

**MEMORANDUM OF ASSOCIATION
AND
ARTICLES OF ASSOCIATION
OF
PUBLIC AFFAIRS FOUNDATION
(A section 25 Company limited by guarantee)**



प्रारूप. आई. आर.

Form I. R.

निगमन का प्रमाण - पत्र

CERTIFICATE OF INCORPORATION

ता.का से.

CIN.....U73200KA2003NPL031755

मैं एतद्वारा प्रमाणित करता हूँ कि आज.....

कम्पनी अधिनियम (1956 का 1) के अधीन निगमित की गई है और यह कम्पनी परिसीमित है।

I hereby certify that ...PUBLIC AFFAIRS FOUNDATION.....

is this day incorporated under the companies Act, 1956 (No.1 of 1956)
and that the company is limited.

मेरे हस्ताक्षर से आज ता. को दिया गया।

Given under my hand at BANGALORE this ...TWENTY SIXTH...
day of.....MARCH.....Two thousand and ..THREE.....



T.S.D. Prasad Rao

(T.S.D. PRASADA RAO)

कम्पनियों का रजिस्ट्रार

कर्नाटक, बेंगलूर

Asst. Registrar of Companies

KARNATAKA, BANGALORE

GOVERNMENT OF INDIA
MINISTRY OF FINANCE & COMPANY AFFAIRS
DEPARTMENT OF COMPANY AFFAIRS
OFFICE OF THE REGIONAL DIRECTOR, SOUTHERN REGION, CHENNAI
'SHASTRI BHAVAN, V FLOOR, 26, HADDOWS ROAD, CHENNAI-6.

No.2/B-8724/2003

Dated:

LICENCE UNDER SECTION 25 OF THE COMPANIES ACT, 1956.

WHEREAS it has been proved to my satisfaction that "PUBLIC AFFAIRS FOUNDATION" an association is to be registered as a company under the Companies Act, 1956 for promoting objects of the nature specified in Section 25, sub-section (1), Clause (a) of that said Act and that it intends to apply its profits, if any, or other income in promoting its objects and to prohibit the payment of any dividends to its Members.

Now, therefore, in exercise of the powers conferred by Section 25 of the said Act read with the Notification of the Government of India, Ministry of Industry & Company Affairs, No.G.S.R.288(E) dated 31.5.91, I, the Regional Director of the Department of Company Affairs at Chennai, hereby grant this licence directing that the said Association be registered as a Company limited by guarantee without the addition of the word "Private Limited" to its name, subject to the following conditions, namely:-

1. That the said company shall in all respects be subject to and governed by the conditions and provisions contained in its Memorandum of Association;
2. That the income and property of the said Company whensoever derived, shall be applied solely for the promotion of the objects as set forth in its Memorandum of Association and that no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profits to persons who at any time are or have been members of the said company or to any of them or to any persons claiming through any one or more of them;
3. That no remuneration or other benefits 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 on money lent, or reasonable and proper rent on premises let to the companies;



4. That no member shall be appointed to any office under the company which is remunerated by salary, fees, or in any other manner not excepted by clause (3);
5. That nothing in this clause shall prevent the payment by the company in good faith of reasonable and proper remuneration to any of its officers or servants (not being members) or to any other persons (not being a member) in return for any service actually rendered to the company;
6. That nothing in clause (3); (4) and (5) shall prevent the payment by the company in good faith, with the previous approval of the Central Government of reasonable and proper remuneration to any of its members in return for any services (not being service of a kind which are required to be rendered by a member) actually rendered to the company;
7. That no alteration shall be made to the 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 Central Government; and
8. That this licence shall be liable to be revoked in the event of violation of any of the aforesaid conditions or any of the conditions and provisions contained in the Memorandum of Association of the said company in accordance with the provisions of Section 25 of the Companies Act, 1956.

DATED AT CHENNAI, THIS THE 2nd DAY OF FEBRUARY, 2003.




