

**#THE COMPANIES ACT, 2013  
COMPANY LIMITED BY SHARE**

**MEMORANDUM OF ASSOCIATION  
OF  
#CLINITECH LABORATORY LIMITED**

I. The Name of the company is **#CLINITECH LABORATORY LIMITED**.

II. The Registered Office of the company will be situated in the state of Maharashtra under the jurisdiction of Registrar of Companies, Maharashtra at Mumbai.

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 run, own, manage, administer, pathological testing laboratories, diagnostic centers, scan centers, nursing homes, hospitals, clinics, dispensaries, maternity homes, child welfare and family planning centers, clinical, X-ray and ECG clinics, to act as consultant and advisors providing technical knowhow, technical services for establishment, operation and improvement of nursing homes, hospitals, clinics, medical institutions medical centers, diagnostic centers and laboratories in India and Abroad.

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

1. To do the activity diagnostic tests for Third Party administrator, pre and post Insurance Regulatory Authority in India and abroad.

2. To do the activity of research, studies, experiments, investigations and to provide advice, consultation, in all aspects of medicine and allied branches to any other organization and institution in India and abroad.

3. To do the activity of genetic testing and counseling, drug testing, hormone, and cancer marker testing.

4. To do the activities of point of care testing reagents diagnostic reagents, analytical reagents, PCR reagents.

**#Amended vide special resolution passed by the members of the company at Extra-Ordinary General Meeting held on Monday, 24<sup>th</sup> July, 2023.**


5. To do the activity of running coaching classes, medical tuitions, educational training, other activities in the field of D.M.L.T., Microbiology, Genetics, Hormone Analysis, Tumor Markers, specialty subjects.

6. To do the act of sperm bank, sperm washing, infertility testing and bank and lab facilities in respect of IUF/IHF/IUH, invitro fertilization processes and its testing's.

7. To do the activity of blood banking, blood products, anti-sera, preparation, marketing, platelet fractioning, PVC, RBC, Plasma & other blood banking & blood products.

8. To do the act of scientific and technical studies for students doing research to obtain Post Graduate and Doctoral degree in Chemistry and sciences.

9. To do the act of setting up of pathological laboratory to carry on blood, urine, stool, T3/T4/, DNA, and /or other tests.

10. To do the activity of entering into contract, arrangement, or other dealings in the nature of technical, financial, marketing and managerial collaboration or otherwise for the efficient conduct of the company or any part thereof.

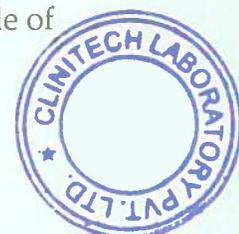
11. To deal in all apparatus and things required or capable of being used in connection with the generation, distribution, supply, accumulation and employment of medical technologies and equipment's.

12. To enter into partnership or into any arrangement for sharing profits, unions of interest, co-operation, joint venture, reciprocal concessions otherwise with any person or company carrying or engaged in or about to do the activity of the company or any part thereof.

13. To set up the clinic or otherwise to purchase or otherwise acquire lands, buildings, in any part of India, to accept lease thereof, to erect on land acquired by the Company buildings for clinic and for purposes of the company, to acquire, install and erect equipment, machinery, tools and appliances.

14. To do the activity of which this Company is authorized to carry on by means, or through the agency of , any subsidiary company or companies, and to enter into any arrangement with such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on or for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangements which may seem desirable with reference to any business or branch so carried on including power at any time and either temporarily or permanently to close any such branch or business.

15. To acquire, take over and undertake the whole or any part of business as a going concern along with all assets, liabilities, licenses, quotas, rights, entitlements for any person, firm or company; to enter into partnership or into any arrangements for sharing profits, union of interests, co-operations, joint ventures, reciprocal concessions or otherwise with any person or engage in, any business or transaction which this Company is authorised to carry or engage in or any business or transaction capable of



being conducted so as to directly or indirectly benefit this Company and to guarantee the contracts of or otherwise assist any such person or company and to take or otherwise acquire shares and securities of any such company and to sell, hold, re-issue with or without guarantee or otherwise deal with the same.

