occupation: Service</p>



Date: 29th January, 2016
Place: Pune

12. We, the several persons whose names, addresses, descriptions and occupations are hereunto subscribed are desirous of being formed into a company not for profit, in pursuance of this Memorandum of Association: Names, addresses, descriptions and occupations of subscribers:

Signature, Names, Addresses and Occupation of Subscribers	Signature, Name, Address & Occupation of Witnesses
<p>②</p>  <p>Mukesh malhotra</p> <p>MUKESH SATPAL MALHOTRA S/O SATPAL SITARAM MALHOTRA A-9, FOREST PARK, NAGAR ROAD, PUNE, MAHARASHTRA, 411014 BUSINESS</p>	<p>" I witness myself to subscriber who has submitted and signed in my presence on 29th January 2016, at Pune; further I have verified his identity details for his identification and satisfied myself of his identification particulars as filled in."</p> <p><u>KSBhat</u> Name: Keerti Sitaram Bhat d/o: Sitaram Janardhan Bhat Address: C, 'Parijat', Chinmay Colony, Shahu Colony, Lane No: 11, Karvenagar, Pune - 52, Occupation: service</p>


Date: 29th January 2016
Place: Pune.

12. We, the several persons whose names, addresses, descriptions and occupations are hereunto subscribed are desirous of being formed into a company not for profit, in pursuance of this Memorandum of Association: Names, addresses, descriptions and occupations of subscribers:

Signature Names, Addresses and Occupation of Subscribers	Signature, Name, Address & Occupation of Witnesses
<p>For & on behalf of Syngenta Foundation India having registered office at Amar Paradigm S.No. 110/11/13 Bover Road <u>PUNE : 411 045</u> <u>Maharashtra, INDIA</u></p>   <p>Represented by Mr. Prakash Apte S/o Mr. Krishnaji Shankar Apte Address: B-803, Blossom Boulevard, South Main Road Koregaon Park <u>PUNE : 411001</u> Occupation: Consultant/Advisor Authorised by Board Resolution dated 4th Sept 2015</p>	<p>" I witness myself to subscriber who has submitted and signed in my presence on 29th January, 2016 at Pune; further I have verified his identity details for his identification and satisfied myself of his identification particulars as filled in."</p> <p><u>KSBhat</u></p> <p>Name: Keerti Sitaran Bhat d/o: Sitaran Sanardhan Bhat Address: G, Parijat, Chinmay Colony, Arahm Colony, Lane No: 11, Karvenagar, Pune - 52. Occupation: Service.</p>

Date: 29th Jan 2016
 Place: PUNE


12. We, the several persons whose names, addresses, descriptions and occupations are hereunto subscribed are desirous of being formed into a company not for profit, in pursuance of this Memorandum of Association: Names, addresses, descriptions and occupations of subscribers:

Signature Names, Addresses and Occupation of Subscribers	Signature, Name, Address & Occupation of Witnesses
<p>(4) For and Behalf of Buckhardt Compression (India) Pvt. Ltd having registered office at Coast No 304, Village Kondhapuri, Pune-Nagar Rd Taluka, Shivajinagar, PUNE 412 209</p>  <p>Represented by Mr Narasimha Rao Subrahmanya Venkata Rallabhandi S/o Mr Krishna Munthy Rallabhandi Address: Flat 2A, S No 165 Sayali Garden, Wineless Colony, Near Elite Garden, Aundh, Pune 411007 Occupation: Service Authorized by Board Resolution dated 15th Oct 2015</p>	<p>"I witness myself to subscriber who has submitted and signed in my presence on 29th January 2016, at Pune; further I have verified his identity details for his identification and satisfied myself of his identification particulars as filled in."</p> <p><u>KJBhat</u> Name: Keerti Sitaram Bhat d/o: Sitaram Janardhan Bhat Address: 6, 'Parijat', Chunmay Colony, Shahu Colony, Lane No: 11, Karvenagar, Pune-52, Occupation: Service.</p>

