

Draft

**MEMORANDUM OF ASSOCIATION
OF
ARTEMIS MEDICARE SERVICES LIMITED**

The New Set of Memorandum of Association as adopted by the Shareholders in the Annual General Meeting held on 05th August 2016 in order to rationalize and enlarge the main objects clause of the company and to bring them in line with the requirements of new Companies Act, 2013 (the "Act").

(THE COMPANIES ACT, 2013)
(COMPANY LIMITED BY SHARES)
MEMORANDUM OF ASSOCIATION
OF
ARTEMIS MEDICARE SERVICES LIMITED

- I.** The Name of the Company is **ARTEMIS MEDICARE SERVICES LIMITED.**
- II.** The Registered Office of the Company will be situated in the National Capital Territory of Delhi.
- III.** The Objects for which the Company is established are:-
- (A) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE**
1. To purchase, sell, manage, improve, maintain, obtain/give on lease, promote, administer, operate and otherwise deal and obtain license for running hospitals, clinics, nursing homes, pharmacy, dispensaries, maternity homes, old age homes, health resorts and health clubs, all types of ambulatory services, polyclinics, medical centers, child & women welfare and family planning centers, diagnostic centers, health aids and research centers/laboratory and to undertake all kinds of medical and health care activities in India and/or abroad.
 2. To undertake, promote, assist or engage in all kinds of research including clinical and development work required to promote, assist or engage in setting up hospitals, any type of healthcare/medical relief centers and facilities for manufacturing medical equipments, apparatus and instruments etc. in India as well as abroad.
 3. To undertake, provide, encourage, initiate or promote facilities for the discovery, improvement or development of new methods of diagnostics, understanding and prevention and treatment of any disease and to carry out medical and clinical research and other development work by engaging the research and development of all medical sciences and all types of treatment therapies in India as well as abroad.
 4. To establish, run, promote and make investment in the educational institutions, schools, colleges, for imparting medical and healthcare education and management training in the field of medicine, nursing, physical medicine, rehabilitative medicine, pharmacy and allied medical administration and management of such medical institutions including health and hospital management, training and development, pharmaceutical management, hospitality, programmes for skills and competency development, training and certification of professionals and/or post-graduate students in India as well as abroad, in accordance with applicable laws/guidelines.

5. To research, design, manufacture, import, export, buy, sell, and otherwise deal in all types of pharmaceuticals, organic and in-organic chemicals, medicines including all types of alternate medicines/therapies, drugs & intermediates and all kinds of equipment and instrumentation for medical and healthcare activities and to carry on in India or aboard any business activities of rendering support services of all types and kinds including forex services, e-commerce services, catering & food services, tailoring, washing & laundering with the objective of delivering solutions in relation to the medical and healthcare services provided/to be provided by the Company.
6. To carry on the business activities of medical publications and manufacturing of articles made from paper & cardboard, books, magazines, periodicals, brochures, pamphlets, catalogues, booklets, leaflets, bulletins, posters, newsletters, photographs, stationary, artist material, office requisites, packing materials, instructions and teaching materials, direct mailers and printed matters for publicity and advertisement in India or elsewhere and to provide all types of management consultancy and business development services in relation to medical and healthcare services provided by the Company.

(B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) ARE:

1. To purchase, take on lease or in exchange, hire or otherwise acquire any movable or immovable property and any rights or privileges, in India or abroad which the Company may think necessary or convenient for the purposes of the business and in particular any land, building, easements, machinery, plant and stock- in-trade, and either to retain any property to be acquired for the purposes of the Company's business.
2. To employ agents or expert(s) to investigate and examine into the state of affairs, prospects, value, character and circumstances of any business concerns and undertaking and generally of any assets, property or rights for the attainment of its objects.
3. To generate, accumulate and use electricity or other energy sources, for running any of the Company's premises, hospital buildings, plant and machinery and for any other purpose and to dispose-off any surplus electricity or energy for any other purposes and on such terms and conditions and in any such manner as the Company thinks expedient and for such purposes to acquire or construct, lay down, establish, fix and carry out all plants, power houses, cables, conductors, insulators, wires, lines, accumulators, transformers, lamps, and works and to carry on the business of electricians and engineers and to execute and transact all such other works, acts, matters, and things as the Company may think expedient or convenient in connection with the attainment of its objects.
4. To buy, sell, exchange, refine, repair, alter, improve, convert, manipulate, prepare for, market, import, export and otherwise deal in all kinds of plant and machinery, equipment, apparatus, tools, utensils, receptacles, substances, ingredients, components, materials, articles and things necessary or convenient for carrying on

