

**THE COMPANIES ACT, 2013**  
**COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**TEJNAKSH HEALTHCARE LIMITED**

**1. Application of Table “F”**

Regulations in Table F in the schedule I to the Companies Act, 2013 shall apply to this company except in so far as they are inconsistent with any of the provisions contained in these Regulations and except in so far as they are hereinafter expressly or impliedly excluded or modified.

**2. INTERPRETATION**

**“The Company or This Company”**

“The Company” or “This Company” means **TEJNAKSH HEALTHCARE LIMITED**.

**“The Act”**

“The Act” means Companies Act 2013 or any statutory modifications or re-enactment thereof for the time being in force including the rules made there under.

**“Board of directors” or “Board”**

In relation to a company, means collective body of directors of the company.

**“Singular Member”**

Words importing the singular number include, where the context admits or requires, the plural number and vice versa.

**“Headings”**

The headings hereto shall not affect the construction thereof save as aforesaid, any words or expressions used in these Articles, shall bear the same meaning and as defined in the Act or General Clause, if not inconsistent with the subject or context of these Articles.

**“Member”**

Pursuant to section 2(55) of Companies Act, 2013, member in relation to the company means –

- i) the subscriber to the memorandum of the company who shall be deemed to have agreed to become the member of the company , and on its registration shall be entered as member in its register of members.
- ii) every other person who agreed in writing to become the member of the company and whose name is entered as member of the company
- iii) every person holding shares of the company and whose name is entered as beneficial owner in the record of depository;

**“Seal”**

“The Seal” means the Common Seal of the Company.

**“Securities”** means the securities as defined in clause (h) of section 2 of the Securities Contracts (Regulation) Act 1956;

**“Sweat Equity Shares”** means equity shares issued by the Company to its directors or employees at a Discount or for consideration other than cash for providing know-how or making available rights in the nature of intellectual property rights or value additions, by whatever name called.

**“Beneficial Owner”** means the beneficial owner as defined in the Depositories Act, 1996.

**“Depository”** means a depository as defined in clause (e) of sub-section (1) of section 2 of the

Depositories Act, 1996.

**“Depositories Act”** means the Depositories Act, 1996 and any statutory modification and reenactment thereof.

**“Shares may be held in Depository”** The Company may dematerialize / rematerialize its shares pursuant to Depositories Act and offer its shares as subscription / allotment in a dematerialized form the provisions of the Articles of Association of the Company shall not apply to the shares held with the depository in dematerialized form.

**“Issue, transfer, transmission of shares under the Depositories Act”** The provisions of the Depositories Act shall apply in respect of the issue, transfer and transmission held by member with the Depository.

### **PUBLIC COMPANY**

3. Pursuant to Sec. 2 (71) of the Act, Public Company means a company which-

- (a) is not a private company;
- (b) has a minimum paid-up share capital of five lakh rupees or such higher paid-up capital, as may be prescribed:

Provided that a company which is a subsidiary of a company, not being a private Company, shall be deemed to be public company for the purposes of this Act even where such subsidiary company continues to be a private company in its articles;

### **4. ALTERATION TO MEMORANDUM**

The Company by passing special resolution in the General meeting of member's of the company shall have power to alter the provisions of the Memorandum of Association as per Section 13 of the Companies Act, 2013 except for increase in capital. For increase in capital, company can pass ordinary resolution as per provisions of Section 61 of the Act.

### **5. AMOUNT OF CAPITAL**

A) Present authorized capital of the company shall be as per “Capital Clause” of the Memorandum of Association of the company.

### **B) ALTERATION OF CAPITAL**

- i) The company may, from time to time by passing an ordinary resolution increase the share capital by as may be specified in the resolution. And Subject to the provisions of Section 61 of the Act,
- ii) The company may, by ordinary resolution in general meeting of the members of the company –
  - a) Consolidate or divide all or any of its share capital into shares of larger amount than its existing shares
  - b) Convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid up shares of any denomination
  - c) Sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum
  - d) Cancel any shares which, at the date of passing of the resolution, have not been taken or agreed to be taken by any person.
- iii) The company may, by special resolution in general meeting of members of the company can reduce in any manner and with, and subject to, any incident authorized and consent required by law - (a) its share capital (b) any capital redemption reserve account; or (c) any share premium account.

### **PREFERENCE SHARES**

6.

- i) Subject to the provisions of Section 55 of the companies Act, 2013 preference shares may, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the preference shares by special resolution determine in that behalf.
- ii) Redemption of preference shares shall be done as per provisions of section 55 of the Act.

## SHARES AND CERTIFICATES

### 7.

- i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,—
  - (a) One certificate for all his shares without payment of any charges; or
  - (b) Several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.
- ii) Every certificate shall under the common seal and shall specify the shares to it relates and the amount paid-up thereon. In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a one of several joint holders shall be sufficient delivery to all such holders.
- iii) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company. Then a new certificate may be issued in lieu thereof.
- iv) If any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given.
- v) The provision of Articles (b) and (c) shall *mutatis mutandis* apply to debenture certificate of the company.

## DEMATERIALISATION OF SECURITIES

### 8. Option to dematerialise Securities:

Notwithstanding anything contained in these Articles, the Company shall in accordance with the provisions of the Depositories Act, 1996; be entitled to dematerialise its securities and to offer the same for subscription in a dematerialised form and on the same being done, the Company shall maintain a Register of Members / Debenture holders holding shares / debentures both in material and dematerialised form in any media as permitted by law including any form of electronic media, either in respect of existing shares or any future issue.

In case of allotment of securities, if a person opts to hold his security with a Depository, the Company shall intimate such Depository details of allotment of the security, and on receipt of the information, the Depository shall enter in its record the name of the allottee as the beneficial owner of the Security.

### 9. Option for Investors:

Every person subscribing to securities offered by the Company shall have the option to receive security certificates or to hold the securities with a Depository. Such a person who is the beneficial owner of the securities can at any time opt out of depository, in respect of any security in the manner provided by the Depositories Act, 1996; and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required Certificates of Securities.

### 10. Securities in Depositories to be in fungible form:

All securities held by a Depository shall be dematerialised and be in fungible form.

### 11. Rights of Depositories and Beneficial Owners:

- (a) Notwithstanding anything to the contrary contained in the Act or these Articles, a Depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of security on behalf of the beneficial owner.
- (b) Save as otherwise provided in (a) above, the Depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it.
- (c) Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the Depository shall be deemed to be a member of the Company. The beneficial owner of securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his / her securities which are held by a Depository.

**12. Service of documents:**

Notwithstanding anything contained in the Act or these Articles to the contrary, where securities are held in Depository, the records of the beneficial ownership may be served by such Depository on the Company by registered post or by speed post or by courier service or by leaving it at its registered office or by means of such electronic or other mode as may be prescribed.

**13. Transfer of Securities:**

Nothing contained in the Act or these Articles shall apply to a transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a Depository.

**14. Allotment of Securities dealt with in a Depository:**

Notwithstanding anything contained in the Act or these Articles, where securities are dealt with by a Depository, the Company shall intimate the details thereof to the Depository immediately on allotment of such securities.

**15. Distinctive numbers of securities held in a Depository:**

Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers for securities issued by the Company shall apply to securities held with a Depository.

**16. Register and index of beneficial owners:**

The Register and Index of beneficial owners maintained by a Depository under the Depositories Act, 1996; shall be deemed to be the Register and Index of Members and Security holders for the purpose of these Articles.

