

THE COMPANIES ACT, 2013

UTTAR PRADESH MEDICAL SUPPLIES CORPORATION LIMITED

**ARTICLES OF ASSOCIATION
(A PUBLIC COMPANY LIMITED BY SHARES)**

PART A

CONSTITUTION OF THE COMPANY

1. Table F not to apply:UTTAR PRADESH MEDICAL SUPPLIES CORPORATION LIMITEDhas been established with Limited Liability in accordance with and subject to the provisions of the Companies Act, 2013, but none of the Regulations contained in the Table marked F in Schedule I to the Companies Act, 2013, shall be applicable to the Company except so far as the same are repeated, contained or said Act or any modification there otherwise expressly provides.

Notwithstanding anything contained in these Articles, such provisions and regulations as may be prescribed by the legislature, as compulsory, by later enactments relating to Companies, shall have priority of observance under such circumstances.

The Regulations for management of the Company and for the observance of the members shall be such as are contained in these Articles.

2. Definitions: Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the Company. For ease of reference, the terms are defined as follows:

“Act” or “the Act”	“The Companies Act, 2013”, “The said Act”, or “The Act” and reference to any section or provision thereof respectively means and includes the Companies Act, 2013 (Act No. 18 of 2013) and any statutory modification thereof for the time being in force, and reference to the section or provision of the said Act or such statutory modification.
“Alter”	“Alter” and “Alteration” shall include the making of additions and omissions.
“Auditors”	“Auditors” has the meaning as the Auditors appointed under the Act.
“Applicable Law”	“Applicable Law” means laws of India, as applicable including, inter alia, all applicable statutes, enactments, acts of legislature, ordinances, rules,

	by-laws, regulations, notifications, guidelines, policies, directions, directives and orders of any Governmental Authority, tribunal, Board or court;
“Articles”	“Articles” means the Articles of Association of the Company
“A company or company”	“A company” has a meaning as defined under Section 2(20) of the Act.
“Board”	“Board of Directors” or “Board” in relation to a Company, the collective body of the directors of the Company.
“Body Corporate or Corporation”	“Body Corporate” or “Corporation” includes a company incorporated outside India but does not include, (1) a Co- operative Society registered under any law relating to Co-operative Societies, (2) any other body corporate which the Central Government may by notification in the Official Gazette specify in that behalf.
“Company or the Company”	“Company”, “The Company” or “This Company” means UTTAR PRADESH MEDICAL SUPPLIES CORPORATION LIMITED established as aforesaid.
“Company Secretary”	“Company Secretary” means a Company Secretary as defined in clause I of sub-section (1) of section 2 of the Company Secretaries Act, 1980 who is appointed by the Company to perform the functions of a Company Secretary under this Act“
"Director"	“Director” means a director appointed to the Board of the Company.
"Dividend"	“Dividend” shall include any interim dividend.
"Document"	“Document” includes summons, notice, requisition, order, declaration, form and register, whether issued, sent or kept in pursuance of this Act or under any other law for the time being in force or otherwise, maintained on paper or in electronic form.“
"Executor or"Administrator"	"Executor" or "Administrator" means a person who has obtained probate or Letters of Administration, as the case may be, from a competent Court, and shall include the holder of a Succession Certificate authorizing the holder thereof to negotiate or transfer the share or shares of the deceased members, and shall also include the holder of a Certificate granted by the Administrator-General of any State in India.
“Extra-Ordinary General Meeting”	“Extra-Ordinary General Meeting” means an extra-ordinary general meeting of the members duly called and constituted and includes any adjourned holding thereof“
"Financial Statement“	<p>"Financial Statements" mean:</p> <ul style="list-style-type: none"> (i) a balance sheet as at the end of the financial year; (ii) a profit and loss account for the financial year; (iii) cash flow statement for the financial year; (iv) a statement of changes in equity, if applicable; and

	(v) any explanatory note annexed to, or forming part of, any document referred to in sub-clause (i) to sub-clause (iv)
"Government"	"Government" means the Government of Uttar Pradesh.
"Government Company"	"Government company" means any company in which not less than fifty-one per cent of the paid-up share capital is held by the Central Government, or by any State Government or Governments, or partly by the Central Government and partly by one or more State Governments, and includes a company which is a subsidiary company of such a Government company.
"Governor"	"Governor" means the Governor of Uttar Pradesh.
"In writing" and "written"	"in writing" and "written" includes printing, email, lithography and any other mode of representing or reproducing words in a visible form.
"Independent Director"	"Independent Director" shall have the meaning ascribed to it in Section 149 of the Act.
"Key Managerial Personnel"	"Key Managerial Personnel" means the chief executive officer or the managing director; the company secretary; whole-time director; chief financial officer; and such other officer as may be notified from time to time in the Rules or the Act.
"Month"	"Month" means calendar month.
"Meeting" or "General Meeting"	"Meeting" or "General Meeting" means a meeting of the members. "Annual General Meeting" means a general meeting of the Members held in accordance with the provisions of Section 96 of the Act.
"National Holiday"	"National Holiday" means Republic day i.e. 26 th January, Independence Day i.e. 15 th August, Gandhi Jayanti i.e. 2 nd October and such other day as may be declared as National holiday by the Central Government.
"Office"	"Office" means the Registered Office for the time being of the Company.
"Ordinary Resolution"	"Ordinary Resolution" shall have the meaning assigned thereto by Section 114 of the Act.
Promoters	"Promoters" of the Company means Governor of Uttar Pradesh.
"Proxy"	"Proxy" includes Attorney duly constituted under a power of Attorney.
"Registrar"	"Registrar" means the Registrar of Companies of the state in which the registered office of the Company is, for the time being, situated.
"Remuneration"	"Remuneration" means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income Tax Act, 1961.
"Rules"	"Rules" means any rule made pursuant to section 469 of the Act or such other provisions pursuant to which the Central Government is empowered to make rules, and shall include such rules as may be

	amended from time to time.
“Seal”	“Seal” or “the Seal” means the common Seal of the Company.
"Secretary"	"Secretary" is a key managerial person appointed by the Board to perform any of the duties of a Company Secretary.
“Securities”	“Securities” means the securities as defined in clause (h) of section 2 of the Securities Contracts (Regulation) Act, 1956.
"Shareholders 'or Members"	"Shareholders" or "Members" means the duly registered holder from time to time of the shares of the Company as defined under Section 2(55), and shall include beneficial owners whose names are entered as a beneficial owner in the records of a depository.
“Shares”	“Shares” means the shares in the share capital of a Company and includes stock.
“Special Resolution”	“Special Resolution” shall have the meaning assigned thereto by Section 114 of the Act.
“State”	“State” means State of Uttar Pradesh
“Tribunal”	“Tribunal” means the National Company Law Tribunal constituted under section 408.
“Whole-time Director”	“Whole-time Director” includes Director in the whole time employment of the Company.
“Year”	“Year” means the “Financial Year” as provided under sub section (41) of Section 2 of the Act.
“video conferencing or other audio-visual”	“video conferencing or other audio-visual” means audio-visual electronic communication facility employed which enables all the persons participating in a meeting to communicate concurrently with each other without an intermediary and to participate effectively in the meeting.
“Voting Right”	“Voting Right” means right of a member of a Company to vote in any meeting of the Company or by means of postal ballot.

Interpretation Clause: In the interpretation of these Articles, the following words and expressions shall have the following meanings, unless repugnant to the subject or context.

"These presents"	"These presents" means and includes the Memorandum and this Articles of Association.
Singular Number	Words importing the singular number include, where the context admits or requires, the plural number and vice versa.
Gender	Words importing the masculine gender also include the feminine gender and transgender.
Persons	Words importing persons shall, where the context requires, include bodies corporate and companies as well as individuals.
Marginal Notes	The marginal notes and the headings given in these Articles shall not affect the

and other Headings	construction hereof.
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3.	Government Company	The Company shall be a Government Company within the meaning of the Act or any statutory modifications or enactment thereof.
4.	Capital and shares	<p>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 in clause V of Memorandum of Association as altered from time to time with power to Board of Directors to reclassify, subdivide, consolidate and increase and with power from time to time, to issue any shares of the original capital or any new capital with and subject to any preferential, qualified or special rights, privileges, or conditions as may be, thought fit and upon the sub-division of shares to apportion the right to participate in profits, in any manner as between the shares resulting from sub-division.</p> <p>If and whenever the capital of the Company is divided into shares of different classes, the rights of any such class may be varied, modified, affected, extended, abrogated or surrendered as provided by the said Act or by Articles of Association or by the terms of issue, but not further or otherwise.</p>
5.	Issue of Securities	The Company shall issue securities in terms of provisions of the Act.
6.	Kind of share Capital	The Share Capital of the Company limited by shares shall be of one kind, namely - Equity share capital with voting rights.
7.	Restrictions on Allotment	The Directors shall have regard to the restrictions on the allotment of shares imposed by Section 39 and 40 of the said Act so far as those restrictions are binding on the Company.
8.	Register of Members	<p>1. The Company shall cause to be kept and maintained the following registers namely:</p> <p>(a) Register of members;</p> <p>(b) Including an index in respect of each of the registers to be maintained in accordance with Section 88 of the Act.</p>
9.	Issue and Allotment of shares	Subject to the provisions of the said Act and these Articles, the shares in the capital of the Company for the time being (including any shares forming part of any increased capital of the Company) shall be under the control of the Board, and it may issue and allot to the Promoters or to any of his nominee, either at a premium or at par and at such times as they may from time to time think fit and proper.

