

(THE COMPANIES ACT, 1956)
(COMPANY LIMITED BY SHARES)
ARTICLES OF ASSOCIATION
OF
UNIQUEFORCE HEALTH CARE PRIVATE LIMITED

I. PRELIMINARY

- 1) The regulations contained in Table "A" in Schedule 1 to the Companies Act, 1956 shall apply to the Company except in as far as otherwise expressly incorporated hereinafter.

II. INTERPRETATION

- 2) (i) In these Regulations :
- (a) 'The Act' means the Companies Act, 1956, as amended from time to time.
 - (b) 'Seal' means the common seal of the Company.
- (ii) Unless the context otherwise require words or expressions contained in these Regulations shall bear the same meaning as in the Act or any Statutory modifications thereof in force.

III. PRIVATE COMPANY

- 3) The Company is a Private Company within the meaning of Section 2 (35) and 3 (1) (iii) of the Companies Act, 1956 and accordingly :-
- a) The right to transfer the shares of the Company is restricted in the manner and to the extent hereinafter appearing;
 - b) No invitation shall be issued to the public to subscribe for any shares in or debentures of the Company;
 - c) Prohibits any invitation or acceptance of deposits from persons other than its members, directors or their relatives.
 - d) The number of members of the company (exclusive of persons who are in the employment of the company and persons who having been formerly in the employment of the company ; where members of the company while in that employment and have continued to be members after the employment ceased) is limited to 50 (fifty) provided that for the purpose of this definition, where two or more persons jointly hold one or more shares in the company, they shall be treated as a single member.

IV. CAPITAL

- 4) The Authorised Share Capital of the company shall be such amounts and be divided into such shares as may, from time to time, be provided in Clause V of the Memorandum of Association with power to increase or reduce the capital in accordance with the Company's regulations and legislative provisions for the time being in force on that behalf with the powers to divide the share capital, whether original or increased or decreased into several classes and attach thereto respectively such ordinary, preferential or special rights and conditions in such a manner as may for the time being be provided by the Regulations of the Company and allowed by law. The company shall have minimum paid-up capital of Rs.1,00,000/- (Rupees One Lakh only)
- 5) The shares shall be under the control and disposal of the Directors who may allot or otherwise dispose of the same to such persons and on such terms as the Directors may think fit and to give any persons any shares whether at par or at the premium and for such consideration as the Directors may think fit.
- 6) The Directors may allot and issue shares in the capital of the company as payment or part payment for any property, goods or machinery supplied, sold or transferred or for services rendered to the Company.

V. TRANSFER AND TRANSMISSION OF SHARES

- 7) Any member desiring to sell any of his shares must notify the Board of Directors of the number of shares, the fair value and the name of the proposed transferee and the Board must offer to the other shareholders the shares offered at the fair value and if the offer is accepted, the shares shall be transferred to the acceptor and if the shares of any of them are not so accepted within one month from the date of notice to the Board, the members proposing transfers shall at any time within three months afterwards, be at liberty, subject to Articles 8 & 9 hereof, to sell and transfer the shares to any persons at the same or at higher price.

In case of any dispute, regarding the fair value of the share it shall be decided and fixed by the Company's Auditor whose decision shall be final.

- 8) No transfer of shares shall be made registered without the previous sanction of the Directors, except when the transfer is made by any member of the Company to another member or to a member's wife or child or children or his heirs and the Director may decline to give such sanction without assigning any reason subject to Section 111 of the Act.
- 9) The Directors may refuse to register any transfer of shares (1) where the Company has a lien on the shares or (2) where the share is not a fully paid up share, subject to Section 111 of the Companies Act, 1956.

V. GENERAL MEETING

- 10) All general meetings other than the annual general meeting shall be called extraordinary general meetings.
- 11) (i) The Board may, whenever it think fit, call an extraordinary general meeting.
(ii) If at any time there are no Directors within India capable of acting, who are sufficient in number to form a quorum, any Director or any two members of the Company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

- (iii) Subject to Section 171, 190 & 219 of the Act, all general meetings may be called by giving to the members clear seven days notice except where such condition is waived off unanimously by all members in writing in the meeting or a shorter notice than of seven days if consent thereto is given by members in accordance with the provisions of section 171 of the Act.