**POWER TO NOMINATE**

17. As per section 72 of the Act & Rules made there under, every holder of securities of a company may, at any time, nominate any person to whom his securities shall vest in the event of his death.

**LIEN**

18.

a) The company shall have a first and paramount lien on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:

Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause. The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.

b) The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien: -Provided that no sale shall be made--(a) unless a sum in respect of which the lien exists is presently payable; or demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

19. (i) To give effect to any such sale, the Board may authorize some person to transfer the shares sold to the purchaser thereof.

(ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.

(iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

20. i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares, at the date of the sale.

## CALLS

### 21. WHEN CALL IS TO BE MADE AND TO WHOM: -

- (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium).
- (ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.
- (iii) A call may be revoked or postponed at the discretion of the Board.
- iv) A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by installments.
- v) The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
- (vi) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at two per cent per annual.
- vii) The Board shall be at liberty to waive payment of any such interest wholly or in part.

### 22. REVOCATION/ POSTPONEMENT OF CALL

The Board may at its discretion revoke or postpone the call or may extend the date of payment thereof, or may change such interest as they may think fit.

### 23. CALLS IN ADVANCE

The Board may, if decided, receive call in advance without any extra privilege about voting, and the advance call shall carry or not interest rate as may be decided by the Board.

### 24. RIGHTS CONNECTED TO SHARE CAPITAL

Subject to the provision of the Act and these Articles, the shares in the capital of the company shall be under the control of the directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.

The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

Company can issue the shares with differential voting rights subject to compliance of the rules made therefore.

## TRANSFER AND TRANSMISSION OF SHARES

### TRANSFER OF SHARES

### 25. INSTRUMENT OF TRANSFER

- (i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.
- (ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

### 26. RIGHT TO REFUSE TRANSFER

- a) The Board may, subject to the right of appeal conferred by section 58 decline to register-
  - (i) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
  - (ii) any transfer of share on which the company has a lien.
- b) The Board may decline to recognize any instrument of transfer unless-----

- (i) The instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;
- (ii) The instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably required to show the right of the transferor to make the transfer; and
- (iii) The instrument of transfer is in respect of only one class of shares.

## **27. CLOSURE OF REGISTER OF MEMBERS:-**

On giving not less than Seven days' previous notice in accordance with section 91 and rules made there under, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

**Provided** that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

## **28. TRANSMISSION OF SHARES**

(i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognized by the company as having any title to his interest in the shares.

(ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

**29.** (i) Any person becoming entitled to a share in consequences of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—

(a) to be registered himself as holder of the share; or

(b) to make such transfer of the share as the deceased or insolvent member could have made.

(ii) the Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

**30.** (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.

(ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

(iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfer of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

**31.** A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the shares, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

## **FORFEITURE OF SHARES**

**32.** If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, together with any interest which may have occurred. The Notice of giving time limit of at least 14 days is to be given to person who is liable to pay the call stating that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited. The forfeiture shall be done by a resolution of the board to that effect.

33. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit AND At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
34. (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.
- (ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.

#### **GENERAL MEETINGS**

35. All general meetings other than annual general meeting shall be called extraordinary general meeting. Notice of general meeting shall not be less than clear 21 days in writing or in electronic mode to the shareholder of the company.

Provided that a general meeting may be called after giving a shorter notice if consent is given in writing or by electronic mode by not less than ninety-five per cent. of the members entitled to vote at such meeting.

36. (i) 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**

37. **BUSINESS TO BE TRANSACTED: -**

No business shall be transacted at any general meeting unless a quorum of members in present at the time when the meeting proceeds to business. The quorum for the general meetings shall be as provided in Section 103 of the Act.

38. **CHAIRMAN OF GENERAL MEETING**

The chairperson, if any, of the Board shall preside as chairperson at every general meeting of the company. If there is no such Chairperson, or if he is not present within fifteen 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.

If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

39. **ADJOURNMENT OF MEETING**

- (i) The chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourned 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**

40. Subject to any rights or restrictions of the time being attached to any class or classes of share --
- (a) on a show of hands, every member present in person shall have one vote; and
- (b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.



41. (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the execution of the votes of the other joint holders and seniority shall be determined by the order in which the names stand in the register of members.
42. 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.
43. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
44. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.
45. No member shall be entitled to vote on such special resolution to approve any contract or arrangement which may be entered into by the company, if such member is related party.

#### **PROXY**

46. The instrument appointing a proxy in a prescribed form or a copy of duly notarized power of attorney or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
47. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
48. 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.

#### **QUORUM**

49. **For General meeting:** - Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103, if proper quorum is not present within Half –an –hour from the time appointed for holding a meeting of the company –
  - (a) the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other date and such other time and place as the Board may determine; or
  - (b) the meeting, if called by requisitionists under section 100, shall stand cancelled:  
**For Board meeting :-** one-third of its total strength or two directors, whichever is higher, and the participation of the directors by video conferencing or by other audio visual means shall also be counted for the purposes of quorum under this sub-section.

#### **BUSINESS TO BE TRANSACTED**

50. At the General Meeting no business other than stated in the Notice calling the said meeting be transacted and such business shall subject to the provisions of the Act, be decided by resolution by show of hands or by poll if demanded and the Chairman's decision shall be conclusive.

#### **MEETING OF SEPARATE CLASS**

51.
  - i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.
  - (ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall *mutatis mutandis* apply, but so that the necessary quorum shall be at least two persons holdings at least one-third of the issued shares of the class in question.

## **BOARD OF DIRECTORS**

### **52. NUMBER OF DIRECTORS**

The number of Directors shall not be less than three and shall not be more than fifteen.

### **53. PRESENT DIRECTORS**

The Present Directors are: -

- 1) SHRI ASHISH VISHWAS RAWANDALE
- 2) SMT. PREETI ASHISH RAWANDALE
- 3) SHRI VIKRAMSINH SATISH KHATAL PATIL
- 4) SHRI KIRAN MADHAVRAO PAWAR

### **54. MONETARY ENTITLEMENT TO DIRECTORS**

- (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.
  - (b) in connection with the business of the company.
- iii) The Board may pay all expenses incurred in getting up and registering the company.
- iv) All cheques, promissory notes, drafts, *hundis*, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the board shall from time to time by resolution determine.

### **55. SIGNING OF ATTENDANCE: -**

Every directors present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.

### **56. APPOINTMENT OF DIRECTORS: -**

- (i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.
- (ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

### **57. APPOINTMENT OF MANAGING AND OTHER DIRECTOR**

The Board shall be entitled to appoint any person as alternative/ additional/ Technical/ Financial/ Managing/ Special/ Executive/ Whole time Director/ 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.

**MANAGING DIRECTOR,  
WHOLE TIME DIRECTOR & MANAGER**

**58. MANAGING DIRECTOR, WHOLE TIME DIRECTOR & MANAGER**

The Director may, from time to time, appoint one or more directors as Managing Director, or Whole time Director or Manager or Chief Executive Officer or Chief Financial Officer or Company Secretary as the case may be for a fixed term not exceeding 5 years at a time for which he or they, is or are to hold office and may from time to time (Subject to the provisions of any contract between him and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places. A retiring Managing Director or Whole time Director or Manager or Chief Executive Officer or Chief Financial Officer or Company Secretary may be reappointed subject to the provisions of the Act. Managing Director or Whole time Director or Manager or Chief Executive Officer or Chief Financial Officer or Company Secretary as the case may be, shall not while he or they continues or continue to hold that office, be subject to retirement by rotation and shall not be reckoned as Director/s for the purpose of determining the number of Directors to retire by rotation. But he or they shall *ipso-facto* cease to be Managing Director, or Whole time Director or Manager or Chief Executive Officer or Chief Financial Officer or Company Secretary as the case may be, if he or they cease to hold office of Director/s for any cause.

