

**THE COMPANIES ACT, 2013
(COMPANY LIMITED BY SHARES)**

***ARTICLES OF ASSOCIATION
OF
***SCEPTRE MEDICAL (INDIA) LIMITED**

PRELIMINARY

1. Subject as hereinafter provided the Regulations contained in Table 'F' in the First Schedule to the Companies Act, 2013 shall apply to the Company except in so far as otherwise expressly incorporated herein below.

INTERPRETATION

2. (1) In these Regulations: -
- a) "Act" shall mean the Companies Act, 2013, and includes every statutory modification of re-enactment thereof for the time being in force and as amended from time to time and the relevant rules framed thereunder, as amended from time to time. The references to sections of the Act shall be deemed to mean and include references to sections enacted in modification or replacement thereof;
 - b) "Articles" shall mean the Articles of Association of the Company as amended, modified or supplemented from time to time;
 - c) "Auditors" means and includes those persons appointed as such for the time being by the Company;
 - d) "Board of Directors" or "Board" means the collective body of the Directors of the Company;
 - e) "Company" shall mean **Sceptre Medical (India) Limited**, a public Limited Company incorporated and existing under the provisions of the Act;
 - f) "Director" shall mean a director on the Board.
 - g) "Office" means the registered office for the time being of the Company.
- (2) Unless the context otherwise requires words or expressions contained in these Articles shall be the same meaning as in the Act, or any statutory modification thereof in force at the date at which these Articles become binding on the Company.
- (3) Words importing the masculine gender also include the feminine gender and words importing the singular number include where the context admits or requires the plural number and vice versa. Words importing persons shall include the Central or State Government Corporations, Corporate Bodies, firms, individuals, societies and other bodies whether incorporated or not. Subject as aforesaid any words or expressions defined in the Act except where it is repugnant to the subject or context shall bear the same meaning in these Articles.

3. The Authorized Capital of the Company shall be as per Capital clause of the Memorandum of Association of the Company with power to increase or reduce the capital of the Company and/or the nominal value of the shares and to divide the shares in the capital for the time being into several classed and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions with or without voting rights as may be determined by or in accordance with the Articles of Association of the Company or as may be decided by the Board of Directors or by the Company in the General meeting, as applicable, in conformity with the provisions of the Act, and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions and to consolidate or sub-divide the shares and issue shares of higher or lower denominations.
4. The shares shall be under the discretionary control of the Directors who may allot or otherwise dispose of the same, to such person at such time and on such term & conditions as they may in their absolute discretion think fit & proper.
5. Subject to the provisions of the Act and these Articles the Board may issue and allot shares in the Capital of the Company as payment or part payment for any property or assets of any kind whatsoever sold or transferred goods or machinery supplied services rendered to the Company in the conduct of its business or towards any other dues payable by the Company and any shares which may be issued as fully paid up or partly paid up or otherwise than for cash and if so issued shall be deemed to be fully paid-up or partly-paid up shares as the case may be.
6. The Company in general meeting may decide to issue fully paid up bonus share to the members if so recommended by the Board of Directors.
7. Each fully paid up share shall carry one vote.
8. Subject to the provisions of Section 55 and other applicable provisions of the Companies Act, 2013, the Board shall have the power to issue or re-issue preference shares of one or more classes which are liable to be redeemed, or optionally convertible or compulsorily convertible to equity shares, on such terms and conditions and in such manner as determined by the Board in accordance with the Act.
9. Variation of Shareholder's Rights: i. If at any time the share capital is divided into different classes of shares, rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of Sections 48 of the Act, these Articles and whether or not the Company is being wound up, be varied with the consent in writing of the holders of three fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate General Meeting of the holders of the shares of that class. To every such separate General Meeting, the provisions of these Articles relating to General Meeting shall, to the extent consistent, apply. ii. The rights conferred upon the holders of the shares of any class with preferred or other rights shall not, unless otherwise expressly provided by terms of the issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.
10. Certificate of Shares: Every Member shall be entitled, without payment, to one or more certificates for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as the Directors may from time to time determine) to several certificates, each for one or more of such shares and the Company shall complete and deliver such certificates within two months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within one month of the receipt of application of registration

of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be.

Provided always that notwithstanding anything contained in these Articles the certificate of title to shares may be executed and issued in accordance with such other provisions of the applicable laws, as may be in force for the time being and from time to time.

Every certificate of shares shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid-up thereon and shall be in such form as the directors may prescribe or approve, provided that in respect of a share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate and delivery of a certificate of shares to one of several joint holders shall be sufficient delivery to all such holder.

11. Subject to the provisions of Section 71 and other applicable provisions of the Companies Act, 2013, the Board shall have the power to issue debentures of one or more classes which are liable to be redeemed, or optionally convertible or compulsorily convertible to equity shares, on such terms and conditions and in such manner as determined by the Board in accordance with the Act.
12. Duplicate Share Certificate:(a) No certificate of any share or shares shall be issued either in exchange for those which are sub-divide or consolidated or in replacement of those which are defaced or torn or mutilated or old decrepit worn out or where the pages on the reverse for recording transfers have been duly utilized unless the certificate in lieu of which it is issued is surrendered to the Company. (b) Duplicate share certificates may be issued in lieu of those that are lost or destroyed or in replacement of those which are defaced mutilated torn old decrepit worn out with the prior consent of the Board or such authority as the Board may direct on such fees as the Board thinks fit not exceeding Rs. 20 per certificate and as agreed upon with the Exchange if any and on such reasonable terms if any as to evidence and indemnity the payment of out of pocket expenses incurred by the Company in investigating evidence as the Board may think fit. The duplicate share certificate shall be issued within timeframe prescribed in the Rules. (c) The Company shall make entry of such share certificates issued in the Register of Renewed and Duplicate Share Certificates in such manner and within such timeframe prescribed in the Rules.

