
**THE MEMORANDUM AND ARTICLES
OF
ASSOCIATION
OF
LOTUS EYE HOSPITAL AND INSTITUTE LIMITED**

भारत सरकार-कॉर्पोरेट कार्य मंत्रालय
कम्पनी रजिस्ट्रार कार्यालय, तमिलनाडु, कोयंबतूर

नाम परिवर्तन के पश्चात नया निगमन प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : L85110TZ1997PLC007783

मैसर्स LOTUS EYE CARE HOSPITAL LIMITED

के मामले में, मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स
LOTUS EYE CARE HOSPITAL LIMITED

जो मूल रूप में दिनांक चौदह मार्च उन्नीस सौ सत्तानवे को कम्पनी अधिनियम, 1956 (1956 का 1) के अंतर्गत मैसर्स
KALAIVANI HEALTH CENTRE PRIVATE LIMITED

के रूप में निगमित की गई थी, ने कम्पनी अधिनियम, 1956 की धारा 21 की शर्तों के अनुसार विधिवत आवश्यक विनिश्चय पारित करके तथा
लिखित रूप में यह सूचित करके की उसे भारत का अनुमोदन, कम्पनी अधिनियम, 1956 की धारा 21 के साथ पठित, भारत सरकार, कम्पनी कार्य
विभाग, नई दिल्ली की अधिसूचना सं. सा. का. नि 507 (अ) दिनांक 24.6.1985 एस्. आर. एस्. B71310387 दिनांक 12/04/2013 के द्वारा
प्राप्त हो गया है, उक्त कम्पनी का नाम आज परिवर्तित रूप में मैसर्स
LOTUS EYE HOSPITAL AND INSTITUTE LIMITED

हो गया है और यह प्रमाण-पत्र, कथित अधिनियम की धारा 23(1) के अनुसरण में जारी किया जाता है।

यह प्रमाण-पत्र कोयंबतूर में आज दिनांक बारह अप्रैल दो हजार तेरह को जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS
Registrar of Companies, Tamil Nadu, Coimbatore

Fresh Certificate of Incorporation Consequent upon Change of Name

Corporate Identity Number : L85110TZ1997PLC007783

In the matter of M/s LOTUS EYE CARE HOSPITAL LIMITED

I hereby certify that LOTUS EYE CARE HOSPITAL LIMITED which was originally incorporated on Fourteenth day
of March Nineteen Hundred Ninety Seven under the Companies Act, 1956 (No. 1 of 1956) as KALAIVANI HEALTH
CENTRE PRIVATE LIMITED having duly passed the necessary resolution in terms of Section 21 of the Companies
Act, 1956 and the approval of the Central Government signified in writing having been accorded thereto under
Section 21 of the Companies Act, 1956, read with Government of India, Department of Company Affairs, New Delhi,
Notification No. G.S.R 507 (E) dated 24/06/1985 vide SRN B71310387 dated 12/04/2013 the name of the said
company is this day changed to LOTUS EYE HOSPITAL AND INSTITUTE LIMITED and this Certificate is issued
pursuant to Section 23(1) of the said Act.

Given at Coimbatore this Twelfth day of April Two Thousand Thirteen.

Signature valid
Digitally signed by
Registrar of Companies
Tamil Nadu, Coimbatore
DN: cn=Registrar of Companies,
ou=Registrar of Companies,
o=Registrar of Companies,
c=IN

Registrar of Companies, Tamil Nadu, Coimbatore

कम्पनी रजिस्ट्रार, तमिलनाडु, कोयंबतूर

*Note: The corresponding form has been approved by V P SIVADASAN, Assistant Registrar of Companies and this certificate has been
digitally signed by the Registrar through a system generated digital signature under rule 5(2) of the Companies (Electronic Filing and
Authentication of Documents) Rules, 2006.

The digitally signed certificate can be verified at the Ministry website (www.mca.gov.in).

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :
Mailing Address as per record available in Registrar of Companies office:
LOTUS EYE HOSPITAL AND INSTITUTE LIMITED
SF NO.770/12 AVANASHI ROAD, CIVIL AERODROME POST,
COIMBATORE - 641014,
Tamil Nadu, INDIA



भारत सरकार-कॉर्पोरेट कार्य मंत्रालय
कम्पनी रजिस्ट्रार कार्यालय, तमिलनाडु, कोयंबतूर

लिमिटेड कम्पनी के रूप में परिवर्तित होने के परिणामस्वरूप, कम्पनी के नाम में परिवर्तन का नया
निगमन प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U85110TZ1997PLC007783

मैसर्स LOTUS EYE CARE HOSPITAL PRIVATE LIMITED

के मामले में, मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स

LOTUS EYE CARE HOSPITAL PRIVATE LIMITED

जो मूल रूप में दिनांक चौदह मार्च सन्नीस सौ सत्तानवें का कम्पनी अधिनियम, 1956 (1956 का 1) के अंतर्गत मैसर्स

KALAIVANI HEALTH CENTRE PRIVATE LIMITED

के रूप में निगमित की गई थी, और उसके द्वारा कम्पनी अधिनियम, के साथ पठित धारा 31/21 की शर्तों के अनुसार विधिवत आवश्यक
विनिश्चय दिनांक 16/10/2007 को पारित किया है, उक्त कम्पनी का नाम परिवर्तित होकर आज मैसर्स

LOTUS EYE CARE HOSPITAL LIMITED

हो गया है और यह प्रमाण-पत्र, कथित अधिनियम की धारा 23(1) के अनुसरण में जारी किया जाता है।

यह प्रमाण-पत्र, मेरे हस्ताक्षर द्वारा कोयंबतूर में आज दिनांक सोलह नवम्बर दो हजार सात को जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS
Registrar of Companies, Tamil Nadu, Coimbatore

Fresh Certificate of Incorporation Consequent upon Change of Name on
Conversion to Public Limited Company

Corporate Identity Number : U85110TZ1997PLC007783

In the matter of M/s LOTUS EYE CARE HOSPITAL PRIVATE LIMITED

I hereby certify that LOTUS EYE CARE HOSPITAL PRIVATE LIMITED which was originally incorporated on
Fourteenth day of March Nineteen Hundred Ninety Seven under the Companies Act, 1956 (No. 1 of 1956) as
KALAIVANI HEALTH CENTRE PRIVATE LIMITED having duly passed the necessary resolution on 16/10/2007
in terms of Section 31/ 21 read with Section 44 of the Companies Act, 1956; the name of the said company is this
day changed to LOTUS EYE CARE HOSPITAL LIMITED and this Certificate is issued pursuant to Section 23(1)
of the said Act.

Given under my hand at Coimbatore this Sixteenth day of November Two Thousand Seven.



