

Form No. INC-31**e-AOA (e-Articles of Association)**

[Pursuant to Section 5 of the Companies Act, 2013 and rules made thereunder read with Schedule I]



Form language

 English Hindi

Refer instruction kit for filing the form

All fields marked in * are mandatory

Table applicable to company as notified under schedule I of the Companies Act, 2013 (F, G, H)

F

Table F / G / H (basis on the selection of above-mentioned field) as notified under schedule I of the companies Act, 2013 is applicable to

(F – a company limited by shares

G – a company limited by guarantee and having a share capital

H – a company limited by guarantee and not having share capital)

F - A COMPANY LIMITED BY SHARES

The name of the company is

TEAMLEASE EDTECH FOUNDATION

Check if not applicable	Check if altered	Article No.	Description
<input type="checkbox"/>	<input checked="" type="checkbox"/>		Interpretation
			<ul style="list-style-type: none"> The regulations contained in Table F in Schedule I to the Companies Act 2013 (hereinafter referred to as Table AS) shall apply to the Company so far as so far only as they are not inconsistent with any of the provisions contained in these regulations or modifications thereof and only to the extent that there is no specific provisions in these regulations. 2. In these regulations (i) The act means the Companies Act 2013 (ii) The Company means TeamLease Edtech Foundation. (iii) These Articles means these Articles of Association as originally framed or from time to time altered by Special Resolution. (iv) The Office means the Registered Office of the Company for the time being. (v) Member means the duly registered holder from time to time of the shares of the Company and includes the subscribers to the Memorandum of the Company. Words importing the singular number also include the plural number and vice versa. Words importing the masculine gender also include the feminine gender. Words importing persons include corporations. 3. Unless the context otherwise requires words or expressions contained in these regulations shall bear the same meanings as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the Company. COMPANY 4. The Company is a Private Company within the meaning of Section 2(68) of the Companies Act 2013 and accordingly a) The right to transfer shares of the Company shall be restricted in the manner provided hereinafter in these Articles .b) The number of members of the Company (excluding the 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 not be included in the number of members) shall be limited to two hundred provided that for the purpose of this definition where two or more persons hold one or more shares in a Company

			jointly they shall for the purposes of this clause be treated as a single member. c) prohibits any invitation to the public to subscribe for any securities of the Company. d) No invitation or acceptance of deposits shall be made from person other than its members Directors or their relatives.
			Share Capital and Variation of rights
<input type="checkbox"/>	<input checked="" type="checkbox"/>	11	<ul style="list-style-type: none"> The Authorised Share Capital of the Company shall be such amount and be divided into such shares as may from time to time be provided in clause VIII of Memorandum of Association with power to sub divide consolidate and increase and with power from time to time to issue any shares of the original capital with and subject to any preferential qualified or special rights privileges or conditions as may be thought fit and upon the subdivision of shares to apportion the right to participate in profits in any manner as between the shares resulting from sub-division. Provided that minimum paid up share capital of the Company shall be Rs.100000- (Rupees One Lakh).
<input type="checkbox"/>	<input checked="" type="checkbox"/>	2	<ul style="list-style-type: none"> If by the conditions of allotment of any shares the whole or part of the amount of issue price thereof shall be payable by installments. Every such installment shall when due be paid to the Company by the person who for the time being shall be the member registered in respect of the share or by his executor or administrator.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	3	<ul style="list-style-type: none"> Members who are registered jointly in respect of a share shall be severally as well as jointly liable for the payment of all instalments and calls due in respect of such share.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	4	<ul style="list-style-type: none"> Save as herein otherwise provided the Company shall be entitled to treat the member registered in respect of any share as the absolute owner thereof and accordingly shall not except as ordered by a Court of competent jurisdiction or as by statute required be bound to recognize any equitable or other claim to or interest in such share on the part of any other person.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	5	<ul style="list-style-type: none"> The rights of holders of any class of shares for the time being forming part of the Capital of the Company may be modified affected varied or extended either with the consent in writing of the holders of three fourth of the issued shares of that class or with the sanction of a Special Resolution of the members of that class provided by Articles of Association of the Company and the Companies Act then in force.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	6	<ul style="list-style-type: none"> CERTIFICATES A certificate signed by two directors or by a director and the Company Secretary wherever the company has appointed a Company Secretary specifying the Equity Shares held by any Person shall be prima facie evidence of the title of the Person to such Equity Shares. Where the Equity Shares are held in depository form the record of Depository shall be the prima facie evidence of the interest of the Beneficial Owner.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	7	<ul style="list-style-type: none"> Every member shall be entitled to one Certificate for all the shares registered in his name or if the directors so approve to several certificates each for one or more of such shares.