any business or processes of the Company and things capable of being used in connection with any business of the Company.

5. To build, take on lease, purchase or acquire in any manner whatsoever, any apartments, houses, flats, bungalows, raw houses, rooms, huts or other accommodation for office, commercial or residential use and to let or dispose -off the same on any system on installment payment basis, rent, purchase basis or as outright sale whether by private treaty or in any other mode of disposition all or any integral part thereof.
6. To construct, improve, alter, renovate, maintain, develop, work, manage, carry out, superintend or control any buildings, factories or works, or any roads, ways, or other works and convenience, which may seem calculated directly or indirectly to advance the Company's interest and to contribute, to subsidize or otherwise assist or take part in the construction, improvement, maintenance, development, working, management, carry out or control thereof.
7. To act as underwriters, commission agents, advertising agents, forwarding and clearing agents, brokers and hardware merchandiser for the attainment of its objects.
8. To establish the branches or appoint agencies or register locally to procure registration/recognition in India or abroad for or in connection with any of the objects of the Company, to carry on any business or branch of a business which the Company is authorized to carry on by means or through the agency of any subsidiary Company or Companies, holding and ultimate holding company and to enter into any arrangement with such Company(ies) for taking the profits to and bearing the losses of any business or branch so carried on, or for financing any such subsidiary/ holding/ ultimate holding Company or guaranteeing its liabilities, or to make any other arrangement which may seem desirable with reference to any business or branch so carried on including power at any time and either temporarily or on permanent basis to close/discontinue any such branch or business and to take such steps as may be necessary to give the Company such rights and privileges in any part of the world as are possessed by local companies or partnership or as may be thought desirable.
9. To appoint or depute with or without any remuneration Directors or Managers of any Subsidiary Company or of any other Company in which the Company is or may be directly or indirectly interested.
10. To compensate for the loss of office of any Managing Director or Directors or such other officers of the Company within the limitations prescribed under the provisions of the Act, for the time being in force or such other statutes or rules having the force of law and to make payments to any person whose office of employment or duties may be determined by virtue of any transaction in which the Company is engaged in.
11. To purchase or otherwise acquire and take over the whole or any part of the business, goodwill, trademarks, properties and liabilities of any person or persons, firm, body corporate or corporation, carrying on or proposing to carry on any

business which the Company is authorized to carry on or possessed of any property or rights suitable for the purposes of the Company.

