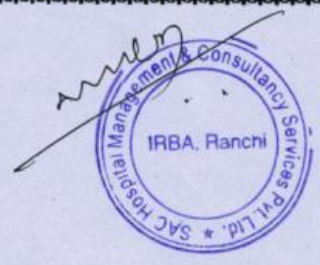

THE COMPANIES ACT, 1956
(COMPANY LIMITED BY SHARES)
MEMORANDUM OF ASSOCIATION
AND
ARTICLES OF ASSOCIATION
OF
SAC HOSPITAL MANAGEMENT AND CONSULTANCY
SERVICE PRIVATE LIMITED





सत्यमेव जयते
 प्राकृत्य० आई० आर०
 Form I.R.

निगमन का प्रमाण-पत्र
CERTIFICATE OF INCORPORATION

सं० U85110JH2005PTC 011661

No.....

मैं एतद् द्वारा प्रमाणित करता हूँ कि आज सेक होस्पिटल
मैनेजमेंट एंड कन्सल्टन्सी सर्विस
प्राइवेट लिमिटेड
 कम्पनी अधिनियम, 1956 (1956 का 1) के अधीन निगमित की गई है और यह
 कम्पनी परिसीमित है।

I hereby certify that SAC HOSPITAL MANAGEMENT
AND CONSULTANCY SERVICE PRIVATE
LIMITED

is this day incorporated under the companies Act, 1956 (No. 1 of 1956)
 and that the Company is limited.

मेरे हस्ताक्षर आज ता० 11 भाद्रपद 1927 शक को पटना में दिया गया।

Given under my hand at Patna this day of 03rd OCTOBER
 Two thousand.... FIVE.

K. Prasad

के. प्रसाद/K. Prasad
 कम्पनियों का रजिस्ट्रार
 Registrar of Companies
 कम्पनी विभाग, बिहार सरकार
 Registrar of Companies, Bihar & Jharkhand



THE COMPANIES ACT, 1956
PRIVATE COMPANY LIMITED BY SHARE
Memorandum of Association

of

SAC HOSPITAL MANAGEMENT AND CONSULTANCY SERVICE PRIVATE LIMITED

- I. The name of Company is **SAC HOSPITAL MANAGEMENT AND CONSULTANCY SERVICE PRIVATE LIMITED.**
- II. The Registered office of the Company will be situated in the state of **Jharkhand.**
- III. The objects for which the Company is established are :
 - (A) The main objects to be pursued by the company on its incorporation are :
 01. To open, establish, promote, setup, run, maintain, assist, finance, support, aid or help in setting up and or maintaining and or running hospitals, nursing homes, dispensaries, medical center, clinics, diagnostic centres, scan centres, clinical and pathological testing laboratories, X-Ray and ECG Clinics, maternity homes, convalescent homes, sanatoriums, child welfare and family planning centres, children home, orphan center, hostels and other similar institutions or centres for rendering healthcare & humanities in India and or abroad.
 02. To open, establish, promote, setup, run, maintain, assist, finance, support, aid or help in setting up and or maintaining and or running medical colleges and or research centre and or nursery schools, paramedical institutes and or any type of medical institutions for promotion of education and research of medical and para medical science related to medical, surgicals, clinical, pathological scientific know-how and its allied activities in India and or in abroad.



(2)

To buy, sell, import, export and to act as purchasing and to become selling agents for the drugs, medical equipments, para medical equipments, surgicals items, clinical, pathologicals, scientific equipments and or other allied items related to advancement and promotion of life science, medical, surgicals, clinical, pathologicals, scientific know-how and its allied activities in India and or abroad.

(B) The objects incidental or Ancillary to the attainment of the main objects of the company are :

1. For vocation of acting as advisers and consultants on all matters and problems relating to the Technical Industries, civil, administration, finance and organization, management, commencement or expansion of industry, purchasing techniques and business (including construction of plants and buildings), production, purchases, sales, material and cost control, marketing, advertisement, publicity, personnel, export and import to and for institutions, concerns, bodies, associations (incorporated or unincorporated), departments and services of the Government, public or local authorities, trusts, scientific research and Development Centres, and to be appointed as technical, financial, industrial administration, civil consultants.
2. To investigate on behalf of any company, corporation, body corporate, industries, firm, association or any person and
 - (a) collect information and data and submit reports on feasibility of new projects and/or improvements to and/or expansion of existing projects, and
 - (b) diagnose operational difficulties and weaknesses and suggest remedial measures to improve and modernise existing units.
3. To prepare and submit overall and detailed plans for civil and industrial execution to any company, corporation, body corporate, industries, firm, association or any person with regard to :
 - (a) New projects and/or
 - (b) Improvements and/or expansion of the existing projects.
4. To enter into any arrangement by way of a turnkey project involving supply of technical, civil, financial, civil, financial, administrative, plant and merchandise, information, knowledge and experience and as such, undertake for and on behalf of a client to set up any plant or project in or outside India.
5. To pay for any properties, rights or privileges acquired by the Company either in shares of the Company or partly in shares and partly in cash or otherwise.
6. To insure with any other company or person against losses, damages, risks and liabilities of all kinds which may affect this company.
7. To let, mortgage, improve, manage, develop, exchange, lease, enfranchise, abandon or sell or otherwise dispose of any property and or rights of the Company either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as may be thought fit and to accept payment or satisfaction for the same in cash or otherwise.




