

THE COMPANIES ACT, 1956
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION

OF

K-LINK HEALTHCARE (INDIA) PRIVATE LTD

PRELIMINARY

1. The regulations contained in the Table 'A' in schedule I of the companies Act, 1956 shall apply to the company in so far as they are applicable to a private company and excluding those applicable to a public companies.
2. The company is a Private Company, with limited liabilities within the meaning of Section 3 (1) (iii) of the Companies Act 1956 and accordingly,
 - (a) The number of memberof the Company, is not to exceed fifty, not including
 - (i) Persons who are in the employment of the Company; and
 - (ii) Persons who, having been formerly in the employment of the Company were members of the Company while in that employment and have continued to be members after the employment ceased, provided, that where two or more persons hold one or more shares in the Company jointly, they shall, for the purpose ofthis article, be treated as a single member; and
 - (b) Any invitation to the public to subscribe for any shares in or debentures of the Company is hereby prohibited, and
 - (c) The right to transfer the shares in the Company is restricted in the manner and to the extent hereinafter provided.
 - (d) The paid up capital will not be less than One lakh Rupees or such higher paid up capital as may be prescribed.
 - (e) The Company will not accept or invite any deposits from persons other than its members, Directors or their relatives.

SHARE CAPITAL

- The Share Capital of the Company is Rs. 50,00,000/- (Rupees fifty Lakhs Only) divided into 5,00,000 Equity shares of Rs. 10/- (Rupees Ten only) .
- The Shares shall be under the control of the Board who may allot or otherwise dispose of the same to such person or persons at such times and generally on such terms and conditions as it may deem fit.
- The Board may allot and issue shares in the share capital of the Company on payment or part payment for any property, goods or machinery supplied, sold or transferred and / or for services rendered to the Company in or about the formation or promotion of the Company or in the conduct of its business or for any other consideration as the Board may deem fit and proper and any shares so allotted may be issued as fully paid up or as partly paid shares as the Board may decide.

TRANSFER OF SHARES

- 6. The Directors may, at any time in their absolute discretion and without assigning any reason, refuse to register any transfer or transmission of shares whether fully paid or not and whether the transferee is a member of the company or not.
- 7. A share may be transferred by a member or other person entitled to transfer to any member selected by the transferor but save as aforesaid and save as provided by these Articles, no shares shall be transferred to a person who is not a member so long as any member, or any other person selected by the Board on whom it is desirable in the interest of the Company to admit the membership is willing to purchase the same at a fair value.
- 8. Every Share specified in any transfer notice given to the Company pursuant to Articles of Association shall be offered to the members in such order as shall be determined by, the Board in such manner as the Board thinks fit. If no member is ready and willing to take up such shares, it may be offered to any person selected by the Board as one whom it is desirable in the interests of the Company to admit to membership.
- 9. Subject to any special rights or privileges for the time being attached to any shares in the capital of the Company then issued, the new shares may be issued upon such terms and conditions, and with such rights and privileges attached thereto as the general meeting resolving upon the creation thereof shall direct and if no direction be given, as the Board shall determine and in particular such shares may be issued with preferential or qualified rights to dividends and in the distribution of assets of the Company.

10. Every Certificate of title to shares shall be issued under the seal of the Company. Every share certificate and every document of title to the shares whether in renewal of an existing share certificate or other document of title issued for the first time shall be issued, under the authority of the Board of Directors and in accordance with the provision of the companies (Issue of share Certificates) Rules, 1960 or any modification thereof and in accordance with the provisions of law or other rule having the force of law applicable thereto.
11. If a Share Certificate is defaced, lost or destroyed it may be renewed on payment of such fee, if any, not exceeding one rupee and on such terms as to evidence and indemnity and on payment of expense incurred by the Company or investigation of the evidence, as the Board may think fit.
12. Until otherwise determined by the Company the number of Directors shall not be less than two and not more than twelve
13. The following shall be the First Directors of the Company.
 - 1) Mr. T.SURESH
 - 2) Mr. S. NAMASIVAYAM
14. The Board may from time to time subject to the provisions of the Act, and subject to its supervision and control. appoint one or more of their body to be the Managing Director of the Company and shall enter into agreement with such person as to remuneration, powers, duties and conditions as the Directors may deem fit.
15. At the first Annual General Meeting of the Company all the Directors shall retire from office. At every subsequent AGM 1/3rd of the Directors are liable to retire by rotation or if their number is not three of a multiple of three then the number nearest to 1/3 rd shall retire from office.
16. A retiring director shall be eligible for re-election and the Company at the General Meeting at which Director retires in the manner aforesaid may fill up the Vacted office electing a person thereto.
17. Directors shall not be required to hold any shares in the share Capital of the Company as their qualification shares.
18. The Director may appoint additional Director and/or any alternate Director to act for a Director during his absence for a period of not less than three months.
19. If any Director vacates his office for any cause whatsoever before his term of office expires in the normal course, the resulting casual vacancy may be filled up by the Board

but any such persons so appointed shall retain his office so long only as the vacating Director would have retained the same if no vacancy had occurred. Provided that the Board shall not fill such vacancy by appointing thereto any person who has been removed from the office of Director pursuant to Section 284 of the Act.