LIEN

13. Subject to the provisions of Companies Act, 2013 the Company shall have a first and paramount lien upon all the shares (not being a fully paid up share) for all monies (presently payable) registered in the name of such member (whether solely or jointly with others) and upon the proceeds of sale thereof for his debts, liabilities and engagements (whether presently payable or not) solely or jointly with any other person, to or with the Company, whether the period for the payment, fulfilment or discharge thereof shall have actually lien or not and such lien shall extend to all dividends, from time to time, declared in respect of shares, subject to section 123 of the Companies Act 2013. The Board of Directors may at any time declare any shares to be wholly or in part exempt from the provisions of this clause.

CALLS ON SHARES

14. The Board of Directors may from time to time by a Resolution passed at a meeting of the Board make such calls as they think fit upon the members in respect of all monies unpaid (whether on account of the nominal value of the shares or by way of premium) on the shares held by them respectively and not by the conditions of all allotment thereof made payable at fixed times and each member shall pay the amount of every call so made on him to the persons and at the time

and place appointed by the Board of Directors. A call may be made payable by instalments. A call may be revoked or postponed at the discretion of the Board.

15. The Board of Directors may if it thinks fit agree to and receive from any member willing to advance the same all or any part of the amounts of their respective shares beyond the sum actually called up and upon the moneys so paid in advance.

TRANSFER OF SHARES

16. a) The instrument of transfer shall be in writing and all provisions of the Act and of any statutory modification thereof for the time being shall be duly complied with in respect of all transfer of shares and the registration thereof.

b) The instrument of transfer of any share shall be signed by or on behalf of both the transferor and the transferee and the transferor shall be deemed to remain the holder of such share until the name of the transferee is entered in the Register in respect thereof.
17. No transfer of shares shall be made or registered without the previous sanction of the Directors, except when the transfer is made by any member of the Company to another member or to a member's wife or child or children or his heirs. The Directors may decline to sanction the transfer subject to Section 58 of the Act.
18. The Directors may refuse to register any transfer of shares (1) where the Company has a lien on the shares or (2) where the shares are not fully paid up shares, subject to Section 58 of the Act.
19. Subject to Section 58 of the Act the Directors may in their discretion, refuse to register the transfer of any shares to any person, whom it shall, in their opinion, be undesirable in the interest of the Company to admit to membership.
20. Subject to Section 56 of the Act, every instrument of transfer, duly stamped must be accompanied by the certificate of share proposed to be transferred and such other evidence as the director may require.

TRANSMISSION OF SHARES

21. The executors or administrators and nominee or nominees of a deceased member shall be the only persons recognised by the Company as having any title to his share except in cases of joint holders in which case the surviving holder or holders or the executors or administrators of the last surviving holders shall be the only persons entitled to be so recognised but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share jointly held by him. The Company shall not be bound to recognise such executor or administrator unless he shall have obtained probate or letters of administration or other legal representation as the case may be from a competent court in India. Provided nevertheless that in case which the Board in its discretion considers to be special cases and, in such cases, only it shall be lawful for the Board to dispense with the production of probates or letters of administration or such other legal representations upon such terms as to indemnity publication of notice or otherwise as the Board may deem fit.
22. Any person becoming entitled to shares in consequence of the death lunacy bankruptcy or insolvency of any member or by any lawful means other than by a transfer in accordance with these presents upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided elect either to be registered himself as holder of the shares or to make such transfer of the shares as the deceased or insolvent

member could have made. In the event the successor elects to become a member of the Company he shall deliver or send a notice to the company in writing signed by him that he so elects. Such person may with the consent of the Board (which the Board shall not be under any obligation to give) upon producing such evidence that he sustains the character in respect of which he proposes to act under the Article or of his title as the Board of Directors think sufficient be registered as a member in respect of such shares or may subject to the regulations as to transfer hereinabove contained transfer such shares.

23. Every transmission of a share shall be verified in such manner as the Board may require and the Company may refuse to register any such transmission until the same be so verified or until or unless an indemnity be given to the Company with regard to such registration which the Board at their discretion shall consider sufficient provided nevertheless that there shall not be any obligation of the Company or the Board to accept any indemnity.
24. The Company shall incur no liability or responsibility whatever in consequence of its registering or giving any effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register) to the prejudice of a person having or claiming any equitable right title or interest to or in the said shares notwithstanding that the Company may have had notice of such equitable right title or interest or notice prohibiting registration of such transfer and may have entered such notice referred hereto in any book or record of the Company and the Company shall not be bound or required to regard or to attend or give effect to any notice which may be given to it of any equitable right title or interest or be under any liability whatsoever for refusing or neglecting so to do notwithstanding that the notice may have been entered in or referred to in some book or record of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto if the Board of Directors shall so think fit.
25. The provisions of these articles shall mutatis mutandis apply to the transfer of debentures and other securities of the Company or transmission thereof by operation of law.