To sell, mortgage or otherwise to deal with or dispose of the property, assets or undertaking of the company or any part thereof, for such consideration as the Company may think fit and in particular for shares, stocks debentures and other securities of any other company whether or not having objects altogether or in part similar to those of the Company.

9. To enter into any arrangement with any government or authorities supreme, municipal, local or otherwise, or any person or company that may seem conducive to the Company's Objects or any of them to obtain from any such Government, authorities, person or company any right, privileges, charters, contracts, licenses and concessions which the company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges, charters, contracts, licenses and concessions.
10. To lend, invest or otherwise employ or deal with money belonging to or entrusted to the company in securities and shares or other movable or immovable property or with or without securities upon such terms and in such manner as may be thought proper and from time to time to vary such transactions and investments in such manner as the Directors may think fit subject to the provisions of the companies Act, 1956.
11. To pay, or satisfy the consideration for any property rights, shares, securities or assets whatsoever which the company is authorised to purchase or otherwise acquire either by payment in cash or by the issue of shares, or other securities of the company or in such other manner as the Company may agree or partly in one mode and partly in another or others.
12. To draw, make accept, endorse, discount, execute, issue, negotiate, assign and otherwise deal with cheques, drafts, bills of exchange, promissory notes, hundies, debentures, bonds, bills of lading railway receipts, warrants and all other negotiable or transferable instruments.
13. To open current, overdraft, loan, cash credit or deposit account or accounts with any firm or with any bank or banks or bankers or shroffs and to draw and endorse cheques and to withdraw money from such accounts.
14. To take part in the formation, supervision or control of the business or operations of any company or undertaking and for that purpose to act as in issue House, Registrars and Share Transfer Agents, Secretaries, Financial Advisers, or Technical consultants or in any other capacity and to appoint and remunerate any directors, administrators or accountants or other experts or agents.
15. To guarantee the payment of money, unsecured or secured by or payable under or in respect of bonds debentures, debenture stocks, contracts, mortgages, charges, obligations and other securities of any company or of any authority central, state, municipal local or otherwise or of any person whomsoever, whether incorporated or not, and to transact all kinds of guarantee business to guarantee the issue of or payment of interest on the shares debentures, debentures stock or other securities for obligations of any company or association and to pay or provide for brokerage, commission and undertaking in respect of any such issue and to transact all kinds of trusts and agency business.



16. To make and/or receive donations, gifts or income to or from such persons, institutions or trusts and in such cases and whether of cash or any other assets as may be thought to benefit the company or any other aspects of the company or otherwise expedient and also to remunerate any person or corporation introducing or assisting, in any manner the business of the company.
17. To establish and support or aid in the establishment of and support associations, institutions, companies, societies, funds, trusts and conveniences for the benefit of the employees or exemployees or of 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 pensions, allowances, gratuities, and bonuses either by way or lump sum and to make payments towards insurance and to form and contribute to provident and benefit funds, to or such persons.
18. To form, subscribe or contribute to or otherwise to assist, aid or guarantee money to public, charitable, benevolent, religious, scientific, national, or other institutions, funds, objects or purposes and to any other institution, funds, objects or purposes which in the opinion of the Board of Directors are likely to promote the interest or the business of the company and/or to further its objects and/or to any other institutions, funds, objects or purposes whatsoever directly relating to the business of the Company.
19. To create any depreciation fund, reserve fund, sinking fund, insurance fund, educational fund or any other special fund or reserves whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company or for redemption of debentures or redeemable preference shares or for any other purposes conducive to the interest of the Company.
20. To amalgamate with any other company having similar objects.
21. In the event of winding up to distribute any of the property of the Company amongst the members in specie or kind subject to the provisions of the Companies Act, 1956.
22. To place, to reserve or to distribute as bonus shares among the members or otherwise to apply as the company may from time to time think fit, any money received by way of premium on shares or debentures issued at a premium by the company and any money received in respect of forfeited shares and money arising from the sale by the company or forfeited shares, subject to section 78 of the Companies Act, 1956.
23. To accumulate capital from the profits of the Company for any of the purposes of the Company and to use appropriate the same or any of the company's assets either conditionally or unconditionally to specific purposes.
24. To pay of the funds of the Company all costs, charges and expenses of and incidental to the promotion, formation, registration, advertisement and establishment of this Company and the issue and the subscription of the shares or loan capital including brokerage and/or commission for obtaining application for placing or guaranteeing the placing of shares or any debentures, debenture-stock and attending the issue of any circular or notice and the


