

**NOTICE**

Notice is hereby given that an Extra - Ordinary General Meeting (bearing No. 1/2021 - 2022) of the members of Medi Assist Healthcare Services Limited will be held on Wednesday, 07th April, 2021 at 17:00 Hrs. at the Registered Office of the Company at #Tower D, 4th Floor, IBC Knowledge Park, 4/1, Bannerghatta Road, Bangalore - 560029 to transact the following business at a shorter notice:

**SPECIAL BUSINESS**

**1. Sub-division of equity shares.**

To consider and if thought fit to pass, with or without modifications, the following resolution as a **Special Resolution**:

**“RESOLVED THAT**, pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 including the rules framed thereunder, and in accordance with the Memorandum and Articles of Association of the Company and any other approvals, consents, permissions and sanctions, if any, required from any competent authority, consent of the members of the Company be and is hereby accorded to sub-divide each fully paid up equity share of the nominal value of ₹ 10 (Rupees Ten Only) each in the capital of the Company, into 2 (Two) equity shares of ₹ 5 (Rupees Five Only) each fully paid up and all the fully paid up equity shares of ₹ 10 (Rupees Ten Only) each of the Company, be subdivided accordingly with effect from the record date being 07<sup>th</sup> April, 2021 (“record date”).

**RESOLVED FURTHER THAT** pursuant to the sub-division of the equity shares of the Company, all the issued, subscribed and paid up equity shares of nominal value of ₹ 10 (Rupees Ten Only) of the Company, existing as on the record date shall stand subdivided into equity shares of nominal value ₹ 5 (Rupees Five only) each, fully paid up.

**RESOLVED FURTHER THAT** upon sub-division of equity shares of the Company as aforesaid, the number of sub-divided equity shares to be credited to the respective beneficiary accounts of the shareholders with the depository participants, in lieu of the existing credits representing the equity shares before sub-division.

**RESOLVED FURTHER THAT** Dr. Vikram Jit Singh Chhatwal and Mr. Satish V N Gidugu, Whole-time Directors of the Company and Ms. Megha Matoo, Chief Compliance Officer and Company Secretary be and are hereby severally authorized to do all the acts, deeds and things which are necessary to give effect to the above resolution, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**Medi Assist Healthcare Services Limited**

( Formerly known as Medi Assist Healthcare Services Private Limited )

CIN – U74900KA2000PLC027229

**Registered Office** : Tower “D”, 4<sup>th</sup> Floor, IBC Knowledge Park, 4/1, Bannerghatta Road, Bengaluru - 560 029.

Phone : +91 - 80 - 4423 4423. Email : info@mahs.in web : www.medibuddy.in



## 2. To approve alteration in memorandum of association- sub-division of equity share capital

To consider and if thought fit to pass, with or without modifications, the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 13 and 61 of the Companies Act, 2013 and the rules made thereunder (including any amendments, statutory modification(s) or re-enactment thereof, for the time being in force, the **“Companies Act, 2013”**) and all other applicable provisions, if any, the authorized share capital of the Company of Rs. 45,35,00,000 (Rupees Forty Five Crores and Thirty Five Lakhs) divided into 4,53,50,000 (Four Crores and Fifty Three Lakhs and Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten) each, be and is hereby sub-divided to Rs. 45,35,00,000 (Rupees Forty Five Crores and Thirty Five Lakhs) divided into 9,07,00,000 (Nine Crores and Seven Lakhs) Equity Shares of Rs. 5/- (Rupees Five) each.

**RESOLVED FURTHER THAT** pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, the existing Clause V of the Memorandum of Association of the Company be substituted with the following new Clause:

V. The Authorised Share Capital of the Company is Rs. 45,35,00,000 (Rupees Forty Five Crores and Thirty Five Lakhs) divided into 9,07,00,000 (Nine Crores and Seven Lakhs) Equity Shares of Rs. 5/- (Rupees Five) each.

**RESOLVED FURTHER THAT** Dr. Vikram Jit Singh Chhatwal and Mr. Satish V N Gidugu, Whole-time Directors of the Company and Ms. Megha Matoo, Chief Compliance Officer and Company Secretary be and are hereby severally authorized to do all the acts, deeds and things which are necessary to give effect to the above resolution, including filing of the necessary forms with the Registrar of Companies, Karnataka.”

## 3. Approval for Bonus Issue of Equity Shares to existing shareholders

To consider and if thought fit to pass, with or without modifications, the following resolution as a **Special Resolution**:

**RESOLVED THAT** pursuant to the provisions of Sections 63 and 123(5) of the Companies Act, 2013 and the rules made thereunder (including any amendments, statutory modification(s) or re-enactment thereof, for the time being in force, the **“Companies Act, 2013”**) and all other applicable provisions, if any, and subject to such approvals, permissions and sanctions as may be necessary and further subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, the consent of the members be and is hereby accorded to issue equity shares of the Company of the face value of ₹ 5/- (Rupees Five only) each (**“Equity Shares”**), by capitalising a sum not exceeding ₹ 34,39,24,250 (Rupees Thirty Four Crores Thirty Nine Lakhs Twenty Four Thousand Two Hundred And Fifty only) out of the Securities Premium Account of the Company for the issue of 6,87,84,850 (Six Crore Eighty Seven Lakhs Eighty Four Thousand Eight Hundred and Fifty) Equity Shares credited as fully paid (hereinafter referred to as the **“Bonus Shares”**) to the members in the proportion of 925 (Nine Hundred and Twenty Five) Equity Shares for every 1 (One) Equity Share held by them on the Record Date being 07<sup>th</sup> April, 2021 (**“Record Date”**) and that the Bonus Shares so distributed shall, for all purposes, be treated as an increase in the nominal amount in the Capital of the Company held by the members of the Company.



