
THE COMPANIES ACT, 1956

(Company Limited by Shares)

Memorandum of Association

AND

Articles of Association

OF

LAHOTI MEDI-CARE PRIVATE LIMITED



प्रारूप. आई. आर.
FORM I. R.

निगमन का प्रमाण-पत्र
Certificate of Incorporation

ता..... का सं.....

No. 10-05529 of 1989

में एतद् द्वारा प्रमाणित करता हूँ कि आज लाहोटी मेडी-केअर प्रायवेट लिमिटेड कम्पनी अधिनियम, १९५६ (१९५६ का १) के अधीन निगमित की गई है और यह कम्पनी परिसीमित है।

I hereby certify that Lahoti **MEDI-CARE PRIVATE LIMITED** is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the Company is limited by shares.

मेरे हस्ताक्षर से आज तारीख ग्यारह आश्विन, शक उन्नीस सौ ग्यारह को दिया गया।

Given under my hand at **Gwalior** this **THIRD** day of **October** One thousand Nine hundred and **Eighty Nine**.



Sd/-
(H. S. BAWA)
कम्पनियों का रजिस्ट्रार
Registrar of Companies
Madhya Pradesh, Gwalior

29. In case the Directors consider that the continuance of any person as a member of the Company is detrimental to the interest of the Company, they may in their discretion if authorised by a resolution passed by a majority of three fourth in value of the shareholders as a General Meeting, call upon the said person or persons to transfer his or her or their representative share or shares at a price which the Auditors of the Company for the time being shall certify in writing under their hand to be in their opinion, the fair selling price there of as between a willing vendor and a willing purchaser to any one or more of the continuing members or to any outsider approved by the above said majority of the shareholders in accordance with the provisions of these articles and from the date the transfer of shares become effective under the aforesaid resolution, the said persons shall ipso facto cease to be a member or members of the Company shall become disentitled to any of the rights, privileges and benefits as such member of the Company.

GENERAL MEETING

30. (i) Subject to the provisions of Section 166 read with Section 210 of the Companies Act, 1956 the first Annual General Meeting of the Company shall be held within eighteen months from the date of incorporation of the Company and the next Annual General Meeting of the Company shall be held within six months after the expiry of the financial year in which the First Annual General Meeting was held and there after an Annual General Meeting of the Company shall be held within six months after the expiry of each financial year but so that not more than fifteen months shall lapse between the date of one Annual General Meeting and that of the next. Every Annual General Meeting shall be called for a time during business hours on a day that is not a public holiday and shall be held either at the Registered office of the Company or at some other place within the city or town in which the registered office of the Company is situated and the notice calling the meeting shall specify it as Annual General Meeting.
- (ii) All general Meeting other than Annual General Meeting shall be called extra-ordinary General Meeting.
31. A General Meetings of the Company may be called by giving not less than 7 days clear notice in writing to all members entitled to receive the same specifying the place, day and hour of the meeting.
32. The accidental omission to give any such notice or the non-receipt of any such notice by the members to whom it should have been given, shall not invalidate any resolution passed or proceeding held at such meeting.
33. Two members present personally shall be a quorum for all purposes as any General Meeting.
34. On a poll every member shall have one vote in respect of each share held by him.

BOARD OF DIRECTORS

35. The number of Directors shall not be less than two and not more than Twelve unless and until otherwise determined by the Company at a General Meeting.
36. The First Directors of Company shall be :
1. Dr. Rajendra Lahoti
 2. Shri Vishnudas Rathi
- and following are the present Director
1. Dr. Rajendra Lahoti
 2. Dr. Prakash Bangani
 3. Dr. P. D. Patwa
 4. Shri. Pradeep Apte
 5. Dr. Brajesh Lahoti
37. The Board shall have power at any time and from time to time to appoint a person as an additional Director, who shall hold office until the date of the next Annual General Meeting. In any case the limit mentioned as above regarding the maximum number of Directors shall not exceed by such appointments.
38. The Board of Directors may appoint an alternate Director to act for a Director (hereinafter referred to as Original Director) during his absence for a period of not less than three months from the State in which the meeting of the Board are ordinarily held. The alternate Director so appointed shall not hold office as such for a period longer than permissible to the original Director in whose place he has been appointed and shall vacate office as and when the original Director returns to the State in which the Meetings of Board are ordinarily held.