RRA, Ranchi
SAC Financial Services P.Ltd. + SAC Financial Services P.Ltd.

printing stamping, and circulating of proxies and forms to be filled up by the members of the Company and to remunerate by cash or allotment of fully or partly paid shares to any person, firm or company for services rendered in introducing any property or business to the company or in placing, assisting to place shares, debentures, debenture-stock or other securities of the company or in or about the formation of the company or the acquisition of property by the Company or the conduct of its business or for any other reason which the Company may think proper.

25. To carry on all type of business for attainment of the main objects of the company with the assistance, aids, supports grants, enfranchisee, subsidy, schemes, participation or otherwise of other local authorities, government, semigovernment, company, firms or other persons.
26. To provide for the welfare of Director or employees of the Company or its predecessors in business and the wives, widows, and families or the dependents or connections of such persons by buildings or contributing to the building or houses or dwelling or quarters or by grants or money, pension, gratuities, allowances, bonuses, profit-sharing bonuses or benefits or any other payments or by creating and from time to time subscribing or contributing to provident and other associations, funds, profit-sharing or other schemes or trusts and by providing or subscribing or contributing towards places of instruction, recreation, hospitals and dispensaries, medical and other attendance and assistance as the Company shall think fit.
27. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or of any company which is subsidiary of the company or its allied to or associated with the Company or with an such subsidiary company or who are or were at any time Directors or officers of the company or of any such other company as aforesaid and the waives, widows, families and dependents of any such persons, and also to establish and subsidise and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit or to advance the interest and wellbeing of the company or of any such other company as aforesaid and make payments to or towards the insurance of any such person as aforesaid and do any matters aforesaid either alone or in conjunction with any such other company as aforesaid.
28. To subscribe for, take or otherwise acquire and hold shares and or undertake all or any part of the business property and liabilities of any person or company carrying on or proposing to carry on any business which the company is authorised to carry on or which can be carried on in conjunction therewith and to subsidise or otherwise and in particular by subscribing for shares, stock, debentures, debenture-stock or other securities of such company.
29. To act as market and credit and economic investigators, analysers and informants on macro or micro-level basis including by undertaking the work of credit rating and evaluation or appraisal of any business or commercial organisation or enterprise or of any region, state, province, country or any government or governmental agencies and analysing market trends and economic, commercial and industrial developments and conditions with respect to any such person, region, country or government and to act as consultants, advisers and experts in factoring credit investigation, credit rating and market investigation.



30. In relation with the business or the company to guarantee the payment of money secured or unsecured by or payable under or in respect of promissory notes, bonds, debentures, debenture-stocks, contracts, mortgages, charges, obligations, instruments and securities of any company or any authority, supreme, municipal, local or otherwise or of any person howsoever, whether incorporated or not incorporated and generally to guarantee or become sureties for the performance of any contracts or obligations.
31. To vest any movable or immovable property, rights or interests acquired by or belonging to the company in any person or company and with or without any declared trust in favor of the company, subject to the provisions of the Act.
32. To pay to promoters such remuneration and fees and otherwise remunerate them for their time and for the services rendered by them.
33. To act as agents, brokers and as trustees and to undertake and perform sub-contracts and also to act in any of the business of the company through or by means of agents, brokers, subcontractors or others.
34. To borrow or raise money or to receive money from persons, bodies corporate, financial institution, banks and such other lenders and in security of any such money so borrowed, raised or received to mortgage, pledge or charge the whole or any part of the property, assets or revenue of the company present or future by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders powers of sale and other powers as may seem expedient, by executing negotiable or transferable instrument and deal with all documents mercantile or otherwise, in the ordinary course of business subject to the provisions of section 58A and directive of the reserve bank of India.
35. To give advice and/ or to offer, give, take, circulate and/or otherwise organise, accept or implement any take over bids, mergers, amalgamation, acquisitions, diversification, rehabilitation or restructuring of any business, concern, undertaking, company, body corporate, partnership firm, proprietorship firm or any other association of persons whether incorporated or not, by acquisition of shares or assets and liabilities, and whether as a going concern or as a part of the concern, or otherwise as may be required having regard to business exigencies and to promote or procure incorporation, formation or any other association of persons for engaging in any industrials, commercial or business activities.
36. To lend, invest or deal with money either with or without interest or security, including current or deposit account with any bank or banks, other person or persons, company, firm and or to receive money on deposit or loan upon such terms and conditions as the company may approve subject to the provisions of the Companies Act.