16. To do the activity of manufacturers, producers, exporters, importers, distributors, traders, merchants, dealers, selling agents, buying agents, repackers, buyers, wholesalers, retailers, supplier and stockiest of all kinds and varieties of surgical instruments and medical equipment's, diagnostic equipment's and instruments, medical kits, disposable and non-disposable needles, urine collecting bags, uro-bags, poly mask, oxygen tent, etalon catheters, resuscitation tubes, suction catheter, disposable and non-disposable syringes, epidural cannula, umbilical cannula, scalp vein sets, intravenous cannula, intra catheter, Colostomy kits, Ryle tubes, Levin's Tubes, infant feeding tubes, Remo vac sets, microscopes, echoscopes, blood administration sets, blood donor sets, medical containers, thermometers, plastic and aluminum collapsible tubes and disposable and non-disposables surgical instruments and kits.

17. To purchase or import, take on lease or in exchange, hire or otherwise acquire any movable or immovable property and any rights or privileges which the Company may think necessary or convenient for the purpose of its business and in particular any land, buildings, casements, machinery, plant and stock in trade.

18. To do the act of Tracking Patient Registration, OPD, Operations Theatre Management, Radiology Management, Laboratory Information Management, Patient Billing System, Records Management System, Management Information Reports etc.

19. To help medical offices gather and organize information necessary for managing a practice. This includes patient demographics, insurance coverage, diagnosis & treatment information, billing information, prescriptions and the management reports necessary to analyze and control this data. In addition to the information needs of any small business, medical offices also must meet the complex rules of highly regulated insurance companies. Many of our competitor's solutions are complex, requiring a dedicated software expert. This is not feasible for smaller medical offices.

20. To enter into, execute and fulfill all contracts, agreements and arrangements necessary or useful for any or all of the objects of the Company with any government, semi-government and local authorities or bodies corporate or business concerns in India or elsewhere for the purchase, sale & supply of goods, merchandise, stocks, shares, securities, movable articles & things and to provide services and consultancy of all type to them on such terms and conditions as the Board of Directors deem fit from time to time.

21. To repair, alter, convert, fabricate, produce, assemble, build, install, overhaul, import, export, buy, sell, hire, let on hire, lease, take on lease, design, develop, or otherwise, to act as agent, broker, supplier, turnkey supplier, job worker, distributor, stockist or otherwise to deal in all types, specifications, descriptions, modalities, capacities, applications and use of plants, machineries, tools, jigs, patterns, dies,


moulds, equipments, instruments, implements, apparatus & appliances, their parts, fittings, accessories, consumables made of ferrous & non ferrous materials for the purposes of carrying out any of the objects under these presents.

22. To sell, transfer, let on hire, dispose of or exchange any undertaking, division, branch, property, right, claim, or other beneficial interest of the Company or any part thereof for such consideration as the Company may think fit and to take or hold mortgages, liens, guarantees, sureties or secure payment of the sale price, or any unpaid balance of the sale price of any part of the Company's property of any kind sold by the Company, or any money due to the Company from buyers.

23. To make advances of such sum or sums of money upon or in respect of or for the purpose of raw films, materials, goods machinery, stores or any other property, articles and things required for the purposes of the Company upon such terms with or without security as the Company deem expedient.

24. To guarantee the performance of the obligations of and payment of dividends and interest on any stock, shares or securities of any company, corporation, firm or person in any case directly or indirectly to further the objects of the Company or the interests of the shareholders.

25. To receive money on deposit (other than public deposit) or loan and borrow any money in such manner as the Company shall think fit, and in particular by the issue or sale of debentures or debenture stock (perpetual or otherwise) to individuals, firms, companies, Government or Quasi Government authorities, or to whomsoever or as the Company may choose and to secure the repayment of any money borrowed, raised or owing, by mortgage, charge or lien upon the whole or any part of the Company's undertaking or upon all or any of the property or assets (whether movable or immovable) of the Company (both present and future) and the uncalled capital of the Company, or by the creation and issue, on such terms as may be thought expedient, of shares, bonds, debentures or debenture-stock (perpetual or otherwise), or other securities of any description and also by similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person, company, firm or body corporate of any obligation undertaken by the Company or any other person, company, firm or body corporate, as the case may be; provided, however, that the Company shall not do any banking business.