VII. PROCEEDINGS AT GENERAL MEETINGS

- 12) (i) No business shall be transacted at any general meeting unless a specified quorum of members is present at the time when the meeting proceeds to transact business.
- (ii) At least two members present in person shall be a quorum.
- 13) The Chairman, if any, of the Board shall preside as Chairman at every general meeting of the Company.
- 14) If there is no such Chairman or if he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as Chairman of the meeting, the Directors present shall elect one of their members to be the Chairman of the meeting.
- 15) If at any meeting no Director is willing to act as Chairman or if no Director is present within 15 minutes after the time appointed for holding the meeting the members present shall choose one of their members to be the Chairman of the meeting.
- 16) (i) The Chairman may with the consent of any meeting at which a quorum is present and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.
- (ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (iv) Save as aforesaid, it shall not be necessary to give any notice as of adjournment or of the business to be transacted at an adjourned meeting.
- 17) In case of equality of votes, whether on show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
- 18) Any business other than that upon which a poll has been demanded may be preceded with, pending the taking of the poll.

VIII. DIRECTORS

- 19) The business of the Company shall be managed by the Directors, who may pay all expenses incurred in setting up and registering the Company and may exercise all such powers of the Company as are not restricted by the Act or any statutory, modification thereof for the time being in force or by these Articles required to be exercised by the Company in general meeting, subject nevertheless to any regulations of these Articles to the provisions of the Act and to such regulations being not inconsistent with the aforesaid regulations or provision as may be prescribed by the Company in general meeting. Nothing shall invalidate any prior act of the Directors, which would have been valid if those regulations had not been made.

- 20) The following shall be the First Directors of the Company : -
- | | |
|-------------------------|-----------------------------|
| 1) SANJEEV SHARMA | 3) TULESHWAR THONGBAM SINGH |
| 2) SYED MOHAMMAD HAIDER | 4) AMITESH ANAND |
- 21) The number of Directors shall not be less than two and not more than twelve.
- 22) No person shall be elected as a Director (except as a first Director or a Director appointed by the Directors) unless seven days notice has been left at the Registered Office of the Company, of the intention to propose him/her together with a notice in writing signed by himself signifying his willingness to be elected.
- 23) The Directors need not hold any qualification shares in the Company, subject to the provisions of the Companies Act, 1956 and Rules framed there under .
- 24) (a) Each Director shall receive out the funds of the Company by way of remuneration for his services, a sum not exceeding the amount as may be stipulated under the relevant provisions of Companies Act, 1956 from time to time, for every Meeting of the Board or any Committee of Directors attended by him.
- (b) The Directors shall also be paid traveling and other expenses for attending and returning from meetings of the Board of Directors (including hotel expenses) and any other expenses properly incurred by them in connection with the business of the Company.
- (c) The Directors may also be remunerated for any extra services rendered by them outside their ordinary duties as Directors, subject to the provisions of Section 314 of the Act.
25. If any Director, being willing shall be called upon to perform extra services for the purpose of the Company, the Company shall remunerate such Director by such fixed sum or percentage of profits or otherwise as may be determined by the Directors and such remuneration may be either in addition to or in substitution for his remuneration provided above.
26. Subject to the provisions of Section 314 of Companies Act, 1956, the remuneration of Directors may be fixed or a particular sum or a percentage of the net profits or otherwise. The said sum shall be fixed by the Board of Directors from time to time.
27. Subject to the provisions of Section 297 and 299 of the Act, no Director shall be disqualified by his office from contracting with the Company, nor shall any such contract entered into by or on behalf of the Company in which any Director shall be interested be avoided, nor shall any Director contracting or being so interested be liable to account to the Company for any profit realised by any such contract by reason only of such Director holding that office or of the fiduciary relations thereby established but it is declared that the nature of his interest must be disclosed by him/her at the meeting of the Directors at which the contract is determined if his interest then exists or in any other case at the first meeting of the Directors after he/she acquires such interest.
28. The Directors may appoint any person to be an alternate Director to act for a Director (hereinafter in this Article called the original Director) during his absence for a period not less than three months from the State in which meetings of the Directors are ordinarily held, but such alternate Directors shall, ipso-facto vacate office if and when the original Director return to the State in which the meeting of the Directors are ordinarily held subject to Section 313 of the Act.
29. Directors shall not be liable to retire from the office by rotation.