Date: 29th January 2016

Place: Pune

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Signature Names, Addresses and Occupation of Subscribers	Signature, Name, Address & Occupation of Witnesses
<p>For and on behalf of Sulzer India Pvt Ltd having registered office at GAT no. 304, Village Kondhapuri, Taluka - Shirur - 412209</p>  <p>Represented by - Mr. Sanjay Prasad s/o - Mr. Rameshwar Shab</p> <p>Address: Twin Bungalow, Lane C, No. 9, IVY ESTATE, Near Lexicon International School, Waghodi, Pune - 412207.</p> <p>Occupation: Service.</p>	<p>"I witness myself to subscriber who has submitted and signed in my presence on 29th January, 2016. at Pune; further I have verified his identity details for his identification and satisfied myself of his identification particulars as filled in."</p> <p><u>KSBhat</u></p> <p>Name: Keerti Sitaram Bhat d/o: Sitaram Janardhan Bhat Address: 6, 'Parijat', Chinmay Colony, Shahu Colony, Lane No: 11, Karvenagar, Pune - 52 Occupation: Service.</p>

Date: 29th Jan, 2016.
Place: PUNE

THE COMPANIES ACT, 2013
ARTICLES OF ASSOCIATION
OF
COMPANY LIMITED BY GUARANTEE
NOT HAVING SHARE CAPITAL
"INDO-SWISS CENTRE OF EXCELLENCE"

INTERPRETATION

1. In the interpretation of these Articles, the following words and expressions shall have the following meaning, unless repugnant to the subject or context: -
 - a. "Act" shall mean The Companies Act, 2013 and "The Company" means **"INDO-SWISS CENTRE OF EXCELLENCE"**, which is essentially a non- profit organization.
 - b. "These Articles" mean and include the Articles of Association from time to time in force.
 - c. "The Committee" shall mean the Board of Directors including the Executive Committee or such other committee as may be formed by the Board, by these Articles.
 - d. "Rules and Regulations" mean and include rules and regulations of the Company from time to time in force.
 - e. Words indicating singular number shall include the plural number and vice-versa. Words importing the masculine gender shall include the feminine gender also.
 - f. "Electronic Form" with reference to information means, any information generated, sent, received or stored in media, magnetic, optical, computer memory, micro film, computer generated micro fiche or similar device;
 - g. "Electronic Mode" means tele-conferencing and/or video conferencing facility i.e. audio- visual electronic communication facility which enables all persons participating in that meeting to communicate concurrently with each other without an intermediary, and to participate effectively in the meeting.
 - h. "Electronic Record" means data, record or data generated, image or sound stored, received or sent in an electronic form or micro film or computer generated micro fiche;

- i. "Financial Year" shall mean:
 - a. In respect of the first year commencing with the date of incorporation and ending 31st day of March immediately succeeding and
 - b. In respect of the second year onwards the period of twelve months commencing 1st April of that year and ending 31st March of the immediately succeeding year.
- j. "In writing" and "Written" include printing, lithography and other modes of representing or reproducing words in a visible form.
- k. "Member" means the duly registered Member from time to time of the shares of the Company and includes the subscribers of the memorandum of the Company.
- l. "Seal" means the Common Seal for the time being of the Company
- m. "Secretary" means administrator of the committee.
- n. "Board" or "Board of Directors" shall mean in relation to a Company, the collective body of the Directors of the Company, as per the Act;
- o. "Voting right" means the right of a Member of a Company to vote in any meeting of the Company, as per the Act;
- p. "Body corporate" or "Corporation" includes a Company incorporated outside India, but does not include—
 - a. a co-operative society registered under any law relating to co-operative societies; and
 - b. any other body corporate (not being a Company as defined in this Act), which the Central Government may, by notification, specify in this behalf;
- q. "Chairman" shall mean a Chairman of the Board or the person elected or appointed to preside over the general meetings or Committee meetings or any other meeting of the Company;

PRIVATE COMPANY

- 2. The Company is a private Company within the meaning of Section 2 (68) of the Companies Act, 2013 and accordingly which, by its articles, limits the number of its Members to two hundred:

MEMBERS

3. The maximum number of Members with which the Company proposes to be registered is, Two Hundred (200) but the Board of Directors may, from time to time, whenever the Company or the business of the Company requires it, register an increase of Members, as per the provisions of the Act.
4. A person can be admitted as a Member by applying for the Membership of the Company and by paying the entrance fees as may be decided by the Board of Directors or Committee of Board of Directors constituted thereof.