(C) The other objects for which the Company is established are :

1. To carry on the business of manufacturing buying, selling, reselling, sub-contracting, exchanging, hiring altering importing, exporting improving, assembling, distributing, servicing, repairing and dealing in as original equipment manufacturers as also on a jobbing industry basis and in any other capacity all and very kind of machineries, component parts,



(7)

replacement parts, spare parts, asossceries, tools, implements and fittings of all kinds inclusive of all types of axles, and all relevant axle assembly, components, parts and accessories, propeller shafts and universal joints, ornamentation and decorative parts for motors, vehicles, trucks, tractors, motor lorries, motorcycle, motors, cyclecare, cycles, scooters, buses, omnibuses, locomotives, tanks, ships, engines, wagons, boats, barges, lunacies, submarines, aeroplanes, airships, seaplanes, balloon, aircraft, spaceships spacecrafts, rockets, shuttles of every description and other vehicles and products of all description whether propelled or used by means of petrol, spirit, steam, oil, vapor, gas, coal, electricity, petroleum, atoms or any other motive or mechanical power, in India or elsewhere and to carry on any other business manufacturing or otherwise, which is connected to the above.

2. To accept and or give franchises, rights to use of technologies from and or to other persons or parties and pay and or receive royalties, fees considerations for the same related to in any type of medical services and or knowledge and idea related to medicine, drugs and research over concern issue in India and or abroad.
3. To acquire, establish and maintain one or more hospital / hospitals for the reception and treatment of persons suffering from illness, or mental defect or for the reception and treatment of persons during convalescence, or of persons requiring medical attention, or techabitation in India or abroad.
4. To carry out medical research by engaging in the research and development of all fields of medical sciences, and in threrapies of medical treatment, so as to afford medical relief in a better way.
5. To provide research facilities for carrying on research, basic and applied, in all systems and discipline of medical and surgical knowledge, keeping in view the socio-medical and soci-economic needs of the afflicted community.
6. To found, establish or takeover, and/or otherwise conduct research institutions in all discipline of medical and surgical knowledge.
7. To encourage and develop biological and pharmacological standardization of indigenous medical plants.
8. To buy sell, manufacture, import, export, distribute and otherwise deal in all kinds and varieties of cosmetics, non-prescribed drugs, health care products, food preservatives and additives, fast foods, artificial flavoring, artificial dyes and coloring agents, oleoresins, beauty and skin care products, perfumes, colognes food supplements, health aids, glamour products, birth control medicines and devices and lubricants.
9. To encourage the discovery of new medical and or surgical management of diseases and affections and to investigate and make known the nature and merits of investigations and findings and research in the said field and to acquire any patent and licenses or other protective devices relating to the results of any discovery, investigations, findings or researches and to acquire any processes upon such terms as may seem expedient and to



improve the same and to undertake the manufacture of any product developed, discovered or improved and/or to give licenses for the manufacture of the same to others and either to market the same or to grant licenses to others to market the same on such terms as the society may deem it fit to do.