26. To guarantee the payment of money unsecured or secured by or payable under or in respect of promissory notes, bonds, debentures, debenture-Stock, contracts, mortgages, charges, obligations\instruments and securities of any company or any authority, supreme, municipal, local or otherwise or of any persons whomsoever, whether incorporated, and generally to guarantee or become surety for the performance of any contracts or obligations.


27. To invest funds or any monies of the Company for the time being surplus or not required for the time being for any of the purposes of the Company, from time to time in deposits, units, Government securities or in other securities including shares, bonds and debentures, whether secured or unsecured, and in the securities or in units of other mutual funds (subject always to applicable regulations) as may from time to time be determined by the directors and from time to time sell or vary such investments or otherwise deal with such investments as deemed appropriate and to execute all assignments, transfers, receipts and documents that may be necessary in that behalf.

28. To open, maintain, operate and close account or accounts with any individual, firm, or company or with any Bank and to pay into and to withdraw money from such account or accounts.

29. To draw, make, accept, discount, execute; endorse and issue bills of exchange and other promissory notes, bills of lading, warrants debentures and other negotiable or transferable instruments or securities.

30. To apply for, purchase or otherwise acquire and to protect, prolong and renew whether in India or elsewhere any patents, patent rights, copyrights, brevets, inventions, trademarks, designs, licenses, protections, concession and the like conferring any exclusive or non-exclusive or limited right to use any secret or other information as to any invention, process or privilege which may seem capable of being used for any of the purposes of the Company.

31. To initiate, apply for, promote and obtain any order, directive, instructions, regulations, ordinance or other authorization or enactment of any Government, State or Municipality, or any other authority for enabling the Company to put any of its objects to effect, or for effecting any modification or change in any of the Company's business or constitution; and to oppose any proceedings or applications which may seem to directly or indirectly prejudice the Company's business or interests.

32. To institute, conduct, defend, compound, settle, compromise or withdraw all action and legal proceedings before any judicial, quasi-judicial or administrative or arbitral tribunal in India and outside India, by or against the Company and its employees, officers, agents or in which the Company is interested or concerned, whether in its capacity as a trustee of a mutual fund or otherwise, and to levy execution or other proceedings for enforcement of any judgment or decree or order or award and, to 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 its 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 arbitration awards made thereon, and to do all acts, deeds, matters and things necessary or expedient to carry out or enforce the arbitration awards.


33. To procure registration or other recognition of the Company under the concerned/relevant laws or regulations of any other country and to do such other acts necessary for complying with the laws or regulations of India or such other country.

34. To reserve or to distribute as bonus shares to the members, or otherwise to apply, as the Board of Directors or the Company may deem fit from time to time, any monies received by way of premium on any shares, stock, debentures or debenture stock issued by the Company and any monies received in respect of forfeited shares and monies arising from the sale by the Company of forfeited shares or from accumulated or current profits or from any other reserves.

35. To acquire and undertake all or any part of the business, property and liabilities of any person or company carrying on business which this Company is authorised to carry on or possessed of property suitable for the purposes of the Company.

36. To take part in the supervision or control of the business or operations of any company or undertaking and for that purpose to appoint and remunerate any Directors, Accountants or other experts or agents.

#37. Subject to the provisions of the Companies Act, 2013 or any other enactments in force, to indemnify and keep indemnified members, officers, directors, agents and servants 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 and for any loss, damage, or misfortune whatever, and which may happen in execution of the duties of their office or in relation thereto.