Joseph Jackson K G
(JOSEPH JACKSON K G)

सहायक कम्पनी रजिस्ट्रार / Assistant Registrar of Companies
तमिलनाडु, कोयंबतूर
Tamil Nadu, Coimbatore

कम्पनी रजिस्ट्रार के कार्यालय, तमिलनाडु में उपलब्ध पत्राचार का पता :

Mailing Address as per record available in Registrar of Companies office:

LOTUS EYE CARE HOSPITAL LIMITED
SF NO.770/12 AVANASHI ROAD, CIVIL AERODROME POST,
COIMBATORE - 641014,
Tamil Nadu, INDIA



Company Number : 7783

**FRESH CERTIFICATE OF INCORPORATION
CONSEQUENT ON CHANGE OF NAME**

In the office of the Registrar of Companies, Tamil Nadu, Coimbatore.
(Under the Companies Act, 1956 (1 of 1956))

IN THE MATTER OF

I hereby certify that KALAIVANI HEALTH CENTRE PRIVATE LIMITED which
was originally incorporated on FOURTEENTH day of MARCH, 1997 under

Companies Act, 1956/1913 and under the name
" KALAIVANI HEALTH CENTRE PRIVATE LIMITED "

having duly passed the necessary resolution in terms of Section 21 of the Companies Act, 1956 and the
approval of the Central Government signified in writing having been accorded hereto in the Ministry of Law,

Justice & Company Affairs, Department of Company Affairs, Registrar of Companies, Tamil Nadu,

Coimbatore, Letter No. 1/S21/7783/2006 dated 23.01.2006 the name of the said

company is this day changed to " LOTUS EYE CARE HOSPITAL PRIVATE
LIMITED " ** ** ** **

and this Certificate is issued pursuant to Section 23 (1) of the said Act

Given under my hand at COIMBATORE this TWENTY THIRD day of JANUARY
THIRD MAGHA

Two thousand and SIX.
One thousand Nine hundred and TWENTY SEVEN. (SAKA)



[Signature]
Registrar of Companies
Tamil Nadu
Coimbatore.

FORM I. R.



CERTIFICATE OF INCORPORATION

No. 181-7783 of 1997

I hereby certify that " KALAIVANI HEALTH CENTRE

PRIVATE LIMITED " ** **

** ** ** ** **

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

Given under my hand at COIMBATORE

this FOURTEENTH day of MARCH
TWENTY THIRD PHALGUNA

One thousand nine hundred and ninety SEVEN

One thousand nine hundred and EIGHTEEN (SAKA)



(Handwritten Signature)

(N.S. PONNUNAMBI)
Registrar of Companies
TAMIL NADU
COIMBATORE

MEMORANDUM OF ASSOCIATION
OF
LOTUS EYE HOSPITAL AND INSTITUTE LIMITED**

(Name of the Company Lotus Eye Care Hospital Limited is changed to Lotus Eye Hospital and Institute Limited)**

- I. The name of the company is "Lotus Eye Hospital and Institute limited" **
- II. The Registered office of the company will be situated in the State of Tamilnadu.
- III. The objects for which the company is established are:
 - A. MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**
 1. To establish, manage, run, undertake, promote, and assist in establishing, managing, running undertaking, promoting, health care centers, hospitals, medical care and aids centers, convalescing centers, dispensaries, clinics and laboratories.
 - B. THE OBJECTS WHICH OR INCIDENTAL AND ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE:**
 1. To acquire by purchase, hire, lease or otherwise all kinds of machinery and tools necessary for the business of the company and to deal in all such things.
 2. To purchase, take on lease, or in exchange or otherwise acquire, erect, construct, maintain, repair, renovate, adopt, demolish or reconstruct, add to or extent, lands, buildings, residential bungalows, quarters, godowns, offices, chawls, ware houses, structures, erections, necessary or convenient for the purpose of the company and also to extend the business of the company by purchasing, acquiring, getting transferred, adding to, altering, enlarging all or any of the buildings, quarters, godowns, offices, chawls, warehouses, structures, erections, premises, being the property or in possession of the company and by extending from time to time such sum or sums of money as may be necessary or expedient for improving, adding to, altering, repairing and maintaining the lands, buildings, quarters, godowns, chawls, office warehouse, structures and erections, being the property for the time being of the company and to sell or let out or mortgage all or any portion of the same as may be thought desirable.

Word "Private" is deleted with the approval of members at the Extraordinary General Meeting held on 16th October, 2007 and the company is converted into a Public Limited Company.

(Altered at the EGM held on 22nd March, 2013)

3. To develop and to turn to account any land acquired by the company for the purpose of the company and in which it is interested and in particular by laying out and preparing the same for building purpose, constructing, altering, pulling down, decorating, maintaining, fitting up and improving buildings and by planting, paving, draining and letting on building lease or building agreements and by advancing money to and entering into contracts and arrangements of all kinds with builders and others.
4. For the purposes of the Company's business, to acquire by concession, grant, purchase, barter, lease, amalgamate, license, or otherwise, either absolutely or conditionally and either solely or jointly with others, any tract or tracts of country's lands, water rights, easement rights and privileges and here ditaments and trade marks and to expend such sum or sums of money as may be deemed requisite and advisable in the exploration, prospecting, working, surveying and development thereof.
5. To purchase any machinery, plant, raw materials, chemicals, tools, implements, stores and other articles for the use and purpose of the Company and to remove all or any of the machinery, plant, raw materials, chemicals tools, implement, stores and other articles, of the company to other lands, buildings, or premises, wherever situate.
6. To apply for, purchase or otherwise, acquire any patents, brevetted invention, licenses, concessions, permissions and the like conferring any exclusive or nonexclusive or limited right to use any secret or other information as to any invention which may seem capable of being used or 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 or otherwise turn to account the property, rights or information so acquired.
7. To construct, improve, maintain, develop, work, manage, carryout or control any roadways, railway sidings, bridges, reservoirs, tanks, water courses, wharves, electric works, stores, houses, housing colonies, hotels, canteens, schools, hospitals, theatres and other work and conveniences which may seem calculated directly or indirectly to advance the Company's interest and to contribute or subsidize or otherwise assist, to take part in construction, improvement, maintenance, working, management, carrying out or control thereof.
8. To acquire and undertake the whole or any part of the business, property and liabilities of any person or company carrying on any business which the Company is authorized to carry on or possessed of property suitable for the use of this Company.
9. To enter into partnership or into any arrangement for sharing profits, union of interests, Co-operation, joint adventure or reciprocal concession with any person or Company carrying on or engaged in or about to carry on, engage in any business or transaction which this Company is authorized to carry on or engage in or any business or transaction capable of being conducted so as directly or indirectly to benefit this company. And to, lend money to, guarantee the contracts of or otherwise, assist, any such person or Company and take or otherwise acquire shares and securities of any such Company and to sell, hold, re-issue, with or without guarantee or otherwise deal with the same.

10. To amalgamate with or absorb into this Company any other Company having objects altogether or in part similar to those of this Company.
11. To take or otherwise acquire and hold shares in any other company having object altogether or in part similar to those of this Company carrying on any business capable of being conducted so as directly or indirectly to benefit of this Company.
12. To enter into any arrangements with any government or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them and to obtain from any such Government authority any rights, privileges, permissions and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges permissions and conditions.
13. To promote any Company or Companies for the purpose of acquiring all or any of the property, rights and liabilities of any company or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
14. To make advances for the purchase of Land, Buildings, raw materials, goods, machinery, stores and other articles required for the purpose of the Company or deemed expedient with or without security of whatever nature of kind.
15. Without in any way offending any of the provisions of the Banking Regulation Act, 1949, to lend money to such persons or Companies and on such terms as may seem expedient and in particular to the customers and others having dealings with the Company, and to guarantee the performance of contracts by any such persons or Companies.
16. To obtain any provisional order or Act or Legislature for enabling the Company to carry out any of its object into effecting any modification of the Company's constitution or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the Company's interests.
17. To assist any company financially or otherwise by subscribing for or guaranteeing the subscription and issue of capital, share, stock, debenture, debenture stock or other securities and to take, hold, and deal in shares stock and securities of any company notwithstanding there may be liability thereon for any of the purposes of the company.
18. To apply for, tender, purchase or otherwise acquire any contracts, subcontracts, licences and concessions for or in relation to the objects or business therein mentioned or any of them And TO undertake, execute, carry out, dispose of or otherwise turn to account the same, and to sub – let all or any such contracts from time to time and upon such terms and conditions as may be thought expedient.
19. To pay for any properties, rights and privileges acquired by the Company, either in shares in the capital of the Company or partly in such shares and partly in cash or otherwise.
20. To borrow or raise and secure the payments of monies in such manner the Company shall think fit and in particular by the issue of debentures stock, perpetual exploration, prospecting, working, surveying and development thereof or otherwise charged upon all or any other Company's property (both present and future) including its uncalled capital and to purchase, redeem or pay off any such securities.