<input type="checkbox"/>	<input checked="" type="checkbox"/>	8	<ul style="list-style-type: none"> The certificate of shares registered in the name of two or more persons shall be delivered to the person first named on the Register.
			Lien
<input type="checkbox"/>	<input checked="" type="checkbox"/>	9	<ul style="list-style-type: none"> The Company shall have a first and paramount lien upon all the shares (other than fully paid up shares) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares and no equitable interest in any shares shall be created. Unless otherwise agreed the registration of a transfer of shares shall operate as a waiver of the Company's lien if any on such shares.
<input checked="" type="checkbox"/>	<input type="checkbox"/>	10	<ul style="list-style-type: none"> The company may sell in such manner as the Board thinks fit any shares on which the company has a lien. Provided that no sale shall be made unless a sum in respect of which the lien exists is presently payable or until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
<input checked="" type="checkbox"/>	<input type="checkbox"/>	11	<ul style="list-style-type: none"> To give effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer. The purchaser shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
<input checked="" type="checkbox"/>	<input type="checkbox"/>	12	<ul style="list-style-type: none"> The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable. The residue if any shall be subject to a like lien for sums not presently payable as existed upon the shares before the sale and shall be paid to the person entitled to the shares at the date of the sale.
			Calls on shares
<input type="checkbox"/>	<input checked="" type="checkbox"/>	13	<ul style="list-style-type: none"> The Directors may from time to time subject to the terms on which any shares may have been issued make such calls as they may think fit upon the members in respect of all moneys unpaid on the shares held by them respectively and not by the conditions of allotment thereof made payable at fixed times and each member shall pay the amount of every call so made on him to the person and at the time and place appointed by the Directors. A call may be made payable by installments and shall be deemed to have been made at the time when the resolution of the Directors authorizing such call was passed.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	14	<ul style="list-style-type: none"> If the sum payable in respect of any call or installment not paid on or before the day appointed for payment thereof the holder for the time being of the share in respect of which the call shall have been made for the installment shall be due.

<input type="checkbox"/>	<input checked="" type="checkbox"/>	15	<ul style="list-style-type: none"> If by the terms of issue of any share or otherwise any amount is made payable at any fixed time or by installments at fixed times whether on account of the amount of the share or installment shall be payable as it were a call duly made by the Directors and of which due notice had been given and all the provisions here in contained in respect of calls shall relate to such amount or installment accordingly.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	16	<ul style="list-style-type: none"> Subject to the provisions of the Act and these Articles on the trial or hearing of any action or suit brought by Company against any shareholder or his representatives to recover any debt or money claimed to be due to the Company in respect of his shares it shall be sufficient to prove that the name of defendant is or was when the claim arose on the register of the Company as a holder or one of the holders of the shares in respect of which such claim is made and that the amount claimed is not entered as paid in the books of the company and it shall not be necessary to prove the appointment of the Directors who made any call nor that a quorum of Directors was present at the meeting at which any call nor that the meeting at which any call was made duly convened or constituted nor any other matter whatsoever but the proof of the matters aforesaid shall be conclusive of the debt.
<input type="checkbox"/>	<input checked="" type="checkbox"/>		
<input type="checkbox"/>	<input checked="" type="checkbox"/>	17	<ul style="list-style-type: none"> A call may be revoked or postponed at the discretion of the Directors.
<input checked="" type="checkbox"/>	<input type="checkbox"/>	18	<ul style="list-style-type: none"> The Board - a. may if it thinks fit receive from any member willing to advance the same all or any part of the monies uncalled and unpaid upon any shares held by him and b. upon all or any of the monies so advanced may (until the same would but for such advance become presently payable) pay interest at such rate not exceeding unless the company in general meeting shall otherwise direct twelve per cent per annum as may be agreed upon between the Board and the member paying the sum in advance.
		Transfer of shares	
<input type="checkbox"/>	<input checked="" type="checkbox"/>	19	<ul style="list-style-type: none"> Subject to the provisions of Section 56 of the Act the Board may on behalf of the Company and as its own absolute and uncontrolled discretion and without assigning any reason decline to register or acknowledge any transfer of shares (notwithstanding that the proposed transfer be already a member) but in such case it shall within two months from the date of which the instrument of transfer was lodged with the Company send to the transferee and the transferor notice of the refusal to register such transfer and return the documents lodged as aforesaid to the transferor.
<input type="checkbox"/>	<input checked="" type="checkbox"/>		
<input type="checkbox"/>	<input checked="" type="checkbox"/>	20	<ul style="list-style-type: none"> Unless the Directors consider it to be a fit case of settlement of his estate inter vivos by a member in the name of his wife or other dependents or otherwise Bonafide fulfilment of an obligation no share shall be transferred to any persons who is not a member is willing to purchase the same at a price which shall be at par.
<input type="checkbox"/>	<input checked="" type="checkbox"/>		
<input type="checkbox"/>	<input checked="" type="checkbox"/>		<ul style="list-style-type: none"> 1..In case the Directors are not within the period of two months after the service of the sale notice able to find a purchasing member or members for all shares