10. To conduct and to carry on experiments and to provide funds for research works and for scholarships, stipend, remuneration and or other payments or aid to any person or persons engaged in research work, or work connected with or conducive to research and to encourage and to improve knowledge of the persons who are engaged or likely to be engaged in any medical or related profession so as to make available medical relief to the public at large.
11. To provide, encourage, initiate or promote facilities for the discovery, improvement or development of new methods of diagnosis, understanding and prevention and treatment of diseases.
12. To endow research fellowships or grant financial assistance to persons or institutions engaged in medical research.
13. To carry on the business of manufacturers, producers, refiners, processors, exporters, importers, distributors, traders, merchants, dealers, manufacturers, representatives, selling agents, buying agents, repackers, buyers, wholesalers, retailers, suppliers, and stockists of all kinds and varieties of surgical instruments and furniture, medical equipments diagnostic equipments and instruments, medical kits, disposable and non-disposable needles, urine collecting bags, uro-bags poly mask, oxygen tent, netalon catheters, foley's catheters, endotracheal tubes, tracheostomy tubes (plain/cuffed), nasal oxygen catheter, resuscitation tubes, suction catheter, epiural canula, umbilical cannula, scalp vein sets, intravenous cannels, intra catheter, Ryles tubes, Levin's tubes, infant feeding tubes, rectal catheter, Romo Vac sets, Peritoneal dialysis catheter sets, Peritoneal dialysis transfusion sets, Peritoneal catheter, Colostomy kits, infant mucus extractor, Sterviae cannula, blood administrations sets, blood donor sets, regular fluid infusion sets, Measure volume sets, infusion sets, micro sets, plasma aspiration sets, disposable and non-disposable gloves, S.V. and I.V. cannula, stethoscopes, sphygmomanometers, ampoules, butterfly needles, microscopes, ophthalmic instruments and equipments, otoscopes, medical containers, thermometers, plastic and aluminium collapsible tubes and disposable and non-disposable surgical instruments and kits.
14. To carry on the business of buyers, sellers, traders, dealers, stockiest, suppliers, distributors, clearing & forwarding agents, chemists, druggist, licensing agents, manufacturers, marketing agents marketing consultants, market counselors, product promoters, co-ordinators, linkers, licensees, loan licensees, franchisees, importers, exporters, processors, caners, preservers, bottles, packers, refiners, distillers and or all other allied activities of all kinds of basic and patent medicines and preparations, drugs, pharmaceuticals, Ayurvedic and unani medicines, clinical, pathological, bacteriological, electrostatic, serological, analytical, chemicals and raw materials for manufacturing of drugs & pharmaceutial products, starch, all kinds and description of vitamins and products thereof, tinctures, spirits, laboratory reagents, liver, herbal, antiseptics & disinfectional medicines, patent & non patent medicines, mineral water, mixtures, formulations, capsules, tablets, pills, powders, sterilized injections, vaccines & immunogens, phylacogens, chemicals & surgical, dressings and other allied products in India and or abroad.



(9)

- IV. The liability of the members is limited.
- V. The Authorised Share Capital of the Company is Rs. 5,00,000/- (Rupees Five Lakhs only) divided into 5,000 (Five thousands) Equity Shares of Rs. 100/- (Rs. one hundred) only each with power to increase or decrease the Share Capital and to divide the shares for the time being of the company into several class and attach thereto such preferential special rights to privileges and conditions as may be determined by or in accordance with Articles of the company and to vary, modify or abrogate such rights, privileges and or conditions in such manner as may be for the time being be provided by the provisions of the Company Act 1956.



(10)

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

Names, Addresses, descriptions and occupation of subscribers Description	Number of shares taken by each subscriber	Signature of Subscribers	Name, Addresses Occupation & of the Witness and his father's name.
01. Chandana Banarjee W/o Swadesh Banarjee C-1, Urmila Ray Complex, Circular Road, Lalpur, Ranchi PIN - 834001, P.S. - Lalpur, Jharkhand Occupation - Service.	500 (Five Hundred only)	Sd/-	Sd/- Rajeev Nayan Choudhary S/o Sri B.L. Choudhary 2nd Floor, Shivdayal Commercial Complex, Harmu Argora Bye Pass Road, Harmu, Ranchi-834012 Occup.-Chartered Accountant
02. Mozahid Akhtar Ansari S/o S. A. Ansari, At & Po. - Ibra, Dist. - Ranchi PIN - 835238, P.S. - Ormanji, Jharkhand Occupation - Business.	500 (Five Hundred only)	Sd/-	
Total :	1000 (One Thousand) only.		

Place : Ranchi

Date: 09th September 2005.



THE COMPANIES ACT, 1956
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
SAC HOSPITAL MANAGEMENT AND CONSULTANCY SERVICE PRIVATE LIMITED

1 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 for the time being in force.

2. Interpretation :

"The Company" means SAC HOSPITAL MANAGEMENT AND CONSULTANCY SERVICE PRIVATE LIMITED.

"The Act" Means the Companies Act, 1956, and includes any re-enactment or statutory modification thereof for the time being in force.

"Office" means the registered office of the company for the time being.

"The Board" means meeting of the directors duly called and constituted or as the case may be the directors by whatever name called.



(2)

"Managing Director" means the managing director of the company for the time being.

"Seal" means the common seal for the time being of the company.

3. Table 'A' The regulations contained in Table 'A' in the first schedule to the Companies Act, 1956, shall not apply to the company, except in so far as they are embodied in the following Articles" which shall be the regulations for the management of the company.