30. The Board of Directors may from time to time by ordinary resolution increase or reduce the number of Directors within the limits specified in Article 21.
31. The Directors shall have the power at any time and from time to time, to appoint any person as Director in addition to the existing Directors so that the total number of Directors shall not at any time exceed the number fixed for Directors in these regulations. Any Director so appointed, shall hold office only until the next following Annual General Meeting but shall be eligible for election as Director.
32. The Company, may by ordinary resolution of which special notice has been given in accordance with the provisions of Section 190 of the Act remove any Director including the Managing Director, if any before the expiration of the period of his office, notwithstanding anything contained in these regulations or in any agreement between the Company and such Director such removal shall be without prejudice to any contract of service between him and the Company.
33. If the Director appointed by the Company in general meeting, vacates office as Director before his term of office expires in the normal course, the resulting casual vacancy may be filled up by the Board at the meeting of the Board but any person so appointed shall retain his office so long only as the vacating Director would have retained the same if vacancy had not occurred provided that the Board may not fill such vacancy by appointing thereto any person who has been removed from the office of Director under Article 32.
34. In the event of Company borrowing any financial or institution or Government or any Government body or a collaborator, bank, person or persons or from any other source, while any money remains due to them or any of them the lender concerned may have and may exercise the right and power to appoint from time to time any person or persons to be Director/Directors of the Company and the Director/Directors so appointed shall not be liable to retire by rotation, subject however, to the limits prescribed by the Act. Any person so appointed, may at any time be removed from the office by the appointing authority who, may appoint any other or others in his place. Any such appointment or removal shall be in writing signed by the appointer and served on the Company. Such Director need not hold any qualifications shares.
35. Section 283 of the Companies Act, 1956 shall apply regarding vacation of office by Director. A Director shall also be entitled to resign from the office of Director from such date as he may specify while so resigning.

IX. MANAGING DIRECTOR OR WHOLE TIME DIRECTOR

36. The Directors may, from time to time subject to the provisions of Section 197A of the Act appoint one or more of their body to the office of the Managing Director or whole time Director, for such period and on such remuneration and other terms, as they think fit and subject to the terms of any agreement entered into any particular case may revoke such appointment. His appointment will be automatically terminated if he ceased to be a Director.
37. A Managing or whole time Director may be paid such remuneration (whether by way of salary, commission or participation in profits or partly in one way and partly in other) as the Board of Directors may determine.
38. The Board of Directors, subject to Section 292 of the Act may entrust to and confer upon a Managing or whole time Director any of the powers exercisable by them, upon such terms and conditions and which such restrictions as they may think fit and either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw or alter or vary all or any such powers subject to Section 292 of the Act.

X. PROCEEDINGS OF THE BOARD

39. The quorum, necessary for the transaction of the business of Directors shall be minimum two or one third of the total number of Directors whichever is higher, subject to Section 287 of the Companies Act, 1956.
40. Subject to the provisions of Section 285 of the Act, a meeting of the Board of Directors shall be held at least once in every three calendar months and atleast four such meetings shall be held in each calendar year. The Directors may meet together for the discharge of the business, adjourns and otherwise regulate their meetings and proceedings, as they think fit.
41. Notice of every meeting of the Board of Directors of the Company shall be given in writing to every Director for the time being in India and at his usual address in India.
42. A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretion by law or under the Articles and regulations for the time being vested in or exercisable by the Directors.
43. The Managing Director or a Director or a Secretary upon the requisition of Director(s) may at any time convene a meeting of the Directors.
44. The questions arising at any meeting of the Directors shall be decided by a majority of votes and in case of any equality of vote, the chairman shall have a second or casting vote.
45. The Directors may elect a Chairman of their meeting and determine a period for which he is to hold office. If no such Chairman is elected or at any meeting the Chairman is not present within fifteen minutes of the time appointed for holding the same or is unwilling to preside, the Directors present may choose one of their members to be the Chairman of such meeting.
46. A resolution not being a resolution required by the said Act or by these Articles to be passed only at a meeting of the Directors may be passed without the meeting of the Directors or a committee of Directors provided that the resolution has been circulated in draft together with necessary papers, if any, to all the Directors or to all the members of the committee then in India (not less than the quorum fixed for a meeting of the Board or Committee, as the case may be) and to all other Directors or members as their usual addresses in India and has been approved by such of the Directors as then in India or by a majority of such of them as are entitled to vote on the resolution.
47. All acts done by a person shall be valid, notwithstanding that it may be afterwards discovered that his appointments was invalid by reason of any defect or disqualification or had terminated by virtue of any provisions contained in the said 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 terminated.