ELIGIBILITY OF MEMBERS

5. A person shall not be admitted as a Member in the following events:
 - a. If he is a minor or has not completed 18 years of age;
 - b. If he is declared to be of unsound mind by a court of competent jurisdiction;
 - c. If he is convicted of any offence in connection with the formation, promotion, management and/or conducting the affairs of the Company;
 - b. If he is convicted of any offence punishable under the Indian Penal Code involving moral turpitude and being non-bailable or where it being a firm, any partner thereof is convicted of such an offence or where it being a Company or Corporation, if it shall go into voluntary liquidation (otherwise than for the purpose of reconstruction).
6. Every person willing to become a Member of the Company must file an application form which shall be prescribed by the Board of the Company and Board shall have the discretion to revise from time to time.
7. Every person eligible to become Member may become Member in its corporate name and in such case the rights and privileges of such Member shall only be exercised only by an Authorized Representative who is duly authorized in writing by all other partners / a Board resolution passed by that Company in this behalf.
8. Application to become a Member shall be in writing and signed by the concerned individual or by the Authorized Representative appointed to sign such document on behalf of the applicant. The application shall be submitted to the Company together with the necessary fees as prescribed by the Board.
9. The Board shall have the power to frame rules regarding amount and payment of entrance fees and annual subscription fees.
10. Interest as a Member of the Company shall not be transferable.

11. a. Application form for Membership would be considered by the Board of Directors of the Company in accordance with the procedure which may be laid down from time to time by the Company.
- b. The decision of the Board of Directors shall be final. The Board of Directors is not under any obligation of explaining the decision taken on the Membership application. The Board shall have the power to grant or reject an application for admission at its discretion.
- c. When an application to become Member is rejected, the applicant is debarred from making a fresh application for twelve months from the date of rejection of such application.
- d. If the application is rejected, the entrance fees and annual subscription paid by the applicant shall be refunded to him/it.

RIGHTS OF MEMBERS

12. All the Members of the Company, that is to say the Promoter-Members and any new Members being admitted in the Company shall have equal rights to avail the benefits extended by the Company to its Members; namely:
 - i. To avail the benefits extended by the Company to its Members other than voting rights.
 - ii. Such other benefits as may be approved and decided by the Board.

PRIVILEGES OF MEMBERS

13. a. Any person, being a Company or any other entity, has become a Member in its conventional or corporate name, then in such case the rights and privileges of Members shall be exercised only by a representative who is duly authorized in writing by all other partners / a resolution passed in that behalf as the case may be, provided that only one Member shall take part in the proceedings and for each act of exercising the rights and privileges of Membership the representatives shall have only one vote.
- b. No person being a partner, an officer or Director or otherwise of any Company which is itself a Member in its conventional or corporate name shall be eligible for Membership of the Company as an individual Member in his own right.

FEES

14. a. Entrance Fees/ Corpus Fund : Every Member shall pay entrance fees along with the Application Form as may be prescribed and decided by the Board of Directors or the Committee from time to time, subject to minimum of Rs. 1,00,000/- (Rupees One Lac Only). This entrance fee shall be non-refundable at any point of time during the life-time of the Company.
- b. Annual Subscription Fees: Annual Subscription Fees must be paid by all Members as may be decided by the Board of Directors or the Committee from time to time, subject to minimum of Rs. 10,000/- (Rupees Ten Thousand only) on or before 31st of March of every year in respect of

that financial year and Member, who fails to pay the Annual Subscription Fees within the period specified herein above, shall automatically cease to be a Member of the Company. The Board may, however, at its discretion and on such terms as it deems fit waive the operation of this article. Entrance fee and Annual Subscription Fees shall be payable for the full year, even if the admission is made in any part of the year. If a person ceases to be a Member of the Company, he shall be liable to pay full amount of annual subscription in respect of the year or for part of the year thereof, in which he ceases to be a Member.

- c. Any increase in the above mentioned fees shall have to be approved by the Board or the Managing Committee of the Company and shall have to be confirmed by the Central Government.