*[Handwritten signature]*

**RESOLVED FURTHER THAT**, the Bonus Shares so issued/ allotted shall be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects with the existing fully paid up Equity Shares of the Company as at the Record Date.

**RESOLVED FURTHER THAT**, pursuant to the aforesaid sub-division of equity shares and issue of bonus shares, the Board be and is hereby authorized to make appropriate adjustments on issue of bonus shares as aforesaid, to the outstanding options granted to the employees of the Company under Employee Stock Option Scheme, 2013 of the Company pursuant to the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and/or Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and amendments thereto from time to time, such that the exercise price for all outstanding options as on the record date (vested and unvested options, including lapsed and forfeited options available for reissue) shall be proportionately adjusted and the number of options which are available for grant and those already granted but not exercised as on 'record date' shall be appropriately adjusted.

**RESOLVED FURTHER THAT** pursuant to the aforesaid sub-division of equity shares and issue of bonus shares, the total exercisable Employee Stock Options shall stand revised to not more than 36,26,216 (Thirty Six Lakhs Twenty Six Thousand Two Hundred and Sixteen) equity shares of face value ₹ 5/- (Rupees Five only) each under the Employee Stock Option Scheme, 2013 ("ESOP Scheme") and that ESOP Scheme shall stand modified to this effect.

**RESOLVED FURTHER THAT** Dr. Vikram Jit Singh Chhatwal and Mr. Satish V N Gidugu, Whole-time Directors of the Company and Ms. Megha Matoo, Chief Compliance Officer and Company Secretary be and are hereby severally authorized to do all the acts, deeds and things which are necessary to give effect to the above resolution, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**By the Order of the Board  
For Medi Assist Healthcare Services Limited**



**Date: 07<sup>th</sup> April, 2021**

**Place: Bangalore**

**Megha Matoo,  
Chief Compliance Officer and Company Secretary  
Membership No: F10665  
Address: #26, Indian Express Layout  
Vidyaranyapura Post Bangalore 560097**

**NOTES:**

- A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be member. A person can act as a proxy on behalf of members not exceeding 50 (Fifty) and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the company carrying voting rights, then such proxy shall not act as a proxy for any other person or member.
- The instruments of form in order to be effective, should be deposited at the registered office of the company, duly completed and signed, not less than Forty Eight hours before the commencement of the meeting.
- A proxy form (MGT-11) is sent herewith. The meeting is being convened at shorter notice with the consent of the members by virtue of the proviso to section 101(1) of the Companies act, 2013.
- Corporate Members are requested to send duly certified true copies of Board Resolution, pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote at the Extra - Ordinary General Meeting.
- The explanatory statement pursuant to section 102 of the Companies Act, 2013, in respect of the special business is annexed hereto.
- All documents referred to in the notice or in the accompanying explanatory statement are available for inspection by members on all working days, except Sundays and public holidays, during the business hours of the Company prior to the date of the Extra-ordinary general meeting and will also be available for inspection at the meeting.
- The Notice is being sent to all the Members whose names appear in the records of the Company as on **07<sup>th</sup> April, 2021**.
- Participation through electronic mode is not available.
- Members are also requested to confirm their email ID, or otherwise notify changes in the email ID, if there is any to which the Company could forward all communications, notices and copies of accounts. Members are requested to immediately inform the Company of their change of address.
- All documents referred to in the accompanying Notice and the Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Extra-ordinary General Meeting of the Company.

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**ANNEXURE TO NOTICE:**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO. 1**

Section 61 of the Companies Act, 2013 provides that a limited company having a share capital may, if so authorized by its articles of association, with the consent of its members in its general meeting, sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the memorandum.

Article 4 of the articles of association empowers the Company to increase or reduce its capital and to divide the shares in the capital into several classes with rights, privileges or conditions, as may be determined.

For the purposes as stated hereinabove, it is recommended by the Board that each fully paid up equity share of the nominal value of ₹ 10 (Rupees Ten Only) each in the capital of the Company, into 2 (Two) equity shares of ₹ 5 (Rupees Five Only) each fully paid up and all the fully paid up equity shares of ₹ 10 (Rupees Ten Only) each of the Company, be subdivided accordingly with effect from the record date being 07<sup>th</sup> April, 2021.

None of the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except to the extent of their shareholding in the Company.

The Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval by the shareholders.

**ITEM NO. 2**

Pursuant to the resolution to be passed for sub-division of the nominal value of the equity shares of the Company from ₹ 10 (Rupees Ten only) to ₹ 5 (Rupees Five only), the Memorandum of Association of the Company needs to be amended to reflect the change in nominal value of the equity shares.

The existing Clause V of the Memorandum of Association of the Company be substituted with the following new Clause:

- V. The Authorised Share Capital of the Company is Rs. 45,35,00,000 (Rupees Forty Five Crores and Thirty Five Lakhs) divided into 9,07,00,000 (Nine Crores and Seven Lakhs) Equity Shares of Rs. 5/- (Rupees Five) each.