10.	Every Share transferable	<ol style="list-style-type: none"> 1. The shares or other interest of any member in the Company shall be movable property transferable in the manner provided by the Articles of Association of the Company. 2. Each share in the Company having a share capital shall be distinguished by its appropriate number. 3. A certificate under the Seal of the Company specifying any shares held by any Member shall be prima facie evidence of the title of the Member to such shares.
11.	Applications of premiums received on issue of shares	<ol style="list-style-type: none"> 1. Where the Company issues shares at a premium, whether for cash or otherwise, a sum equal to the aggregate amount of the value of the premiums on those Shares shall be transferred to an account to be called "the securities premium account", and the provisions of the Act relating to the reduction of the Share Capital of a company shall except as provided in this clause, apply as if the securities premium account were paid-up share capital of the Company. 2. The securities premium account may be applied by the Company for the purposes permissible under the Act
12.	Further issue of capital	The Company shall comply with the provisions of Section 62 of the Act with regard to increase in the subscribed share capital of the Company.
13.	Return of allotment	The Company shall cause to be made the returns as to all allotments from time to time made in accordance with the provisions of Section 39 of the said Act.
14.	Certificates of shares	Subject to the provisions of the Act, a certificate of title to shares and the duplicate thereof when necessary shall be issued under the Seal of the Company which shall be affixed in the presence of and signed by two Directors authorized by the Board and the Secretary or some other person appointed by the Board for the purpose.
15.	Member's right to Certificates	Every member shall be entitled to the certificate for all the Shares registered in his name and the Company shall issue such certificate within two months after the allotment or such period as may be determined at the time of the issue of such capital whichever is longer or within one month after registration of the transfer thereof as provided by Section 56 of the Act. Every certificate of shares shall have its distinctive number and be issued under the Seal of the Company and shall specify the number and denoting number of the Shares in respect of which it is issued and the amount paid thereon and shall be in such form as the Board shall prescribe or approve.
16.	Dematerialisation of shares	<ol style="list-style-type: none"> i. Notwithstanding anything contained herein, the Company shall be entitled to dematerialise its shares pursuant to the Depositories Act, 1996 and to offer its shares for subscription in a dematerialised form. ii. Notwithstanding anything contained herein, in the case of transfer of shares where the Company has not issued any Certificates and where such shares are being held in an electronic and fungible form, the provisions of the

		Depositories Act, 1996 shall apply. Further, the provisions relating to progressive numbering shall not apply to the shares of the Company which have been dematerialized.
17.	Issue of New certificate in place of one defaced, lost or destroyed	If any certificate be worn out, defaced, destroyed or lost or if there be no further space on the back thereof for endorsement of transfer, then upon production thereof to the Board, the members, may request the same to be cancelled, and issue of new certificate(s) in lieu thereof and if any certificate be lost or destroyed then upon proof thereof to the satisfaction of the Board and on such indemnity as the Board deem adequate being given, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate.
18.	Endorsement on certificate	Every endorsement upon the certificate of any share in favour of any transferee thereof shall be signed by such person for the time being authorized by the Board in that behalf.
19.	Calls on share	Subject to the provisions of Section 49 of the said Act, the Board may, from time to time, by means of resolution passed at its meetings make such calls as they may think fit upon the members in respect of moneys unpaid on the share held by them respectively and not by the conditions of allotment thereof made payable at fixed times, and each member shall pay the amount of every call so made on him to the persons and at the times and place appointed by the Board. A call may be made payable by installments.
20.	Register of Transfers	The Company shall keep a book called the 'Register of Transfers' and therein shall be fairly and distinctly entered the particulars of every transfer or transmission of any share in the Company.
21.	Instrument of shares	<p>No transfer shall be registered unless a proper instrument of transfer has been delivered to the Company. Every instrument of transfer, which shall be in the form specified in the Act, shall be duly stamped, dated and shall be executed by or on behalf of the transferor and the transferee and in the case of the shares held by two or more holders or to be transferred to the joint names of two or more transferees by all such joint-holders or by all such joint transferees, as the case may be, several executors or administrators of a deceased member proposing to transfer the shares registered in the name of such deceased member shall all sign the instrument of transfer in respect of the shares as if they were the joint-holders of the shares. The instrument of transfer shall specify the name, address and occupation, if any, of the transferee.</p> <p>However, provisions of this article shall not apply to a Government Company in respect of securities held by nominees of the Government and the Board of Directors of the Company shall have power to record transfer of shares between such nominees of Government without requirement for Instrument of</p>

		transfer.
22.	Procedure on application for transfer	<ol style="list-style-type: none"> 1. An application for the registration of a transfer of shares or other interest of a member in the Company may be made either by the transferor or the transferee. 2. It shall not be lawful for the Company to register a transfer of any shares unless the proper instrument of transfer duly stamped, dated and executed by or on behalf of the Transferor and by or on behalf of the Transferee and specifying the name and address and occupation of the Transferee has been delivered to the Company along with the scrip and if no such scrip is in existence, along with the letter of allotment of the shares. Where the proper instrument of transfer is not received by the Company within a period of two months from the date on which the instrument is dated, the Board may at their sole discretion be entitled to seek such documentation including indemnities as it may deem fit, from both the transferor and transferee, or from the person who has lodged the same for transfer, and the Board may at its sole discretion be entitled to give effect to the transfer on receipt of such documentation and indemnities save where an order of a competent court is produced, the Board shall then give effect to the transfer. 3. If the Company refuses to register the transfer of any shares, the Company shall within one month from the date on which the instrument of transfer is lodged with the Company send to the Transferee and the Transferor notice of the refusal. 4. Nothing contained herein shall prejudice any power of the Company to register as shareholder any person to whom the right to any share has been transmitted by operation of law. 5. Nothing contained herein shall prejudice any power of the Company to refuse to register the transfer of any share under the provisions of Applicable Laws.
23.	Alteration Capital	<p>The Company may by Ordinary Resolution so alter the conditions of its Memorandum of Association as :-</p> <ol style="list-style-type: none"> i. to increase its authorized share capital by such amount as it thinks expedient by issuing new shares; ii. to consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares; iii. to sub-divide its shares, or any of them, into shares of smaller amount than is fixed by its Memorandum of Association, so, however, that in the sub-division the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived. iv. to cancel shares which, at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.
24.	Increase of	The Board may from time to time, whenever all the shares in the issued capital

	Capital	shall not have been subscribed, issue further shares of such value as it may think fit out of the unsubscribed balance of the issued capital.
25.	Further Issue of Capital	<p>1. Where it is proposed to increase the subscribed share capital of the Company by the issue of new shares:</p> <p>a) such new shares shall be offered to the persons who, at the date of the offer are holders of the equity shares of the Company (ie. Promoter), in proportion, as nearly as circumstances admit to the capital paid-up on these shares at that date;</p> <p>b) the offer aforesaid shall be made by notice specifying the number of shares offered and limiting a time not being less than fifteen days and not exceeding thirty days from the date of the offer within which the offer, if not accepted, will be deemed to have been declined;</p> <p>c) the offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; and the notice shall contain a statement of this right;</p> <p>d) after the expiry of the time specified in the notice aforesaid or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board may dispose of them in such manner as it think most beneficial to the Company.</p>
26.	Notice of increase of capital	The Board shall, whenever there is a change in the share capital, file with the Registrar of Companies notice of the increase of the capital as provided by Section 64 of the Act within thirty days after the passing of the resolution authorizing the increase.
27.	Annual General Meeting	The Company shall, in addition to any other meetings, which are hereinafter referred to as "Extraordinary General Meeting", hold a General Meeting, which shall be styled its "Annual General Meeting" at the intervals and in accordance with the provisions of the Act.
28.	Extra-ordinary General Meetings	The Board may call Extraordinary General Meetings of the members of the Company whenever it think fit and such meetings may be held at such place and time as the Board may think fit.
29.	Calling of Extraordinary Meeting on requisition	<p>1. The Board shall on the requisition of such number of members of the Company as is specified in sub-clause (4) forthwith proceed to call an Extraordinary General Meeting of the Company.</p> <p>2. The requisition shall set-out the matters for the consideration of which the meeting is to be called, signed by the requisitionists and shall be deposited to the Registered Office of the Company.</p> <p>3. The requisition may consist of several documents in like form and each of the same will be signed by one or more requisitionists.</p> <p>4. The number of members entitled to requisition a meeting in regard to any</p>