CESSATION/DISQUALIFICATION OF MEMBERS

15. A Member shall cease to be a Member in any of the following events:
- a. On submitting resignation or termination as Member in writing;
 - b. On death;
 - c. On becoming insane or adjudged as insolvent;
 - d. On being or found to be of unsound mind by a court of competent jurisdiction;
 - e. On being convicted for any offence in connection with the formation, promotion, management and /or conducting the affairs of the Company;
 - f. On being convicted of any offence punishable under the Indian Penal Code involving moral turpitude and being non-bailable or where it being a firm, any partner thereof is convicted of such an offence or where it being a Company or Corporation, if it shall go into voluntary liquidation (otherwise than for the purpose of reconstruction);
 - g. On failure to pay subscription due to the Company within the prescribed period;
 - h. If the Member being a Company, Partnership or any entity is wound up or dissolved or being ordered by Court to be wound up or any certificate of registration is withdrawn by any applicable regulatory authority;
 - i. If any Member makes any composition or arrangement with his creditors which prejudices the interest of the Company;
 - j. If any statement given in the Application Form was found at any time, after being elected as Member, to be incorrect or that any material particular was omitted, the membership of such Member shall stand cancelled provided the Member will be given

opportunity to present his case to the Board of Directors at a meeting called for the said purpose.

- k. If the acts or behavior of a Member are detrimental to the interest of the Company, the Membership of such member can be cancelled by the Board of Directors. However, the Member shall be given an opportunity to present his case to the Board of Directors at a meeting called for the said purpose.
- l. Any Member may withdraw from the Company by giving notice of one month in writing to the Company of his / its intention so to do and upon the acceptance of such withdrawal by the Board of Directors, he or it shall cease to be a Member.

GENERAL MEETINGS

- 16. All general meetings other than the annual general meeting shall be called extraordinary general meeting.
- 17. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.

(ii) If at any time Directors capable of acting who are sufficient in number to form a quorum are not within India, any Director or any two Members of the Company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

PROCEEDINGS AT GENERAL MEETINGS

- 18. (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, Five Members present in person shall be the quorum.
- 19. The Chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the Company.
- 20. 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, the Directors present shall elect one of their Members to be Chairperson of the meeting.
- 21. If at any meeting no Director is willing to act as Chairperson or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the Members present shall choose one of their Members to be Chairperson of the meeting.

ADJOURNMENT OF MEETING

22. (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) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (iii) 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.
- (iv) 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.

VOTE OF MEMBERS

23. Every Member shall have one vote at any general meeting.
24. A Member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
25. No Member shall be entitled to vote at any general meeting unless all sums presently payable by him to the Company have been paid
26. (i) 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.
- (ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.
27. 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.
28. A Member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
29. 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

30. (i) The number of the Directors and the names of the first Directors shall be as provided in article 34.
- (ii) The remuneration of the Directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.
- (iii) The Non Executive Directors of the Company may be entitled to sitting fees, as approved by the Board from time to time, for attending the meetings of the Board or its committees, if it is specifically resolved by the Board,
- (iv) In addition to the remuneration payable to them in pursuance of the Act, the Directors may be paid all travelling, hotel and other expenses properly incurred by them—
- (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the Company; or
- (b) in connection with the business of the Company.
31. The number of Directors shall not be less than 2 (Two) and more than 9 (Nine). The Directors shall have power to add to their number provided that the number shall at no time exceed 15(Fifteen).

QUALIFICATION FOR DIRECTORS

32. a. The Director should not be indebted to the Company.
- b. The Director should possess good moral character.
- c. The Director should be literate and a person having interest in the activities of the Company.

DISQUALIFICATION/REMOVAL OF DIRECTORS

33. A Director of this Company shall be disqualified, suspended or removed from Directorship if,
- a) If he resigns, and the resignation is so accepted by the Board of Directors.
- b) If he dies or becomes lunatic or adjudicated as an insolvent.
- c) If he is convicted of an offence involving moral turpitude, and punished with imprisonment, and/or fine of not less than one year.

d) If he becomes disqualified under Section 164 of the Companies Act, 2013.

