

**FORM NO. INC.13**

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

(THE COMPANIES ACT, 2013)

**MEMORANDUM OF ASSOCIATION**

**OF**

**MANOBAL FOUNDATION**

*(A company limited by share not for profit u/s 8 of the Companies Act, 2013)*

1. The name of the company is **MANOBAL FOUNDATION**.
2. The Registered Office of the company will be situated in the state of **MADHYA PRADESH** i.e., within the jurisdiction of registrar of companies, Madhya Pradesh at Gwalior.
3. The object for which the Company is established are: -
  - A. THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE: -**
    1. To intervene in human trafficking in local communities, including rescue victims from slavery.
    2. To provide services of social awareness, welfare activities, for upliftment of affected man, women and children of all ages and from all backgrounds.
    3. To facilitate prevention, rescue, rehabilitation, reintegration, repatriation and advocacy as well as to provide, life transforming services to survivors and a platform to advocate for groundbreaking policies and legislation.
    4. To provide legal resources, educational and leadership training, and mentorship to the victim from slavery.
    5. To work with all to combat Human trafficking like police, transport departments, CWCs, ChildLine, shelter homes, government departments and NGOs to create awareness and sensitize all citizens to raise their voice against human trafficking.
    6. To conducting a literature review to examine risk factors and trajectories for human trafficking among children who have experienced maltreatment.

7. To compiling a compendium that summarizes state child welfare policies, training efforts, screening tools, services, and data resources related to human trafficking in the child welfare population.
8. To providing training to law enforcement agencies on Human Trafficking laws and other aspects like identification of suspected victims, counselling of victims and understanding ITPA 1956.
9. Summarizing existing survey datasets and national data systems relevant to child welfare and human trafficking.
10. To raise resources financial and otherwise through grants, fees, service charges, loans, and other legal monetary instruments for fulfillment of the above objectives. To fulfill all conditions including mortgage of assets to raise such resources.

**B. MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3(A) ARE: -**

1. To purchase or take on lease or in exchange or otherwise acquire any immovable property and any rights or privileges which the company may think necessary or convenient for the purposes of its business and in particular any land, buildings, casements including agricultural, industrial and residential land.
2. To establish research and development centers for the business of the company.
3. To acquire, take-over, purchase outright or undertake in any other manner the whole or any part of the business, property and liabilities of any person, partnership firm, association of persons, company or any other form of business organisation calling on any business which the Company is authorised to carry on or possession of property suitable for the purposes of the objects of the Company.
4. To promote any other company or companies having similar objects for the purpose of acquiring or taking over all or any of the property, right and liabilities of the company.
5. To train or pay for training in India candidate in the interest of or furtherance of company's objects.
6. To establish and support or aid in the establishment and support of Associations, Institutions, Companies, Societies, Cooperatives, Fund, Trusts and Conveniences for the benefit of the employees or ex-employee or of other persons (not being

members of the company in any case) or the dependents, relatives, or cure of such persons and in particular friendly or benefit societies and to grant pensions, allowances, gratuity and bonus either by way of annual payments or by way of lump sum and to make payments towards insurance and to form and contribute to pension, provident or other funds, for the benefit of such persons.

7. To form, subscribe or contribute to or otherwise to assist or aid to public, charitable, benevolent scientific, national or other institutions, funds, objects for purposes which in the opinion of the Board of Directors of the company are likely to promote or further the objects of the Company.

8. To apply for purchase or otherwise, acquire any patent, patent right, copyright, trademark formulae, license, lease, concession, conferring any exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company and to use exercise, develop or grant licenses in respect of or otherwise turn to account the property, rights or information so acquired to get license from patent-holders for the business of the company and pay the royalty or other usage charge.

9. To apply for, and to receive funds earmarked for spending by the Corporate Social Responsibility Policy of the Companies that are mandated to spend such amounts as per the provisions of Sec. 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014 as amended from time to time.

10. To sell, to improve, manage, develop, lease, mortgage, transfer the business, property, rights, assets or otherwise dispose off or exchange the undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares, stocks, debentures, or other securities in or of any other Company whether or not having objects altogether or in part similar to those of the Company.

11. To take or hold mortgage, liens, and charges to secure payment of the purchase price, or any unpaid balance of the purchase price of any part of the company's property of any kind sold by the company, or any money due to the company from buyer.

12. To borrow money by way of deposits from members, directors and others as may be allowed under the act and the rules and to borrow from banks and financial institutions and to secure money in such manner as the company may think fit or to make repayment of any debt, liability, perform any contract entered into for the issue of debentures, perpetual or otherwise, charged upon all or any of the company's property (both present and future), including its uncalled capital and to purchase, redeem or pay off any such securities.

13. To lend and advance money or give credit to any person, firm or company, to give guarantee or indemnify for the payment of money or the performance of contracts or obligations by any person to secure or undertake in any way the payment of money lent or advanced to, or the liabilities incurred by any person subject to the provisions of the Act.

