

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

OPERATION MERCY INDIA FOUNDATION

(A Company limited by guarantee)



B-1

प्रारूप आई आर
Form I
[See Regulation 16(1)]
निगमन का प्रमाण - पत्र

CERTIFICATE OF INCORPORATION

ता 01:..... का सं
NO. 38759 OF 20 02 - 2003

मैं एतद्वारा प्रमाणित करता हूँ कि आज

कम्पनी अधिनियम, 1956 के आधीन निगमित की गई है यह कम्पनी परिसीमित है।

I hereby certify that OPERATION MOBILISATION INDIA

Section 25 of
is this day incorporated under the Companies Act, 1956 * (and that the Company is limited.)

मैं हस्ताक्षर से आज ता को दिया गया।

Given under my hand at HYDERABAD this EIGHTH
APRIL day of Two thousand and
(EIGHTEENTH CHAITRA, 1924 SAKA)

CIN - U60904AP2002NPL38759

Seal
जे.एस.सी. - 1
J.S.C-1



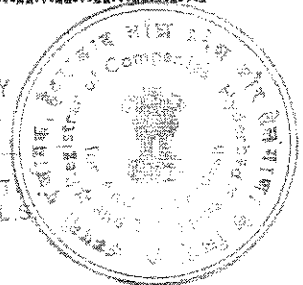
(SRVV SATYANARAYANA)
कम्पनियों का रजिस्ट्रार
Registrar of Companies
Andhra Pradesh
Hyderabad.

Dy.

* TO BE OMITTED IN RESPECT OF UNLIMITED COMPANY

CERTIFIED TO BE TRUE COPY

हैं - श्री जे.एस.सी. 1
VENKATACHANDRAN, J.C.S.
Andhra Pradesh & Telangana
Hyderabad for Andhra Pradesh & Telangana



Nanguneri
Srinivasan
Ponkunnam

malan

GOVERNMENT OF INDIA
MINISTRY OF COMPANY AFFAIRS

Andhra Pradesh

2nd Floor, CPWD Building, Kendriya Sadan, Sultan Bazar, Koti, Hyderabad - 500195, Andhra Pradesh, INDIA

Corporate Identity Number : **U80904AP2002NPL038759**

**Fresh Certificate of Incorporation Consequent upon
Change of Name**

IN THE MATTER OF M/s OPERATION MOBILISATION INDIA

I hereby certify that OPERATION MOBILISATION INDIA which was originally incorporated on EIGHTH day of APRIL TWO THOUSAND TWO under the Companies Act, 1956 (No. 1 of 1956) as OPERATION MOBILISATION INDIA having duly passed the necessary resolution in writing having been accorded thereto under Section 21 of the Companies Act, 1956 and the approval of the Central Government signified in writing having been accorded thereto under Section 21 of the Companies Act, 1956, read with Government of India, Department of Company Affairs, New Delhi, Notification No. G.S.R 507 (E) dated 24/06/1985 vide SRN A06115877 dated 24/11/2006 the name of the said company is this day changed to OPERATION MERCY INDIA FOUNDATION and this Certificate is issued pursuant to Section 23(1) of the said Act.

Given under my hand at Hyderabad this TWENTY FOURTH day of NOVEMBER TWO THOUSAND SIX.

(VIJAYA BHASKAR D)

Registrar of Companies
Andhra Pradesh



CERTIFIED TO BE TRUE COPY

[Handwritten signature]

వేణువారి లక్ష్మి వంగా, ఐ.సి.ఎల్.ఎస్.
VENNATA LAKSHMI VANGA, I.C.L.S.

Asst. Registrar of Companies
Hyderabad for Andhra Pradesh & Telangana

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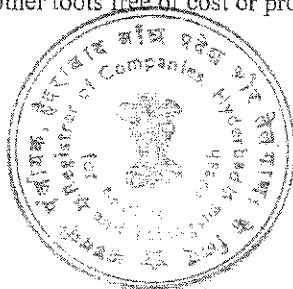
INCORPORATED
UNDER THE COMPANIES ACT, 1956
(ASSOCIATION NOT FOR PROFIT)

MEMORANDUM OF ASSOCIATION
OF
OPERATION MERCY INDIA FOUNDATION
(A Company limited by guarantee)

- I. The name of the Company is Operation Mercy India Foundation.
- II. The registered office of the Company will be situated in the State of Andhra Pradesh.
- III. The Objects for which the Company is established are:-