FORFEITURE OF SHARES

26. If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.
27. The notice aforesaid shall—
 - a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
 - b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.
28. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

29. (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.
- (ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit
30. (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.
- (ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.
31. (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;
- (ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;
- (iii) The transferee shall thereupon be registered as the holder of the share; and
- (iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
32. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

ALTERATION OF CAPITAL

33. The Company in General Meeting may, from time to time, by ordinary resolution increase the authorized share capital of the Company by the creation of new shares by such sum, to be divided into shares of such amount as may be deemed expedient.
34. Subject to any special rights or privileges for the time being attached to any shares in the capital of the Company when issued, the new shares may be issued upon such terms and conditions and with such preferential, qualified or such rights and privileges or conditions there to as general meeting resolving upon the creation thereof shall direct. If no direction be given, the Board shall determine in particular the manner in which such shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company.
35. Before the issue of any new shares, the Company in General Meeting may make provisions as to the allotment and issue of the new shares and in particular may determine to whom the shares be offered in the first instance and whether at par or premium. In case no such provision is made by the Company in General Meeting, the new shares may be dealt with according to the provisions of these Articles.

36. Whenever the company proposes to increase its subscribed capital by the issue of further shares, such shares shall be offered either to its existing shareholders as on the date of the offer or employees under a scheme of employees' stock option or to any other person subject to the provision of Section 62 of the Companies Act, 2013. The existing shareholders shall have right to renounce the shares offered to him in favour of any other person;
37. Subject to the provisions of Section 66 and other applicable provisions, if any, of the Act, the Company may, from time to time in any manner, by special resolution and subject to any consent required under the Act, reduce:
 - (a) Its share capital,
 - (b) Any capital redemption reserve account; or
 - (c) Any share premium account
38. Subject to provisions of the Act, the Board may accept from any member, to surrender, on such terms and conditions as shall be agreed, of all or any of his shares.
39. The Company may, from time to time, by ordinary resolution:
 - a) increase its share capital by such sum, to be divided into shares of such amount, as the resolution shall specify.
 - b) consolidate and divide all or any of its capital into shares of larger amount than its existing shares.
 - c) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination
 - d) sub-divide its share or any of them into shares of smaller amount than is fixed by the Memorandum of Association so, however, that in the sub-division the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived.
 - e) Cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of share so cancelled.

CAPITALISATION OF PROFITS

40. The company in general meeting may upon the recommendation of the Board resolve a)that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution and b)that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions. ii. The sum aforesaid shall not be paid in cash but shall be applied subject to the provision contained in clause (iii) either in or towards A. paying up any amounts for the time being unpaid on any shares held by such members respectively B. paying up in full unissued shares of the company to be allotted and distributed credited as fully paid-up to and amongst such members in the proportions aforesaid C. partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B) D. A securities premium account and a capital redemption reserve account may for the purposes of this regulation be applied in the paying up of unissued shares to be issued to members of the

company as fully paid bonus shares E. The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

41. (i) Whenever such a resolution as aforesaid shall have been passed the Board shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby and all allotments and issues of fully paid shares if any and generally do all acts and things required to give effect thereto. ii. The Board shall have power, to make such provisions by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit for the case of shares becoming distributable in fractions and b. to authorise any person to enter on behalf of all the members entitled thereto into an agreement with the company providing for the allotment to them respectively credited as fully paid-up of any further shares to which they may be entitled upon such capitalisation or as the case may require for the payment by the company on their behalf by the application thereto of their respective proportions of profits resolved to be capitalised of the amount or any part of the amounts remaining unpaid on their existing shares iii. Any agreement made under such authority shall be effective and binding on such members

BUY-BACK OF SHARES

42. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

PROVISIONS FOR EQUITY SHARES TO APPLY MUTATIS MUTANDIS APPLY TO PREFERENCE SHARES AND/OR DEBENTURES

43. The provisions of Articles for equity shares shall mutatis mutandis apply to preference shares and/or debentures (except where the Act otherwise requires) of the Company.

GENERAL MEETINGS

44. All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.
45. (a) The Board may whenever it thinks fit, call an Extra-Ordinary General Meetings.
- (b) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

(c) The Board shall, on a requisition made by, such number of members who hold, on the date of the receipt of the requisition, not less than one-tenth of such of the paid-up share capital of the company as on that date carries the right of voting call an Extraordinary General Meeting.

46. At least twenty-one days, clear notice of General Meetings of the Company, specifying the date, day, hour and place of meeting and the objects shall be given. In every such notice calling meeting of the Company there will appear a statement that member is entitled to appoint proxy to attend and to vote instead of himself. A General Meeting may be called after giving a notice shorter than twenty-one days if consent is accorded in case of any general meeting of all the members entitled to vote thereat and in case of any other meeting by members holding not less than 95 (Ninety-Five) percent of the paid-up share capital and is given a right to vote in a meeting.

