

INC-13  
THE COMPANIES ACT 2013  
[Company Limited by shares U/S.8]  
Memorandum of Association  
[Pursuant to rule 19(2) the Companies (Incorporation) Rules, 2014]OF

**GHOSHAL SOCIAL WELFARE  
FOUNDATION**

(A COMPANY LIMITED BY SHARES NOT FOR PROFIT)

- i. The name of the company is “GHOSHAL SOCIAL WELFARE FOUNDATION”.
  - ii. The registered office of the company will be situated in the State of ‘WEST BENGAL, India.
  - iii. The object for which the company is established as
- (a) The objects to be pursued by the Company on its incorporation are:**
1. To develop, establish, promote, and facilitate, promotion, improvement of educational, social, cultural, economical and medical relief to the poor and downtrodden and advancement of any other charitable and developmental objects of general public utility and community welfare.
  2. To promote commerce, art, science, sports, education, research, social welfare, religion, charity, protection of environment or any such other object;
  3. Operating environmental conservation initiatives to preserve nature and biodiversity.
  4. Managing cleanliness and health programs for promoting well-being in communities.
  5. Organizing educational and sports activities to enhance learning and physical fitness.
  6. Providing support and assistance to the underprivileged and economically weak sections of society.
  7. Conducting training programs focused on quality development and skill enhancement.
  8. To Implementing programs for the overall welfare and cultural enrichment of the nation.

9. Overseeing the functioning of old age homes, orphanages, schools, and colleges.

10. Spearheading campaigns for the empowerment of women and gender equality.

**No object** of the company shall be carried out without permission of competent authorities what so ever and no objects of the Company shall be carried out on commercial basis.

**(b) Other Lawful Things as Considered Necessary for Furtherance of the Above Objects**

1. To promote the practice of giving, through advertisements, promotions, fund- raising programs and campaigns, presentations and such other actions that lead to creating a feeling in individuals, corporate, organizations and the public at large, that it is a matter of great pride to give for a good social cause, using a wide range of media including, but not limited to, television, print, radio, websites, internet portals, and all other means of electronic communication.
2. To set up or to cause to be setup by itself or with other organizations or individuals, a rating agency or agencies to rate the organizations who receive funds from various sources for charitable purposes or for the welfare of public at large; to seek and obtain ratings, reports, analyses, findings and recommendations from such agencies; and to oversee through various mechanisms, the functioning of such agencies.
3. To raise funds through activities and sources including, but not limited to, events, programs, charity shows, payroll giving, donations, corpus and recurring grants from government and other sources, one-off contributions, e-commerce transactions; by securing from individuals, corporate and other organizations, a percentage or fixed amount as contribution from the sale of their various products and services; and through the sale of various articles, goods and services produced or rendered by various organizations working for the welfare of public at large, or on their behalf and to disburse funds raised through such and other mechanisms to charitable organizations or activities, or such individuals and organizations working for the welfare of public at large, who have been identified and selected for this purpose.

4. To set up or cause to be set up charity portals, internet websites, ecommerce services, and other internet-based services in order to actualize the aforesaid objects; and to engage in ecommerce transactions for the same.
5. To carry out and enter into all types of public/private contracts in connection with the Main objects.
6. To deposit moneys belonging to or entrusted to or at the Company to such persons or company and in particular to Non-governmental organizations, trust set can do the weather having dealing with the Company or not upon such terms as may be thought proper but not to do the business of banking as defined in the Banking Regulations Act, 1949.
7. To incur debts and obligations for the conduct of any business of the Company and to purchase or hire goods, materials or machinery on credit or otherwise for and business or purpose of this Company.
8. To make advances upon or for the purchase of land, buildings, houses, offices, flats, apartments, shops and/or construction there of or for materials, goods machinery and stores required for company's activities.
9. To open account or accounts with any individual, firm or company or with any bank or banks and to pay into and to withdraw moneys from such account or accounts.
10. To apply and register for grants or obtain recognitions for the various schemes of Central Government, State Government or Municipal Corporations of any other Government or other authorities.
11. To represent section of society to Government or any other authority and to undertake preparation of various report to be submitted to Government or other authorities on behalf of the society on health & education related matters.
12. To recruit trained manpower and source trainers and experts to ensure adequate participation by them in achieving the objects of the Company.

- 13.** To act as the mediator and moderator between the various research institutions, philanthropic institutions, social service associations and help them in arranging the social campaigns for creating the awareness among the backward class about the human health.
- 14.** To conduct programs, seminars, sessions to develop, educate and enhance the inner strength, courage, positive attitude and thinking of the individuals which in turn will help them in improving their standard of living.
- 15.** To apply for and hold any charter(s) of parliament, privilege(s) monopolies licenses, concessions or other rights or powers from the Indian Government or any other Government or State or any other potentate or local or other authority in India or elsewhere, and from any non-government organization and to exercise, carry on and work any powers, rights, privileges so obtained or to constitute the company in any foreign country or state.
- 16.** To procure the recognition of the Company in or under the laws of any place with in India.
- 17.** To give grants, donations support as may be thought fit for the benefit of the activities of the Company.
- 18.** To pay for any property or rights acquired by the Company.
- 19.** To invest any of the surplus money and funds of the company from time to time and as may be permitted under the Income Tax Act, 1961.
- 20.** To draw accept, discount execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments but not to do any banking business as defined in the Banking Regulation Act, 1949, or Insurance Business, as defined in Insurance Act, 1938.

