

**ARTICLES OF ASSOCIATION
OF
ASSOCIATION OF SENIOR LIVING INDIA**

(A Company limited by Guarantee, not for profit, Under Section 8 of the Companies Act, 2013, not having a Share Capital)

PRELIMINARY

1. I. The Regulations contained in Table 'C' in Schedule I to the Companies Act, 1956, shall apply to the company in so far as the same are not repealed or amended in these Articles hereinafter. The regulations contained in Table 'H' in the schedule 'I' to the Companies Act, 2013 (hereinafter referred to as Table 'H') shall apply to the Company so far and so far only as they are not specifically covered by these Articles and/or are not inconsistent with any of the provisions contained in these Articles or any amendments or modifications thereof.

INTERPRETATION

2. (1) In these articles –

- a) "the Act" means the Companies Act, 1956, "the Act" means the Companies Act, 2013 including any statutory modification or re-enactment thereof for the time being in force;
- b) "the Seal" means the common seal of the company.
- c) "Articles" means these Articles of Association of the Company and the amendments thereof in force from time to time;
- d) "Board" or the "Board of Directors" means a meeting of the directors duly called and constituted or as the case may be the directors assembled at a duly convened meeting of Directors, or the requisite number of directors entitled to pass a circular resolution in accordance with these Articles;
- e) "Chairperson" means Chairperson of the Board of Directors of the Company or the person elected as Chairperson at a meeting of the Directors or the Members, as the case may be;
- f) "Company" means ASSOCIATION OF SENIOR LIVING INDIA
- g) "Committee" means Managing Committee of the Company constituted in terms of provisions made in the Articles of Association hereinafter.
- h) "Director" means a Director for the time being of the Company and includes a person occupying the position of a Director by whatever name called and shall, unless the context otherwise requires, include an alternate Director;
- i) "Secretary" means the Secretary of the Company;

- j) "Financial Year" means the Financial Year as defined under Companies Act, 2013;
- k) "Register of Members" means the Register of Member kept pursuant to the Act;
- l) "General Meeting" means a duly convened and constituted meeting of the shareholders of the Company;
- m) "Managing Director" means the Managing Director of the Company for the time being.
- n) "Memorandum" means the Memorandum of Association of the Company
- o) "Shareholder" or "Member" means a member whose name is entered in the Register of members
- p) Words importing the singular number also include the plural number and vice versa.
- q) Words including the masculine gender also include the feminine gender.
- r) Words importing persons include corporations.

- 3. 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

- 4. The Company is a "private company" within the meaning of section 2(68) of the Act and which by its articles, except in case of One Person Company, limits the number of its members to Two Hundred. Provided that
 - I. Persons who are in employment of the Company.
 - II. 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;

Provided that for the purposes of this provision, where two or more members hold one or more shares in the Company jointly, they shall be treated as a single member.

- b) Prohibits any invitation to the public to subscribe for any securities of the Company.

GENERAL MEETINGS

- 5. All general meetings other than annual general meetings shall be called extraordinary general meetings. A General meeting may be called by giving not less than 14 days

notice. General meeting may with the consent of all the members, be called at a shorter notice and in such manner as the members think fit.

6.
 - i. The Board may, whenever it thinks fit, call an extraordinary general meeting.
 - ii. Any director or any two members of the company may call an extraordinary general meeting in the same manner as nearly as possible.
 - iii. The provision of Section 102 shall not apply to this company and accordingly where any special business is to be transacted at a general meeting, there shall be no need to annex any explanatory statement to the notice of the meeting.

PROCEEDINGS AT GENERAL MEETINGS

7.
 - i. 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.
 - ii. Save as otherwise provided herein, the quorum for the General Meeting shall be as provided in Section 103.
8. The Chairperson- Chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
9. If there is no such Chairperson-Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as Chairperson of the meeting, the directors present shall elect one of their member to be Chairperson of the meeting.
10. 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

11.
 - i. 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.
 - ii. No business shall be transacted at any adjourn meeting other than the business left unfinished at the meeting from which the adjournment took place.

iii. 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.

iv. 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.

