



सत्यमेव जयते

प्राकृत्य आई० आर०

Form I. R.

निगमन का प्रमाण-पत्र

CERTIFICATE OF INCORPORATION

ता० _____ का सं० _____
No. 20-17713 of 19 95

में एतद् द्वारा प्रमाणित करता हूँ कि आज _____

कम्पनी अधिनियम १९६ (१९५६ का १) के अधीन निगमित की गई है और यह कम्पनी परिसीमित है।

I hereby certify that HARSHIT MEDICAL RESEARCH CENTRE PRIVATE LIMITED

is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the Company is limited.

मेरे हस्ताक्षर से आज ता० _____ को दिया गया।

Given under my hand at Kanpur this 16th

day of March One thousand nine hundred and Ninety Five

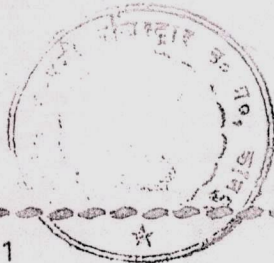
(R.D. KUREEL)

कम्पनी रजिस्ट्रार

उ० प्र० कानपुर

Registrar of Companies

U. P. KANPUR



जे०एस०सी०-१/J.S.C.-1

UNDER THE COMPANIES ACT, 1956
PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
**HARSHIT MEDICAL RESEARCH CENTRE
PRIVATE LIMITED.**

- I. The name of the Company is HARSHIT MEDICAL RESEARCH CENTRE PRIVATE LIMITED.
- II. The Registered Office of the Company will be situated in the State of Uttar Pradesh.
- II. The Objects for which the Company is established are :
 - [A] The Main Objects to be pursued by the Company on its incorporation are :-
 1. To carry on the business of hospitals, nursing homes with all amenities attached to it, together with all clinical departments, X-ray, Pathological department including biochemical, microbiology and blood bank and to let out or otherwise utilize the same in any manner.
 2. To carry on business as Medical consultants, providers, suppliers, importers, exporters, traders of all requisites for hospital, patients and invalids, to engage specialists in India or from foreign countries, for providing medical facilities to patients.
 3. To carry on research and development in medical and related sciences, to set up laboratories for research purposes, purchased to educate and train medical students, nurses, mid-wives and hospital administrators and Subject to Government permission to grant such diplomas or recognition as the Company may prescribe or deem fit from time to time, to grant stipends, scholarships or any other assistance, monetary or otherwise, to whomsoever, to further the cause of medicine and/or medical research.

[B] Objects incidental or ancillary to the attainment of the main objects are:-

1. To purchase, contract, acquire land, building, machinery and other accessories and to undertake, promote, assist, engage, own, take on lease, rent, establish moveable or immovable properties necessary for the business in which the Company will decide to deal from time to time.
2. To establish branches, agencies, and act as distributors and sub-distributors, stockists in India and elsewhere.
3. To open account or accounts with any bank and to pay into and to withdraw money from such account or accounts.
4. Subject to and in compliance with the provisions of Sections 58A and 292 of the Companies Act, 1956 and the directions of Reserve Bank of India, to borrow or raise money in such manner as the Company shall think fit and to secure repayment of any money borrowed, raised or owing, by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital and also by similar mortgage or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
5. To acquire and undertake the whole or any part of the business, good-will, property and liabilities of any person or company carrying on any business which the Company is authorised to carry on or possessed of property suitable for the purpose of the Company.
6. Subject to the provisions of the Companies Act, 1956 to establish and support or aid in the establishment and support or associations, institutions, funds, trusts and conveniences calculated to benefit employees or ex-employees of the Company or the dependents or connections of such persons and to grant pensions and allowances and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects or for public, general or useful objects or to take up programme of rural development for promoting the social and economic welfare of, or the uplift or, the public in any rural area.
7. To establish or promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the property, rights, and liabilities which may seem to benefit the Company and to place or guarantee the placing of, subscribe for, otherwise acquire all or any part of the shares, debentures or other securities of any such other company, dispose of the whole or any part of the undertaking of the Company or the land, business, property, rights, or assets of any kind of the Company or any share or interest therein respectively in such manner and for such consideration as the Company may think fit and in particular for shares, debentures, or securities of any other corporation having objects altogether or in part similar to those of this Company.
8. To draw, make, accept, endorse, discount, execute and issue promissory notes,

bills of exchange and subscribe for shares of any company but shall not carry on the business of banking as defined under the Banking Regulation Act, 1949.

9. To undertake market surveys and market research for the purpose or ascertaining the demand and supply position of products in which the Company may be dealing and to prepare, plan and execute publicity campaigns through various audio-visual medias such as Radio, Television, periodicals, newspapers and to spend the necessary amount on these projects.
10. Subject to Sections 391 to 394 of the Companies Act, 1956 to amalgamate with any other company or to enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture or reciprocal concession, or for limiting competition with any person or company carrying on or engaged in, or about to carry on or engage in any business or transaction which the Company is authorised to carry on or engage in or which can be carried on in connection therewith or which is capable of being conducted so as to benefit the Company.
12. To enter into any arrangements with any Government (Supreme, municipal, local or otherwise) or any companies, firms, or persons that may seem conducive to the attainment of the Company's objects or any of them and to obtain from any such Government, authority, company, firm or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable and to carry out, exercise and comply with any such charters, contracts, rights, privileges and concessions.
13. To pay all or any expenses incurred in connection with the promotion, formation, and incorporation of the Company, or to contract with any person, firm or company to pay the same.
14. To carry on business as merchants, importers, and exporters, and to carry on any other business which may seem to be capable of being conveniently carried on in connection with any of the objects of the company or to enhance the value of or facilitate the realisation of or render profitable any of the Company's securities, properties or rights.
15. To remunerate any person or company rendering service to this Company, either by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid-up in full or in part or otherwise, as may be thought expedient.
16. To buy, sell, repair, exchange, import, export, pledge, make advances upon, prepare for market distribute and otherwise deal in goods, wares, merchandise, produce, materials, substances, articles, commodities, things of every description capable of being dealt with in connection with the above mentioned business or any of them.