The copy of the altered Memorandum of Association is attached as Annexure-A to this Notice.

None of the Directors, key managerial personnel and relatives of Directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 2 of the Notice, except in the ordinary course of business.

*Handwritten signature*



The Board recommends the Special Resolution set out at Item No. 2 of the Notice for approval by the shareholders.

### ITEM NO. 03

The Company has the balance in the Security Premium Account of Rs. 566.80 million. With a view to capitalize the Security Premium Account and to rationalize the capital structure, Board of Directors in its meeting held on 07<sup>th</sup> April, 2021 have proposed to issue bonus shares by capitalising a sum of ₹ 34,39,24,250 (Rupees Thirty Four Crores Thirty Nine Lakhs Twenty Four Thousand Two Hundred And Fifty only) out of the Securities Premium Account of the Company and set free for distribution amongst the members by the issue of 6,87,84,850 (Six Crore Eighty Seven Lakhs Eighty Four Thousand Eight Hundred and Fifty) Equity Shares credited as fully paid up (hereinafter referred to as the "Bonus Shares") to the members in the proportion of 925 (Nine Hundred and Twenty Five) Equity Shares for every 1 (One) Equity Share held by them on the Record Date being 07th April, 2021 ("Record Date").

As per the provisions of Sections 63 of the Companies Act, 2013, approval of the shareholders is required to be accorded for issuance of Bonus Shares to the members of the Company by way of passing a Special Resolution.

The sub division of equity shares and issue of Bonus Shares inter alia, requires appropriate adjustments to the outstanding options granted to the employees of the Company under Employee Stock Option Scheme, 2013 of the Company pursuant to the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and/or Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and amendments thereto from time to time, such that the exercise price for all outstanding options as on the record date (vested and unvested options, including lapsed and forfeited options available for reissue) shall be proportionately adjusted and the number of options which are available for grant and those already granted but not exercised as on 'record date' shall be appropriately adjusted.

Pursuant to the aforesaid sub-division of equity shares and issue of bonus shares, the total exercisable Employee Stock Options shall stand revised to not more than 36,26,216 (Thirty Six Lakhs Twenty Six Thousand Two Hundred and Sixteen) equity shares of face value ₹ 5/- (Rupees Five only) each under the Employee Stock Option Scheme, 2013 ("ESOP Scheme") and that ESOP Scheme shall stand modified to this effect.

The issue of Bonus shares by capitalization of share premium account is authorised by the existing Articles of Association of the Company in conformity with the Companies Act, 2013.

Accordingly, the Directors recommend the matter and the resolution set out under Item no. 3 for the approval of the Members by way of passing a Special Resolution.



None of the Directors, key managerial personnel and relatives of Directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 3 of the Notice, except to the extent of their respective shareholding in the Company.

By the Order of the Board  
For Medi Assist Healthcare Services Limited



Date: 07<sup>th</sup> April, 2021

Place: Bangalore

Megha Matoo,  
Chief Compliance Officer and Company Secretary  
Membership No: F10665  
Address: #26, Indian Express Layout  
Vidyaranyapura Post Bangalore 560097

ATTENDANCE SLIP

EXTRA-ORDINARY GENERAL MEETING (BEARING NO. 1/2021 - 2022) OF THE MEMBERS OF MEDI ASSIST HEALTHCARE SERVICES LIMITED ON WEDNESDAY, 07th April, 2021 AT 1700 HRS. AT THE REGISTERED OFFICE OF THE COMPANY AT TOWER "D", 4<sup>TH</sup> FLOOR, IBC KNOWLEDGE PARK, 4/1, BANNERGHATTA ROAD, BANGALORE - 560 029.

CIN	U74900KA2000PLC027229
Name of the Company	MEDI ASSIST HEALTHCARE SERVICES LIMITED
Office	"TOWER "D", 4 <sup>TH</sup> FLOOR, IBC KNOWLEDGE PARK, 4/1, BANNERGHATTA ROAD, BANGALORE - 560029".

Regd. Folio No. \_\_\_\_\_ / DP ID \_\_\_\_\_ Client Id / Ben. A/C \_\_\_\_\_ No. of shares held \_\_\_\_\_

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company and hereby record my presence at the Extra - Ordinary General Meeting (bearing No. 1/2021 - 2022) of the Company to be held on Wednesday, 07th April, 2021 at 1700 Hrs. at the Registered Office of the Company at #Tower D, 4th Floor, IBC Knowledge Park, 4/1, Bannerghatta Road, Bangalore - 560029.

\_\_\_\_\_  
Member's/Proxy's name in Block letters

\_\_\_\_\_  
Member's/Proxy's Signature

Note: Please fill this attendance slip and hand it over at the entrance of the hall.

MGT-11

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014

Name of the Member(s) : .....  
Registered Address : .....  
E-mail id : .....  
Folio No. / Client ID No.: ..... DP ID  
No.....