SHARES

- 4.(a) The Authorised Share Capital of the company is Rs. 5,00,000/- (Rupees Five Lacs) only divided into 5,000 Nos. (Five Thousands) only Equity Shares of Rs.100/- (Rs. One Hundred) each with power to increase or decrease the Share Capital and to divide the shares for the time being of the company into several class and attach thereto such preferential special rights to privileges and conditions as may be determined by or in accordance with Articles of the company and to vary, modify or abrogate such rights, privileges and or conditions in such manner as may be for the time being provided by the provisions of the Companies act 1956.

- (b) The company is a Private Company, within the meaning of Section 2 (35) and 3 (1) (iii) of the Companies Act, 1956 and accordingly, which has a minimum paid up capital of Rs. 1 Lac (Rupees One Lac) or such higher paid up capital as may be prescribed.

(i) Restricts the right to transfer its shares, as herein provided,

(ii) Limit the number of its members to fifty not including,

Persons who, are in the employment of the company, and 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,

(iii) Prohibits any invitations to public to subscribe for any shares, in or debentures of the company,

(iv) Prohibits any invitation or acceptance of deposits from persons other than its members, directors or their relatives.

(v) Provided, that where two or more persons hold one or more shares in the company jointly they shall, for the purposes, of this definition be treated as a single member.

5. Provisions of the Clauses 2 to 6 of Table 'A' shall apply.

CERTIFICATE

6. Provisions of Clauses 7 and 8 Table 'A' shall apply.

ALTERATION OF SHARE CAPITAL

7. Provisions of Clauses 44, 45 and 46 of Table 'A' shall apply.



TRANSFER AND TRANSMISSION OF SHARES

8. Any member desiring to sell any of his shares must notify the Board of Directors of the number of shares, the fair value thereof and the name of the proposed transferee and the Board must offer to the other members the number of shares offered at the said fair price and if the offer is accepted, the shares shall be transferred to the acceptor or acceptors and if the shares or any of them are not so accepted within one month from the date of notice to the Board the holder may sell or transfer them or any of them at the same or higher price to third party. In case of any dispute regarding the fair price of the share, it shall be decided and fixed by the company's auditor, whose decision shall be final.
9. No transfer of any shares shall be made or registered without the previous sanction of the directors except when the transfer is made by one member to another or to a member's spouse or child or children of his/her's and the directors may decline to give such sanction without assigning any reasons and shall so decline in case of transfer the registration of which shall involve a contravention of Clause 8 of these Articles.
10. On the death of a member, the survivor or survivors, where the member was joint holder and his legal representative, where he was a sole holder shall be the only persons recognised by the Company as having any title to his interest in the shares.
11. Any person becoming entitled to a share in consequence of the death or insolvency of a member may upon such evidence being produced as may from time to time property be required by the board and subject as herein after provided, elect, either :
 - (a) To be registered himself as holder of the shares; or
 - (b) To make such transfer of the shares as the deceased or insolvent members could have made.
12. The directors, shall in either case, have the same rights to decline or suspend registration as they would have had, if the deceased or insolvent member had transferred the shares before the death or insolvency.
13. If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing by him stating that he so elect.
14. If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
15. All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
16. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled, if he were the registered holder of share, except that he shall not before being registered a member in respect of it to exercise any right conferred membership in relation to meetings of the company.


SAC Hoskote
IRDA, Ranchi
SAC Services P.L.Ltd. ★

(4)

LIEN, FORFEITURE AND CALLS OF SHARES

17. Provisions of clauses 9 to 18 and 29 to 35 of Table 'A' shall apply.

SEAL

18. Provisions of clauses 84 of Table 'A' shall apply

DIRECTORS

19. (a) Untill otherwise determined by a General Meeting the number of directors shall not be less than two and not more than eleven

(b) 1. **CHANDANA BANERJEE** 2. **MOZAHID AKHTAR ANSARI**

shall be the first directors of the Company.

20. The Board of Directors shall have power to fill up casual vacancies in the Board of Directors and also to appoint additional directors who shall hold office up to the next Annual General Meeting of the company provided that the total number of directors shall not at any time exceed the maximum number fixed above.

21. The following non-rotational directors may be appointed and act as such, while any money remain due from the Company under or by virtue of any mortgage, hypothecation, pledge or otherwise executed by the company in favor of any financial institution and for any other corporation sponsored by any Govt., Central or State, or Board or so long as the guarantee by the said corporation shall be entitled to appoint, if so agreed from time to time any person or persons to be their nominees as non- rotational directors of the Company but so that not more than two persons shall hold office at the pleasure of the said corporation, who shall have full power to remove any one or both of the directors appointed under this Article and to appoint any other or others in his or their place as and when they shall deem necessary.

The directors appointed shall have the same powers and privileges as other directors of the company.

