

THE COMPANIES ACT, 1956
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
SGBS UNNATI FOUNDATION

- I. The name of the company is SGBS UNNATI FOUNDATION
- II. The registered office of the company shall be situated in the state of Karnataka.
- III. The objects for which the company is established are:

(A) MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS
INCORPORATION:

1. The objects of the company will be as follows and the directors shall apply the same, without any discrimination of the caste, creed, sex, colour or religion or any other thing;
 - i. Education and livelihood for deserving and under privileged:
 - a. To establish, acquire, run, aid, maintain vocational training institutions, educational institutions, technical institutions and universities,
 - b. To sponsor, aid, support education,
 - c. To facilitate placement in appropriate jobs / employment,
 - d. To establish, acquire, run, maintain, grant aid to boarding house, residential accommodation, employment generation facilities / activities, social institutions focused for beneficiaries of the objects of the company.
 - ii. Healthcare for public:

- a. To establish, acquire, run, aid, maintain healthcare facilities to provide superior healthcare to the beneficiaries of this company, senior citizens (persons above 60 years of age) and public at large.

iii. Social service for public:

- a. Promotion of fine arts, culture, music, philosophy and such other subjects enriching the body and the minds of the people.
- b. Establishing auditorium, community hall, library etc. for the use of public at large

the doing of all such other lawful things as are incidental or conducive to the attainment of the above objects:

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, if an object of the company, would make it a trade union.

(B) OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS:

1. To establish, construct, equip and maintain or contribute towards establishment, equipment and maintenance of libraries and laboratories.
2. To establish, maintain, control and manage branches of the Company in India.
3. To subscribe and to become a member of other institutions having objectives similar to the objectives of the Company.

4. To print, publish and circulate articles, news letters, journals, bulletins, pamphlets, posters, that the Directors in their absolute discretion deem fit/ desirable for promotion and furtherance of its objectives.
5. To amalgamate or be amalgamated with any institutions having similar objects.
6. To apply to the Government, public bodies, urban, local, municipal, district and other bodies, corporations, companies or other persons for and to accept grants or money, equipment, land, buildings, donations, gifts, subscriptions and other assistance with a view to promote and further the objects of the Company.
7. To borrow or raise any money that may be required by the Company upon such terms as may be advisable or by mortgage or charge of all or any part of the property of the Company for the promotion and furtherance of the objects of the Company.
8. To draw, make, accept, endorse, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments, for the promotion and furtherance of the objects of the Company.
9. To open an account, whether savings, current, fixed or otherwise with a banking company, or any person or company carrying on the business of banking.
10. To purchase or take by way of lease, sublease, gift, exchange, hire, or otherwise acquire any movable or immovable property in general and in particular land, buildings, workshops, laboratories, machineries, equipment, furniture's, scientific records, experimental data, libraries, plants, apparatus, appliances and any rights or privileges necessary or convenient for the promotion of the objects of the Company and to construct, erect, alter, improve, and maintain any buildings and to manage, develop, sell, demise, let, mortgage, dispose of, turn to account, or otherwise deal

with all or part of the assets and rights of the company for cash and/or any other considerations for the objects of the Company.

11. To equip expeditions and commission, employ and remunerate experts and other agents in connection therewith, for the promotion and furtherance of the objects of the Company.
12. To form, incorporate or promote any company or companies, for the promotion and furtherance of the objects of the Company and to pay all or any of the costs and expenses incurred in connection with any such promotion or incorporation and to remunerate any, person or company in any manner it shall think fit and expedient for all services rendered or to be rendered in such connection.
13. To invest the funds of the Company in the modes specified under the provisions of the Income Tax Act, 1961 as amended from time to time or any other applicable statute.
14. To pay all expenses, preliminary or incidental to the setting up of the company.
15. To incur and defray all day to day running expenses of the Company including rent, electricity, salary, wages, travel, conveyance, communication, and to hire services of all kind, to hire employees (administrative, technical, academic, specialists, consultants etc) germane to the attainment of the objectives of the Company.
16. To accept any bequest, gift, donation or subscription towards or to accumulate and provide a fund or an endowment and to invest the same and apply the donations, subscriptions and income arising there from or to resort to the capital thereof for any of the objects of the Company.
17. To enter into agreement/ partnership or joint ventures or collaborations with any party in connection with attainment of main objects of the Company.

(C) OTHER OBJECTS: NIL

IV. The objects of the company shall extend to whole of India.






V. The liability of the members is limited.

VI. Restrictions:

1. The income and property of the company whensoever derived, shall be applied solely for the promotion and furtherance of its objects, as set forth in this Memorandum.
2. No portion of the income or property aforesaid shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of 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.
3. Except with the previous approval of Central Government, 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 servants of the Company or not, except payment of out-of-pocket expenses, reasonable and proper interest for money lent, or reasonable and proper rent on premises let to the Company.
4. Except with the previous approval of the Central Government, no member shall be appointed to any office under the company which is remunerated by salary, fees or any other manner not excepted by sub-clause (3)
5. Nothing in the clause shall prevent the payment by the company in good faith of reasonable remuneration to any of its officers or servants (not being members) or to any other person (not being a member) in return for any services actually rendered to the company.

- VII. No alteration which may prove to be repugnant to the provisions of the sections 2(15), 11, 12, 35AC & 80G of the Income Tax Act 1961 or any other applicable statute, as amended from time to time, shall be made to this Memorandum of Association and/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 Commissioner of Income Tax and Regional Director, Chennai.
- VIII. True accounts shall be kept of all of 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 income and expenditure account ascertained by one or more properly qualified auditor or auditors.
- IX. 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, Trust, Society, etc having objects similar to the objects of this 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.
- X. The share capital of the company will consist of Rs. 1,00,000/- (Rupees One Lac Only), divided into 10,000 (Ten Thousand) shares of Rs. 10/- (Rupees Ten) each.

XI. 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 and we respectively agree to take the number of shares in the capital of the company set opposite our respective names:

SL. No.	Name, Father's name Addresses, Description of Occupation of subscribers with their signatures	Number of equity shares taken by each subscribers	Signature, Name, Address, Description of Occupation of the witness
1	Padmanathan Anantha Iyer s/o Anantha Narayana Swamy C-2, Lyasmere Apartment 57/58, Osborne Road Bangalore - 560042 Business 	5000 Shares	 M. S. NITHYANANDA KINX 775/A, 9TH A MAIN, INDIRA NAGAR 1ST STAGE, BANGALORE - 560038 CHARTERED ACCOUNTANT. (M.No 102412)
2	Suryanarayanan Anantraman s/o Anantraman Suryanarayanan Gutukrupa, 522, 8th Main II Cross, Sadanandnagar, NGEF layout, Bangalore - 560038 KA INDIA Business 	5000 Shares	 M. S. NITHYANANDA KINX 775/A, 9TH A MAIN, INDIRA NAGAR 1ST STAGE, BANGALORE - 560038 CHARTERED ACCOUNTANT. (M.No 102412)
		10,000 (Ten thousand only)	 M. S. NITHYANANDA KINX 775/A, 9TH A MAIN, INDIRA NAGAR 1ST STAGE, BANGALORE - 560038 CHARTERED ACCOUNTANT. (M.No 102412)

Dated this 25th Day of AUGUST, 2010 at Bangalore