

THE COMPANIES ACT, 1956

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

KINS CARE & RESEARCH FOUNDATION PRIVATE LIMITED

1. The regulation contained in Table 'A' in the first schedule of the Companies Act, 1956, as amended from time to time so far as they are not hereinafter excluded, modified or altered and are applicable to a Private Company shall apply to the Company.
2. Regulations No. 21, 22, 23, 26, 27, 28, 40, 42, 43, 49(2), 53, 64, 66, 84, 95, 98, and 99 of the Table 'A' shall not apply to the Company.
3. Unless the context otherwise requires, words or expression contained in these Articles shall bear the same meaning as in the Act, or any statutory modification thereof.
"The Company" means the above named company.
The marginal notes are inserted for convenience and shall not affect the construction hereof and in these presents unless there be something in the subject inconsistent therewith.
The "Act" means the Companies Act, 1956, and included any re-enactment or statutory modification thereof for the time being in force and "Section" shall mean a section of the said Act.
"Directors" means the Directors for the time being of the Company.
"The Board of Directors" or "The Board" means the Board of Directors for the time being of the Company.
"The Managing Director" means the Managing Director for the time being of the Company so appointed.
"Office" means the Registered Office for the time being of the company.
"Register" means the Register of Members to be kept pursuant to Section 150 of the Act.
"Seal" means the common seal for the time being of the Company.
"Month and Year" mean the English calendar month and English calendar year respectively.
"In Writing" and "Written" include, printing & lithography and any other modes of representing or reproducing words in a visible form.
Words importing the singular number shall include plural and vice versa and words importing the masculine gender shall include the feminine and the words importing persons shall include body corporate, firm, association of persons and society registered under Societies Registration Act.
"Debenture" includes debenture stocks.
"Special Resolution" and "Ordinary Resolution" have the same meanings assigned thereto by Section 189 of the Act.
"These Presents" means the Memorandum of Association and the Articles of Association of the Company for the time being in force.
"Articles" means these Articles of Association or as altered and modified from time to time accordance to law.

PRIVATE COMPANY

4. The Company is "PRIVATE COMPANY" within the meaning of Section 3(i)(iii) of the Companies Act, 1956 and accordingly :-

- a) No invitation shall be issued to the public to subscribe for any shares in or debentures of the company.
- 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 fifty PROVIDED that for the purpose of this provision, where two or more persons hold one or more shares in the Company jointly, they shall be treated as single members.
- c) The right to transfer the share(s) of the company is restricted in the manner and to the extent hereinafter appearing.
- d) The minimum paid up Capital of the Company is Rupees One Lakh.
- e) Prohibits any invitation or acceptance of deposits from persons other than its member, directors or their relatives.

Private Company and section 3(1)(iii)

5. The Company shall have the power to issue preference shares carrying a right to redemption out of profits which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares made for the purpose of such redemption or liable to be redeemed at the option of the Company and the Board may, subject to the provisions of the Section 80 of the Act, exercise such power in such manner and on such terms as the Company may, before the issue of such preference shares determine by Special Resolution.

Allotment of Shares

- a) 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.
- b) The shares in the Authorised capital of the Company for the time being shall be under the control of the Board of Directors who may by unanimous approval of all Directors allot or otherwise dispose of the same or any of them or to such persons including minor in such proportion and on such terms and conditions and either at a premium or at par or (subject to compliance with the provisions of Section 79 of the Act) at a discount and at such time as they may from time to time think proper and with full power to give any person the option to call for or be at a premium being exercisable at such times and for such consideration as the Directors think fit.
- a) Subject to the restriction of these articles a share may be transferred by a member or other person entitled to transfer, to any person including minor selected by the transferor, or at a fair value but no share shall be transferred to a person who is not a member unless such person selected by the transferor, is approved by the Board of Directors unanimously as one of whom it is desirable in the interest of the Company to admit to membership. In case the Board of Directors do not approve the person selected by the transferor such shares shall be transferred to any person including minor selected by the Board of Directors unanimously as one of whom it is desirable in the interest of the Company to admit to membership.

Share Capital

- b) In case any difference arises between the proposing transferor and the purchaser as to the fair value of a share, the Auditors of the Company, shall on the application of either party, certify in writing the same which in the opinion is the fair value and such sum shall be deemed to be the fair value.
- c) The Directors may, in their absolute discretion and without assigning any reason therefore, decline to register transfer of any share, whether or not it is a fully paid-up share.
- d) The Company shall be entitled to register any shares in the name of minor, if fully paid up and allow the dividend thereon to be collected by such person as it deems the guardian of such minor share-holder.

Transfer

8. Notwithstanding anything contained contrary elsewhere in these Articles, whenever any member of the Company who is employed by the Company as a full time Director or otherwise resigns or is dismissed from employment or is removed from such directorship, the Board may at any time within 14 days of his resignation or dismissal or removal resolve that such member will

Directors/Employee Share holders

1. ANUPSARKAR
2. SEKHAR CHAKRABORTY

12. Number of Directors
 13. First Directors
 13. The First Directors of the Company shall not be less than two and not more than nine.

BOARD OF DIRECTORS

11. a) Any business may be transacted at any adjourned meeting in addition to the business left unfinished at the meeting from which the adjournment took place provided a notice of additional business to be transacted at the adjourned meeting is given as in the case of an original meeting.
 b) When a meeting is adjourned for 30 days or more notice of the adjourned meeting shall be given as in the case of an original meeting.
 c) Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
 d) If at an adjourned meeting also a quorum is not present within half an hour from the time appointed for holding the meeting, the meeting shall stand dissolved and be called afresh.
 e) Two members present personally shall be a quorum for all purposes at any adjourned meeting or annual general meeting.