[C] Other Objects :

1. To manufacture, deal in, purchase and sell soaps and cosmetics of various kinds

and to collaborate for these purposes with other companies or parties.

2. To carry on the business of manufacturers of and dealers in rubber and plastic tubes and tyres and films and moulded goods of all kinds and for all purposes and in bottles, containers, tubes, wrapping materials, foam rubber and plastic products, transmission belts and conveyors and similar industrial articles, pipes, tubes, hoses, rubber containers and rubber lined vessels, tanks, equipments, pipes and similar equipments, electric products and parts, things, insulating materials, and all other blown, moulded, formed, extruded, calendered and dipped goods and articles.
3. To carry on the business of hospitals, nursing home and diagnostic centres and train the medical and paramedical staff for the care of the patients.
4. To carry on business of manufacturers and dealers of Iron, Steel, Stainless Steel, Alloys, Aluminium, copper, Brass, Lead, Zinc, Bronze, Gum Metal ingots, rods, flats, squares, sheets, strips, wires and scraps thereof, castings, sintering and fabrication of ferrous and non-ferrous metals.
5. To carry on business of manufacturers and dealers of machinery and equipments for the manufacture of Flocked materials, Textiles, paper, Cement, Chemical, Plastics, Rubber, Electronic equipments and instruments, foods processing and allied industries.
6. To carry on the business of water-proofers and manufacturers of rubber, leather, imitation leather cloth, plastic, P.V.C. moulded ware, sheets, films and foils, oil cloth, linoleum, tarpauline, zipfasteners, hospital sheeting and surgical goods.
7. To reclaim and to process rubber, latex and other products of natural rubber trees and to engage in business of rubber plantation, within and outside India.
8. To carry on business of manufacturers of and dealers of all kinds of electronic items of Radios, Radiograms, Transistors, Record players, Taperecorders, T.V. Sets, Hearing aids, Educational aids, Flaw detectors, Loud Speakers, Electrical heating equipments, Fans, Coolers, Electrical household equipments and appliances, Electronic instruments and Electrical devices.
9. To carry on business of manufacturers and dealers in all kinds of electronic components of Aerials, Amplifiers, Battery chargers, Battery eliminators, Capacitors, Electrical tubes, Cardioscope, Coils, condensers.
10. To acquire, purchase, sell, construct, carry out, equip, maintain, alter, improve, develop, manage, work, control and superintend and electric light and gas-works and power plant, cold storage and ice factory and any huts, markets, reservoirs, water courses, tanks, bridges, coolie lines and houses and bustees, vilages, ways, canals, reservoirs, aqueducts, watercourses, dykes, drains, wharves, furnaces, crushing works, hydraulic works, workshops, factories, warehouses, sheds, dwellings, offices, shops, stores, buildigns, flats, huts, and other works and

conveniences which may seem directly or indirectly conducive to any of the objects of the Company and to contribute to, subsidise or otherwise aid by taking part in such operations.

11. To carry on business of manufacturers and dealers of textiles, cotton cloth, furnishing cloth, silk cloth, clothes made of rayon, nylon and other synthetic and staple fibres, jute and synthetic fibre, woven cloth, sackings, fabrics, sheets, spun and drawn yarns of cotton, silk, synthetic fibres, jute, hessian and allied materials.
12. To carry on business of importers and exporters of Textiles, Plastics, Leather, Rubber, Cement, Food, Chemicals, Dyes and Auxiliaries, Radios, Transistors, Tape Recorders, all Electronic components and Electrical items, Plant and Machinery and equipments, components, castings, fabricated and finished and semi-finished goods.
13. To purchase, acquire, take on lease or in exchange or in any other lawful manner any area, land, buildings, structures and to turn the same to account, develop the same and dispose of or maintain the same and to build townships, markets, or other buildings, or conveniences thereon and to equip the same or any part thereof with all or any amenities or conveniences, drainage facility, electric, television installations and to deal with the same in any manner whatsoever.
14. To carry on the business of hotel, restaurant, cafe, tavern, beer-house, refreshment room and lodging-house keepers, licensed victuallers, wine, beer and spirit merchants, importers and manufacturers of aerated, mineral and artificial waters and other drinks, purveyors, caterers for the public generally, carriage, taxi, motor-car, and motor-loom proprietors, dairy men, ice merchants, importers and brokers of food, live and dead stock and foreign produce of all descriptions, hair dressers, perfumers, chemists, proprietor of clubs, baths, dressing rooms, laundries, reading and writing and newspaper rooms, libraries, places of amusement, recreation, sport, entertainment and instruction of all kinds, agents for railway, shipping companies and carriers, operabox office proprietors and general agents and other business which can conveniently be carried on in connection therewith.
15. To carry on business as investors, promoters, valuers, stock and share brokers and Government security dealers.
16. To carry on business of colonisers, financiers, carriers, transport agents, auctioneers, clearing and forwarding agents.
17. To carry on business of iron and Steel structural goods, furnishers, insecticides, sanitary-wares and fittings, hospitals, medical and surgical equipment and appliances.
18. To buy, sell, manufacture, repair, improve, exchange, let out on hire, import, export, and deal in all factories, works, plant, machinery, tools, utensils, appliances, apparatus, products, materials, substances, articles and things capable of being