		<p>matter shall be such number of them as hold both on the date of such requisition and on the date of receipt of the requisition not less than one-tenth of such of the paid-up share capital of the Company as at that date carries the right of voting in regard to that matter.</p> <p>5. Where two or more distinct matters are specified in the requisition, the provisions of sub-clause (4) shall apply separately in regard to each such matters and the requisition shall accordingly be valid only in respect of these matters in respect to which the conditions specified in that sub-clause is fulfilled.</p> <p>6. If the Board does not, within twenty one days from the date of the receipt of a valid requisition in regard to any matters, proceed to call a meeting for the consideration of those matters on a day not later than forty five days from the date of receipt of the requisition, the meeting may be called and held by the requisitionists themselves within a period of three months from the date of the requisition.</p> <p>Explanation:- For the purposes of this sub-clause, the Board shall in the case of a meeting at which a resolution is to be proposed as a Special Resolution, be deemed not to have convened the meeting, if they do not give such notice thereof as is required by sub-section (2) of Section 114.</p> <p>7. A meeting called under sub-clause (6) by the requisitionists or any of them -</p> <ol style="list-style-type: none"> shall be called in the same manner as nearly as possible as that in which meetings are to be called by the Board; but shall not be held after the expiration of three months from the date of the deposit of the requisition. shall convene meeting at the Registered office or at any other place in the same city or town where Registered office is situated and such meeting should be convened a on working day. <p>8. Where two or more persons hold any shares or interest in a Company jointly, a requisition or a notice calling a meeting signed by one or only some of them shall for the purposes of this Section have the same force and effect as if it has been signed by all of them.</p> <p>9. Any reasonable expenses incurred by the requisitionists by reasons of the failure of the Board to call a meeting shall be repaid to the requisitionists by the Company; and any sum so repaid shall be retained by the Company out of any sums due or to become due from the Company by way of fees or other remuneration for their services to such of the Directors were in default.</p>
30.	Notice for calling general meetings	<p>1. A General Meeting of the members of the Company may be called by giving at least clear twenty one day's notice in writing and sent to the members through electronic mode or any other permitted mode, but a General Meeting may be called after giving shorter notice if consent is given in writing or by electronic mode by not less than ninety five percent of the members entitled to vote at such meeting as specified in the Act.</p> <p>Provided that where any members of the Company are entitled to vote</p>

		<p>only on some resolution or resolutions to be moved at meeting and not on others, those members shall be taken into account for the purposes of this clause in respect of the former resolution or resolutions and not in respect of the later.</p> <ol style="list-style-type: none"> 2. Notice of every general meeting of the Company shall specify the place, date, day and the hour of the meeting and shall contain a statement of the business to be transacted thereat. 3. Such notice shall be given - <ol style="list-style-type: none"> i. to every member of the Company, legal representative of any deceased Member or the assignee of an insolvent Member; ii. to the auditor or auditors of the Company; and iii. To the secretarial auditors of the Company; and iv. to every Director of the Company. v. to every trustee for the debenture holder of any debentures issued by the Company, if any. 4. The accidental omission to give notice to or the non-receipt of notice by, any member or other person to whom it should be given shall not invalidate the proceedings at the meeting. 5. In every notice calling a meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy or where that is allowed one or more proxies, to attend and vote instead of himself and that a proxy need not be a member of the Company. 6. Where any items of business to be transacted at the meeting are deemed to be special as provided in Article 31 there shall be annexed to the notice of the meeting a statement setting out all material facts concerning each such item of business namely: <ol style="list-style-type: none"> a. The nature of concern or interest, financial or otherwise, if any of the following persons, in respect of each item of: <ol style="list-style-type: none"> i. every Director and the Manager; if any; ii. every other Key Managerial Personnel; and iii. relatives of the persons mentioned in sub-clause (i) and (ii); b. Any other information and facts that may enable members to understand the meaning, scope and implementation of the items of business and to take decision thereon. 7. Where any item of business consists of the according of approval to any document by the meetings the time and place where the document can be inspected shall be specified in the statement aforesaid.
31.	Business to be transacted at the Meeting	<p>In the case of an Annual General Meeting, all business to be transacted at the meeting shall be deemed special with the exception of business relating to (i) the consideration of the Financial Statements, including the consolidated financial statements, if applicable, and the Reports of the Board of Directors and Auditors thereon, (ii) the declaration of dividend, (iii) the appointment of Directors in the place of those retiring, and (iv) the fixing of the remuneration of the statutory auditors. In the case of any other meeting all business shall be</p>

		deemed special.
32.	Certificate conclusive for calling the Meeting	A certificate in writing, signed by the Company Secretary or by a Director or an officer or agent appointed by the Board for the purpose, to the effect that according to the best of its belief the notices convening the meeting have been given to all the members, shall be prima facie evidence thereof.
33.	Security arrangement at venue of the meeting	The Board, and the persons authorized by it, shall have the right to take and/or make suitable arrangements for ensuring the safety of any meeting - whether a general meeting or a meeting of any class of Security, or of the persons attending the same, and for the orderly conduct of such meeting, and notwithstanding anything contained in this Articles, any action, taken pursuant to this Article in good faith shall be final and the right to attend and participate in such meeting shall be subject to the decision taken pursuant to this Article.
34.	Business which may not be transacted at the meeting	No General Meeting, Annual or Extraordinary, shall be competent to enter upon, discuss or transact any business in respect of which statement has not been specified in the notice convening the meeting except as provided in the relevant provisions of the Act.
35.	Presence of Quorum	No business shall be transacted at any General Meeting, unless the requisite quorum is present at the time when the meeting proceeds to business and the provisions contained herein are applicable: <ol style="list-style-type: none"> 1. The quorum for a general meeting shall be the presence in person of such number of members as specified in Section 103 of the Act. 2. If, within half an hour from the time appointed for holding the meeting, a quorum of members is not present, the meeting if convened by or upon such requisition of members as per article shall be dissolved, but in any other case, it shall stand adjourned pursuant to the provisions of sub-section (2) of section 103 of the Act. 3. If at such adjourned meeting, a quorum of members is not present within half an hour from the time appointed for holding the meeting, the members present, whatever their number, not being less than two, shall be a quorum and may transact the business and decide upon all matters, which could properly have been disposed of at the meeting from which the adjournment took place, if a quorum had been present thereat.
36.	Chairperson at the General Meeting	The Chairperson of the Company (whether Member or not), shall, if present and willing, be entitled to take the chair at every General Meeting, whether Annual or Extraordinary and the provisions contained herein are applicable : <ol style="list-style-type: none"> 1. if there be no such Chairperson or in case of his being present or being unwilling or failing to take the chair within fifteen minutes of the time appointed for holding such meeting, the members present shall choose another Director (whether Member or not), as Chairperson and if all the Directors present decline to take the chair or if there be no Director