**59. SITTING FEES**

The Directors may be paid a sum not exceeding such sum as may be prescribed under Section 197 of the Companies Act, 2013 from time to time, for attending the meetings of the Board or of the sub-committee thereof in addition to the actual expenses incurred for attending the meetings.

**60. SPECIAL REMUNERATION**

Any Director who serves on any committee or who devotes special attention to the business of the Company or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of the Director, may be paid such extra remuneration by way of salary, commission, percentages of profit or otherwise as the Directors may determine.

**61. RETIREMENT**

All the directors of the company will be liable to retire by rotation at every annual general meeting according to length of term of directorship they are holding in the company.

**POWERS OF DIRECTORS**

**62. DIRECTORS TO MANAGE THE AFFAIRS OF THE COMPANY**

The Director shall have the power of complete management of the Company's affairs *inter alia* regarding shares, loans, investment and to exercise all such powers and to do all things and acts, as the Company is authorized to do by its Memorandum of Association or required to be exercised under statute or Articles for the benefit of Company's business but subject to the provisions of the Act, these Articles or any direction given by the members in the General Meeting.

**63. PARTNERSHIP**

Whenever it is decided in the interest of the Company to enter into partnership or to amalgamate or merge with or to take over any individual, firm, limited liability partnership, undertaking organization or Company, the Board can authorize any of its directors to sign and execute partnership deed, amalgamation agreement, merger agreement, or take over agreement, or limited liability partnership agreement and other documents and accept all rights and obligations of the other party on behalf of the Company.

**BORROWING POWERS**

**64. BORROWINGS**

The Board may borrow funds for the purpose of the Company by deposit, loans or issue of debentures, convertible debentures, or in any other form either unsecured or on such security and on such terms and conditions as may be decided by the Board subject to provisions of section 71, section 73, section 179, section 180 and section 186 of the Act read with rules made there under.

## PROCEEDINGS OF THE BOARD OF DIRECTORS

### 65. BOARD MEETINGS

- i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

Subject to directors shall meet at least 4 (Four) times in a year provided the gap between two such board meeting shall not be more than for 120 days.

- 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.
66. (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 second or casting vote.
67. 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.
68. (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 number to be Chairperson of the meeting.
69. (i) The Board may, subject to the provision 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.
70. Save as otherwise expressly provided in the Act, a resolution in writing signed entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

### 71. CHAIRMAN

Every Board meeting duly constituted, if not adjourned for want of quorum, shall be chaired by the Chairman or other Directors as may be agreed upon and shall decide any business by simple majority.

### 72. CIRCULAR BOARD RESOLUTION

The Board can pass resolutions by circulation provided it is duly circulated along with papers and is approved by majority and by such number of Directors as are required for quorum. And if not less than one third (1/3) of total number of board of directors of the company for time being require that any resolution under circulation must be decided at a meeting then the particular resolution is to be decided by board meeting only.

### 73. DELEGATION OF POWERS

The Board may delegate any of its powers to a committee of the Board constituted or to any other person as may be decided and such committee meetings shall be governed in the same manner as that of the Board Meetings.

### 74. DIRECTORS MAY CONTRACT WITH THE COMPANY

The Directors may directly or indirectly, enter into contract with the Company and even being interested in the business after disclosing the facts, but such interested director shall not participate and vote in the meeting in which the matter of contract or arrangement is discussed and resolved.

## **75. GENERAL AUTHORITY**

Where it has been provided in the Act that the company shall have any right, privilege or authority or that the Company could carry out any transactions only if the Company is so authorized by its Articles, then and in that case this Regulation hereby authorizes and empowers the Company to have such right, privilege or authority and to carry out such transaction as have been permitted by the Act without there being any specific Regulation in that behalf herein provided. Few illustrations of such rights, privilege, authorities and transactions the following are set out with relevant Sections.

Section 55 to issue Redeemable Preference Shares.

Section 50 to accept unpaid share capital although not called up and to pay interest on such amount at a rate, which may be determined by the Board.

Section 51 to pay dividend in proportion to amount paid-up.

Section 61 to alter the share capital of the Company.

Section 66 to reduce the share capital.

Section 48 to alter rights of the holders if special class of shares.

Section 88 to keep foreign register of Members and debenture holders.

Section 161 to appoint additional Directors.

Section 163 to adopt proportional representation for the appointment of Directors.

Section 161 authorizing the Board to appoint alternate Directors, etc.

Section 286 to make liability of its Directors or any Director or Manager unlimited.

### **SEAL**

**76. (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 authorized by it in that behalf, and except in the presence of at least two directors or any other person as the board may appoint for the purpose; and those two directors and or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

### **DIVIDEND**

**77. DIVIDEND PAYMENT AND RATE.**

1) Subject to the provisions of section 123 the Act, the dividend can be paid either out of the profits of the company for the that financial year or out of profits of the company for any previous financial year or years at the rate declared at the General Meeting but not exceeding as recommended by the Board in proportion to the capital paid up on shares after providing for depreciation and reserves in compliance with section 123 of the Act.

2) If dividend is declared by the company out of the profits for previous financial years due to inadequacy or no profit in a year in which dividend is declared then it shall not exceed the rates at which dividend was declared by it in three years immediately preceding that year.

3) Interim dividend can be recommended and declared by the board out of the surplus in the profit and loss account and out of profits in the financial year in which such interim dividend is sought to be declared.

**78. CREATION OF RESERVE AFTER DIVIDEND DECLARATION.**

Before recommending any dividend the Board may set aside certain amount of profits as Reserves, which shall be applied in the manner as may be from time to time decided by the Board. The Board can carry forward the profits without declaring dividend or can declare interim dividend without general meeting resolution.

## **79. MODE OF PAYMENT OF DIVIDEND**

Dividend shall be paid by cheque or warrant payable to the member whose name appears on the Register of Members in a particular day as may be decided by the Board.

## **CAPITALIZATION**

- 80.** Subject to the provisions of the Act if resolved at the general meeting any monies, investments or assets forming part of undivided profits standing to the credit of reserve fund at the disposal of the Company and available for dividends or as share premium account may be capitalized and distributed among the members who are entitled for dividend and in the same proportion, be applied to make the partly paid shares as fully paid for in issuing fully paid bonus shares or partly in one way and partly in the other.

## **ACCOUNTS**

### **PROPER BOOKS OF ACCOUNTS**

- 81.** The Company shall keep at its Registered Office or such other place as may be decided by the Board, books of accounts giving true and fair view of the state of affairs of the Company.

### **82. ANNUAL ACCOUNTS**

Board shall cause to be prepared and placed before the Company in Annual General Meeting audited Balance Sheet and Profit and Loss Account, copy of which should be sent to all the members entitled thereto along with the notice of the meeting.

Accounts once adopted may be amended at a later meeting of the shareholders by ordinary resolutions subject to provisions of section 130 or 131 of the act.