I/ We, being the member(s) of \_\_\_\_\_ hereby appoint

1. Name:.....  
E-mail .....  
Address:.....  
Signature .....

Or failing him

2. Name:.....  
E-mail .....  
Address:.....  
Signature.....

Or failing him

3. Name:.....  
E-mail .....  
Address:.....  
Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra - Ordinary General Meeting (bearing No. 1/2021 - 2022) of the Company to be held on Wednesday, 07th April, 2021 at 1700 Hrs. at the Registered Office of the Company at #Tower D, 4th Floor, IBC Knowledge Park, 4/1, Bannerghatta Road, Bangalore - 560029 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. Sub-division of equity shares
2. To consider and approve alteration to the memorandum of association - sub division of equity share capital
3. Approval for Bonus Issue of Equity Shares to existing shareholders

Signed this \_\_\_\_ day of \_\_\_\_\_ 2021

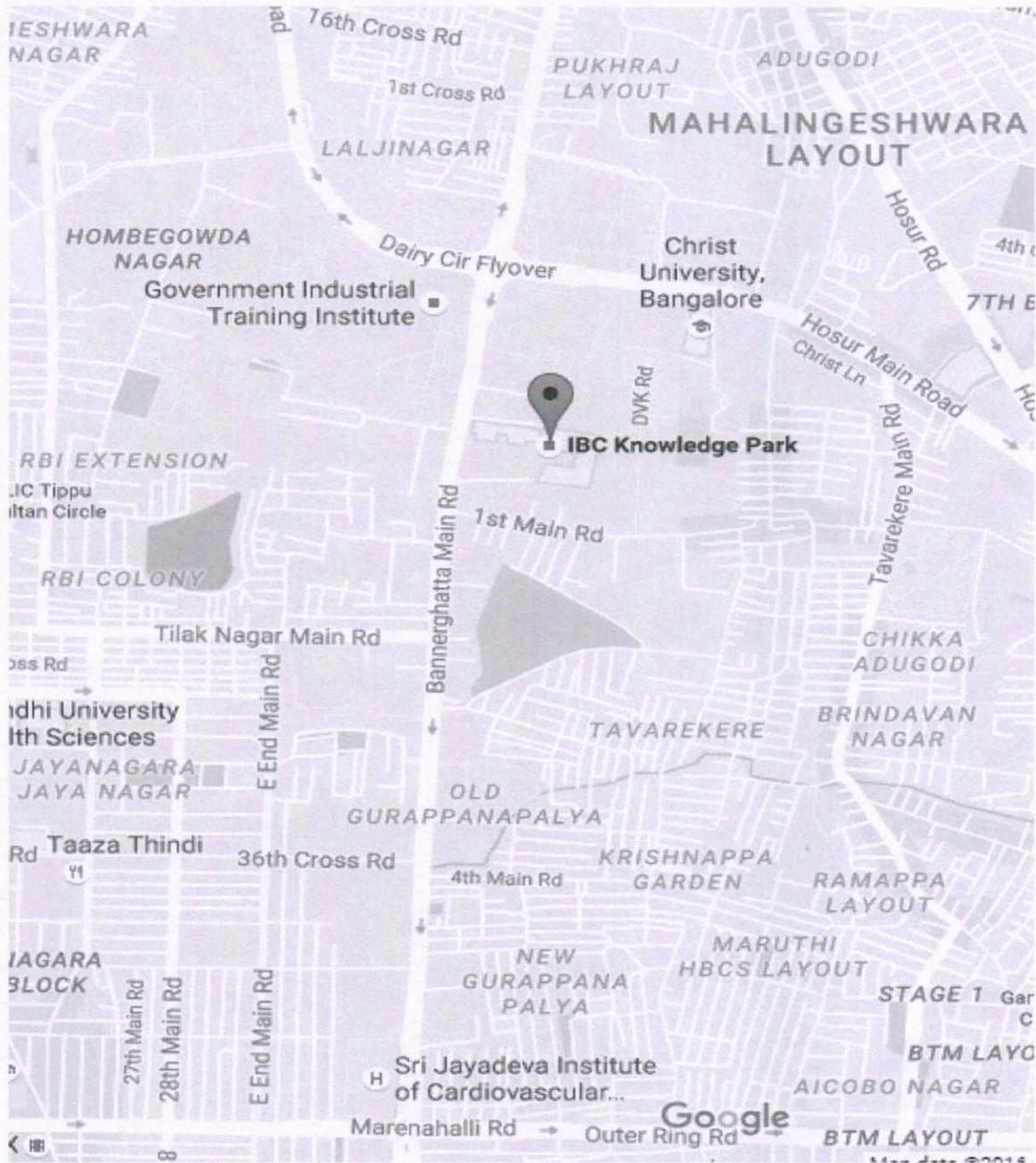
\_\_\_\_\_  
Signature of shareholder

\_\_\_\_\_  
Signature of Proxy holder(s)

Affix  
Revenue  
Stamp

NOTE: This Form in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ROUTE MAP



## MEMORANDUM OF ASSOCIATION

OF

### MEDI ASSIST HEALTHCARE SERVICES LIMITED

(Formerly known as Medi Assist Healthcare Services Private Limited)