		<p>present, then the members present shall choose one of the members to be the Chairperson of the meeting.</p> <ol style="list-style-type: none"> 2. If a poll is demanded, it shall be taken forthwith in accordance with the provisions of sub-section (2) of section 104 of the Act. The Chairperson elected on a show of hands shall exercise all the powers of the Chairperson for the purpose of such poll. If some other person is elected Chairperson as a result of such poll, he shall be the Chairperson for the rest of the meeting. 3. Chairperson may also be permitted to hold the position of both the Chairperson of the Board and/or General Meeting as well as Managing Director thereof in the Company as per the recommendations of the appropriate committee of the Directors and approved by the Board of Directors as permitted under the provisions of the Applicable Laws from time to time. 4. No business shall be transacted at any General Meeting, except the election of Chairperson, whilst the chair is vacant. 5. Chairperson may, with the consent of a majority of the members personally present at any meeting, adjourn such meeting from time to time and from place to place in the city, town or village where the Registered Office of the Company be situated but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. A resolution passed at an adjourned meeting of the Company shall be treated as having been passed on the date on which it was in fact passed and shall not be deemed to have been passed on any earlier date. Further, Whenever any meeting is adjourned for thirty days or more notice of such adjourned meeting shall be given as in the case of an original meeting.
37.	Result of voting	<p>At any General Meeting, a resolution put to vote of the meeting shall, unless a poll is demanded under Section 109, or the voting is carried out through e-voting, be decided on a show of hands and the provisions contained herein are applicable:</p> <ol style="list-style-type: none"> 1. Such voting in a general meeting or by postal ballot shall also include electronic voting in a General Meeting or Postal Ballot as permitted by applicable laws from time to time. 2. A declaration by the Chairperson in pursuance of clause (1) hereof that on a show of hands a resolution has or has not been carried or has or has not been carried either unanimously or by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes cast in favour of or against such resolution.
38.	Casting vote	<p>In case of an equality of votes the Chairperson of any meeting shall, both on the show of hands and at a poll, if any, held pursuant to a demand made at such meeting, have a second or casting vote.</p>

39.	Minutes of Proceedings of General Meetings or Board Meetings	<p>The Company shall cause minutes of all proceedings of the General Meetings of any class of shareholders or creditors, and every resolution passed by postal ballot and of all proceedings at meetings of its Board of Directors or of committees of the Board, to be entered in books kept for the purpose and the provisions contained herein are applicable:</p> <ol style="list-style-type: none"> 1. The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat. 2. All appointments of officers made at any time of the meetings aforesaid shall be included in the minutes of the meeting. 3. In case of a meeting of the Board of Directors or of a Committee of the Board, the minutes shall also contain : <ol style="list-style-type: none"> i. the names of the Directors present at the meeting; and the names of the Directors who are present through video or other audio-visual means. ii. in the case of each resolution passed at the meeting, the name of the Directors, if any, dissenting from or not concurring on the resolution. 4. There shall not be included in the minutes, any matter which, in the opinion of the Chairperson of the meeting : <ol style="list-style-type: none"> i. is or could reasonably be regarded as defamatory of any person; ii. is irrelevant to the interests of the Company; or iii. is detrimental to the interests of the Company. <p>Explanation: - The Chairperson shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in this Article.</p> 5. Any such minute, if purporting to be signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting, shall be evidence of the proceedings. 6. Where the minutes have been kept in accordance with this Article; then until the contrary is proved, the meeting shall be deemed to have been called and held and all proceedings thereat to have taken place and the resolution passed by circulation, postal ballot or other permitted means shall be construed to have been passed, and in particular all appointments of Directors, Key Managerial Personnel, Auditors or Company Secretary in practice, made at the meeting shall be deemed to be valid, including the matters that are required to be transacted at a meeting of the Board as specified in Section 179 of the Act.
40.	Inspection of Minute Books of General Meeting	<ol style="list-style-type: none"> 1. The books containing the minutes of the proceedings of General Meetings of the members of the Company shall - <ol style="list-style-type: none"> a. be kept at the registered office of the Company; and b. be open during business hours to the inspection of any member without charge subject to such reasonable restrictions as the Company may impose, so however that not less than two hours in each day are allowed for inspection. 2. Any member shall be entitled to be furnished within seven working days after he has made request in that behalf to the Company with a copy of any

		Minutes referred to in sub-clause (1) on payment of such amount as prescribed by the Board and that the Company shall comply with the provisions of Section 119 of the Act.
41.	Other Register	The provisions contained in Article 40 shall mutatis mutandis apply to other registers maintained under the provisions of the Act that can be inspected by the eligible persons.
42.	Publication of Reports of proceedings of General Meeting	No document purporting to be a report of the proceedings of any General Meeting of the Company shall be circulated or advertised at the expense of the Company unless it includes the matters required by Section 118 of the Act to be contained in the Minutes of the proceedings of such meeting.
43.	Rights to use votes differently	On a poll taken at a meeting of the Company a member entitled to more than one vote, or his proxy or other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses. A member or his proxy who votes shall be deemed to have used all his votes unless he expressly gives written notice to the contrary at the time he casts any votes.
44.	Instrument of proxy to be in writing	Any member entitled to attend and vote at a General Meeting of the members of the Company shall be entitled to appoint another person (whether a member or not) as his proxy to attend and vote instead of himself but a proxy so appointed shall not have any right to speak at the meeting and shall not be entitled to vote except on a poll. A person shall (a) not act as proxy for more than 50 Members and holding in aggregate not more than 10% of the total share capital of the Company; (b) not act as proxy for more than one Member, if that Member holds more than 10% of the total share capital of the Company.
45.	Proxy may demand poll	The instrument appointing a proxy shall be in writing and shall be signed by the appointer or his attorney duly authorized in writing. If the appointer is a Body Corporate such instrument shall be under its seal or be signed by an officer or an attorney duly authorized by it, or by the persons authorized to act as the representative of such Company. Any instrument appointing a proxy to vote at a meeting shall be deemed to include the power to demand or join in the demand for a poll on behalf of the appointer, where a poll has not been ordered to be carried out electronically.
46.	Instrument of proxy to be deposited at the Registered office	No instrument of proxy shall be treated as valid and no person shall be allowed to vote or act as proxy at any meeting under an instrument of proxy, unless such instrument of proxy and power-of-attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority shall have been deposited at the Registered Office of the Company at least forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the persons named in such instrument proposes to vote.

		An instrument appointing a proxy or an attorney permanently or for a certain period once registered with the Company need not be again registered before each successive meeting and shall be in force until the same shall be revoked.
47.	Custody of the Instrument of appointment	If any such instrument of appointment be confined to the objects of appointing an attorney or proxy or substitute, it shall remain, permanent or for such time as the Board may determine in the custody of the Company and if embracing other objects, a copy thereof, examined with the original shall be delivered to the Company to remain in the custody of the Company.
48.	Form of proxy	The instrument appointing a proxy whether for a specified meeting or otherwise shall be in the prescribed form.
49.	Vote of proxy how far valid	A vote given in pursuance of an instrument of proxy shall be valid: <ol style="list-style-type: none"> 1. Notwithstanding the previous death of the principal or the revocation of the proxy or any power-of-attorney under which such proxy was signed or the transfer of the shares in respect of which the vote is given provided no intimation in writing of the death, revocation or transfer shall have been received at the Registered Office of the Company before the vote is given. 2. In case of e-voting, a Member shall be deemed to have exercised his voting rights by himself, even if any other person had voted using the login credentials of that Member.
50.	Chairperson sole judge of the validity of a vote	The Chairperson of any meeting shall be the sole judge of the validity of every vote tendered at such meeting and the Chairperson present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll. The Chairperson may be assisted by a scrutinizer, appointed by members present at the meeting or by the Board for this purpose.
51.	Declaration of dividend	The Company in General Meeting may declare a dividend to be paid to the members according to their respective rights and interests in the profits, and may fix the time for the payment thereof and the provisions contained herein are applicable as follows: <ol style="list-style-type: none"> 1. larger dividend shall not be declared than is recommended by the Board, but the Company in General Meeting may declare a smaller dividend. 2. Unless the Company otherwise resolves, dividends shall be paid in proportion to the amount paid up or credited as paid up on each share, where a larger amount is paid up or credited as paid up on some share than on others. Provided always that any capital paid up on a share during the period in respect of which a dividend is declared shall unless otherwise resolved be only entitled the holder of such share to a proportionate amount of such dividend from the date of payment. 3. No dividends shall be declared/paid except in accordance with the provisions of the Act. 4. The Board may, from time to time, declare and pay to the members such