VI. VOTING RIGHTS

12. Every member shall have one vote.
13. 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 nominee or other legal guardian, and any such nominee or guardian may, on a poll, vote by proxy.
14. No member shall be entitled to vote at any general meeting unless all sums presently payable by him to the company have been paid:
 - i. 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.
 - ii. Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.
15. 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.
16. A member may exercise his vote at a meeting by electronic means in accordance with Section 108 and shall vote only once.
17. 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

20. Subject to Section 149 of the Companies Act, 2013 and unless and until otherwise determined by the company in general meeting, the number of Directors shall not be less than two and nor more than fifteen.
21. The first Directors of the company shall be:
- (i) Shri Mansoor Dalal s/o Shri Hussain Dalal**
(ii) Shri Ankur Gupta s/o of Shri Om Prakash Gupta

The First Directors shall hold office during their lifetime unless they voluntarily resign.

22. The first directors of the Company shall not be liable to retire by rotation.
23. The Board will have power to appoint Additional Directors, subject to the maximum mentioned above who shall hold office until the next general meeting. However, such Additional Director(s) shall be eligible for re-appointment at the general meeting.
24. The Board may appoint Alternate Director in place of a Director (original director) to act for him during his absence for period of not less than three months or such period allowed by the Act from the state in which the meetings of the Board are ordinarily held.
25. The Board of Directors shall have the power at any time and from time to time, to fill a casual vacancy occurring on account of the vacation in the office of any Director. Any person appointed to fill the casual vacancy shall hold office only upto the date which the Director in whose place he is appointed would have hold office.
26. No person being (a) undischarged insolvent, (b) convicted of an offence involving moral turpitude (c) unsound mind, (d) a minor, shall be eligible to be or continue as a Director.

CHAPTERS OR REGIONS

27. The board will form chapters or regions by location. These chapters will be headed by its own co-Chairperson and hon. secretary and a managing committee.

The regions and chapters will function autonomously but within the overall directives and agenda set by the central board. The regions and chapters will have an annual budget determined by the central board for day to day functioning and events. Any funds or sponsorships raised for any event by the regions will be shared by the region and the center on a 50-50 basis, net of expenses. All membership subscriptions and one-time joining fees will be always to the central account under control of the central board.

28. A college of governors or an advisory council will be formed by the company whose role would be to advise the board of directors. The advisory council will be made up of ex-Chairman and other suitable personalities as found suitable by the board of directors.
29. The Co-Chairperson shall hold office for a period of two years. Every two years through nomination by the Board of Directors, one of the Co-Chairpersons will be made Chairperson of the Board. This position of Chairperson of the Board shall be for two years. The outgoing Chairperson will become member of the college of Chairpersons and also ex-officio member of the Board for life.

PROCEEDINGS OF MEETINGS OF BOARD

30. The Board of directors may meet for the dispatch of business, adjourn and otherwise regulate its meetings, as it thinks fit.
31. A director may, manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.
32. Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
33. In case of an equality of votes, the Chairperson of the Board, if any shall have a second or casting vote.
34. The quorum necessary for the transaction of the business of Directors shall be two Directors or one third of the total number of Directors whichever is higher. A meeting of the Directors for the time being, at which a quorum is present, shall be competent to exercise all or any of the authorities, powers and discretions by law or under the Articles and regulations for the time being vested or exercisable by the Directors generally.

35. 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.
36. The Board may elect a Chairperson of its meetings and determine the period for which he 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.

37.
 1. 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.
 2. 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.
 3. The Bank accounts shall be opened and will be operated jointly as decided by the Board from time to time.
38. All acts done by 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.
39. Save as otherwise expressly provided in the Act, a resolution in writing, signed by majority of the members of the Board or a committee thereof for the time being entitled to receive notice of a meeting of the Board or committee, shall be as valid and effectual as if it had been passed at a meeting of the Board or committee, duly convened and held.

ELIGIBILITY FOR MEMBERSHIP

40.
 1. Any person any association/ company/organization having a motive to serve senior citizens and the society for objects similar to the Association of Senior Living India, may become eligible for membership subject to approval of the Board.
 2. The various categories of membership will be as follows:

FOUNDING MEMBERS: Fee of Rs. 2,50,000/- for the first year and there after an annual fee of Rs.25,000/- from the following year.

CHARTER MEMBER: Fee of Rs 1,00,000/- for the first year and thereafter an annual fee of Rs 25,000/- from the following year.