## **AUDIT**

### **83. AUDIT OF ACCOUNTS**

The Auditors appointed as per the provisions of the Act shall audit the Accounts of the Company. Subject to provisions of section 130 or 131 and Article No 44 the Accounts when audited and approved at the Annual General Meeting shall be conclusive.

## **SWEAT EQUITY SHARES:**

- 84.** Subject to the provisions of Section 54 of the Companies Act and rules there under the Company shall have power to issue the Sweat Equity Shares by passing special resolution in the general meeting of the company.

## **BUY-BACK OF SHARES**

- 85.** Notwithstanding anything contained in these articles, the company shall, to the extent permitted by the under section 68 to section 70 of Act and applicable rules and regulations, have the right to buy back its own shares or other specified securities out of its free reserves or security premium account or the proceeds of any shares or other specified securities or otherwise as permissible, subject to and in accordance with the applicable provisions of the Act and the rules and regulations as may be prescribed there under by passing special resolution in the general meeting of the company or passing resolution in the board meeting as per the percentage of buy back of securities.

## **POSTAL BALLOT**

- 86.** Notwithstanding anything contained in these Articles of Association, the Company in case of resolutions relating to such business as the Central government may, by notification declare to be conducted only by postal ballot and in respect of any item of business other than ordinary business and any business in respect of which directors and auditors have a right to be heard at meeting transact by means of postal ballot instead of transacting such business at a general meeting of the company, subject to the provisions of Section 110 of the Act and applicable rules as may be prescribed from time to time. If such resolution is assented to by the requisite majority of the shareholders by means of postal ballot, it shall be deemed to have been passed at general meeting convened in that behalf.

## **SECRETARY**

**87.** The Directors may from time to time on such terms and conditions appoint or remove any individual or firm to perform any functions required to be performed by Secretary or Manager under the Act and to execute such other as may be decided by the Board.

## **WINDING UP**

**88.** Subject to the provisions of Chapter XX of the Act and rules made there under

- (i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.
- (ii) For the purpose aforesaid, the liquidator may set value as he deems fair upon any property to be dividend as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
- (iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trust for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

## **INDEMNITY**

**89.** Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

## **SECRECY**

**90.** Every Director, Secretary, Auditor and any other officer or employee of the Company shall, if so required by the Directors, before entering upon duties, sign a declaration pledging to observe a strict secrecy in respect of all the affairs of the Company.

## **SECRECY RESTRICTION**

**91.** Subject as conferred by law no member shall be entitled to visit or inspect any accounts, books, documents or works of the Company without the permission of the Directors or require discovery of any of the Company trade secrets, process or any other matter which would in the opinion of the Directors be expedient in the interest of the Company not to the Directors.

\*\*\*\*\*

We, the several persons, whose names and addresses are hereunder subscribed, are desirous of being formed into a company, in pursuance of these Articles of Association: -

Name, Address, Description and Occupation of each subscriber	Signature Of Subscriber	Name, Address, Description and Occupation of witness and his signature
<p>1) SMT. PREETI RAWANDALE W/O ASHISH RAWANDALE SUNDERPRABHA, PRAMOD NAGAR, SECTOR NO. 2, NAKANE ROAD DHULE – 424 001</p> <p>OCCUPATION: BUSINESS</p> <p>2) SHRI ASHISH RAWANDALE S/O SHRI VISHWAS RAWANDALE SUNDERPRABHA, PRAMOD NAGAR, SECTOR NO. 2, NAKANE ROAD DHULE – 424 001</p> <p>OCCUPATION : BUSINESS</p>	<p>SD/-</p> <p>SD/-</p>	<p>WITNESS TO SUBSCRIBER NO.1 TO 2</p> <p>SD/-</p> <p>SHRI MANOJ AGRAWAL S/O SHRI SHANKARLAL AGRAWAL 381-A, NAROTTAMWADI, KALBADEVI ROAD, MUMBAI-400 002</p> <p>OCCUPATION: CHARTERED ACCOUNTANT</p>

PLACE:- DHULE

DATE:-13/02/2008



**THE COMPANIES ACT 1956**  
**COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**\*TEJNAKSH HEALTHCARE LIMITED**

- I The name of the Company is **\*TEJNAKSH HEALTHCARE LIMITED**.
- II. The Registered office of the Company will be situated in the State of Maharashtra i.e. within the jurisdiction of Registrar of Companies, Maharashtra at Mumbai.
- III The objects for which the company is established are:

**A. THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY  
THE COMPANY ON ITS INCORPORATION ARE:**

1. To carry on the business of running hospitals, and to own, manage, administer or run all types of laboratories for carrying out investigations and to run X-ray, E.C.G. clinics, pathological laboratories, CT scan, to provide services like specialized OPD's, IPD's, intensive care, emergency in the field of neurology, cardiology, pulmonology, urology, orthopaedics, medicine, general surgery, ophthalmology, dentistry and other associate specialities, to provide surgical facility and post operative care for patients, also specialized OPD's for endocrinology, cardiology, indoor facility for gastroenterology, urology, infectious diseases and other rare branches, pharmacies, blood banks, health care projects, radiology & radiotherapy facilities, maternity home, welfare and family planning centers.

***\* Change vide Special resolution passed by the members of the Company in Extra Ordinary General meeting held on 23.02.2015.***

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

2. To enter into negotiation, collaboration, technical or otherwise with any persons, Firm, company, bodies corporate, institutions or Government for obtaining by Grant license or

on other terms formulate and to obtain technical information, Know-how and expert advice.

3. To acquire from time to time and deal or trade in all such stock-in-trade, chattels, any attainments, trade mark brevets, inventions, licenses, concessions and effects as may be necessary or convenient for business for the time being, carried on by the Company.
4. To borrow money other than public deposits from banks, institutions and other agencies for the object of the company at such terms as may be decided by the Board of Directors time to time.
5. To open account or accounts, either current or overdraft with any banker/bank and to draw, make, accept, endorse, discount, execute, and issue cheques, promissory notes, hundies, bills of exchange, bills of lading, warrants, debentures, and other negotiable instruments in the course of the company's business.
6. To take Concessions and the like, conferring any exclusive or non-exclusive or limited right to use, exercise, develop or grant or license in any secret or other information as to any invention for the purpose of the Company, and to use, exercise, develop, or grant or license in respect of or otherwise turn to account the Property, rights, or information so acquired.
7. To appoint agents to promote the business of the Company.
8. To open branch offices throughout India.
9. To pay for any property acquired by the company and remunerate any person, firm or body corporate rendering services to the Company either by cash payment or by allotment to him/them of shares or securities of the Company paid in full or in part or otherwise.
10. To let on lease or on hire-purchase system or to lend or otherwise dispose of any property belonging to the company.
11. To sell, exchange, mortgage, let on lease, royalty or tribute, grant, licenses, easements, options and other rights over and in any other manner, deal with or dispose of the undertaking, property, assets, right and effect of the Company or any part thereof for such amount as may be thought fit and in particular for stock shares, whether fully or partly paid up securities of any other company having objects in whole or in part similar to those of Company.
12. To acquire and undertake all or any part of the business, property and liabilities of any person or company carrying on or proposing to carry on any business which this company is authorized to carry on.
13. Subject to the provisions of the Companies Act, 1956, to amalgamate, or to enter into partnership or into any agreement for share profits, unions of interest, cooperation, joint venture, of reciprocal concession or for limiting competition with any person or persons or company or companies carrying on or engage in or about to carry on or engage in any

business, transaction engaging in which this company is authorized to carry or engage in or which can be carried on in conjunction therewith.

