

THE COMPANIES ACT, 2013
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
MEMORANDUM OF ASSOCIATION

OF

HEERA DINKAR MEMORIAL MEDICAL RESEARCH FOUNDATION

(COMPANY LIMITED BY GUARANTEE AND NOT HAVING SHARE CAPITAL NOT FOR PROFIT
UNDER SECTION 8 OF THE COMPANIES ACT 2013)

- 1st** The name of the Company is HEERA DINKAR MEMORIAL MEDICAL RESEARCH FOUNDATION
- 2nd** The Registered Office of the Company will be situated in the State of Maharashtra within the jurisdiction of the Registrar of Companies, Pune.
- 3rd** **(A) THE OBJECT TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION IS:**
1. To carry on the activity of promoting, establishing, setting up, managing, sponsoring, guiding and running diagnostic centers, laboratories, facilities to the needy and poor patients, performing all type of diagnostic tests and procedures, outsourced pathology tests for charitable institutes, to provide services of doctors and medical professionals to conduct diagnostic camps for the poor, migrant workers, labour, under privileged persons and all type of residential complexes and also to carry on the activity of dental medicinal services including but not limited to dental checkups, treatments, cosmetic dental treatments, and to set up, manage, sponsor and run dental clinics and facilities and to carry on the activity of promoting, sponsoring, establishing, setting up, running, managing day care centres, hospice, geriatric care centers, institutions, fertility and IVF centres and to carry on the activity of promoting, sponsoring, establishing setting up, running, managing nursing bureaus educational institutes for para-medical services including but not limited to nursing, care giving, conduct trainings.
- (B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3(A) ARE:**
2. To establish, promote, sponsor, run, manage and maintain various reference libraries, laboratories and research centers for the promotion of its objects.
 3. To run online courses, educational portals and websites and any other web promotional activities globally for the promotion of its objects.
 4. To provide scholarships, fellowships, grants to students, scholars and institutions for the research in any of topics for the promotion of its objects.
 5. To establish branches and offices in different parts of India and abroad for the promotion of its objects.

6. To award degrees, fellowships, prizes, certificates, diplomas of proficiency in various subjects of studies and conduct such tests, examinations or other scrutiny as may be prescribed from time to time for the promotion of its objects.
7. To associate itself with other bodies or persons to spread the knowledge and all the objects of the company.
8. To print and publish an official journal of the company, books, periodicals or publications through various media on and allied subjects for the promotion of its objects.
9. To appoint officers and other staff as may be found necessary or convenient for the conduct and management remuneration as may be prescribed from time to time for the promotion of its objects.
10. To appoint, authorize or confer power of attorney in favour of persons or employees from time to time for the purpose of representing the company in courts of law, judiciary or non judiciary govt. authority.
11. To make donations and / or give grants to any persons, Companies, Societies, Foundations, Institutions, Universities and / or trust who have objects similar to any one or more of the objects of the Company for the promotion of its objects subject to the guidelines of various Government Departments
12. To take on lease or on leave and license or otherwise acquire or obtain possession of property from any person, Company, Society, Foundation, Trust, Organization and / or Institution, Universities as may be deemed fit for the promotion of its objects.
13. To provide endow, furnish and / or fit out any of its property with all necessary furniture, instruments and other equipment and maintain and / or manage offices, premises, center, institutions and other establishments or institutions for the furtherance and / or advancement of any one or more of the objects of the Company.
14. To acquire, buy, sell, market, distribute, exchange and / or otherwise dispose of, store, hold, package, transport, use experiment, with handle, in educational equipment for the promotion of its objects.
15. To purchase, take on lease or in exchange, hire or otherwise acquire any immovable or moveable property and any rights or privileges for the promotion of its objects.
16. To construct, maintain and alter any building or erection and to provide the same with all proper and necessary fixtures, furniture, fittings, apparatus, appliances, conveniences and accommodations for the promotion of its objects.
17. To hire, purchase, maintain and operate vehicles for carrying out the activities of the companies for the promotion of its objects.