22. The directors shall not be required to hold any qualification share in the share capital of the company.
23. The ordinary remuneration of a director shall be a fee of Rs. 250/- for every meeting of the Board of Directors attended by him together with a reasonable travelling and other expenses which he may have to actually incur for attending and returning from meeting of the Board of Directors or any committee thereof or in connection with the business of the company.
24. The Board of Directors may meet for the dispatch of business, adjourn or otherwise regulate its meeting as it thinks fit provided however that the Board of Directors shall meet once at least in every three months in accordance with the provisions of Section 285 of the Companies Act.



25. A director or any officer of the company authorised by the directors on that behalf, may at any time, Summon a meeting of the board of directors giving at least three day's notice in writing. A meeting of the Board of Directors may however be called at shorter notice provided all the directors entitled to attend the meeting agree to such shorter notice.
26. Two directors or one-third of the total strength of the Board whichever is higher, presenting person shall form a quorum for the purpose of transacting any business in a meeting of the Board of Directors, subject to Section 287 of the Companies Act.
27. The continuing directors may act notwithstanding any vacancy in the Board. But if and so long as their number is reduced below the quorum fixed for a meeting of the Board of Directors, the continuing directors may act only for the purpose of increasing the number of directors to that, fixed for the quorum.
28. No resolution shall be deemed to have been duly passed by circulation by the Board of Directors unless the resolution has been circulated in draft together with necessary papers, if any, to all the directors then in India, not being less than the quorum fixed for a meeting of the Board of directors and to all other directors at their usual address in India and has been approved by such of the directors as are in India or by a majority of such of them as are entitled to vote on the resolution.
29. The Board shall have the power to appoint a person as alternate director during the absence of a director for a period of three months or more from the State in which the meetings of the Board are ordinarily held. An alternate director so appointed shall vacate office if and when the original director returns to the State and if the terms of office of the original director is determined before his return to the State. Any provision for the automatic re-appointment of the returning director in default of appointment of any body else in his place shall apply to the original and not to the alternate director.
30. The Board shall be entitled to exercise all such powers and do all such acts and things as the company is authorised to exercise.

Provided that the Board shall not exercise any power or do any act or thing which is directed or required by the Companies Act or any provision of law or by the Memorandum and Articles of Association of the company to be exercised or done by the company in General Meeting.

Provided further that in exercising any power or doing any act or things, the Board shall be subject to the provisions contained in that behalf in the company or these Articles or in, any regulation not inconsistent therewith and duly made hereunder including regulations made by the company in General Meeting.

Provided further that the Board may delegate to any committee, Chairman of the Board, Managing Director, Executive Director or Officer or staff such of its powers as are not required by statutes or by these Articles to be exercised by the Board.

31. The Board shall exercise the following powers on behalf of the company only by means of resolutions passed at a meeting of the Board and in accordance with the provisions of section 282, 292, 293, 316, 372, 386 and 488 of the Companies Act.



(6)

- (a) to make calls on share holder in respect of money unpaid on the shares.
- (b) to issue debentures.
- (c) to borrow money otherwise than on debentures.
- (d) to invest funds of the company.
- (e) to sanction and or accept loans.
- (f) to fill up casual vacancy in the Board of Directors.
- (g) to sanction contracts in which directors are interested.
- (h) to appoint Chairman, Managing Director, Executive Director or Manager complying with the provisions of the Companies Act.
- (i) to sanction purchases by the company of Shares of other companies in the same group.
- (j) to declare solvency in case of members voluntarily winding up.
- (k) to fix up the remuneration of Chairman, Managing Director, Executive Director or Manager complying with the provisions of the Companies Act.
- (l) to open current, overdraft, loan, cash credit account or accounts with any nationalised, private and or Co-operative bank or banks and to operate the account through its directors or any body authorised by its director.

GENERAL MEETING

32. Provisions of Clauses no. 47 to 55 of Table 'A' shall apply.

VOTE OF MEMBERS

33. Provisions of Clauses no. 56 to 63 of Table 'A' shall apply.

BORROWING POWERS

34. Subject to the provisions of Section 58A and 292 of the Act and of these Articles the Board of Directors may from time to time at or its discretion by resolution passed at meeting of the Board, raise or borrow and secure payments of any sum or sums for the company. Provided however, where the money to be borrowed together with moneys already borrowed (apart from temporary loans obtained from the company's bankers in ordinary course of business) will exceed the aggregate of the paidup capital of the company and its free reserves not set apart for any specific purposes in that case the Board shall borrow without the consent of the company.
35. The Board of Directors may raise or secure repayment of such sum or sums in such manner and upon such terms and conditions in all respects as it thinks fit and in particular by



(7)

mortgage or other security or undertaking of the whole or any part of the property of the company both present and future, including its uncalled capital for the time being or by giving, accepting or endorsing on behalf of the company any promissory notes, bill of exchange or other negotiable Instruments.