	21	<p>comprising therein and inform the seller of the same or if though no default of the retiring members the sale of the shares cannot be completed within 21 days from the time the seller informed by the Directors that they have not found a purchaser the retiring members at any time within six months thereafter shall be at liberty to sell and transfer the shares comprised in his sale notice (or such of them as shall not have been sold to a purchasing member) to any persons qualified to hold shares at par provided that it shall to effect in any manner the rights of the Directors to transfer of shares on which the Company has a lien 2. The Company shall have power to keep foreign Register of Members in any country or State outside India as may be decided by the Board from time to time. If any shares are to be entered in any such register the instrument of transfer shall be in a form recognised under the law of such country or state or in such form as may be approved by the Board.</p>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	<ul style="list-style-type: none"> 1. a) The Company shall cause to be kept a Register and Index of Members in accordance with all applicable provisions of the Companies Act 2013. The Company shall be entitled to keep in any State or Country outside India a branch Register of Members Resident in that State or Country. b) The shares in the capital shall be numbered progressively accordingly to their several denominations and except in the manner here in before mentioned no share shall be sub-divided. c) Save as herein otherwise provided the Company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any share and accordingly shall not except as ordered by a Court of competent jurisdiction or as by law required be found to recognise any benami trust or equity or equitable contingent future or partial or other claim or claims or right to or interest in such share on the part of any other person whether or not it shall have express or implied notice thereof. No notice of any trust express implied or constructive shall be entered in the Register of members or debenture holders. 2. Subject to the provisions of the Companies Act 2013 the Board may on behalf of the Company and at its own absolute and uncontrolled discretion and without assigning any reason decline to register or acknowledge any transfer of shares (notwithstanding that the proposed transferee be already a member) but in such case it shall within thirty days from the date of which the instrument of transfer was lodged with the Company send to the transferee and the transferor notice of the refusal to register such transfer and return the documents lodged as aforesaid to the transferor. 3. If the Company refuses to register the transfer of any share or transmission of any right there in the Company within thirty days from the date on which the instrument of transfer or intimation of transmission was lodged with the Company shall send notice of refusal to the transferee and the transferor or to the person giving intimation of the transmission as the case may be and there upon the provisions of Section 58 of the Act or any statutory modification of the provisions for the time being in force shall apply. 4. The instruments of transfer shall after registration be retained by the Company and shall remain in its custody. Such instruments of transfer may be destroyed by the Company at the sole discretion of the Directors. 5. The Directors shall have power on giving not less than seven

			days previous notice by advertisement to close the Register of Members of the company in the manner provided under Section 91 of the Act.
			Transmission of shares
<input type="checkbox"/>	<input checked="" type="checkbox"/>	23	<ul style="list-style-type: none"> Subject to the provisions of the Act and these Articles any person becoming entitled to a share in consequence of the death bankruptcy or insolvency of any member or by any lawful means other than by a transfer in accordance with these presents may with the consent of the Directors (which they shall not be under any obligation to give) upon producing such evidence that he sustains the character in respect of which he proposes to act under this clause or of his title as the Board may think sufficient and upon giving such indemnity as the Directors may require either be registered himself as the holder of the shares or elect to have some person nominated by him and approved by the Board registered as such holder provided nevertheless that if such person nominated by him and approved by the Board registered as such holder provided nevertheless that if such person shall elect to have his nominee registered he shall test if the election by execution to his nominee of instrument of transfer of the shares in accordance with the provision herein contained and until he does so he shall not be free from any liability in respect of the share. This clause is here in referred to the transmission Clause.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	24	<ul style="list-style-type: none"> The Company shall keep a book to be called Register of Transfer and therein shall be fairly and distinctly entered particulars of every transfer or transmission of any share.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	25	<ul style="list-style-type: none"> Subject to the provisions of the Act and these Articles the Directors shall have the same right to refuse to register a person entitled by transmission to any shares or his nominee as if he were the transferee named in an ordinary transfer presented for registration
<input type="checkbox"/>	<input checked="" type="checkbox"/>	26	<ul style="list-style-type: none"> Every transmission of a share shall be verified in such manner as the Directors may require and the Company may refuse to register any such transmission until the same be so verified or until or unless an indemnity be given to the Company with regard to such registration which the Board at its discretion shall consider sufficient provided nevertheless that there shall not be any obligation on the Company or Board to accept any indemnity.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	27	<ul style="list-style-type: none"> The Company shall incur no liability or responsibility whatever in consequence of its registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register) to the prejudice of persons having or claiming any equitable right title or interest to or in the same shares notwithstanding that the Company have had notice of such equitable right title or interest prohibiting registration of such transfer and may have entered such notice or referred thereto in any book of the Company and the Company shall not be bound or required to regard or attend or give effect to notice which may be given to them of any equitable right title or interest or be under

