MEMORANDUM OF ASSOCIATION

OF

MANIPAL HOSPITALS PRIVATE LIMITED[1]

(Incorporated under the Companies Act, 1956, Company Limited by Shares)

I. The name of the Company is **MANIPAL HOSPITALS PRIVATE LIMITED[2].**

II. The Registered Office of the Company will be situated in the State of Karnataka.

III. **[a] The objects to be pursued by the company on its incorporation are:—**

1. To establish, construct, erect, maintain, run, manage, develop, own, acquire, purchase, undertake, improve, equip, promote, initiate, encourage, subsidize & organize, provide services to, hospitals, dispensaries, clinics, diagnostic centers, polyclinics, pathology laboratories, research centers, operation theaters, chemist shops, blood banks, eye banks, kidney banks, nursing homes, physiotherapy centers, investigation centers, post operative centers and other similar establishments for providing treatment & medical relief in all its branches by all available means to members of the public at large on suitable fees, concessional fees or on free of charge basis.

2. To carry on the business in India or elsewhere to manufacture, produce, export, import, buy, sell, fabricate, discover, develop, design, process, investigate, store, formulate, install, repair, maintain, recondition, turn to account, exchange, sponsor, distribute or otherwise to deal in all sorts of medicines, pharmaceuticals, chemicals, injections, drugs, formulations, apparatus, instruments, accessories, natural & artificial human body parts, dead bodies and other allied goods & articles and to do all incidental acts and things necessary for the attainment of the objects under these presents.

[b] Matters which are necessary for furtherance of the objects specified in clause III (a) are:—

1. To enter into agreements and contracts with individuals, companies or other legal entities (whether Indian or foreign) for technical, financial or any other assistance for carrying out all or any of the objects of the Company.

2. To establish and maintain any agencies and branches in India, or any part of the world for the conduct of the business of the Company, or for the sale of any materials or things for the time being at the disposal of the Company for sale.

[1] Name of the Company has been changed from Columbia Asia Hospitals Private Limited to Manipal Hospitals Private Limited vide shareholders' resolution dated September 17, 2021

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3. To advertise and adopt means of making known the business activities of the Company or any articles or goods traded or dealt in by the Company in any way as may be expedient including posting of bills in relation thereto and the issue of circulars, books, pamphlets and price lists and conducting competitions, exhibitions, use of Audio, video channels, demonstrations and the giving of prizes, rewards and donations subject to Section 182 of the Companies Act, 2013.[3]

4. To apply for, purchase or otherwise acquire and protect, prolong and renew any intellectual property rights including trade marks, service marks, trade names, designs, secret processes, patents, patent rights, which may appear likely to be advantageous or useful to the Company and to spend money in experimenting and testing and improving or seeking to improve any intellectual property rights including trade marks, service marks, trade names, designs, secret processes, patents, patent rights, which the Company may acquire or propose to acquire or develop.

5. To enter into partnership or into any arrangement.

6. To enter into any agreements with any Government or State Authority, Municipal, Local or otherwise that may seem conducive to the Company's objects or any of them and to obtain from any such Government or State Authority, any rights, privileges and concessions, grants which may seem conductive to the Company's objects or any of them.

7. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any Person, Firm, Company, or other legal entity carrying on any business which the Company is authorized to carry on and to purchase, acquire, apply for, hold, sell and deal in shares, stock, debentures of any such Person, Firm, Company or other legal entity and to conduct or make, carry into effect any arrangement in regard to the winding up of the business of any such Person, Firm, Company or other legal entity.

8. To construct, acquire, establish, provide, maintain and administer factories, estates, generating installations, pipelines, garages, storages and accommodation of all kinds and descriptions in connections with the business of the Company.

9. To apply for, tender, purchase or otherwise acquire any contracts and concessions for or in relation to the construction, erection, equipment, improvement, management, administration or control of works and conveniences and to undertake, execute, carry out, dispose of or otherwise turn to account the same.

10. To buy, obtain on lease, license or otherwise, lands, buildings and other immovable properties necessary for carrying on the main objects and to sell, lease, mortgage or hypothecate or otherwise dispose of all or any of the properties and the assets of the Company on such terms and conditions as the Company may think fit.

[3] Amended vide Annual General Meeting dated 29th September, 2016.

11. To amalgamate with any Company or Companies.

12. Subject to the provisions of the Companies Act, 2013, to incur or pay out of the funds of the Company to the promoters and others, if any, all the costs, charges and expenses with respect to the promotion, formation, registration and establishment of the Company and all other expenses including interest on the funds invested by them at such rates as the Directors may deem fit and reimbursements of deposits, advance for purchases, expenses for negotiation, contracts and arrangements made prior to and in anticipation of the formation and incorporation of and commencement of business by the Company.[4]

13. To take over, approve, adopt or ratify all steps taken and commitments made by the promoters for the proposed business of the Company prior to its incorporation and business commencement.