38. To procure the recognition of the Company in or under the laws of any place in India or outside India.

39. To form, incorporate or promote any company or companies whether in India or in any foreign country, having amongst its or their objects the acquisition of all or any of the assets or control, management of the company which could or management of its business or the development of its properties or otherwise prove advantageous to the Company and to pay all or any of the costs and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or firm or Company in any manner it shall think fit for services rendered or to be rendered in obtaining subscriptions of or placing or assisting to place or to obtain subscriptions for or for guaranteeing the subscriptions of or placing of any shares in the capital of the Company or any bonds, debentures, obligations or securities of the Company or any stock, shares, bonds, debentures, obligations or securities of any other company which may have an interest in or about the formation of the Company or the conduct of its business or in or about the promotion or formation of any other Company in which the company may have any interest.

A handwritten signature in blue ink is written over a circular blue stamp. The stamp contains the text "CLINITECH LABORATORY PVT. LTD." around the perimeter and a small star in the center.

**#Amended vide special resolution passed by the members of the company at Extra-Ordinary General Meeting held on Monday, 24<sup>th</sup> July, 2023.**

40. To introduce a scheme of or enter into arrangements with employees for profit sharing or giving them rights or interest in the business and assets of the Company, either by issue of shares to them or held in trust on their behalf or in any other manner, and if thought fit to include participation in the control and management of the Company's business either by conferring the right to nominate one or more directors with or without special powers or otherwise.

41. To enter into any arrangements and to take all necessary or proper steps with Governments or with other authorities imperial, supreme, national, local, municipal or otherwise of any place in which the Company may have interests and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the Company or effecting any modification in the constitution of the Company or furthering the interests of its members and to oppose any such steps taken by any other company, firm or person which may be considered likely directly or indirectly to prejudice the interests of the Company or its members and to promote or assist the promotion, whether directly or indirectly, any legislation which may seem disadvantageous to the Company and to obtain from any such Government authority or any company any charters, contracts, which the Company may think it desirable to obtain and carry out, exercise and to comply with any such arrangements, charters, decrees, rights, privileges or concessions.

42. To adopt such means of making known the services and business of the Company as may seem expedient, and in particular by promoting exhibitions, advertising in the press, radio or television, or through any audio-visual means, or by publication of books, journals, magazines and periodicals or by such other means or media, and by granting prizes, awards and donations.

43. To undertake and execute any trust, the undertaking of which may seem to the Company desirable, either gratuitously or otherwise.

#44. Subject to the provisions of the Companies Act 2013, guidelines & rules of SEBI, or such other rules and regulations as are in force, to remunerate any person by way of commission, salary, fees, charges or otherwise for services rendered, or to be rendered, in placing of any of the shares on private placement basis in the Company's share capital or for any debentures or other securities issued by the Company from time to time.

#45. To make donations to such person or institutions either of cash or any other assets as may be thought directly or indirectly expedient subject to the provisions of the Companies Act, 2013.


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46. To communicate with Chambers of Commerce and other mercantile public bodies throughout the world and promote measures for the protection to trade, industry and persons engaged therein.

47. To create any reserve, sinking fund, insurance fund, or any other special fund whether for depreciation or repairing, improving extending or maintaining any property of the Company or for any other purpose conducive to interest of the Company.

48. To subscribe or guarantee money for national, charitable, benevolent, public, social, general utility object or for any exhibition.

49. To carry on the business either as principals, agents, lessors, trustees, contractors otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.

50. Subject to provision of the Act, to distribute all or any of the property of the Company amongst the members in specie or kind in the event of winding up of the Company.

51. To insure the Company fully or partly against any losses, damages, risks, accidents and liabilities of all kinds which may affect it whether in respect of its contracts, agreements, advances, securities, undertakings, properties, belongings goods, articles, guarantees and obligations or in respect of servants or employees of the company either by setting apart funds of the Company or by effecting appropriate insurances from time to time.

52. To recruit and hire necessary manpower for the Company and to provide for the welfare of the officers, employees, ex-officers and ex-employees of the Company and the wives, widows and families or the dependents or the connections of such persons, by way of buildings or contributing to the building of houses dwelling or chawls or any grant of money, pensions, allowances, bonus or other payments: or by creating and from time to time subscribing or contributing to provident or other associations, institutions, funds or trusts, and by providing or subscribing or contributing towards places of instructions, recreation, hospitals and dispensaries, medical and other attendance or assistance as the Company shall think fit and subscribe or contribute to assist or to guarantee money to charitable, benevolent, religious, scientific, nation public, or any other institutions and objects which shall have any moral or other claim to support or aid by the Company either by reason of location of operation or of public, and general utility or otherwise.