PROCEEDINGS AT GENERAL MEETINGS

47. No business shall be transacted at any general meeting, unless quorum of members in present. At least five members present in person shall be the quorum for general meeting subject to the provisions of Section 103 of the Act.
48. The Chairperson, if any, of the Board, shall preside as Chairperson of all Board and general meetings, of the Company. If at any time the Chairperson is not present within 15 minutes after the time appointed for holding the same, the Directors present shall elect one of the Directors present to be Chairperson of such meeting. If no director is present or unwilling to act as Chairperson, the members may appoint one of their members as Chairperson.
49. No member shall be entitled to exercise any voting rights either personally or by proxy at any meeting of the Company in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised any right of lien.
50. Resolution passed at adjourned meeting 1. Where a resolution is passed at an adjourned meeting of a) the Company or b) the holders of any class of shares in the Company the resolution shall for all purposes be treated as having been passed on the date on which it was in fact passed and shall not be deemed to have been passed at any earlier date. Filing of resolution etc. with Registrar of Companies 2. A copy of each of the resolutions specified in Section 117 shall be filed with the Registrar of Companies in the manner laid down in the Act. A copy of every Resolution which has the effect of altering the Articles of Association of the Company and a copy of every Agreement referred to in section 117(3) shall be embodied in or annexed to every copy of the Articles issued after the passing of the Resolution or the making of the agreement.
51. Directors shall respectively cause minutes of all proceedings of General Meetings and of all proceedings at meetings of Board of Directors or of committee of the Board or by postal ballot to be duly entered in books to be maintained for that purpose in accordance with Section 118 of the Act

The minutes of each meeting shall contain:

- a) The fair and correct summary of the proceedings thereat.
- b) The name of the Directors present at the meeting in case of meeting of Board or committee of Board of Directors.
- c) The name of the Directors, if any, dissenting from or not consenting to the resolution, in the case of each resolution passed at the meeting of Board or committee of Board of Directors.
- d) All appointments made at any meeting. Any such minutes, purposing to be signed in accordance with the provisions of Section 118 of the Act, shall be evidence of the proceedings.

ADJOURNMENT OF MEETING

52. Power to adjourn General Meeting: The Chairman of a General Meeting may with the consent of the members adjourn the same from time to time and from place to place subject to section 103 of the Act but no business shall be transacted at any adjourned meeting other than business left

unfinished at the meeting at which the adjournment took place. When a meeting is adjourned for more than 30 days' notice of the adjourned meeting shall be given as in the case of an original meeting.

VOTING RIGHTS

53. Subject to the provisions of the Act votes may be given either personally or by an attorney or by proxy or in the case of a body corporate by a representative duly authorised under Section 113 of the Act.
54. Subject to any rights or restrictions for the time being attached to any class or classes of shares - (a) on a show of hands every member present in person shall have one vote and (b) on a poll the voting rights of members shall be in proportion to his share in paid-up equity share capital.
55. Member not personally present shall not be entitled to vote on a show of hands unless such member is represented by an Attorney or unless such member is a body corporate present by a representative duly authorised under Section 113 of the Act in which case such Attorney or representative may vote on a show of hands as if he were a member of the Company Voting by person of unsound mind etc. A member of unsound mind or in respect of whom an order has been made by any Court having jurisdiction in lunacy may vote whether on a show of hands on a poll by his committee or other legal guardian and any such committee or guardian may on a poll vote by proxy.
56. A body corporate (whether a company within the meaning of the Act or not) may if it is duly authorised by a resolution of its Board or other governing body appoint a person to act as its representative at any meeting in accordance with the provisions of section 113 of the Act. The production at the meeting of a copy of such resolution duly signed by one Director of such body corporate or by a member of its governing body and certified by him as being a true copy of the resolution shall on production at the meeting be accepted by the Company as sufficient evidence of the validity of his appointment.
57. Any person entitled under the transmission clause to transfer any shares may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such shares provided that at least 48 hours before the time of holding the meeting or adjourned meeting as the case may be at which he proposes to vote he shall satisfy the Board of Directors or any persons authorised by the Board of Directors in that behalf of his right to transfer such shares or the Board shall have previously admitted his right to transfer such shares or his right to vote at such meeting in respect thereof.
58. Where there are any joint registered holders of any share any one of the joint holders may vote at any meeting either personally or by an Attorney duly authorised under a power of attorney or by proxy in respect of such share as if he were solely entitled thereto and if more than one of such joint holders be personally present at any meeting then one of the said persons so present whose name stands first or higher in the Register in respect of such share shall be entitled to vote in respect thereof.
59. Casting vote of Chairperson at general meeting: 1. On any business at any general meeting in case of an equality of votes whether on a show of hands or electronically or on a poll the chairperson shall have a second or casting vote. No member entitled to vote when any call due to Company 2. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid or in regard to which the Company has exercised any right of lien.
60. A member may exercise his vote at a meeting by electronic means in accordance with the Act and the Rules framed thereunder and shall vote only once.

61. Subject to applicable law but notwithstanding anything contained in the Articles of the Company the Company may adopt the mode of passing a resolution by the members of the Company by means of a postal ballot and or other ways as may be prescribed by the Act and or by the Central Government in this behalf from time to time in respect of the following matters instead of transacting such business in a General Meeting of the Company a)Any business that can be transacted by the Company in a General Meeting and b)Particularly resolutions relating to such business as the Act or the Central Government has by notification declared to be conducted only by postal ballot and or other ways and the Company shall comply with the procedure for such postal ballot and or other ways prescribed by the Central Government in this regard.

PROXY

62. Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint any other person (whether a member or not) as his proxy to attend and vote instead of himself but a proxy so appointed shall not have any right to speak at the meeting and shall not be entitled to vote except on a poll.