- I. <sup>1</sup>The name of the Company is "Medi Assist Healthcare Services Limited".
- II. The Registered office of the Company will be situated in the State of Karnataka.
- III. (A)THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:
  1. <sup>2</sup>To run, own, manage, and administer, diagnostic centers, scan centers, nursing homes, hospitals, clinics, dispensaries, maternity homes and child welfare, pathological testing laboratories, diagnostic imaging clinics in India and abroad. To carry on the business of Health Plan administration, Health benefit administration, Pharmacy benefits administration, Disease Management and drug distribution whether in India or abroad and to carry on the business as manufacturers, designers, repairers, buyers, sellers, resellers, importers, exporters, dealers, distributors, agents and marketers of materials, accessories, spares, tools, equipments and chemicals required in laboratories, pharmaceutical, diagnostic centers and other industries and research institutions. To manufacture, design, construct, prepare, fabricate, install, equip, maintain, run, repair, hire, to let on hire, buy, sale, resale, import, export and to act as dealer, distributors, agents and maker of all kinds of laboratory, industrial and non industrial instruments, equipments and its accessories including those required for testing, sell, controlling, production and for any other activity.
  2. To act as consultant and advisers providing technical know- how, technical services and allied service for the establishment, operation and improvement of hospitals, clinics, medicals Institutions, medical centers, diagnostic centers and laboratories in India and abroad and to act as advisers, consultants and/or intermediaries for providing support services relating to health Insurance, by setting up help desks at hospitals or by any other mode for helping individuals, Companies, Firms, or any organizations for faster claim settlements, educating them with the process of Insurance claims, resolving their grievances and/or queries and such other support services as may be required by them.
  3. <sup>3</sup>Deleted
  4. Deleted

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<sup>1</sup> a. The name of the Company was amended from Net logistics Private Limited to Medi Assist Healthcare Services Private Limited vide special resolution passed at the Extra Ordinary General Meeting of the shareholders of the Company held on October 15, 2012.

b. The name of the Company was amended from Medi Assist Healthcare Services Private Limited to Medi Assist Healthcare Services Limited vide special resolution passed at the Extra Ordinary General Meeting of the shareholders of the Company held on February 27, 2018.

<sup>2</sup> Clauses 1 and 2 have been inserted vide special resolution passed at the Extra Ordinary General Meeting of the shareholders of the Company held on October 15, 2012.

<sup>3</sup> Clauses 3 & 4 have been deleted vide special resolution passed at the Extra Ordinary General Meeting of the Shareholders of the Company held on February 18, 2013.

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

1. To manufacture, buy, sell, export, import and deal in computers, hardware, software, electronic items and to render computer related services of all kinds.
2. To act as consultants in the field of software development and application in all its" branches.
3. To act as intermediaries in the fields of transfer of technology, educational programs, courses, syllabus, educational aids and material in any medium, professional training, dissemination of knowledge and information in all its forms between organisation, Indian and International.
4. To set up training centres / institutes in the field of computer software, hardware and allied technologies.
5. To design, manufacture, produce, process, develop, re-condition, alter, repair, improve, fabricate, buy deal in, import, export or consult for plants, machineries, sub assemblies, machines, parts, tools, jigs, gauges, instruments, appliances, components, controlling and communication equipments, computers of all kinds, information systems, data processing equipments, peripheral equipments such as printers, tape -drives, etc., integrated circuits, miniature circuits, accessories finished and semi-finished electronics and engineering products for software, hardware, industrial, agricultural or domestic use.
6. To acquire from any person, firm or body corporate incorporated whether in India or elsewhere, technical information, know-how, process engineering, manufacturing and operating data, plans, layouts and blue prints useful for the design, erection and operation of equipments and systems required for any business of the Company and to acquire any grant or license and other rights and benefits in the foregoing matters and things.
7. To acquire and undertake all or any part of the business property and liabilities of any person, firm or association of persons or Company carrying on or proposing to carry on business which the Company is authorized to carry on.
8. To promote any Company or companies having similar objects for the purpose of acquiring all or any of property, right and liabilities of the Company.
9. To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture or reciprocal concession, or for limiting competition with any individual, person or Company carrying on or engaged in, or about to carry on or engage in, any business or transaction which the Company is authorised to carry on.
10. To purchase, acquire or undertake or take over the whole or any part of the business, profession, goodwill, property, contracts, agreements, rights, privileges, effects and liabilities of any person, firm or Company carrying on or proposing to carry on or passing to carry on business, profession or activity which the Company is authorised to carry on or a Company possessed of property or rights suitable for the purpose of the Company and upon such terms and subject to such stipulations and conditions and at or for such price or consideration (if any) in money, shares, debentures, moneys worth or otherwise as may be deemed fit.

11. To take or otherwise acquire and hold shares in any other Company having similar objects.
12. To enter into a collaboration agreement with a person, firm, Company or a body in or outside India with or without or to take or otherwise acquire and hold shares in any other Company having similar objects equity participation with or without repatriation benefits for obtaining or supply of technical know-how and/or technical and/or administrative services inside or outside India in the form of royalty or lump-sum payment subject to the provisions of. Foreign Exchange Regulation Act, 1973 or similar or other statute for the time being in force or the directives of Government of India issued from time to time in this regard.
13. To enter into agreement or partnership or joint venture or collaboration for the business or its development/ expansion with any party, either Indian or Foreign and to pay in cash or in shares of the Company or in both for consideration of such arrangement/s.
14. To take part in management, supervision and control of business or operations of any Company or undertake having similar objects and for that purpose to appoint and remunerate any directors, trustees, accountants or other experts.
15. To buy, take on lease or license or otherwise to acquire lands and to acquire in any manner or to construct, erect, re-erect, alter, build, renovate, decorate, maintain roads, streets, factories, sheds, buildings, flats, houses, shops, showrooms, offices, ware houses, mid-floor landing tents and other temporary or permanent structures for the purpose of the business of the Company and to demolish, re-erect and/or to alter or otherwise deal with land and buildings in possession or belonging to the Company or in respect of which the Company has power in any manner to deal with.
16. To borrow or raise money or secure the payment of money or to receive money on deposits, whether as secured loans and /or unsecured loans with or without interest, with or without right to convert such borrowed monies into shares of this or any other Company or otherwise in such manner as the Company may think fit and proper and in particular by the issue of debentures, debenture stock, bonds, either convertible into shares of this or any other Company or otherwise, or perpetual debenture annuities, and in security of any such money so borrowed or received, to mortgage, pledge or charge the whole or any part of the property, assets, or revenues of the Company, present or future, including its uncalled capital, by special assignment or otherwise or to transfer or convey the same, absolutely or to create interest and to give the lenders power of sale and other powers as may deem expedient and to purchase, redeem or pay-off any such loans, debentures, debenture stock, bonds, deposits, subject to payment of principal and interest in a manner to be stipulated in relation to issue of such debenture, debenture stock, bonds or acceptance of such loans, deposits and subject to the provision of law in this regard.
17. To lend, advance, invest or otherwise employ the money belonging to or entrusted to the Company in or upon securities or shares or other movable or immovable property with or without security, upon such terms and conditions as may be thought proper and from time to time vary such transactions and investments in such manner as may be proper and to give guarantees to third parties in respect of sums borrowed by any individual firm, body corporate, any other entity provided that the Company shall not carry on the business of banking as defined by the Banking Regulation Act, 1949.