21. Without offending any of the provisions of the Banking Regulation Act, 1949 to receive on deposit account, monies to such extent for such time within the permissible limit and at such rate of interest as the Company may decide from time to time.
22. To draw, make, accept, endorse, discount, execute and issue cheques, promissory notes, bills of lading, warrants, debentures, railway receipts and other negotiable or transferable instruments.
23. To open current or deposit account or accounts with any individual, firm or company or with bank or banks and pay into and to withdraw from such account or accounts the funds of the Company.
24. To guarantee the payments of the money unsecured or secured by or payable under or in respect of promissory note, bonds, debentures, debenture stock, contracts, mortgages, charges, obligations, instruments and securities of any company or any authority, supreme, municipal, local or otherwise or of any person whomsoever, whether incorporated or not incorporated and generally to guarantee, to become sureties for the performance of any contract or obligation.
25. To establish agencies or branches in India or else where in the world for sales, purchases and distribution or for any purposes or business of the Company, to regulate their working and also to discontinue the same and to take part in the management of any company or companies having objects altogether or in part similar to those of this company and to take all necessary steps for registering the company in any country as may be thought fit.
26. To sell or dispose of the undertaking of the Company or any of such company for such consideration the company may think fit and in particular for cash or for shares, whether fully or partly paid, debentures or securities of any other company having objects altogether or in part similar to those of this Company.
27. To establish, provide for, maintain and conduct or otherwise, subsidise or become members of, research, laboratories and experimental workshop or scientific and technical research and experiments and to undertake and carry on all scientific and technical researches, experiments and tests of all kinds and to promote studies and research, both scientific and technical investigation and invention, by providing, subsidizing, endowing or assisting, laboratories, workshops, libraries, lectures, meetings and conferences and by arranging exhibitions and establishing awards, scholarships, prizes and grants to students of otherwise and generally to encourage, promote and reward studies, researches, investigations, experiments, tests and investing, experiments of any kind that may be considered likely to assist any of the business which the company is authorized to carry on.
28. To aid financially or otherwise any association, body or movement having object of solution or settlement or surmounting of industrial or labour problems or troubles for the promotion of industry or trade.
29. To adopt such means of making known the products services and other activities of the Company as may seem expedient and in particular by advertising in the press by circular by exhibition of works of art or interest by publication of books and periodicals and by granting prizes and rewards.

30. To appoint and remunerate experts, scientists, engineers, technicians, mechanics, managers, contractors, brokers, canvassers, agents, artisans, officers, accountants, legal advisers, workmen, clerks, artificers, servants, menials and other persons.
31. To pay all the costs, charges and expenses preliminary and incidental to the promotion, formation, registration and establishment of the Company and the issue of its capital including any underwriting or other commission, broker's fees, fees for services rendered and charges in connection there with.
32. To remunerate any person, firm or company for services rendered in placing or assisting to place or guaranteeing the placement of any of the shares in the capital of the company or any company promoted in whole or in part by the company or any debentures, debenture stocks or other securities of the Company or in or about the formation or promotion of the Company or the conduct of the business.
33. To create any depreciation fund, reserve fund, sinking fund, insurance fund, or any special or other funds whether for depreciation or for repairing, improving, extending or maintaining any of the property of the company or for redemption of debentures, redeemable preference shares or for any other purpose whatsoever conducive to the interests of the Company.
34. Except in the matter of distributing the profits of the company by way of dividends and subject to the provisions of the Act, to distribute among the members of the company in specific any property of the Company and in particular any shares, stock, debenture stock or securities of other companies belonging to the company or of which the Company may have the power of disposing.
35. To do all or any of the above things in any part of the world, either as principals, agents, contractors or otherwise and either along or in conjunction with others and either by or through agents, subcontractors, trustees or otherwise.
36. To dedicate, present or otherwise dispose of, either voluntarily or for value, any property of the company deemed to be of national, public or local interest to any national trust, charitable trust, public body, museum, corporation or authority or any trustees for or on behalf of any of the same or of the public subject to the provisions of the Companies Act, 1956.
37. To grant pensions or gratuities to, an establish and support or aid, in the establishment of associations, institutions, funds, trusts and conveniences calculated to benefit any employees, Managing Director(s), Managers and any of the Directors who hold an office of profit under the company or under a subsidiary thereof or ex-employee as aforesaid of the company or any subsidiary thereof any associate or allied company or the relations. Dependents or connections of such employees or ex-employees and also to provide for the welfare of such persons by building or contributing to the building of houses, dwellings or chawls or by grants of monies, pensions, allowances or other payments or by creating and from time to time subscribing and contributing to provident and other associations. Institutions, funds or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals, dispensaries, medical and other attendance and assistance as the company shall think fit and to subscribe or otherwise to assist or 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 reasons or locally of operation or of public and general utility or near expediency or otherwise and to support and subscribe for or contribute to any funds of trade, commercial or industry provided that such contribution is likely to be in the opinion of the company in the interests of the company.

38. Subject to the provisions of law and consent of Government, to enter into any contract, agreement, arrangement or other dealing in the nature of technical collaboration or otherwise with any person or company, institution or undertakings for the more efficient conduct of the business of the Company or any part there of and also to arrange for purchase or otherwise supply of machinery from any part of the world in credit or for cash or on deferred payment terms and conditions as may be considered expedient including any conditions as to participation in the profits or acquisition of shares in the company.

C. OTHER OBJECTS NOT INCLUDED IN A & B ABOVE ARE:-

1. To design, manufacture, import, export, buy, sell, install, maintain and improve all kinds of equipments and instrument for hospitals, dispensaries, clinics, laboratories and health centres and purchase and acquire any equipment and instruments required for carrying out medical research.
2. To carry on business as dealers in the products of dairy farm and garden produce of all kinds in particular milk, cream, butter, cheese, other dairy products, and their by products including canned and tinned fruits, and vegetables and to carry on the business of bakers and biscuit makers.
3. To Cultivate all or any of the lands belonging to the Company, to grow and cultivate there in all kinds of agricultural products, cotton, jute and other fibrous plants and to carry on the business of farmers and dealers in cotton, silk, staple fibre, wool and synthetic fibre of all kinds and other agricultural products of all kinds.
4. To transact and carry on all kinds of agency business by themselves or in partnership with others, companies or firms, whose objects may be altogether or in part similar to those of the Company.
5. To carry on the business of manufactures of an dealers in chemicals of any nature and kind whatsoever including acids, alkalies and salts, manures, fertilizers, dyes, caustic soda, soda ash, sizing materials, medicinal, chemical, industrial and other preparations and articles of any nature and kind whatsoever, soaps, oils, paints, varnishes, compounds, drugs, organic or mineral intermediates, paints and colour grinders, makers of and dealers in electrical, chemical, photographic, surgical and scientific apparatus and materials and to manufacture, refine, manipulate, import and deal in salts, marine minerals and their derivatives, by-products and compounds of any nature and kind whatsoever and feed for animal, cattle, poultry and fish and all kinds of food products for animal and plant consumption.