- 21.** To establish, promote, construct, run and manage hospitals for persons (pediatric group) requiring medical assistance.
- 22.** To create any depreciation fund, reserve fund, sinking fund or any other special fund whether for depreciation or for preparing, improving, extending or maintaining any of the properties of the company or for any other purpose conducive to the objects of the Company and other interests of the company or for any other purpose conducive to the object and other interests of the company.
- 23.** To pay all the costs charges and expenses of and incidental and in relation to the promotion, formation, registration and establishment of the company incur expenses for the issue of any circulars or notices and printing and stamping of this Memorandum and the Articles of Association hereto amended and all declarations and forms to be filled up by the members and/or the directors of the company.
- 24.** To appoint attorneys for and on behalf of the company and to execute the necessary power to the said attorneys to act for and in the name of the company, and to revoke all or any of such powers and appointments as may be deemed expedient.
- 25.** To train or to pay for the training of any member or the company's directors, employees or any other candidate in the interest of or for the furtherance of the company's activities.
- 26.** To enter into any arrangement with Government or authority supreme, municipal, local or any person or any one of them and to obtain from any such Government, authority, person or company any rights, privileges, charters, licenses and concessions which the company may think fit and desirable to obtain.
- 27.** To assist to charitable, benevolent, scientific, or other institutions or any institution established for public charitable purposes and objects, which the Board of Directors think are likely to promote interests or the objectives of the company which may or may not be related to the activities of the company.

**28.** To lease, exchange, donate or dispose of the property, assets or undertaking of the company or any part thereof with or without consideration as the company may think fit.

**29.** To enter into partnership or into any arrangements, amalgamation, union of interest, reciprocal concession in or co-operation with any person, or company to promote or aid in promoting, constituting, forming, acquiring and organizing companies, of all kinds for the purpose of acquiring similar establishments or undertaking any property, and liabilities of this company and to acquire control of other companies carrying on similar activities which are conducive to the activities of this company and also to pay for any properties, privileges or rights required by this company.

**30.** To purchase, acquire in exchange or by way of accepting and providing gift, construct, take on lease, control, improve, manage, maintain, retain or work such immovable property or such rights or interests or privileges therein. The doing of all such other lawful things as considered necessary for the furtherance of the above objects: Provided that the company shall not support with its funds, or endeavor to impose on, or procure to be observed by, its members or others any regulations or restriction which, if an object of the Company would make it a Trade Union.

iv. The objects of the company extend to the whole of India.

v. (i) The profits, if any, or other income and property of the company, whosoever derived, shall be applied, solely for the promotion of its objects as set forth in this memorandum.

(ii) No portion of the profits, other income or property aforesaid shall be or be transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to persons who, at any time are, or have been, members of the company or to any one or more of them or to any persons claiming through any one or more of them.

(iii) No remuneration or other benefit in money or money's worth shall be given by the company to any of its members, whether officers or members of the company or not, except payment of out-of-pocket expenses, reasonable and proper interest on money lent, or reasonable and proper rent on premises let to the company.

(iv) Nothing in this clause shall prevent the payment by the company in good faith of prudent remuneration to any of its officers or servants(not being members)or to any other person(not being member),in return for any services actually rendered to the company.

(v) Nothing in clauses (iii) and (iv) shall prevent the payment by the company in good faith of prudent remuneration to any of its members or full time Directorsin return for any services (not being services of a kind which are required to be rendered by a member), actually rendered to the company;

vi. No alteration shall be made to this memorandum of association or to the articles of association of the company which are for the time being in force, unless the alteration has been previously submitted to and approved by the Registrar.


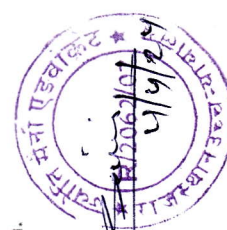


vii. The liability of members is limited.

viii. The Authorized share capital of the company is Rs.1,00,000 (Rupees One Lakh) divided into 10,000 (Ten Thousand) Equity shares of Rs.10/- each.

- ix. True account shall be kept of all sums of money received and expended by the company and the matters in respect of which such receipts and expenditure take place, and of the property, creditors and liabilities of the company; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the company for the time being in force, the accounts shall be open to the inspection of the members, Once at least in every year, the accounts of the company shall be examined and the correctness of the balance-sheet and the Income and expenditure account ascertained by one or more properly qualified auditor or auditors.
- x. If upon a winding up or dissolution of the company, there remains, after the satisfaction of all the debts and liabilities, any property whatsoever, the same shall not be distributed amongst the members of the company but shall be given or transferred to such other company having objects similar to the objects of this company, subject to such conditions as the Tribunal may impose, or may be sold and proceeds there of credited to the Rehabilitation and Insolvency Fund formed under section 269 of the Act.
- xi. The Company can be amalgamated only with another company registered under section 8 of the Act and having similar objects.



We, the several persons whose names and address are subscribed below are desirous of being formed into a company in pursuance of this Memorandum of Association:

S. N.	Name Address, Occupation and Description of Subscribers	Number and Types of Shares Subscribed	Signature of Subscribed	Signature of Witness with Address, Description and Occupation
1.	SHUBHASHIS GHOSHAL SASAN, NORTH 24 PARGANAS, WEST BENGAL- 743423 (Occupation: Business)	600 Equity Shares		<p>I Witness the Subscribers who have subscribed &amp; signed in my presence. Further I have verified their identity for their identification &amp; satisfied myself of their identification.</p>   <b>JYOTI SAINI (ADVOCATE)</b> <b>R/2062/2007</b> <b>PLOT NO. 18, MUKHYA NAGAR, MADRAM PURA, NEAR GEETANJALI TOWER, CIVIL LINES, JAIPUR, RAJASTHAN- 302006</b>
2.	MITHU GHOSHAL W/O SUBHASISH GHOSHAL, SASAN, NORTH 24 PARGANAS, SASAN, WEST BENGAL- 743423 (Occupation: Business)	400 Equity Shares		

PLACE: NORTH 24 PARGANAS  
DATE: 04/04/2024