10. a) Notice for General Meeting
 A General Meeting may be called by giving not less than 21 days clear notice in writing duly specifying the place, the day and the hour of meeting, to the persons entitled to vote thereat in the manner laid down in the Act, provided that a General Meeting may be called after giving shorter notice than that specified above if the shareholders of the Company holding more than 95 percent of the paid up capital of the Company carrying right to vote at a meeting so agree in writing.
 b) Any omission to give notice to or the nonreceipt of notice by any member or other person to whom it should be given shall not invalidate the proceedings at the meeting.
 c) Save as otherwise expressly provided by the Act all resolutions shall be passed at general meetings by special resolution.
 11. a) The Chairman may, with the consent of any meeting at which a quorum is present, and shall if so directed by meeting, adjourn the meeting from time to time and from place to place.

PROCEEDINGS AT GENERAL MEETING

9. Transmission
 Any person becoming entitled to or to the transfer of any shares in consequence of the death or insolvency of any sole holder thereof or in any way other than by transfer, upon producing such evidence of his title thereof that he sustains the character in respect of which he proposes to act under this Article as the Directors think sufficient may with the consent of the Directors (which they shall not be under any obligation to give) and without production of any probate or letters of administration or succession certificate and upon such terms as to indemnity or otherwise as the Directors may impose, be registered as a member himself in respect of such consent may with such consent and subject as aforesaid transfer the share to such other person as the Directors may approve of unanimously.
 However, in the event of his proposing to transfer such other person as aforesaid, it shall be subject to the same restrictions as those hereinafter.

demand transfer of his share or shares to any one nominated by the Board at a fair value to be fixed by the Auditors. Should the said member decline to transfer his share or shares the Company may receive the purchase money and shall thereupon cause the name of the person nominated by the Board to be entered in the Register as the holder of the share or shares and shall hold the purchase money in trust for such member. The Board shall have the power to issue a fresh or duplicate share certificate or certificates, to the person nominated by the Board as aforesaid and cancel the original share certificate or certificates. The receipt of the Company for the purchase money shall be a good discharge to the person nominated by the aforesaid powers the validity of the proceeding shall not be questioned by any person.

14. The Board shall have power to appoint the directors generally and to appoint additional directors to fill any casual vacancy only upto the date of the next Annual General Meeting of the Company. Unless the company resolves otherwise in General meeting, Directors shall not be required to hold any equity shares as qualification shares.
15. *Qualifications Shares*
16. *Retirement*
Directors shall not be liable to retire from office by rotation.
17. *Alternate Directors*
The Board may appoint any person to act as alternate Director to act for a Director during his absence for a period of not less than three months from the State in which meetings of the Board are ordinarily held and such alternate director shall ipso facto vacate, office and when the absentee director returns to the State or vacates the office as Director.
18. *Appointment by financial institution*
In the event of the Company borrowing any money from and while such money remains due, any financial corporation, institution, government, government body, bank, collaborator, person or any other loan giving agency or source shall have, if the terms of agreement so provide, power and may exercise such power to appoint one or more directors of the company and any director so appointed shall hold office during the pleasure of or may be removed or substituted by any person by the appointing authority, provided such appointment or removal shall be in writing signed by the appointee and served to the Company.
19. *Removal of Directors*
The Company may, by ordinary resolution of which special notice has been given in accordance with Section 190 of the Act, remove any Director before the expiration of his period of office notwithstanding anything contained in these Articles or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such director may have for damages or for breach of any contract of service between him and Company.
20. *Appointment of Director*
The Company may, subject to the provisions of Section 284, appoint another person in place of a Director removed from office under the immediately preceding article in the same meeting and may in general meeting appoint any person as a Director provided special notice has been given to the Company of the intention to propose him together with a notice in writing by the intended director of his willingness to be elected.
21. *Resignation of Directors*
In addition to the grounds mentioned in Section 283 of the Act, the office of a Director would be vacated if any Director resigns his office by notice in writing to the Company.
22. *Management of the Company*
The management of the business of the Company shall be vested in the Board of Directors and the Board of Director may exercise all such powers and do all such acts and things as the Company is by its Memorandum of Association or otherwise authorised to exercise or do and as are not hereby or by statute directed or required to be exercised or done by the Company in general meeting but subject, nevertheless, to the provisions of the Act and to these presents & regulations from time to time made by the Company in general meeting not being inconsistent with the provisions of these presents, provided that no such regulations shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.
23. *Borrowing powers of the Directors*
Subject to the provisions of the Act, the Directors may from time to time at their discretion, raise or borrow from any Director, member, person, firm, Company or bank any sums of money at such interest and upon such security and conditions as they think fit or expedient and in particular by the issue of debentures, debenture-stock or bonds of the company and by mortgage, charge or other security on all or any properties of the company or any part thereof including its uncalled capital for the time being.
24. *Power to delegate authorities*
The Board of Directors shall have the power to delegate any of the powers or authorities vested in them, except such as are not hereby or by statute directed or required to be expressly exercised or done by the Directors in a Board Meeting, to the Managing Director(s), whole-time Director(s), Director(s)-in-Charge or any other person(s) as they think fit and proper.
25. *Appointment by power of Attorney*
The Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors to be attorney or attorneys of the company for such purposes and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the directors under these articles) and for such period and subject to such conditions as they may think fit and any power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the directors may think fit and may also authorise such attorney to delegate all or any of the powers, authorities and discretions vested in him.
26. *Sitting fees*
Each Director shall be entitled to be paid up of the funds of the company for attending meeting of the Board or a committee thereof including adjourned meetings such sum as sitting fees as

The Director may, from time to time, at their discretion borrow any sum of money or make any arrangement for finance for the purpose of the company and may raise or secure the payment and such sum or sums or the financial arrangement in such manner and upon such terms and conditions in all respect as they think fit and in particular by making, drawing, accepting or endorsing on behalf of the company any promissory notes or bills of exchange or by issuing bond, perpetual or redeemable debentures or debenture-stock or 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.