		any liability whatsoever for refusing or neglecting to do so though it may have been entered or referred to in some books of the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto if the Directors shall so think fit.	
		Forfeiture of shares	
<input type="checkbox"/>	<input checked="" type="checkbox"/>	28	<ul style="list-style-type: none"> If any member fails to pay the whole or any part of any call or instalment or any money due in respect of any shares either by way of principal or interests on or before the day appointed for the payment of the same or any extension thereof as aforesaid the Directors may at any time thereafter during such time as the call or instalment remains unpaid or decree remains unsatisfied serve a notice on such member or on the person (if any) entitled to share by transmission requiring him to pay such call or instalment or such part thereof or other moneys as remains unpaid together with any interest that may have accrued and all expenses (legal or otherwise) that may have accrued by the Company by reason of such non-payment
<input type="checkbox"/>	<input checked="" type="checkbox"/>		
<input type="checkbox"/>	<input checked="" type="checkbox"/>	29	<ul style="list-style-type: none"> If the requisitions of any such notice shall not be complied with every or any share in respect of which notice is given may at any time thereafter before payment of all calls or instalments interest and expenses due in respect thereof be forfeited by a resolution of the Directors to that effect.
<input type="checkbox"/>	<input checked="" type="checkbox"/>		
<input type="checkbox"/>	<input checked="" type="checkbox"/>	30	<ul style="list-style-type: none"> When any share is declared to be forfeited notice of forfeiture shall be given to the member in whose name it stood immediately prior to forfeiture and an entry of forfeiture with the date thereof shall forthwith be made in the Register but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make any such entry as aforesaid.
<input type="checkbox"/>	<input checked="" type="checkbox"/>		
<input type="checkbox"/>	<input checked="" type="checkbox"/>	31	<ul style="list-style-type: none"> Every share so forfeited as aforesaid shall thereupon be the property of the Company and may be sold re-allotted or otherwise disposed of either to original holder thereof or to any other person upon such terms and in such manner as the Board shall think fit.
<input type="checkbox"/>	<input checked="" type="checkbox"/>		
<input type="checkbox"/>	<input checked="" type="checkbox"/>	32	<ul style="list-style-type: none"> The Directors may at any time before any share so forfeited shall have been sold reallotted or otherwise disposed of annual the forfeiture thereof upon such conditions as they may think fit .
<input type="checkbox"/>	<input checked="" type="checkbox"/>		
<input type="checkbox"/>	<input checked="" type="checkbox"/>	33	<ul style="list-style-type: none"> Any member whose shares may be forfeited shall notwithstanding the forfeiture be liable to pay and shall forthwith pay to the Company all calls and other moneys owing upon the shares at the time of the forfeiture with interest thereon from the time of the forfeiture until payment at such rate as Directors may decide and the Directors may enforce the payment thereof if they think fit but shall not be under any obligation to do so.
<input type="checkbox"/>	<input checked="" type="checkbox"/>		
<input type="checkbox"/>	<input checked="" type="checkbox"/>	34	<ul style="list-style-type: none"> 1. The Company may receive at par if any given for the share on any sale or other disposition thereof and the person to whom such share is sold or disposed of may be registered as holder of the share and he shall not be bound to see the application of the at par if any nor shall his title to the share be affected by any irregularity or invalidity in the proceeding in reference to the forfeiture sale or other disposal of the same. 2. The
<input type="checkbox"/>	<input checked="" type="checkbox"/>		

		Directors may at any time subject to the provisions of the Act accept the surrender of any share from or by member desirous of surrendering on such terms as the Directors may think fit.
		Alteration of capital
<input type="checkbox"/>	<input type="checkbox"/>	35
		<ul style="list-style-type: none"> The company may from time to time by ordinary resolution increase the share capital by such sum to be divided into shares of such amount as may be specified in the resolution.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	36
		<ul style="list-style-type: none"> Except so far as may be otherwise provided by the conditions of issue or by these presents any capital raised by the creation of new shares shall be considered part of the original capital and shall be subject to the provisions herein contained with reference to the payment of calls and installments transfer and transmission forfeiture lien surrender voting and otherwise.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	37
		<ul style="list-style-type: none"> The Company may in general meeting alter the conditions of Memorandum as follows i. Consolidate and divide all or any of its share capital into share of larger amount than its existing shares ii. Sub-divide its shares or any of them into shares of smaller amounts than originally fixed by the Memorandum subject nevertheless to the provision of the Act and of these Articles. iii. Cancel shares which at the date of the passing of the resolution in that behalf have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.
<input checked="" type="checkbox"/>	<input type="checkbox"/>	38
		<ul style="list-style-type: none"> The company may by special resolution reduce in any manner and with and subject to any incident authorised and consent required by law its share capital any capital redemption reserve account or any share premium account.
		Capitalisation of profits
<input checked="" type="checkbox"/>	<input type="checkbox"/>	39
		<ul style="list-style-type: none"> The company in general meeting may upon the recommendation of the Board resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution and that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions. The sum aforesaid shall not be paid in cash but shall be applied subject to the provision contained in clause (iii) either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively paying up in full unissued shares of the company to be allotted and distributed credited as fully paid-up to and amongst such members in the proportions aforesaid partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B) A securities premium account and a capital redemption reserve account may for the purposes of this regulation be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

<input checked="" type="checkbox"/>	<input type="checkbox"/>	40	<ul style="list-style-type: none"> Whenever such a resolution as aforesaid shall have been passed the Board shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby and all allotments and issues of fully paid shares if any and generally do all acts and things required to give effect thereto. The Board shall have power to make such provisions by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit for the case of shares becoming distributable in fractions and to authorise any person to enter on behalf of all the members entitled thereto into an agreement with the company providing for the allotment to them respectively credited as fully paid-up of any further shares to which they may be entitled upon such capitalisation or as the case may require for the payment by the company on their behalf by the application thereto of their respective proportions of profits resolved to be capitalised of the amount or any part of the amounts remaining unpaid on their existing shares Any agreement made under such authority shall be effective and binding on such members
			Buy-back of shares
<input checked="" type="checkbox"/>	<input type="checkbox"/>	41	<ul style="list-style-type: none"> Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force the company may purchase its own shares or other specified securities.
			General meetings
<input type="checkbox"/>	<input checked="" type="checkbox"/>	42	<ul style="list-style-type: none"> Subject to the provisions of the Act the Company shall hold from time to time as provided by the Act in addition to any other meetings as general meeting as its Annual General Meeting. The provisions of Section 96 of the Act shall apply to such Annual General Meeting.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	43	<ul style="list-style-type: none"> Subject to the provisions of the Act the Board of Directors may whenever it thinks fit call an Extra ordinary General Meeting of the Company other than an Annual General Meeting
			Proceedings at general meetings
<input type="checkbox"/>	<input checked="" type="checkbox"/>	44	<ul style="list-style-type: none"> 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. Save as otherwise provided herein the quorum for the general meetings shall be as provided in section 103.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	45	<ul style="list-style-type: none"> If within half an hour from the time appointed for holding a meeting of the Company a quorum is not present the meeting if called upon the requisition of members shall stand cancelled. In any other case the meeting shall stand adjourned to the same day in the next week (not being a holiday) at the same time and place or to such other day and at such other time and place as the Board may determine. If at any adjourned meeting also quorum is not present within half an hour of the time appointed for holding the Meeting the members present whatever number (not being less than two) shall be quorum and shall have power to decide upon all the matters which could properly have been disposed of at the meeting from which the adjournment took place.