used in any business which this Company is competent to carry on or commonly dealt in by persons engaged in any such business or which may seem capable of being profitably dealt with in connection therewith and to manufacture, experiment with, render marketable and deal in all products of residual and bye-products incidental to or obtained in any of the business carried on by the Company.

19. To build, take on lease, purchase or acquire in any manner whatsoever any apartments, houses, flats, rooms, huts or other accommodation for men or animals and to let or dispose of the same on instalment basis, purchase basis, or by out-right sale whether by private treaty or by auction or in any other mode of disposition all or any integral part thereof.
20. To transact and carry on all kinds of agency business and to work as agents, representatives, consultants, advisers of any company or concern or as merchants, traders, commission agents, underwriters, brokers, financiers, contractors, order suppliers, selling agents for commodities as specified herein.
21. To carry on business as timber merchants, saw mill proprietors and timber growers and to buy, sell, grow for market, import, export and deal in timber and wood of all kinds and to manufacture and deal in veneers, veneer products, veneer for tea chests, packing cases and commercial boards, bent wood, moulded wood and articles of all kinds in the manufacture of which timber or wood is used.
22. To carry on the business of oils, vegetable oil, chemicals, fertilizers, paints, dyes, plastics, glass, electroplating materials, leather, mathematical, scientific and survey instruments, alcohol and gases, furniture and fixtures.
23. To carry on the business of manufacturing, processing, laminations, packaging, printing of and dealing in laminated and coated materials of all kinds including moulded plastics, metal and glass containers.
24. To carry on the business of merchants and manufacturers of dyed and undyed woolen yarns, carpets, druggets, rugs of all descriptions and for such purposes to buy, sell and manufacture and deal in such carpets, druggets, rugs, and floor covering and raw materials, dyestuff and chemicals.
25. To carry on the business of merchants, manufacturers, spinners, finishers and dyers of silk, woollen and cotton yarns, synthetics, silk, chemical plastics and clothes, hemp, jute, twines, hosiery goods, ready-made garments and other materials or manufactured articles.
26. To purchase or by any other means acquire, protect, prolong and renew, whether in India or elsewhere any patents, rights, brevets d'invention, licenses, protection, concessions and secret or other information which may be or appear likely to be advantageous or useful to the Company and to use and turn to account and to manufacture under grant, licences or privileges in respect of the same and to expend money in experimenting upon testing, improving and seeking to improve and patents, inventions or rights which the Company may acquire or propose to

acquire.

27. To purchase, acquire, rent, build, construct, equip, execute, carry out, improve work, develop, administer, maintain, manage or control works and conveniences of all kinds including therein roads, ways, carrying on transport undertaking by land, water or air, stations, aerodromes, docks, piers, wharves, canals, reservoirs, water rights, water works, water courses, bridges, flumes, irrigations, embankments, hydraulic works, drainage, iron ordinance engineering and improvements, works, gas, works, saw mills, crushing mills, smelting work, ice-plants, refrigeration plants, cold storage units, rice mills and all other mills such as Dal, Sugar, Cement, Soap Factory, Distillery, Food Processing Industry, quarries, coke ovens, foundries, furnace factories, ware-houses, markets, exchanges, mints, lighters, newspapers and other publications, stores, shops or any other works, whether of the foregoing nature or not, whether for the purposes of the consideration from any other company or persons and to contribute to or assist in the carrying out or establishment, working control or superintendence thereof respectively.

IV. The Liability of the Members is Limited.

V. The Authorised Share Capital of the Company is Rs. 10,00,000/- (Rupees Ten lacs) Divided into 1,00,000 (One lac) Equity Shares of Rs. 10/- each power to increase or reduce the share capital in accordance with provisions of the law.

We the several persons, whose names and addresses are subscribed below are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the Capital of the Company set opposite to our respective names.

Name, description, occupation and addresses of each subscriber	Number and type of Subscribed shares	Signature of each subscriber	Name, addresses, description occupation and signature of witness
1. Shubha Singh W/o Dr. Harendra Prasad Singh R/o. 6, Amarawati Colony Sarvodaya Nagar, Lucknow (Profession)	100	Sd/-	
2. Shitala Prasad Singh S/o Ramodhar Singh R/o. 6, Amarawati Colony Sarvodaya Nagar, Lucknow (Farming)	100	Sd/-	
3. Draupadi Singh W/o Late Sri Harish Chandra Singh R/o. 6, Amarawati Colony Sarvodaya Nagar Lucknow (House Wife)	100	Sd/-	Sd/- Dhirendra Singh Sinha S/o Sri S. B. Lal R/o 72-A, Vikas Nagar Kanpur Chartered Accountants
		300 (Three Hundred) Equity Shares	