FIRST DIRECTORS

34.

- A) The following shall be the First Directors of the Company under these articles.
1. Mr. Mukesh Satpal Malhotra (DIN: 00129504) (Nominated by Malhotra Weikfield Foundation)
 2. Mr. Ashwini Baldevraj Malhotra (DIN: 00129609) (Nominated by Malhotra Weikfield Foundation)
 3. Mr. Prakash Krishnaji Apte (DIN: 00196106) (Nominated by Syngenta Foundation India)
 4. Mr. Sanjay Prasad (DIN: 02266215)(Nominated by Suzler India Private Limited)
 5. Mr. Narasimharao Subrahmanya Venkata Rallabhandi (DIN: 00122631) (Nominated by Burckhardt Compression (India) Private Limited)
- B) The two Nominees appointed on the Board by Malhotra Weikfield Foundation, from time to time, shall be Directors not liable to retire by rotation.
- C) Persons who contribute Rs. 2,00,000 (Rupees Two Lakhs Only) or more as Entrance Fees/ Corpus Fund pursuant Article 14a of these Articles and Rs. 2,00,00,000 (Rupees Two Crores Only) or more to the Company as donations, shall have a right to nominate from time to time one director not liable to retire by rotation on the Board of Directors of the Company.
- D) Directors other than those specified in B and C above, subject to a maximum limit set as per Article 31 of these Articles shall be elected by the Board or Members in general meeting, out of those persons who contribute Rs. 1,00,000 (Rupees One Lakh Only) or more as Entrance Fees/ Corpus Fund pursuant to Article 14a of these Articles and Rs.1,00,00,000 (Rupees One Crore Only) or more to the Company as donation. The Directors so appointed shall be liable to retire by rotation subject to the validity of their nomination.

CONSENT OF NEW DIRECTORS TO ACT AND THEIR POWERS

35. Every new Director appointed as aforesaid with his consent previously obtained in writing shall have the same power, authorities and discretion and shall in all respects act and be liable as if he had been originally appointed as Director under these articles.

POWERS OF BOARD OF DIRECTORS

36. The Board of Directors shall have following powers;
- A) To frame regulations consistent with these articles for the conduct of its activities, meetings and management of the Company.

- B) To solicit, obtain and/or accept subscriptions, donations, grants, gifts, devices, bequest from any person, firm, corporation or institutions or a likewise body including Govt., Semi-Govt. and NGO's of domestic or foreign origin.
- C) To consider and recommend for adoption the annual budgetary provisions for the ensuing year of the Company.
- D) To consider and sanction proposals for extra expenditure.
- E) To construct, maintain, extend, improve, repair, alter, enlarge and modify any house buildings or such type of work necessary or convenient for the purpose of the Company.
- F) To enter into, vary, carry or cancel contracts on behalf of the Company.
- G) To take steps with a view to preventing any employee from doing anything or acting in any manner or performing any act of commission or omission detrimental to the interest of the Company.
- H) To consider and if thought fit, sanction proposals for the appointment of needs of institutions, and Members of establishments in each institutions.
- I) To delegate any of the power of the Directors under this deed or in law to any executive committee subject to such condition as the Directors may think fit.
- J) To invest the funds of the Company.
- K) To conduct/broadcast programs/seminars/symposiums from time to time to spread the objects of the Company in the general public either with or without subscription to these programs so long as these subscriptions are applied towards the objects of the Company.
- L) The Board of Directors will have following additional powers:-
 - (i) To appoint an advisor or a Board of Advisors to advise the Directors in the formulation of general policies or in such other matter as are referred to them, provided however that it shall be open to the Directors to accept or not their advice wholly or partly or to reject it.
 - (ii) To sanction recurring expenses from month to month.
 - (iii) To sanction expenditure on non-recurring items in any year.
 - (iv) To institute defend or compromise legal proceedings on behalf of the Company if any, when necessary.