6. To import, export and deal in all kinds of industrial stores and mechanical spare parts, dye stuffs and chemicals necessary for the business of the company.
7. To manufacture and deal in lathes, shaping machines, drilling machines and milling machines, boring machines, grinding machines, cutting machines, jigs, fixtures, joiners, measuring instruments and other workshop machinery and tools of every kind.
8. To carry on any other business, whether manufacturing or otherwise which may seem to the company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value or render profitable any of the company's property or rights.
9. To manufacture, import and deal in electric motors, pump sets, transformers, switches, switch boards, starters, electric bulbs and tub lights, cable of all kinds, insulator, base or insulated wires, galvanized pole and other electronic goods and accessories and scientific instruments, Electronic goods of all types computers, computers software, Hardware and all types of computers, computer software, Hardware and all types of Computer consumable and stationeries.
10. To buy, sell, deal, export, import all kinds of paints, adhesives, hardwares required for construction and other purposes.
11. To Carry on all or any of the business of silk merchants, silk weavers, cloth manufactures, hosieries, carpet makers, importers, exporters and wholesale and dealers of and in textile fabrics of all kinds.
12. To wash, clean, purify, scour, bleach, dry, iron, colour, dye, disinfect, renovate and prepare for use, all articles of wearing apparels, household, domestic and other linen, cotton, fiber and woolen goods and clothing and fabrics of all kinds.
13. To buy, sell and deal in raw or finished cotton, wool, jute, silk and other fibrous substances and to prepare, spin, clean, press and pack the same and sell material so manufactured.
14. To act as advisers and / or consultants on all matters relating to management, finance, secretarial, administration, organization, production, training of personnel, marketing, computer services and to generally carry on the business of management, technical and engineering consultants, systems analysts, data processors and erection engineers for establishment of projects and industrial units.
15. To open, fund establish, promote, set-up, sub, maintain, assist, finance support and / or aid or help in the setting up and /or maintaining and / or running schools, colleges, polytechnics, institutes, training centre, reading rooms, libraries and publish books, report, journals, magazines, newspapers, periodicals, thesis, researches, writing, discourses, documents, formulas, news and information and to take cine films, plates, pictures, painting, sketches and to make lantern slides, transparencies, stereoscopic slides, video tapes and to have printing presses and litho presses and block making devices and accessories and to do business as such.

16. To provide School Education-Basic, Elementary, Secondary, Higher Secondary including vocational education, work experience Collegiate Education-Pre-degree Courses, integrated Courses, Post Graduate Courses and Doctoral Programmes in Arts, Science, Engineering, Medicine, Para Medical, Social Sciences, Veterinary Science, Humanities, Social Work Education Integrated Rural Development Adult and continuing Education, non-formal education in all fields careers and professions in several modes including short term courses, Evening colleges and part time courses both at under graduate and post graduate levels, technical education Programmes through full time and part time courses at the diploma. Degree, postgraduate and doctoral levels in all branches specialties disciplines of Engineering, Medicine, Paramedical, Applied Science and Technology including Management Sciences, Sandwich Courses, Evening Courses, short terms and non-formal courses and continuing education Programmes industrial education, research and training at all levels, viz, craftsman, technician, professional and postgraduate levels through para professional and Sandwich courses, training before and after education and during vacations in various skills, arts and crafts as well as various trades and branches of engineering, technology, medicine, paramedical industry, commerce and Applied Science, Arts and all others branches of education, skills and knowledge, agriculture, horticulture, sericulture, forestry, textiles, industrial design, home science, dietics and nutrition.
17. To carry on in India and elsewhere all or any of the business of hoteliers and restaurateurs, caterers, cab owners and hires, pharmacy and drug house owners, travel agents, provisions and general merchants, theatre owners, proprietors of art saloons, beauty parlours, shopping arcades, health clubs and clubs dealing in sports art and clubs dealing in sports art and entertainment activities including music, dance and drama and any other business which can be conveniently and efficiently carried on in connection therewith.
- IV. The liability of members is limited.
- V. The Share Capital is Rs. 25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 2,50,00,000/- (Two Crores Fifty Lakhs) Equity shares of Rs. 10/- (Rupees Ten) each. The company has the power from time to time to increase or reduce its capital and issue any shares as equity or Preference shares or Redeemable preference Shares and to attach to any class of such shares any Preference Rights, Privileges or Priorities in Payment of dividends or distribution of assets or otherwise over any other shares or to company, as far as necessary to give effect to the same and upon the subdivision of any shares to apportion the right to participate in profits in any manner.

Clause V altered as per the Special Resolution passed at the EGM on 18.01.2008

We, the several persons, whose names and addresses and description are hereunder are subscribed are desirous of being formed into a company in pursuance of this Memorandum of Association set opposite to our respective names.

Sl.No.	Name, Address Description and Occupation of Subscribers	No. of equity Shares	Signature
1.	Dr. S.K.SUNDARAMOORTHY S/o.Late Sri.Kalianna Gounder, No.51, 2 nd Street, Dr. Jagannathan Nagar, Peelamedu, Coimbatore – 641 014. DOCTOR	100(One Hundred only)	Sd/- Dr.S.K.Sundaramoorthy
2	P.K. VENGATACHALAM S/o.Sri P.N.Kuppanna Gounder, No. 51, 2 nd Street, Dr. Jagannathan Nagar, Peelamedu, Coimbatore – 641 014. AGRICULTURIST	100(One Hundred only)	Sd/- P.K. Vengatachalam
3.	KAVETHA D/o. Dr.S.K. Sundaramoorthy, No. 51, 2 nd Street, Dr. Jagannathan Nagar, Peelamedu, Coimbatore – 641 014. STUDENT (Date of Birth 30-01-1976)	100(One Hundred only)	Sd/- Kavetha
4.	SANGEETHA D/o. Dr. S.K.Sundaramoorthy, No.51, 2 nd Street, Dr. Jagannathan Nagar, Peelamedu, Coimbatore – 641 014. STUDENT (Date of Birth 16-10-1978)	100(One Hundred only)	Sd/- Sangeetha
	TOTAL	400 (One Hundred only)	

Date : 07.03.1997

Place : Coimbatore

Witness to the above Signatures:

Sd/-

V.NANDHAGOPAL
S/o. Sri. R. Thirumalaiswami,
Chartered Accountant,
1055/27, Avanashi Road,
Coimbatore – 641 018.

**THE COMPANIES ACT 1956
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF**

LOTUS EYE HOSPITAL AND INSTITUTE LIMITED**

**(Name of the Company Lotus Eye Care Hospital Limited is changed to
Lotus Eye Hospital and Institute Limited)****

PRELIMINARY

1. The regulations contained in Table a in the first schedule to the Companies Act, 1956, shall apply to this Company except to the extent exclude 1 or modified by the Articles herein after followings:

INTERPRETATION

2. In these regulations:
- a) "The Act" means the Companies Act, 1956 or any statutory modification or re- enactment thereof for the time being in force.
 - b) "The Company" pr "this Company" means LOTUS EYE HOSPITALAND INSTITUTE LIMITED**
 - c) "Directors" means the Directors for time being of the Company or, as the case may be the Directors assembled at a Board.
 - d) "Board of Directors "or "Board" means a meeting of the Directors assembled at a Board.
 - e) "The Seal" means Common Seal of the Company.

Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification there of in force at the date at which these regulations become binding of the Company.

SHARE CAPITAL

3. The minimum paid up capital of the Company shall be Rs 5, 00, 000/- or such higher amount as may be prescribed by law.

(Altered at the EGM held on 22nd March, 2013)**

4. The authorized Share Capital of the Company Shall be such amount and of such description as stated for the time being or at any time in the Clause V of Memorandum of Association of the Company. The Authorized Share Capital may be increased or reduced in accordance with the provisions of the Companies Act. It shall be competent for the Company to issue other classes of shares.
5. Subject to the Provisions of these Articles, the shares shall be under the control of the Board who may allot issue and otherwise dispose of the same to such persons on such terms and conditions in such manner and at such time as the Board thinks fit in the interests of the Company and, if so authorized by the Company in General Meeting, give to any person the right to call of any shares either at par or at premium, and for such time, and for such consideration as Directors think fit but subject always to articles thereof.
6. The Board of Directors shall have powers to issue sweat equity shares of the Company in terms of Section 79A of the Companies Act, 1956.
7. The Board of Directors shall have powers to buy back its own shares to provisions of Section 77A, 77AA and 77BB of the Companies Act, 1956.
8. Subject to provisions of the Depository Act, 1996, The Company shall be entitled to dematerialize its existing shares, and other securities, rematerialize its shares, and other securities held with depositories and or offer its fresh shares and other securities in a dematerialize form pursuant to the depositories act and rules framed there under.
9. The Company may, at the time, pay a commission to any person for subscribing or agreeing to subscribe for any shares, debenture or debenture stock in the Company or procure or agreeing to procure subscriptions of any shares, debentures, or debenture stock in the Company but so that if the commission in respect of shares shall be paid or payable out of capital, statutory conditions and requirement shall be observed and complied with, and the amount or rate of commission shall not exceed 5% on shares and 2.5% on debentures or debenture stock in each case subscribed or to be subscribed. The commission/brokerage if any shall be paid only in cash.
10. If a member of desires, the shares certificate shall be issued in marketable lots and where share certificates are issued for either more or less than marketable lots, sub-division/consolidation into marketable lots shall be done free of charge.
11. No fee shall be charged for issue of duplicate share certificate in replacement of those which are old, decrepit, worn-out our where the pages on the reverse have been completely exhausted.
12. The Directors may, if they think fit, receive from any member willing to advance the same all or any part of the money due upon the shares held by him beyond the sums actually called for, and upon the money so paid in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon his shares in respect of which such advance has been made, the Company may pay interest as such rate as the Directors deem fit. Money so paid in excess of the amount of called shall not rank for any dividend or for participation in profits of the Company.

13. To promote any Company or Companies for the purpose of acquiring all or any of the property, rights and liabilities of any company or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
14. To make advances for the purchase of Land, Buildings, raw materials, goods, machinery, stores and other articles required for the purpose of the Company or deemed expedient with or without security of whatever nature of kind.
15. Without in any way offending any of the provisions of the Banking Regulation Act, 1949, to lend money to such persons or Companies and on such terms as may seem expedient and in particular to the customers and others having dealings with the Company, and to guarantee the performance of contracts by any such persons or Companies.
16. To obtain any provisional order or Act or Legislature for enabling the Company to carry out any of its object into effecting any modification of the Company's constitution or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the Company's interests.
17. To assist any company financially or otherwise by subscribing for or guaranteeing the subscription and issue of capital, share, stock, debenture, debenture stock or other securities and to take, hold, and deal in shares stock and securities of any company not withstanding there may be liability thereon for any of the purposes of the company.
18. To apply for, tender, purchase or otherwise acquire any contracts, subcontracts, licences and concessions for or in relation to the objects or business therein mentioned or any of them And TO undertake, execute, carry out, dispose of or otherwise turn to account the same, and to sub – let all or any such contracts from time to time and upon such terms and conditions as may be thought expedient.
19. To pay for any properties, rights and privileges acquired by the Company, either in shares in the capital of the Company or partly in such shares and partly in cash or otherwise.
20. To borrow or raise and secure the payments of monies in such manner the Company shall think fit and in particular by the issue of debentures stock, perpetual exploration, prospecting, working, surveying and development thereof or otherwise charged upon all or any other Company's property (both present and future) including its uncalled capital and to purchase, redeem or pay off any such securities.
21. A person whose Shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay the Company all moneys which, at the date of forfeiture, were presently payable by him to the Company in respect of the Shares but his liability shall cease if and when the Company receives payment in full of the nominal amount of the shares.

22. A duly verified declaration by a Director of the Company and that a share in the Company has been duly forfeited on a case stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share and that declaration and the receipt of the Company for the consideration if any given for the share on the sale or disposition thereof, shall constitute a good title to the share, and a person to whom the share is sold or disposed off shall be registered as the holder of the share and shall not be bound to see to the application of the purchase money (if any) nor shall his title to the share be effected by any regularity or invalidity in the proceeding in reference to the forfeiture, sale or disposal of the share.
23. The provisions of these Articles as to forfeiture shall apply in case of non-payment of any sum which, by the terms of issue of a share, become payable at a fixed time, whether on account of the amount of the share, or by way of premium or otherwise as if the same had been payable by virtue of a call duly made and notified.

GENERAL MEETINGS

24. All General Meetings other than the annual general meeting called extraordinary general meetings. The Board may, whenever it think fit, call an extraordinary general meeting.
25. The company shall, in addition to any other meetings, hold a General Meeting, which shall be styled as the Annual General Meeting in accordance with the provisions of the Section 166 read with Section 210 of the Act.
26. The Board may, whenever it think fit, call an Extra Ordinary General Meeting, Extraordinary General Meeting may be called on requisition in accordance with the provisions of the Section 169 of the Act.
27. Meeting of Extra Ordinary General Meeting, any General Meeting may be called after giving shorter notice than that specified herein, if consent is accorded thereto by all the members entitled to be present and vote thereat, as provided for in Section 171 (2) of the Act.
28. Every member who is entitled to attend and vote in General Meeting may appoint a proxy and such a proxy shall be member of the Company. The said proxy shall be entitled to speak and vote both on show of hands as well as at poll.
29. Where any times of business to be transacted at the meeting are deemed to be special the provisions of Section 173 of the Act shall be complied with.
30. Notice of every meeting of the company shall be given in the manner provide in Section 172 of the Act.
31. No business shall be transacted at any General Meeting unless a quorum of members is present, the provisions of Section 174 of Act shall be complied with.
32. On a show of hands every member holding Equity shares entitled to be present in person, or being a Company or a body corporate present by representative duly authorized under Section 187 of the Act shall have one vote. On poll, every member holding Equity Shares entitled to Vote and present in person (including a company or a body corporate present by a duly authorized representative) or by proxy shall have one vote in respect of each share held by him subject to the provisions of Section 87 of the Companies Act, 1956.