14. To engage in business or transaction within connection with any other person, corporation, company or to hold shares, stocks or bonds in any such company or corporation, the business which this company is authorized to carry on.
15. To procure the recognition of the company in or under the laws of any place outside India.
16. 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 interest acquired by or belonging to the company in any person or company or companies on behalf of or for the benefit of the and with or without any declared trust in favour of the company for the purpose of the business of the company.
17. Subject to provisions of the Companies Act, 1956, to accept gifts and to give gifts and donations to create trusts for the welfare of employees, member, directors and/or their dependents, heirs and children and for other persons also for any deserving object and for other persons also and to act as trustees.
18. To subscribe or guarantee money for national charitable, religious, educational, benevolent or other institutions, societies, clubs, funds, association, public general or useful objects or for any exhibition but not intended to serve any political cause or purpose.
19. To communicate with the chambers of commerce and other mercantile and public bodies throughout the world and promote measures for the protection of trade, industry and persons engaged therein.
20. To subscribe for, become a member of, subsidies and cooperate with any other association, whether incorporated or not, whose objects are altogether or in part similar to those of the company, and to procure from and communicate to any such association, such information as may be likely to further the objects of the company.
21. To pay for any property, right or privileges acquired by the company or for services rendered or to be rendered in connection with the promotion, formation of the business of the company or for services renders or to be rendered by any persons, firm or body corporate in placing or assisting to place or guaranteeing the placing of, any of the shares of the company or any debentures, or other securities of the company or otherwise wholly or partly in cash or in shares bonds, debentures, or other securities of the company and to issue such shares either as fully paid up or with amount credited as paid up there in as may be agreed upon to charge any such bond, debentures or other securities upon all or any part of the property of the company.
22. To appoint agents, commission agents, and to engage lawyers and solicitors and to grant them or any of them necessary power of attorney.

23. To pay out of the funds of the company, all costs charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company.
24. To adopt such means of making known the services, business interest of the company as it may deem expedient and in particular by advertising in the press, radio, television, and cinema, by circulars, by purchases, construction and exhibitions of work or at or general interest by publication of books and periodicals, and by granting prizes, rewards and donations subjects to section 293A of Companies Act, 1956.
25. In the event of winding up, to distribute all or any of the company amongst The members in specie or kinds or any proceeds or sales or disposal of any property of the company, subject to the provisions of the Companies Act, 1956.
26. To undertake, carryout, promote, and sponsor development including any program for promoting the social and economic welfare or the uplift of the public in any rural area and to incur any expenditure on any programme of rural development and to assist execution and promotion thereof either directly or through an independent agency or in any other manner without Prejudice to the generality of the promoting of rural development shall also include any programmed for promoting the social and economic welfare of or the uplift of the public in any rural areas which the Directors considers it likely to promote, assist rural development and that word rural area shall include such area as may be regarded as rural areas under section 35CC of 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.
27. To achieve greater growth of the national economy through increased productivity, effective utilization of materials and manpower resources, export promotion and continued application of modern techniques so as to discharge its social and moral responsibilities to the share-holders, employees, customers, local community and the society, and to under take, carry out, promote and sponsor or assist any activity which the directors Consider likely to promote national welfare or social, economic or moral uplift of the public or any section of the public and in such manner and By such means as the Directors may think fit and the Directors may without prejudice to the generality of the foregoing undertake, carry out, promote and sponsor any activity for publication of any books, literature, newspaper or for organizing lectures or seminars likely to advance these objects or for giving merit awards, or giving scholarships or other person or researches and for establishing, conducting or assisting any institution, fund, trust having any one of the aforesaid objects as one of its objects by giving donations or otherwise in any other manner and two Directors may at their discretion in order to implement any of the above mentioned objects or purpose transfer without consideration or at such value as the directors may think fit and divert the ownership of any property of the company to or in favor of public or local body or authority or central or State Government or any public institutions or trust or funds or organizations or persons as the Directors may approve.

28. To act as principals, agents, contractors, trustees, or otherwise by or through trustees, attorneys, agents or otherwise and either alone or in conjunction with others and to establish officers, agencies or branches for carrying on any of the aforesaid objects in India and abroad.

**(C) OTHER OBJECTS:-**

29. To manufacture all kinds of electrical conductors and insulated wires for power generator, transmission and distribution, to manufacture, deal, trade, export and import machine and plants, equipment's and accessories for manufacture of electrical conductors and transformers, insulated wires and electrical equipment and to do all kinds of business, all varieties of electrical conductors, cables insulated wires and other equipment conductors, cables in India or elsewhere, the business of mechanical engineers, iron masters and manufacturers, processors, fabricators, drawers, rollers and revealer of steel and non-ferrous metals, shafting, bars, flats, squares from scrap billets and ingots.
30. To manufacture, produce, buy, sell, import, export, stock, deal in machine tools, grinding machines, automatic latches, drilling machines, planning machines, plaogrinders, machinery's of every description, precision tools, cutting and small tools electric motors, electrical equipment's, cables, wires, switch-gears, flame and drip proof motors, electric fans, regulators of all types, electric kilowatt hour meters magnets, industrial jewels, meters, voltmeters, and other types of measuring instruments, electrical, non electrical, die castings, circuit breakers hoists, elevators, gears, trolleys and coaches, winches, aircompressors, welders, refrigerators, domestic washing machines, television and radio receivers and transmitters, microwave components, radar equipment's, valves, resistors, electronic instruments, conductors, materials transistors and allied items, serving machines, watches and clocks, tape recorders, household appliances and component parts thereof.
31. To carry on the business as forwarding agents, representatives of manufacturers, sale and marketing.
32. To carry on business as manufacturers, producers, dealers, processors, importers, exporters, stockist, agents, brokers, traders, retailers, of all kind of paper including writing, printing, raping and tissues, newsprint, paper for packing including corrugated and craft paper and straw board and all kinds of pulp whether mechanical or chemical including dissolving pulp.
33. To Produce, manufacture, refine, prepare, process, import, export, purchase, sell and generally deal in cement, pore eland cement, white/colored cement, alumna, cement pipes, fittings, sheets, asbestos cement pipes and their fitting, asbestos cement sheets, any other types of Reinforced pipes fittings, sheets, boards, tanks, Reinforced structural parts, blocks, tanks, bricks, stones, blocks marble, granite slabs, stone, slabs of all type cement tiles, ceramic tiles, tiles of any other variety made our of any natural or synthetic material or wood or metal or any material and all other type of building materials used in construction.