BORROWING POWERS

- 36. *Borrowing powers* The Director may, from time to time, at their discretion borrow any sum of money or make any arrangement for finance for the purpose of the company and may raise or secure the payment and such sum or sums or the financial arrangement in such manner and upon such terms and conditions in all respect as they think fit and in particular by making, drawing, accepting or endorsing on behalf of the company any promissory notes or bills of exchange or by issuing bond, perpetual or redeemable debentures or debenture-stock or 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.
- 35. Regulations 67 to 70 and 73 to 80 of Table 'A' shall apply.
- 34. Subject to the provision of Section 297 of the Act, a Director shall not be disqualified from contracting with the Company either as vendor, purchaser or otherwise, for goods, materials or services or any such contract entered into by or on behalf of the Company with a relative of such director or firm in which such Director or relative is partner or with other partner in such firms or a private company of which such director is a member or Director be avoided, nor shall any director so contracting or being such member or so interested be liable to account to the company for any profit realised by such contract by reason of such director holding that office or of fiduciary relation, thereby established.
- 33. *Resolution by circulation* A resolution circulated amongst the Directors and signed by all the members of Board or committee thereof, then in India or by majority of such of them as entitled to vote on the resolution, shall be as valid and effectual as if had been passed at a meeting of the Board or a committee duly convened and held.
- 32. *Quorum of the Meeting* The quorum for a meeting of the Board shall be one third of its total strength, any fraction contained in that one-third being rounded off as one or two directors, whichever is higher and if a quorum is not present within fifteen minutes from the time appointed for the meeting, it shall be adjourned until such date and time as the Chairman of the Board shall appoint.
- 31. *Commission to Directors* The Company may, subject to the provisions of these Articles and the Act, pay a commission on the net profits of the Company to its Directors whether in whole or part-time employment of the company or not.
- 30. *Holding of any other office* Any Director may hold any other office in the Company in conjunction with the office of Director on such terms as to remuneration and otherwise as may be fixed by the Board, subject to the provision of Section 314 of the Act.
- 29. *Remuneration for extra services* If any Director being willing, shall be called upon to perform extra services in going or residing away from his place of residence for any of the purposes of the Company or to give special attention to the business as a member of committee of Directors or to hold any office in Company or to work as contractor, agent, purchaser or to perform any other duty or to make any special exertions for any of the purposes of the Company, the company may subject to the provisions of the Act remunerate such Director by a fixed sum or by a percentage of profits or otherwise as may be determined by the Directors and such remuneration may either be in addition to or in substitution for any other remuneration to which he may otherwise be entitled.
- 28. *Remuneration of Directors*
 - 1) The remuneration of the directors shall, in so far as it consists of a monthly payment be deemed to accrue from day to day.
 - 2) In addition to the remuneration payable to them in pursuance of the Act of the Articles, the Directors may be paid all travelling, hotel and other expenses 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 including the adjourned meetings or
 - (b) In execution of their duties as Directors of the Company or in connection with the business of the Company.
- 27. *Remuneration of Directors* The remuneration of Directors shall from time to time, be determined by the Board and the same may be in the form of a monthly allowance or in any other manner and may be equal or varying in the case of each Director.
- 28. *Remuneration of Directors* The remuneration of the directors shall, in so far as it consists of a monthly payment be deemed to accrue from day to day.
- 29. *Remuneration for extra services* If any Director being willing, shall be called upon to perform extra services in going or residing away from his place of residence for any of the purposes of the Company or to give special attention to the business as a member of committee of Directors or to hold any office in Company or to work as contractor, agent, purchaser or to perform any other duty or to make any special exertions for any of the purposes of the Company, the company may subject to the provisions of the Act remunerate such Director by a fixed sum or by a percentage of profits or otherwise as may be determined by the Directors and such remuneration may either be in addition to or in substitution for any other remuneration to which he may otherwise be entitled.
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- 31. *Commission to Directors* The Company may, subject to the provisions of these Articles and the Act, pay a commission on the net profits of the Company to its Directors whether in whole or part-time employment of the company or not.
- 32. *Quorum of the Meeting* The quorum for a meeting of the Board shall be one third of its total strength, any fraction contained in that one-third being rounded off as one or two directors, whichever is higher and if a quorum is not present within fifteen minutes from the time appointed for the meeting, it shall be adjourned until such date and time as the Chairman of the Board shall appoint.
- 33. *Resolution by circulation* A resolution circulated amongst the Directors and signed by all the members of Board or committee thereof, then in India or by majority of such of them as entitled to vote on the resolution, shall be as valid and effectual as if had been passed at a meeting of the Board or a committee duly convened and held.
- 34. Subject to the provision of Section 297 of the Act, a Director shall not be disqualified from contracting with the Company either as vendor, purchaser or otherwise, for goods, materials or services or any such contract entered into by or on behalf of the Company with a relative of such director or firm in which such Director or relative is partner or with other partner in such firms or a private company of which such director is a member or Director be avoided, nor shall any director so contracting or being such member or so interested be liable to account to the company for any profit realised by such contract by reason of such director holding that office or of fiduciary relation, thereby established.
- 35. Regulations 67 to 70 and 73 to 80 of Table 'A' shall apply.
- 36. *Borrowing powers* The Director may, from time to time, at their discretion borrow any sum of money or make any arrangement for finance for the purpose of the company and may raise or secure the payment and such sum or sums or the financial arrangement in such manner and upon such terms and conditions in all respect as they think fit and in particular by making, drawing, accepting or endorsing on behalf of the company any promissory notes or bills of exchange or by issuing bond, perpetual or redeemable debentures or debenture-stock or 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.