18. To help, establish linkages with financial institutions, urban and rural communities and government agencies (Central, State or Local) for promotion of each and every object of the Company.
19. To accept donations, assistance and funds on behalf of the implementing agencies from the Government and / or foreign donors, individuals, firms, private companies, societies subject to such laws as may be applicable in the manner stated above and to obtain necessary accounts and information regarding the physical and financial progress from the implementing Agency / Agencies.
20. To open and operate a banking account or banking accounts and to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, drafts, cheques, bonds and other negotiable or transferable instruments for the promotion of its objects.
21. To manage the funds of the Company not immediately required in such manner as the Company thinks fit for the promotion of its objects.
22. To enter into any arrangements with any Government and authorities, municipal, local or otherwise or any person or Company that may seem conducive to the objects of the Company or any of them and to obtain from any such Government, authority, person or Company any rights, privileges, charters, contracts, licenses and concessions which may be thought by and / or on behalf of the Company desirable to obtain and to carry out, exercise and comply therewith for the promotion of its objects.
23. To apply for secure, acquire by grant, legislative enactment, assignment, transfer purchase or otherwise and to exercise, carry out and enjoy and charter, license, power, authority, franchise, concession, right, or privilege, which any Government or authority, supreme, municipal, local or otherwise in any corporation or other public body may be empowered to grant, and to pay for, aid in and contribute towards carrying the same into effect, and to issue and / or appropriate any debentures or other securities and assets to defray the necessary costs, charges and expenses thereof for the promotion of its objects.
24. To accept corporate social responsibility funds from the PSUs, Corporations, Companies and manage and spend the funds as per the stated objectives of the respective CSR policy of the PSU, Corporation or Company that are in line with the objects of the Company for the promotion of its objects.
25. To work as an advisory or implementing agency to the government, companies, societies or other entities and accept professional fees for the work done. However, the fees received thereof shall be utilized solely for the promotion of its objects.
26. To run, maintain and / or procure the establishment and maintenance of any contributory provident, pension or superannuation funds for the benefit and to give or procure the giving of donations, gratuities, pensions who are or were at any time, in the employment of the company and the widows, families and dependants of any such persons and to make payments to or towards the insurance of any such persons as aforesaid for the promotion of its objects.

27. To run and support and / or aid in the establishment and / or support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the company or the dependants or connections of any such employees, and to grant pensions and allowances and to make payments towards insurance, and to subscribe or guarantee money for any charitable educational or other benevolent object which may be considered likely, directly or indirectly for the promotion of its objects.
28. To enter into partnerships or any arrangement, whether in India or elsewhere, for Union of interest, co-operation, reciprocal concession or otherwise with any person or Company carrying on or engaged in or about to carry on or engage in any activities or transaction which the Company is authorized to carry on or engage in or any activities or transaction capable of being conducted.
29. To promote or assist in the promotion of any Company or association having objects similar to the object of the Company.
30. To promote and / or become a member of any Company or Companies, (whether limited by Shares or guarantee or both) body or association (whether corporate or not) for the purpose of acquiring all or any of the property rights and liabilities of the Company for the promotion of its objects.
31. To obtain any provisional rule, order stature or other legislative provision or enactment for enabling the Company to carry any of its objects into effect or for effecting any modification of the constitution of the Company or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
32. To undertake research in any field and / or make payment to any University, college, association or Institution to be used for research in any field for the promotion of its objects.
33. To acquire by lease or purchase, immovable property either land or building or both and develop, construct houses and buildings for attainment, facilitating the attainment of the objects of the Company.
34. To raise necessary funds and collect appropriate subscriptions, fees, grants, corpus funds, donations, commissions, royalties, cess in respect of services rendered as specified above in the main objects, and in the incidental or ancillary objects above or any other objects for the promotion of its objects.
35. To do all such other lawful things as are incidental or conducive to the attainment of the above objects.

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Provided that the Company shall not support with its fund or endeavor to impose or to 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.




