

PRIVATE COMPANY LIMITED BY GUARANTEE
NOT HAVING A SHARE CAPITAL

**MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
B. K. BIRLA FOUNDATION**

INCORPORATED AS A
PRIVATE LIMITED COMPANY

On the 23rd day of March, 1981



**FRESH CERTIFICATE OF INCORPORATION CONSEQUENT
ON CHANGE OF NAME**

CO NO. 21-33456

In the Office of the Registrar of Companies West Bengal
[Under the Companies Act, 1956 (1 of 1956)]

**IN THE MATTER OF
BIRLA MEDICAL & EDUCATIONAL INSTITUTION**

I hereby certify that BIRLA MEDICAL & EDUCATIONAL INSTITUTION which was originally incorporated on 23rd day of March, 1981 under the Companies Act, 1956 and under the name BIRLA MEDICAL INSTITUTION PRIVATE LIMITED having duly passed the necessary resolution in terms of section 21 of Companies Act, 1956, and the approval of the Central Government signified in writing having been accorded thereto in the Department of Company Affairs.

Registrar of Companies, West Bengal letter No. NCR/CN/33456/93 dated 12-04-1993 the name of the said company is this day changed to B. K. BIRLA FOUNDATION and this certificate is issued pursuant of section 23 (1) of the said Act.

Given under my hand at CALCUTTA, 15th day of April, 1993
(One thousand nine hundred ninety three.)

Sd/-
Asst. Registrar of Companies
West Bengal



**FRESH CERTIFICATE OF INCORPORATION CONSEQUENT
ON CHANGE OF NAME**

CO. NO. 21-33456

In the Office of the Registrar of Companies West Bengal
[Under the Companies Act, 1956 (1 of 1956)]

**IN THE MATTER OF
BIRLA MEDICAL INSTITUTION**

I hereby certify that **BIRLA MEDICAL INSTITUTION** which was originally incorporated on 23rd day of March, 1981 under the Companies Act, 1956 and under the name **BIRLA MEDICAL INSTITUTION PVT. LIMITED** having duly passed the necessary resolution in terms of section 21 of Companies Act, 1956, and the approval of the Central Government signified in writing having been accorded thereto in the Department of Company Affairs.

Registrar of Companies West Bengal letter No. NCR/CN/33456/91 dated 29-8-1991 the name of the said company is this day changed to **BIRLA MEDICAL & EDUCATIONAL INSTITUTION** and this certificate is issued pursuant of section 23 (1) of the said Act.

Given under my hand at **CALCUTTA**, 30th day of August, 1991
(One thousand nine hundred ninety one.)

Sd/-

Asst. Registrar of Companies
West Bengal



**FRESH CERTIFICATE OF INCORPORATION CONSEQUENT
ON CHANGE OF NAME**

CO. NO. 33456

In the Office of the Registrar of Companies West Bengal

[Under the Companies Act, 1956 (1 of 1956)]

IN THE MATTER OF

BIRLA MEDICAL INSTITUTION PRIVATE LIMITED

9/1, R. N. Mukherjee Road, Calcutta-700 001

I hereby certify that **BIRLA MEDICAL INSTITUTION PRIVATE LIMITED** which was originally incorporated on 23rd day of March, 1981 under the Companies Act, 1956 and under the name **BIRLA MEDICAL INSTITUTION LIMITED** having duly passed the necessary resolution in terms of section 21 of Companies Act, 1956, and the approval of the Central Government signified in writing having been accorded; thereto in the Department of Company Affairs.

Regional Director Eastern Region letter No. RD / T /6829 dated 20-6-1984 the name of the said company is this day changed to **BIRLA MEDICAL INSTITUTION** and this certificate is issued pursuant of section 23 (1) of the said Act.

Given under my hand at **CALCUTTA**, this day of 10th September 1984 (One thousand nine hundred eighty four.)

Sd/-

Asst. Registrar of Companies
West Bengal



Form I. R.

CERTIFICATE OF INCORPORATION

No. 33456 of 1981

I hereby certify that **Birla Medical Institution Private Limited** is this day incorporated under the Companies Act. 1956 (No. 1 of 1956) and that the Company is Limited.

Given under my hand at Calcutta this Twenty third day of March, One thousand nine hundred and eighty one.

