

ARTICLES OF ASSOCIATION OF
DHINDIA ASSOCIATION
(COMPANY LIMITED BY GURANTEE NOT HAVING SHARE CAPITAL)
UNDER SECTION 8 OF THE COMPANIES ACT, 2013

PRELIMINARY

1. Subject as hereinafter provided the Regulations contained in Table 'B' in the First Schedule to the Companies Act, 2013 shall apply to the Company.

INTERPRETATION

2. In these regulations:
 - a. "Company" means "**DHINDIA ASSOCIATION**".
 - b. "Office" means the Registered Office of the Company.
 - c. "Act" means the Companies Act, 2013, and any statutory modification thereof.
 - d. "Seal" means the Common Seal of the Company.
 - e. "Directors" means the Directors of the Company and includes persons occupying the position of the Directors by whether names called.
3. Unless the Context otherwise requires the words or expressions contained in these regulations shall bear the same meaning in the Act, or any statutory modification thereof in force on the date at which the regulations become binding on the Company.

Members

1. The number of members with which the company proposes to be registered is 6 and in accordance to section 8 rules but the directors may from time to time register an increase in members.
2. The subscribers to the memorandum and such other persons as the Board shall admit to membership shall be members of the company.
3. There shall be different categories of memberships which will be decided by the Board of Directors. The Association may from time to time increase or decrease the said categories of members.

(A) Individual Members – Any individual carrying on or associated with the health information technology and residing in India or abroad and who conforms to and agrees to conform to the minimum standards of business practice and professionals skills as may be prescribed by the company, from time to time, is eligible for the membership of the company”. Individual members can be individual ‘provisional’ members and individual ‘permanent’ member. Individual provisional members shall not have any voting rights.

(B) Corporate Members – This is membership to an organization, which will be entitled to appoint one nominee or representative to discharge its functions as a member of this company. Such nomination or change in the nomination shall be made by the corporate member by a written communication addressed to the Chairperson of the Board of Directors and shall be effective on its acceptance by the Board of Directors. The corporate member organization shall have the right to change the nomination from time to time. Such Nominee shall have the right to vote at the General Meetings.

(C) Student Members – The Board of Directors may appoint and enroll Student Members under 30 years of age as members. This category shall be for students of health informatics and allied subjects, but who may not be in a position to join as Individual Members. Such Student Members shall not be included in determining the total number of membership of the Company for any purpose whatsoever and shall not have any voting rights and such member or members shall not be considered as ‘Member’ within the meaning and definition under the Companies Act, 2013.

(D) Advisor – Any person who has rendered exemplary service towards the development of the Health Informatics/Digital Health, can be an Advisor Member of the Company, based on prior approval of the Board of Directors.

4. Approval by Board of Directors

A person shall be admitted as a member of the Association under any category after he/she has been first approved by the Board of Directors and the Board of Directors shall have full discretion as to the admission of any person to membership in any category. The applicant becomes a member of the association from the date of approval by the Board of Directors and payment of membership fee.

5. Fees and Subscription

5.1 The Board of Directors shall have the power to determine, from time to time, by resolution passed by affirmative vote of a simple majority of its members present and voting, the fees or the Annual Membership Subscription payable by the members of the Company.

a) The Membership fee payable by all categories of members shall be as determined and revised as necessary by the Board of Directors from time to time.

6. Cessation of Membership

A member of the Association shall cease to be a member in the following circumstances:

a) Upon death

b) If she/he has tendered her/his resignation by a notice in writing.

c) If she/he fails to pay annual membership subscription by the due date or by such other extended date, as may be permitted by the Board of Directors.

d) Removal of the member by a special resolution passed by the general body at the Annual General Meeting if violating the membership code of conduct of the association

GENERAL MEETINGS

7. All General Meetings other than the Annual General Meeting shall be called Extra-ordinary General Meetings.

8. The Board may whenever it thinks fit, call an Extra-ordinary General Meetings.

9. If at any time there are not within India directors capable of acting who are sufficient in number to form a quorum, any Director or at least any two members of the Company may call an Extra-ordinary General Meeting in the same manner, as nearly as possible, as that a meeting may be called by the Board.