(SAMIR BISWAS)
REGIONAL DIRECTOR(SR)

MEMORANDUM OF ASSOCIATION

OF

PUBLIC AFFAIRS FOUNDATION

(Incorporated under Section 25 of the Companies Act, 1956)

(Limited by Guarantee)

- I. The Name of the Company is **PUBLIC AFFAIRS FOUNDATION.**
- II. The Registered Office of the Company will be situated in the State of Karnataka.
- III. The Objects of the Company for which it is established are:
 - (A) **THE MAIN OBJECTS OF THE COMPANY FOR WHICH IT IS ESTABLISHED ARE:**
 1. Providing, engaging in and supporting professional and allied specialized services including study, research, capacity building and training for the improvement of public policies, services and programmes and render all types of assistance in/for its effective/proper implementation to its clients/customers.

2. To provide financial, technological or advisory services to any public, voluntary or social or academic or charitable or non-profit sector organizations by whatever name called, for improving their performance, effectiveness, transparency and accountability, and assisting such of them.
3. To provide or furnish or publish by means of printed publications or any kind of electronic media, or by training, or through websites or apparatus or vehicle, any information, particulars or publish details, facts and figures relating to any voluntary or social or academic, or public or charitable or non-profit sector organizations in India or abroad, by whatever name called.
4. To disseminate new knowledge or information to public, voluntary, social or academic or charitable or non-profit sector organizations in India or abroad, by whatever name called, to generate or raise or increase their financial resources by receiving donations or funds, and by marketing products made or produced or manufactured by public, voluntary, social or academic or charitable or Non- profit organizations in India or abroad by whatever name called, by encouraging volunteer work, capacity building and by providing accommodation and hospitality services.

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

1. To assist individual citizens and groups in getting services.

2. To establish, equip and maintain laboratories, research units, institutes, organizations and factories for conducting and carrying on operations and services.
3. To prepare, edit, print, publish, issue and circulate books, magazines, papers, periodicals, circulars and other literary undertakings having a bearing upon social, economic, urban and rural development and to establish and maintain museums, collections, libraries and collections of literature, statistics, data and other information relating thereto.
4. To appoint researchers, consultants, and experts to study in India and/or abroad problems in regard to the main objects pursued by the company.
5. To incur any expenditure in any programme of urban or rural development and any investment thereof in any area which the Directors consider it likely to contribute to development, and the words "rural area" shall include such area as may be regarded as rural under the Income Tax Act, 1961, or any other law relating to development for the time being in force in order to implement any of the main objects or purposes.
6. To transfer without consideration or at such fair or confidential value and subject to the provisions of the Companies Act, 1956 and/or other applicable Acts, divest the ownership of any property of the Company to or in favour of any public or local body or authority or Central or State Government or any public institution or trust.
7. To retain and/or employ skilled, professional or technical persons/advisors and other staff and workers in connection with the objects of the company and to pay them such fees or remuneration as may be thought expedient.
8. To apply to the Government, Public Bodies, Corporations, Companies or other persons, in India or abroad, for and to accept grants of, money, equipment, land, buildings, donations, gifts, subscriptions and other assistance with a view to promoting the objects of the company and to confirm with any conditions on which such grants and other payments may be received.
9. To establish, promote, co-operate with, become a member of, act as or manage, superintend, afford financial assistance to, or otherwise assist the work of any association and institutions and other bodies engaged in objects similar to those of this organization.
10. To establish, maintain, control and manage Branches of the company in India and elsewhere.

