

THE COMPANIES ACT, 1956
(COMPANY LIMITED BY SHARES
NOT FOR PROFIT UNDER SECTION 25)

MEMORANDUM OF ASSOCIATION
OF

M.P. AUDYOGIK KENDRA VIKAS NIGAM (BHOPAL)

- I. The name of the Company is **M.P. AUDYOGIK KENDRA VIKAS NIGAM (BHOPAL)**.
- II. The registered office of the Company will be situated in the State of Madhya Pradesh.
- III. The objects for which the Company is established are as under:
 - (A) **THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-**
 1. To develop or to assist in the development of industrial growth centres/areas in the State of Madhya Pradesh in general and in the areas of its jurisdiction in particular as may be decided by Madhya Pradesh Audyogik Kendra Vikas Nigam Limited or by itself. For this purpose to take suitable steps to obtain/acquire land from Government or private sectors and/or to arrange, coordinate the availability of all essential infrastructural inputs such as water, power and roads.
 2. To promote, encourage and assist in the establishment growth and development of industries and industrialisation in the state of Madhya Pradesh in general and in the areas of its jurisdiction in particular and for that purpose to investigate and assess the possibilities of industrial development and to undertake and assist investigation of problems concerning industry or concerning industrialisation and to prepare or cause to be prepared project, statistical, engineering: survey and other reports useful to industrial enterprises and businesses and to undertake, promote or carry out either bodies, association on individuals the implementation of such project, statistical, engineering survey and other reports and to convene, hold and conduct meetings seminars, discussions and conferences, and to

undertake and promote research, including the establishment of laboratories and research centres.

3. To prepare, undertake and promote industrial schemes either solely or jointly with the Government or any corporation, company, association, institution or individuals for industrial development of Madhya Pradesh and to secure the approval of the Government for the industrial schemes or enterprises to be sponsored or undertaken or promoted by the Company or by any other company, corporation, institution, association or individuals.
4. To encourage and take steps for procurement and establishment of public sector industrial projects of the Central or any State Government in Madhya Pradesh.
5. To encourage and take all steps to attract and invite entrepreneurs, industrialists, businessmen and promoters to promote, establish, undertake and carry on business and industrial projects and enterprises in Madhya Pradesh.
6. To encourage and promote participation of capital in industrial enterprises and investment market in Madhya Pradesh.
7. To aid and advise in securing foreign exchange and foreign collaboration required for industrial projects set up or to be set up in Madhya Pradesh and to be correspond and make contact with the foreigners and take other steps to encourage and attract foreign collaboration and foreign investment in Madhya Pradesh and the doing of all such other lawful things as are incidental or conducive to the attainment of the above objects.

No other object of the company shall be carried out without permission of the competent Authorities whomsoever and no object of the company shall be carried out on commercial basis.

However, the company shall apply its profit, if any or other income in promoting its objects and prohibit payment of any dividend to its members.

(B) THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE AFORESAID MAIN OBJECTS ARE:

- (i) To promote the company's objects through constitution of committees and sub-committees, publication of books, literature, newspapers, conferences, seminars lectures, public debate, exhibitions and other modern communications like the electronic media and to give merit awards, scholarships, loans or any other assistance within the country as well as in other countries. To advise and assist if needed, through, investigation and continuing research and education, the Government in the formation and implementation of policies on issues related to our aims and objects.

- (ii) To bear all costs, charges and expenses of and incidental to the promotion, formation, registration and establishment of the company and the issue of its capital and to manufacture any articles or render any services with utilization of machineries, equipments and assets belonging to the company and to collect fee including membership fee, service charges, consultancy charge, compensations or such other monies as may be required in due course of functioning of the Company and in furtherance of its objects.
- (iii) To build a sophisticated and organized philanthropic sector and to widen its circle by serving as a clearing house of information on philanthropy, providing single window solution to all types of issues and providing a wide range of research, expertise, professional and consultancy services to advocacy groups, social action groups, voluntary organizations, public trusts, on donor organizations, grant-making foundations, corporate foundations, corporate houses, nodal agencies, grassroots level organizations, trusts, charitable societies, corporate bodies incorporated under Section 25 of the Companies Act, 1956.
- (iv) To recruit trained manpower, source trainers and experts as required and, to ensure adequate participation by them, to pay salary/wages/fee including consultancy, retainer-ship fee, sitting fee or rent and incur all other expenses and hold sums of money needed in fulfillment of the objects of the Company.
- (v) To serve as a link between social investors and philanthropic community and represent their advocacy issues before public bodies, regulators and mass media and also provide useful publications, training whether vocational or non-vocational, seminars, workshops, conferences for the purpose of providing self dependent and equipped manpower to country and society at large on no profit and no loss basis.
- (vi) To make and receive gifts in cash or other movable or immovable property, accept grants, donations, assistance from public bodies, corporations, companies or persons or trusts and foundations for the purposes of achieving the objects of the Company and to manage efficient, effective and permissible fund flow and fund utilization in consonance with the objects stated herein.
- (vii) To generate and disburse funds through modes including, but not limited to events, grants donations, payroll giving and create depreciation funds, reserve funds, or any other special fund from contributions from individuals, corporate and other organization by way of fixed amount or a percentage from the sale of their various products and services.
- (viii) To accept funding from all national and international bodies like United Nation Agencies and Non-Government Organizations and individuals committed to promoting objects aligning with our objects within the frame work of the prevalent Government rules and to accept and extend help to other organizations, bodies and countries under the umbrella of these agencies or on reciprocal basis.