Sd/- S. C. BASU
Registrar of Companies
West Bengal

(THE COMPANIES ACT, 1956)

MEMORANDUM OF ASSOCIATION

OF

B. K. BIRLA FOUNDATION

- I. The name of the Company is **B. K. BIRLA FOUNDATION**.
- II. The Registered office of the Company will be situated in the State of West Bengal.
- III. A. The main objects to be pursued by the Company on its incorporation are :—
 1. To establish, set up, takeover, conduct, run, aid, hold, maintain or otherwise support schools, colleges and educational institutions existing solely for educational purposes and not for purpose of profit.
- B. The objects incidental or ancillary to the attainment of the main objects are :—
 1. To donate in cash or otherwise to similar other institutions engaged in similar objects.
 2. To receive gift, donation in cash or in form of movable and immovable properties or otherwise from any person, Company, trust, firm, body corporate or Institution and the profits, incomes and receipts arising from such gift, donation and properties shall be used solely for the Promotion and development of the above objects.

3. To apply the entire income, receipt and property of the Company whensoever derived solely and exclusively for the promotion of the objects set forth in this Memorandum and no portion of the income, receipt 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 person claiming through any one or more of them.
4. To apply all the income, profit and other receipts for the promotion and development of the object of the Company and not to distribute any amount by way of dividend and otherwise to its members.
5. To make, prepare, adapt, alter, vary, cancel and enforce any scheme and lawful Rules, Regulations and Bye-laws for the management of various functional units and to form Management Committee for the administration of such units.
6. To appoint and pay reasonable remuneration to any officer or servants or other staff of the company and to defray other expenses.
7. To enter into contracts, agreements and arrangements with any other person, firm, company or body corporate for the carrying out by such other person, firm, company or body corporate on behalf of the company any of the objects for which the company is formed.
8. To purchase, take on lease or in exchange or otherwise acquire any lands, building, basements, right or common use of property, immovable or movable, which may be required for the purpose of or conveniently used or held in connection with any of the main objects of the Company and to sell, demise, mortgage, give in exchange, or dispose of the same or any part thereof.
9. To incur any capital expenditure for the purpose of the main objects of the Company.

10. To sell, improve, manage, work, develop, exchange, lease, mortgage, charge, hypothecate, enfranchise, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.
11. To invest or otherwise deal with the funds of the company in deposits in Banks and companies, Trusts and Firms purchase of immovable property and shares, stocks, debentures, debenture stock, bonds, obligations, and securities issued by any company and securities, issued and guaranteed by any state Government or Central Government and from time to time vary or realise such investments and to apply the Income therefrom for the purpose of the above objects.
12. To borrow, raise or secure the payment of money and to receive moneys on deposit from any person or persons for such period as may be considered advisable on such terms and with such rights, powers and privileges as the Company shall think fit, including the payment of interest on moneys received at such rate as may be deemed expediant subject to the provision of the Act.
13. To enter into any arrangement for union of interest, co-operation, joint venture receiprocal concession, or otherwise any institution or association of persons, whether incorporated or not or company carrying on or engaged in any of the objects which this company is authorised to carry on or engage in or any other object capable of being carried out so as to directly or indirectly benefit the company in the attainment of its main objects.
14. To amalgamate with any other company having objects similar to those of this Company.
15. To create any depreciation fund, reserve fund, sinking fund, insurance fund or any special or other fund, whether for depreciation or for repairing or improving, extending or maintaining any of the property of this Company or for any other purpose as the Company thinks fit.

16. To pay all cost, charges and expenses in connection with the formation of the Company.
17. To provide for the welfare of the employees or ex-employees of the Company and their wives and others solely dependant of such employees by grant of money, pension, allowances, bonus or other payments or by creating and from time to time subscribing or contributing to provident funds and by providing or subscribing towards medical or other attendance and other assistance as the Company shall think fit,
18. To refer to or agree to refer any claims, demands, dispute or any other question by or against the Company or in which the Company is interested or concerned to arbitration and to observe and perform and to do all acts, matters and things to carry out or enforce the awards.
19. To sell, lease, mortgage or otherwise dispose of the property, assets or undertaking of the Company or any part thereof for such consideration as the Company may think fit.
20. To enter into any arrangement with any Government municipal bodies, local or otherwise, or any person or company that may seem conducive to the Company's objects or any of them to obtain from any such Government, authority, person or Company any rights, privileges charters contracts licences and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply therewith.
21. To build and maintain houses or other buildings and alter, improve or modify the same including any existing buildings and provide and equip the same with light, water, drainage, furniture fittings, instrument appliances and all other accessories, goods and equipments that are necessary and required for the use to which such buildings are to be put.