A. MAIN OBJECTS:

1. To establish Adult literacy centers, balwadies, educational institutions, schools and other such institutes to impart education free of cost or at subsidized fee. These also includes funding of such institutes, including Libraries and educational resources centers and also establish preventive, counseling and rehabilitation centers for the people effected from human trafficking and child labour.
2. To take steps for preventing human trafficking and also provide rehabilitation and legal assistance to those who had affected in human trafficking.
3. To establish Leprosy Rehabilitation Centre and support leprosy patients and their families financially and other such benevolent activities and to establish and run rehabilitation and detoxification centers for drug addicts and chemically dependent people. Setting up of homes for mentally challenged people.
4. To Conduct workshops for rural women and men and educate them of various Governmental Welfare schemes and thus giving a helping hand for their upliftment.
5. To establish and run Orphanages and Old-age homes, Primary Health Care Centers in rural areas and slums and to conduct Medical Camps.
6. To fund and encourage youth to participate in relief operations during natural calamities, and such other philanthropic activities and to conduct cultural tours to impart cultural and socio-economical values and teach and encourage unity and harmony in the society.
7. To purchase, publish, print and distribute Educational literature, films, video and audiocassettes and such other tools free of cost or provide at subsidized prices.



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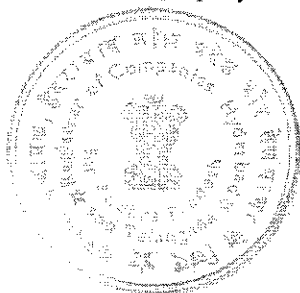
[Signature]
VENKATA BALI RAO YANCA, I.C.L.S.
Assistant Registrar of Companies
Hyderabad for Andhra Pradesh & Telangana
[Signature]

PAGE 1

8. To establish training centre to provide (1) Vocational courses and skills on various small scale industries, (2) Conduct or co-ordinate Seminars, Conferences and educate or impart knowledge on socio-economic conditions, national integrity, Law and Order, Religious harmony, and on other such National concerns.

B. THE OBJECTIVES INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS:

1. To undertake, aid, institutions for social, economical, cultural, educational and other useful objects.
2. To undertake, aid, establish research institutions, nursing homes, homes for the aged and destitute, dharmashalas, health centres, including providing medical consultancy services and publishing news papers and magazines, for the welfare of humanity at large including orphanages and other charitable organizations.
3. To prevent cruelty towards animals, birds including protection of other milching animals.
4. To subscribe to, become member of and co-operate with any other association whether incorporated or not, whose objects are altogether or in part, similar to those of the company and to procure from and communicate to any such Association such information as may be likely to further the objects of the company.
5. To raise funds for carrying on the company activities through, fee, donation or gifts, publications, government grants, provide facilities for rendering consultancy in the areas related to the objects of the company.
6. To assist any viable enterprise or ventures or self help groups with in India and abroad to raise funds to attain main objects of the company.
7. To enter into any arrangements with any government or authorities supreme, municipal local or otherwise, that may seem conducive to the objects of the company or any of them to obtain from any such government or authority any rights, privileges and concessions which the company may think desirable to obtain, and carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
8. To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit people in general.
9. To acquire by purchase, lease, in exchange, hire, donations, gifts or otherwise any movable or immovable property and any rights and interests and titles or liabilities in the interest of the



company or for any other purpose which may directly or indirectly be calculated to benefit the company and its main objects and to manage them.

10. To invest monies of the company not immediately required in Government securities.
11. To provide scholarship, prizes, medals or other awards connected with the examinations generally or any subject or subjects thereof, held by the company.
12. To do and take all such lawful act, deeds and things as are incidental or conducive to the attainment of the above mentioned objects or any of them 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 regulation or restriction which, if an object of the company would make it a trade union.

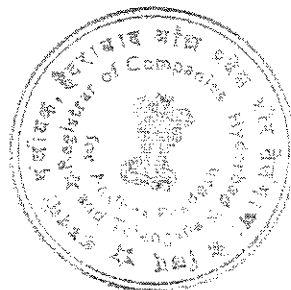
C. THE OTHER OBJECTS ARE: NIL

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

V.

1. The income and property of the company whomsoever 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 persons 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 the company to any of its members, except payment of out-of-pocket expenses, reasonable and proper interest on money lent, reasonable and proper rent on premises let out to the company.
4. Except with the previous approval of the Central Government no member shall be appointed to any office under the company which is remunerated by salary, fees or in any other manner not expected by clause (4).
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 or to any other person in return for any service actually rendered to the company.

VI.