- (v) To invest, dispose of, transfer or otherwise deal with the funds of the Company, subject to the provisions of any law to that effect.
 - (vi) To receive donations, and/or subscription for the object of the Company from Members.
 - (vii) To publish books and /or disseminate information in Electronic Form to spread the objectives of the Company.
 - (viii) To start branches, center any other establishment anywhere by entering into rental agreement or by way of purchase of property.
- M) To amalgamate with any other Society, institution or association having similar objectives of the Company.
- N) To borrow monies from financial institutions, Banks, persons, etc in compliance with the provisions of the Act and to mortgage properties of the Company, give on lease properties of the Company or to avail properties on lease or license basis or in any other form for the purposes of the Company.
- O) The Directors shall maintain a register of the Company fund, and its investments and shall keep it up to date by making additions to or alterations in the same as and when new investments are purchased or acquired or disposed of by the Directors.
- P) Generally to do all such acts and things as may be necessary or desirable in the interest of the Company whether they are expressly provided in the rules or not.

VALIDITY OF THE ACTS OF THE BOARD OF DIRECTORS

37. Notwithstanding anything herein contained, no act done bonafide by the surviving Directors or continuing Director or Directors in the usual course of the administration of the said Company and which is otherwise authorized under the provisions of these articles and / or the Companies Act, 2013 shall be invalid merely by reason of the fact that the requisite number of Directors were not there for the time being.

PROCEEDINGS OF THE MEETINGS OF THE BOARD

38. (i) The Board shall meet at least once in every three calendar months to conduct the business.
- (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.
- (iii) The Board may meet for the dispatch of business, adjourn and otherwise regulate the meetings of the Board.

- (iv) A Director may, and manager or secretary on the requisition of a Director shall, at any time summon a meeting of the Board.
39. (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.
40. 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.
41. (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.
- (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the Directors present may choose one of their Members to be Chairperson of the meeting.
42. (i) The Board may, subject to the provisions of the Act, delegate any of 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.
43. (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 five minutes after the time appointed for holding the meeting, the Members present may choose one of their Members to be Chairperson of the meeting.
44. (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.
45. 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 one or more of such Directors or of any person acting as aforesaid, or that

they or 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.

46. 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

47. Subject to the provisions of the Act,—

(i) 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.

(ii) A Director may be appointed as chief executive officer, manager, Company secretary or chief financial officer.

48. A provision of the Act or these regulations requiring or authorizing a thing to be done by or to a Director and chief executive officer, manager, Company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, chief executive officer, manager, Company secretary or chief financial officer.

SEAL

49. (i) 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 and except in the presence of at least one Director and such Director as aforesaid shall sign every instrument to which the seal of the Company is so affixed in his presence.

ARBITRATION

51. (i) The Company may commence, institute, prosecute and defend all such actions and suits as the Company may deem necessary and expedient on the part of the Company and to compromise or submit to arbitration such action and suits as the Board in their discretion may think fit.
- (ii) The Company shall be entitled to refer any dispute to arbitration.

ACCOUNTS

PROPER BOOKS OF ACCOUNTS

52. The Company shall keep at its Registered Office or such other place as may be decided by the Board proper books of accounts giving true and fair view of the Company.

ANNUAL ACCOUNTS

53. As per the provisions of the Act, Board shall prepare and place before the Company in the Annual General Meeting audited Balance Sheet and profit and Loss Account and copy of which should be sent to all the members entitled thereto.

AUDIT AUDIT OF ACCOUNTS

54. The accounts of the Company shall be audited by the Auditors appointed as per the provisions of the Act. The Accounts when audited and approved at the Annual General Meeting shall be conclusive.

SECRETARY

55. The Directors may from time to time on such terms and conditions appoint or remove any individual or firm to perform any functions required to be performed by secretary under the Act and to execute such other work as may be decided by the Board.

DOCUMENTS AND NOTICES NOTICE BY COMPANY

56. Any document or notice may be served by the Company to any member or officer of the Company under the signature of the Director or such other authorized person, even personally or through post or through electronic mail.

DOCUMENTS AND OTHER RECORDS UNDER COMPANIES ACT, 2013

57. The Company shall pursuant to Information Technology Act, 2000 shall wherever possible keep the statutory registers, records, Books of Account, minutes, Books, Paper and any other record as may be required under the Companies Act, 2013 in electronic form.