12. To enter into any contract or arrangement with any Government, State or authorities, municipal, local or otherwise, that may seem conducive to the Company's objects and to obtain from any such Government, State or authority any rights, privileges and concessions which the Company may think it is desirable to obtain and to carry out, execute and comply with any such contracts, arrangements, rights, privileges and concessions.
13. To undertake or promote scientific research relating to any business or class of business or activities in which the Company is engaged or intend to engage.
14. To undertake financial and commercial obligations, transactions and operations of all kinds in connection with the business of the Company.
15. To repair, alter, remodel, clean, renovate, convert, manipulate, prepare for resale and resell any goods or assets from time to time belonging to the Company and to vest any movable or immovable property, rights or interest acquired by or belonging to the Company in any person or Company in India or abroad, on behalf of or for the benefit of the Company, with or without any declared trust in favour of the Company.
16. To lease, hire-purchase, lend, deal in any other manner or dispose of the undertaking, property, assets, rights and effects of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other Company.
17. To amalgamate with any other Company whose objects are similar to the Company whether by sale or purchase of fully or partly paid-up shares or otherwise, of the undertaking subject to the liabilities of this or any such other Company as aforesaid, with or without winding up or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any other Company as aforesaid or in any other manner.
18. Subject to the provisions of the Act and rules made thereunder, and the directions issued by Reserve Bank of India, to receive money on deposits or loans and to borrow or raise money in such manner and at such time as the Company may think fit with or without security and in particular by issue of debentures, debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the Company (both present and future) including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or Company of any obligation undertaken by the Company or any person or Company as the case may be.
19. To lend and advance money or property, either with or without security or to give credit to such persons or companies upon such terms and conditions as the Company may deem fit and to guarantee the performance of any contract or obligation and the payment of money of or by any persons or companies and

generally to give guarantees and indemnities and generally to provide credit facilities to customers and others provided that the Company shall not carry on the business of banking as defined in the Banking Regulation Act, 1949.

20. To open current, cash-credit, overdraft or other bank accounts and to draw, make, accept, endorse, negotiate, discount and execute cheques, promissory notes, issue bills of exchange, bills of lading, warrants, debentures, and other negotiable instruments or transferable instruments or securities.
21. To draw, make, accept, hold, endorse, execute, issue and otherwise deal in negotiable promissory notes, drafts, hundies, bills of exchange, bills of lading, warrants, and other negotiable or transferable instruments and securities or to purchase, subscribe, underwrite, take or otherwise acquire and hold shares, stock, bonds, options, debentures, debenture-stock, or obligations in any other Company or Corporation or Government or State, and to give any guarantee or security for the payment of any principal sum, dividend or interest in relation thereto and to dispose of any such investments or securities which may be surplus to the requirement of the Company.
22. To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, including shares with or without differential or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue partly in one mode or in another and generally on such terms as the Company may determine.
23. To invest and deal with the money, not immediately required by the Company, in any investments, movable or immovable in such manner as may from time to time seem expedient and be determined.
24. To remunerate any person or Company for services rendered or to be rendered in connection with the promotion of the Company or the acquisition of property by the Company or the conduct of its business or placing or assisting to place or guaranteeing the subscription of any shares, debentures, debenture-stock or other securities or underwriting any issue or for any other reason which the Company may think proper whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or otherwise.
25. To pay out of the funds of the Company, all expenses including preliminary expenses which the Company may lawfully pay with respect to the promotion, formation and registration of the Company or of any company promoted by the Company or any company in which the Company is or may contemplate being directly or indirectly interested, including in such preliminary expenses all or any part of the costs and expenses of owners of any business or property acquired by the Company.
26. To sell, mortgage, assign or lease and in any other manner deal with or dispose of the undertakings or properties of the Company or any part thereof, whether movable or immovable for such consideration as the Company may think fit and

in particular for shares, debentures or other securities of any other company having objects altogether or in part similar to the Company.