63. The instrument appointing the proxy shall be in writing under the hand of the appointees or of his Attorney duly authorised in writing or if such appointer is a corporation under signed by an officer or an attorney duly authorised by it. A person may be appointed a proxy though he is not a member of the Company but such proxy shall not have any right to speak at any meeting. Every instrument of proxy shall be attested by at least one witness. A person can act as proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10 of the total share capital of the Company carrying voting rights. Provided that a member holding more than 10 of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

64. Every notice convening a General Meeting of the Company shall state with reasonable prominence that a member entitled to attend and vote at the meeting is entitled to appoint proxy to attend and vote instead of himself and that a proxy need not be a member of the Company.

65. The instrument appointing a proxy and the power of Attorney or other Authority (if any) under which it is signed or a materially certified copy of that power of attorney or authority shall be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.

66. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy or transfer of the share in respect of which the vote is given provided no intimation in writing of the death revocation or transfer shall have been received at the Registered Office of the Company or by the Company or by the Chairman of the meeting at which the vote is given.

67. Every instrument of proxy whether for a specified meeting or otherwise shall as nearly as circumstances shall admit be in accordance with section 105 of the Act,

68. Every member entitled to vote at a meeting of the Company according to the provisions of these Articles on any resolution to be moved thereat shall be entitled during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with conclusion of the meeting to inspect the proxies lodged at any time during the business hours of the Company

provided not less than 3 days' notice in writing of the intention so to inspect is given to the Company.

DIRECTORS

69. Unless otherwise determined by the Company in general meeting, the number of directors shall not be less than 3 (three) and shall not be more than 15 (Fifteen).
70. Subject to the provisions of Section 149 of the Act, the Company may from time to time by Special Resolution increase or reduce the number of Directors within the limits fixed by these Articles, and may also determine in what rotation the increased or reduced number is to vacate the office. A person appointed as a Director shall not act as a Director unless he gives his consent to hold the office as director and such consent has been filed with the Registrar within thirty days of his appointment in such manner as prescribed in the relevant Rules. The Directors shall appoint one women director as per the requirements of section 149 of the Act.
71. The following shall be the First Directors of the Company.
 1. Mr. Sanjay Manocha
 2. Mr. Deepak Manocha
72. The Directors may from time to time, appoint one or more of their bodies to the office of the Managing Director for one or more of the divisions of the business carried on by the Company and to enter into agreement with him in such terms and conditions as they may deem fit.
73. The Directors shall have the power, at any time and from time to time, to appoint any person as additional Director in addition to the existing Director so that the total number of Directors shall not at any time exceed the number fixed for Directors in these articles, Any Directors so appointed shall hold office up to the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier.
74. The Managing Director may be paid such remuneration as may, from time to time, be determined by the Board and such remuneration as may be fixed by way of salary or commission or participation in profits or partly in one way or partly in another and the same has to be ratified by the shareholders in the General Meeting as per the provisions of Section 196 and Schedule V of the Act.
75. The quorum necessary for the transaction, of the business of the Board meeting subject to Section 174 of the Act, shall be one third of the total strength or at least two whichever is higher.
76. The Company shall not, directly or indirectly, advance any loan, or a loan represented as a book debt, to any of its Managing/Whole Time directors or to any person in whom such Managing/Whole Time director is interested or give any guarantee or provide any security in connection with any loan taken by him or such other person unless the same is approved by the members in general meeting or as a part of conditions of service extended to all of its employees by the Company subject to the provisions of section 185 of the Act.
77. Subject to section 175 of the Act, a resolution in writing signed by the Director's except a resolution which the Act specifically required it to be passed at a Board meeting shall be effective for all purposes as a resolution passed at a meeting of Directors duly called, held and constituted.

78. Subject to the provisions of Section 161 of the Act, the Board of Directors may, by passing a resolution in Board Meeting, appoint a person as an alternate director in place of a director who is absent from India for a period not less than 3 (three) months. Such alternate director while so acting shall exercise and discharge all functions and powers and be subject to all the duties and limitations of the Director which he represents and shall be entitled to receive notice to attend and to vote a Director's meeting on behalf of meeting attended by him. Such alternate director shall not hold office for a period longer than that permissible to the director in whose place he has been appointed and shall vacate the office if and when the director in whose place he has been appointed returns to India.
79. The Director shall have power for engagement and dismissal of managers, engineers, assistants, clerks and others and shall have power of general direction, and management and superintendence, of the business of the company with full powers to do all such acts, matters and things deemed necessary, proper or expedient for carrying on the business and concern of the Company including the power to make such investment of the Company's fund as they shall think fit, subject to the limit fixed by the Board of Directors under Section 179 of the Act and sign contracts and to draw, make sign, accept, endorse and negotiate on behalf of the Company all bills of exchange, promissory notes, hundies drafts, Government Promissory Notes and other Government securities and such other instruments.
80. The Director may delegate all or any of their powers to such other Directors, Managers or other persons as they think fit and shall have power to grant to any such person such power of attorney, as they deem expedient and such powers at pleasure to revoke, subject to Section 179 and 166 of the Act.
81. Subject to Provision under section 197 and Schedule V of the Act the director shall receive such remuneration for their services as may, from time to time, be determined by the Company in general meeting or in a Board Meeting or may be contained in an agreement, if any, between the Company and any Director or Directors.
82. A Director shall not be required to hold any qualification shares in the Company.
83. The Director shall also be paid travelling and other expenses of attending and returning from meeting of the Board (including hotel expenses) and any other expenses incurred by them in connection with the business of the Company. The Directors may also be remunerated for any extra services rendered by them outside their ordinary duties as Director, subject to the provisions of Section 188 of the Act.
84. Subject to the provisions of the Act and the Rules framed there under, Board may decide to pay a Director out of the funds of the Company by way of sitting fees a sum to be determined by the board for each meeting attended by him.
85. The Board of Directors may participate in board meeting by telephone or video conferencing or any other means of contemporaneous communication.
86. A Written Resolution circulated to all the Director, whether in India or overseas and signed by majority of them as approved, shall (subject to the provisions of section 175 of the Act) be as valid and effective as a resolution duly passed at the meeting of the Board.
87. The controlling shareholders shall have the right to appoint managing director of the company. Wherever, the Managing Director has been appointed in a Board Meeting and has not been