		<p>interim dividend as in their judgment the position of the Company justifies.</p> <p>5. All dividends shall be paid by the cheque, or warrant in respect thereof shall be posted within thirty days of the date on which such dividend is declared by the Company. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.</p>
52.	Capitalization	<p>A General Meeting of the Members, in a meeting in person or proxy or, through Postal Ballot or, by any other means, as may be permitted, may on the recommendation of the Board, direct capitalization of the whole or any part of the undivided profits for the time being of the Company or the whole or any part of the Reserve Fund or other funds of the Company including the moneys in the Securities Premium Account and the Capital Redemption Reserve Account or the premiums received on the issue of any shares of the Company and that such sum be accordingly set free for the purpose, (1) by the issue and distribution, among the holders of the shares of the Company or any of them, in accordance with their respective rights and interests and in proportion to the amounts paid or credited as paid up thereon, of paid-up shares, debentures, debenture-stock bonds or other obligations of the Company, or (2) by crediting any shares of the Company which may have been issued and are not fully paid up, in proportion to the amounts paid or credited as paid up thereon respectively, with the whole or any part of the same.</p> <p>For the purposes above set out the Company may, subject to the provisions contained in Section 63, apply: (i) its free reserves, (ii) the Securities Premium Account subject to the provisions of Section 52(2) of the said Act; (iii) the Capital Redemption Reserve Fund subject to the provisions of Section 55(4) of the said Act; and (iv) such other reserves or account as may be applied for issue of bonus shares.</p>
53.	Accounts	<ol style="list-style-type: none"> 1. The Board shall keep or cause to be kept at the Registered Office of the Company or at such place in India as it thinks fit, proper books of accounts in respect of: <ol style="list-style-type: none"> i. its sums of money received and expended by the Company, and the matters in respect of which the receipt and expenditure take place; ii. all sales and purchase of goods by the Company; iii. the assets and liabilities of the Company; and iv. the items of cost, if any- as specified in the relevant Rules. 2. Proper books of account shall also be kept at each branch office of the Company,, relating to the transactions of that office and proper summarised returns made up to dates at intervals of not more than three months shall be sent by each branch office to the Company at its Registered Office of the Company or the other place referred to in clause (1) hereof. 3. The books of account referred to in clause (1) and (2) shall be such books as are necessary to give a true and fair view of the state of affairs of the Company or such branch office and to explain its transaction. 4. The books of accounts and other Books and Papers shall be open to inspection by any Directors during business hours.

		5. The Directors shall comply in all respects with Sections 128, 129, 133, 134, 136, to 138 of the Act and any statutory modifications thereof.
54.	Inspection of members when allowed	The Board shall, from time to time, determine whether and to what extent, and at what times and places, 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; and no member (not being a Director) shall have any right of inspection of any account or book or document of the Company except as conferred by law or authorized by the Directors.
55.	Financial Statements to be laid before the members	Subject to Section 129 of the Act at every Annual General Meeting of the Company, the Board shall lay before the members of the Company a Financial Statements for each financial year in the following manner. <ol style="list-style-type: none"> 1. The Financial Statements shall give a true and fair view of the state of affairs of the Company at the end of the period of the account. 2. Financial Statements shall comply with the provisions of Section 129 and 133 of the Act. 3. The Financial Statements shall be signed in accordance with the provisions of Section 134 of the Act.
56.	Board's Report	The Directors shall make out and attach to every Balance Sheet laid before the Company in General Meeting a Report thereon of the Board of Directors, which shall comply with the requirements of and shall be signed in the manner provided by Section 134 of the Act.
57.	Right of members to copies of Financial Statements	A copy of every Financial Statements, the Directors' and Auditors' Report thereon and every other document required under law to be annexed or attached, as the case may be, to the Financial Statement, which is to be laid before the Company in General Meeting shall be sent to in the following manner: <ol style="list-style-type: none"> 1. not less than twenty one days before the date of meeting be sent to every member, Auditors, and every director of the Company in the manner contained herein; 2. If the copies of the documents aforesaid are sent less than twenty one days before the date of the meeting they shall, notwithstanding that fact, be deemed to have been duly sent if it is so agreed by such of the members entitled to vote at the meeting as may be prescribed; 3. The accidental omission to send the documents aforesaid, to or the non-receipt of the documents aforesaid by, any member or other person to whom it should be given shall not invalidate the proceedings at the meeting; 4. Every Financial Statements, audited by the statutory auditors as approved by the Board and adopted by the members at the General Meeting shall be conclusive.

58.	Copies of Financial Statements	A copy of the Financial Statements along with all the documents which are required to be or attached to such Financial Statements under this Act, as adopted at the annual general meeting of the members of the Company, shall be filed with the Registrar within the time prescribed under the Act. If the Annual General Meeting before which a Financial Statements is laid as aforesaid does not adopt the Financial Statements, the un-adopted Financial Statements together with the other documents that are required to be attached to the financial statements shall be filed with the Registrar within the time prescribed under the Act. Thereafter, the Financial Statements adopted at the adjourned annual general meeting shall also be filed with the Registrar within the time prescribed under the Act.
59.	Appointment of Directors	<ol style="list-style-type: none"> 1. The number of Directors on the Board of the Company shall not be less than three and not more than fifteen Directors. The Company shall have the power to increase the number of Directors beyond 15 after passing a Special Resolution. 2. The Government of Uttar Pradesh (GOUP) shall appoint the Directors on the Board of the Company. The following shall be ex-officio directors on the Board of the Company: <ol style="list-style-type: none"> a. Principal Secretary, Medical, Health & Family Welfare, GOUP b. Secretary, Medical, Health & Family Welfare, GOUP c. Special Secretary, Medical Education, GOUP d. Mission Director, National Health Mission, Uttar Pradesh e. Special Secretary, Finance, GOUP f. Special Secretary, Industrial Development, GOUP g. Director General, Medical & Health, Uttar Pradesh h. Director General, Family Welfare, Uttar Pradesh i. Drug Controller, Food Safety & Drug Administration, Uttar Pradesh 3. The Principal Secretary, Medical, Health & Family Welfare, GOUP shall be Chairperson of the Company. 4. The Managing Director of the Company shall be appointed by GOUP. 5. The Director (Finance) of the Company shall be appointed by GOUP. 6. The GOUP shall have power to remove any director appointed by them, at any time in their absolute discretion. 7. The following shall be the first Directors: <ol style="list-style-type: none"> a) Prashant Trivedi b) V.HEKALI ZHIMOMI c) G.S. NAVEEN KUMAR 8. No Director of the Company shall be required to hold any qualification shares.
60.	Register of Directors etc. and of Directors	The Company shall arrange to maintain at its Registered office a Register of Directors, Key Managerial Personnel, containing the particulars and in the form prescribed by Section 170 of the Act. It shall be the duty of every Director, Chief Financial Officer, Company Secretary and other persons authorized by the Board in this regard to act as Key managerial Personnel to maintain such Registers as

	Shareholding	required under the provisions of the Act, and enter the necessary information therein to disclose to the Company any matters relating to himself as may be necessary to comply with the provisions of the said sections.
61.	Sitting Fee	<p>(1) An Independent Director may receive remuneration by way of fee not exceeding such amount as may be permissible under the provisions of the Act read with Rules made thereunder for attending each meetings of the Board or Committee thereof; or of any other purpose whatsoever as may be decided by the Government of Uttar Pradesh from time to time.</p> <p>(2) The Board of Directors may allow and pay to any Director fair compensation for his travelling and other expenses incurred in connection with the business of the Company including attendance at meeting of the Board or Committee thereof.</p>
62.	Remuneration to Directors	The remuneration payable, whether by way of monthly amount, commission etc., to the Managing Director and Director (Finance) shall be determined by Government of Uttar Pradesh.
63.	Disqualification of Directors	<p>A person shall not be capable of being appointed Director of the Company, if :-</p> <ol style="list-style-type: none"> i. he has been found to be unsound mind by court of competent jurisdiction. ii. he is an undischarged insolvent; iii. he has applied to be adjudicated as an insolvent and his application is pending; iv. he has been convicted by a Court in India of any offence involving moral turpitude or otherwise and sentenced in respect thereof to imprisonment for not less than 6 months, and a period of five years has not elapsed from the date of expiry of the sentence; <p>Provided that if a person has been convicted of any offence and sentenced in respect thereof to imprisonment for a period of seven years or more, he shall not be eligible to be appointed as a director in any company.</p> <ol style="list-style-type: none"> v. he has not paid any call in respect of shares of the Company held by him, whether alone or jointly with others and six months have elapsed from the last day fixed for the payment for the call; or vi. an order disqualifying him for appointment as Director has been passed by a Court or Tribunal and the order is in force, vii. he has been convicted of the offence dealing with related party transactions under Section 188; or. viii. he has not complied with sub-section 3 of section 152.
64.	Independent Directors	(1) Subject to the provisions of the Act, the Company shall appoint such number of Independent Directors as it may deem fit, for a term specified in the resolution appointing him. An Independent Director may be appointed to hold office for a term of up to five consecutive years on the Board of the Company and shall be eligible for re-appointment on passing of Ordinary Resolution and such other compliances as may be required in this regard. No Independent Director shall hold office for more than two consecutive terms. The provisions relating to