DIRECTORS

33. The company have not less than three and not more than Twelve Directors.
34. The Directors of the Company, on date of adoption of these altered Articles of Association, are:
1. Dr S.K.Sundaramoorthy
 2. Mr. P.K.Venkatachalam
 3. Miss. Kavetha
 4. Miss. Sangeetha
- b) The Board have power at any time, form time to time, to appoint any person as Additional Directors provided the number of Directors and Additional Directors shall not at any time exceed Twelve.
35. At every Annual General Meeting, one-third of such of the Directors for the time being liable to retire by rotation from office in accordance with the provisions of the Act. A retiring Director shall be eligible for re-election.
36. Any person whether a member of the company or not, may be appointed or nominated as a Director of the Company and no qualification by way of share holding shall be required from any Director.
37. In case of the Union Government or any State Government or any Finance Institutions sponsored or financed by the above Government by way of grants, or loans accept participation or extends guarantee on behalf of the capital of the Company, such Government or institution shall if the agreement between it and the Company so provided be entitled so long as the Company is indebted to such Government or institution continues to be interested in the company as a shareholder in any fiduciary capacity, to nominate and from time to time substitute in place of such Government or Corporation, on the Board of Directors and while holding such office nominee shall not be liable to retire by rotation more be liable to hold any qualification shares.
38. The Board of Directors of the Company may appoint an alternate Director in the place of a Director. Who is about to leave or is absent from the state in which the meetings of the Directors are generally held, the Board may appoint any person to be an alternate Director, provided such absence shall not be lesser period than three months and such appointee while he holds office as an alternate Director shall be entitled to receive notice of all meetings of the Directors and to attend and vote thereat and on all resolutions proposed in circulations, but he shall *ipso facto* vacate office as a Director, if and when the Original Director returns to the state in which the meetings are generally held. An alternate Director appointed under this Article shall hold office as such for a period longer than that permissible to the original Director in whose place he had been appointed.

39. If, at any Annual General Meeting at which election of Directors ought to take place, the place of retiring Director is not filled up, he shall, if willing, continue in office until the Annual General meeting in the next year, and so on from year to year until his place is filled up, unless it shall be determined at such meeting on due notice to reduce the number of Directors in office.
40. The business of the Company shall be managed by the Directors who may pay all expenses incurred in getting up and registering the Company and other preliminary expenses and may exercise all such powers of the Company as are not by the Companies Act, 1956. or any statutory modification thereof for the time being in force or by these Articles required to be exercised by the Company in General Meeting subject nevertheless to any regulation of these articles and to the provisions of the said Act, and no such regulations, being not inconsistent with the aforesaid regulations or provisions of the said act, and no prescribed by the Company in General Meeting but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.
41. The Director shall be paid a sitting fee for attending the meeting of the Board of Directors or committee thereof in accordance with provisions of the Act, or Rules made there under from time to time. In addition to the remuneration payable to them the Directors may be paid all traveling, hotel, and other expenses properly incurred by them in attending and returning from meetings of the Board of Directors or any committee thereof or General Meetings of the Company or in connection with the business of the Company.
42. Subject to the provision of Section 314 of the Act, if any Director shall be appointed to advise the Directors as an expert or be called upon to perform extra services or make special exertions for any other purposes of the Company, the Board of Directors may pay to such Director such remuneration as they think fit, which remuneration may be in the form of either salary commission or a lump sum and may either be in additions to or in substitution of the remunerations specified in the last preceding article.
43. Subject to the provisions of the Companies Act, 1956, the Board of Directors may employ from time to time any Director to perform work or supply of goods required by the Company, or to serve the Company in any professional capacity or in any other capacity or character, and may remunerate him for such work or supply of goods or services as may think proper and may enter into contracts with him for the purpose aforesaid, but no Director shall vote at any Directors meeting upon any question affecting his or her own employment as aforesaid or any contract relating thereto.
44. Subject to the provisions of the Act, The Board of Directors may appoint a Director to be the Managing Director of the Company and fix his remuneration and may from time to time, subject to the provisions of any contract between him and the Company, remove or dismiss him from office and appoint another in his place.
45. Subject to the control and overall supervision of the Board of Directors, the Managing Director shall have power for engagement and dismissal of the staff and other employees of the company and the general direction, management and superintendence of the business of the

company with the power to do all acts, matters and things deemed necessary, proper or expedient for carrying on the business of the Company and to open and operate on the Bank Accounts of the Company and to represent the Company in all suits and other legal proceedings and to engage solicitors, advocates, and agents and to sign necessary papers, documents and instruments of authority of the Company as are not by the necessary papers, documents and instruments of authority of the Company as are not by the Companies Act or these Articles expressly directed to the exercised by the Board of Directors may with the sanction of the Board of Directors delegate all or any of his powers fit and shall have power to grant such agents and other delegates such powers of attorney as the Managing Director may subject to the approval of the Board of Directors deem expedient and the Managing Director shall done hav power to revoke such delegate of power at his pleasure.

46. Save as otherwise expressly provided in the act an resolution in writing signed by all or a majority of the members of the Board or a committee thereof, for the time being entitled to receive notice of the meeting of Board or committee shall be as valid and effectual as if it had been passed at a meeting of the Board or committee, duly convened and held. In the event of the signature of any one or more the Directors to any such resolutions being affixed on different dates the said resolution shall be deemed to be passed on the date of signature of the Director signing last.
47. Subject to Section 292, the Board, may delegate all or any of its powers to any Directors jointly or severally or to any one Director, as its discretion.

BORROWING POWERS

48. a) The Company have Power to borrow from any person or persons and secure the payment of any sum or sums of money for the purpose of the Company and Directors may from time to time at their discretion exercise this power and may themselves lend to the company on security or otherwise provided that the Directors shall not be contravening the provision of Section 292 of the Companies Act, 1956 or any Statutory modification thereof
- b) The Directors may raise or secure the repayment of any sum or sums in such a manner and upon such terms and conditions in all respects as they may think fit, and in particular by the creation of any mortgage or charge on the undertaking or the whole or any part of the property, present or future or uncalled capital of the company or by the issue of bonds, perpetual or redeemable, debentures or debenture stock of the Company charged upon all or any part of the Company's property both present and future including its uncalled capital for time being.

CHAIRMAN

49. The Chairman of the Company shall be appointed by the Board of Directors of the Company. The Board of Directors shall determine the period for which he is hold office. All meetings of the Board and Annual General Meetings of the Company shall be presided over by the Chairman if present, and if at any meeting of the Board or General Meetings of the Company, the Chairman

is not present at that time appointed for holding the same, the Directors present shall choose any one of their members to preside over the meeting. In case of an Equality of Votes, the Chairman of the Meeting shall have a second or casting vote. There is no impediment or restriction whatsoever for one and the same. Director to be and hold the office and to discharge the duties of the Chairman and Managing Director simultaneously.

AUDIT

50. The accounts of the Company shall be audited annually by duly qualified auditor(s) appointed by the share holders in the General Meeting.

SEAL

51. The seal of the Company shall not be affixed to any instrument except by way the authority of a resolution of the Board of Directors and except in the presence of at least one Director or Managing Director or Commercial Director or Technical Director if any, and that Director or Managing Director or Commercial Director or Technical Director as the case may be shall sign every instrument to which the seal of the Company is so affixed in his presence.

SECRECY

52. No Member shall be entitled to inspect the Company's books without the permission of the Directors or to require of any information respecting any details of the Company's trading or any matter which is or may be in the nature of trade secret process or trade mystery which may relate the conduct of the business of the Company and which, in opinion of the Directors, it will not be expedient in interests of the members of the Company to communicate to the public.