10. At least fourteen days, clear notice of General Meetings of the Company, specifying the 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.

Voting rights

11. Every member shall have one vote.

a) 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 or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.

- b) No member shall be entitled to vote at any general meeting unless all sums presently payable by him to the company have been paid.
- c) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.
- d) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.
- e) A member may exercise his vote at a meeting by electronic means in accordance and shall vote only once after validation of identity of the voter.
- f) Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

12. No business shall be transacted at any general meeting, unless quorum of members is present including virtual/digital attendance at the time when the meeting proceeds to business and at least two members present in person shall be quorum for general meeting.

Matters which cannot be transacted through Video Conferencing

- i. The approval of the annual financial statements;
- ii. The approval of the Board's report;
- iii. The approval of the prospectus;
- iv. The approval of the matter relating to amalgamation, merger, demerger, acquisition and takeover; and
- v. Any matter that requires submission to ROC for approvals

13. The Chairman, if any, of the Board, shall preside as Chairman of all Board and general meetings, of the Company. If at any time the Chairman is not present within 15 minutes after the time appointed for holding the same, the Directors and members present shall elect one of the Directors present to be acting Chairman of such meeting. If no director is present or unwilling to act as Chairman, the members may appoint one of their members as acting Chairman for that meeting.

DIRECTORS

14. The number of Directors of the Company shall not be less than two.

15. The following shall be the First Directors of the Company and they admit the directorship of the company for the present tenure, till elections for the next board of directors will be held.

- a) Uma Nambiar
- b) Shashi Bhushan Gogia
- c) Uday Sankar Mohalanobish

- d) Oommen John
- e) Pramod David Jacob
- f) Radhamani Prajeesh

16. The Directors may from time to time, appoint one of their body to the office of the Chief Executive Officer (CEO) and further more may appoint one of their body 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 an agreement with them in such terms and conditions as they may deem fit.
17. The quorum necessary for the transaction of the business of the Board of Directors meeting subject to Section 174 of the Companies Act 2013, shall be minimum twenty five percent of its total strength, provided that quorum shall not be less than two members.
18. All resolutions should be passed in Board meeting of the Directors.
19. Subject to provisions of Section 161 of the Act, a Director, who may be absent for a period, not less than 3 (three) months from India in which the meeting of the Board are ordinarily held, have power to appoint any member of the Company selected by him as an alternate or proxy director by giving notice in writing under his name to the Board and at his discretion to remove, such alternate director. Such alternate Director shall vacate office when his appointer is present in person or cease to be director. Save as afore said 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.
20. The appointed office bearers who will carry out the day to day activities of the company shall be governed by the powers vested unto them through the annexure document describing the roles and responsibilities associated with such designations.
21. The Director may delegate all or any of their powers to such other Directors, as they think fit and shall have power to grant such power of attorney, as they deem expedient and such powers at pleasure to revoke, subject to Section 166 and 179 of the Act.
22. No Director shall receive out of the funds of the Company any amount by way of sitting fees for his services for any Board meeting attended by him.
23. The Directors shall be paid travelling and other expenses of attending and returning from meeting of the Board (including hotel expenses) and any other expenses properly incurred by them in connection with the business of the Company. The Directors may also be remunerated for any extra services done by them outside their ordinary duties as Director, subject to the provisions of Section 188 of the Act.

POWERS AND DUTIES OF DIRECTORS

24. 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.

LIABILITY OF MEMBERS

25. The members of a company limited by guarantee are bound by a guarantee, which requires them to pay the company's debts up to a fixed sum of Rs 1000/-

ADJOURNMENT OF MEETING

26. The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place and no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting, save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

OPERATION OF THE BANK ACCOUNTS

27. The authorized Directors shall have the power to open bank accounts and 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 authorize any other person or persons to exercise such powers.

ACCOUNTS

29. No members (not being Director) shall have any right of inspecting any accounts or books of account of the Company except as conferred by law or authorized by the Board or by the Company in General Meeting.
30. The Directors shall in all respect comply with the provisions of Section 128,129,134,137 and 207 of the Act, and profits 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 issued by the Company at least fourteen days before the date of Annual general meeting of the Company at which they are to be laid.

