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ANURAG KUMAR
S.V. NO 25/99 RL NO.
36-151, G S TOWER
HIMAYAT NAGAR
HYDERABAD - 28
(THE COMPANIES ACT, 1956)
AP-23/GSO/KL(PB)/16/2005
(A COMPANY NOT FOR PROFIT UNDER SECTION 25 OF THE COMPANIES ACT, 1956)
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INDIA STAMP DUTY ANDHRA PRADESH

ARTICLES OF ASSOCIATION

OF

United Care Development Services

1. (i) In these Articles

(a) "the Act" means the Companies Act, 1956.

(B) "the Seal" means the common seal of the Company.

(ii) Unless the context otherwise requires, words or expression contained in the regulation shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulation become binding on the Company.

2. The Company is a Private Company within the meaning of Section 3(1)(iii) of the Companies Act, 1956 and accordingly the following provisions shall have effect namely;

(a) the number of member of the Company is not to exceed 50 but does not include;

(i) the persons who are in the employment of the Company; and

(ii) persons who having been formerly in the employment of the Company, were members of the Company while in the employment and have continued to be members after the employment ceased,

(b) any invitation to the public to subscribe for any shares or in debentures of the Company is hereby prohibited; and

(c) The right to transfer of share shall be restricted as hereinafter provided.

(d) prohibits any invitation or acceptance of deposits from persons other than its members, directors or their relatives

Provided that where two or more persons hold one or more shares in a company jointly, they shall, for the purposes of this definition, be treated as a single member.

3. The authorised share capital of the Company shall consist of Rs 100,000/- (Rupees One Lakh) divided into 1,000 (Thousand) shares of Rs.100/- (Rupees One Hundred) each.

4. The subscriber to the Memorandum who will subscribe atleast one share of the Company and such other persons as the Board shall admit to Membership shall be Members of the Company and now members membership will be effective only after be is allotted and/or acquired at least one share of

rupees one hundred and has made the payment thereof. However, there will be no bar on members buying more than one share.

TRANSFER AND TRANSMISSION OF SHARES

5. The rights of members to transfer their share/shares shall be restricted as follows; subject to the provisions of the sections 111 of the Companies Act, 1956:-

(a) No transfer of share in the Company shall be valid, unless approved by the Board of Directors of the Company.

(b) A share may be transferred by a member to any other member of the Company selected by the transferor or to any other person approved by the Board of Directors of the Company and that no share shall be transferred to any person, who in the opinion of the Board of Directors, is not desirable in the interests of the Company to be admitted to the membership of the Company.

(c) A member intending to sell or transfer his shares in the company to a member to members, or to any other person approved by the Board of Directors shall write to the Board of Directors of his intention to sell or transfer his shares holding alongwith duly signed and completed transfer deed. The Board of Directors may if they deem fit, approved such transfer of share refuse to register the same or give such direction to the proposing transfer or as they deem fit in the interest of the company provided that if no action or decision is taken by the Board of Directors on the request of the intending seller within three months, the intending seller shall be at liberty to dispose of his shares in such manner as he may deem fit and his action shall then be binding on the Board of Director of the Company.

(d) Subject to (c) above, the Board of Directors shall always have absolute uncontrolled discretion to refuse to register any proposed transfer of shares without assigning any reason thereof.

GENERAL MEETING

6. (i) All General meetings other than Annual General meetings shall be called extraordinary General Meetings.

(ii) The Board may whenever it thinks fit call an Extraordinary General Meeting.

(iii) If at any time there are not within India Directors capable of acting who are sufficient in number to from a quorum any Director or any two members of the Company may call an Extraordinary General Meeting in the same manner as nearly as possible, as that in which such a meeting may be called by the Board.

PROCEEDING AT GENERAL MEETINGS

7. (i) No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business.

(ii) Save as herein otherwise provided, two Members present in person shall be a quorum.

8. (i) If within half an hour from the time appointed for holding the Meeting a quorum is not present, the Meeting if called upon the requisition of Members shall be dissolved.

(ii) In any case the meeting shall stand adjourned to the same day in the next week at the time and place or to such other day and at other time and place as the Board may determine.

(iii) If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the Meeting the Members present shall be a quorum.

9. The Chairman, if any, of the Board shall preside as Chairman at every General meeting of the Company.

10. If there is no such Chairman, or if he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as Chairman of the Meeting, the Directors present shall elect one of their members to be Chairman of the Meeting.

11. If at any meeting no Director is willing to act as Chairman or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their numbers to be Chairman of the meeting.

12. (i) The Chairman 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.

(ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of original meeting.

(iv) Save as aforesaid, it shall not be necessary to give any notice of the adjournment or of the business to be transacted at an adjourned meeting.

13. In the case of equal votes, whether on a show of hands or on a poll, the Chairman of the Meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

14. Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

VOTE OF MEMBERS

15. Members shall have votes equal to number of fully paid shares they are holding in the Company as on the date of General meeting.

16. No members shall be entitled to vote at any General Meeting unless all sums presently payable by him to the Company have been paid.

17. (i) 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.

(ii) Any such objection made in due time shall be referred to the Chairman of the Meeting whose decision shall be final and conclusive.

18. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or the authority under which the proxy was executed. Provided that no intimation in writing of such death, insanity revocation or transfer shall have been received by the Company at its office before the commencement of the Meeting or adjourned Meeting at which the proxy is used.

BOARD OF DIRECTORS

19.(i) The number of Directors shall not be less than 2 (two) and not more than 12 (twelve).

(ii) The first Directors of the Company shall be;

- (a) Sri Sai Gunaranjan Penumetcha
- (b) Sri Venkata Ramana Nadimpalli
- (c) Sri Satish Raju Gottumukkala

20. The Directors may be paid all traveling, boarding and lodging and other expenses properly incurred by them;

(i) In attending and returning from meeting of the Board or any Committee thereof of the Company;or

(ii) In connection with the business of the Company.

PROCEEDINGS OF MEETINGS OF BOARD

21. (i) The Board of Directors may meet to transact business, adjourn or otherwise regulate its Meetings, as it think fit.

(ii) A director may and the manager or secretary on the requisition of a Director shall, at any time, summon a Meeting of the Board.

22. (i) Save as otherwise expressly provided in the Act, questions arising at any Meeting of the Board shall be decided by a majority of votes.

(ii) In case of an equality of votes, the Chairman shall have a second or casting vote.

23. (i) The Board may elect a Chairman of its Meetings and determine the period for which he is to hold office.

(ii) If no such Chairman is elected, or if at any Meeting the Chairman is not present within five minutes after the time appointed for holding the Meeting, the Directors present may choose one of their numbers to be Chairman of the Meeting.

24. (i) The Board may, subject to the provisions of the Act, delegate any its powers to a Committee consisting of such Member or Members of its body as it think fit.

(ii) Any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

25. (i) A Committee may elect a Chairman of its Meetings.

(ii) If so such Chairman is elected or if at any Meeting the Chairman is not presenting within five minutes after the time appointed for a holding the Meeting the members present may choose one of the numbers to be Chairman of the Meeting.

26. (i) A Committee may meet and adjourn its meeting as it thinks proper.

(ii) Questions arising at any Meeting of a Committee shall be determined by a majority of votes of the Members present and in case of equality of votes, the Chairman shall have a second or casting vote.

27. All Acts done by any Meeting of the Board or of a Committee thereof, or by any person acting as a Director, shall notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such Directors or any person acting as aforesaid or that they or any of them were disqualified be as valid as if every such Director or such person had been duly appointed and was qualified to be a Director.

28. Save as otherwise expressly provided in the Act, a resolution in writing signed by all the Members of the Board or Committee thereof for the time being entitled to receive notice of a Meeting of the Board or Committee shall be as valid and effectual as if it had been passed at a Meeting of the Committee duly convened and held.

MANAGER OF SECRETARY

29. (i) A manager or secretary may be appointed by the Board for such term at such remuneration and upon such conditions as it may think fit and any Manager or Secretary so appointed may be removed by the Board.

(ii) A Director may be appointed as Manager or Secretary.

30. A provision of the Act or these regulations requiring or authorising a thing to be done by a Director and the Manager, or Secretary shall not be satisfied by it being done by the same person acting both as Director and as or in place of the Manager or Secretary.

THE SEAL

31. (i) The Board shall provide for the safe custody of the seal,

(ii) The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and except in the presence of at least two Directors and of the Secretary or such other person as the Board of Director may appointed 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.

S. No	Names, Addresses, Occupations and Description of the Subscribers with their signatures	Signature, with Name, Address Description and Occupation of Witnesses
1	<p>SAI GUYARANJAN PENUMETCHA S/O RAMAKRISHNAM RAJU PENUMETCHA, B-308, JEEVAN VISHAKA APARTMENTS, MMTC COLONY, SEETHAMMADARA, VISHAKAPATNAM PIN - 530022 DEVELOPMENT PROFESSIONAL DOB: 30-NOV-1977</p> <p style="text-align: right;"><i>Sai</i></p>	
2	<p>NADIMPALLI VENKATA RAMANA S/O DR NUBHASKAR. PRASHANT NAGAR 9/29, BODUPPAL ROAD UPPAL HYDERABAD - 500039 CONSULTANT D.O.B 25th JAN 1957</p> <p style="text-align: right;"><i>M. Venkatesh</i></p>	
3	<p>SATISH RAJU GOTTUMUKKALA S/O G. A. RAJU D-1114, PARADISE, RAHEJA VIHAR, CHANDIVALI ROAD MUMBAI - 400072 CONSULTANT DOB: 30th SEPT 1966</p> <p style="text-align: right;"><i>Satishraju</i></p>	<p>All the Signatories have signed before me</p> <p>POGURIMARUTI VENKATA SUBBARAO, M.COM, MBA, FCS, LL.B. Practising Company Secretary CHIPPENDALE APTS, Flat No. 408, 5TH FLOOR H.No. 1-7-12, Golconda X Roads, Musheerabad, Hyderabad - 500020 FCS-4432, CP-3374</p> <p style="text-align: right;"><i>Prasanna</i></p>

Place: Hyderabad
Date: 10/02/2010 P. Prayanka
~~07/02/2010~~