11. Subject to Section 292 of the Companies Act, 1956, and to rules made there under and directives of the Reserve Bank of India, to borrow or raise any money that may be required by the Company upon such terms as may be deemed advisable, and in particular by the issue of Bonds, Debentures, Bills of Exchanges, Promissory Notes or other obligations or Securities of the Company or by mortgage or charge of any or any part of the property of the Company.
12. To draw, make, accept, endorse, discount, execute or issue Promissory Notes, Bills of Exchange and other negotiable or transferable instruments.
13. Subject to the mandatory provisions of the Income Tax or any other laws applicable to the company, to invest the funds of the Company in any investments approved under the Income Tax Act 1961 and/or other applicable laws.
14. To purchase, or to take by way of lease, sub-lease, gift, exchange, hire or otherwise acquire any movable or immovable property and in particular any land, buildings, workshops, factories, laboratories, machinery, equipment, furniture, scientific records, experimental data, library, plant apparatus, patents, designs, phototypes, appliances and any rights or privileges necessary or convenient for the purposes of the company and to construct, erect, alter, improve and maintain any Buildings, Assets & Conference Halls/Auditoriums with/without Boarding & Lodging facilities and to manage, develop, sell, let out for rent or otherwise, mortgage, dispose of, turn to account or otherwise deal; with all or any part of these and other assets and rights of the Company for cash or for any other consideration with a view to promoting the objects of the Company.
15. To pay/reimburse all expenses, preliminary or incidental to the setting up of the Company and its registration.
16. To establish and support or aid in the establishment and support of associations, institutions, funds, trusts, and conveniences calculated to benefit employees or Ex-employees of the Company or of the dependents of such persons and to grant pensions and allowances to make payments towards insurance of such persons.
17. To open, close, operate or transfer Bank Accounts of the company with/to any Scheduled Bank(s) and to invest and deal with moneys of the company in investments as provided under article 14 of the Articles of Association of the company.
18. To do all such other lawful things/acts as may be necessary, incidental and/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.

(C) THE OTHER OBJECTS NOT INCLUDED IN (A) AND (B) ABOVE ARE :

NIL

IV. The objects of the Company will extend to the whole of India.

- V. a. The income and property of the Company whenever derived shall be applied solely for the promotion of its objects as set forth in this Memorandum.
- b. 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 anyone or more of them or to any person claiming through anyone or more of them.
- c. Except with the previous approval of the Central Government, no remuneration or other benefit in money or moneys 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 on money lent or reasonable and proper rent on premises let out to the Company.
- d. 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 in any other manner not excepted by Sub-Clause(c).
- e. Nothing in this Clause shall prevent the payment by the Company in good faith of reasonable remuneration to any of its officers or servants (not being Members) or to any other person (not being a Member) in return for any services actually rendered to the Company.

VI. No alteration shall be made to this Memorandum of Association or 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 Central Government (Regional Director) as well as the Commissioner of income Tax. Further, no amendments of the Memorandum of Association shall be made which may prove to be repugnant to the provision of the sections 2(15), 11,12,12A,13 and Section 80G of the Income Tax Act, 1961 as amended from time to time.

- VII. The liability of the Members is limited.
- VIII. Every member of the Company undertake to contribute to the assets of the company in the event of it being wound up while he is a member, or within one year after he ceases to be a member, for payments of debts and liabilities contracted before he ceases to be a member and the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required, but not exceeding among themselves, such amounts as may be required, but not exceeding Rupees Five Thousand.
- IX. True accounts shall be kept of all sum of money received and expended by the company and the matters in respect of which such receipts and expenditures 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.
- X. In the event of dissolution or winding up of the company, the assets remaining as on the date of dissolution shall, under no circumstances be distributed among the members of the company, but shall be transferred to another charitable trust/society/company whose objects are similar to those of this company and which enjoys recognition under section 80G of the Income Tax Act, 1961 as amended from time to time, to be determined by the members of the company at or before the date of dissolution or in default thereof, by the High Court of Judicature that has to/may acquire jurisdiction in the matter.
- XI. The benefits of the company shall be open to all irrespective of caste, creed, sex, colour and religion.