<input type="checkbox"/>	<input checked="" type="checkbox"/>	46	<ul style="list-style-type: none"> Any one of the Directors present shall be elected to be chairman of a General Meeting by the members present at the meeting.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	47	<ul style="list-style-type: none"> 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.
<input checked="" type="checkbox"/>	<input type="checkbox"/>	48	<ul style="list-style-type: none"> In case of a One Person Company the resolution required to be passed at the general meetings of the company shall be deemed to have been passed if the resolution is agreed upon by the sole member and communicated to the company and entered in the minutes book maintained under section 118 such minutes book shall be signed and dated by the member the resolution shall become effective from the date of signing such minutes by the sole member.
			Adjournment of meeting
<input type="checkbox"/>	<input checked="" type="checkbox"/>	49	<ul style="list-style-type: none"> 1. 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. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. 2. 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. 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. 3. In case of equality of votes whether on a show of hands or on a poll the Chairman of the meeting shall be entitled to a casting vote in addition to his own vote or votes to which he may be entitled as a member. The Board shall cause minutes of all proceedings of every general meeting and of all proceedings of every meeting of its Board or of every committee of the Board to be kept in accordance with Section 118 of the Act. 4. The books containing the minutes of all proceedings of general meeting of the Company shall be kept at the office of the Company and be open to the inspection of any members as prescribed by Section 119 of the Act.
			Voting rights
<input type="checkbox"/>	<input checked="" type="checkbox"/>	50	<ul style="list-style-type: none"> Subject to the provisions of the Act votes may be given either personally or by proxy or in the case of a body corporate also by a representative duly authorised under Section 113 of the Act.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	51	<ul style="list-style-type: none"> Subject to any rights or restrictions for the time being attached to any class or classes of shares on a show of hands every member present in person shall have one vote and on a poll the voting rights of members shall be in proportion to his share in the paid-up equity Share capital of the company.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	52	<ul style="list-style-type: none"> A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.

<input type="checkbox"/>	<input checked="" type="checkbox"/>	53	<ul style="list-style-type: none"> No member not personally present shall be entitled to vote on a show of hands unless such member is body corporate present by attorney or by representative duly authorized under Section 107 of the Act in which casesuch attorney or representative may vote on show of hands as if he were an individual member of the Company.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	54	<ul style="list-style-type: none"> Subject to the provisions of the act no members shallbeen titled to voting right in respect of any sharesregistered in his name on which any calls or other sums presently payable by him have not been paid or in regardto which the Company has and has exercised any right or lien.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	55	<ul style="list-style-type: none"> Any person entitled under the Transmission clause tottransfer any shares may vote at any general meeting inrespect thereof as if he was the registered holder of suchshares provided that at least forty-eight hours before thetime of holding the meeting or adjourned meeting as thecase may be at which he proposes to vote he shallsatisfy the Board of his right to transfer such sharesunless the board shall have previously admitted his right to vote at such meeting in respect thereof.
<input checked="" type="checkbox"/>	<input type="checkbox"/>	56	<ul style="list-style-type: none"> 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. Any such objection made in due time shall be referred to the Chairperson of the meeting whose decision shall be final and conclusive.
			Proxy
<input type="checkbox"/>	<input checked="" type="checkbox"/>	57	<ul style="list-style-type: none"> The instrument appointing a proxy and the Power ofAttorney or other authority (if any) under which it issigned or a notarially certifi ed copy of that power ofauthority shall be deposited at the offi ce not less thanforty-eight hours before the time for holding the meetingat which the person named in the instrument proposes tovote and in default the instrument of proxy shall not be treated as valid.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	58	<ul style="list-style-type: none"> A vote given in accordance with the terms of aninstrument of proxy shall be valid notwithstanding theprevious in sanity or lunacy or death of the principal orrevocation of the proxy or any power of attorney as thecase may be under which such proxy was signed or thetransfer of share in respect of which the vote is givenprovided that no intimation in writing of the in sanitylunacy death revocation or transfer shall have beenreceived at the offi ce before the meeting.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	59	<ul style="list-style-type: none"> Subject to the provisions of the Act and these Articles noobjection shall be made to the validity of any vote exceptat the meeting or poll at which such vote shall betendered and every vote whether given personally or byproxy or by any means hereby authorised and notdisallowed at such meeting or poll shall be deemed validfor all purposes of meeting or poll whatsoever.
			Board of Directors
<input type="checkbox"/>	<input checked="" type="checkbox"/>	60	<ul style="list-style-type: none"> The Minimum number of Directors shall be Two and themaximum number of Directors shall not exceed