Dated : 20 - 2 - 95

Place : Lucknow

UNDER THE COMPANIES ACT, 1956
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
**HARSHIT MEDICAL RESEARCH CENTRE
PRIVATE LIMITED**

I. PRELIMINARY

1. The regulation contained in Table A in Schedule I of the Companies Act, 1956, shall not apply, except so far as expressly incorporated and in the case of any conflict between the provisions contained herein and the unincorporated clauses of Table 'A', the provisions herein contained shall prevail.
2. In these Articles unless the context otherwise requires :
 - (i) "The Company" or "this Company" means HARSHIT MEDICAL RESEARCH CENTRE PRIVATE LIMITED.
 - (ii) The words or expressions contained in this Article shall bear the same meaning as in the Act.
 - (iii) "The Act" means the Companies Act, 1956 or any statutory modification thereof and "Section" shall mean a Section of the said Act.
 - (iv) "The Seal" means the Common Seal of the Company.
 - (v) "Office" means the Registered Office of the Company.
 - (vi) "Words importing singular shall include plural and vice-versa and words importing the masculine gender shall include feminine gender and the words importing persons shall include body corporate.

- (vii) "Month" and "Year" mean an English calendar month and a calendar year respectively.
- (viii) "The Register" means the Register of Members to be kept pursuant to Section 150 of the Act.
- (ix) Expressions referring to "Writing" shall be constructed as including reference to printing, lithography, photography and other modes of representing or reproducing words in a visible form.

II. PRIVATE COMPANY

- 3. The Company is a private Company within the meaning of Section 2 (35) and 3(I)(iii) of the Companies Act, 1956 and accordingly :-
 - (a) The right to transfer the share of the Company shall be restricted in the manner and to the extent hereinafter appearing;
 - (b) The number of members of the Company (exclusive of persons who are in the employment of the Company, and the 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 be limited to 50 (fifty) provided, that for the purpose of this provision where two or more persons hold one or more shares jointly in the Company they shall be treated as a single member; and
 - (c) No invitation shall be issued to the public to subscribe for any shares in, or debentures of the Company.

III. CAPITAL

- 4. (1) The authorised share capital of the Company shall be such amount and be divided into such shares as may from time to time be provided under Clause No. V of the Memorandum of Association of the Company .
- (2) The Company shall have the power to increase or reduce the capital for the time being of the Company and to divide the shares in the capital into several classes with rights, privileges or conditions as may be determined. The Company may issue preference shares which shall, or at the option of the Company shall be, liable to be redeemed, subject to the provisions of the Companies Act, 1956.

IV. SHARES

- 5. The shares shall be under the control of the Board of Directors who may classify, allot or otherwise dispose of the same to such persons on such terms and conditions and either at a premium or at par or subject to the provisions of the Act at a discount and at such times as the Board of Directors thinks fit and with full power to make calls for the allotment of any share either at par or at a premium or

at a discount and for such time and for such consideration as the Board of Directors may think fit. The rights attached to different classes of shares may be varied in accordance with the provisions of the Section 106 & 107 of the Companies Act.

6. The joint holders of shares shall severally as well as jointly be liable for payment of all instalments and calls due in respect of such shares.

V. SHARE CERTIFICATES

7. The certificates of title to the shares shall be issued under the seal of the Company in the manner prescribed under the rules framed under the Act. The Company shall comply with the provisions of such rules.
8. Every member shall be entitled to one certificate for the shares registered in his name or if the Board of Directors so approves, upon paying such fees as the Board of Directors may, from time to time, determine, to several certificates, for one or more such shares ;
9. The certificates of shares registered in the name of two or more persons shall be delivered to the first named person in the register and this shall form a sufficient delivery to all such holders.
10. If any certificate is worn out or defaced, then upon production thereof to the Board of Directors, may order the same to be cancelled and may issue a new certificate in lieu thereof; and if any certificate is lost or destroyed then upon proof to the satisfaction of the Board of Directors and on such indemnity as the Board of Directors deems adequate being given, a new certificate in lieu thereof will be given to the party entitled to such lost or destroyed certificate. The sum of Rs. 1/- shall be paid to the Company for every certificate issued under this clause and the Company shall also be paid all expenses incurred in investigating evidence of loss.

VI. CALLS

11. The Board of Directors may, from time to time, make such calls on uniform basis, as it thinks fit, upon the members in respect of all moneys unpaid on the shares (whether on account of the nominal value of the shares or by way of premium) held by them respectively and not by the conditions of allotment thereof made payable by instalments.
12. Fourteen (14) clear days, notice of any call shall be given specifying the time and place of payment and the persons to whom such call shall be made.
13. If by the terms of issue of any share or otherwise any amount is made payable at any fixed time or by instalments at fixed times, whether on account of the amount of the shares or by way of premium, every such amount of instalment shall be payable as if it were a call duly made by the Board of Directors and of which due notice had been given and all provisions herein contained in respect of call shall relate to such amount or instalment accordingly.