27. To enter into any agreement or deed of partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture, reciprocal concession or otherwise with any person, firm or company carrying on or engaged in or about to engage or carry on any business or transaction which the Company is authorized to carry on or engage in or any business or undertaking or transaction which may seem capable of being carried on or conducted so as to directly or indirectly benefit the Company; and to lend money, to guarantee the contracts of or otherwise assist any person, firm or Company and to take or otherwise acquire and hold shares or securities of any such person, firm or company and to sell, hold, re-issue with or without guarantees or otherwise deal with such shares and securities.
28. To apply for, promote and obtain any act, charter, privilege, concession, license, authorization, if any, of Government, State or Municipality, Provisional order or license of any authority for enabling the Company to carry on any of its objects into effect, or for extending any of the powers of the Company, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the Company's interests.
29. To settle or compromise or refer or agree to refer any claim, demand, dispute or any other question, by or against the Company, or in which the Company is interested or concerned, and whether between the Company and the member or members or his or their representatives, or between the Company and third parties, to arbitration in India or at any place outside India, and to observe and perform and to do all acts, deeds, matters and things to carry out or enforce the awards.
30. To adopt such other means of making known the business of the Company as may seem expedient, and in particular by advertising in the press, or any other media, by circulars, by purchase and exhibition or works of arts or interest, by publication of books and periodicals, and by granting prizes, rewards and donations.
31. To undertake and execute any trusts, the undertaking of which may seem to the Company desirable and either gratuitous or otherwise.
32. To insure the whole or any part of the property of the Company either fully or partially, to protect and indemnify the Company from liability or loss in any respect either fully or partially and also to insure and to protect and indemnify any part or portion thereof either on mutual principal or otherwise.
33. To indemnify officers, directors, agents and employees of the Company against proceedings, costs, damages, claims and demands in respect of anything done or ordered to be done by them for and in the interest of the Company or for any loss, damages or misfortune whatsoever shall happen in execution of the duties of their office or in relation thereof.
34. Subject to the provisions of Section 182 of the Act, to make donations to such persons or institutions either in cash or any other assets as maybe thought directly

or indirectly conducive to any of the Company's objects or otherwise expedient and in particular to remunerate any person or corporation introducing business to/of this Company, and also to subscribe, contribute, or otherwise assist or guarantee money for charitable, scientific, religious or benevolent, public or cultural, educational or other institutions, objects or for any exhibition or for any public, general or other objects and to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and convenience for the benefit of the employees or ex- employees (including Directors) of the Company or its predecessors in business or persons having dealings with the Company or the dependents, relatives or connection of such persons and in particular friendly or other benefit societies and to grant pension, allowances, gratuities and bonuses either by way of annual payments, or a lump sum and to make payments towards insurance and to form and contribute to provident /benefit funds and other welfare funds of or for such persons.

35. To provide for the welfare of the employees or ex-employees of the Company and the wives, widows, families or dependents or connections of such persons by building or contributing to the building of houses, dwellings or by grant of money, pensions, gratuity, bonus payment towards insurance or other payment or by creating from time to time, subscribing or contributing to, adding or supporting provident funds or trusts or conveniences and by providing provident funds or trusts or conveniences and by providing or subscribing or contributing towards places of instruction or recreation hospitals and dispensaries, medical and other attendance and other assistance as the company shall think fit.
36. To create any depreciation funds, reserves, trade, development reserve fund, sinking fund, insurance fund or any special or other fund whether for depreciation or for repairing, improving, extending or maintaining any of the property of the Company or for redemption of debentures or redeemable preference shares or for any purpose whatsoever conducive to the interest of the Company.
37. To distribute among the members of the Company dividends, including bonus shares (including fractional share certificates) out of profits, accumulated profits, or funds and resources, and distribute in specie or otherwise any property of the Company, or any proceeds of sale or disposal of any property of the Company, in the event of winding up, subject to the provisions of the Companies Act, 2013.
38. To apply for, purchase, or otherwise acquire and protect, prolong and renew in any part of the world any trademark, trade names, patent, patent rights, brevets d'invention, designs, copy-rights, know-how, licenses, industrial property, intellectual property, protections and concessions which may appear likely to be advantageous or useful for the Company and to spend money in experimenting and testing and improving or seeking to improve any patents, inventions or rights, which the Company may acquire or propose to acquire or develop.
39. To expend money on research, experiments, development, testing, improving or seeking to improve existing products, patents, rights, etc., in connection with any of the activities pursuant to the aforesaid objects and to expend money to invent, develop, or seek, any new products allied to and in the course of pursuing the objects as detailed in this clause.

