

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)

H

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)

H - A COMPANY LIMITED BY GUARANTEE AND NOT HAVING SHARE CAPITAL

The name of the company is

HAMMY-NEEDY ANIMALS' HOPE FOUNDATION

Check if not applicable	Check if altered	Article No.	Description
<input type="checkbox"/>	<input checked="" type="checkbox"/>		Interpretation
<input type="checkbox"/>	<input checked="" type="checkbox"/>		<ul style="list-style-type: none"> PRELIMINARY (a) The Regulations contained in TABLE-Has notified under Schedule I of the Companies Act 2013 shall apply to the Company except in so far as they are not inconsistent with any of the provisions contained in these regulations and except in so far as they are hereinafter expressly or impliedly excluded or modified. (b) Regulation 30 of Table H shall not apply to the Company. INTERPRETATION I. (1) In these regulations (a) The Company or This Company means Hammy-Needy Animals Hope Foundation (b) the Act means the Companies Act 2013 or any statutory modification or re-enactment therefore for the time being in force. (c) in writing and Written include printing lithography and other modes of representing or reproducing words in visible form. (d) Member means the duly registered member from time to time and includes the subscribers of the Memorandum of the Company. (e) Words imparting the singular number include where the context admits or requires the plural number and vice-versa. (f) Words imparting the masculine gender also include the feminine gender and words imparting persons shall include Bodies Corporate. (2) Unless the context otherwise requires words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company. PRIVATE COMPANY The company is a Private Company within the meaning of Section 2(68) of the Companies Act 2013 and which by its articles (i) except in case of One Person Company limits the number of its members to two hundred Provided further that (A) persons who are in the employment of the Company and (B) 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 and (ii) prohibits any invitation to


			<p>the public to subscribe for any securities of the Company. GENERAL AUTHORITY Where in the said Act it has been provided that a Company shall have any right privilege or authority or that a Company could carry out any transaction only if the Company is so authorised by its Articles in every such case this regulation hereby authorises and empowers the Company to have such right privilege or authority and to carry out such transactions as have been permitted by the Act without there being any specific regulation in that behalf herein provided.</p>
			Members
<input type="checkbox"/>	<input type="checkbox"/>	11	<ul style="list-style-type: none"> The number of members with which the company proposes to be registered is hundred but the Board of Directors may from time to time register an increase of members.
<input type="checkbox"/>	<input type="checkbox"/>	2	<ul style="list-style-type: none"> The subscribers to the memorandum and such other persons as the Board shall admit to membership shall be members of the company.
			General meetings
<input type="checkbox"/>	<input type="checkbox"/>	3	<ul style="list-style-type: none"> All general meetings other than annual general meeting shall be called extraordinary general meeting.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	4	<ul style="list-style-type: none"> 1. (i) The Board of Directors if they think fit may convene a General Meeting including the Annual General Meeting of the Company by giving 14 (Fourteen) days-notice or a shorter notice thereof subject to the provisions of the Act (ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India any director or any two members of the company may call an extraordinary general meeting in the same manner as nearly as possible as that in which such a meeting may be called by the Board. (iii) The provisions contained in Section 102 of the Act regarding explanatory statement shall not apply to the General Meetings of the Company or to the meeting of any class of members.
			Proceedings at general meetings
<input type="checkbox"/>	<input type="checkbox"/>	5	<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 type="checkbox"/>	6	<ul style="list-style-type: none"> The chairperson if any of the Board shall preside as Chairperson at every general meeting of the company.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	7	<ul style="list-style-type: none"> If Chairperson of the meeting is not present within fifteen minutes after the time appointed for holding the meeting then that meeting will get adjourned or cancelled as per the request of the Chairman.
<input checked="" type="checkbox"/>	<input type="checkbox"/>	8	<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.
			Adjournment of meeting