14. Subject to the provisions of the Companies Act, 2013, to remunerate (by cash or in kind or by the allotment of fully or partly paid up shares or by call or option on shares, debentures, debenture stock, securities of this or any other Company or in any other manner) whether out of the Company's capital, profits or otherwise to any Persons or Firm or Company for services rendered or to be rendered in introducing any property or business to the Company or for any other reason which the Company may think proper.[5]

15. Subject to the Banking Regulation Act, 1949 and provisions of the Companies Act, 2013 to draw, make, issue, accept and to endorse, discount and negotiate promissory notes, hundies, bills of exchange, bills of lading, delivery orders, warrants, warehouse keeper's certificates and other negotiable, commercial and mercantile instruments connected with the business of the Company.[6]

16. To open accounts with any Individual, Firm or Company or with any bank or banks and to pay into and withdraw monies from such account or accounts.

17. Subject to the provisions of the Companies Act, 2013, to invest, apply for and acquire or otherwise employ monies belonging to, entrusted to or at the disposal of the Company upon securities and shares with or without security upon such terms as may be thought proper and from time to time vary such transactions in such manner as the Company may think fit.[7]

18. Subject to the provisions of the Companies Act, 2013, to lend or deposit monies belonging to or entrusted to or placed at the disposal of the Company to such Person or Company and in particular to customers and others having dealings with the Company or with or without security, upon such terms as may be thought proper and guarantee the

[4] Amended vide Annual General Meeting dated 29th September, 2016.
[5] Amended vide Annual General Meeting dated 29th September, 2016.
[6] Amended vide Annual General Meeting dated 29th September, 2016.
[7] Amended vide Annual General Meeting dated 29th September, 2016.

performance of contracts of such Person or Company but not to do the business of banking as defined in the Banking Regulation Act, 1949.[8]

19. To make advances upon or for the purchase of materials, goods, machinery, stores and other articles or services required for the purpose of the Company.

20. Subject to the provisions of the Companies Act, 2013, to borrow or raise money with or without security or to receive money or deposit at interest or otherwise in such manner as the Company may think fit and in particular by the issue of preference shares obtain loans from any financial institutions, Commercial Banks, debenture/s perpetual or otherwise, including debentures convertible into shares of this or any other Company and to offer as security for such money so borrowed, raised or received, to mortgage, pledge or charge the whole or any part of the property, assets or revenue of the Company, present or future, including its uncalled capital and to purchase, redeem or pay off such securities.[9]

21. To sell, mortgage, assign or lease and in any other manner deal with or dispose of the undertaking or properties of the Company or any part thereof, whether movable or immovable for such consideration as the Company may think fit and in particular for shares, debentures or other securities of any other Company having objects altogether or in part similar to those of this Company.

22. To improve, manage, work, develop, alter, exchange, mortgage, lease, turn to account, abandon or otherwise deal with all or any part of the properties, rights and concessions of the Company.

23. To provide for the welfare of the employees or ex-employees of the Company or their wives, families or dependents or relatives of such Persons, by building or contributing to the building of house, dwelling places or grant of money, pensions, gratuity, bonus, payment towards insurance or other payment or by creating from time to time, subscribing or contributing, to, aiding or supporting provident funds or conveniences and by providing, subscribing or contributing towards places of instruction or recreation, hospital and dispensaries, medical and other assistance as the Company shall think fit.

24. Subject to the provisions of the Companies Act, 2013, and the Constitution of India, to subscribe or contribute or otherwise to guarantee money to charitable, benevolent, religious, scientific, educational or other institutions or any public, general or useful objects.[10]

25. To undertake and execute any trusts, the undertaking whereof may seem desirable either gratuitously or otherwise.

[8] Amended vide Annual General Meeting dated 29th September, 2016.

[9] Amended vide Annual General Meeting dated 29th September, 2016.

[10] Amended vide Annual General Meeting dated 29th September, 2016.

26. To distribute any of the properties of the Company amongst the members in specie or in kind consequent upon the winding up of the Company.

27. To establish or promote or concur in establishing of promoting any Company or companies for the purpose of acquiring all or any property, rights and liabilities of the Company or any other purpose which may seem directly or indirectly calculated to benefit the Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of such other Company.

28. To experiment and incur expenses, necessary for the purpose of improving on the present method and process of working the several businesses which the Company is authorized to carry on and to carry on research for improving, developing or effecting economics and greater efficiency in the process for the production, manufacture and working of or trading or dealing in the various substance, materials and articles and things or with any of the business for which the Company is established.

29. To carry on such incidental business whether manufacturing or otherwise that may seem to the Company capable of being conveniently carried on in connection with the above objects or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights or which it may be advisable to undertake with a view to improving, developing, rendering valuable or turning to account any property, real or Personal, belonging to the Company or in which the Company may be interested and to do all or any of the above things, either as principals, agents, trustees, contractors or otherwise and either along or in conjunction with others and either by or through agents, sub-contractors, trustees or otherwise.