approved by shareholders in the General Meeting, all the acts done by such person in such duration shall not be invalid.

PROCEEDINGS OF THE BOARD

88. The Directors may meet together at a Board for the dispatch of business from time to time and at least 4 such meetings shall be held in every year with a time gap of not more than 120 days between two consecutive meetings. The Board may adjourn and otherwise regulate their meetings and proceedings as they may think fit.
89. The Chairman may at any time and the Secretary or such other officer of the Company as authorised shall upon the request of any Director convene a meeting of the Board of Directors. Notice of every meeting of the Board shall be given in writing to every Director at his usual address and as prescribed under Section 173 of the Act. A notice of Board Meeting may also be served electronically.
90. Subject to Section 174 of the Act the quorum for a meeting of the Board of Directors shall be 1/3rd of its total strength (excluding Directors if any whose place may be vacant at that time and any fraction contained in that one third being rounded-off as one) or 2 Directors whichever is higher provided that where at any time the number of interested Directors exceeds or is equal to 2/3rd of the total strength of the number of the remaining Directors that is to say the number of directors who are not interested and present at the meeting being not less than 2 shall be the quorum during such time. Participation of the directors by video conferencing or by other audio-visual means shall also be counted for the purposes of quorum.
91. If a meeting of the Board cannot be held for want of quorum, then the meeting shall stand adjourned to such day time and place as the Director or Directors present at the meeting may fix.
92. A Meeting of the Board for the time being at which a quorum is present shall be competent to exercise all authority powers and discretions which by or under the Act or the Articles of the Company are for the time being vested in or exercisable by the Board of Directors generally.
93. The Board of Directors may constitute such committees of directors as may be required under the Act or any other law as may be applicable from time to time.
94. The Board may subject to the provisions of the Act delegate from time to time any of their powers to Committees consisting of such member or members of their body as they think fit and they may from time to time revoke such delegation. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Board.
95. The meetings and proceedings of any such committee of the Board consisting of 2 or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by any regulations made by the Board under the last preceding Article.
96. No resolution shall be deemed to have been duly passed by the Board or by a committee thereof by circulation unless the resolution has been circulated in draft together with the necessary papers if any to all the directors or members of the committee as the case may be at their

addresses registered with the company in India by hand delivery or by post or by courier or through such electronic means as permitted by the Act and has been approved by a majority of the directors or members who are entitled to vote on the resolution.

97. All acts done by any meeting of the Board or by a Committee of the Board or by any person acting as a Director shall notwithstanding that it shall afterwards be discovered that there were some defects in the appointment of such Directors or Committee or person acting as a aforesaid or that they or any of them were disqualified or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles be as valid as if every such person had been duly appointed and was qualified to be a Director and had not vacated office or his appointment had not been terminated. Provided that nothing in the Article shall be deemed to give validity to acts done by a Director after his appointment has been shown to the Company to be invalid or to have been terminated.
98. The Company shall cause minutes of the proceedings of every meeting of the Board of Directors and of every Committee of the Board to be recorded in accordance with the relevant provisions of Section 118 of the Act within 30 days of the conclusion of every such meeting and the minutes shall contain the matters specified in the said Section.
99. The Company shall maintain such Registers Books and Documents as may be required under the Act.
100. The said Registers Books and Documents shall be kept open for inspection by such persons as may be entitled thereto respectively under the Act on every working day during the hours between 11 a.m. and 1 p.m. consistent with the provisions of the Act in that behalf and copies thereof and extracts their form may be furnished as provided in the Act.

**CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF
FINANCIAL OFFICER**

101. Subject to the requisite approvals if any the Company may appoint such number of Managing Director whole-time Directors Chief Executive Officer Manager or other directors as it deems fit.
102. A Chief Executive Officer or Managing Director or Manager or Whole- Time Director Company Secretary and Chief Financial Officer may be appointed by the Board as its Key Managerial Personnel for such term at such remuneration and upon such conditions as it may think fit and any chief executive officer manager company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board b) A director may be appointed as Chief Executive Officer Manager Secretary or Chief Financial Officer.
103. Subject to the superintendence control and direction of the Board of Directors the Board may from time to time entrust to and confer upon a Managing Director or Whole time Director for the time being save as prohibited in the Act such of the powers exercisable under these presents by the Board as they may think fit and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as they think fit expedient and they may subject to the provisions of the Act and these Articles confer such powers either collaterally with or to the exclusion of or in substitution for all or any of the powers of the Board in that behalf and may from time to time revoke withdraw alter or vary all or any of such powers.
104. Subject to the provisions of Section 203 of the Act the Board of Directors may from time to time appoint any individual as the Chief Financial Officer of the Company to perform duties which

may be performed by a Chief Financial Officer under the Act and any other purely ministerial and administration duties as the Board of Directors may from time to time assign to the Chief Financial Officer including the duty to keep the books of accounts required to be kept under the Act.