18. To apply for, purchase or by any other means acquire, protect, prolong, renew and to exercise, develop, grant, licenses in respect of and to sell, let or otherwise turn to account any inventions, licenses, concessions, rights or privileges, belongings to the Company or which it may acquire or any interest in the same, to apply for, take out and register any patent or patents or copyrights for any invention or inventions or development or developments or obtain exclusive or other privileges in respect of the same in any part of the world.
19. To search for and to purchase or otherwise acquire from any Government, state or other authority any license, lease/s, concessions, grants, quota rights, decrees, rights, power and privileges whatsoever as may seem to the Company capable of being turned to account and work, develop, carry out, exercise and turn to account the same.
20. To procure the recognition of the Company in any country, state or place and to establish and regulate agencies for the purpose of the Company's business and to apply or join in applying to any parliament, legislature, government, local, Municipal, authority or body Indian or foreign for any Acts of Parliament, laws resolutions, decrees, concessions, orders or privileges that may seem conducive to the attainment of the Company's objects and to oppose any proceeds or applications which may seem calculated directly or indirectly to be prejudicial to the interests of the Company or which may affect the Company's interests.
21. To apply for, purchase, or otherwise acquire, any patents, secrets, inventions, licenses, concessions and the like conferring any exclusive or non exclusive or limited rights to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly, or indirectly to benefit the Company, and to use, exercise, develop, or grant licenses in respect of or otherwise turn to account the property, rights or information so acquired.
22. To enter into negotiations with foreign companies and other persons and acquire by grant purchase, lease, barter, licence or other terms formulae, process and other rights and benefits and to obtain financial and/or technical collaboration, technical information, know how and expert advice.
23. To establish, provide, maintain and conduct or otherwise subsidise, research and to promote studies, investigations, invention and research both scientific and technical by owning, providing subsidising, endowing or assisting libraries, lectures, meetings and conferences and by providing the remuneration of scientific or technical professors, teachers or researchers and by providing for exhibitions and award of scholarships, prizes, grants, bursaries, loans and other financial assistance to students or independent students or otherwise and generally to encourage, promote and reward studies, researches, investigations, experiments, tests, and inventions of any kind that may be considered likely to assist any of the businesses which the Company is authorised to carry on.
24. To purchase, hire or otherwise acquire and maintain suitable buildings, ownership flats, apartments, furniture and other fittings for the purpose of achieving any of the objects for which the Company is established and to construct, alter or keep in repair any buildings, flats or premises required or used by or for the Company.

25. To sell, improve, manage, develop, exchange, loan, lease or let, under lease, sub-let, mortgage, dispose of, turn to account or otherwise deal with any property of the Company.
26. To invest surplus moneys in such manner as may from time to time be determined.
27. To borrow or raise any money required for the purpose of the Company upon such terms and in-such manner and on such securities as may be determined, and in particular by the issue of debentures or debenture-stock charged upon all, or any of the properties of the Company subject to regulations, if any, of Reserve Bank of India.
28. To subscribe to, become a member of, or otherwise acquire or hold shares in and co-operate with any other Company, firm or association whose objects are altogether or in part similar to those of the Company and to procure from any communicate to any such Company such information as may be likely to aid or assist in furtherance of the objects of the Company.
29. To remunerate any person or Company for services rendered or to be rendered in placing or assisting to place or guaranteeing placing of any shares, debentures or other securities of the Company.
30. To establish and support, or aid in the establishment and support of associations, institutions, funds or trusts calculated to benefit employees or ex-employees (including Directors) of the Company on the dependents or connections of such persons, and to grant pensions and allowances, to make payments towards insurance and to subscribe, donate or guarantee money for any charitable, patriotic or benevolent purposes or for any exhibition or for any public object.
31. To enter into any arrangement with any Government or authority supreme, municipal, local or otherwise that may seem conducive to the Company's objects or any of them, and to obtain from such Government or authority all Tights, concessions and privileges which the Company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
32. To pay the costs, charges and expenses preliminary and incidental to the formation, establishment and registration of the Company, and all expenses, which the Company may lawfully pay, having regard to the provisions of the Companies Act, 1956, for or incidental to the raising of money for the Company.
33. To sell, lease, let on hire, lend, grant licences, easements and other rights over and in any manner deal with, or dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares, debentures or securities of any other association or Company.
34. To establish a Trust or Trusts and/or appoint Trustees thereof from time to time and vest funds or any property in the Trustees who shall hold and deal with such funds or property in such manner as the Company may decide.
35. To undertake and execute any Trusts the undertaking of which may seem to the Company desirable.