		retirement of directors by rotation shall not be applicable to appointment of Independent Director. (2) Only officers retired from Indian Administrative Services, Provincial Medical Services (not below the rank of Director), medical colleges and SGPGI's, as are considered to be fit and proper shall be considered for appointment as an Independent Director.
65.	Directors retire by rotation	As long as fifty one percent of the paid up share capital of the Company is held by the Central Government, or by any State Government or Governments or by the Central Government and one or more State Governments, the provisions of section 152(6) & 152(7) of the Companies Act, 2013 shall not apply on the Company.
66.	Consent for Directorship	A person appointed as a Director shall not act as a Director unless he gives his consent to hold the office as director and such consent shall be filed with the Registrar within thirty days of his appointment in such manner as prescribed in the Act or the relevant Rules. However provisions of this article shall not apply where appointment of director is done by the Central Government or state Government, as the case may be.
67.	Directors may act notwithstanding vacancy	The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below three, the continuing Directors may act for the purpose of increasing the number of Directors to the said number, or of summoning a General Meeting of the Company, but for no other purpose.
68.	Resignation of Directors	Subject to the provisions of Section 168 of the Act a Director may at any time resign from his office upon giving notice in writing to the Company of his intention so to do, and thereupon his office shall be vacated.
69.	Meeting of Directors	The company shall hold at least four Meetings of its Board in each Calendar Year with a maximum interval of one hundred and twenty days between any two consecutive Meetings. The Directors may meet together for the conduct of business, adjourn and otherwise regulate their meeting and proceedings, as it may think fit, and may determine the quorum necessary for the transaction of business.
70.	Meeting through video conferencing	The Board of Directors shall be entitled to hold its meeting through video conferencing or other permitted means, and in conducting the Board meetings through such video conferencing or other permitted means the procedures and the precautions as laid down in the relevant Rules shall be adhered to. With regard to every meeting conducted through video conferencing or other permitted means, the scheduled venue of the meetings shall be deemed to be in India, for the purpose of specifying the place of the said meeting and for all recordings of the proceedings at the meeting.
71.	Notice of	Subject to provisions of Section 173 (3) of the Act, notice of not less than seven days of every meeting of the Board of Directors of the Company shall be given in

	Meeting	<p>writing to every Director at his address registered with the Company and shall be sent by hand delivery or by post or through electronic means.</p> <p>The meeting of the Board may be called at a shorter notice to transact urgent business subject to the condition that at least one Independent Director of the Company shall be present at the meeting. In the event, any Independent Director is not present at the meeting called at shorter notice, the decision taken at such meeting shall be circulated to all the directors and shall be final only on ratification thereof by at least one Independent Director.</p>
72.	Quorum of Meetings	<p>Subject to the provisions of the Act, 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 the directors participating by video conferencing or by other permitted means shall also be counted for the purposes of this Article.</p> <p>Provided that where at any time the number of interested Directors exceeds or is equal to two-thirds of the total strength, the number of the remaining Directors, that is to say, the number of the Directors who are not interested, being not less than two, shall be the quorum during such time.</p> <p>Explanation: The expressions "interested Director" shall have the meaning given in Section 184(2) of the said Act and the expression "total strength" shall have the meaning as given in Section 174 of the Act.</p>
73.	Adjournment of Meetings	<p>1. If a meeting of the Board could not be held for want of a quorum, then the meeting shall automatically stand adjourned to the same day in the next week, at the same time and place, or if that day is a National Holiday, till the next succeeding day which is not a National Holiday at the same time and place.</p>
74.	When meeting to be convened	<p>The Chairperson/Managing Director may, and Secretary on the requisition of a Director shall, at any time, convene a meeting of the Board, in consultation with the Chairperson/Managing Director of the Company.</p>
75.	Question how decided	<p>Questions arising at any meeting of the Board shall be decided by a majority of votes, and in case of an equality of votes, the Chairperson thereat shall have a second or casting vote.</p>
76.	Chairperson of Board meeting	<p>The Principal Secretary, Medical, Health & Family Welfare, GOUP shall be Chairperson of the Company and shall Chair all Board Meetings. If at any meeting the Chairperson is not present or is unwilling to preside, the Directors present may choose one of their members to be the Chairperson of such meeting.</p>
77.	Board may	<p>Subject to the provisions of Section 179 of the Act, the Board may delegate any</p>

	appoint committees	of their powers, other than powers which by reason of the provisions of the Act cannot be delegated to committees comprising of such member or members of Board as it may think fit, and the Board may from time to time revoke and discharge any such Committee either wholly or in part, and either as to persons or purposes. Every Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be prescribed by the Board, and all acts done by any such Committee in conformity with such regulations and in fulfillment of the purpose of their appointment, but not otherwise, shall have the like force and effect as if done by the Board.
78.	Meetings of committee	The meetings and proceedings of any such Committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board, so far as the same are applicable thereto, and are not superseded by the express terms of the appointment of any such Committee, or by any regulations made by the Board.
79.	Resolution by circulation	A resolution not being a resolution required by the Act or otherwise to be passed at a meeting of the Board, may be passed without any meeting of the Directors or of a committee of Directors provided that the resolution has been circulated in draft, together with the necessary papers, if any, to all the Directors, or to all the members of the Committee as the case may be, at their addresses registered with the Company, by hand delivery or by post or courier or through electronic means as permissible under the relevant Rules and has been approved by a majority of the Directors as are entitled to vote on the resolution.
80.	Validity of acts of Directors	All acts, done by any meeting of the Board or by a Committee of Board or by a person acting as a Director, shall be valid, notwithstanding that it may be afterwards discovered that his appointment was invalid by reason of any defect or disqualification or had terminated by virtue of any provision contained in the Act or in these Articles. Provided that this Article shall not give validity to acts done by a Director after his appointment has been shown to the Company to be invalid or to have terminated.
81.	Minutes of proceedings of Board and the Committees to be valid	The Directors shall cause minutes to be duly entered in a book or books provided for the purpose in accordance with these presents and the provisionsSection 118 of the Act and relevant Rules.
82.	Register of Directors and Key Managerial Person	<ol style="list-style-type: none"> 1. The Board shall cause to be kept at the Registered Office: <ol style="list-style-type: none"> (a). a Register of Directors and Key Managerial Person and (b). a Register of Contracts or arrangements of which they are interested, containing the particulars required by Section 189 of the Act. 2. The provisions contained in Article 40(1)(b) and 40(2) relating to inspection and taking copies shall be mutatis mutandis be applicable to the registers specified in this Article.
83.	Key	1. Subject to the provisions of the Act,

	Managerial Personnel	<p>(i) A Key Managerial Personnel may be appointed by the Board for such term at such remuneration and upon such conditions as it may think fit and the Key Managerial Personnel so appointed may be removed by means of a resolution at the Board Meeting.</p> <p>(ii) A Director may be appointed as Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer of the Company.</p>
84.	Business of the Company to be managed by the Board	<p>Subject to the provisions of Section 135, 179, 180, 181, 182, 183, 184, 185, 186, 188 and 203 of the Act, the Board of Directors of the Company shall be entitled to exercise all such powers, give all such consents, make all such arrangements, and nearly do all such acts and things as are or shall provided in the provisions of the Act, and the Memorandum of Association and these presents directed or authorized to be exercised, given, make or done by the Company and are not thereby expressly directed or required to be exercise, given, made or done by the Company in General Meeting, but subject to such regulations being, if any, not inconsistent with the said provisions as from time to time may be prescribed by the Company in General Meeting in the following manner:</p> <ol style="list-style-type: none"> 1. No regulation so made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if the regulations had not been made. 2. Save as provided by the said Act or by these presents and subject to the restrictions imposed by Section 179 of the said Act, the Board may delegate all or any powers by the Act or by the Memorandum of Association or by these presents reposed in them.
85.	Specific Powers of the Board	<p>Subject to the provisions of Articles but without prejudice to the General Powers thereby conferred and so as not in any way to conferred by these presents, it is hereby expressly declared that the Board shall have the following powers and authorities, that is to say power and authority :</p> <ol style="list-style-type: none"> 1. to acquire the industrial license, import license, permit and other rights on payment of expenses and compensation for technical services rendered in connection therewith; 2. to pay and charge to the Capital / Revenue Account of the Company, the legal and other costs, charges and expenses of and preliminary and incidental to the promotion, formation, establishment and registration of the Company including the stamps and fees paid in respect thereof; 3. to carry out activities that are specified in Schedule VII to the Act towards Corporate Social Responsibility, and for this purpose expend / incur the monies of the Company, and all monies so expended or incurred for this purpose shall also be construed to be expended or incurred for the purpose of the Company's business; 4. to construct and build drug warehouses as adopted to the objects of the Company or may be considered expedient or desirable for the objects or purposes of the Company or any of them; 5. to determine from time to time who shall be entitled to sign on the Company's behalf bills, notes, receipts, acceptances, endorsement, cheques, dividend warrants, releases, contracts and documents and to