AUDIT

31. The first Auditor of the Company shall be appointed by the Board of Directors within 30 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.
32. At First Annual General Meeting the Company shall appoint an Auditor who will hold Office for not more than five years.
33. 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.

COMMON SEAL

34. The Board shall provide for the safe custody of the Company's Common Seal.
35. The Seal shall not be affixed to any instrument except by the authority of a resolution of the Board or of a Committee of the Board authorized by it in that behalf and except in the presence of at least two directors and of the secretary or such other person as the board may appoint for the purpose; and those two directors and the secretary or other person as aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

SECRECY

36. 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 a 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

sign a 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.


WINDING UP


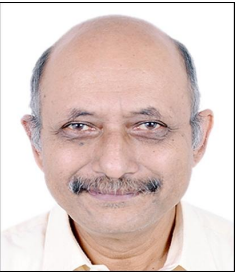



37. Winding up when necessary will be done in accordance with the requirements of the Companies Act, 2013 or statutory modification thereto.
38. If on the winding up or dissolution of a company registered under this section, there remains, after the satisfaction of its debts and liabilities, any assets, they may be transferred to another company registered under this section and having similar objects, subject to such conditions as the Tribunal may impose, or may be sold and proceeds thereof credited to "Insolvency and Bankruptcy Fund" formed under section 224 of the Insolvency and Bankruptcy Code, 2016.

INDEMNITY

39. Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favor or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

We the several persons whose name and addresses and description occupations are hereunder subscribed are desirous of being formed into a company not for profit, in pursuance of this Article of Association:

Sr. No.	Names, Addresses, Descriptions and Occupations of Members	Signature	Amount of Guarantee	Photo
1.	<p>Uma Nambiar</p> <p>13th Floor, Sea Wind, Rainbow Realtors, Payyambalam, Kannur-678001, Kerala, India OCCUPATION: Professional PAN : ACTPN8352K DIN : 07763542</p>		Rs. 1000/-	

2.	<p>Shashi Bhushan Gogia</p> <p>28/31, Old Rajinder Nagar-110060, Delhi, India OCCUPATION: Professional PAN : AAHPG8857C DIN : 08249821</p>		Rs. 1000/	
3.	<p>Uday Sankar Mohalanobish</p> <p>No 276, Jal Vayu Towers, NGEF Layout, Sadanand Nagar, Indiranagar Post, Bangalore – 560038, Karnataka, India OCCUPATION: Professional PAN : AIEPM2277M DIN : 03151102</p>		Rs. 1000/	
4.	<p>Oommen John</p> <p>Flat No.101, Suraksha Sadan CGHS, Plot No.13, Sector 9, Dwarka-110077, New Delhi, India OCCUPATION: Professional PAN : AEWPJ5642R DIN : NA</p>		Rs. 1000/	
5.	<p>Pramod David Jacob</p> <p>A 3 , Whispering Palms , Youth Hostel Rd, Miramar, Panaji-403001, Goa, India OCCUPATION: Professional PAN : AHDPJ1638F DIN : 00562220</p>		Rs. 1000/	
6.	<p>Radhamani Prajeesh</p> <p>B011, Suryakiran Apartment, 42/1, Netaji Road, Frazer Town, Bangalore-560005, Karnataka, India OCCUPATION: Professional PAN : ADCPP4926H DIN : NA</p>		Rs. 1000/	

Dated the 28th day of August, 2019

Place: Bangalore

Witnesses to the above Signatures of :

For MOHIT CHOTIA & CO.
Chartered Accountants

Mohit Chotia
CA Mohit Chotia
M.No. 434291



1. Signature

Name : Mohit Chotia

Father's Name: Pawan Kumar Chotia

Address : 301, 5th-floor, Ankalikar Building,
Near Jain Temple, Sanvid Nagar, Kanadia Road,
Indore-452016, Madhya Pradesh, India.

Occupation : Chartered Accountant

PAN : AWQPC5273P