14. If the sum payable in respect of any call or instalment be not paid or before the day appointed for payment thereof the holder for the time being of the share in respect of which the call shall have been made or the instalment shall be due, shall pay interest for the same at the rate of 9 (nine) percent per annum thereof til the time of actual payment, but the Board of Directors shall be at liberty to waive payment of the interest wholly or in part.
15. The Board of Directors may, if they think fit, receive from any member willing to advance the same, all or any part of the money due upon the shares held by him beyond the sums actually called for and upon the money so paid in advance or so much thereof, as from time to time exceeds the amount or the calls then made upon the shares in respect of which such advance has been made, the Company may pay interest at such rate not exceeding 6 (six) per cent per annum or as the member paying such sum in advances and Board of Directors agree upon. Money so paid in excess of the amount of calls while carrying interest shall not rank for dividends. Money so paid in excess of the amount of call until appropriated towards satisfaction of any call shall be treated as advance to the Company and not part of capital and shall be repayable at any time if the Board of Directors so decide.

VII. FORFEITURE OF SHARES

16. If any member fails to pay the whole or any part of any call or instalment or any money due in respect of any shares either by way of principal or interest on or before the day appointed for the payment of the same the Board of Directors may at any time thereafter during such time as the call or instalment or other money remains unpaid, serve a notice on such member, requiring him to pay the same together with any interest that may have accrued and all the expenses that may have been incurred by the Company by reason of such non-payment.
17. The notice shall name a further day (not being less than 14 days from the date of notice) and a place on and at which such call or instalment and interest and expenses as aforesaid are to be paid. The notice shall also state that in the event of non-payment at or before the time and at the place appointed, the shares in respect of which such call was made or instalment in payable will be liable to be forfeited.
18. If the requirements of any such notice as aforesaid are not complied with, any shares in respect of which such notice has been given may at any time thereafter, before payment of all calls or instalments, interest and expenses due in respect thereof, be forfeited by a resolution of the Board of Directors to that effect and the forfeiture shall be recorded in the Board of Directors Minutes Book. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.
19. When any share shall have been so forfeited, notice of the resolution shall be given to the member in whose name it stood immediately prior to the forfeiture and entry

of the forfeiture with date thereof shall forthwith be made in the Register of Members.

20. Any share so forfeited shall be deemed to be the property of the Company and the Board of Directors may sell, re-allot or otherwise dispose of the same in such manner as they think fit.
21. Any memembr whose shares have been forfeited shall cease to be a member of the Company in respect of the forfeited shares, but shall notwithstanding the forfeiture, remain liable to pay to the Company all calls, instalments, interest and expenses owing upon or in respect of such shares at the date of the forfeiture, together with interest thereon from the time of forfeiture until payment at the rate of 9 (nine) per cent per annum and the Board of Directors may enforce the payment thereof, if they think fit.
22. The forfeiture of a share shall involve the extinction of all interest in and also of all claims and demands against the company in respect of the share, and all other rights incidental to the share, except only such of those rights as by Articles are expressly saved.
23. A duly verified declaration in writing that the declarant is a Director, or Managing Director, and that certain shares in the Company have duly been forfeited on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the shares, and such declaration and the receipt of the Company for the consideration, if any given for the share on the sale or disposition thereof shall constitute a good title to such shares and the person to whom the shares are sold shall be registered as holder thereof and shall not be bound to see to the application of the purchase money, nor shall his title to such shares be effected by any irregularity or invalidity in the proceedings in reference to such forfeiture, sale or disposition.

VIII. LIEN ON SHARES

24. The Company shall have first and paramount lien upon all partly paid up shares registered in the name of each member (whether solely or jointly with others), and shall also have such lien upon the proceeds or sale thereof for his debts, liabilities and engagements, solely or jointly with any other person, to or with the Company whether in respect of the shares in question or otherwise, howsoever, whether the period for the payment, fulfilment or discharge thereof shall have actually arrived or not, and no equitable interest in any such share shall be created except upon the footing and condition, that provisions of these articles are to have full effect, and such lien shall extend to all dividends from time to time declared in respect of such shares and unless otherwise agreed, the registration of a transfer of share shall operate as waiver of the company's lien, if any, on such shares.
25. No memembr shall exercise voting rights in respect of any shares registered in his name on which any calls or other sums presently payable by him, have not been paid or in regard to which the Company has exercised any right of lien.

26. For the purpose of enforcing such lien, the Board of Directors may sell the shares there to in such manner as they think fit but no sale shall be made until such period as aforesaid shall have arrived, and until notice in writing of the intention to sell shall have been served on such member, his executors or administrators, and default shall have been made by him or them in the payment, fulfilment or discharge of such debts, liabilities or engagements for seven (7) days after such notice.
27. The net proceeds of any such sale, shall be applied in or towards satisfaction of the debts, or engagements of such member, his executors, administrators or representatives and the residue, if any, shall subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the persons entitled to the shares at the date of the sale.
28. Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers herein-before given, the Board of Directors may cause the purchaser's name to be entered in the Register of Members in respect of the shares sold, and the purchaser shall not be bound to see to the regularity of the proceedings, or to the application of the purchase money, and after his name has been entered in the Register in respect of such shares the validity of the sale shall not be impeached by any person, and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.