36. To draw, make, accept, discount, execute and issue Bills of Exchange, Promissory Notes, Bills of Lading, Warrants, Debentures and other negotiable instruments or securities.
37. To advance, deposit with or lend money, securities and property on pledge, hypothecation, mortgage or otherwise to companies or individuals or receive loans or grants or deposits.
38. To open account or accounts either current or overdraft with any banker, bank, and to draw, make, accept, endorse, discount, execute, and issue cheques, promissory notes, hundies, bills of exchange, bill of lading, warrants, debentures, and other negotiable instruments in the course of the Company's business.
39. To negotiate loans, underwriting contract, mortgages, equity participation, cash credits, overdrafts and other financial facilities from banks, financial institutions, government or semi- government bodies and others or on behalf of companies, firms, societies, associations and others.
40. To establish offices or agencies, within or outside India and appoint agents in order to carry out the objects of the Company.
41. To accept gifts, bequests, devices and donations from members and others and to make gifts to members and others of money, assets and properties of any kind.
42. To promote, form and register and aid in the promotion, formation and registration of any Company or companies having similar objects for the purpose of acquiring all or any of the properties, rights and liabilities of this Company or attain any of the objects mentioned in this Memorandum and to transfer to any such Company any property of the Company, and to be interested in, or take or otherwise acquire, hold, sell otherwise dispose of shares, stock, debentures and other securities in any such Company, and to subsidise or otherwise assist any such Company, and to undertake the management or other work, duties and business of any such Company, on such terms as may be arranged.
43. To create any depreciation fund, reserve fund, sinking fund, insurance fund, or any special or other fund, whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company, or for redemption of debentures or redeemable preference shares, or for any other purpose whatsoever conducive to the interest of the Company.
44. To provide for the welfare of employees of ex-employees of the Company (including directors) and the wives and families, or the dependants or connections of such persons by building or contributing to the building of houses, dwellings or chawls, or by grants of money, pensions, allowances, bonus or other payments by creating and from time to time subscribing or contributing to provident and other funds, associations, institutions, or trusts and by providing or subscribing or trusts and by providing or subscribing or contributing towards places of instruction and recreation hospitals and dispensaries, medical .and other attendance and other assistance as the Company shall think fit and to subscribe or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or objects, which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation, or of public and

general utility or otherwise.

45. To adopt such means of making known the business activities of the Company as may seem expedient, and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publications of books and periodicals, and by granting prizes, rewards and donations.
46. To aid pecuniary or otherwise any association, body or movement, having for its object the solution, settlement or surmounting of industrial or labour problems or troubles or the promotion of industry or trade.
47. To remunerate the servants of the. Company and others, out of and in proportion to the profits of the Company, or otherwise apply, as the Company may from time to time think fit, any moneys received by way of premium on shares or 'debentures issued at a premium by the Company and any moneys received in respect of forfeited shares, and also any moneys arising from the sale by the Company of forfeited shares.
48. To distribute any of the properties of the Company amongst the members in specie or in kind, subject to the provisions of the Companies Act, 1956, in the event of winding up.
49. To employ experts to investigate and examine into the conditions, prospects, value, character and circumstances, of any business concerns and undertakings and generally of any assets, concessions, properties or rights.
50. To remunerate or make donations to (by cash or other assets, or by the allotment of fully or partly paid shares, or by a call or option on shares, debentures, debenture-stock or securities of this or any other Company, or in any other manner, whether out of the Company's capital, or profits, or otherwise) any person or persons for services rendered or to be rendered in introducing any property or business to the Company, or in placing or assisting to place or guaranteeing the subscription of any shares, debentures, debenture- stock or other securities of the Company, or for any other reason which the Company may think proper.
51. To procure the incorporation or other recognition of the Company, in any country, state of place, outside Indian and to establish and maintain local registers and branch place of business in any part of the world.
52. To stand as guarantors and be surety or answerable for the debts, or defaults of any person, firm or Company arising on contracts for payment or repayment of moneys or loans or the fulfilment of any obligations or performances by any such person, firm or Company and to enter into contracts of indemnity or guarantee with such terms and conditions as may seem necessary or expedient for effecting the same.
53. To donate, contribute, subscribe, promote, support or aid or otherwise assist or guarantee money to any charitable, benevolent, religious, scientific, national, public or other institutions, funds or objects of for any exhibition or for any public objects and to become a member of any business, trade, commercial and/or industrial association, institution or organisation for promotion of the Company's interest or otherwise.
54. To undertake, carry out, promote, sponsor or assist directly or in any other manner, any agri-business or other programmes including any programme for

promoting the social and economic development and welfare of or the uplift of, the public in any rural area.