		<p>give the necessary authority for such purposes;</p> <ol style="list-style-type: none"> 6. to make advances and otherwise to invest the moneys of the Company not immediately required for the business in fixed deposits in scheduled banks and for the purpose aforesaid to authorise such persons within limits to be fixed from time to time by the Board; 7. to insure and keep insured against loss or damage or fire or otherwise for such period and to such extent as the Board may think proper all or any part of the moveable or immoveable property of the Company; 8. to institute, conduct, defend, compound, abandon or refer to arbitration any action, suit, appeals, proceedings, for enforcing decrees and orders and other legal proceedings by or against the Company or its officers, or otherwise concerning the affairs of the Company, to compound or compromise and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Company and to refer the same or arbitration, to observe and perform any awards made there on; to act on behalf of the Company in all matters relating to bankrupts and insolvents; 9. to make, give, sign and execute all and every warrant to use or defend on behalf of the Company, and all and every legal proceedings and compositions or compromise, agreements, and submission to arbitration and agreement to refer to arbitration as may be requisite, and for the purposes aforesaid, any director or official of the Company or such other person may be empowered to use their or his own name on behalf of the Company, and they or he shall be saved harmless and indemnified out of the funds and property of the Company, from and against all costs and damages which they or he may incur or be liable to by reason of their or his name so used as aforesaid; 10. to provide for the welfare of the employees, ex-employees, their families and dependants and to allow any pension, gratuity, compensation, grants of money, allowances, bonus, or other payment to or for the benefit of such persons as may appear to the Board just and proper and in particular by creating and from time to time, subscribing or contributing to provident and other associations, institutions, funds, or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board may think fit; 11. before recommending any dividend, to set aside, out of the profits of the Company such sums for depreciation as provided in Section 123 of the Act and such sums as the Board think proper for creating reserves, general or specific or special funds to meet contingencies; 12. from time to time and at any time to entrust to and confer upon the officers for the time being of the Company, and to authorise, or empower them to exercise and perform and by Power-of-Attorney under seal to appoint any person to be the Attorney of the Company and authorize them with such of their powers, authorities, duties and discretion
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		<p>exercisable by or conferred or imposed upon the Board of Directors, but not the power which by law are expressly stated to be incapable of delegation as the Board may think fit, and for such time and to be exercise for such objects and purposes and subject to such restrictions and conditions, as the Board may think proper or expedient, and either collaterally with or to the exclusion of and in substitution for all or any of the powers, authorities, duties and discretions of the Board in that behalf, with authority to any of the directors, officers or any of the authorized attorney to sub-delegate all or any of the powers, authorities, duties, and discretions for the time being vested in or conferred upon them and from time to time to revoke all such appointments of attorney and withdraw, alter or vary all or any of such powers, authorities, duties and discretions;</p> <p>13. to appoint, and at their pleasure to remove, discharge, or suspend and to re-employ or replace, for the management, of the business, secretaries, managers, experts, engineers, accountants, agents, subagents, bankers, brokers, muccadums, solicitors, officers, clerks, servants and other employees for permanent, temporary or special services as the Board may from time to time think fit, and to determine their powers and duties and fix their emoluments, salaries, wages, and to require security in such instances and to such amount as it may think fit, and to ensure and arrange for guarantee for fidelity of any employees of the Company and to pay such premiums on any policy of guarantee as may from time to time become payable;</p> <p>14. to open accounts with any scheduled bank for the purpose of the Company's business and to pay money into and draw money from any such account from time to time as the Board may think fit. All cheques, drafts, 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 or its Committee formulated for this business shall from time to time by resolution determine;</p> <p>15. to authorize the issue of securities to the Promoters;</p> <p>16. for or in relation to any of the matters aforesaid or otherwise for the purpose and objects of the Company to enter into all such negotiations and contracts and rescind and vary all such contracts, and execute, perform and do and sanction, and authorize all such acts, deeds, matters and things, including matters that are incidental and/or ancillary thereto, in the same and on behalf of the Company as they may consider expedient;</p> <p>17. generally subject to the provisions of the Act and these Articles to delegate the powers, authorities and discretions vested in the Board to any Director, Key Managerial Personnel, or officials of the Company or to any other person as may be required from time to time.</p>
86.	Power to appoint	Subject to the provisions of the Act, the Government may from time to time by virtue of the provisions contained in these articles, appoint Managing

	Managing Director/Director (Finance)	Director and Director (Finance) of the Company either for a fixed term or without any limitation and the Government may from time to time remove or dismiss him or from office and appoint another in his or her place.
87	Provisions applicable to Managing Director/Director (finance)	A managing Director and Director (Finance) shall not while he continues to hold that office be subject to retirement by rotation, but they shall, subject to the terms of any contract between him and the Company, be subject to the same provisions as to resignation and removal as the Directors of the Company, and if he ceases to hold the office of Directors from any cause shall ipso facto and immediately cease to be Managing Director or Director (Finance), as the case may be.
88.	Remuneration of Managing Director	The remuneration of a Managing Director and Director (Finance) as appointed in pursuant to Article 86, shall from time to time be fixed by the Government.
89.	Power and duties of Managing Directors	The Board may from time entrust to and upon a Managing Director for the time being such of the powers exercisable under these Articles by the Board as it may think fit, and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as it think expedient, and it may also confer such powers either collaterally with or to the exclusion of and in substitution for all or any of the powers of the Directors in that behalf, and may from time to time revoke, withdraw, alter or vary all or any of such powers, unless and until otherwise determined a Managing Director may exercise all the powers exercisable by the Directors, save such powers as by the Act or by these Articles shall be exercisable by the Board itself.
90.	Powers and duties of Director (Finance)	The Board may from time entrust to and upon a Director (Finance) for the time being such of the powers exercisable under these Articles by the Board as it may think fit, and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as it think expedient.
91.	Audit	<p>(1) Appointment of auditors The Auditor/Auditors of the Company shall be appointed or reappointed by the Comptroller and Auditor General of India and his/their remuneration rights and duties shall be regulated by Sections 139 to 148 and Section 394 & 395 of the Act.</p> <p>(2) Audit of Accounts Accounts to be audited annually once at least in every financial year the accounts of the Company shall be examined and the correctness of the financial statements ascertained by one or more auditors.</p> <p>(3) Auditor's right to attend meeting</p>

The Auditors of the Company shall be entitled to receive notice of and to attend any general meeting of the Company at which any accounts which have been examined or reported on by them are to be laid before the Company and make any statement or explanation they desire with respect to the accounts.

(4) Power of the Comptroller and Auditor General

(a) The Comptroller and Auditor General of India shall have power:

(i) to direct the manner in which the Company's accounts shall be audited by the Auditor/Auditors and to give such Auditor/Auditors instructions in regard to any matter relating to the performance of his/their functions as such;

(ii) to conduct a supplementary or test audit of the Company's accounts by such person/persons as he may authorize in this behalf for the purpose of such audit to have access at all reasonable times, to all accounts books, vouchers, documents and other papers of the Company and to require information or additional information to be furnished to any person or persons and in such form as the

Comptroller and Auditor General may by, general or special order, direct;

(b) The Auditor/Auditors aforesaid shall submit a copy of his/their Audit Report to the Comptroller and Auditor General of India who shall have the right to comment upon or supplement the audit report in such manner as he may think fit;

(c) Any such comment upon or supplement to the Audit Reports shall be placed before the Annual General Meeting of the Company at the same time and in the same manner as the Audit Report.

(5) Remuneration of Auditors

The remuneration of the Auditors of the Company shall be fixed by the Company in General Meeting.

(6) Powers and duties of the Auditors

The powers and duties of the Auditors of the Company shall be as laid down in section 143 of the Act.

(7) Audit of Branch Offices

The Company shall comply with provisions of the Act in relation to the audit of the accounts of branch offices of the Company.

(8) Reading and Instruction of Auditors' Report

The Auditors Report shall be read before the Company in general meeting and shall be open to inspection by any member of the Company.







(9) When account to be deemed conclusive







Every account when audited and approved by a General Meeting shall be conclusive.

