

Company Act, 2013

Articles of Association

Table (H) as notified under schedule I of the companies Act, 2013 is applicable to the company

STEM MAKER BHAVAN FOUNDATION

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING SHARE CAPITAL

Interpretation	I	<p>(1) In these regulations— (a) “the Act” means the Companies Act, 2013; (b) “The seal” means the common seal of the company.</p> <p>(2) Unless the context otherwise requires, words or expressions contained in these regulations shall have 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.</p> <p>(3) Private Company (limited by guarantee not having share capital) and Section 8 Company</p> <p>The Company is a Private Company within the meaning of section 2(68) of the Companies Act, 2013 and accordingly:</p> <p>(a) The number of members of the Company (exclusive of persons who are in the employment of the Company, and Persons who having been formerly in the employment of the Company were members of the Company while in that employment and have continued to be members after the employment ceased), shall be limited to fifty; provided that for the purpose of this definition where two or more persons jointly hold one or more shares in the Company they shall, be treated as a single member</p> <p>(b) Prohibits any invitation to the public to subscribe for any securities of the Company.</p> <p>(c) Company is section 8 company within the meaning of section 8, company act 2013, so no profits.</p>
Members	II 1	<p>The number of members with which the company proposes to be registered is two, 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.</p>

	2	The subscribers to the memorandum and such other persons as the Board shall admit to membership shall be members of the company.
General meetings	3	All general meetings other than annual general meeting shall be called extraordinary general meeting.
	4	(i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. (ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.
Proceedings at general meetings	5	(i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. (ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.
	6	The Chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
	7	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.
	8	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	9	(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.

Voting rights	10	Every member shall have one vote.
	11	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.
	12	No member shall be entitled to vote at any general meeting unless all sums presently payable by him to the company have been paid.
	13	(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.
	14	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.
	15	A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
	16	Any business other than that upon which a poll has been demanded may be preceded with, pending the taking of the poll.
Board of Directors	17	(i) The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them. (ii) The first director of the company will be: 1. Dr. Hemant Kanakia 2. Mr. Kirat Patel 3. Mr. Narayan Sundaresan 4. Mr. Piyush Shah 5. Mr. Jayant Kholgade

	18	<p>(i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.</p> <p>(ii) 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—</p> <p>(a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or</p> <p>(b) in connection with the business of the company</p>
Proceedings of the Board	19	<p>(i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.</p> <p>(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.</p>
	20	<p>(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.</p> <p>(ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.</p>
	21	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.
	22	<p>(i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.</p> <p>(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.</p>
	23	<p>(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.</p> <p>(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.</p>
	24	<p>(i) A committee may elect a Chairperson of its meetings.</p> <p>(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.</p>

	25	<p>i) A committee may meet and adjourn as it thinks proper.</p> <p>(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.</p>
	26	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.
	27	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	28	<p>Subject to the provisions of the Act,—</p> <p>(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.</p> <p>(ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.</p>
	29	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.
The Seal	30	<p>(i) The Board shall provide for the safe custody of the seal.</p> <p>(ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.</p>
Winding up	31	If upon winding up or dissolution of the Company there remains, after satisfaction of 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 or institution 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 or in default thereof, by the High Court of Judicature that has or may acquire jurisdiction in the matter.

AOA Subscriber page

We the several people, whose names, addresses, description and occupations are hereinafter subscribed below, are desirous of being formed into a Company in pursuance of this Articles of Association:

SUBSCRIBER & WITNESS DETAILS			
S N	Name and Addresses, Description and Occupation of Subscribers	Subscriber Signatures	Signature, Name, Address, Description and Occupation of the witness
1.	Name: Hemant Kanakia Address: C-31 2nd Floor, Nizammudin East, Hazrat, South Delhi, Delhi - 110013 Occupation: Entrepreneur		<p style="text-align: center;"><u>Witness to all the Subscribers</u></p> <p>I Witness to subscriber who have subscribed and signed in my presence on December 19, 2022, Mumbai. Further I have verified their identity details (ID) for their identification and satisfied myself of their identification particular as filled in</p> <div style="text-align: center;">  </div> <p>Name: Pratul Dube S/o Shri. Govind Dube Address: A-401, Eco Heights, Hill Top Church Road, Near Leela Hotel, Marol, Andheri (East), Mumbai - 400059</p> <p>Description: Individual Occupation: Chartered Accountant</p>
2.	Name: Jayant Kholgade Address: Room No. 10, Padmavati Co-op Housing Society, I.I.T. Market, Mumbai - 400076 Occupation: Pharmaceutical Engineering Consultant		
3.	Name: Kirat Patel Address: 12, Apurva S, Nepean Sea Road, Mumbai - 400026 Occupation: Business Executive		
4.	Name: Narayan Sundaresan Address: 701 Marble Arch, Nargis Dutt Road, Pali Hill, Bandra West, Mumbai - 400050 Occupation: Consultant		
5.	Name: Piyush Shah Address 1804 One 49 Ambli Bopal Road, Nr. Ambali BRTS Stop, Bhopal, Ahmedabad, Gujarat - 380058 Occupation: Entrepreneur		

Date: December 19, 2022
Place: Mumbai