DIVIDENDS

53. a) The Company shall declare and pay dividend only out of profits and in accordance with the provisions of Section 205 of the Companies Act, 1956 or any statutory modifications thereof.
- b) The Company in General Meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
- c) The Board may from time to time pay to the members such *interim dividends* as appear to it to be justified by the profits of the Company.
- d) The Board may be deduct from any dividend payable to members all sums of money if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.
- e) In case of Joint Share holders, it shall be sufficient for the Company to effect payment of the dividend to the first named among them.

CAPITALISATION OF PROFITS

54. (1) The Company in General Meeting may, upon the recommendation of the Board, resolve:

- (a) That it is desirable to capitalize 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.
- (2) Amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same properties.
- (3) The Sum aforesaid shall not be paid in cash but shall be capitalized by the issue and distribution of fully paid up bonus shares.

INDEMNITY

55. Subject to provisions of the Companies Act, 1956 every Director, Managing Director, Secretary or Manager of the Company shall be indemnified by the Company against and it shall be duty of the Directors out of the funds of the Company to pay all costs, losses and expenses which any such officer may incur or become liable to by reason of any contract entered into, act or deed done by him as such officer or in any way in the discharging of his duties including traveling expenses and the amount for which such indemnity is provided shall be immediately attached as a lien on the property of the Company and have the priority as between the member over all other claims.

WINDING UP

56. If the Company Shall be wound up, whether voluntarily or otherwise the Liquidator may, with the sanction of special resolution divide among the members and contributors assets of the Company in Accordance with the provisions of the Companies Act, 1956. The following articles included vide special resolution passed by the members at their EGM held on 21.06.2006.

FUTURE ISSUE OF SHARES

57. (1) Whether at any time after the expiry of two years from the formation of the company or any time after the expiry of one year from the allotment of Shares in the Company made for the first time after its formation, whichever is earlier, it is proposed to increase the subscribed capital of the company by allotment of further shares then:
- (a) Such Further shares shall be offered to the persons who, at the date of the offer, are holders of the equity shares of the company, in proportion, as nearly as circumstances admit, to the capital paid-up on those shares at that date:
 - (b) The Offer aforesaid shall be made by notice specifying the number of shares offered and limiting a time not being less than fifteen days from the date of the offer within which the offer, if not accepted, will be deemed to have been declined:
 - (c) The offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favor of any other person and the notice referred to in sub-clause (b) shall contain a statement of this right:

- (d) After the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the person to whom such notice is given that he decline to accept the shares offered, the Board of Directors may dispose of them in such manner as they think beneficial to the Company.
- (2) Notwithstanding anything contained in sub-clause (1) further shares afore said may be offered to any persons (whether or not those persons referred to in clause (a) of sub-clause (1) here in any manner what so ever.
 - (a) If a special resolution to that effect is passed by the Company in General Meeting, or
 - (b) Whether no such resolution is passed, if the vote cast (whether on a show of hands or on a poll as the case may be) in favor of the proposal contained in the resolution moved in that General Meeting (including the casting vote, if any, of the Chairman) by members who, being entitled to do so, vote in person, or where proxies are allowed , by proxy, exceed the votes, if any, cast against the proposal by members, so entitled and voting and the Central Government is satisfied, on an application made by the Board of Directors in this behalf, that the proposal is most beneficial to the Company.
- (3) Nothing in sub-clause (c) of (1) hereof shall be deemed:
 - (a) To extend the time within which the offer should be accepted : or
 - (b) To authorize any person to exercise the right of renunciation for a second time, on the ground that the person in whose favor the renunciation was first made had declined to take the shares comprised in the renunciation.
- (4) Nothing in this Article shall apply to the increase of the subscribed capital of the company caused by the exercise of an option attached to the debentures issued by the compa
 - (i) To convert such debentures or loans into shares in the company: or
 - (ii) To subscribe shares in the company.

Provided that the terms of issue of such debentures or the terms of such loans include a term providing for such option and such term:

- (a) Either has been approved by the Central Government before the issue of debentures or the raising of the loans or is in conformity with Rules, if any, made by that Government in this behalf; and
- (b) In the case of debentures or loans or other than debentures issued to, or loans obtained from the government or nay institution specified by the Central Government in this behalf, has also been approved by the special resolution passed by the Company in the General Meeting before the issue of the loans.

SHARES AT THE DISPOSAL OF THE DIRECTORS

58. Subject to the provisions of the Section 81 of the Act and these Articles, the shares in the capital of the Company for the time being shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such person, in such proportion and on such terms and conditions and either at a premium or at par or (subject to the compliance with the provision of Section 79 of the Act) at a discount and at such time as they may from time to time think fit and with sanction of the Company in the General Meeting to give to any persons the option or right to call for any shares either at par or premium during such time and for such consideration as the directors think fit, any may issue and allot shares in the capital of the company on payment in full or part of any property sold and transferred or for any services rendered to the company in conduct of its business and any shares which may so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares. Provided that option or rights to call of shares shall not be given to any person or persons without the sanction of the company in the General Meeting.

LIMITATION OF TIME FOR ISSUE OF CERTIFICATES

59. Every member shall be entitled, without payment to one or more certificate in marketable lots, 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 so time determine) to several certificates, each for one or more of such shares and the company shall complete and have ready for delivery such certificates within three months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within two months of the receipt of the application of registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be. Every certificates of shares shall be under the seal of the company and shall specify the number and distinctive numbers of shares in respect of which its is issued and amount paid up there on and shall be in such form as the directors may prescribe and 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 or several joint holders shall be sufficient delivery to all such holders.

ISSUE OF NEW CERTIFICATE IN PLACE OF ONE DEFACED, LOST OR DESTROYED

60. If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, being given, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate. Every certificate under the article shall be issued without payment of fees if the Directors so decide or on payment of such fess (not exceeding Rs 2/- for each certificate) as the Directors shall prescribe. Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where is no further space on the back for endorsement of transfer.

Provided that notwithstanding what is stated above the Directors shall comply with such rules or regulation or requirements of any Stock Exchanges or the Rules made under the Act or Rules made under Securities Contracts (Regulation) Act, 1956 or any other Act, or Rules applicable thereof in this behalf.

The Provision of this Article shall *mutatis mutandis* apply to debentures of the Company.

DIRECTORS MAY REFUSE TO REGISTER TRANSFER

61. Subject to the provision of Section 111 A, these Articles and other applicable provisions of the Act or any other law for the time being in force, the Board may refuse whether in pursuance of any power of the company under these Articles or otherwise to register the transfer of, or the transmission by operation of law of the right to, any shares or interest of a member in or debentures of the company. The company shall within one month from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to company, send notice of refusal to the transferee and the transferor or to the person giving intimation of such transmission, as the case may be, giving reasons for such refusal. Provided that the registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the company on any account whatsoever except where the company has a lien on shares.

INSTRUMENT OF TRANSFER

62. The instrument of transfer shall be in writing and all provisions of Section 108 of the Companies Act, 1956 and statutory modification thereof for the time being shall be duly complied with in respect of all transfer of shares and registration thereof.

NO FEE ON TRANSFER OR TRANSMISSION

63. No fee shall be charged for registration of transfer, transmission, probate, succession certificate and Letters of administration, Certificate of Death or Marriage, Power of Attorney or similar other document.