<input type="checkbox"/>	<input type="checkbox"/>	9	<ul style="list-style-type: none"> 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. 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.
		Voting rights	
<input type="checkbox"/>	<input type="checkbox"/>	10	<ul style="list-style-type: none"> Every member shall have one vote.
<input type="checkbox"/>	<input type="checkbox"/>	11	<ul style="list-style-type: none"> A member of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy may vote whether on a show of hands or on a poll by his committee or other legal guardian and any such committee or guardian may on a poll vote by proxy.
<input type="checkbox"/>	<input type="checkbox"/>	12	<ul style="list-style-type: none"> No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid
<input type="checkbox"/>	<input type="checkbox"/>	13	<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.
<input type="checkbox"/>	<input type="checkbox"/>	14	<ul style="list-style-type: none"> A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed or the transfer of the shares in respect of which the proxy is given Provided that no intimation in writing of such death insanity revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.
<input type="checkbox"/>	<input type="checkbox"/>	15	<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 type="checkbox"/>	16	<ul style="list-style-type: none"> Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
		Board of Directors	
<input type="checkbox"/>	<input checked="" type="checkbox"/>	17	<ul style="list-style-type: none"> (i) The following shall be the First Directors of the Company 1. Kasturi Chandrashekhar Bhadsavle 2. Noopur Chandrashekhar Desai The first Directors are not liable to retire by rotation. Other than first Director all the other directors shall be liable to retire by rotation in the Annual General Meeting.
<input type="checkbox"/>	<input checked="" type="checkbox"/>		<ul style="list-style-type: none"> (i) The remuneration of the directors shall in so far as it consists of a monthly payment be deemed to accrue from



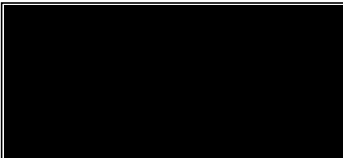

day-to-day. (ii) In addition to the remuneration payable to them in pursuance of the Act the directors may be paid all travelling hotel and other expenses properly incurred by them (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company or (b) in connection with the business of the company. (iii) The business of the Company shall be managed by Directors who may pay all expenses incurred in setting up and registering the Company and may exercise all such powers of the Company as are not restricted by the Act or any statutory modification thereof for the time being in force or by these Articles. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register. The Directors shall have powers for the engagement and dismissal of managers engineers clerks and assistants and shall have power of general direction management and superintendence of the business of the Company with full powers to do all such acts matters and things deemed necessary proper or expedient for carrying on the business of the Company and to make and sign all such contracts and to draw accept endorse or otherwise execute all cheques promissory notes draft bills of exchange and other negotiable instruments and all receipts for monies paid to the company by such person and in such manner as the Board shall from time to time by resolution determine. Every director present at any meeting of the Board or of a committee thereof shall sign His name in a book to be kept for that purpose. (i) Subject to the provisions of section 149 the Board shall have power at any time and from time to time to appoint a person as an additional director provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles. (ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director. At that meeting subject to the provisions of the Act. (iii) Subject to provisions of Section 161 of the Act the Directors may appoint any person to be an alternate Director to act for a Director (hereinafter in this Article called the original Director) during his absence for a period not less than three months from India however such alternate Director shall vacate office if and when the original Director returns to India subject to Section 161 of the Act. The Company may by special resolution of which special notice (i) has been given in accordance with the provisions of the Companies Act remove any Director excluding the Managing Director if any before the expiration of the period of his office notwithstanding anything contained in these regulations or in any agreement between the Company and such Director such removal shall be without prejudice to any contract of service between him and the Company. If the Director appointed by the Company in general meeting vacates office as a Director before his term of office expires in the normal course the resulting casual vacancy may be filled up by the Board at a meeting of the Board but any person so appointed shall retain his office so long only as the vacating Director would have