NOTICE TO THE COMPANY

58. Any document or notice may be served by member to the Company by sending it to the address of the registered office **and** addressed to the Company or its officer and sent through post or electronic mail.

INDEMNITY

59. Subject to the provisions of the Act, the Director, Secretary, Auditors or every other officer for the time being of the Company and any trustees for the time being acting in relation to any of the affairs of the Company and their heirs, executors and administrators respectively shall be indemnified out of the assets of the Company from and against all suits, proceedings, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by reason of any act done or omitted in or about the execution of their duty in their respective

office of trust, except such (if any) as they shall incur or sustain by or through their own willful neglects or defaults respectively, and no such officer or trustee shall be answerable for the acts, receipts, neglects or defaults of any other officer or trustees or for joining in any receipt for the sake of conformity or for the solvency or honesty of any bankers or other persons with whom any nominees of effects belonging to the Company may be lodged for or deposited for safe custody or for any insufficiency, deficiency of any security upon which any monies of the Company shall be invested for any other loss or damage due to any such causes as aforesaid or which may happen in or about the execution of his office or trust unless the same shall happen through the willful neglect or default of the such officer or trustee.

SECRECY

- 60. Every Director, Secretary, Auditor or any other officer or employees of the Company shall, if so required by the Directors, before entering upon duties, sign a declaration pledging to observe a strict secrecy respecting all the affairs of the Company.


SECRECY RESTRICTION

- 61. No member not being a Director shall be entitled to visit or inspect any accounts, books, documents or works of the Company without the permission of the Directors or require discovery of any of trade secrets of the Company, process or any other matter which would in the opinion of the Directors be expedient in the interest of the Company not to disclose.

PROVISIONS OF THE COMPANIES ACT, 2013

- 62. For the clauses and subjects not covered under the above Articles the sections and clauses of the Act and Rules under the Companies Act, 2013 as amended from time to time, shall apply.


We, the several persons whose names and addresses are subscribed are desirous of being formed into a Company not for profit in pursuance of these Articles of Association.

Signature Names, Addresses and Occupation of Subscribers	Signature, Name, Address & Occupation of Witnesses
<p>①</p>  <p>MR. ASHWINI BALDEVRAS MALHOTRA s/o MR. BALDEVRAS SITARAM MALHOTRA</p> <p>ADDRESS: A-8 FOREST PARK, NAGAR ROAD, PUNE, MAHARASHTRA, INDIA 411014</p> <p>OCCUPATION: BUSINESS</p>	<p>"I witness myself to subscriber who has submitted and signed in my presence on January 29, 2016, at Pune; further I have verified his identity details for his identification and satisfied myself of his identification particulars as filled in."</p> <p><u>KsBhat</u></p> <p>Name: Keerti Sitaram Bhat d/o: Sitaram Janardhan Bhat Address: 6 'Parijat', Chinmay Colony, Shahu Colony, Lane No: 11, Kaverinagar, Pune: 52 Occupation: Service</p>

PLACE: Pune

DATE: 29th January, 2016


We, the several persons whose names and addresses are subscribed are desirous of being formed into a Company not for profit in pursuance of these Articles of Association.

Signature Names, Addresses and Occupation of Subscribers	Signature, Name, Address & Occupation of Witnesses
<p>②</p>  <p>Mukesh malhotra</p> <p>MUKESH SATPAL MALHOTRA S/O SATPAL SITARAM MALHOTRA A-9, FOREST PARK, NAGAR ROAD PUNE, MAHARASHTRA INDIA 411014 BUSINESS</p>	<p>"I witness myself to subscriber who has submitted and signed in my presence on 29th January 2016, at Pune; further I have verified his identity details for his identification and satisfied myself of his identification particulars as filled in."</p> <p><u>KSBhat</u> Name: Keerti Sitaram Bhat d/o: Sitaram Ganardhan Bhat Address: 6, 'Parijat', Chinmay Colony, Shahu Colony, Lane No: 11, Karvenagar, Pune - 52. Occupation: Service.</p>

PLACE: Pune

DATE: 29th January, 2016


We, the several persons whose names and addresses are subscribed are desirous of being formed into a Company not for profit in pursuance of these Articles of Association.