34. To manufacture, process, import, export and deal in natural and synthetic resins, plastics, rubber colluding powders, adhesives, paints, chemicals, Nylon, polyphone, poly-propylene, poly rethene, laminating materials, colours, varnishes, enamels and spirit in all its branches, raw materials for or of these products, and any materials produced out of these products.
35. To manufacture, produce, refine, prepare, purchase, stores, sell and to trade and deal in petroleum and all kinds of mineral oils and all products and bye-products Thereof, including wax, paraffin, soap, paints, lubricants, illumine ant and butter substitute, oil cloth, candles, glycerin, starring and in connection therewith to acquire, construct, repair operate and use oil and other refineries, mills, factories, oil well derrick, distilleries, grannies, rotaries, expellers, mechanical or hydraulic press.
36. To carry on business as timber merchants, saw-mill owners and timber growers and to buy, sell, grow, prepare for market, manipulate, import, export, and deal in timber and wood of all kinds and to manufacture and deal in veneer products, for tea chests, packing cases and commercial boards, decorative veneer, laminated boards, composite boards, pressed boards, hands boards, chip boards, bent wood, molded wood and articles of all kind made of timber wood.
37. To deal in, purchase, sell, import, export or supply and to act as export house, principals, dealers, agents, sub-agents, manufacturers, representatives, for leather and leather goods, gloves, wallets, bags, zippers, oil components, fibers, fibrous goods, garments, metalwork, electronic items, spare parts, appliances, machinery equipment's, Jewellery, handicrafts, ivory, antiques and art of objects.
38. To manufacture, produce, refine, prepare, purchase, store, sell and to trade and all kinds of minerals oils, and all products and by products thereof including wax, paraffin, soap, paints, lubricants, illuminant, oil cloth, candles, glycerin, striates, and any other chemical derivatives and in connection therewith to acquire, construct repair, operate and use oil and other refineries, building, mills, factories, oil-wells derrick, distilleries, grannies, rotatiesties, expellers, mechanical or hydraulic presses.
39. To manufacture, produce, buy, sell, import, export and deal in boots, shoes, sandals, chapels, footwear, of all kinds travelling requisites, wallets, bags, made of leather, rubber, canvas, plastic or other synthetic or skin, Rexene, synthetic cloth, and component parts, accessories and fitting, and in any of the above products.
40. To manufacture, grow, distill, process, dehydrate, freeze, dry and tin packing, bottle packaging, packing in any synthetic material or poly packing, bulk packaging or packaging of any description of any fruit vegetable any natural or processed food products, including flour, maid, Sufi, baking materials, beer, wines, molasses, vanaspati ghee, vegetable oils, consumer food products ice, ice- creams, ice candy, milk and milk products, sweets and all other eatables and by-products and to carry on the business of manufacturers and dealers in and operators of vessels, siphons, gas filters, bottles, apparatus, appliances, and receptacles of all kinds, for manufacturing, improving,

treating, preserving, aerating, mineralizing, bottling, and discharging any liquid whatsoever.

41. To carry on the business as manufacturers of, dealers in hires, repairers, cleaners, runners, characters, stores, ships and carriage lifts fork-lifts and handling equipment, launches, boats, vans, airplanes, helicopters, hydroplanes, hovercrafts and other conveyance of all descriptions.
42. To search, win, get, quarry, redact, smelt, calcite, refine, dress, amalgamate, manipulate, and prepare for market ferrous and non-ferrous metal, ore, quartz, metal and mineral substance of all kinds including oil and to carry on any other prospecting, mining, and metallurgical operations and to work mines or quarries, and to search frame, getwork, process, clacing, raise, couch, smelt, manufacture, make merchantable, sell or otherwise deal in iron, coal, coat tar, stone, cement, lime, lime stone, chalk, clay, bauxite, soapstone, ores, metals, mineral oils, precious and other stones, deposits, products and all other kinds of bye-products thereof and carry on the business of mining in all its branches.
43. To manufacture, cultivate, mix, grow process, refine, hydrogenate, extract, treat, mill, grind, crush, husk, dehisce, store, can fill, pack purchase, sell, import, export, act as agents and otherwise deal and deal in boots, shoes, sandals, chapels, footwear, of all kinds travelling requisites wheat, flour, Ata, shoji, bran, bakery products, biscuits, baking materials, baby food, barley, gram, maize, corn, starch, glucose, paddy, rice, pulses, cereals, poultry foods, animal feeds, and its ingredients, oilseeds, oil, oilcans, vanaspati, detergent soaps, lubricants, glycerin and all other like commodities and bye-products thereof.
44. To carry on business as manufacturers, exporters, importers, dealers, stockist, agents, distributors, of batteries, cells, torches, toys, personal and such items and goods which may be useful, skin or otherwise connected with anyone or more of the aforesaid items of products.
45. To carry on the business of hotel, restaurant, cafe, beer house, restaurant room, boarding and lodging housekeepers, manufacturers of aerated mineral and artificial waters, and other drinks, caterers for public amusements.
46. To carry on business of manufacturing, producing, processing, treating, making, taking on hire or otherwise acquiring blending, formulating, packaging, selling retailing, importing, To carry exporting, buying, fabricating, assembling, servicing, repairing, maintaining, of all types of grades, kinds, sizes and descriptions of photographic-films, papers, chemicals, reagents, substances, equipment's, instruments, accessories, machinery's, raw materials and things, tools, apparatus, products, suppliers for audio-visual communication films and products, image and document production and copying and information gathering recording, handling, storing, retrieval products to carry on business by making or providing applications for such equipment's, apparatus, accessories, products, machinery's, supplies, and by providing service and processes

relating to photography, audio-visual communication, image and document production and copying and information gathering, recording, handling, storing and retrieval.

47. To manufacture, prepare, import, export, buy, sell and otherwise deal in all kinds of glass, glassware, mirrors, looking glass, scientific glass sheet and plate glass, bangles, fleas pears, bottles and all kinds of articles prepared of glass and carry on the business or glass patent silvers, glass embower, ecclesiastical lead worker, glass tables, show card and show case manufacturers.
48. To carry on the business as refrigerating engineers, cold storage depots and to engage in cold storage trade and to do the business of sanitary Engineers and Dealers of all varieties of sanitary-ware and exploiting solar or other energy in commercial or domestic use.
49. To carry on business as manufacturers, producers, dealers, traders, importers, exporters, stockist, distributors, or agents for GLS lamps, electric bulbs, lamps or tubes required or used for lighting or for industrial, domestic electronics, transport vehicles of commercial purpose and glass shells, fittings, tubes, filaments, tungsten and molybdenum wires, caps and other materials, machinery's of bulbs, lamps or tubes.
50. To acquire or set up and run hospitals, clinics, nursing homes, maternity and family planning units or pathological laboratories.
51. To carry on business as producers, manufacturers, processors, converters, refiners, makers, bottles, stockist, dealers, importers, exporters, traders, retailers, agents, buyers or sellers of oxygen, acetylene, ammonia, nitrogen, hydrogen, coal gas natural gas, helium and other types and kinds of gases, mineral oil, motor and Aviation spirit, diesel oil, kerosene, diverse hydrocarbon oils and their blends including synthetic fuels and lubricating oils required for or used in industries, agriculture clinics, hospitals, refrigeration, aviation, transport vehicles, space rockets and crafts, communication, objects and media reactors, power plants, domestic, or public lighting, heating, cooling purposes, lighters, plants producing power chemicals, or fuels, pesticides, defense or warfare, establishments, horticulture, forest or land protection and growth and other allied purpose and to service, repair, manufacture, market or deal in machinery, plants spares, cylinders, containers, gadgets, appliances, and accessories for working or using or producing any of such gases, oils and products.
52. To carry on business as exporter, importer, manufacturer, producers, processors, printers, combers, spinners, weavers, dyers, finishers, dealers, merchants, agents, in the various kinds and forms of yarn and fabrics of silk, cotton, wool, flax, jute, hemp, mohair, linen, rayon, nylon, treelike and natural, synthetics and other allied Textiles of any description and kind and to carry on the business as drapers and dealers of furnishing fabrics, and also in connected materials like starch, sizing materials and dye stuff.
53. To produce, manufacture, refine, prepare, import, export, purchase, sell, treat and generally to deal in all kind of ceramics, sanitaryware, ceramic ware, industrial ware, porous or coarse earthenware stoneware, china, terra-cotta, porcelain products, fire bricks, fire clay, insulation bricks, tiles, pottery, pipes, insulators, refractors of all description



and/or bye-products thereof and building materials in general, and in connection therewith, to act either as principle or agents or refractors of others, and in connection therewith to take on lease or acquire, erect, construct, establish, operate and maintain, ceramics/ pottery industries, factories, quarries, mines, collieries, workshops and other works.