IX. TRANSFER AND TRANSMISSION

29. Save as provided in the Articles or unless all the members for the time being of the Company agree no share shall be transferred or issued to a person who is not a member of the Company so long as a member is willing to purchase the same at a fair value.
30. The person proposing to transfer any share to a person who is not a member of the Company (hereinafter called transferor) shall give previous notice in writing to the Company of his such intention. Such notice shall constitute the Company his agent for the sale of share or shares to any member of the Company at the fair value fixed in accordance with provisions in the Articles.
31. Shares specified in any transfer notice shall be offered to the members in such order as shall be determined by lots drawn in regard thereto and the lots shall be drawn in such manner as the Board of Directors may think fit.
32. If the Company shall not within the space of two calendar months after being served with a notice of transfer as aforesaid find a member willing to purchase the shares in the manner aforesaid, the proposing transferor shall, at any time after three calendar months be at liberty to sell and transfer such shares to any person at any price, provided that the Board of Directors may refuse to register any such share in the name of a body corporate.
33. In case any difference arises between the proposing transferor and the purchaser

- member as to the fair value of the share, the Auditors of the Company shall fix up the value thereof which shall be deemed to be the fair value.
34. On the death of a member the survivor or survivors where the member was a joint holder and his legal representatives where he was a sole holder shall be the only persons recognised by the Company as having any title to his interest in the shares. Nothing shall however, release the estate of a deceased joint holder from any liability in respect of any shares which have been jointly held by him with other persons.
 35. The Board of Directors may refuse to transfer any share or shares without assigning any reason, and shall so decline in the case of any transfer, the registration of which will involve a contravention of Article 3 of these presents. No transfer shall be made or registered without the previous sanction of the Board of Directors.
 36. Subject to the provisions of Article 35 of these presents a member may transfer any share or shares held by him/her to his/her spouse or relative by way of gift or for any pecuniary consideration.
 37. A fee not exceeding one rupee may be charged upon registration of any transfer. The Board of Directors may, however, waive such fee and when deemed fit by them.
 38. The transfer books and the register of members may be closed during the 14 (fourteen) days immediately preceding each of the Annual General Meeting but not exceeding in the aggregate 45 (forty-five) days in each year and 30 (thirty) days at any one time.

X. ALTERATION OF CAPITAL

39. The Company in General Meeting may from time to time by ordinary resolution, increase the share capital by such sum and to be divided into shares of such amount as may be specified in the resolution.
40. The Company may by ordinary resolution:
 - (a) Consolidate or divide all or any of its share capital into shares of smaller or larger amount than its existing shares;
 - (b) Sub-divide its existing shares, or any of them into shares of smaller amount than is fixed by the Memorandum, subject nevertheless, to the provisions of clause (d) of sub section (1) of Section 94 of the Act.
41. The Company by special resolution may reduce in any manner subject to the requirements of the Law:
 - (a) Its share capital;
 - (b) Any capital redemption reserve account; or

- (c) Any share premium account.

XI. GENERAL MEETINGS

42. All general meetings other than the annual general meeting shall be called extra-ordinary general meeting. Any business to be transacted at such general meeting shall be special business.
43. The Board of Directors may, whenever it think fit, call an Extra-Ordinary General Meeting, subject to the provisions of the Companies Act, 1956.
44. (1) If at anytime there are not within India Directors capable of acting who are sufficient in number to form a quorum, any Director or any two members of the Company may call an Extra Ordinary General Meeting in the same manner, or as nearly as possible, as that in which such a meeting may be called by the Board of Directors.
- (2) Provisions of Section 173 and sub section 176 (2) of the Act shall apply to the Company.
- (3) Provisions of Section 171 of the Act shall apply to the Company in regard to length of notice for calling the meetings.
45. On a show of hands every memembr present in person shall have one vote and upon a poll the voting rights of members shall be in proportion to the share of the paid up capital of the Company carrying voting rights.
46. Member not personally presnet shall not be entitled to vote on a show of hands unless such member is a Corporation present by a representative duly authorised under Section 187 of the Act.
47. Where there are joint registered holders of any share, any one of such holders may vote at such meeting either persoanlly or by proxy, in respect of such share as if he was solely entitled thereto and if more than one of such share holders be present at any meeting personally or by proxy then one of the said persons so present whose name stands first on the Register in respect of such share alone be entitled to vote in respect thereof. Where there are several executors or administrators of the deceased member in whose sole name any share stands, any of such executors or administrators present at the meeting at which such a vote is tendered objects to the votes in which case the executors or adminsitratrs whose name stands first on the register shall be entitled to vote.
48. Votes may be given either personally or by proxy on poll or in case of a Company by a representative duly authorised as aforesaid.
49. No member shall be entitled to be present or to vote on any question either persoanlly or by proxy or as proxy of another memembr at any General Meeting or upon a poll or be reckoned in a quorum while any call or other sums be due or payable to the Company in respect of such member.