- 4th The liability of the member(s) is limited.
- 5th (i) The profits, if any, or other income and property of the company, whensoever derived, shall be applied, solely for the promotion of its objects as set forth in this memorandum.
- (ii) No portion of the profits, other 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.
- (iii) No remuneration or other benefit in money or money's worth shall be given by the company to any of its members, whether officers or members of the company or not, except payment of out-of-pocket expenses, reasonable and proper interest on money lent, or reasonable and proper rent on premises let to the company.
- (iv) Nothing in this clause shall prevent the payment by the company in good faith of prudent remuneration to any of its officers or servants (not being members) or to any other person (not being member), in return for any services actually rendered to the company.
- (v) Nothing in clauses (iii) and (iv) shall prevent the payment by the company in good faith of prudent remuneration to any of its members in return for any services (not being services of a kind which are required to be rendered by a member), actually rendered to the company;
- 6th 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 been previously submitted to and approved by the Registrar and also by the appropriate income tax authority
- 7th Every member of the company undertakes to contribute:
- (i) 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 or of such debts and liabilities as may have been contracted before he ceases to be a member; and
- (ii) to the costs, charges and expenses of winding up (and for the adjustment of the rights of the contributories among themselves) such amount as may be required, not exceeding Rs. 1,00,000 /- (Rupees One Lac Only).
- 8th Proper accounts shall be kept of all sums of money received and expended by the company and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the company; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the company for the 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.

9th If upon a winding up or dissolution of the company, there remains, after the satisfaction of all the debts and liabilities, any property whatsoever, the same shall not be distributed amongst the members of the company but shall be given or transferred to such other company having objects similar to the objects of this company, subject to such conditions as the Tribunal may impose, or may be sold and proceeds thereof credited to the Rehabilitation and Insolvency Fund formed under section 269 of the Act.

10th The Company can be amalgamated only with another company registered under section 8 of the Act and having similar objects.

11th We, the several persons, whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association.

Sr. No.	Names, addresses, descriptions and occupations of subscribers	Signature of subscriber	Signature, names, addresses, descriptions and occupations of witnesses
1.	 <p>Name: Vinayak Dinkar Kulkarni S/o: Dinkar Vitthal Kulkarni Address: Dispensary Unit Trigun Apt 177/Part A1 Lokmanya Nagar, Pune-411030 Occupation: Business</p>	<p style="text-align: center;">↓</p> 	<p>I witness to subscribers who have signed in my presence on 23/08/2022 at Pune. Further I have verified their identity details (ID) for their identification and satisfied myself of their identifications particulars as filled in.</p> <p>Witness: Signature:</p>  <p>Name: Mukta Shailesh Kulkarni D/o: Yashwant Ogale Address: H-11, Torna, State Bank of India staff CHS, Shivtirthanagar, Pune 411038 Occupation: Practising Company Secretary Mem. No: FSC 5314 C.P: 4495</p>

Date: 23/08/2022

Place: Pune

11th We, the several persons, whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association.

Sr. No.	Names, addresses, descriptions and occupations of subscribers	Signature of subscriber	Signature, names, addresses, descriptions and occupations of witnesses
2.	 <p>Name: Smita Vinayak Kulkarni D/o: Umesh Nrayan Nadkarni Address: Fl No-1 Trigun Apartment 177/Part A1 Lokmanya Nagar Pune-411030 Occupation: Business</p>		<p>I witness to subscribers who have signed in my presence on 23/08/2022 at Pune. Further I have verified their identity details (ID) for their identification and satisfied myself of their identifications particulars as filled in.</p> <p>Witness: Signature:</p>  <p>Name: Mukta S Kulkarni D/o: Yashwant R Ogale Address: H-11, Torna, State Bank of India staff CHS, Shivtirthanagar, Pune 411038 Occupation: Practising Company Secretary Mem. No: FSC 5314 C.P: 4495</p>

Date: 23/08/2022

Place: Pune