MANAGING & WHOLETIME DIRECTORS

37. Subject to the provisions of section 197A of the Act the Board may, from time to time and with the unanimous consent, appoint one or more Directors to be Managing Director or Wholtime Director or Managing Directors or Wholtime Directors of the Company, either for a fixed terms or without any limitation as to the period for which he is or they are to hold such office and may 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 other in his place or their places.
38. A Managing or Wholtime Director shall be subject to the same provisions as to resignation and removal as the other Director, and he shall, ipso facto and immediately cease to be Managing Director, or whole-time Director, as the case may be, if he ceases to hold the office of Directors for any cause.
39. Subject to the provisions of the Act and in particular to the prohibition and restrictions contained in section 292 thereof, the Board may, from time to time, entrust to and confer upon a Managing Director or Whole time Director for the time being such of the powers exercisable under these persons by the Board as it may think fit and may configure such powers for such time to be exercised for such objects and purposes and upon such terms and conditions, and with such restrictions as it think fit and the Board may from time to time, revoke, withdraw, alter or vary all or any of such powers.

SECRECY

40. No member shall be entitled to require or receive any information concerning the business, trading and customers of the Company beyond such information as to accounts and business of the Company as is by these presents or by the Act directed to be laid before the Company in General meeting.
41. Subject to the provisions of the Act every Director, manager, Auditor, Secretary, Treasurer, trustee, member of a Committee, Accountant, Agent Officer, Servant or other person employed in the business of the Company shall when required to sign a declaration pledging himself to observe a secrecy respecting all transactions of the Company with customers and the state of account with individuals and in matters relating thereto and in all technical matters concerning equipment and process and shall by such declaration, pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required to do so by the Directors or the Auditors or by resolution of the Company in General Meeting or by Court of Law or by the person to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions in these presents contained. Nothing herein contained shall effect the powers of Central Government or any officer appointed by the Government to enquire or to hold an investigation into the Company's affairs.
42. No members or other person (not being a director) shall be entitled to enter upon the property of the Company or to inspect or examine the premises or properties of the Company without the permission of the Board or the Managing Director or, subject to article 41 to require, discover or of any information respecting any detail of the trading of the Company or any matter which is or may be in the nature of trade secret, mystery or trade or secret process or of any matter whatsoever which may relate to conduct of the business of the Company and which in the opinion of the Board or Managing Director will be expedient in interest of Company to communicate

RECONSTRUCTION

43. On any sale of the undertaking of the Company the Board or the liquidators on a winding up may, if authorised by a special resolution, accept fully paid or partly paid-up shares, debentures, or securities of any other company, whether incorporated in India or not other than existing or to be formed for the purchase in whole or in part of the property of the Company and the Board (if the profits of the Company permit) or the Liquidators (in a winding up) may distribute such shares or securities or any other property of the Company amongst the members without realisation or vest the same in trustees for them and any special resolution may provide for the distribution or appropriation of the cash, shares or other securities, benefit or property, otherwise than in accordance with the strict legal rights of the members or contributors of the Company and for the valuation of any such securities or property at such price and in such manner, as the meeting may approve and all holders of shares shall be bound to accept and shall be bound by and valuation or distribution so authorised and waive all rights in relation thereto, save only in case the Company is proposed to be or is in the course of being wound up such

Reconstruction

permission

No member to enter the premises of the company without

Secrecy

General

Power of Managing Director or Wholtime Director

To what provision he shall be subject

Managing Director or Wholtime Director

Power to appoint

statutory rights (if any) under section 494, of the Act as are incapable of being varied or excluded by these Articles.

SEAL

44. The Directors shall procure a seal to be made for the safe custody thereof. The seal shall not be affixed to any instrument except by the authority of the resolution of the Board or a Committee of Directors. Every instrument or deed to which the seal is affixed shall unless the same is executed by a duly constituted attorney of the Company be signed at least by one Director in whose presence the seal is so affixed provided however, that shares certificates shall be sealed in accordance with the provision of the Companies (Issue of shares Certificates) rules, 1960 as in force from time to time.

WINDING UP

45. If the Company shall be wound up and assets available for distribution among the members as such be insufficient to repay the whole of the paid up capital such assets shall be distributed so that as nearly may be losses shall be borne by 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. If the assets available for distribution among the members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed amongst the members in proportion to the capital at the commencement of the winding up, paid up or which ought to have been paid up on the shares held by them respectively. But this Article is to be without prejudice to the rights of the holders of shares issued upon special terms and conditions.

ACCOUNTS

46. a) The Board of Directors shall, from time to time, determine whether and to what extent and at what time and place and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of the members (not being Directors).
b) No member (not being Director) shall have any right of inspecting any accounts or books of account of the Company except as conferred by law or authorised by the Board of Directors or by the Company in a General Meeting.

AUDIT

47. a) The first Auditor of the Company shall be appointed by the Board of Directors within one month from the date of incorporation of the Company and Auditor so appointed shall hold office until the conclusion of the first Annual General Meeting.
b) At each Annual General Meeting the Company shall appoint an Auditor to hold office from the conclusion of the Meeting until the conclusion of the next Annual General Meeting.
c) The remuneration of the Auditor shall be fixed by the Company in the General Meeting or in such manner as the Company in the General Meeting may determine, in case of an Auditor appointed by the Board of Directors his remuneration shall be fixed by the Board.
d) The Board of Directors may fill any casual vacancy in the office of the Auditor and while any such vacancy continues the remaining Auditors, if any, may act, but where such vacancy is caused by the resignation of the Auditor the vacancy may be filled up by the Company in a General Meeting.