Signature Names, Addresses and Occupation of Subscribers	Signature, Name, Address & Occupation of Witnesses
<p>3</p> <p>For and on behalf of: Sangenta Foundation India having registered office at Anar Paradigm S.No. 110/11/13 Baner Road PUNE : 411045 Maharashtra INDIA</p>  <p>Represented by Mr. Prakash Apte S/o Krishnaji Shankar Apte Address: B-803, Blossom Boulevard, South Main Road Koregaon Park PUNE: 411001 Occupation: Consultant/Advisor</p> <p>Authorised by Board Resolution dated 4th Sept 2015</p>	<p>"I witness myself to subscriber who has submitted and signed in my presence on 29th January 2016, at Pune; further I have verified his identity details for his identification and satisfied myself of his identification particulars as filled in."</p> <p><u>KS Bhat</u></p> <p>Name: Keerti Sitaram Bhat d/o: Sitaram Ganardhan Bhat Address: G, 'Parijat', Chinmay Colony, Shahu Colony, Lane No: 11, Korvenagar, Pune: 52 Occupation: Service.</p>

PLACE: PUNE

DATE: 29th Jan 2016


We, the several persons whose names and addresses are subscribed are desirous of being formed into a Company not for profit in pursuance of these Articles of Association.

Signature Names, Addresses and Occupation of Subscribers	Signature, Name, Address & Occupation of Witnesses
<p>(2)</p> <p>For and behalf of Buckhardt Compression (India) Pvt Ltd having registered Office at Gat 304, Village Kondhapuri, Pune. Nagar Taluka Shirur, PUNE 412 209</p>  <p>Represented by <u>M. Naranimha Rao</u> <u>Sugrahmanya Venkata</u> <u>Rallabhandi</u> <u>S/o Mr Krishna Murtthy Rallabhandi</u> <u>Address: Flat 2A, S No 165</u> <u>Sayali Garden, Wineless Colony</u> <u>Near Elite Garden, Aundh,</u> <u>Pune 411 007</u> <u>Occupation: Service</u> <u>Authorized by Board Resolution</u> <u>dated 15th Oct 2015</u></p>	<p>"I witness myself to subscriber who has submitted and signed in my presence on 29th January, 2016; at Pune; further I have verified his identity details for his identification and satisfied myself of his identification particulars, as filled in."</p> <p><u>KsBhat</u></p> <p>Name: <u>Keerti Sitaram</u> <u>Bhat</u> d/o: <u>Sitaram Janardhan</u> <u>Bhat</u> Address: <u>6, 'Parijaat',</u> <u>Chinmay Colony, Shahu</u> <u>Colony, Lane No: 11,</u> <u>Karvenagar, Pune - 52,</u> Occupation: <u>Service.</u></p>

PLACE: 29th January 2016

DATE: Pune

We, the several persons whose names and addresses are subscribed are desirous of being formed into a Company not for profit in pursuance of these Articles of Association.

Signature Names, Addresses and Occupation of Subscribers	Signature, Name, Address & Occupation of Witnesses
<p>For and on behalf of Sulzer India Pvt Ltd having registered office at GAT NO. 304, Village Kondhapuri, Taluka - Shirur - 412209</p> <p>⑤  <i>Sanjay Prasad</i></p> <p>Represented by Mr. Sanjay Prasad & Mr. Ramashwar Shah.</p> <p>Address: Twin Bungalow, Lane C, No. 9 IVY ESTATE, Near Lexicon Intl. School, Wagholi, Pune - 412207.</p> <p>Occupation: Service</p> <p>Authorized by Board Resolution Dated 16th Nov, 2015.</p>	<p>"I witness myself to subscriber who has submitted and signed in my presence on 29th January, 2016, at Pune; further I have verified his identity details for his identification and satisfied himself myself of his identification particulars as filled in."</p> <p><u>KSBhat</u></p> <p>Name: Keerti Sitaram Bhat, d/o: Sitaram Janardhan Bhat, Address: 6, 'Parijat', Chinmay Colony, Shahu Colony, Lane No: 11, Kaverinagar & Pune: 52 Occupation: Service</p>

PLACE: PUNE

DATE: 29th Jan, 2016.