DIVIDENDS AND RESERVES

36. Provisions of clauses 85 to 94 Table 'A' shall apply,

CAPITALISATION OF PROFIT

37. Provisions of Clauses 96 and 97 of Table 'A' shall apply.

ACCOUNTS

38. Provisions of clauses 95 of Table 'A' shall apply.
39. The directors from time to time, in accordance with the provisions of Section 210, 212, 217 and 219 of the companies Act, cause to be prepared and to be laid before the company in Annual General Meeting, such profit and loss account, Balance Sheet, Group Accounts (if any) and reports as are referred to in these sections.

WINDING UP

40. Regulation 98 of Table 'A' shall apply.

INDEMNITY

41. Every director, officer or agent for the time being of the company shall be indemnified out of the funds of the company, against any liability incurred by him in the normal course of business of the company subject to the provisions of Section 201 of the Companies Act.

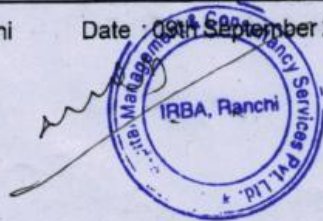


(8)

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, and we respectively agree to take the number of shares in the Capital of the Company set opposite our respective names.

Names, Addresses, descriptions and occupation of subscribers Description	Number of shares taken by each subscriber	Signature of Subscribers	Name, Addresses Occupation & of the Witness and his father's name.
01. Chandana Banarjee W/o Swadesh Banarjee C-1, Urmila Ray Complex, Circular Road, Lalpur, Ranchi PIN - 834001, P.S. - Lalpur, Jharkhand Occupation - Service	500 (Five Hundred only)	Sd/-	Sd/- Rajeev Nayan Choudhary S/o Sri B.L. Choudhary 2nd Floor, Shivdayal Commercial Complex, Harmu Argora Bye Pass Road, Harmu, Ranchi-834012 Occup.-Chartered Accountant
02. Mozahid Akhtar Ansari S/o S. A. Ansari, At & Po. - Ibra, Dist. - Ranchi PIN - 835238, P.S. - Ormanji, Jharkhand Occupation - Business	500 (Five Hundred only)	Sd/-	
Total :	1000 (One Thousand) only.		

Place : Ranchi Date : 09th September 2005.



**DEPARTMENT OF COMPANY AFFAIRS
ROC CASH COUNTER RECEIPT
OFFICE OF THE REGISTRAR OF COMPANIES**

REGISTRAR OF COMPANIES, BIHAR 03/10/2005
 REC. NO.: 104603 REG. NO.: 03-011748R
 SAC HOSPITAL MANAGEMENT AND CONSULTANCY -
 SERVICE PRIVATE LTD H.O.A. A.O.A.

TYPE OF DOCUMENT	MODE OF PAYMENT	DATE OF DOCUMENT	AMOUNT RS.
H.O.A.	DRAFT	29/09/2005 N	16000
A.O.A.	DRAFT	29/09/2005 H	300
TOTAL			17200

N: NORMAL FEE A: ADDITIONAL FEE
 COMPUTER SUPPORT BY INDUSTRY DIVISION N.I.C

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ROC CASH COUNTER RECEIPT
OFFICE OF THE REGISTRAR OF COMPANIES**

REGISTRAR OF COMPANIES, BIHAR 03/10/2005
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 SAC HOSPITAL MANAGEMENT AND CONSULTANCY -
 SERVICE PRIVATE LTD H.O.A. A.O.A.

TYPE OF DOCUMENT	MODE OF PAYMENT	DATE OF DOCUMENT	AMOUNT RS.
FORM 3	DRAFT	29/09/2005 N	300
FORM 32	DRAFT	29/09/2005 H	300
TOTAL			7200

N: NORMAL FEE A: ADDITIONAL FEE
 COMPUTER SUPPORT BY INDUSTRY DIVISION N.I.C

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ROC CASH COUNTER RECEIPT
OFFICE OF THE REGISTRAR OF COMPANIES**

REGISTRAR OF COMPANIES, BIHAR 03/10/2005
 REC. NO.: 104603 REG. NO.: 03-011748R
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TYPE OF DOCUMENT	MODE OF PAYMENT	DATE OF DOCUMENT	AMOUNT RS.
FORM 18	DRAFT	29/09/2005 N	300
TOTAL			300

N: NORMAL FEE A: ADDITIONAL FEE
 COMPUTER SUPPORT BY INDUSTRY DIVISION N.I.C