XII. DIRECTORS AND GENERAL PROVISIONS

50. (a) The number of Directors shall not be less than two and (unless otherwise determined by the Company in General Meeting) be more than twelve inclusive of nominee Directors.
- (b) The persons here in after named shall be the first Directors of the Company.
- (1) Dr. Shubha Singh
- (2) Mr. Shitla Prasad Singh
- (3) Mrs. Draupadi Singh
- (c) Directors are not required to hold any shares in the Company as qualification shares.
51. Each Director shall receive from out of the funds of the Company as remuneration for his services a minimum fee of Rs. 100/- [Rupees One Hundred] or such other amount as the Board of Directors may fix, for each meeting of the Board of Directors attended by him. The Board of Directors may pay all reasonable travelling and other expenses actually incurred by the Director to attend any meeting of the Board of Directors. The Company in General Meeting may by passing a special resolution under Section 314 of the Act, provide for payment of any percentage of net profits of the Company to the Directors or any Director by way of remuneration in addition to or in lieu of the fee payable to them or him.
52. If any Director being willing is called upon to perform extra services or to make any special exertion in going or residing away for any of the purposes of the Company only giving special attention to the business of the Company as a member of Committee of Board of Directors or otherwise the Company may, subject to the provisions of the Act, provide for remuneration to the Director so doing and such remuneration may be either in addition to or in substitution of his share in the remuneration from time to time provided for the Directors.
53. The Company may in General Meeting elect any person to be a Director and subject to the provisions of any agreement for the time being in force the Company may by Ordinary RESolution subject to Section 284 of the Act, remove any Director.
54. The provisions of Section 256 of the Act relating to the rotation of Directors shall not apply to the Company.
55. The Directors at a meeting of the Board of Directors or by passing a resolution by circulation shall have power at any time to appoint any other person to be a Director of the Company either to fill a casual vacancy or as an addition to the Board of Directors or as an alternate Director in pursuance of the Section 313, but

the total number of the Directors shall not at any time exceed the maximum number fixed under these Articles.

56. (1) Subject to the provisions of the Act, the control of the Company shall be vested in the Board of Directors who shall be entitled to exercise all such powers and to do all such acts and things, as the Company is authorised to exercise and do; provided that the Board of Directors shall not exercise any power or do any act or thing which is directed or required, whether by the Act or any other statute or by the Memorandum or by these Articles of the Company, or under any regulations not inconsistent therewith and duly made there under, including regulations made by the Company in General Meeting.

Provided further that in exercising any such power or doing any such act or thing the Board of Directors shall be subject to the provisions contained in that behalf in the Act, or in any other statute, or in the Memorandum or in these Articles of the Company, or in any regulations not inconsistent therewith and duly made thereunder including regulations made by the Company in General Meeting, and no such regulation shall invalidate any prior act of the Board of Directors which would have been valid if that regulation had not been made.

- (2) The Board of Directors may, from time to time at their discretion, subject to the provisions of the Act, raise or borrow money either from the bankers, Directors or from elsewhere and secure the payment of any such sum or sums of money for the purposes of the Company.
- (3) The Board of Directors may raise or secure the repayment of such sum or sums in such manner and upon such terms and conditions in all respects as they think fit, and in particular, by any mortgage, charge or other security on the undertaking or the whole or any part of the property of the Company (both present and future), including its uncalled capital for the time being.
- (4) The Board of Directors may delegate its powers subject to and in accordance with the provisions of Section 292, to any Manager or other principal officer of the Company or Committee of Board of Directors to such extent and manner as the Board of Directors may deem fit. Any power so delegated may be revoked at any time or made to conform to any condition or regulation as maybe required by the Board of Directors from time to time.

57. (1) The Board of Directors may elect a Chairman in its meeting and determine the period for which he is to hold office.
- (2) If no such chairman is elected, or if at any meeting the Chairman is not present within 15 minutes after the time appointed for holding the meeting the Directors present may elect one of their member to be Chairman of the meeting.

58. If it is provided by any agreement, deed or other document securing or otherwise i

connection with any loan taken by the Company or in connection with taking of any shares by any person, of company that any person or persons shall have power to nominate a Director on the Board of Directors of the Company then and in case of taking of any such loan or shares or entering into such agreement the persons or persons having such power may exercise his power from time to time and appoint a Director accordingly. Such Director may be removed from Office at any time by the person or persons in whom the power under which he was appointed is vested and another Director may be appointed in his place but while holding such office he shall not be liable to retire by rotation nor hold any qualification shares.

XIII. MANAGING OR WHOLETIME DIRECTORS

59. (a) Subject to the provisions of Section 314 and other restrictions laid down in the Act, in so far as they are applicable to Private Companies, the Board of Directors may from time to time appoint one or more of their body to be Managing Director (s), and/or wholetime Director (s), Director Administration and Technical Directors either for a fixed term or without any limitation as to the period for which he or they is, or are to hold such office, and from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place and places.
- (b) Any such appointed Directors under Articles 59 (a) (subject to the provisions of any contract between him and the Company) shall be subject to the same provisions as to resignation and removal as the other Directors of the Company and shall ipso-facto cease to be Managing Director (s), wholetime Director (s), if he ceases to hold office of a Director for any cause. They shall not be liable for retirement on rotation.
- (c) The remuneration of Managing Director, Chairman, Wholetime Director, Director Administration or Technical Director shall (subject to the provisions of any contract between him and the Company) from time to time be fixed by the Board of Directors, and may be by way of fixed salary or commission or percentage of profits or turnover of the Company or both.

XIV. MANAGER OR SECRETARY

60. (a) Subject to the provisions of section 197 A and 383 A of the Act, a Manager or Secretary may be appointed by the Board of Directors 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 of Directors.
- (b) A Director may be appointed as Manager or secretary subject to the provisions of Section 314 of the Act.
- (c) A provisions of the Act or these Articles requiring or authorising a thing to be

done by or to a Director and the Manager or Secretary shall be satisfied by it being done by or to the same person acting both as Director and as, or in place of the Manager or Secretary.