48. If the company shall be wound up whether voluntarily or otherwise the liquidators may with the sanction of a special resolution, divide among the contributors in specie or kind any part of the assets of the Company and may, with the like sanction, vest any part of the assets of the contributors or any of them, as the liquidators, with the like sanction, shall think fit.

INDEMNITY

49. Every Director, Manager, Secretary or officer of the company or any person (whether an officer of the Company or not employed by the Company and person appointed as Auditor shall be indemnified out of the funds of the Company against all liability incurred by him as such director, Manager, Secretary, Officer, Employee or Auditor in defending any proceeding, whether civil or criminal in which judgement is given in his favour or in which he is acquitted or in connection application under, Section 633 of the act in which relief is granted to him by the court.

Distribution of Assets

Distribution of assets in special

Indemnity

We, the several person whose name, addresses and descriptions are subscribed, below are desirous of being formed into a Company in pursuance of the Articles 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, Father's name, Address, Description & Occupation of each Subscriber	No. of Equity Shares taken by each Subscriber	Name, Address, Description & occupation of Membership No. of witnesses
1. SEKHAR CHAKRABORTY S/o: Late Sudhir Ch. Chakraborty Block-1, Flat No. 3B Green Vally Complex, Sevoke Road Siliguri - 734 001 Doctor	10,000 (Ten Thousand)	<p style="text-align: center;">I Witness to all the signatories</p> <p style="text-align: center;">DHANESWAR SAHOO S/o. Shri. Shankar Sahoo 114B, A. T.M. Road, Kolkata - 700025 Company Secretary C.P.No.-5601</p>
2. CHAMPA CHAKRAVERTY D/o: Late Jibannanda Chakraverty Block - I, Flat - III B Green Vally Complex, Sevoke Road Siliguri - 734 001 Doctor	10,000 (Ten Thousand)	
3. RAKHI SARKAR D/o: Late Jagat Bandhu Basu Roy 131, Sector Office Road, Milanpally Siliguri - 734 006 Business Women	10,000 (Ten Thousand)	
4. ANUP SARKAR S/o: Sri Ananda Sarkar 131, Sector Office Road, Milanpally Dist Darjeeling Siliguri - 734 005 Business	10,000 (Ten Thousand)	
TOTAL	40,000 (Founy Thousand)	

Kolkata, Dated 04th day of Aug, 2010



प्रारूप 1
पंजीकरण प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U85110WB2010PTC151997

2010 - 2011

मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स

KINS CARE & RESEARCH FOUNDATION PRIVATE LIMITED

का पंजीकरण, कम्पनी अधिनियम 1956 (1956 का 1) के अंतर्गत आज किया जाता है और यह कम्पनी प्राइवेट लिमिटेड है।

यह निगमन-पत्र आज दिनांक छह अगस्त दो हजार दस को मेरे हस्ताक्षर से कोलकाता में जारी किया जाता है।

Form 1
Certificate of Incorporation

Corporate Identity Number : U85110WB2010PTC151997

2010 - 2011

I hereby certify that KINS CARE & RESEARCH FOUNDATION PRIVATE LIMITED is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the company is private limited.

Given under my hand at Kolkata this Sixth day of August Two Thousand Ten



(MUKTAR SINGH)

उप कम्पनी रजिस्ट्रार / Deputy Registrar of Companies

पश्चिम बंगाल

West Bengal

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

Mailing Address as per record available in Registrar of Companies office.

KINS CARE & RESEARCH FOUNDATION PRIVATE LIMITED

1ST FLOOR, GOLDEN HEIGHTS BUILDING, JHANKAR MORE, BURDWAN ROAD, P.O. - SILIGURI

BAZAR,

SILIGURI, 734405.

THE COMPANIES ACT, 1956**COMPANY LIMITED BY SHARES****MEMORANDUM OF ASSOCIATION
OF****KINS CARE & RESEARCH FOUNDATION PRIVATE LIMITED**

- I. The name of the Company is **KINS CARE & RESEARCH FOUNDATION PRIVATE LIMITED**.
- II. The Registered Office of the Company will be situated in the State of West Bengal.
- III. The objects for which the Company is established are as following :
 - A. **THE MAIN OBJECTS OF TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE :**
 1. To found, promote, establish, setup, acquire, maintain, run, design, construct, manage hospitals, nursing homes, diagnostic centers, X-ray clinic, maternity homes, medical centers, dispensaries, pharmacies, blood banks, health clubs, institutions of medical education, nursing school and colleges, all kinds of paramedical institutions, bio-medical engineering institutions, genetic engineering institutions and other related organizations and institutions in every branch of medical science as may be related to or necessary for running hospitals, nursing homes, medical institutions and medical research centers. To pursue and execute turnkey healthcare projects encompassing feasibility studies, planning and designing, planning and procuring equipment, manpower planning, project management, providing technical support and all other systems of training and management services.
 2. To undertake own, purchase, acquire, buy, sell, construct, develop, promote, take on lease, accept gifts, hire, design, operate, maintain, establish, set up, run, deals, manage, or otherwise provide technology and technical know-how required for and/or relating to land, building, office complex, residential complex, shopping mall, small office-home office, hospitals, nursing homes, medical centers, healthcare centers, medical institutions, dispensaries, pharmacies, blood banks, health clubs, health city, knowledge city, engineering colleges, educational institutions, schools, colleges, management institutions, technical institutions, vocational training and educational centers, institutions of medical education, nursing schools and colleges, all kinds of Para-medical institutions, bio-medical engineering institutions, genetic engineering institutions, any society, trusts, institutes having similar objectives. To act as consultant, advisor, service provider, collaborator, middleman, agent, representatives for establish, construct, execute, develop, run, manage and maintain of any healthcare projects, educational projects, food parks, water park, amusement park, entertainment park, hotels, resorts, club, multiplexes, cineplexes, science city, Bigyannagar, biotech park, film city, golf course, hospitals, engineering institutions, management institutions, technical institutions, providing technical support, placement of professionals and human resources.