			Fifteen. The following are the first Directors of the Company i. Shantanu Narayan Roj ii. Ramani Dathi
<input type="checkbox"/>	<input checked="" type="checkbox"/>	61	<ul style="list-style-type: none"> The board may appoint an Alternate Director duly recommended for such appointment by a Director (hereinafter called the Original Director) to act for him during his absence for a period of not less than three months from the State in which the meetings of the Board are ordinarily held. An alternate Director appointed under this Article shall not hold office as such for a longer period than that permissible to the original Director in whose place he has been appointed and shall vacate office if and when the original directorship is determined before he so returns to the said State. Any provision in the Act or these Articles for the automatic reappointment of retiring Directors in default of another appointment shall apply to the original Director and not to alternate Director.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	62	<ul style="list-style-type: none"> The Board shall have power from time to time and at any time to appoint any person as an Additional Director to the Board but so that the total number of Directors shall not at any time be less than two or exceed fifteen. Any Director so appointed shall hold office only up to the next Annual General Meeting of the Company and shall then be eligible for re-appointment.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	63	<ul style="list-style-type: none"> Subject to the provision of Section 167 and other applicable provisions (if any) of the Act if the office of a Director appointed by the Company in General Meeting is vacated before his term of office will expire in the normal course thus resulting casual vacancy may in default of and subject to any regulation contained in these Articles be filled by the Board of Directors up to the date which the Director in whose place he is appointed would have held office if it had not been vacated as aforesaid.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	64	<ul style="list-style-type: none"> A Director shall not be required to hold any qualifications shares and a person may be appointed as a Director notwithstanding that he holds no shares in the company.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	65	<ul style="list-style-type: none"> The office of a Director shall become vacant in accordance with the provisions of Section 167 of the Act
<input type="checkbox"/>	<input checked="" type="checkbox"/>	66	<ul style="list-style-type: none"> Subject to the provisions of the Act a Director may resign his office at any time by notice in writing addressed to Company or to the Board of Directors.
			Proceedings of the Board
<input type="checkbox"/>	<input type="checkbox"/>	67	<ul style="list-style-type: none"> The Board of Directors may meet for the conduct of business adjourn and otherwise regulate its meetings as it thinks fit. A director may and the manager or secretary on the requisition of a director shall at any time summon a meeting of the Board.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	68	<ul style="list-style-type: none"> Quorum shall either eight members or twenty five percent of its total strength whichever is less. Provided that the quorum shall not be less than two members.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	69	<ul style="list-style-type: none"> Where a meeting of the Board could not be held for want of quorum then unless the articles of the company otherwise provide the meeting shall automatically stand adjourned to the same day at the

			same time and place in the next week or if that day is a national holiday till the next succeeding day which is not a national holiday at the same time and place.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	70	<ul style="list-style-type: none"> The Directors may from time to time elect one of their member to be the Chairman of the Board of Directors and determine the period for which he is to hold office.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	71	<ul style="list-style-type: none"> All meetings of the Directors shall be presided over by the Chairman if present but if at any meeting of the Directors the Chairman is not present at the time appointed for holding the same the Directors shall choose one of the Directors then present to preside over the meeting.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	72	<ul style="list-style-type: none"> Questions arising at any meeting shall be decided by a majority of votes and in case of an equality of votes the Chairman of the meeting (whether the Chairman appointed by virtue of these Articles or the Directors presiding at such meeting) shall have second or casting vote.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	73	<ul style="list-style-type: none"> Subject to the provisions of Sections 179 of the Act the Directors may delegate any of their powers to committees consisting of any such members of their body as they think fit and they may from time to time revoke and discharge any such committee either wholly or in part and either as to persons or purposes but every committee so formed shall in the exercise of powers so delegated conform to any regulations that may from time to time be imposed on it by the Directors. All acts done by any such committee in conformity with such regulations and in fulfilment of the purposes of their appointment but not otherwise shall have the like force and effect as if done by the board. The board may from time to time fix the remuneration to be paid to any member or members of their body constituting a committee appointed by the board in terms of these Articles and may pay the same.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	74	<ul style="list-style-type: none"> The meeting and proceedings of any such committee shall be governed by the provisions herein and or in the Act contained for regulating the meetings and proceedings of Directors so far as the same are applicable thereto and are not superseded by any regulation made by the Directors under the last preceding Article.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	75	<ul style="list-style-type: none"> Subject to the provisions of Section 175 of the Act resolutions passed by circulation without a meeting of the Board or of a committee of the Board shall be as valid and effectual as a resolution duly passed at a meeting of the Directors or of a Committee duly called and held.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	76	<ul style="list-style-type: none"> Subject to the provisions of the Act and these Articles all acts done in any meeting of the Directors or a committee of Directors or by any person acting as a Director shall not withstanding that it shall afterwards be discovered that there was some defect in the appointment of such Directors or persons acting as aforesaid or that every or any of these were or was disqualified be valid if every such person has been duly appointed and was qualified to be Director.

			Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer
<input checked="" type="checkbox"/>	<input type="checkbox"/>	77	<ul style="list-style-type: none"> Subject to the provisions of the Act 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 may think 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 A director may be appointed as chief executive officer manager company secretary or chief financial officer
<input checked="" type="checkbox"/>	<input type="checkbox"/>	78	<ul style="list-style-type: none"> A provision of the Act or these regulations requiring or authorising 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
<input checked="" type="checkbox"/>	<input type="checkbox"/>	79	<ul style="list-style-type: none"> The Board shall provide for the safe custody of the seal. 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 authorised 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.
			Dividends and Reserve
<input checked="" type="checkbox"/>	<input type="checkbox"/>	80	<ul style="list-style-type: none"> The company in general meeting may declare dividends but no dividend shall exceed the amount recommended by the Board.
<input checked="" type="checkbox"/>	<input type="checkbox"/>	81	<ul style="list-style-type: none"> Subject to the provisions of section 123 the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.
<input checked="" type="checkbox"/>	<input type="checkbox"/>	82	<ul style="list-style-type: none"> The Board may before recommending any dividend set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall at the discretion of the Board be applicable for any purpose to which the profits of the company may be properly applied including provision for meeting contingencies or for equalizing dividends and pending such application may at the like discretion either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may from time to time think fit. The Board may also carry forward any profits which it may consider necessary not to divide without setting them aside as a reserve
<input checked="" type="checkbox"/>	<input type="checkbox"/>	83	<ul style="list-style-type: none"> Subject to the rights of persons if any entitled to shares with special rights as to dividends all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid but if and so long as nothing is paid upon any of the shares in the company dividends may be declared and paid according to the amounts of the shares. No amount paid or credited as paid on a share in

			advance of calls shall be treated for the purposes of this regulation as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
<input checked="" type="checkbox"/>	<input type="checkbox"/>	84	<ul style="list-style-type: none"> The Board may deduct from any dividend payable to any member all sums of money if any presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.
<input checked="" type="checkbox"/>	<input type="checkbox"/>	85	<ul style="list-style-type: none"> Any dividend interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or in the case of joint holders to the registered address of that one of the joint holders who is first named on the register of members or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
<input checked="" type="checkbox"/>	<input type="checkbox"/>	86	<ul style="list-style-type: none"> Any one of two or more joint holders of a share may give effective receipts for any dividends bonuses or other monies payable in respect of such share.
<input checked="" type="checkbox"/>	<input type="checkbox"/>	87	<ul style="list-style-type: none"> Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
<input checked="" type="checkbox"/>	<input type="checkbox"/>	88	<ul style="list-style-type: none"> No dividend shall bear interest against the company.
		Accounts	
<input type="checkbox"/>	<input checked="" type="checkbox"/>	89	<ul style="list-style-type: none"> The Company shall keep proper books of accounts as required by the Act and in particular under Section 128 thereof. The Board of Directors shall lay before each Annual General Meeting a duly authenticated Balance Sheet and Profit and Loss Account along with its report made up in accordance with the provisions of the Act. Save as provided by sub-clause (1) of Section 134 every Balance Sheet and every Profit and Loss Account of the Company shall be signed on behalf of the Board by the chairperson of the Company where he is authorised by the Board or by two Directors out of which one shall be Managing Director if any and the Chief Financial Officer and the Company Secretary of the company wherever they are appointed. The Balance Sheet and the Profit Loss Account shall be approved by the Board of Directors before they are signed on behalf of the Board in accordance with the provisions of these Articles and before they are submitted to Auditors for their report thereon. The Profit Loss Account shall be annexed to the Balance Sheet and Auditors Report (including the Auditors separate Special or supplementary report if any) shall be attached thereto. Every Balance Sheet and Profit Loss Account of the Company when audited and adopted by a general meeting shall be conclusive.
		Winding up	
<input type="checkbox"/>	<input checked="" type="checkbox"/>	90	<ul style="list-style-type: none"> In the event of Winding up or dissolution of the Company Clause X of Memorandum of Association of the

			Company shall apply.
			Indemnity
<input type="checkbox"/>	<input checked="" type="checkbox"/>	91	<ul style="list-style-type: none"> Subject to the applicable provisions of the Act every Director Manager Secretary and other officer or employee of the Company shall be indemnified by the Company against and it shall be the duty of directors to pay out of funds to the Company all costs losses and expenses (including travelling expenses) which any such directors manager secretary or employee may incur or become liable to by reason of any contract entered into or act or deed done by him as such director manager secretary or officer or employee or in any way in the discharge of the duties. Subject as aforesaid every director manager secretary or other officer or employee of the company shall be indemnified against any liability incurred by them or him in defending any proceeding whether civil or criminal in which judgments given in their or his favour or in which he is acquitted or discharged or in connection with any application under Section 463 of the Act in which relief is given to him by the court. Subject to the applicable provisions of of the Act no director or other officer of the Company shall be liable for the acts receipts neglect or default of any other director or officer or for joining in any receipts or other act for the sake of conformity or for any loss or expenses happening to the company through 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 whom which any of the moneys of the company shall be invested or for any loss or damage arising from the bankruptcy insolvency or tortious act of any person company body corporate or corporation with whom any money securities or effects shall be trusted or deposited or for any loss occasioned by any error of judgement or oversight on his part or for any other loss or damage or misfortune whatsoever which shall happen in the execution of the duties of his office or in relation thereto unless the same happens through wilful conductor neglect or dishonesty.
			Others
<input type="checkbox"/>	<input checked="" type="checkbox"/>		<ul style="list-style-type: none"> 1. JOINT HOLDERS - Where two or more persons are registered as the holders of any shares they shall be deemed to hold the same as joint tenants with benefit of survivorship subject to the following and other provisions contained in these Articles a) On the death of any such joint holders the survivor or survivors shall be the only person or persons recognised by the Company as having any title or interest in the share but the Directors may require such evidence of death as they deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person. b) Only the person whose name stands first in the register as one of the joint holders of any share shall be entitled to delivery of the certificate relating to such shares or to receive documents (which expression shall be deemed to include all documents referred to in Article 110) from the Company and documents served on or sent to such person shall be deemed as good service on all the joint holders. c) Any one of two or more joint holders may vote at any meeting either personally or by