XI. POWERS OF THE DIRECTORS

48. Subject to Section 292 of the Act, the Directors shall have the right to delegate any of their power to such managers, agents or other persons as they may deem fit and may at their own discretion revoke such powers.
49. The Directors shall have powers for the engagement and dismissal of managers, engineers, clerks and assistants and shall have powers of general direction, management and superintendence of the business of the Company with full powers to do all such acts, matters and things deemed necessary, proper or expedient for carrying on the business of the Company, and to make and sign all such contracts and to draw and accept on behalf of the Company all such bills of exchange, hundies, cheques, drafts and other Government papers and instruments that shall be necessary proper or expedient for the authority and direction of the Company except only such of them as by the Act or by these presents are expressly directed to be exercised by shareholders in the general meeting.

XII. INSPECTION OF ACCOUNTS

50. (i) The Board shall cause proper books of accounts to be maintained under Section 209 of the Act.
- (ii) Subject to the provisions of Section 209A of the Act, the Board shall also from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, all books of the Company or any of them, shall be open to the inspection of members, not being Directors.
- (iii) Subject to the provisions of Section 209A of the Act, no member (not being a Director) or other person shall have any right of inspecting any account book or document of the Company except as conferred by law or authorised by the Board or by the Company in general meetings.

XIII. SECRECY

51. Every manager, auditor, trustee, member of committee, officer, servant agent, accountant or other person employed in the business of the Company shall, if so required by the Board of Directors before entering upon the duties sign a declaration pledging himself to observe strict secrecy respecting all bonafide transactions of the Company with its customers and the state of accounts with individuals 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 his duties except when required to do so by the Directors or by any general meeting or by the laws of the country and except so far as may be necessary in order to comply with any of the provisions of these presents and the provisions of the Act.

XIV. BORROWING POWERS

52. Subject to the provisions of Section 58A and 292 of the Act, the Directors shall have the power, from time to time at their discretion to borrow, raise or secure the payment of any sum of money for the purpose of the Company in such manner and upon such terms and conditions in all respects as they think fit and in particular by the issue of debentures or bonds of the Company or by mortgage or charge upon all or any of the properties of the Company, both present and future, including its uncalled capital for the time being.

XV. OPERATION OF BANK ACCOUNTS

53. The Directors shall have the power to open bank accounts, to sign cheques on behalf of the Company and to operate all banking accounts of the Company and to receive payments, make endorsements, draw and accept negotiable instruments hundies and bills or may authorise any other person or persons to exercise such powers.

XVI. BALANCE SHEET AND PROFIT AND LOSS ACCOUNT

54. Balance sheet and Profit and Loss Account of the Company will be audited once in a year by a qualified auditor for certification of correctness as per provisions of the Act.

XVII. AUDIT

55. The first Auditor of the Company shall be appointed by the Board of Directors within one month after its incorporation who shall hold the office till the conclusion of first Annual General Meeting.
56. At each Annual General Meeting of the Company, the Company shall appoint auditors to hold office from the conclusion of the Annual General Meeting to the next Annual General Meeting.

57. The Directors may fill up any casual vacancy in the office of the auditors.
58. The remuneration of the Auditors shall be fixed by the Company in general meeting except that remuneration of the first or any auditors appointed by the directors may be fixed by the Directors.

XVIII. THE SEAL

59. (i) The Board shall provide for the safe custody of the seal of the Company.
- (ii) The seal shall not be affixed to any instrument except by the authority of resolution of the Board or a committee of the Board authorised by it in that behalf and except in the presence of at least one director or any officer authorized by the Board who shall sign every instrument to which the seal of the Company is so affixed in his presence. The share certificate will, however, be signed and sealed in accordance with Rule 6 of the Companies (Issue of Share Certificate) Rules, 1960.

XIX. WINDING UP

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

XX. INDEMNITY

61. Subject to provisions of Section 201 of the Companies Act, 1956, the Chairman, Directors, Auditors, Managing Directors and other officer for the time being of the Company and any trustees for the time being acting in relation to any of the affairs of the Company and their heirs and executors, shall be indemnified out of the assets and funds of the Company from or against all bonafide suits, proceedings, costs, charges, losses, damages and expenses which they or any of them shall or may incur to sustain by reason of any act done or committed in or about the execution of their duties in their respective offices except those done through their willful neglect or defaults of any officer or trustee.