30. To commence and carry out software designing, development, customization, implementation, maintenance, testing, benchmarking, data management, archival and disaster management, analytics data, business intelligence, information security/assurances and or otherwise, acquiring, owning and customizing third party computer software packages, programs and solutions, and to utilize, provide cloud/internet/web based applications, services and solutions, offering software/hardware implementation services on-site/offsite or through development centers using owned/hired or third party infrastructure and equipment for the purpose of self-utilization and attainment of main objects of the Company.[11]

31. To establish research laboratories for the purpose of carrying on research in all branches of medical sciences.[12]

32. To carry on the business of health clubs and health clinics of all kinds and descriptions.[10]

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[11] (Object No. 30 has been included vide resolution passed in the Extraordinary General Meeting held on May 13, 2013)

[12] (Object No. 31 to 39 have been shifted from other Objects to matter which are necessary for furtherance of the objects Annual General Meeting dated 29th September, 2016.

33. To manufacture, deal, stock, export and import all kinds of instruments, applications, devices used in hospitals, clinics, laboratories, college and research centers, whether for general treatment, surgery, therapy, diagnosis, research or otherwise. [10]

34. To carry on agency business in all its branches and kinds. [10]

35. To establish educational institutions like colleges, schools, training centers, institutes and the like for the diffusion of theoretical and practical knowledge and especially to import education in all branches of medical sciences. [10]

36. To carry on the business of investments, lease, financing and hire purchase financing in all its branches and kind. [10]

37. To undertake, carry out, promote and sponsor rural development including any programme for promoting the social and economic welfare of or the uplift of the public in rural areas and to incur any expenditure on any programme of rural development and to assist execution and promotion thereof either directly or through an independent agency or in any other manner, without prejudice to the generality of the foregoing. “Programme of rural development” shall also include any programme for promoting the social and economic welfare of or the uplift of the public in any rural area which the Directors consider likely to promote and assist rural development, and that the words “rural area” shall include such areas as may be regarded as rural areas under Section 35-CC of the Income Tax Act, 1961 or any other law relating to rural development for the time being in force or as may be regarded by the Directors as rural areas and the Directors may at their discretion, in order to implement any of the above mentioned objects or purposes, transfer without consideration or at such fair or concessional value as the Directors think fit and subject to the provisions of the Companies Act, 1956 divest the ownership of any property of the Company to or in favour of any public or local Board of Authority or Central or State Government or any public Institutions or Trusts or Funds as approved by the Central Government or State Government or any other appropriate authority. [10]

38. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for discharging that the directors may consider to be social and moral responsibilities of the Company to the public or any section of public as also any activity which the Directors consider likely to promote national welfare or social, economic or moral uplift of the public or any section of the public. [10]

39. To carry on and undertake to carryon for the third parties, import, export, sell, purchase, distribute the business of software designing, development, customization, implementation, maintenance, testing and benchmarking, data management, archival and disaster management, analytics data, business intelligence, information security/assurances acquiring, owning and customizing third party computer software packages, programs and solutions, own computer software packages, programs and solutions, and to provide cloud/internet/web based applications, services and solutions, offering software/hardware implementation services on-site/offsite or through development centers using owned/hired or third party infrastructure and equipment. [10]

10 (Object No. 31 to 39 have been shifted from other Objects to matter which are necessary for furtherance of the objects Annual General Meeting dated 29th September, 2016.

IV. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.[13]

V. *The Authorised Share Capital of the Company is Rs. 11,04,95,00,000/- (Rupees One Thousand One Hundred Four Crores Ninety Five Lakhs Only) divided into 1,10,49,50,000 (One Hundred Ten Crores forty Nine Lakhs Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten only) each.* [14]

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[13] Amended vide Annual General Meeting dated 29th September, 2016.

[14] Amended vide Annual General Meeting dated 29th September, 2016. Further, in consequent to the amalgamation of Navketan Nursing Home Private Limited with Columbia Asia Hospitals Private Limited approved by Vide order no. No.3(Kar)/CP.No.28/CAA-11/2019/RD(SER)/Sec.233 of Regional Director (SER), Hyderabad, dated 27th September, 2019, effective from 1st April, 2018, the authorised share capital stand increased from Rs. 11,00,00,00,000/- divided into 1,10,00,00,000 equity shares of Rs. 10/- each to Rs. 11,04,95,00,000/- divided into 1,10,49,50,000 equity shares of Rs. 10/- each.

We, the several Persons, whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the Capital of the Company set against to our respective names.

Sl. No.	Name, Address, Description And Occupation of the Subscriber	No. of Equity Shares taken by each Subscriber	Signature of the Subscribers	Signature of the Witness and Occupation
1.	Rahoul Roy S/o Late Siddarta Roy, No.203, Commerce House, 9/1, Cunningham Road, Bangalore 560052 Service	5,000	Rahoul Roy	
2.	Vishnu Jerome S/o Prabhakar Jerome, No.203, Commerce House, 9/1, Cunningham Road, Bangalore 560052 Service	5,000	Vishnu Jerome	
Total :		**10,000**		

Dated this, the 10th day of December, 2003 at Bangalore.