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

1. To purchase, acquire, build, construct, alter, maintain, enlarge, equip, pull down, remove or replace and to works, manage and control any buildings, offices, factories, mills, laboratories, shops, machinery equipments, apparatus, engines, roadways, railways, reservoirs, water-courses, electric works and other works and conveniences, which may seem calculated directly or indirectly to advance the main objects of the Company, and to join with any other person or body corporate in doing of these things.

2. To import and purchase any machinery, implement, apparatus, equipments, materials, articles and stores and to do all things for attaining the main objects of the company.

3. To purchase, take on lease, or tenancy or in exchange, hire, take options over or otherwise acquire for any estate or interest whatsoever and to hold, develop, plan, improve, work, cultivate and turn to account concessions, grants, decrees, licenses, privileges, claims, options, leases, property, real or personal, or rights of powers of any kind which may appear to be necessary or convenient for attaining the main objects of the Company and to purchase, charter, hire, build or otherwise acquire crafts, cars, vans or vehicles of any description and to employ the same in the business of the company.

4. To acquire from any person, firm or body corporate or unincorporate whether in India or elsewhere, technical information, know-how processes, engineering and operating data, plants, layouts and blue prints useful for the design, erection and operation of plants, machines or apparatus required for attaining the main objects of the company and to acquire any grant or licence and other rights and benefits in connection therewith.

5. To grant allowances, salaries, gratuities, pensions and bonuses to employees of the Company or dependents of such persons, and to support and to subscribe to any charitable or other institutions, and to support and to subscribe to any charitable or other institutions and to create and subscribe to any Provident or Benefit Fund for the employees of the Company or of any other Company under the Secretaryship or management of the Company.

6. To sell, exchange, mortgage, let on lease, royalty or tribute, grant, licences, easements, options and other rights over and in any other manner deal with or dispose of the whole or any part of the undertaking property, assets, rights and effects of the Company for such consideration as may be thought fit and in particular for stocks, shares, whether fully or partly paid-up, or securities of any other Company.

7. To pay for any rights or property acquired by the company and to remunerate any person, firm or body corporate rendering services to the company either by cash payment or by allotment to him or them or them of shares or securities of the company as paid up in full or in part or otherwise.

8. To lend and advance money, out of surplus fund of the Company not immediately required, either with or without security and give credit to such persons or (including government) and upon such terms and conditions as the Company may think fit but not amounting to Banking business as defined under the Banking Regulation Act, 1949.

9. To undertake financial and commercial obligations, transactions and operation for achievement of the main objects of the company.

10. To guarantee the performance of any contract or obligation of and the payment of money unsecured or secured or and interest on, any debentures, debenture stock or securities

11.	Surpluses	To invest any surplus money of the Company not immediately required in such investments as may be thought proper.
12.	Borrowing	Subject to the provisions of law in force & the rules framed thereunder & directives issued by R.B.I. for the time being, to receive money on loan and borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock perpetual or otherwise and to secure the payment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets, of the company (both present and future), including its uncalled capital, and also by a similar mortgage charge or lien to secure and guarantee the performance by the Company or any other person or Company as the case may be, but not amounting to Banking business as defined under the Banking Regulation Act, 1949.
13.	Negotiable Instrument	To draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes, bills of lading, warrants and other negotiable or transferable instruments or securities.
14.	Patents etc.	To apply for purchase or otherwise acquire and protect, prolong and renew in any part of the world, any patents, patent rights, brevet d'invention, trade mark, designs, licenses, protections, concessions and the like conferring an exclusive or nonexclusive or limited rights to their use or any secret or other information as to any invention, process or privilege which may seem capable or being used for any of the purpose of the company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, grant licenses or privileges in respect of or otherwise turn to account the property, rights and informations acquired.
15.	Improvement of patents and other rights	To expand money in experimenting on and testing and in improving or seeking to improve any patents, rights, invention, discoveries, process or informations of the company or which the company may acquire or propose to acquire.
16.	Research laboratories colleges and provision of lectures	To establish, provide, maintain and conduct research and other laboratories, training colleges, schools and other institutions for the training, education and instruction of students and other who may desire to avail themselves of the same and to provide for the delivery and holding of lectures, demonstrations, exhibitions classes, meetings and conferences in connections therewith.
17.	Acquire and undertake business	To acquire, takeover and undertake all or any part of business, property and liabilities of any person or Company carrying on or proposing to carry on any business which this company is authorised to carry on or possession of property suitable for the purposes of the company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company in India or elsewhere.
18.	Registration of company outside India	To procure the registration or recognition of the Company in or under the laws of any place outside India and to open branches of the Company at any place whether in India or outside India.
19.	Promotion	To form, incorporate or promote any Company or Companies, whether in India or outside having amongst its or their objects the acquisition of all or any of the assets or control or development of the Company or any other objects which in the opinion of the Company could or might directly or indirectly assist the company in the development of its properties or otherwise prove advantageous to the company and to pay all of the costs and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or Company in any manner it shall think fit for services rendered or to be rendered.