40. To work, develop, license, sell or otherwise deal with any inventions in which the Company is interested whether as owner, licensee or otherwise, and to make, levy or hire any machinery required for making or desirable to be used as machines included in such inventions.
41. To undertake, carry out, promote and sponsor rural development including any programme for promoting the social and economic welfare of, or the uplift of the public in any rural area and to incur any expenditure on any programme of rural development and to assist execution and promotion thereof either directly or through an independent agency or in any other manner. Without prejudice to the generality of the foregoing Programme of rural development' shall also include any programme for promoting the social and economic welfare of or the uplift of the public in any rural area which the Board consider it likely to promote and assist rural development, and that the words "rural area" shall include such areas as may be regarded as rural areas under the provisions of the Income Tax Act, 1961, or any other law relating to rural development for the time being in force or as may be brought in force in future, as may be regarded by the Board as rural areas and the Board may at their discretion, in order to implement any of the above-mentioned objects or purposes, transfer without consideration or at such fair or concessional value as the Board may think fit and divest the ownership of any property of the Company to or in favour of any public or Local body or Authority or Central or State Government or any public institution or Trusts or Funds as approved by the Central Government or State Government or any other appropriate authority.
42. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for discharging what the Board may consider to be social and moral responsibilities of the Company to the Public or any section of the public as also any activity which the Board consider likely to promote national welfare or social, economic or moral uplift of the public or any section of the public and in such manner and by such means as the Board may think fit, and the Board may without prejudice to the generality of the foregoing, undertake, carryout, promote and sponsor any activity for publication of any books, literature, newspapers, etc. or for organizing lectures or seminars likely to advance these objects or for giving scholarships, loans or any other assistance to deserving students or other scholars or persons to enable them to proceed with their studies or academic pursuits or researches and for establishing, conducting or assisting any institution, fund, trust, etc., having any one of the aforesaid objects as one of its objects, by giving donations or otherwise in any other manner, and the Board may at their discretion, in order to implement any of the above mentioned objects or purposes, transfer without consideration or at such fair or concessional value as the Board may think fit and divest the ownership of any property of the Company to or in favour of any Public or Local body or Authority or Central or State Government or any Public Institutions or Trusts or Funds as approved by the Central Government or State Government or any other appropriate authority.
43. To undertake and carry on the business of establishing, running and operating kitchen(s) to facilitate outfield and institutional catering or otherwise.

44. To undertake and carry on the business of establishing, running and operating laundry, dry-cleaning and washing services and to manufacture, sewing /tailoring the articles used in hospitals and healthcare activities; to import, export the raw materials, machines and equipment required, used or to be used to undertake the above activities.
45. To produce, manufacture, trade, deal in and dispose of alkalies, dyes, acids, gases, compounds, fertilizers, chemical products of every nature and description, intermediates, derivatives, all types of floatation reagents, wetting agents, insecticides, fumigates, dyestuffs, catalytic agents, direct colours, basic colours, pigments, drugs, biologicals, pharmaceuticals, serums, vitamin products, hormones.
46. Subject to the approval of RBI under RBI Act, 1934 as amended by RBI (Amendment) Act, 1997, to purchase or otherwise acquire, maintain, sell, lease, finance and give on hire purchase or installments all kinds of plants, machinery, vehicles (motorised or otherwise) marine engines and vessels, hotel equipments, medical equipments, air conditioners, air conditioning plants, cooling equipments, computer, construction machinery, furniture and fixtures, electronics equipments, household equipments and other appliance, immovable or movable property and any other equipments or assets that the company may think fit.
47. To provide services in relation to transportation by way of running motor taxis, mini buses and conveyances of all kinds and to transport passengers and goods in order to attain the main business of the Company.
48. To deal and install any kind of solid, liquid and gaseous waste disposal plants, equipments and accessories in order to comply with standards laid down by Pollution Control Board in relation to medical and its allied services.
49. To provide services and carry on business as hoteliers, moteliers, restaurant owners, refreshment room proprietors, refreshment contractors and own and run shops, stores, godowns, bars, refreshment rooms, cafeterias, restaurants and places for sale, custody, bailment, deposit or protection of the valuable goods and commodities for the purpose of attaining the main business of the Company.
50. To deal in foreign exchange subject to approval of appropriate authorities.
51. To carry on, setup, maintain and operate the business as producers, makers, dealers, analyzers, investigators and consultants in public health and environmental engineering, water, sewerage, effluent treatment, water, air land pollution control, industrial engineering and for the purpose to carry on civil, structural, mechanical, chemical, electrical, metallurgical, hydraulic, ecological or any other branches of engineering and science and to develop and/or provide technical or industrial know-how, formula, process and applied technology and to act as engineers, architects, planners, designers, technical advisors, analysers, investigators, consultants, contractors, builders, fabricators, founders, manufacturers and suppliers of all kinds of plants, machineries, apparatuses, implements, rolling stocks, chemicals and their derivative products or substances necessary, allied, auxiliary or ancillary thereto and to undertake and execute any