22. To appoint and procure the services of staff, teachers, masters, professors, lecturers, workers and servants either on remuneration or gratuitously or in any honorary capacity or any other basis and to make rules and regulations for control and management of the affairs including leave, promotion and termination of services.

23, To do all acts deeds and things as are incidental ancillary or conducive to the attainment of the above objects or any one of them

C. Other objects- Nil.

IV. The liability of the member is limited by guarantee.

V. Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member or within one year after he ceases to be a member for payment of the debts and liabilities of the Company contracted before he ceases to be a member and the costs, charges and expenses of winding up and for the adjustments of the rights of the contributories among themselves such amount as may be required not exceeding Rs. 500/-

VI If upon a winding up or dissolution of the Company there remains, after the satisfaction of all the debts, liabilities and charges, any property whatsoever the same shall not be distributed amongst the members of the Company but shall be given or transferred to such other Company or Institutions having objects similar to the objects of this Company, as may be determined by the members of the Company at or before the time of dissolution or in default thereof by the High Court of Judicature that has or may acquire jurisdiction in the matter.

We, the several persons whose names, occupation, addresses and descriptions are subscribed are desirous of being formed into a company not for profit in pursuance of this Memorandum of Association.

| Names, addresses, descriptions and occupations of subscribers | Name, address, description and occupation of witness |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>1. Shri Basant Kumar Birla 18, Gurusaday Road, Calcutta-700 019 Industrialist (S/o Late Ghanshyamdas Birla)</p> <p>2. Smt. Sarala Birla 18. Gurusaday Road, Calcutta-700 019 Housewife (w/o Shri Basant Kumar Birla)</p> <p>3. Shri Dilip Kumar Roy Roy House 2, Satyen Roy Road, Behala Calcutta-700 034 Landlord (So/Late Bhupendra Nath Roy)</p> <p>4. Shri Makhanlal Bagrodia 19A, Sarat Bose Road, Calcutta-700 020 Company Executive (S/o Late Bilas Rai Bagrodia)</p> <p>5. Shri Krishna Kumar Khemka 25, Ballygunge Park, Calcutta-700 019 Company Executive (S/o Late Sitaram Khemka)</p> <p>6. Shri Shiv Kumar Parik C Block 111, Bangur Avenue, Calcutta-700 055 Company Executive (S/o Late Jitmal Pareek)</p> | <p>WITNESS FOR ALL THE SIGNATORIES Sitaram Chamaria, Service 9/1, R. N. Mukherjee Road, Calcutta-700 001 (S/o Late Jaidayal Chamaria)</p> |

Dated the 7th day of March. 1981.

(THE COMPANIES ACT, 1956)

Private Company Limited by Guarantee

ARTICLES OF ASSOCIATION

OF

B. K. BIRLA FOUNDATION

1. The regulations contained in Table C of Schedule I to the Companies Act, 1956 shall apply to this Company save and in so far as they are expressly or impliedly excluded or modified by these Articles.
2. In these articles :-
 - “Act” means the Companies Act, 1956.
 - “Articles” means these Articles of Association as originally framed or as from time to time altered by Special Resolution.
 - “Board of Directors” or “the Board” means the Board of Directors for the time being of the Company.
 - “Company” means B. K. BIRLA FOUNDATION
 - “Directors” means the Directors for the time being of the Company.
 - “Office” means the Registered Office of the Company.
 - “Seal” means the common seal of the Company.
3. The Company being Private Company the following provisions shall have effects, namely :-
 - (a) The number of members for the time being of the Company (not including 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) is not to exceed twenty five.

- (b) An invitation to the public to subscribe for debenture of the Company is prohibited.