(A) 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 previously submitted to and approved by the Regional Director, Department of Company Affairs, Chennai.

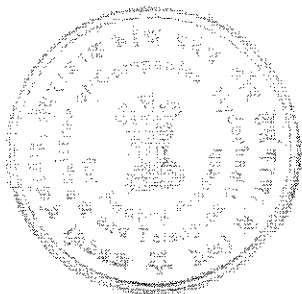
(B) No alteration shall be made to this Memorandum of Association or to the Articles of Association of the Company, which are for the time being in force, unless the alteration has previously submitted to and approved by the Commission of Income Tax having jurisdiction over the Company.

VII. The liability of the members is limited.

VIII. Each member of the company undertakes to contribute to the assets of the company in the event of its being wound up while he is a member, or within one year after he ceases to be a member for payment of the debts and liabilities of the company contracted before he ceases to be a member, and the costs, charges and expenses of winding up and for the adjustment of the rights of the contributions amongst themselves, such amount as may be required not exceeding one thousand rupees.

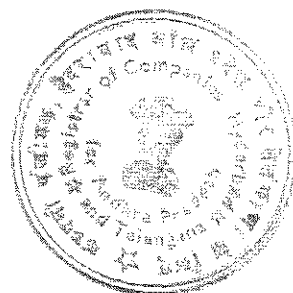
IX. True accounts shall be kept of all sums of money received and spent by the company and the matters in respect of which such receipt and expenditure takes place and of the property, credits and liabilities of the company and subjects to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulation of the company for 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 the winding up or dissolution of the company there remains, after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the company but shall be given or transferred to some other institution or institutions having objects similar to the objects of the company to be determined by the members of the company at or before the time of dissolution and 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, descriptions and occupations are hereunto subscribed are desirous of being formed into a company not for profit, in pursuance of this Memorandum of Association:

S.NO	Names, addresses, description and occupation of Subscribers	Name, address, description, occupation and signature of witness
1.	<p>Sd/- Mr. Joseph D'Souza, S/o Lawrence Xavier D'Souza 5-99/9, Fr. Balaiah Nagar, Old Alwal, Secunderabad- PIN-500010 Occ: Administrator (President)</p>	
2.	<p>Sd/- Mr. A.E Franks S/o. Edward Franks. H.No. 2-2-96, Jeedimetla Village. Quthbullapur Mandal, R.R Dist. PIN – 500 055 Occ: Administrator (President)</p>	
3.	<p>Sd/- Mr. Kurian Varghese, S/o. Cherian, Plot No. 4, Logos Street, Behind Fr. Balaiah Nagar, Old Alwal, Secunderabad, Pin- 500 010. Occ: Administrator (Vice President)</p>	<p>Sd/- C.D. VIJAY ADITYA S/o Shri D. V. Sastry CHARTERED ACCOUNTANT 120, Rohiwal Windsor Apts, 5-10-197/1 & 2 Hill Fort Road, Hyderabad- 500004</p>
4.	<p>Sd/- Mr. Marcus Chacko, S/o. K.M. Chacko, Plot No. 50, Citizen Colony, Father Baliah Nagar, Old Alwal. Occ: Administrator (Joint. Secretary)</p>	



S.NO	Names, addresses, description and occupation of Subscribers	Name, address, description, occupation and signature of witness
5.	Sd/- Mr. Albert Lael, S/o. G.P. Lazarus, Plot No. 147, Ravi Colony, Trimulgherry, Secunderabad-500 015. Occ: Accounts Officer (Treasurer)	
6.	Sd/- Mr. Anuj Patro, S/o. Nirmal Patro, Plot No. 92, NCL Enclave, Kompally, R.R. Dist. Occ: Managing Director (Executive Member)	Sd/- C.D. VIJAY ADITYA S/o Shri D. V. Sastry CHARTERED ACCOUNTANT 120, Rohiwal Windsor Apts, 5-10-197/1 & 2 Hill Fort Road, Hyderabad- 500004
7.	Sd/- Lion K Sam Paul S/o. K. Mathews SMR Estates Jayanagar, Trimulgherry, Secunderabad PIN- 500 015. Occ: IT Profession (Executive Member)	

Date:12-Mar-01

Place: HYDERABAD (A.P)

CERTIFIED TO BE TRUE COPY

[Handwritten Signature]

VENKATA RAMA RAO, CHARTERED ACCOUNTANT
 100, N. V. Road, Hyderabad

Accs. Registrar of Companies

Hyderabad for Andhra Pradesh & Telangana

[Handwritten Signature]

INCORPORATED
UNDER THE COMPANIES ACT, 1956
(ASSOCIATION NOT FOR PROFIT)
ARTICLES OF ASSOCIATION
OF
OPERATION MERCY INDIA FOUNDATION
(A Company limited by guarantee)

1. (i) In these articles...
- a.) "the Act" means the Companies Act, 1956.
 - b.) "the Seal" means the common seal of the company.

