

**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

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

(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)

The name of the company is

DIAGONAL COMPASS FOUNDATION

Check if not applicable	Check if altered	Article No.	Description
			<b>Interpretation</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	I	<ul style="list-style-type: none"> <li>The reference herein to The Act is to the Companies Act 2013 amended thereto from time to time and as applicable. The headings are given convenience and shall not affect the construction of these Articles. Regulations contained in Table H in Schedule 1 of the act are amended from time to time as far as they are applicable to a private limited company so do they have not modified or altered by Articles herein after provided shall apply to this Company. Expressions shall have the following meanings unless they are repugnant to the subjects or context.</li> </ul>
			<b>Members</b>
<input type="checkbox"/>	<input type="checkbox"/>	II 1	<ul style="list-style-type: none"> <li>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.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	2	<ul style="list-style-type: none"> <li>The subscribers to the memorandum and such other persons as the Board shall admit to membership shall be members of the company.</li> </ul>
			<b>General meetings</b>
<input type="checkbox"/>	<input type="checkbox"/>	3	<ul style="list-style-type: none"> <li>All general meetings other than annual general meeting shall be called extraordinary general meeting.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	4	<ul style="list-style-type: none"> <li>The Board may whenever it thinks fit call an extraordinary general meeting. 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.</li> </ul>
			<b>Proceedings at general meetings</b>
<input type="checkbox"/>	<input type="checkbox"/>		<ul style="list-style-type: none"> <li>No business shall be transacted at any general meeting unless a quorum of members is present at the time when</li> </ul>

			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"> <li>The chairperson if any of the Board shall preside as Chairperson at every general meeting of the company.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	7	<ul style="list-style-type: none"> <li>If there is no such 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 members to be Chairperson of the meeting.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	8	<ul style="list-style-type: none"> <li>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.</li> </ul>
			<b>Adjournment of meeting</b>
<input type="checkbox"/>	<input type="checkbox"/>	9	<ul style="list-style-type: none"> <li>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.</li> </ul>
			<b>Voting rights</b>
<input type="checkbox"/>	<input type="checkbox"/>	10	<ul style="list-style-type: none"> <li>Every member shall have one vote.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	11	<ul style="list-style-type: none"> <li>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.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	12	<ul style="list-style-type: none"> <li>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</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	13	<ul style="list-style-type: none"> <li>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.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	14	<ul style="list-style-type: none"> <li>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</li> </ul>

			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"> <li>A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	16	<ul style="list-style-type: none"> <li>Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.</li> </ul>
<b>Board of Directors</b>			
<input type="checkbox"/>	<input checked="" type="checkbox"/>	17	<ul style="list-style-type: none"> <li>The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them.1. SOUMEN CHAKRABORTY 2. DIPA SOUMEN CHAKRABORTY</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	18	<ul style="list-style-type: none"> <li>The remuneration of the directors shall in so far as it consists of a monthly payment be deemed to accrue from day-to-day. 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 in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company or in connection with the business of the company.</li> </ul>
<b>Proceedings of the Board</b>			
<input type="checkbox"/>	<input type="checkbox"/>	19	<ul style="list-style-type: none"> <li>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.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	20	<ul style="list-style-type: none"> <li>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.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	21	<ul style="list-style-type: none"> <li>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.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	22	<ul style="list-style-type: none"> <li>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.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	23	<ul style="list-style-type: none"> <li>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.</li> </ul>

<input type="checkbox"/>	<input type="checkbox"/>	24	<ul style="list-style-type: none"> <li>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.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	25	<ul style="list-style-type: none"> <li>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.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	26	<ul style="list-style-type: none"> <li>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.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	27	<ul style="list-style-type: none"> <li>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.</li> </ul>
			<b>Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer</b>
<input type="checkbox"/>	<input type="checkbox"/>	28	<ul style="list-style-type: none"> <li>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</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	29	<ul style="list-style-type: none"> <li>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.</li> </ul>
			<b>The Seal</b>
<input type="checkbox"/>	<input type="checkbox"/>	30	<ul style="list-style-type: none"> <li>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.</li> </ul>
			<b>Others</b>

<input type="checkbox"/>	<input type="checkbox"/>	31	.
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### Subscriber Details

S. No.	Subscriber Details				
	*Name, Address, Description and Occupation	DIN / PAN / Passport number	*Place	DSC	Dated
1	SOUMEN CHAKRABORTY, S/O BINAY CHAKRABORTY, R/O FLAT NO 202 2ND FLOOR MILLENIUM CHSL LIBERTY GARDEN ROAD NO 3 MALAD WEST MUMBAI SUBURBAN 400064, OCCUPATION: SOCIAL WORK ACTIVITIES	A*I*C*3*3*	MUMBAI		12/07/2025
2	DIPA SOUMEN CHAKRABORTY, D/O SUDHAKAR GANPAT WAGHMARE, R/O FLAT NO 202 MILLENIUM CHS LTD LIBERTY GARDEN NO 3 MALAD WEST MUMBAI, SUBURBAN 400064, OCCUPATION: SOCIAL WORK ACTIVITIES	A*F*W*9*5*	MUMBAI		12/07/2025

### 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	SHIV KUMAR AGARWAL	SHIV KUMAR AGARWAL, S/O SHRI SHANKAR LAL, O/F C 10 KHOSLA COMPLEX GAGAN VIHAR EXTN DELHI 110051, OCCUPATION: PROFESSIONAL	0*8*1*	DELHI		12/07/2025