We the several persons, whose names and addresses are subscribed hereunder, 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 amount indicated opposite to our respective names:

Sl. No.	Names and Addresses, Description and Occupation of Subscribers with their Signatures	Subscriber (Amount of Guarantee)	Signature, Name, Address, Description and Occupation of the witness
1.	<p><i>Sd/-</i> Dr. SAMUEL PAUL S/o. Late Paulose Paul No. 27, SBI Colony, Koramangala, Bangalore - 560 034 <i>Consultant</i></p>	<p>not exceeding Rupees Five Thousand Only</p>	<p><i>Sd/-</i> M. K. NARASIMHA RAO 5, 33rd Cross, 4th 'T' Block, Jayanagar, Bangalore - 560 041 <i>Chartered Accountant</i></p>
2.	<p><i>Sd/-</i> Dr. P. V. SHENOI, IAS (Retd.) 20-C, I Main Road, RMV Extention, Stage II, Block I, Bangalore - 560 094 <i>Consultant</i></p>	<p>not exceeding Rupees Five Thousand Only</p>	
3.	<p><i>Sd/-</i> P. P. MADAPPA S/o. P. B. Poovaiah D/8, Shanthikiran Apartments, 52, Nandidurga Road, Benson Town, Banglaore - 560 046 <i>Management Consultant</i></p>	<p>not exceeding Rupees Five Thousand Only</p>	

Dated this 18th day of March, 2003 at Bangalore.

ARTICLES OF ASSOCIATION
OF
PUBLIC AFFAIRS FOUNDATION

(Incorporated under Section 25 of the Companies Act, 1956)

(Limited by Guarantee)

APPLICATION OF TABLE "C"

1. The Regulations contained in Table-C in Schedule I to the Companies Act, 1956 shall apply to the Company, to the extent they apply to a private limited company subject to the modifications contained herein.

INTERPRETATION:

2. The marginal notes hereto shall not affect the construction hereof and in these presents the following expressions shall have the meaning unless there is something in the subject or context inconsistent with it.

- a. The Company:

The Company shall mean **PUBLIC AFFAIRS FOUNDATION.**

- B. The act:

The act mean the Companies Act 1956 or any modification or re- enactment thereof for the time being.

- c. The Board:

The "Board" means a meeting of the Directors duly and properly constituted or the Directors assembled at a meeting of the Board, as the case may be.

- d. The Office:

"The Office" means the registered office of the Company for the time being.

- e. Month:

"Month" means the calendar Month.

f. In writing or Written:

"In writing or written" means and includes words printed, typewritten, lithographed, represented or reproduced in any mode in a visible form.

g. Singular number:

Words imparting the singular the singular number includes where the context admits or requires, the plural number and vice versa.

h. Gender:

Words imparting masculine gender also include the feminine gender and vice versa.

i. Person:

Words imparting persons include firms, corporations, companies, subject to as aforesaid any words or expressions defined in the Act except where the subject or context forbids, the same meaning in these articles.

CONSTITUTION OF THE COMPANY:

3. The company is now being incorporated as a Private Company under the provisions of section 3(1)(iii) of the Companies Act, 1956 and accordingly:

The number of members of the Company shall be limited to 50 (fifty) exclusive of:

- i) Persons in the employment of the Company
- ii) Persons who having been formerly in the employment of the Company were members of the company while in employment and have continued to be members after the employment ceased.
- iii) Prohibits any invitation or acceptance of deposits from persons other than its members, Directors and their relatives.

ALTERATION TO ARTICLES OF ASSOCIATION:

4. a. No alteration shall be made 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 Central Government.
- b. No amendments to Articles of Associations shall be made which may prove to be repugnant to the provision of sections 2(15), 11, 12, 13 & section 80G of the Income Tax Act, 1961 as amended from time to time.

- c. Further, no amendment shall be carried out without the prior approval of the Commissioner of Income Tax.

NUMBER OF DIRECTORS

5. Unless and until otherwise determined by the Company in General Meeting, the number of Directors shall be not less than 2 (two) Directors and not more than 12 (Twelve) directors, including all kinds of Directors.

APPOINTMENT AND TENURE OF THE FIRST DIRECTORS:

6. The First directors of the Company shall be those indicated under Article 8(d) of the Company hereunder. The first Directors shall continue in office for a period of three years after which they are eligible for reappointment. No remuneration or other benefit in money's worth shall be given by the Company to any of its Directors except payment of out-of-pocket expenses and those provided under Clause V(c) & (d) of the Memorandum of Association.