- Subject to the provisions of the Companies Act, 1956 or any re-enactment thereof for the time being in force, to amalgamate with Company(s), or to enter into partnership or into any arrangement for sharing profits, union of interests, Cooperation, joint venture or reciprocal concession with any person or persons, Company or Companies carrying on or engaged in any business or transaction which the Company is authorised 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 conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
- To enter into any arrangements and to take all necessary or proper steps with government or with other authorities supreme, national, local, municipal or otherwise of any place in which the Company may have interest and to carry on any negotiations or operations for the purpose directly or indirectly carrying out the objects of the Company or effecting any modification in the constitution of the Company or furthering the interest of its members and to oppose any such steps taken by any other Company, firm or person which may be considered likely directly or indirectly to prejudice the interests of the Company or its members, promoter and to promote or assist the promotion, whether directly or indirectly, of any legislation which may appear to be in the interest of the Company and to oppose and resist, whether directly or indirectly any legislation which may seem disadvantageous to the Company to obtain from any such government authority or any company by lawful means any charters, contracts, decrees, rights, grants, loans, privileges or concessions which the company may think fit desirable to obtain and carry out, exercise and comply with any such arrangements, charter, decree, right, privilege or concessions.
- To adopt such means of making known the products of the Company as may seem expedient and in particular by advertising in the press or any other media by purchase, exhibition or reproduction of works of arts or interest, by publication of books, pictures, and periodicals and by granting prizes, award and donations, or in such other manner as the Company may deem desirable.
- To undertake and execute any trust the undertaking of which may seem to the Company desirable and either gratuitously, or otherwise and vest any real or personal property, rights or interests acquired by or belonging to the Company in any person or Company on behalf of or for the benefit of the Company and without any declared trust in favour of the Company.
- To apply the assets of the Company in any way in or towards the establishment, maintenance or extension, of any association, institution or fund in any way connected with any particular trade or business or with trade or commerce generally and particularly with the trade, including an association, institution or fund for the protection of the interest of masters, owners and employees against loss by bad debts, strikes combinations, fire, accidents otherwise or for the benefit of any clerks, workman or others at any time employed by the Company or any of its predecessors in business or their families or dependents and whether or not in common with other persons or classes of persons and in particular or friendly, co-operative and their societies, reading rooms, libraries, educational and charitable institutions, refectories dining and recreation rooms, churches, chapels, temples, schools and hospitals and to grant gratuities, pensions and allowances and to contribute to any funds raised by public or local subscription for any purpose whatsoever.
- To aid, peculiarly or otherwise any association, body or movement having for an object the solution, settlement, or surmounting of industrial or labour problems or troubles or the promotion to industry or trade.
- Subject to the provisions of the Companies Act, 1956, to subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibitions, subject of the compliance of Central and State laws.

20. Amalgamation and Partnership

21. Government and other concessions and to promote and oppose legislation

22. Publicity

23. Trusts

24. Establishment of association connected with company or for benefits of employees of company

25. Aid to labour and other industrial association

26. Donation

27. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances of emoluments to any persons who is or was at any time in the employment or service of the company, or of any Company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary Company, or who are or were at any time directors or officers of the Company or for any such other Company as aforesaid, and the wives, widows, families and dependents, or any such persons, and also establish and subsidise and subscribe to any institutions, associations, clubs or funds considered to be for the benefit of or to advance the interest and well-being of the Company or of any such other Company as aforesaid, and make payments to or towards the insurance of any such person as aforesaid and do any of the matter aforesaid either alone or in conjunction with any such other Company as aforesaid subject to the compliance of Central and state laws.
28. Subject to the provisions of any law for the time being in force distribute amongst the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the company in the event of winding up.
29. To undertake, carry out, promote and sponsor rural development including programme for promoting the social and economic welfare of or the upliftment of the people in any rural area and to include any expenditure or any programme of rural development and to assist area and to include any expenditure or any programme or rural development and to assist in the execution and promotion thereof either directly or through an independent agency or in any other manner. Without prejudice to the generality of the foregoing, "programme of rural development" shall also include any programme for promotion of the social and economic welfare of or the upliftment of the people in any rural area which the directors consider it likely to promote and assist rural development and that the words "rural area" shall include such area as may be regarded as rural areas under the Income Tax Act, 1961 or any other law relating to rural development for the time being in force or as may be regarded by the directors as rural areas and the directors may at their discretion, in order to implement any of the above mentioned objects or purposes, transfer without consideration or at such fair or concessional value as the directors may think fit and divert of any property of the company to or in favour of any public or local body or Authority or central or state Government or any Public Institution or Trust or Funds as the Directors may approve.
30. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of the national economy and for discharging what the Director consider to be social and moral responsibilities of the company to the public or any section of the public as also any activity which the Directors consider likely to promote national welfare or social economic or moral uplift of the people or any section of the people and in such manner and by such means as the Directors may think fit and directors may without prejudice to the generality of the foregoing, undertake, carry out, promote and sponsor or any activity for publication of any books, literature, newspaper etc. or for organising lectures or seminars likely to advance these objects or for giving merit awards, scholarships, loans or any other assistance to deserving students or other scholars or persons to enable them to pursue their studies for academic pursuits or researches and for establishing, conducting or assisting any institution, fund, trust etc. having any one of the aforesaid objects or purposes transfer without consideration or at such fair or concessional value as the directors may think fit and divert the ownership of any property of the company to or in favour of any public or local Body or authority or central or state Government or any public institutions or Trust or Fund as the Directors may approve.
31. To buy, sell, purchase, repair, alter, 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 or which may seem capable of being profitable to deal with in connection therewith and to, experiment with, render marketable and deal in all products or residual and by products incidental or to obtained in any of the business carried on by the Company and to do all such other things as may be deemed incidental or conducive to the attainment of the main objects of the Company or any of them.