105. Subject to the provisions of Section 203 of the Act the Board of Directors may from time to time appoint any individual as the Secretary of the Company to perform duties which may be performed by a Secretary under the Act and any other purely ministerial and administration duties as the Board of Directors may from time to time assign to the secretary including the duty to keep the registers required to be kept under the Act.

DIVIDENDS AND RESERVE

106. The profits of the Company subject to any special rights relating thereto created or authorised to be created by these Articles and further subject to the provisions of these Articles and the Act shall be divisible among the members in proportion to the amount of capital paid or credited as paid up to the shares held by them respectively.
107. Subject to the provisions of Section 123 of the Act the Board may from time to time pay interim dividends as they deem fit and justified by the profits of the Company.
108. The Company may in General Meeting subject to Sections 123 and other applicable provisions of the Act declare dividends to be paid to members according to their respective right but no dividend shall exceed the amount recommended by the Board of Directors. The Company in General Meeting may declare a smaller dividend than recommended.
109. No dividend shall be paid otherwise than out of profits of the year or any other undistributed profits or otherwise than in accordance with the provisions of Sections 123 of the Act or any other law for the time being in force and no dividend shall carry interest as against the Company unless required by law. The declaration of the Directors as to the amount of the net profits of the Company shall be conclusive.
110. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividends as from a particular date such shares shall rank for dividend accordingly.
111. The Board may retain the dividends payable upon shares in respect of which any person is under the Transmission Clause of the Article entitled to become a member or which any person under that Article is entitled to transfer until such person shall become a member in respect thereof or shall duly transfer the same.
112. No member shall be entitled to receive payment of any interest or dividend in respect of his share or shares whilst any money may be due or owing from him to the Company in respect of such share or shares whether by way of calls or otherwise howsoever either alone or jointly with any other person or persons and the Board may without prejudice to any other right or remedy of the Company deduct from the interest or dividend payable to any member all sums or money so due from him to the Company.
113. A transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.

114. Any one of several persons who are registered as the joint holders of any share may give effectual receipt for all dividends and payments on account of dividends in respect of such share.
115. Unless otherwise directed any dividend may be paid by cheque or warrant or electronic mode or by a pay slip or receipt having the force of a cheque or warrant or bank order sent through the post to registered address or the registered account of the member or person entitled or in case of joint holders to that one of them first named in the register in respect of the joint-holdings. Every such cheque or warrant or bank order or electronic transfer shall be made payable to the order of the person to whom it is sent or electronically transmitted. The Company shall not be liable for non-receipt loss in transmission or for any dividend loss to the member or person entitled thereto by the forged endorsement of any cheque or warrant or the forged signature of any pay slip or the fraudulent recovery of the dividend by any other means.
116. Unclaimed Dividend to be transferred to Investor Education and Protection in certain cases Unclaimed unpaid dividend shall not be forfeited by the Board. However, if it remains unclaimed unpaid for a period beyond that specified under the Act the same shall be transferred to Investor Education and Protection Fund.
117. Subject to Section 124 of the Act no dividend shall bear interest against the Company.
118. No dividend shall be payable except in cash Provided that nothing in this Article shall be deemed to prohibit the capitalisation of profits of the Company for the purpose of issuing fully paid-up bonus shares or paying up any amount for the time being unpaid on any shares held by the Members of the Company.
119. Any General Meeting declaring a dividend may make a call on the members of such amount as the meeting fixes but so that the call on each member shall not exceed the dividend payable to him and so that the call be made payable at the same time as the dividend and the dividend may if so arranged between the Company and the members be set off against the calls.

ACCOUNTS

120. (a) The Board shall, from time to time, determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to the inspection of members (not being Director).
- (b) No members (not being Director) shall have any right of inspecting any accounts or books or documents of the Company except as conferred by law or authorised by the Board or by the Company in General Meeting.
121. The Directors shall in all respect comply with the provisions of Section 128, 129, 133, 134, 137, 207 of the companies Act, 2013, profit and Loss Account, Balance Sheet and Auditors Report and every other document required by law to be annexed or attached as the case may be, to the Balance Sheet, to be sent to every member and debenture holder of the Company and every trustee for the holders of the debentures issued by the Company at least twenty one days before the date of Annual general meeting of the Company at which they are to be laid, subject to the provisions of section 136 of the Act.

WINDING UP

122. Winding up when necessary, will be done in accordance with the requirements of the Act or statutory modification thereto.

INDEMNITY

123. Subject to the provisions of Act, every Director, Manager, Auditor, Secretary and other officers or servants of the Company shall be indemnified, out of the assets of the Company against any bonafide liability incurred by him in defending any Bona fide proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 463 of the Companies Act 2013, in which relief is granted to him by the Court.