SITTING FEES AND REIMBURSEMENT OF EXPENSES:

7. a. A Director who attends a meeting of the Board or its Committee, including adjourned meeting if any shall not be entitled to receive any sitting fees, but shall be reimbursed actual travelling, hotel and incidental expenses, if any.
- b. A Director who does not reside at a place where the meeting is held shall be deemed to be an out-station Director for the purposes of reimbursement of actual expenses as provided in the foregoing sub-article.

POWERS OF THE BOARD OF DIRECTORS:

8. a. The Management of the Company is vested in the Board. They shall, unless otherwise provided in the Companies Act, 1956 and the Articles of Association, manage the affairs of the Company and exercise all powers and discretions necessary for the purpose of managing the affairs of the Company.
- b. Subject to the provisions contained in the Articles and the limitations imposed by the Act, the Directors shall be entitled to exercise all such powers and to do all such acts and things as the Company is authorized to exercise and do.
- c. The board may appoint a Chief Executive, by whatever name called, for running of the affairs of company on such terms and conditions as the Board deems fit and delegate the powers vested in them, subject to the

provisions of the Act, the Memorandum and Articles of Association Company and subject to overall superintendence and control of the Board.

d. The following shall be the first Directors of the Company :-

1. Dr. Samuel Paul
2. Dr. P. V. Shenoi
3. Mr. P. P. Madappa
4. Dr. V. M. Rao
5. Dr. Nirmala Murthy

e. The Board of Directors may meet for transacting the business of the Company, adjourn and otherwise regulate its meeting as it thinks fit, provided the Board of Directors shall hold at least one meeting in every six calendar months.

f. A minimum of Two Directors or one third of total number of Directors which ever is higher, shall from the quorum for a meeting of the Board of Directors, Subject to Sec 287 of the Act.

g. The Chairman or a person authorized by him, on his own or on the requisition of a majority of Directors shall summon a meeting of the Board of Directors with 7 days notice period, on a date, time and place decided by him.

h. The Board of Directors may elect a Chairman at its first meeting and determine the period for which he/she is to hold Office. If no such Chairperson is elected or, if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the Directors present may choose one of those present at the meeting to be the Chairman of that meeting,

i. i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board of Directors shall be decided by a majority of votes with each member having one vote.

ii) In case of equality of votes, the Chairman of the Board meeting shall have a second or casting vote.

j. The Board of Directors shall have powers to appoint, from time to time, any other person or persons to be additional Director or Directors who

shall hold office upto the date of next Annual General Meeting immediately to be held after their appointment and can be appointed as Directors by the members subject to the total number of Directors shall not at any time exceed the maximum number fixed by these Articles.

- k. Subject to Section 313 of the Act, the Board may appoint any person to act as an Alternate Director for a Director during the latter's absence for a period of not less than three months from the State in which the meetings of the Board of Directors are ordinarily held and such appointment shall have effect while he/she holds office as an Alternate Director, shall be entitled to notice of meetings of the Board of Directors and to attend and vote there at accordingly, but he shall ipso facto vacate office if and when the absentee Director returns to the State in which meetings of the Board or ordinarily held or the absentee Director vacates the office as a Director.
- l. None of the Directors are liable to retire by rotation and a Director need not be a member.
- m. Subject to the provisions of Section 289 of the Act, and except by a resolution which the Companies Act, 1956 requires it specifically to be passed in a Board of Directors meeting, a resolution determined by majority without any meeting of Directors and evidenced by writing to have been circulated amongst all the Directors shall be as and effectual as a resolution duly passed at a meeting of the Directors.
- n. The Board of Directors shall exercise the following powers on behalf the Company only by means of resolutions passed at meetings of Board:
 - i) The power to borrow moneys otherwise than on debentures;
 - ii) The power to make loans.
- o. The Board of Directors may, from time to time and subject to the restrictions contained in Section 292 of the Act, delegate to a committee or committees consisting of one or more Directors or to Managers, Secretaries Office Assistants and other employees or persons any of the powers, authority and discretions for the time being vested in the Directors and may, any time revoke such powers, authorities and discretions.
- p. Subject to provision contained in Article 8, all Deeds, Agreements, Documents and all Cheques, Promissory Notes, Drafts, Hundies, Bills of Exchange and other negotiable instruments and all receipts for moneys paid to the

Company shall be signed, drawn, accepted or endorsed by persons authorized by the Board of Directors in this behalf.