PRIMARY MEMBERS: : Fee of Rs 10,000/- for the first year and thereafter an annual fee of Rs 25,000/- from the following year.

ASSOCIATE MEMBERS: Fee of Rs 5000/- for the first year and thereafter an annual fee of Rs 10,000/- from the following year.

KNOWLEDGE PARTNERS: No fee.

CESSATION OF MEMBERSHIP

41. Any member may resign by giving notice of his intention to resign. Such notice shall be deemed to take effect 60 days after the last day of the month in which such notice is received, provided that any member shall be liable to pay his subscription for the current year.

REMOVAL OF MEMBERS

42. If, at any time the Committee of the Company shall be of the opinion that the interest of the Company so requires, the Committee, may, terminate the membership of any member by a resolution of the Committee passed with not less than three-fourth majority of the members present.

REGISTER OF MEMBERS

43. The Company shall keep a register of its members and enter therein the following particulars:
 1. the names and addresses of the members,
 2. the date on which each member was entered in the register of members, the date on which he ceased to be a member,
 3. Every member shall promptly notify the Company in writing of any change affecting any entries in the register.

REMOVAL & RETIREMENT OF DIRECTOR

44. The Company may, by ordinary resolution remove a Director not being a Nominee Director and not being a Director appointed by the Central Government in pursuance of the provision of the Act before the expiry of his period of office.
45. Special notice as provided by - the Act shall not be required for any resolution to remove a director under this article or to appoint somebody in place of a director so removed at the meeting at which he is removed.
46. Every Director will be at liberty to resign on giving one month's notice to do so without assigning any reason and without being responsible for any costs, occasioned by such resignation. However, he shall be responsible for any loss to the Company, which is directly attributable to his / her negligence or misfeasance whether singly or jointly with other Directors.

CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER

47. Subject to the provisions of the Act-

- (i) A chief executive officer, manager, company secretary or Chief financial officer may be appointed by the board for such term as such remuneration and upon such conditions as it thinks fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of resolution of the Board.
- (ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

A provision of the act or these regulations requiring or authorizing 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

48. 1. The Board shall provide for the safe custody of the seal.
2. The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board of directors, 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 as aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

INDEMNITY

49. Subject to Section 197 of the Act every Director, Officer or Agent of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings whether civil or criminal in which judgment is given in his favor or in which he is acquitted or in connection with any application under Section 493 in which relief is granted to him by the court.

POWER TO FRAME RULES & REGULATIONS

50. The Board shall have the power to frame from time to time such rules and regulations not inconsistent with these Articles as it think necessary for the purpose of conducting its own meetings and of managing the affairs of the Company with under Articles they are empowered to do and to alter, add to or amend the same from time to time with prior approval of the Central Government.

XVIII. COMPANY TO BE GOVERNED BY THESE ARTICLES

51. The management of the Company will be as per these Articles.

XIX. WINDING UP

52. (i) If the Company shall be wound up, or dissolved and after all its debts and liabilities have been satisfied there remains any property, it shall not be paid to or distributed among the members of the Company, but transferred to some other company registered under Section 8 of the Act, having objects similar to the Company's object's subject to such conditions as the Tribunal may impose, or may be sold and proceeds

thereof credited to the Rehabilitation and Insolvency Fund formed under section 269 of the Act.

- (iii) The Company shall amalgamate only with another company registered under Section 8 of the Companies Act and having similar objects.
- (iv) We, the undersigned several persons whose names, addresses and occupations are described hereunder are desirous of being formed into a company not for profit in pursuance of this Articles of Association.

Names, address, description and occupation of each Subscriber:	Signature of Subscriber	Signature, Names, address, description and occupation in any of the witness:
Name: Mr. Mansoor Hussain Dalal S/o. Mr. Hussain Dalal Address: Dalal House, Kondhwa, (Khurd), Pune - 411084 Occupation: Architect.	Sd-	Name: Ms. Jyoti Mansukhani D/o Late Shyam Mansukhani Address: C-903, Archana Hill Town, NIBM Road, Kondhwa, Pune -48 Occupation: Service
Name: Mr. Ankur Gupta S/o Om Prakash Gupta Address: W-177, Greater Kailash, Part-2, New Delhi 110048 Occupation: Business	Sd-	Sd-