MEMBERS

4. The number of members with which the Company proposes to be registered is six but the Board of Directors may, from time to time, register an increase of members not exceeding Twenty five excluding employees referred to in Article 3 (a)
5. The subscribers to the Memorandum and such other persons as the Board shall admit to the membership shall be members of the Company,
6. Any person who has attained the age of majority and who submits to the Company the prescribed form of application for membership alongwith a membership fee of Rs. 250/- shall be eligible for being admitted as a member of the Company provided he agrees to abide by the Memorandum of Association and the Articles of Association of the Company
7. Applications for admission shall be in such form as the Board may from time to time prescribe or approve and shall be signed by the candidates.
8. The admission of new members shall be decided by a majority of the Directors.
9. Any member may withdraw from the Company by giving three months' notice in writing to the Chairman of the Board of Directors of his intention to do so and on the expiry of such period the said member shall cease to be a member unless the Management Committee shall have accepted his resignation in the meantime in which case the member concerned shall be considered to have

resigned from the day on which his resignation has been so accepted. Provided that the number of members shall not at any time be less than two.

10. Any person who ceases to be a member of the Company either by resignation or otherwise shall nevertheless remain liable for and shall pay to the Company all money which at the time of his ceasing to be a member may be due from him to the Company.

GENERAL MEETING

11. Save as herein otherwise provided five members present in person shall be a quorum at any general meeting of the Company.
12. In case of an equality of vote the Chairman of the Meeting shall be entitled to a second or a casting vote.

BOARD OF DIRECTORS

13. Until otherwise determined by special resolution the number of Directors of the Company shall not be less than three and not more than seven.
14. The persons hereinafter named shall be the first Directors of the Company and continue to be such Directors until death, resignation or removal :

Shri Basant Kumar Birla
Smt. Sarala Birla
Shri Shiv Kumar Parik

15. A Director need not be a member of the Company.
16. The Directors shall not be entitled to any remuneration or sitting fee. They shall however, be reimbursed for out of pocket expenses.
17. The Board shall have powers at any time to appoint any person as a Director but so that the total number of Directors shall not at any time exceed the maximum number of Directors fixed by these Articles. Such person shall continue to be a Director of the Company until death, resignation or removal.

MANAGEMENT COMMITTEE

18. The Board shall have power to form one or more Management Committee or Committees for day to day administration of the functional units of the Company.
19. The Management Committee(s) shall consist of such number of members as the Board considers necessary provided that at least two Directors are members of such Committee.
20. The Chairman of each Management Committee shall be a Director of the Company.
21. A Management Committee shall have power to frame Schemes, Rules and Regulations of the respective functional units and to alter, modify and amend such Schemes, Rules and Regulations.

ACCOUNTS

22. True accounts shall be kept of all sums of money received and expended by the Company and the matters in respect of which such receipt 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 by the Board or by any 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.

WINDING UP

23. If upon a winding up of the Company there remains, after satisfaction of all the debts, charges and liabilities, any property whatsoever, the same shall not be distributed amongst the members of the company but shall be given or transferred to such other Company or Institution having object similar to the objects of this Company as may be determined by the members of the Company at or before the dissolution.

| Names, addresses, descriptions and occupations of subscribers | Name, address, description and occupation of witness |
|------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Shri Basant Kumar Birla 18, Gurusaday Road, Calcutta-700 019 Industrialist (S/o Late Ghanshyamdas Birla) | |
| 2. Smt. Sarala Birla 18. Gurusaday Road, Calcutta-700 019 Housewife (w/o Shri Basant Kumar Birla) | |
| 3. Shri Dilip Kumar Roy Roy House 2, Satyen Roy Road, Behala Calcutta-700 034 Landlord (So/Late Bhupendra Nath Roy) | |
| 4. Shri Makhanlal Bagrodia 19A, Sarat Bose Road, Calcutta-700 020 Company Executive (S/o Late Bilas Rai Bagrodia) | <p style="text-align: center;">WITNESS FOR ALL THE SIGNATORIES Sitaram Chamaria, Service 9/1, R. N. Mukherjee Road, Calcutta-700 001 (S/o Late Jaidayal Chamaria)</p> |
| 5. Shri Krishna Kumar Khemka 25, Ballygunge Park, Calcutta-700 019 Company Executive (S/o Late Sitaram Khemka) | |
| 6. Shri Shiv Kumar Parik C Block 111, Bangur Avenue, Calcutta-700 055 Company Executive (S/o Late Jitmal Pareek) | |

Dated the 7th day of March. 1981.