- (ix) To propagate awareness and education regarding Schemes, Yojanas, Subsidies and other allied facilities launched by both Government and Non-Government Organizations in India or abroad from time to time for the general masses of indigent section of the society.
- (x) To market or provide proper market to goods and services by destitute segment of the society particularly women like widows and victims of domestic violence after providing them means of livelihood and support through modes like vocational training.
- (xi) To create, establish and maintain or procure the establishment and maintenance of the provident fund, gratuities, bonuses or any employee welfare fund or any contributory/non contributory grant pension or superannuation fund for the benefit of the employees or ex-employees or of person having dealings with the company or the dependants, relatives or connections of such persons in a manner which is conducive to the interest of the Company.
- (xii) To apply, approach, purchase, tender, auction, hold, prolong, use or otherwise to acquire, renew or dispose of any patents, trade secrets, know-how, formulae, logos, designs, licenses, copyrights, inventions and the like, conferring any kind of rights to work the same and to use, develop, exercise, grant licenses in respect of, or turn to account the property, rights or information so acquired and to expend money in experimenting upon or testing or improving such patents, inventions, rights, designs or information.
- (xiii) To purchase or otherwise acquire and to sell, assign, exchange, surrender, lease, mortgage, charge, convert, develop, alter, hold, dispose of or otherwise deal with real and personal, moveable and immovable property, concessions and rights of all kind and to take up legal cases for retrieval of company's assets and cost through court of law by way of money suits, mortgage suits, lok adalats and through the mode of arbitration.
- (xiv) To acquire or amalgamate with any other company whose objects include objects similar to those of this company, whether by sale or purchase of the undertaking, with or without winding up or through partnership. To incorporate, form, constitute and promote any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of this company, or for carrying on any activity authorized.
- (xv) To provide for the welfare of employees of the Company and the wives, widows and families or the dependents or connections of such persons by building or contributing to the building of houses or dwelling or quarters or by grants of money, pensions, gratuities, allowances, bonuses, or benefits or any other payments or by creating and from time to time subscribing or contributing to provident funds and other associations, institutions, funds, or other schemes or trusts and by providing or subscribing or contributing towards places of

instruction, recreation, hospitals and dispensaries, medical and other attendance an assistance as the Company shall think fit.

Provided that the Company shall not support with its fund, or endeavour to impose on, or procure to be observed by, its members or others, any regulation 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.

1. The income and property of the company, whensoever derived, shall be applied solely for the promotion of its objects as set forth in this Memorandum.
2. No portion of the income or property aforesaid shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to persons who, at any time are, or have been members of the company or to any one or more of them or to any person claiming through any one or more of them.
3. Except with the previous approval of the Central Government, 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 servants 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.
4. Except with the previous approval of Central Government, no members shall be appointed to any office under the company which is remunerated by salary, fees, or in any other manner not excepted by sub-clause (3).
5. Nothing in this clause shall prevent the payment by the company in good faith of reasonable remuneration to any of its officers or servants (not being members) or to any other person (not being a member) in return for any services actually rendered to the company.

VI. No alteration shall be made in this Memorandum of Association or in 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 of Companies, Madhya Pradesh at Gwalior.

VII. The liability of the members is limited.

VIII. The Authorized Share Capital of the Company is Rs. 7,00,00,000/- (Rupees Seven Crore only) divided into 7,00,000 (Seven Lac) equity shares of Rs. 100/- (Rupees Hundred each).

- IX. True accounts shall be kept of all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditures take place, and of the property, credits and liabilities of the Company and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Company for the time being in force, the accounts shall be open to the inspection of the Members.

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 (1) or more properly qualified auditor or auditors.

- X. If upon winding-up or dissolution of the Company, there remains, after the satisfaction of all 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 to 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.
- XI. We the several persons whose names, addresses and descriptions are subscribed below, are desirous of being formed into a Company (**not for profit**) in pursuance of this **MEMORANDUM OF ASSOCIATION** and we respectively agree to take the number of shares in the Capital set opposite to our respective names.

S. No.	Names, Description & Address & Occupations of the Subscribers	No. of Equity Shares taken by each Subscribers	Signature of the Subscribers	Names, Address & Description & Occupations of Witnesses
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1.	<p>Shri V.K. Pandit I.A.S.</p> <p>Managing Director, Madhya Pradesh Audyogik Vikas Nigam Limited. 'Panchanan' 2dn Floor, Malivya Nagar Bhopal</p> <p>(Government Service)</p>	1 (One)	Sd/-	
2.	<p>Shri R.P. Sharma I.A.S.</p> <p>Industrial Commissioner, Government of Madhya Pradesh Vindhyachal Bhavan, Bhopal</p> <p>(Government Service)</p>	5 (Five)	Sd/-	<p>Sd/- R.K. Shrivastava Manager M.P. Audhyogik Kendra Vikas Niagam (1) Ltd. Plot No. 4, Malviya Nagar Bhopal.</p>
3.	<p>Sushma Nath Speical Secretary Govt. of M.P. Finance Deptt. Bhopal</p> <p>(Government Service)</p>	5 (Five)	Sd/-	

Date: 15-10-1981

Total 11 Equity Share