92.	Secretary	<ol style="list-style-type: none"> 1. The Board may from time to time appoint the secretary and at their discretion remove, a person (hereinafter called "the Secretary") to perform functions/duties as defined in the Act or by these Articles or delegated by the Board from time to time. 2. The Board may any time appoint a temporary substitute for the Secretary who shall for the purpose of these Articles be deemed to be the Secretary.
93.	Indemnity	<ol style="list-style-type: none"> 1. The Board shall be entitled to meet cost, out of the funds of the Company, to defend, every officer of the Company as defined under the provisions of Section 2(59) of the Act, or any person (whether an officer of the Company or not) employed by the Company, against all claims made on them including losses, expenses, fines, penalties or such levies, in or about the discharge of their respective duties. 2. Every Officer of the Company, as defined under the provisions of Section 2(59) of the Act, or any person, whether an Officer of the Company or not, employed by the Company, shall be entitled to direct the Company to meet all claims, losses, expenses, fines, penalties or such other levies, expended by them, respectively in or about the discharge of their respective duties, out of the funds of the Company against all such liabilities, including attorney fees, incurred by them in defending any proceedings under the Act, or other laws applicable to the Company, and/or its subsidiaries in any jurisdiction. 3. The Company may take and maintain any insurance as the Board may think fit on behalf of its directors (present and former), other employees and the Key Managerial Personnel or such other officials of the Company for insurers to directly meet all claims, losses, expenses, fines, penalties or such other levies, or for indemnifying any or all of them against any such liability for any acts in relation to the Company for which they may be liable.
94.	Directors and other officers not responsible or acts of others	<p>No Director, Manager, Secretary, Trustee, Auditor and other officer or servant of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or servant or for joining in any receipts or other act for the sake of conformity merely or for any loss or expenses happening to the Company through the insufficiency or deficiency in point of titles or value of any property acquired by the order of the Directors for and on behalf of the Company or mortgaged to the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, company or corporation to or with whom any moneys, securities or effects of the Company shall be entrusted or deposited or for any loss occasioned by any error of judgement, omission default or oversight on his part or for any other loss, damage or misfortune whatever which shall happen in relation to the execution or performance of the duties of his office or in relation thereto, unless the same happen through his own dishonesty.</p>
95.	Liability of Independent Directors	<p>An Independent Director, and a non-executive director not being a promoter or a Key Managerial Personnel, shall be liable only in respect of acts of omission or commission, by the Company which had occurred with his knowledge, attributable through Board processes, and with his consent or connivance or</p>





		where he has not acted diligently.
96.	The Seal	<p>The Board shall provide a Common Seal for the purpose of the Company and shall have power from time to time to destroy the same and substitute a new seal in lieu thereto and the Board shall authorize the directors, Company Secretary or such other officials of the Company to provide for the safe custody of the seal for the time being. The seal of the Company shall never be used except by the authority of a resolution of the Board of Directors and in presence of one two of Directors or by any one director and the Company Secretary or such other person as the Board may authorize who will sign in token thereof and countersigned by such officers or persons as the Board may from time to time authorize.</p> <p>Any instrument bearing the Common Seal of the Company and issued for valuable consideration shall be binding on the Company notwithstanding any irregularity touching the authority of the persons so authorized to issue the same.</p>
97.	Members to notify Address for Registration	<p>It shall be imperative on every member to notify to the Company for registration his place of address in India.</p> <p>A member may notify his email address if any, to which the notices and other documents of the Company shall be served on him by electronic mode.</p> <p>The Company's obligation shall be satisfied when it transmits the email and the Company shall not be responsible for failure in transmission beyond its control.</p>
98.	Notice	Subject to Section 20 of the said Act, a document may be served by the Company on any member thereof by sending it to him by post or by registered post or by speed post or by courier or by delivering at his address (within India) supplied by him to the Company for the service of notices to him.
99.	Service of documents on company	A document may be served on the Company or on an officer thereof by sending it to the Company or officer at the Registered Office of the Company by post or by Registered Post or by leaving it at its Registered Office, or by means of such electronic mode or other mode as may be specified in the Act and the relevant Rules.
100.	Winding- up	The Company shall be wound up/liquidated in accordance with the provisions of the Act or Insolvency & Bankruptcy Code, 2016, as the case may be.
101.	General Powers	Where any provisions of the said Act, provides that the Company or its Board of Directorsshall do such act, deed, or thing, or shall have a right, privilege or authority to carry out a particular transaction, only if it is so authorised in its Articles, in respect of all such acts, deeds, things, rights, privileges and authority, this Article hereby authorises the Company or its Board of Directors to carry out the same, without the need for any specific or explicit Article in that behalf.

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

S. No.	Photograph of Subscriber	Name, addresses, description and occupation of each Subscriber	Signature of Subscribers	Name, description and signature of witness
1.		PRASHANT TRIVEDI S/O ONKAR NATH TRIVEDI R/O 2 RAJ BHAVAN COLONY, HAZARATGANI, LUCKNOW, UP-226001 DESIGNATION- PRINCIPAL SECRETARY MEDICAL & HEALTH OCCUPATION- GOVERNMENT SERVICE		<p>I witness to the subscribers who had subscribed and signed in my presence at Lucknow further I have verified their identity details for identity verification and satisfied myself of the particulars as filled in</p> <p>AMIT GUPTA S/O SHRI R.K. GUPTA AMIT GUPTA & ASSOCIATES, COMPANY SECRETARIES B-12, BASEMENT, MURLI BHANAN, 10-A, ASHOK MARG, LUCKNOW - 226023, UP FCS-5478, CPNO-4682</p>
2.		V. HEKALI ZHIMOMI D/O VIKIYE ZHIMOMI R/O 5/5, RAJ BHAVAN COLONY, MG ROAD, LUCKNOW, UP- 226001 DESIGNATION- SECRETARY MEDICAL & HEALTH OCCUPATION- GOVERNMENT SERVICE		
3.		SHRI NAVEENKUMAR GOPALAKRISHNAN S/O G VARADARAJULU R/O 2/517, VIJAYA KHAND, GOMTI NAGAR, SADAR, LUCKNOW, UP- 226010 DESIGNATION- MANAGING DIRECTOR OCCUPATION- GOVERNMENT SERVICE		

4.		<p>SHAMIM AHEMAD KHAN S/O SHAFIQ AHEMAD KHAN R/O A-603, CSI TOWERS, VIPIN KHAND, GOMTINAGAR, LUCKNOW, UP- 226010 DESIGNATION- SPECIAL SECRETARY, MEDICAL & HEALTH OCCUPATION- GOVERNMENT SERVICE</p>		<p>I witness to the subscribers who had subscribed and signed in my presence at Lucknow. Further I have verified their identity details for identity verification and satisfied myself of the particulars as filled in.</p> <p><i>Amit Gupta</i> AMIT GUPTA S/O SHRI R. K. GUPTA AMIT GUPTA & ASSOCIATES, COMPANY SECRETARIES B-12, BASEMENT, MURLI BHANAN, 10-A, ASHOK MARG, LUCKNOW - 226023, U.P. FCS-5478, CP NO. 4682</p>
5.		<p>PANKAJ KUMAR S/O MOOL CHANDRA YADAV R/O 2/124, VISHAL KHAND, GOMTI NAGAR, LUCKNOW, UP- 226010 DESIGNATION- MISSION DIRECTOR OCCUPATION- GOVERNMENT SERVICE</p>		
6.		<p>AJAY KUMAR JAIN S/O BALESHWAR KUMAR JAIN R/O SF-4, PRAGATI APARTMENT, PLOT NO. B-2, MODEL TOWN, WEST, GHAZIABAD, UP - 201001 DESIGNATION- DRUG CONTROLLER OCCUPATION- GOVERNMENT SERVICE</p>		



7.		<p>NEENA GUPTA W/O RAJESH GUPTA R/O 17, VIJAYSHREE APARTMENT, 23 OLD VIJAY NAGAR COLONY, AGRA, UP- 282004 DESIGNATION- DIRECTOR GENERAL, FAMILY WELFARE OCCUPATION- GOVERNMENT SERVICE</p>		<p>I witness to the subscribers who had subscribed & signed in my presence at Lucknow. Further I have verified their identity details for identity verification and validated myself of the particulars as filled in.</p> <p><i>Amit Gupta</i></p> <p>AMIT GUPTA S/O SHRI R. K. GUPTA AMIT GUPTA & ASSOCIATES, COMPANY SECRETARIES B-12, BASEMENT, MURLI BHAWAN, 10-A, ASHOK MARG, LUCKNOW -226023, U.P. FC-5478, CP NO 4682</p>
8.		<p>PADMAKAR SINGH S/O JASKARAN SINGH R/O FLAT NO. K-8, SONAL APARTMENT, 36 AN JHA MARG, ALLAHABAD, UP- 211002 DESIGNATION- DIRECTOR GENERAL, MEDICAL OCCUPATION- GOVERNMENT SERVICE</p>		
TOTAL				

Place: Lucknow

Date: 20th Day of March, 2018