BORROWING POWERS:

9. a. Subject to the provisions of Sections 58A, 3(i)(iii)(d) and 292 of the Companies Act 1956 and Regulations made there under and directions issued by the Reserve Bank of India, the Board of Directors may, from time to time and at their discretion borrow or raise any sum or sums of money for the purposes of the Company in such manner and on such terms and conditions in all respects as they fit without security or on security of all or any part of the movable and immovable properties of the Company.
- b. The debenture-stock or other securities may be issued at par, discount or at premium and with any special privileges and conditions as to redemption.

REGISTRATION CHARGES:

10. Where a charge of the nature referred to in Section 125 of the Act is created by the Company, the Company shall, within 30 days after its creation, file the particulars of the charge along with the necessary documents with the Register of Companies in accordance with the provisions of Section 125 of the Act. The Company shall also duly comply with the relevant provisions of part V of the Act in connection with the registration of charges.

APPLICATION OF SECTIONS 171 TO 186 OF THE COMPANIES ACT, 1956:

11. Section 171 to 186 of the Companies Act, shall not apply to the Company.

MINUTES:

12. a. The Board of directors or a person authorized by them shall respectively cause/maintain minutes of all proceedings of general meetings and of all proceedings of meetings of Board of Directors or of Committee of the Board to be duly entered in books to be maintained for that purpose in accordance with Section 193 of the Companies Act, 1956. The minutes of the Board/General Meetings of the Company may also be maintained in loose-leaf form by taking such steps as the Government prescribes from time to time.
- b. The minutes of each meeting shall contain:
 - i) A fair and correct summary of the proceedings thereof.

- ii) The names of the Directors present at the meeting in case of meeting of Board or committee of Board of Directors.
- iii) The names of the Directors, if any, dissenting from or not consenting to the resolution, in the case of each resolution passed at the meeting of Board or Committee of Board of Directors.
- iv) All appointments of officers made at any meeting. Any such minutes, purporting to be signed in accordance with the provisions of Section 193 of the Act, shall be evidence of the proceedings.

THE SEAL:

13. The Company shall have a Common Seal and the Board of Directors shall provide for the safe custody thereof. The seal shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors, in the presence of at least one Director or two Directors, if so required by laws and such Director or Directors shall sign every instrument to which the seal is affixed in his/her/their presence. Such signatures shall be conclusive evidence of the fact that the seal has been properly affixed. This is, however, subject to Rule 6 of the Companies (Issue of Share Certificate) Rules, 1960.

INVESTMENT:

14. The funds of the Company shall be invested in the modes specified under the provisions of Section (13)(1)(d) read with section 11(5) of the Income Tax Act, 1961 as amended from time to time.

ACCOUNTS:

15. The accounts of the Company shall be maintained regularly and properly. The accounts shall be duly audited by a Chartered Accountant. The financial year of the company shall be from 1st April to 31st March following.

AUDIT

16. a. The first Auditors of the Company shall be appointed by the Board Directors within one month from the date of incorporation of the Company on such remuneration as the Board may determine and the Auditors so appointed shall hold office until the conclusion of the first Annual General Meeting.
- b. At each Annual General Meeting, the Company shall appoint an Auditor(s) to hold Office from the conclusion of that Meeting till the conclusion the next Annual General Meeting.

- c. The remuneration of the Auditors shall be fixed by the Company in the Annual General Meeting or in such manner as the Company may determine.
- d. The Board of Directors may fill any casual vacancy in the office of the Auditor and while any such vacancy continues, the remaining Auditors if any, may act, but where such vacancy is caused by the resignation the Auditors, the vacancy shall be filled by the Company in a General Meeting.