(ii) 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 regulations become binding on the company.

MEMBERS

2. The number of members with which the company proposes to be registered is 500.
3. The subscribers to the memorandum and such other persons as the Board shall admit to membership shall be members of the Company.

GENERAL MEETINGS

4. All general meetings other than annual general meetings shall be called extraordinary general meetings.
5. (i) The Board may whenever it thinks fit, call an extraordinary general meeting.

(ii) If any time there are not within India directors capable of acting, who are sufficient in number of form a quorum, 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.

PROCEEDINGS AT GENERAL MEETING

6. (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 herein otherwise provided, five members present in person shall be a quorum.



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PAGE 110

VENKATA RAM REDDY VADGA, I.C.L.S.
Actt. & Justice of Companies
Hyderabad for Andhra Pradesh & Telangana

7. (i) If within half an hour from the time appointed for holding the meeting if a quorum is not present, the meeting, if called upon the requisition of members shall be dissolved.
- (ii) In any other case, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at other time and place as the Board may determine.
- (iii) If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
8. The Chairman, if any, of the Board shall preside as chairman at every general meeting of the company.
9. If there is no such chairman, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairman for the meeting, the directors present shall elect one of their members to be chairman of the meeting.
10. If at any meeting no director is willing to act as Chairman 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 number to be chairman of the meeting.
11. (i) The chairman 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 adjourned meeting other than the business left unfinished at the meeting from which the adjourned meeting 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 it shall not be necessary to give any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
12. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second or casting vote.
13. Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.



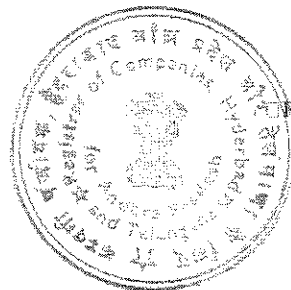
VOTES OF MEMBERS

14. Every member shall have one vote.
15. A member of unsound mind, or in respect of who 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.
16. No member shall be entitled to vote at any general meeting unless all sums presently payable by him to the company have been paid.
17. (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 Chairman of the meeting whose decision shall be final and conclusive.
18. 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. 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.

BOARD OF DIRECTORS

19. The following shall be the first Directors of the Company.
 1. Mr. Ashok Naidu
 2. Mr. A.E. Franks
 3. Mr. Kurian Varghese
 4. Mr. Marcus Chacko
 5. Mr. Albert Lael
 6. Mr. Anuj Patro

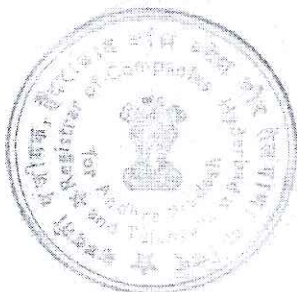


7. Lion Sam Paul

20. (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) The Directors may also be paid all travelling, hotel, and other expenses properly incurred by them-
- (a) in attending and returning from meetings of the Board or any committee thereof or general meetings of the company; or
- (b) in connection with the business of the company.

PROCEEDINGS OF MEETINGS OF BOARD

21. (i) The Board of Directors may meet for the despatch of business adjourn and otherwise regulate its meetings, as it thinks fit.
- (ii) A director may, and the manager or secretary on the requisition of a director shall, at any time summon a meeting of the Board.
22. (i) Save as otherwise expressly provided in this Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
- (ii) In case of an equality of votes, the chairman shall have a second or casting vote,
23. 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 director or directors 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.
24. (i) The Board may elect a chairman of its meetings and determine the period for which he to hold office.
- (ii) If no such chairman is elected, or if at any meeting the chairman 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 chairman of the meeting.
25. (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committee consisting of such member or members of its body, as it thinks fit.
- (ii) Any committee so formed shall, in the exercise of the powers so delegated, conform any regulations that may be imposed on it by the Board.
26. (i) A committee may elect a chairman of its meetings.



(ii) If no such chairman is elected, or if at any meeting the chairman is not present within minutes after the time appointed for holding the meeting, the members present may change one of their members to be chairman of the meeting.

27. (i) A committee may meet and adjourn as it thinks proper.