PAYMENT IN ANTICIPATION OF CALL MAY CARRY INTEREST

64. The Directors may, if they think fit, subject to the provisions of Section 92 of the Act, agree to and receive from any member willing to advance the same whole or any part of the moneys due upon the shares held by him beyond the sums actually called for, and upon the amount so paid or satisfied in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the Company may pay interest at such rate, as the member paying such sum in advance and the Directors agree upon provided that money paid in advance of calls shall not confer a right to participate in profits or dividend. The Directors may at any time repay the amount so advanced.

The members shall not be entitled to any voting rights in respect of the moneys so paid by him until the same would but for such payment, become presently payable. The provisions of these Articles shall *mutatis mutandis* apply to the calls on debentures of the Company.

COMPANY'S LIEN ON SHARES/DEBENTURES

65. The Company shall have a first and paramount lien upon all the shares/debentures (other than fully paid-up shares/debentures) registered in the each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares/debentures and no equitable interest in any share shall be created except upon the footing and condition that this Article will have full effect and such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares/debentures. Unless otherwise agreed the registration of a transfer of shares/debentures shall operate as a waiver of the Company's lien if any, on such shares/debentures. The Directors may at any time declare any shares/debentures wholly or in part to be exempt from the provisions of these clauses.

TERM OF ISSUE OF DEBENTURES

66. Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination with privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution.

DIVIEND UNPAID OR UNCLAIMED

67. Where the Company had declared a dividend but which has not been paid or claimed within 30 days from the date of declaration, transfer the total amount of dividend which remains unpaid or unclaimed within the said period of 30 days, to a special account to be opened by the Company in that behalf in any scheduled bank, to be called "Unpaid Dividend Account".

Any money transferred to the unpaid divided account of a Company which remains unpaid or unclaimed for a period of seven years from the date of such transfer, shall be transferred by the Company to the Fund known as Investor Education and Protection Fund established under Section 205C of the Act.

No unclaimed or unpaid dividend shall be forfeited by the Board.

DEMATERIALIZATION OF SECURITIES

68. De-materialization: Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialize its existing Securities, rematerialize its Securities held in the Depositories and / or to offer its fresh Securities in a dematerialized form pursuant to the Depositories Act, and the Rules framed there under, if any.
69. Options for Investors: Every person subscribing to Securities offered by the Company shall have the option to receive security certificates or to hold the Securities with a Depository. Such a person who is the Beneficial Owner of the Securities can at any time opt out of a Depository, if permitted by law, in respect of any Securities in a manner provided by the Depositories Act, and the Company shall, in the manner and within the time prescribed, issued to the Beneficial Owner the required Certificate of Securities.

Provided that notwithstanding what is stated above the Directors shall comply with such rules or regulation or requirements of any Stock Exchanges or the Rules made under the Act or Rules made under Securities Contracts (Regulation) Act, 1956 or any other Act, or Rules applicable thereof in this behalf.

If a person opts to hold his securities with a Depository, the Company shall intimate such Depository the details of allotment of the Securities and on receipt of the information, the Depository shall enter in its record the name of the allottee as the Beneficial Owner of the Securities.

70. Securities in Depositories to be in fungible form: All Securities held by a Depository shall be dematerialized and be in fungible form. Nothing contained in Section 153, 153A, 153B, 187B, 187C and 372A of the Act shall apply to a Depository in respect of the Securities held by is one behalf of the Beneficial Owners.
71. Rights of Depositories & Beneficial Owners:
- i. Notwithstanding anything to the contrary contained in the Act or these Articles, a Depository shall be deemed to be the Registered Owner for the purposes if effecting transfer of ownership of Securities on behalf of the beneficial owner.
 - ii. Save as otherwise provided in (i) above, the Depository as the Registered Owner of the Securities shall not have any voting rights or any other rights In respect of the Securities held by it.
 - iii. Every person holding Shares of the Company and whose name is entered as the Beneficial Owner in the records of the Depository shall be deemed to be a Member of the Company.
 - iv. The Beneficial Owner of Securities shall, in accordance with the provisions of these Articles and the Act, be entitled to all the rights and subject to all the liabilities in respect of his Securities which are held by a Depository.
72. Service of Documents: Notwithstanding anything contained in the Act or these Articles to the contrary, where Securities are held in a Depository, the records of the Beneficial Ownership may be served by such Depository on the Company by means of electronic mode or by delivery of floppies or discs.
73. Transfer of Securities:
- i. Nothing contained in Section 108 of the Act or these Articles shall apply to a transfer of Securities effected by transferor and transferee both of whom are entered as Beneficial Owners in the records of a Depository.
 - ii. In the case of transfer or transmission of shares or other marketable Securities where the Company has not issued any certificate and where such Shares or Securities are being held in any electronic or fungible form in a Depository, the provisions of the Depositories Act shall apply.
74. Allotment of Securities dealt with in a Depository: Notwithstanding anything in the Act or these Articles, where Securities are dealt with by a Depository, the Company shall intimate the details of allotment of relevant Securities thereof to the Depository immediately on allotment of such Securities held with a Depository.

75. Certificate Number. etc. of Securities in Depository: Nothing contained in the Act or these Articles regarding the necessity of having certificate number/distinctive numbers for Securities issued by the Company shall apply to Securities held with a Depository.
76. Provision of Articles to apply to shares held in Depository: Except as specifically provided in these Articles, the provisions relating to joint holders of shares, calls, lien on shares, forfeiture of shares and transfer and transmission of shares shall be applicable to shares held in Depository so far as they apply to shares held in physical form subject to the provisions of the Depositories Act.
77. Register and Index of Beneficial Owners: The Register and Index of Beneficial Owners maintained by a Depository under the Depositories Act, shall be deemed to be the Register and Index (if applicable) of Members and Security-holders for the purposes of these Articles.

Sl.No.	Name, Address Description and Occupation of Subscribers	No. of equity Shares	Signature
1.	Dr. S.K.SUNDARAMOORTHY S/o.Late Sri.Kalianna Gounder, No.51, 2 nd Street, Dr. Jagannathan Nagar, Peelamedu, Coimbatore – 641 014. DOCTOR	100(One Hundred only)	Sd/- Dr.S.K.Sundaramoorthy
2	P.K. VENGATACHALAM S/o.Sri P.N.Kuppanna Gounder, No. 51, 2 nd Street, Dr. Jagannathan Nagar, Peelamedu, Coimbatore – 641 014. AGRICULTURIST	100(One Hundred only)	Sd/- P.K. Vengatachalam
3.	KAVETHA D/o. Dr.S.K. Sundaramoorthy, No. 51, 2 nd Street, Dr. Jagannathan Nagar, Peelamedu, Coimbatore – 641 014. STUDENT (Date of Birth 30-01-1976)	100(One Hundred only)	Sd/- Kavetha
4.	SANGEETHA D/o. Dr. S.K.Sundaramoorthy, No.51, 2 nd Street, Dr. Jagannathan Nagar, Peelamedu, Coimbatore – 641 014. STUDENT (Date of Birth 16-10-1978)	100(One Hundred only)	Sd/- Sangeetha
	TOTAL	400 (One Hundred only)	

Date : 07.03.1997

Place : Coimbatore

Witness to the above Signatures:

Sd/-
V.NANDHAGOPAL
S/o. Sri. R. Thirumalaiswami,
Chartered Accountant,
1055/27, Avanashi Road,
Coimbatore – 641 018.