			<p>retained the same if the vacancy had not occurred provided that the Board may not fill such a vacancy by appointing thereto any person who has been removed from the office of Director under clause (v) above.</p> <p>MANAGING DIRECTOR OR WHOLE TIME DIRECTOR (i) The Directors may from time to time appoint one or more of their body out of permanent Directors of the Company or any other person to the office of the Managing Director or whole time Director for such period and on such remuneration and other terms as they think fit and subject to the terms of any agreement entered into in any particular case may revoke such appointment. His/her appointment will be automatically terminated if he ceases to be a Director. (ii) A Managing or whole time Director may be paid such remuneration (whether by way of salary commission or participation in profits or partly in one way and partly in other) as the Board of Directors may determine. (iii) The Board of Directors subject to the provisions of the Companies Act 2013 may entrust to and confer upon a Managing or whole time Director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit and either collaterally with or to the exclusion of their own powers and may from time-to-time revoke, withdraw or alter or vary all or any of such powers subject to the provisions of the Companies Act 2013</p>
			Proceedings of the Board
<input type="checkbox"/>	<input type="checkbox"/>	19	<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 type="checkbox"/>	20	<ul style="list-style-type: none"> Save as otherwise expressly provided in the Act questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes the Chairperson of the Board if any shall have a second or casting vote.
<input type="checkbox"/>	<input type="checkbox"/>	21	<ul style="list-style-type: none"> The continuing directors may act notwithstanding any vacancy in the Board but if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum or of summoning a general meeting of the company but for no other purpose.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	22	<ul style="list-style-type: none"> The Chairman for all the Board meetings will be Mrs. Kasturi Chandrashekhar Bhadsavle. In case of her absence Chairperson will be Mrs. Noopur Chandrashekhar Desai. The Board may elect a chairperson of its meetings and determine the period for which she is to hold office. If no such Chairperson is elected or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting the directors present may choose one of their number to be Chairperson of the meeting.
<input type="checkbox"/>	<input type="checkbox"/>	23	<ul style="list-style-type: none"> The Board may subject to the provisions of the Act delegate any of its powers to committees consisting of such member or members of its body as it thinks fit. Any committee so formed shall in the exercise of the powers

			so delegated conform to any regulations that may be imposed on it by the Board.
<input type="checkbox"/>	<input type="checkbox"/>	24	<ul style="list-style-type: none"> A committee may elect a Chairperson of its meetings. If no such Chairperson is elected or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting the members present may choose one of their members to be Chairperson of the meeting.
<input type="checkbox"/>	<input type="checkbox"/>	25	<ul style="list-style-type: none"> A committee may meet and adjourn as it thinks fit. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in case of an equality of votes the Chairperson shall have a second or casting vote.
<input type="checkbox"/>	<input type="checkbox"/>	26	<ul style="list-style-type: none"> All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director shall notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid or that they or any of them were disqualified be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
<input type="checkbox"/>	<input type="checkbox"/>	27	<ul style="list-style-type: none"> Save as otherwise expressly provided in the Act a resolution in writing signed by all the members of the Board or of a committee thereof for the time being entitled to receive notice of a meeting of the Board or committee shall be valid and effective as if it had been passed at a meeting of the Board or committee duly convened and held.
			Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer
<input type="checkbox"/>	<input type="checkbox"/>	28	<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 type="checkbox"/>	<input type="checkbox"/>	29	<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"/>	30	<ul style="list-style-type: none"> 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.
			Oth 
<input type="checkbox"/>	<input checked="" type="checkbox"/>	31	<p>mber Admission The new member shall be admitted only with the unanimous and prior consent of existing members of the company. However in case of any contradiction the decision of chairperson of the meeting shall prevail.</p> <p>II. Membership Transfer The membership shall be transferred to any third party only with the unanimous and prior consent of existing members of the company. However in case of any contradiction the decision of chairperson of the meeting shall prevail. Further the transfer shall be executed only after execution of agreement between the concerned parties.</p> <p>III. Transmission of Membership In case of death of the exiting member the membership shall be first offered transmitted to its legal heir. If in case of refusal of membership by the legal heir the company can offer the membership to any other person only with the unanimous and prior consent of chairperson. However in case of any contradiction the decision of chairperson of the meeting shall prevail.</p>

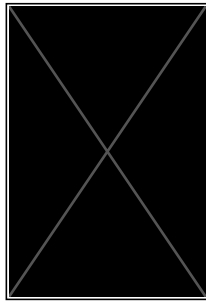
Subscriber Details

S. No.	Subscriber Details				
	*Name, Address, Description and Occupation	DIN / PAN / Passport number	*Place	DSC	Dated
1	NAME: NOOPUR CHANDRA SHEKHAR DESAI ADD: Flat N 		PUNE		18/09/2024
2	NAME: KASTURI CHANDRAS HEKHAR BHADSAVLE ADD: 		PUNE		18/09/2024

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

FCA

Vikrant Salu
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PUNE

18/09/2024