LENGTH OF NOTICE FOR CALLING AND QUORUM FOR GENERAL MEETINGS:

- 17. a. A General Meeting may be called by giving written notice of not less than SEVEN (7) days and the quorum for the same shall be not less than two members present.
- b. Every member of the company shall have one vote at general meetings.

NOTICE:

- 18. a. A notice or document may be given or served by the Company on a member either personally or by sending it by post to him/her registered address notified to the company.
- b. The Company shall comply with the provisions of Sections 52 and 53 the Companies Act 1956.

INDEMNITY:

- 19. a. Subject to Section 201 of the Act, the Directors, Auditors, Secretary and other Officers for the time being of the Company and trustees for the time being 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 bona fide 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 committed in or about the execution/discharge of their duties in their respective offices or trusts except such (if any) as they shall incur or sustain by or through their own willful neglect or default or acts done without the authority.
- b. Subject to the provisions of Section 201 of the Act, no Director, Manager or other Officer of the Company shall be liable for the acts, receipts, neglects of any other Director or for joining in any receipts or other acts for conformity or for any loss or expense happening to the Company though the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency

or deficiency of any security in or upon which any of the moneys of the Company shall be invested or for any loss or damage arising from the bankruptcy or insolvency of any person with whom any moneys, securities or effects shall be deposited or for any loss occasioned by an error of judgment or oversight on his/her part or for any loss, damage or misfortune which shall happen in the execution of the duties of his/her office or in relation thereto unless the same happens through his/her own willful neglect or default or acts done without authority.

ARBITRATION:

20. Whenever any difference or dispute arises between the Company on the one hand and any of the members on the other hand or between the members inter-se touching the true intent, construction or incident or consequences of these Articles or touching anything done, executed, omitted or suffered in pursuance thereof or to any affairs of the Company, every such dispute or difference shall be referred to the sole arbitration of the Chairman for the time being of the Company or to some person appointed by both parties and it will be no objection that he/she is an Officer of the company or that he/she had to deal with such disputes or differences and it is only after an award is given by such Arbitrator that the parties will be entitled to take any other proceedings relating to such disputes differences and award. The Award made by such Arbitrator shall be final and binding on the parties. The arbitration shall be conducted according to the provisions of the Arbitration Act, 1940.

SECRECY:

21. Subject to the provisions of the Act, any Director or Officer of the Company shall be entitled to, if he/she thinks fit, decline to answer any question concerning the business of the Company on the ground that the answer to such question would disclose or tend to disclose the secrets of the Company.

GENERAL CLAUSE:

22. Wherever in the Companies Act, 1956 it has been provided that any Company shall have any right, privilege or authority or that any Company cannot carry out any transaction unless it is so authorized by its articles, then and in that case, this Article hereby authorizes and empowers this Company to have such right, privilege or authority and to carry out such transactions as have been permitted by the Companies Act, 1956 without there being any specific article in that behalf herein provided.

Sl No.	Names and Addresses, Descriptions and Occupations of the Subscribers	Signature of the Subscriber	Signature, Name, Address, Description and Occupation of the Witness
1.	Dr. SAMUEL PAUL S/o. Late Paulose Paul No. 27, SBI Colony, Koramangala, Bangalore - 560 034 <i>Consultant</i>	Sd/-	Sd/- M. K. NARASIMHA RAO 5, 33rd Cross, 4th 'T' Block, Jayanagar, Bangalore - 560 041 <i>Chartered Accountant</i>
2.	Dr. P. V. SHENOI, IAS (Retd.) 20-C, I Main Road, RMV Extention, Stage II, Block I, Bangalore - 560 094 <i>Consultant</i>	Sd/-	
3.	P. P. MADAPPA S/o. P. B. Poovaiah D/8, Shanthikiran Apartments, 52, Nandidurga Road, Benson Town, Bangalore - 560 046 <i>Management Consultant</i>	Sd/-	

Dated this 18th day of March, 2003 at Bangalore.