Subject to the provisions of the Companies Act, 1956 the Board from time to time may appoint one or more of their body to the office as whole time Director, Executive Director, Finance Director, Technical Director, Marketing Director for such period and on such terms and on such remuneration whether by way of salary, commission, participation in profits or otherwise and may delegate such of the functions for each director.

GENERAL MEETINGS

1. The First Annual General Meeting of the Company shall be held not later than 18 Months from the date of incorporation and subsequent annual general meetings shall be held at least once in each calendar year with a gap of not greater than fifteen months between two Annual General Meetings. Every Annual General Meeting will be called by giving not less than 7 days clear notice as required by the provisions of the Act. The provisions of Section 171 to 186 shall not apply.
2. Apart from the Annual General Meeting, the Board may convene Extra-ordinary General Meeting by giving not less than 3 days notice, whether at the discretion of the Board or if requested by the Members.

BORROWING POWERS

23. The Board of Directors may from time to time raise or borrow any sum of money for and on behalf of the company on such terms and conditions as may be approved by the Board Director and Secure the payments of, such money on such terms and conditions as the Directors think fit and in particular by the issue of Debentures or other Securities or obligations of the Company or by mortgage, charge or lien upon all or any future including its uncalled capital.
24. The Director's shall have power to open accounts, to sign cheques on behalf of the Company and to operate all banking accounts of the Company, apply for and avail facilities from Banks and Financial Institutions and to receive payments, make endorsements, draw and accept negotiable instruments, hundies and bills or may authorise any other person to exercise such powers.

THE SEAL

25. The Company shall have a common seal and the Directors shall provide for the safe custody thereof. The Seal shall not be affixed to any instrument except by the Authority of a

resolution of the Board of Directors and in the presence of two Directors and the Secretary if any who shall sign every instrument to which the seal shall sign every instrument to which the seal shall affixed in their presence. Such signature shall be conclusive evidence of the fact that the seal has been properly affixed

26. No member shall be entitled to visit or inspect the Company's works, books without the permission of the Directors or Managing Director or to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the company and which in the opinion of the Directors will be inexpedient in the interest of the member's of the company to communicate to the public.
27. Every Director, Managing Director, Secretary, Auditor, Trustee, Mmbers of Committee, Officer, Servant, Agent, Accountant or other person employed in the business of the Company, shall if so required by the Director's before entering upon his duties or at any time during his term of office, sign a declaration pledging himself to observe strict secrecy respecting all transactions of the company and the state of accounts and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of duties. except when required so to do by the Director's or by any General Meeting of the Company or by a court of Law or by the persons to whom such matters relate and except so far as may be necessary in order to Comply with any of the provisions contained in these articles.

INDEMNITY

28. Subject to the provisions of the Companies Act, 1956 every member, officer, director and any other employers of the Company for the time being, shall be indemnified against any liability incurred by him in defending any proceedings, cost, damages, claims and demands, in respect of any thing done or ordered to be done by them for and in the interest of the company or any damage to losses or misfortune whatever which shall happen in execution of the duties of their office in relation thereto.

Sl. No. Signature, Name, Address Descriptions and occupations of subscribers

Signature, Name addresses occupation & description of witness

Sd/-

1. T.SURESH
S/o. K.M.SIVASANKARAN
NO.39, HALLS ROAD
KILPAUK,
CHENNAI - 600 010
ADVOCATE

Sd/-

2. S. NAMASIVAYAM
S/o. Late. T.K.SUBRAMANYAM
w 5, 19TH STREET, ANNA NAGAR
WESTERN EXTENSION,
CHENNAI - 600 101
ADVOCATE

Sd/-

P.V. SABARIDAS
S/o. OF LATE
P.V. NARAYANAN
ADVOCATE,
DARE HOUSE ANNEXE,
V FLOOR,
44, SECOND LINE BEACH
CHENNAI - 600 010.

Chennai

Dated 5th December 2001.