contract in connection with the main objects and to buy, sell, import, export, build, process, manufacture, fabricate, alter, repair, convert, let on hire and deal in all or any of them and to carry on any other business which may seem to the Company capable of being conveniently carried on in connection with all or any of the aforesaid business or is calculated directly or indirectly to benefit the same.

52. To do all and everything necessary, suitable or proper for the accomplishment of any of the purpose or attainment of any of the objects or furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporate bodies, firms, or individuals, and to do every other act or acts, thing or things, incidental to or growing out of or connected with aforesaid business or powers or any part or parts thereof, provided that the same are not inconsistent with the laws of the Union of India.

53. To buy, sell, manufacture, refine, manipulate, export, import all other articles and things which may be conveniently used for the manufacture of or in connection with all the above clauses and deal in all substances, apparatus and things capable of being used in any of the aforesaid business or required by any customers.

IV. The liability of the Members is Limited.

V. The Authorised Share Capital of the Company is Rs. 70,05,00,000 (Rupees Seventy Crore and Five Lakhs Only) divided into 69,55,00,000 (Sixty Nine Crore and Fifty Five Lakhs only) Equity Shares of face value of Re. 1/- (Rupee One Only) each and 50,000 (Fifty Thousand Only) Preference Shares of Rs. 100/- (Rupees One Hundred Only) each.*

**The above clause is to be substituted subject to the approval of shareholders vide Postal Ballot dated 5th August 2021.*

prior to proposed clause, it reads as:

*The Authorised Share Capital of the company is Rs.70,05,00,000/- (Rupees Seventy Crore Five Lacs Only) divided into 6,95,50,000 (Six Crore Ninety Five Lac Fifty Thousand Only) equity shares of Rs.10/- each and 50,000 (Fifty Thousand Only) Preference shares of Rs. 100/- each***

***Amended by the order of Hon'ble National Company Law Tribunal dated 30th September 2019.*

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

| Name, address, occupation and description of subscribers | No. of Equity Shares taken by each subscribers | Signature of Subscriber | Signature of witness with address, description and occupation |
|---|--|-------------------------|---|
| <p>Dr. Yogesh Kumar Trikha S/o Late Shree Shiv Sant Lal Trikha R/o 67 Shivalik Aparts Alaknanda, N. Delhi-19 Physician</p> | <p>5000 (Five thousand only)</p> | <p>-sd-</p> | <p>I witness signatures of both the subscribers (Sd/-) (Sudhir Kumar), FCA (M.No. 13674) S/o R.D. Gupta 302, Munish Plaza 20, Ansari Road, New Delhi-110002</p> |
| <p>Dr. Mrs. Rani Saxena W/o Sh. Prakash Narain Saxena R/o D-301, Palam Apartment Plot No.-7, Sector-5, Dwarka, New Delhi-110045</p> | <p>5000 (Five thousand only)</p> | <p>-sd-</p> | |
| <p>TOTAL</p> | <p>10,000 (Ten Thousand)</p> | | |

New Delhi Dated this 12th day of May 2004