- 54.** To carry on the business of buyers, sellers, indentures, brokers, agents, assemblers, packers, stockiest, distributors, and dealers of and in all kind of food articles, forest's products, beverages, edible and non-edible oils and fats, soap silicates, perfume, chemicals, and detergents of all kinds, commercial, natural and manmade fibers, textiles of all kinds, all types of yarn, jute and jute products.
- 55.** To design, erect, fabricate, process, hire out, buy, sell, prepare, process, manufacture, assemble, fabricate, cast, fit press, machine, treat, weld, harden, temper, annual domestic, electrical and industrial appliances, fans, motors, equipment's, plants, machinery's, moulds, accessories, components, spare parts, tools and implements.
- 56.** To manufacture, produce, export, import, buy, sell and deal in vanaspati oil, foodgrains seeds and their articles, and to produce and merchandise of all kinds and description either ready or for forward delivery.
- 57.** To purchase, manufacture, produce, refine, prepare, import, export, sell and to deal in sugar, sugarbeets, sugar-cane, molasses, Cyprus, jagger, melada and all products or bye-products, thereof and food products and in connection therewith to acquire, construct and operate sugar or other refineries, buildings, mills, factories and other works.
- 58.** To carry on the trade, industry, business, occupation and profession of architects, engineers, builders, contractors, electrical, sanitary, and plumbing engineers, and Contractors, flooring contractors, and general builders, furniture's, decorators and contractors in all its branches.
- 59.** To carry on the business as manufacturers and dealers in hardware, iron and structural goods of all kinds and in particular, T-irons, beams, angles, washes, railings, collapsible gates, stairs, columns, metal doors and windows and other building materials including all kinds of ferrous and non-ferrous metal products, machinery spares and parts and stores of any description required for building constructions.
- 60.** To carry on business as manufacturers of and dealers in any manner and all types of raw materials and products of plastics, thermoplastics, nylon, polythene-laminating materials, laminated paper and board.
- 61.** To carry on business as general, commercial, color, craft and process printers, painters, lithographers, engravers, diameters, publishers of newspaper, books, magazines, art and musical productions, plan and chart printers, press and advertising agents, contractors, ink, dye, color and chemicals manufacturers of metal and other sings and dealers of containers and components and machinery manufacturers, and dealers in printing

machinery, types and all printers, suppliers, binders and stationers in all kinds of supplies and equipment for mercantile and other uses.

62. To carry on the business as importers, exporters manufacturers and distributors or agents for and dealers in salt and salt based chemicals, petrochemicals, organic, inorganic and organometallic chemicals including rubber chemicals, leather chemicals, synthetic chemicals, industrial explosives and chemical products of every nature and descriptions.
63. To act as consultants and to provide management financial, technical, engineering, industrial, administrative, advisory, commercial, accountancy, quality control, legal, taxation, electronic data processing, computer and other Consultancy services. To undertake and execute design engineering and technical work for projects, to prepare and implement project and feasibility report and to take up contracts and jobs on turnkey basis or otherwise.
64. To act as brokers, negotiate or with bank, financial institution and others for arranging loans and underwriting of shares and debentures and to undertake and carry out promotion and formation of Companies, firms, associations, trust and to run and manage them for others and on own account and to assist in selection, recruitment and hiring or personnel.
65. To carry on the business of mining activities and to buy, sell, & deal in mining rights.
66. To carry on the business of consultants and advisor and to provide and tender all types of services rendered by consulting engineers, technicians and experts and to Undertake techno-economical survey, economic feasibility reports, project reports, and design and developments of new products, to assist in selection of technology process, know-how, to carry out laboratory test and trials and provide turnkey engineering services.
67. To manufacture, import, assemble, develop, invest and otherwise deal in Audio/Video Systems, electronic typewriters, computers, software, floppy diskettes, printers, ribbon paper, magnetic tapes, cassettes and other allied materials, computer data processing machines, computer printers, computer publication systems, computer peripherals, accessories and their components.
68. To establish, provide, perform systems, engineering services, related technical and Consultancy services, import technical know-how in the field of computers, develop technical expertise for providing technological and technical know-how.
69. To manufacture, import, assemble, develop, invent, and otherwise deal in all kinds of electrical and electronics systems, equipment, appliances, components and accessories thereof, suitable for commercial, industrial medical, scientific and consumer purpose.
70. To arrange for imparting education and/or training to the trainees in workshops, factories, mills or other organizations in any part of India in such line or lines and/or branch or branches and/or industry or industries and/or where trainees may have full scope for the purpose of extending their technical and managerial skill and gaining practical knowledge in particular in branches or industries and to lend or make available the

services of such technicians and experts to such factories, establishment, mills, workshops, who are or will be in need of services in discretion of the Association may think fit and proper.

71. To carry on business as tourist agents and contractors and to facilitate travelling and to provide for tourists and travelers or promote the provisions of conveniences of all kinds in the way through tickets, circular tickets, slipping cars, or berths, reserved placed, hotel and boarding and/or lodging accommodation and guides, safe deposits, inquiry bureau, libraries, resting Room, baggage transport and otherwise and to charter steamships and airplanes for fixed periods or for particular voyages and flights and to organize religious, educational sightseeing and business tours and for the purpose of charterships, to hire trains, aeroplanes, minibuses, motor buses, motor lorries, motor Cars, wagons cars, and carriages for every description, to book and reserve accommodation room in hotels, restaurants and boarding and or lodging houses and to take on hire houses.
72. To carry on in India or abroad the business to manufacture, produce, process, treat, alter, convert, shape, improve, manipulate, press, hammer, cut, slit, trim, design, edge, grind, mill, machine, and to act as agent, broker, importer, exporter, buyer, seller, trader, foundryman, consultant, engineer, metallurgist, stockist, distributor, jobworker, vendor or otherwise to deal in all shapes, sizes, descriptions, specifications, capacities and varieties of forging items of iron, steels and their alloys used in automobiles, railways, waterworks, defense, power plants, oilwells, mines, agriculture, public utilities, constructions, transmissions and for other commercial, domestic and industrial purposes..
73. To carry on in India or abroad the business to manufacture, produce, design, develop, modify, build, encourage, refine, repair, process, prepare, fabricate, alter, dismantle, provide, exchange, remove, set, convert, finish, polish, cut, fit trim, contract, sub-contract, supply, turn to account, let on hire, buy, sell import, export, wholesale retail and to act as agent, broker, adatia, jobworker, consignor, contractor, vendor, collaborator, stockist, distributors or otherwise to deal in all shapes, sizes, varieties, designs, applications, combinations & uses of apparel, ornaments, gems, jewelers, goods, watches, clocks, cultures, fabrics, utensils, antiques, articles & things, their parts, accessories, fittings, components, ingredients and materials thereof made partly or wholly of gold, silver, platinum or other precious metals and alloys thereof together with precious, semi precious, imitation, synthetic, natural or other varieties of stones and materials whatsoever.
74. To establish, encourage, own, promote, subsidize, provide maintain, organize, undertake, manage, build, construct equip, modernize, develop, operate, conduct and to run in any part of India or elsewhere mobile libraries, libraries, reading rooms, book banks and other similar places for lending books, magazines, video cassettes, audio cassettes micro films, photographs, encyclopaedias, news, cuttings and other publications on membership,

periodical fees or on free of cost basis to members, organizations, institutions, or to public.