14. To draw, make, accept, endorse, discount, Execute, and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.

15. To open and operate any type of bank accounts with the Hanks and obtain with securities for its business.

16. To act as agents or brokers company and to undertake and per Subcontract and to do all or any of the above things in any part of the world and as principals, agent's contractors, trustees or otherwise and by or through agents, subcontractor or trustee or otherwise and either alone or jointly with others.

17. To procure recognition of the company in any country or place outside India

18. To apply for promote, and obtain any order, relation, or other authorisation or enactment, which may directly or indirectly benefit the company.

19. To enter into negotiations or collaboration, technical, financial or otherwise with any person or Government including a Foreign Company of entity for obtaining any grant, license or on other terms formula and other rights and benefits, and to obtain technical information, know-how and expert advice for Manufacture, export or sale of all types of goods which the Company is authorised to produce or to deal in.

20. To issue or allot fully or partly paid shares in the capital of the company in payment or part payment of any movable or immovable property purchased or otherwise acquired by the company or any services rendered to the company.

21. To promote and form and to be interested in and take hold and dispose of shares in other companies having similar objects and to transfer to any such Company property of the Company, and to take otherwise acquire, hold and dispose of shares, debentures and other securities in or of any such company and to subsidise or otherwise assist any such Company.

22. To refer all questions, disputes or differences arising between the company and any other person (other than a Director of the company) in connection with or in respect of any matter relating to the business or affairs of the company to arbitration in such manner and upon such terms as the company and such other person may mutually agreed upon in each case and such reference to arbitration may be in accordance with the provisions of the Arbitration and Conciliation Act, 1996 and Rules prescribed thereunder or under any other law or authority for the time being in force relating to arbitration, and to Institute legal proceedings or defend any proceedings and to appoint advocates, Consultants or Advisors in this behalf.

23. To institute legal proceedings or defend any proceedings and to appoint advocates, Consultants or Advisors in this behalf.

24. To obtain assistance guidance or services from the various institutions, persons or experts for such consideration as the company shall think fit.

25. To take over the activities and or assets as overall successor in interest or otherwise of any institution or organization having similar objects and not operating for profits and which has been applying its profits or other income for similar purposes.

26. To retain or employ or engage, skilled, un-skilled, professional, regional, national, and international persons in connection with the objectives of the Company and to pay salaries, professional fees or remuneration, as may be thought fit provided no member of the Company is paid anything other than allowed under law.

27. To incur debts and obligations for the conduct of any business of the Company and to purchase or hire goods, materials or machinery on credit or otherwise for any purpose of the Company.

28. To improve, manage, work, develop, alter, exchange, pledge, mortgage, charge, hypothecation, turn to account, abandon, or otherwise deal with all or any part of the property, right, privilege and concessions of or available to the company.

29. To manage, sell and realize any property which may come into the possession of the company in satisfaction or satisfaction of any of its claims.

30. To utilise, work up and deal in every kind of byproducts or residue, resulting from any of the company's operations.

31. To open branches or places of business in India or abroad.

32. To make donations either in shrinking for such objects or causes as may be directly or indirectly conducive to any of the company's objects or otherwise expedient.

33. To promote and undertake formation and establishment of such institution, business, Companies a may be considered to be conducive to the benefit and interest of the company in any part of the world.

34. To sell, improve, manage, develop, alter, exchange, turn into account, assign, grant licenses casements and other rights to take over and in any other manner, deal with or dispose of the undertaking properties, assets, rights, effects and privileges of the Company or any other for any consideration and in particular for loans, debentures, securities in investments as the company may think fit.

35. To enter into any agreement with any government or authorities (Municipal, Autonomous Bodies Local or otherwise) or any Corporations, Companies, or any Cooperative Societies of Trustees Public Society, or Organizations or Institutions or Persons in any part of the world which may seem conducive to any of the objects of the company, and to obtain from such Government or others concerned any contracts, rights, monies, privileges and concessions which the Company may think desirable and to carry out, exercise and comply with any of contracts, rights, privileges and concessions.

36. To obtain any Act of the Central or State Legislature, provisional order license or autonomous body or authority for enabling the Company to carry out any of its objects or for effecting any medication of the company's Memorandum or Articles of Association or for other purposes which may seem expedient and to oppose any proceedings or application which may seem calculated directly or indirectly to prejudice the Company's interest.

37. To place deposits, keep money with security or otherwise either for or without interest with company, bank, financial and other institution, trust, corporation, local authority, government, co-operative society or other body (whether incorporated or not).

38. To invest the monies of the company in such manner as the company may deem fit, (including without limitation in stocks, shares, mutual funds, bonds, debentures, deposit, derivatives, commodities, goods and other forms of securities, investments and properties).

39. To set apart and create any Depreciation fund, Reserve fund, Insurance fund, Sinking fund or any other Special fund, for Depreciation or for Repairing, Improving, Extending, or maintaining any of the property of the Company or for any other purpose conducive to and in the interest of the Company.

