

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

ARTICLES 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)

Definitions

1. (1) In these Articles –

- a) “the Act” means the Companies Act, 2013;
- b) “Annual General Meeting” means General Meeting of the Members held in accordance with the provision of Section 96 of the Act or such other provisions of the Act or Acts relating to incorporated companies for the time being in force in India.
- c) “The Board” or “The Board of Directors” means a meeting of the Directors duly called and constituted, or as the case may be the Directors assembled at the Board or requisite number of Directors entitled to pass circular resolution in accordance with the Articles.
- d) “The Chairperson” means and includes the person appointed as such for the time being of the Company.
- e) “The Company” or “This Company” means Heera Dinkar Memorial Medical Research Foundation
- f) “The Director(s)” means and includes the persons appointed as such for the time being of the company and includes any person occupying the position of Director by whatsoever name called.
- g) “Document” includes summons, notice, requisition other than legal process and registers, whether issued, sent or kept in pursuance of this or any other Act or otherwise.
- h) “Extra Ordinary General Meeting” means an Extra Ordinary General Meeting of Members duly called and constituted and any adjourned holding thereof.
- i) ‘Meeting’ or ‘General Meeting’ means a meeting of members.
- j) ‘Members’ mean the persons who contribute at the time of incorporation of association i.e. who are subscribers to the Memorandum and Articles of association.

- k) 'Life Members' means the Subscribers to the Memorandum and the directors of the company shall be the life members.
- l) 'Annual Members' means members who will pay fees for the financial year i.e. from 1st April to 31st March of every year. They will not have voting rights. They are members with paid subscription for particular purpose.
- m) 'Honorary Director' means the dignitaries / well-known personalities of the society, nominated / appointed by the board for support, welfare and enhancement of the company.
- n) 'Month' means a calendar month
- o) 'Office' means the Registered Office for the time being of the company.
- p) 'Ordinary Resolution' and 'Special Resolution' shall have the meaning Assigned thereto respectively by Section 114 of the Act.
- q) 'Paid Up' means and includes credited as paid.
- r) 'Proxy' means an instrument whereby any person is authorized to vote for member at a General Meeting.
- s) 'These Presents' means these Articles Of Association as originally framed or altered from time to time and includes the Memorandum where the context so requires.
- t) 'The Register' means the Register of Members to be kept pursuant to Section 88 of the Act.
- u) 'The Registrar' means the Registrar of the Companies, Pune.
- v) 'Relative' has the meaning assigned to it by Section 6 of the Act.
- w) 'The Seal' means the Common Seal for the time being of the Company.
- x) 'Year' means the calendar year and "Financial Year" shall have the meaning assigned thereto by section 2(17) of the Act.
- y) The `Head Notes' to the clauses shall not affect the construction thereof.
- z) Words importing the singular number include, where the context admits or requires, the plural number and vice versa.
- aa) Words importing the masculine gender also include feminine gender.
- bb) "the seal" means the common seal of the company.

(2) 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 these regulations become binding on the company.

Members

1. The number of members with which the company proposes to be registered is 2 (TWO), but the Board of Directors may, from time to time, whenever the company or the business of the company requires it, register an increase of members.
2. The subscribers to the memorandum and such other persons as the Board shall admit to membership shall be members of the company.

General meetings

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

(ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

Proceedings at general meetings

5. (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 otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.
6. The Chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
7. If there is no such Chairperson, or if he is not present within thirty minutes after the time appointed for holding the meeting or is unwilling to act as Chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
8. If at any meeting no director is willing to act as Chairperson or if no director is present within thirty minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

Adjournment of meeting

9. (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.

(ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment 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, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting rights

10. Every member shall have one vote.

11. A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.

12. No member shall be entitled to vote at any general meeting unless all sums presently payable by him to the company have been paid.

13. (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 the Chairperson of the meeting, whose decision shall be final and conclusive.

14. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

15. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.

16. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

Board of Directors

17. The number of directors shall not be less than two and shall not be more than seven.

18. The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them. The First directors are:-

1. Vinayak Dinkar Kulkarni
2. Smita Vinayak Kulkarni

The First Directors shall not be liable to retire but they may resign their office if they so desire.

19. The Board of Directors shall be entitled to appoint any person as Alternate / Additional / technical / Financial / Managing / Special / Executive / Whole Time Director / Nominee Director and such other Designated Directors whose terms of appointment shall be decided by the Board, subject to the provisions of the Act. The Board has power to appoint any other qualified person to be the additional or casual vacancy director. The Board may appoint any person as honorary Director.

20. The directors shall be appointed only from the life members and / or Associate members.

21. The total number of directors shall not exceed 7 (Seven) except in accordance with the provisions of the Act.

22. The other Directors shall not be liable to retire by rotation if so resolved by the company in General Meeting.

23. (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) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—

(a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or

(b) in connection with the business of the company.

Proceedings of the Board

24 (i) The Board of Directors may meet for the conduct 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.

25. (i) Save as otherwise expressly provided in the 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 Chairperson of the Board, if any, shall have a second or casting vote.

26. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.

27. (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.

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

28. (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.

(ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

29. (i) A committee may elect a chairperson of its meetings.

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

30. (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 of votes of the members present, and in case of an equality of votes, the chairman shall have a second or casting vote.

31. All acts done by any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

32. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be as valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

Management and Administration

33. Subject to the provisions of the Act,—

(i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it thinks fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board.

(ii) A director may be appointed as chief executive officer, manager or chief financial officer.

34. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

The Seal

35. (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 or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

Winding up or Dissolution

36. Upon a winding up or dissolution of the Company, any remaining balance after the satisfaction of all debts and liabilities whatsoever, shall not be distributed amongst the members of the Company but shall be given or transferred to such other Company or Trust having objects similar to the objects of the Company, and also registered under Section 12AB or similar section of the Income Tax Act to be selected and determined by the members of the Company at or before the dissolution of the Company.

Alteration to the Memorandum of Association and / or Articles of Association


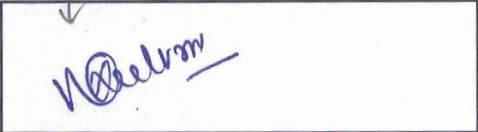
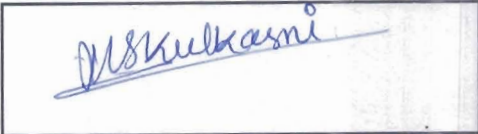
37. No alteration shall be made to the Memorandum of Association and / or Articles of Association without the prior approval of the Appropriate Authority under the Companies Act, 2013 and also under the Income Tax Act, 1961.

Alteration to the Memorandum of Association and / or Articles of Association

38. No alteration shall be made to the Memorandum of Association and / or Articles of Association without the prior approval of the Appropriate Authority under the Companies Act, 2013 and also under the Income Tax Act, 1961.

Note: The Articles shall be signed by each subscriber of the memorandum of association who shall add his address, description and occupation, if any, in the presence of at least one witness who shall attest the signature and shall likewise add his address, description and occupation, if any, and such signatures shall be in form specified below:



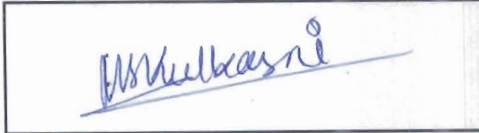
We the several persons, whose names, addresses and descriptions are hereunder subscribed, are desirous of being formed into a Company in pursuance of these Articles of Association.

Sr. No.	Names, addresses, descriptions and occupations of subscribers	Signature, names, addresses, descriptions and occupations of witnesses
1.	 <p>Signature:</p>  <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>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:</p> <p>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

We the several persons, whose names, addresses and descriptions are hereunder subscribed, are desirous of being formed into a Company in pursuance of these Articles of Association.

Sr. No.	Names, addresses, descriptions and occupations of subscribers	Signature, names, addresses, descriptions and occupations of witnesses
2.	 <p>Signature:</p>  <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:</p> <p>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