- 75.** To carry on the business of moneychangers, foreign exchange dealers and other business as permitted by Reserve Bank of India and other authorities under Foreign Exchange Regulation Act, 1973.
- 76.** To carry on the business of the Merchant Banking subject to Securities and Exchange Board of India (Merchant Banking) Rules and Regulation 1992 and such other approvals as may be required from other authorities subject to compliance of any other law in this regard, but not to carry on all or any part of Banking Business as contemplated by the Reserve Bank of India Act/Banking Regulation Act 1949.
- 77.** To act as underwriters, investors, brokers, holders of and dealers in shares, stocks, debentures, debenture-stocks, bonds, obligations and securities issued or guarantee by any company constituted or carrying on business in India or securities issued or guaranteed by any government, public body or authority, whether in India or elsewhere and to deal with and in turn account to the same, provided always that the company shall not carry on the business of Banking as defined under Banking Regulation Act, 1949.
- 78.** To carry on the business as sharebrokers, issue brokers, registrars, underwriters, and transfer agents and stock exchange research consultants, and to carry on the business of Consultancy services in respect of investment, financing, leasing, hire purchase of immovable and movable property and goods, and to offer guidance to investing public on various type of securities.
- 79.** To carry on the business of manufacturer processors, importers, exporters and dealers in Aluminium door, windows, levers, automatic door closes and other Products of Aluminium.
- 80.** To carry on business of commercial business center, to provide cabins, table space, services of messenger, typing, fax, offset, telephone and all other services required carrying on business, to buy properties & to develop in business center.
- 81.** To engage in coastal and international shipping in India or any part of the world. To purchase, charter, hire, build or otherwise acquire, steam and other ships or vessels and to employ the same in conveyance of passengers, mails and merchandise of all kinds and to carry on the business of ship-owners, barge-owners and lighter men in all its branches.
- 82.** To carry on business of land development and acquire land, landed properties, building, multistoraged buildings, group housing schemes, bungalows, quarters, offices, flats, chawls, warehouse, godowns, shops, stalls markets, supermarkets, houses, structures, undertakings, roads, bridges, forests, to acquire estates and land by way of purchase or to take on lease or otherwise own, hold occupy, manage, control, construct, alter, develop, pull down, improve, repair, renovate, decorate, work, build, plan, lay out and to sell, let out, transfer, mortgage, charge, assign, hire, sub-lease, or otherwise dispose of the same as may be expedient specially under ownership flats scheme or some other schemes.

- 83.** To carry on business of Investment Company and to invest in and deal with moneys of the company and acquire, sell, transfer subscribe, hold, dispose of and otherwise deal in shares, stocks, debenture, stocks, bonds, land, building, properties, obligations and securities issued or guaranteed by a company constituted or carrying on business in India or elsewhere and debenture, debenture stocks, bonds, obligation and securities issued or guaranteed by any Government, State, domination, sovereign - ruler, commissioner, public body of authority, municipal, local or otherwise, whether in India or abroad or deposits with Banks or in any other Investment or commodities or in any of the manner as may from time to time be determined.
- 84.** To carry on business as financiers and to lend money and negotiate loans, to draw, accept, endorse, discount, buy, sell and deal in Bills of Exchange, Promissory Notes, Bonds, Debentures, Hundies, Coupons and other negotiable instrument and securities.
- 85.** To carry on and undertake the business of hire purchase, leasing and to finance lease operations of all kinds, purchasing, selling, hiring, or letting or hire all kinds of plant, machinery, equipment and vehicles and to assist in financing all and every kind and description of hire purchase or deferred payment or similar transactions and to subsidies, finance or assist in subsidizing or financing the sale and maintenance of any goods, articles or commodities of all and every kind and description upon any terms whatsoever and to purchase or otherwise deal in all forms of immovable and movable property including land and building, plant and machinery, equipment's, ships, aircraft's automobiles, computers, electronics data processors, tabulators, air conditioners, medical equipment, domestic equipment/appliances and all consumer, commercial and industrial items and to lease or otherwise deal with them in any manner whatsoever including resale thereof, regardless of whether the property purchased and leased to be new and/or used from India or from any part services. The company shall not carry on any business which is prohibited under the Banking Regulation Act1949, and Prize Chit and Money Circulation Scheme (Banking) Act, 1978.
- 86.** To act as & depository for all types of Securities, Shares, Debentures, Govt. Securities, deposits, Commercial Papers, and all other securities and assets, to do settlement activities, continuous monitoring in physical possession, to provide clients with standard safekeeping facilities for their scrips, keep track of dividend payments, calculate entitlements of bonus, rights shares & collect them on behalf of the clients and to do all other activities which are required to be done to discharge the duty of custodian or depository.
- 87.** To carry on the business Educational center, & multilevel marketing in electronic & consumable items and providing other sales promotion services.
- 88.** To carry on the business to run school, playhouse for children, college and coaching center, restaurant & mess, marriage bureau, welfare house for old aged group.
- 89.** To carry on the business of Insurance agents, consultants, brokers or third party administrators in all lines of insurance business.

**IV** The liability of the members is limited

**\*\*V** “The Authorized Share Capital of the Company is Rs. 10, 50,00,000/- (Rupees Ten Crore Fifty Lakh only) divided into 2,10,00,000 (Two Crore Ten Lakh) Equity Shares of Rs. 5/- (Rupee Five only) each.”

**\*\*** *The consent of the members has been obtained for the alteration of Clause V of the MOA of the Company by way of a Special Resolution passed through postal ballot and e- voting on June 24, 2023.*

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

Name, Address, Description and Occupation of each subscriber	No. of Equity Shares	Signature of Subscriber	Name, Address, Description and Occupation of witness and his signature
<p>1) SMT. PREETI RAWANDALE W/O ASHISH RAWANDALE SUNDERPRABHA, PRAMOD NAGAR, SECTOR NO. 2, NAKANE ROAD DHULE – 424 001</p> <p>OCCUPATION: BUSINESS</p> <p>2) SHRI ASHISH RAWANDALE S/O SHRI VISHWAS RAWANDALE SUNDERPRABHA, PRAMOD NAGAR, SECTOR NO. 2, NAKANE ROAD DHULE – 424 001</p> <p>OCCUPATION : BUSINESS</p>	<p>490 (FOUR HUNDRE D NINETY ONLY)</p> <p>510 (FIVE HUNDRE D TEN ONLY)</p>	<p>SD/-</p> <p>SD/-</p>	<p>WITNESS TO SUBSCRIBER NO.1 TO 2</p> <p>SD/-</p> <p>SHRI MANOJ AGRAWAL S/O SHRI SHANKARLAL AGRAWAL 381-A, NAROTTAMWADI, KALBADEVI ROAD, MUMBAI-400 002</p> <p>OCCUPATION: CHARTERED ACCOUNTANT</p>
<p>TOTAL</p>	<p>1000 (ONE THOUSAND ONLY)</p>		

PLACE:- DHULE

DATE:- 13/02/2008