proxy in respect of such shares as if hewere solely entitled thereto and if more than one of suchjoint holders be present at any meeting personally or byproxy than one of such persons so present whose namestands fi rst or higher(as the case may be) on the Registerin respect of such shares shall alone been titled to votein respect thereof but the other or others of the jointholders present at any meeting personally shall beentitled to vote in preference to a joint holder present byproxy and stands fi rst or higher (as the case may be) inthe Register In respect of such shares .Several executorsor administrators of deceased member inwhose(deceased members) sole name any share standsshall for the purpose of this sub-clause be deemed jointholder.

2.POWERS OF THE BOARD -(i)Subject to theprovisions of the Act the Board shall been titled toexercise all such powers and to do in furtherance of itsobjects specifi ed in the Memorandum of Association forwhich the Company is established except such powersas are required by the Actor the Memorandum or Articlesof Association of the Company to be exercised or doneby the company in general meeting. In exercising anysuch powers or doing any such acts or things the boardshall be subject to the provisions contained in that behalfin the Memorandum or Articles of the company or in anyregulations not inconsistent therewith and duly madethereunder including regulations made by the company ingeneral meeting.(ii) No regulations made by theCompany in general meeting shall invalidate any prior actof the board which would have been valid if thatregulations had not been made.

3. AUDIT- Every BalanceSheet and Profi t Loss Account shall be audited by one ormore auditors to be appointed in accordance with the provisions of the Act.Act.

4.DOCUMENTSANDSERVICEOFDOCUMENTS - A document(which expression for this purpose shall be deemed to inclusive and shall include any summon noticerequisition process order judgement or any otherdocument in relation to or in the winding up of the Company) may be served or send by the Company on or to any member in the manner prescribed by Section 20 ofthe Act. Every person who by operation of law transfer orby other means whatso ever shall become entitled to anyshare shall be bound by every document in respect of such shares which previously to his name and address being entered on the register shall have been duly servedon or send to the person from whom he derives his titleto such shares. Any notice to be given on the part ofmembers shall be left at or sent by registered post orunder certifi cate of posting to the registered offi ce of the Company. Any notice to begiven by the Company shall be signed by such director or secretary or offi cer as theboard may appoint. The signature on any notice to begiven by the Company maybe written or printed orlithographed or be affixed by any othermechanicalmeans.

5.AUTHENTICATION OF DOCUMENT - Save as otherwise expressly provided in the Act or these Articles a document or proceeding requiringauthentication by the Company may be signed by aDirector or secretary or anauthorized officer of the Company.

6. SECRECYCLAUSE -No member shall been titled to visitor inspect the Companys works without thepermission of the Board or Manager or Secretary or to require discovery of or any information respecting any

			detail of the Companys trading or any matter which is or may be in the nature of a trade secret mystery of trade secret process which may relate to the conduct of the business of the Company and which in the opinion of the Board it will be in expedient in the interest of the members of the Company to communicate to the public.
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Subscriber Details

S. No.	Subscriber Details				
	*Name, Address, Description and Occupation	DIN / PAN / Passport number	*Place	DSC	Dated
1	Teamlease Edtech Limited (Through Authorised representative Ramani Dathi, D/o Surya Prakash Rao Dathi, residing at No. 6/1, 1st Main Road, Versova Layout, Opp to CAIR, Bangalore North, C.V. Raman Nagar, Bangalore- 560093, Occupation: Employment)	0*2*6*7*	Bangalore		04/02/2025
2	Shantanu Narayan Rooj (As a nominee of Teamlease Edtech Limited) S/o Narayan Rooj, residing at A/103-104, Lemont Apartment, Rani Sati Marg Western Express Highway, Malad (East)- 400097, Maharashtra Occupation-Business	0*2*0*7*	Mumbai		04/02/2025

Signed before me						
Name Prefix (ACA/FCA/ACS/FCS/ACMA/FCMA)	*Name of the witness	*Address, Description and Occupation	*DIN / PAN / Passport number / Membership	*Place	DSC	Dated
FCS	Mukesh Siroya	A-103, Samved Building (Madhukunj) Near Ekt a Bhoomi Gardens, Rajendra Nagar Borivali (E), Mumbai - 400 066; Practicing Company Secretaries	5*8*	Mumbai		04/02/2025