40. To apply to the Government and National and International Donor Agencies. Public Bodies such as Urban, Local, Municipal, District and other bodies, Private Charitable Institutions, Family Run other Foundation, Individuals, Corporations, Company's or Other Persons for and to accept grants long Term Loans, Cash Credits, Equipment and Appliances, Donations, Subscriptions and other assistance with a view to promoting the objects of the Company and to conform to any proper conditions on which chits, loans may be received.

41. To pay all expenses, costs and fees, preliminary or incidental to the formation of the company and its registration, either in cash or by issue of securities as the Company considers appropriate.

42. To publish, circulate, distribute pamphlets, brochures, journals, periodicals or such other material, as may be decided for advertising, giving publicity or otherwise promoting the activities, programmes, business and products of the company as may be expedient.

43. To establish, hold or conduct competitions for any of the purposes of the company and to offer and grant prizes, rewards and premiums of such character and on such terms of the company may determine.

44. To insure any of the properties, undertaking, contracts, risks or obligations of the company in my manner whatsoever.

45. To enter into and execute all types of public and private contracts for or in connection with the main and incidental ancillary objects.

46. To engage in the task of development and empowerment of economically backward sections, in particular, poor from the underprivileged categories and communities, and to establish, setup, conduct, aid, help or otherwise support agencies engaged in the aforesaid tasks.

47. To organize and conduct health programmes, awareness camps, clean water projects, adult literacy and other development programmes, the aged and also for the physically or mentally challenged. To respond to natural and manmade calamities and to provide effective relief work for those affected.

48. To support the efforts of other body corporates, non-government organizations, associations of people, individuals, self help groups, societies, the government, public and private institutions and organizations in activities that are incidental to or conducive to the attainment of one or more of the above objects.

49. To do, either directly or indirectly, all such other lawful things as are incidental or conducive to the attainments of the above objects or the promotion or advancement of the business of the company.

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

**4.** The objects of the Company extend to whole of India.

**5.** 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:



(i) 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.

(ii) 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 member of the company or not, except payment of out-of-pocket expenses, reasonable and proper interest on money lent, on reasonable and proper rent on premises let to company.

(iii) 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 members), in return for any services actually rendered to the company.

(iv) Nothing in clauses (VII) and (VIII) shall prevent the payment by the company in good faith of prudence 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 alternation 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 alternation has been previously submitted to and approved by the Registrar of Companies, Gwalior, **Madhya Pradesh**.

**7.** The liability of the members is limited by shares.

**8.** The share capital of the company will consist of Rs. 20,000/- comprising of 2000 equity shares of Rs. 10/- only each.



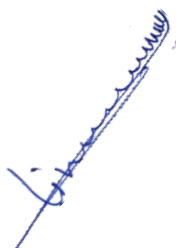
**9.** True accounts shall be kept of all sums of money received and expended by the company and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the company and subject to any reasonable restrictions as to the time and manner of 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. At least once in every year, the accounts of the company shall be examined and the correctness

of the balance-sheet and the income and expenditure account ascertained by one or more properly qualified auditor or auditors.

**10.** If upon a winding up or dissolution of the company, there remains, after the satisfaction of all the debts and liabilities, any property whatsoever, the same shall not be distributed amongst the members of the company but shall be giving or transferred to such other company having objects similar to the objects of this company, subjects 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 Companies Act, 2013.

**11.** The company can be amalgamated only with another company registration under section 8 of the Companies Act, 2013 and having similar objects.

We the several persons, whose names, addresses, and description are subscribe below, are desious of being formed into a Company in pursuance of this **MEMORANDUM OF ASSOCIATION:**

NAMES, ADDRESSES, AND DESCRIPTION AND OCCUPATION OF A SUBSCRIBERS	NO. OF EQUITY SHARES SUBSCRIBED	SIGNATURE OF SUBSCRIBERS	SIGNATURE(S) OF WITNESSES AND HIS/THEIR NAME ADDRESSES, AND DESCRIPTION AND OCCUPATION
<p>1. Manish Walter S/O Kanneth Walter</p> <p>Add: House no. D-177, Sector-8, Dwarka, Bagdola, South West Delhi, Delhi- 110077</p> <p>Occupation: Business</p>	<p><i>1000 (One Thousand Equity Shares of Rs. 10 each)</i></p>		<p>I witness this Signature and Subscriber</p> 
<p>2. Vinay Nema S/O Gouri Shankar Nema</p> <p>Add: C/O Gouri Shankar Nema, Kachaheri road thana ke pass, Subhash, Ward no. – 03 Lakhnadon, Lakhnadon, Seoni, Madhya Pradesh- 480886</p> <p>Occupation: Business</p>	<p><i>1000 (One Thousand Equity Shares of Rs. 10 each)</i></p>		<p>CS Ankit Lal s/o Arvind Lal Add: MIG-II/2, Sada Colony, SVBP Nagar, Jamnipali, Korba, Chhattisgarh- 495450</p> <p>Occ: Practising Company Secretary Mem No: 63925 COP: 23973</p>

**Date:** 19<sup>th</sup> September, 2022

**Place:** Lakhnadon