(C) THE OTHER OBJECTS FOR WHICH THE COMPANY IS ESTABLISHED ARE:

1. To manage land, building and other properties whether belonging to the Company or not and to collect rents and income and to supply tenants and occupiers and others, refreshments, attendance, light, waiting room, teaching rooms and other advantages and to carry on engineering goods, plants & machinery, mechanical, civil, electrical, computer & computer stationery etc.
2. To exchange or otherwise acquire any land and buildings and any estate or interest therein and any rights connected with any such land and buildings and to develop and turn to account the same by laying out and repairing the same by building and sale purchase of land/or building and to acquire and take out any business or undertaking carried on upon, or in connection with any land or building which the Company may desire to acquire as aforesaid and to construct, let out/furnish, promote of land and carry on all or any of the functions of proprietors of flat, dwelling house shops, offices, and manage the same or sale or give on rent the flats, house shops, offices, and manage the same or give on rent the flats, house shops, offices, and manage the same or sale or give on rent the flats, house, dwelling house, offices.

3. To carry on business as manufacturers, producers, processors, makers, inventors, converters, importers, exporters, buyers, sellers, retailers, wholesalers, suppliers, indentors, packers, movers, preservers, stockiest, agents, subagents, merchants, distributors, consignors or otherwise deal in hosiery goods of every kind, nature and description for men, women and children including vests, underwear, socks, stockings, sweaters, jaces, and of all or anything which is used in hosiery goods and ready made garments.

4. To run, own, manage, administer diagnostic centres, scan centres, Nursing Homes, Hospitals, Clinics, Dispensaries, Maternity Homes, child welfare and family planning centres, clinical pathological testing laboratories, X-ray and ECG clinics and to act as consultants and advisers providing technical knowhow, technical services and allied services for the establishments, operation and improvement of Nursing Homes, Hospitals, Clinics, Medical Institutions, Medical centres and laboratories in India and abroad and to acquire, establish and maintain one or more Diagnostic centres for the reception and treatment of persons suffering from illness, or mental defect or for the reception and treatment of persons during convalescence, or of persons requiring medical attention or rehabilitation. To carry out medical development of all fields of medical sciences, and in therapies of medical treatment with maintenance, so as to afford medical relief in a better way.

5. To carry on the business in the area of information technology which would include running the business of developing software, networking, web linking, web designing, data processing and e-commerce, internet and internet portals, e-mail and all types of information technology business, printing, publishing and catering to the clients all sorts of services relating to information technology besides trading, purchasing, selling, importing, exporting and dealing in computers and computers peripherals, stationery, printer, ribbons, magnetic tapes and other allied components for the attainment of the business of information technology and any other business or activity which can be conveniently carried on in this connection and to carry on the business of running institution of learning computer software and hardware technologies and to carry on the business of running computer educational Institute for competitive examination.

6. To carry on all or any of the business of buyers, sellers, traders, suppliers, growers merchants, importers, exporters, indentors, brokers, agents assemblers, stockists, C & F Agency, shipping business and deal in share trading, stock, bonds, securities, debentures, mutual funds, gems and jewelry and silver utensils and ornaments and of all kinds of dealers in machinery items and man made fibres, textiles of all kinds and all types of yarn, cloths, oil and oilseeds tea, coffee, spices, dry fruits, drugs, leather goods, garments, hosiery and other related item, jute and jute product, cements, automobiles parts, coal, hard coke, soft coke, vegetable oil machine parts, industrial components plastics and earth moving spares, electronic parts and devices and all kinds of metals, iron and steel and all steel based product GI, Sheets, G.P Sheets, plastic and polymer product, and other related items, pipe & other things required in connected therewith and to work as commission agents in and manufacturing of sweets, snacks, confectionery of all kinds cosmetic, cement chemical, minerals, potato, onions, consumer durables.

The Authorised Share Capital of the Company is Rs 30,00,000/- (Rupees Thirty Lakhs) divided into 3,00,000 equity Shares of Rs. 10/- (Rupees Ten) each with power to increase and reduce the capital of the Company and to divide or subdivide the shares in capital for the time being into several classes and to attach thereto respectively such preferential qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of the Company for the time being and to modify or abrogate of any such rights privileges or conditions in such manner as may be permitted by Act, or provided by the Article of the Company for the time being.

V.
IV.

We, the several person whose name, addresses and descriptions are subscribed, below are desirous of being formed into a Company in pursuance of the 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, Father's name, Address, Description & Occupation of each Subscriber	No. of Equity Shares taken by each Subscriber	Name, Address, Description & Occupation of Membership - No. of witnesses
1. SEKHAR CHAKRABORTY S/o: Late Sudhir Ch. Chakraborty Block-1, Flat No. 3B Green Vally Complex, Sevoke Road Siliguri - 734 001 Doctor	10,000 (Ten Thousand)	
2. CHAMPA CHAKRAVERTY D/o: Late Jibananda Chakraverty Block - I, Flat - III B Green Vally Complex, Sevoke Road Siliguri - 734 001 Doctor	10,000 (Ten Thousand)	
3. RAKHI SARKAR D/o: Late Jagat Bandhu Basu Roy 131, Sector Office Road, Milanpally Siliguri - 734 005 Business Women	10,000 (Ten Thousand)	
4. ANUP SARKAR S/o: Srt Ananda Sarkar 131, Sector Office Road, Milanpally Dist: Darjeeling Siliguri - 734 005 Business	10,000 (Ten Thousand)	
TOTAL		
		40,000 (Forty Thousand)

I Witness to all the signatories

DHANESWAR SAHOO
S/o: Shri. Shankar Sahoo
114B, A.T.M Road,
Kolkata - 700025
Company Secretary
C.P.No.-5601

Kolkata, Dated 04th day of Aug, 2010