(ii) Questions arising at any meeting of a committee shall be determined by a majority votes of the members present, and in the case of an equality of votes, the chairman shall be a second or casting vote.

28. All acts done by any meeting of the Board or of a committee thereof, or by any person as a director, shall notwithstanding that it may be afterwards discovered that there was 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.

29. Save as otherwise expressly provided in the Act, a resolution in writing signed by all 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.

MANAGER OR SECRETARY

30. (i) A manager or secretary may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any manager or secretary so appointed may be removed by the Board.

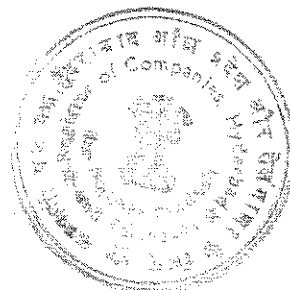
(ii) A director may be appointed as manager or secretary.

31. A provision of the Act or these regulations requiring or authorizing a thing to be done by or to a director and the manager or secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the manager or secretary.

THE SEAL

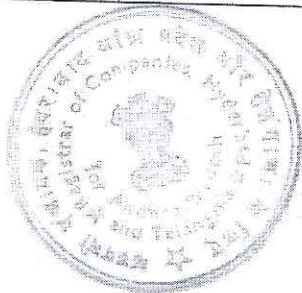
32. (i) The Board shall provide for the safe custody of the seal.

(ii) 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.



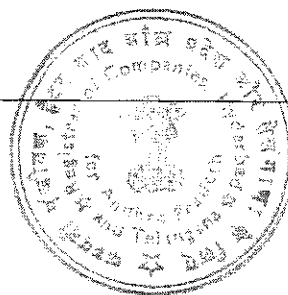
XII. We, the several persons whose names, addresses, descriptions and occupations are hereunto subscribed are desirous of being formed into a company not for profit, in pursuance of this Memorandum of Association:

S.NO	Names, addresses, description and occupation of Subscribers	Name, address, description, occupation and signature of witness
1.	<p>Sd/- Mr. Joseph D'Souza, S/o Lawrence Xavier D'Souza 5-99/9, Fr. Balaiah Nagar, Old Alwal, Secunderabad- PIN-500010 Occ: Administrator (President)</p>	
2.	<p>Sd/- Mr. A.E Franks S/o. Edward Franks, H.No. 2-2-96, Jeedimetla Village, Quthbullapur Mandal, R.R Dist. PIN - 500 055 Occ: Administrator (President)</p>	<p>Sd/- C.D. VIJAY ADITYA S/o Shri D. V. Sastry CHARTERED ACCOUNTANT 120, Rohiwal Windsor Apts, 5-10-197/1 & 2 Hill Fort Road, Hyderabad- 500004</p>
3.	<p>Sd/- Mr. Kurian Varghese, S/o. Cherian, Plot No. 4, Logos Street, Behind Fr. Balaiah Nagar, Old Alwal, Secunderabad, Pin- 500 010. Occ: Administrator (Vice President)</p>	
4.	<p>Sd/- Mr. Marcus Chacko, S/o. K.M. Chacko, Plot No. 50, Citizen Colony, Father Baliah Nagar, Old Alwal. Occ: Administrator (Joint. Secretary)</p>	



S.NO	Names, addresses, description and occupation of Subscribers	Name, address, description, occupation and signature of witness
5.	Sd/- Mr. Albert Lael, S/o. G.P. Lazarus, Plot No. 147, Ravi Colony, Trimulgherry, Secunderabad-500 015. Occ: Accounts Officer (Treasurer)	
6.	Sd/- Mr. Anuj Patro, S/o. Nirmal Patro, Plot No. 92, NCL Enclave, Kompally, R.R. Dist. Occ: Managing Director (Executive Member)	Sd/- C.D. VIJAY ADITYA S/o Shri D. V. Sastry CHARTERED ACCOUNTANT 120, Rohiwal Windsor Apts, 5-10-197/1 & 2 Hill Fort Road, Hyderabad- 500004
7.	Sd/- Lion K Sam Paul S/o. K. Mathews SMR Estates Jayanagar, Trimulgherry, Secunderabad PIN- 500 015. Occ: IT Profession (Executive Member)	

Date: 12-Mar-01
 Place: HYDERABAD (A.P)



CERTIFIED TO BE TRUE COPY

వికారి...
 VIKARI...
 ...

Registrar of Companies
 Hyderabad for Andhra Pradesh & Telangana

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