55. To undertake, carry out, promote, sponsor or assist directly or in any other manner, any activity for the promotion and growth of the national economy and national welfare and to discharge what the Directors consider to be the social, and moral responsibilities of the Company to the consumers, employees, shareholders and to the public.
56. To do all and everything necessary suitable or proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporate bodies, firms or individuals and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid business or powers hereinbefore set forth, or any part or parts thereof, provided the same be not inconsistent with the laws of the Union of India.

(C) <sup>4</sup>[Deleted]

IV. The liability of the Members is limited.

V. <sup>5</sup> The Authorised Share Capital of the Company is Rs. 45,35,00,000 (Rupees Forty Five Crores and Thirty Five Lakhs) divided into 9,07,00,000 (Nine Crores and Seven Lakhs) Equity Shares of Rs. 5/- (Rupees Five) each.

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<sup>4</sup> Clause 3(C) was deleted vide special resolution passed at the Extra Ordinary General Meeting of the shareholders of the Company held on February 27, 2018

<sup>5</sup> (a) Authorised Capital of the Company was increased to Rs. 30,00,000 by virtue of ordinary resolution passed by the members at the Extra Ordinary General Meeting held on February 2, 2011.

(b) Clause V of the Memorandum of Association of the Company was altered from Rs. 30,00,000/- (Rupees Thirty Lakh) divided into 2,50,000 (Two Lakh Fifty Thousand) equity shares of Rs.10/- each and 50,000 (Fifty Thousand) preference shares of Rs.10/- to Rs. 30,00,000 (Rupees Thirty Lakh) divided into 2,50,000 (Two Lakh Fifty Thousand) equity shares of Rs. 10/- (Rupees Ten) each, 40,000 (Forty Thousand) Preference Shares of Rs. 10/- (Rupees Ten) each and 5 (Five) Series A Compulsorily Convertible Preference Shares of Rs. 20,000/- (Rupees Twenty Thousand) by virtue of special resolution passed at the Extra-ordinary General Meeting held on January 25, 2017.

(c) Clause V of the Memorandum of Association of the Company was altered from Rs. 30,00,000 (Rupees Thirty Lakh) divided into 2,50,000 (Two Lakh Fifty Thousand) equity shares of Rs. 10/- (Rupees Ten) each, 40,000 (Forty Thousand) Preference Shares of Rs. 10/- (Rupees Ten) each and 5 (Five) Series A Compulsorily Convertible Preference Shares of Rs. 20,000/- (Rupees Twenty Thousand) to Rs. 45,05,00,000 (Rupees Forty Five Crores and Five Lakhs) divided into 4,50,00,000 (Four Crores and Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each, 40,000 (Forty Thousand) Preference Shares of Rs. 10/- (Rupees Ten) each and 5 (Five) Series A Compulsorily Convertible Preference Shares of Rs. 20,000/- (Rupees Twenty Thousand) by virtue of ordinary resolution passed at the Extra-ordinary General Meeting held on March 12, 2018.

(d) Modified pursuant to the confirmation order approving the Amalgamation / Merger of M/s. Medybiz Services Private Limited with M/s. Medi Assist Healthcare Services Limited passed by the Hon'ble Regional Director, South Eastern Region, Hyderabad Bench vide its letter bearing reference no. No. 3(Karnataka)/CP No. 10/ RD(SER)/CAA-11/233/2019/5690 dated November 15, 2019. The Authorised Share capital of the Company stands increased from Rs. 45,05,00,000 (Rupees Forty Five Crores and Five Lakhs) divided into 4,50,00,000 (Four Crores and Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each, 40,000 (Forty Thousand) Preference Shares of Rs. 10/- (Rupees Ten) each and 5 (Five) Series A Compulsorily Convertible Preference Shares of Rs. 20,000/- (Rupees Twenty Thousand) to Rs. 45,35,00,000 (Rupees Forty Five Crores and Thirty Five Lakhs) divided into 4,52,00,000 (Four Crores and Fifty Two Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each, 1,40,000 (One Lakh Forty Thousand) Preference Shares of Rs. 10/- (Rupees Ten) each and 5 (Five) Series A Compulsorily Convertible Preference Shares of Rs. 20,000/- (Rupees Twenty Thousand) each.

(e) Clause V of the Memorandum of Association of the Company was altered from Rs. 45,35,00,000 (Rupees Forty Five Crores and Thirty Five Lakhs) divided into 4,52,00,000 (Four Crores and Fifty Two Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each, 1,40,000 (One Lakh Forty Thousand) Preference Shares of Rs. 10/- (Rupees Ten) each and 5 (Five) Series A Compulsorily Convertible Preference Shares of Rs. 20,000/- (Rupees Twenty Thousand) to Rs. 45,35,00,000 (Rupees Forty Five Crores and Thirty Five Lakhs) divided into 4,53,50,000 (Four Crores and Fifty Three Lakhs and Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten) each by virtue of Special resolution passed at the Extra-ordinary General Meeting held on March 15, 2021.

(f) Clause V of the Memorandum of Association of the Company was altered from Rs. 45,35,00,000 (Rupees Forty Five Crores and Thirty Five Lakhs) divided into 4,53,50,000 (Four Crores and Fifty Three Lakhs and Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten) to Rs. 45,35,00,000 (Rupees Forty Five Crores and Thirty Five Lakhs) divided into 9,07,00,000 (Nine Crores and Seven Lakhs) Equity Shares of Rs. 5/- (Rupees Five) each by virtue of ordinary resolution passed at the Extra-ordinary General Meeting held on \_\_\_\_\_.