XV. COMMON SEAL

61. (1) The Board of Directors shall provide for 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 of Directors or of a Committee of the Board authorised by it in that behalf and except in the presence of at least one Director or secretary or such other person as the Board of Directors may appoint for the purpose who shall sign every instrument to which the seal of the Company is so affixed in his presence, subject to the provisions of Article 7 hereof, in respect of share certificates.
- (2) The Company may exercise the power conferred by Section 50 with regard to having an official seal for use abroad, and such power shall be vested in the Board of Directors.

XVI. DIVIDENDS

62. The profits of the Company shall be divisible among the members in proportion to the amount of Capital paid up on the shares held by them respectively at the date of declaration of the dividend.
63. The Company in Annual General Meeting may declare a dividend to be paid to the members but no dividend shall exceed the amount recommended by the Board of Directors. No dividend shall be payable except out of the profits of the financial year or any other undistributed profits and no dividend shall carry interest as against the Company.
64. The Board of Directors may, from time to time, pay to the members such interim dividends as in their judgement the position of the Company justifies.
65. The Board of Directors may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares in the Company.
66. Any one of the several persons who are registered as the joint holders of any share may give effectual receipts for all dividends and payments on account of dividends in respect of such shares.
67. (1) Subject to the provisions of the Act, the Board of Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks proper as a reserve or reserves which shall, at the discretion of the Board of Directors, be applicable for any purpose to which the profits of the Company may be properly applied, including provisions for meeting contingencies or for equalising dividends, and pending such application, may, at the like discretion, either be employed in the business of the Company or

be invested in such investments (other than shares in the Company) as the Board of Directors may, from time to time, think fit.

- (2) The Board of Directors may also carry forward any profits which it may think prudent not to divide, without setting them aside as a reserve.

68. All dividends remaining unpaid shall be dealt with in the manner as provided under Sections 205A and 205B, of the Companies Act, 1956.

XVII. CAPITALISATION OF PROFITS

69. The Company in General Meeting may upon the recommendation of the Board of Directors, subject to Section 78 of the Act resolve :-

- (a) (i) that it is desirable to capitalise any part of the amount for the time being standing to the credit to any of the Company's Reserve Account, or to the credit of the Profit and Loss A/c or otherwise available for distribution;
- (ii) that such sum be accordingly set free for distribution in the manner specified in clause (b) among the members who would have been entitled thereto, if distributed by way of dividend and in the same proportion.
- (b) The sum aforesaid shall not be paid in cash but shall be applied to the provisions contained in the Act, whether in or towardsd :-
- (i) Paying up any amount for the time being unpaid on any shares held by such members respectively.
- (ii) Partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (iii) below.
- (iii) Paying up in full, unissued shares of the Company to be allotted and credited as fully paid up, to and amongst such member in the proportions aforesaid.
- (c) A share premium account and a Capital redemption account may for the purpose of this regulation only be applied in paying up of unissued shares to be issued to the members of the Company as fully paid up bonus shares.

XVIII. WINDING UP

70. If the Company shall be wound up and Assets available for distribution among the members shall be insufficient to repay the whole of the paid up capital, such assets shall be divided amongst the members in proportion to the capital paid up or which ought to have been paid up at the commencement of the winding up on the shares held by them respectively and if in a winding up the assets available for distribution among the members shall be more than sufficient to repay the whole of the capital or the capital paid up at the commencement of the winding up, the excess shall be

distributed among the members in proportion to the paid-up capital at the commencement of the winding up or which ought to have been paid up on the shares held by them respectively. But this clause is without prejudice to the rights of the preference shares, if any, and shares issued upon special terms and conditions.

XIX. INDEMNITY

71. Subject to the provisions of Section 201 of the Act, every Director, Manager, Auditor or Officer of the Company or any person (Whether an officer of the Company or not) employed by the Company shall indemnified out of the funds of the Company against any liability incurred by him as such Director, Manager, Auditor or Employee in defending any proceedings whether civil or criminal in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 633 of the Act in which relief is granted to him by the Court.

XX. ARBITRTION

72. In case any difference arises between the Company and any member of the Company or between the Company and any other persons to whom these presents shall apply, the same shall be referred to arbitration and if the parties cannot agree upon a single Arbitrtor, there shall be two Arbitrators who shall have power to elect an umpire and in either case such reference shall be so arranged, conducted and carried out as with regard to the mode and consequences of the reference and in all other respects, to conform to the provisions in that behalf contained in the Arbitration Act, 1940 or Acts in force for the time being in the Republic of India.

Name, description, occupation and addresses of each subscriber	Signature of each subscriber	Name, addresses, description, occupation and signature of witness
1. Shubha Singh W/o Dr. Harendra Prasad Singh R/o. 6, Amarawati Colony Sarvodaya Nagar, Lucknow (Profession)	Sd/-	
2. Shitala Prasad Singh S/o Ramodhar Singh R/o. 6, Amarawati Colony Sarvodaya Nagar, Lucknow (Farming)	Sd/-	
3. Draupadi Singh W/o Late Sri Harish Chandra Singh R/o. 6, Amarawati Colony Sarvodaya Nagar Lucknow (House Wife)	Sd/-	<p style="text-align: center;">Sd/- Dhirendra Singh Sinha S/o Sri S. B. Lal R/o 72-A, Vikas Nagar Kanpur Chartered Accountants</p>

Dated : 20 - 2 - 95
Place : Lucknow