53. To pay all preliminary expenses of any company promoted, formed or incorporated by the Company or any company in which the Company is or may contemplate being interested and all or any part of the costs and expenses in connection with any business or property acquired by the Company.

54. To vote upon in respect of any shares, securities, bonds, notes, other evidence, interest or applications of any corporations, trusts, associations or concerns whether or not affecting the security or the apparent security of the trust property or the purchase or sale or lease of the assets of any such corporation, trust, association or concern and to enter into or establish any voting trusts in respect of any shares, securities or property and to appoint, remove and replace any voting trustee with specific power to the trustee to appoint themselves as voting trustee either jointly with other(s) or not as they in their absolute discretion shall deem fit, to deposit any such shares, securities or properties in any voting trustee or with any depository thereby and to give proxies or power of attorney with or without power for substituting or for voting or acting on behalf of the trustees as the owners of any such property.

55. To invite and receive or without any such invitation receive any gifts of immovable and movable property, including shares or other securities of the Company, and offering of voluntary donations or bequests and legacies, including shares or other securities of the Company, either from the shareholders or from any other person for all or any of the objects of the company with or without any special conditions provided such receipts or the conditions attached are not inconsistent with or derogatory to any of the objects of the Company. Subject to any such conditions as aforesaid, all such gifts, donations, grants, offering, legacies and bequests including lands, buildings and other immovable properties shall be treated as forming part of the properties of the Company and applied accordingly.

56. To carry on any of the objects specified above, whether within or outside India and whether by itself or through an agent/representative in India or outside India or through joint ventures in India or outside India or by forming any subsidiary by itself or along with other/others in India or outside India or by a strategic alliance.

#IV. The liability of member(s) is limited and this liability is limited to the amount unpaid, if any, on shares held by them.

\*\*\*V. The Authorised Share Capital of the Company is INR 1,50,00,000 (Indian Rupees One Crore Fifty Lakhs Only) divided into 15,00,000 (Fifteen Lakhs) Equity Shares of INR 10 (Indian Rupees Ten Only) each.

**\*Altered vide Ordinary Resolution passed in the Extra Ordinary General Meeting of the Company held on 26<sup>th</sup> March, 2018.**

**\*\*Altered vide Ordinary Resolution passed in the Extra Ordinary General Meeting of the Company held on 28<sup>th</sup> February, 2019.**

**#Amended vide special resolution passed by the members of the company at Extra-Ordinary General Meeting held on Monday, 24<sup>th</sup> July, 2023.**


We, the several persons whose names, addresses and descriptions are hereunder 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 to our respective names:

Names, addresses, descriptions and occupations of subscribers	No. of Shares taken by each subscriber	Signature of Subscriber	Signature, names, addresses, descriptions and occupations of witnesses
<p>Mr. Jagdish Umakant Nayak S/o Umakant Nayak</p> <p>902 Madhuban CHS, Sector 6, Airoli, Navi Mumbai – 400708.</p> <p>Occ - Business</p>	5,000	Sd/-	<p><u>Witness to both the Signatures</u></p> <p>Kumudini S. Paranjpe D/o Sudhakar Paranjpe 1-2, Shilpali CHS, Gokhale Cross Road, Near Top Liner, Mulund [East], Mumbai - 400081.</p> <p>Occ- Practising Company Secretary C.P No. – 6690</p>
<p>Mrs. Jyoti Jagdish Nayak W/o Jagdish Umakant Nayak</p> <p>902 Madhuban CHS, Sector 6, Airoli, Navi Mumbai – 400708.</p> <p>Occ – Business</p>	5,000	Sd/-	Sd/-
<b>Total</b>	<b>10,000</b>		

Dated this 4<sup>th</sup> Day of March, 2010.

*[Handwritten Signature]*