OTHERS

BORROWING POWERS

124. Subject to section 73-76A and 179 of the Companies Act 2013, and Regulations made thereunder and Directions issued by the RBI the directors may, from time to time, raise or borrow any sums of money for and on behalf of the Company from the member companies or banks or they may themselves advance money to the company on such interest or no interest as may be approved by the Directors, without security or on security.
125. The Directors may, from time to time, secure the payment of such money in such manner and upon such terms and conditions in all respects as they deem fit and in particular by the issue of bonds or debentures or by pledge, mortgage, charge or any other security on all or any properties of the Company (both present and future) including its uncalled capital for the time being.
126. Any debenture, bonds, or other securities may be issued at premium or otherwise and with special privileges as to redemption, surrender, drawing and allotment of shares of the Company and otherwise.

OPERATION OF BANK ACCOUNTS

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

POWERS AND DUTIES OF DIRECTORS

128. The following powers shall be exercised by the Board or any Committee of the Board, or otherwise by the Company as may be so required:
- a) To make calls on shareholders in respect of moneys unpaid on shares held by them.
 - b) To increase or reduce the Company's capital.
 - c) Consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares.
 - d) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination.

- e) cancel shares which, at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled
 - f) To issue and allot new shares.
 - g) To make any Rights Issue of shares.
 - h) To adopt any resolution to alter the Memorandum and Articles of Association.
 - i) To invest or to join any company to invest in any other company.
 - j) To Issue Debentures.
 - k) To undertake or permit any merger, consolidation or reorganisation of the Company.
 - l) To decide on the declaration of dividends and appropriation of profits according to provisions of Section 51 of the Companies Act, 2013.
 - m) Subject to the provisions of Section 186 of the Companies Act 2013, to give to make any loan to any person or other body corporate or give guarantee or provide security in connection with a loan made by any other person to or to any other person by anybody corporate.
129. The business of the Company shall be managed by the Board of Directors who may pay all such expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company as they think fit and may exercise all such power of the Company and do on behalf of the Company all such acts as may be exercised or done by the Company in general meeting and are not barred by statute or by these Articles and are required to be exercised or done by the Company in General Meeting, subject nevertheless to any regulations of the Articles, to the provisions of the statute and to such regulations not being inconsistent with aforesaid regulations or provisions as may be prescribed by the Company in general meeting but no regulation made by the Company general meeting shall invalidate any prior act of the Directors which would have been valid if such regulations had not been made.
130. The Board of Directors may from time to time, pay to the members such interim dividends as appear to be justified from the profits of the Company Subject to the provisions of Section 123 of Companies Act, 2013.

SECRECY

131. Subject to the provisions of law of land and the act, every manager, auditor trustee, member of a committee, officer servant, agent accountant or other persons employed in the business of the company shall, if so required by the Board of Directors before entering upon his duties, sign, declaration, pledging himself to observe strict secrecy respecting all transactions of the Company with its customers and the state of account with individuals and in matters relating thereto and shall by such declaration pledge himself, not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required to do so by the directors or by any court of law and except so far as may be necessary in order to comply with any of the provisions in these presents.

GENERAL POWERS

132. Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry out such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.

AUTHORITY TO BOARD

133. The Board of Directors of the Company are authorised to do all acts, deeds and things as it may in its absolute discretion deem necessary, expedient proper or desirable and to settle all questions, difficulties or doubts that may arise in regards to these Articles at any stage without requiring the Board to secure further consent or approval of the Members of the Company.

AUDIT

134. (a) The first Auditor of the Company shall be appointed by the Board of Directors within thirty days from the date of registration of the Company and the Auditors so appointed shall hold office until the conclusion of the first Annual General Meeting.

(b) Subject to the provisions of Chapter X of the Companies Act, 2013, the Company shall, at first Annual General Meeting, appoint an individual or a firm as an auditor who shall hold office from the conclusion of that meeting till the conclusion of its Sixth Annual General Meeting and thereafter till the conclusion of every sixth meeting.

(c) The remuneration of the Auditor shall be fixed by the Company in the Annual General Meeting or in such manner as the Company in the Annual General Meeting may determine. In case of an Auditor appointed by the Board his remuneration shall be fixed by the Board.

(d) The Board of Director may fill any casual vacancy in the office of the auditor and where any such vacancy continues, the remaining auditor, if any may act, but where such vacancy is caused by the resignation of the auditors and vacancy shall be filled up by the Company in General Meeting.

SECURITY

GENERAL POWERS

S. No.	Name, Addresses Description and Occupation of each subscriber	Signature of Subscriber	Name, Addresses description and Signatures of witnesses
1	SANTAY MANOCHA S/o Sh. B. D. MANOCHA J-76, ASHOK VIHAR PHASE - 1 DELHI - 110052 (BUSINESS)		
2.	DEEPAK MANOCHA S/o Sh. B. D. MANOCHA J-76, ASHOK VIHAR PHASE - I DELHI - 110052 (BUSINESS)		I hereby witness the signatures and particulars of both the subscribers  (RAKESH GUPTA, FCA, M.No. 96757) 120, Rajendra Chowk, Rajendra Place, New Delhi 110008

Place: New Delhi

Dated: 12/06/2010

For Sceptre Medical (India) Pvt. Ltd.


Director