

(UNDER THE COMPANIES ACT 2013)

(A COMPANY LIMITED BY GUARANTEE NOT FOR PROFIT
UNDER SECTION 8 OF THE COMPANIES ACT, 2013)

MEMORANDUM OF ASSOCIATION

OF

BROOKE HOSPITAL FOR ANIMALS (INDIA)

- I. The name of the Company is **BROOKE HOSPITAL FOR ANIMALS (INDIA)**
- II. The Registered Office of the Company will be situated in the National Capital Territory of Delhi
- III. The objects for which the Company is established are:

A. THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-

1. To protect, preserve and assist the treatment, health care and preservation of animals in particular to relieve the suffering of working horses, donkey and mules, maintain animal clinics and other facilities for treatment of sick and ill-treated animals.
2. To establish Veterinary hospitals, First-Aid Centers, Clinics, Research institutions and Mobile dispensaries for the treatment, health care and preservation of ill-treated animals particularly horses.
3. To manufacture, purchase, sell, import, export or otherwise deal in all type of medicines, ambulance and other veterinary medical equipment.

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DIRECTOR
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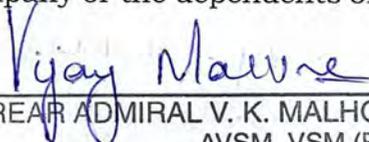
B. Matters which are necessary for furtherance of the objects specified in clause III(A) are:

1. To establish, equip and maintain hospitals, laboratories, workshops, institutes, organizations and factories for conducting and carrying on operation and services.
2. To prepare, edit, print, publish, issue and circulate books, magazines, papers, periodicals, circulars and other literary undertakings of or bearing upon the main objects of the Company and to establish and maintain museums, collections, data and other information relating thereto.
3. To appoint investigators, consultants, and experts to study in India and or abroad problems in regard to main objects pursued by the Company.
4. To incur any expenditure on any program relating to the main objects of the Company and any investment thereof which the Company considers likely to contribute to its main objects.
5. To transfer without consideration or at such fair or concessional value and subject to the provisions of the Companies Act, 2013, divest the ownership of any property of the Company to or in favor of any public or local body or authority or Central or State Government or any public Institutes or Trust.
6. To retain and or employ skilled, professional or technical advisers and other staff and workers in connection with the objects of the Company and to pay therefore such fees or remuneration as may be thought expedient.
7. To apply to the Government, Public Bodies, Urban, Local Municipal District and other Bodies, Corporations, Companies or other persons for and to accept grants of money, equipment land, buildings, donations, gifts, subscriptions and other assistance with a view to promoting the objects of the Company and to conform to any proper conditions on which such grants and other payments may be received.
8. To establish, promote, co-operate with, become a Member of, act as or appoint trustees agents or delegates or to control manage, superintend, afford financial assistance to or otherwise assist the work of an Association or institution or other Bodies engaged in similar objects as of this Company.
9. To establish, maintain, control and manage Branches of the Company in India.

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10. Subject to Section 73 and 179 of the Companies Act, 2013 and the rules made thereunder and directives of Reserve Bank of India and other relevant provisions of law applicable to the Company, to Borrow or raise any money that may be required by the Company upon such terms as may be deemed advisable and in particular by the issue of Bills of Exchange, Promissory Notes or other obligations or Securities of the Company or by, the mortgage or charge of any part of the property of the Company.
11. To draw make, accept, endorse, discount execute and issue Promissory Notes, Bills of Exchange and other negotiable or transferable instruments.
12. Subject to the mandatory provisions of Income-Tax or any other laws applicable to the Company, to bring in the funds of the Company in or upon any investment properties of whatsoever nature and where-so-ever situate and to sell, call in, vary, exchange or transpose any investment or properties of the Company.
13. To purchase, or take by way of lease, sub-lease, gift, exchange hire or otherwise acquire any movable or immovable property and in particular any land, buildings, workshops, factories, laboratories, machinery, equipment, furniture, scientific records, experimental data, library, plant apparatus Patents Designs, Prototypes, appliances and any rights or privileges necessary or convenient for the purpose of the Company and to construct, erect, alter, improve and maintain any buildings and to manage, develop, sell, demise, let, mortgage, dispose of, turn to account or otherwise deal with all or any part of these and other assets and rights of the Company for cash or any other consideration with a view to the promotion of the objects of the Company.
14. To accept any gift or property whether subject to any trust or not for any of the objects of the Company.
15. To pay all expenses, preliminary or incidental to the setting up of the Company and its registration.
16. To use the funds of the Company in the employment of persons of learning or skill and the provision and use of building and of instruments, materials and appliances, and of any of the assets of the Company for fulfillment of the objects of the Company.
17. To establish and support or aid in the establishment and support of Associations, institutions, funds, Trusts, and conveniences calculated to benefit employees or ex-employees of the Company or the dependents of such


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persons and to grant pensions and allowances to make payments towards insurance of such persons.

18. To procure the Company to be registered or recognized in any part of India.
19. To open account with any bank or financial institutions and to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, hundies, bills of lading, warrants, debentures and other negotiable or transferable instruments.
20. To employ any person, firm or Company as sub-contractors for purpose of carrying out all or any of the contracts from time to time entered by the Company upon such terms and conditions as may be considered appropriate.
21. To invest in and deal with money of this Company not immediately required upon, in such shares or upon such securities or investments and in such manner as may, from time to time be determined, other than investment in the Company's own shares.
22. To advance money not immediately required by the Company or give credit to such persons, firms or companies and on such terms with or without security as may seem expedient and in particular to customers of and others having dealings with the Company and to give guarantees or securities for any such persons, firms, or companies as may appear proper or reasonable to the directors, provided that the Company shall not carry on the business of banking, within the meaning of Banking Regulations Act, 1949.
23. To create any depreciation fund, reserve fund, sinking fund, provident fund, superannuation fund or any special or other fund, whether for depreciation or for repairing, improving extending or maintaining any of the properties of the Company or for redemption of debentures or redeemable preference shares, worker's welfare or for any other purpose conducive to the interest of the Company.
24. Subject to the approval of the Central government, to provide for the welfare of employees or ex-employees of the Company and the wives and families or the dependents or connections of such persons, by building or contributing to the building of houses, dwellings or chawls or by grants of money, pensions, allowances, bonus or other payments or by creating and from time to time subscribing or contributing to provident funds and other associations, institutions, funds or trusts and/or by providing or subscribing or contributing towards places of instruction and recreation, hospitals and

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dispensaries, medical and other attendance and other assistance as the Company shall think fit.

25. To undertake and execute any trusts, the undertaking of which may seem desirable, either gratuitously or otherwise for the attainment of the main objects of the Company.
26. To adopt such means of making known the products/services of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations or holding exhibitions.
27. To appoint agents, sub-agents, managers, canvassers, representatives or for transacting all or any kind of main objects of which his Company is authorized to carry on and to constitute agencies of the Company in India.
28. To do all or any of the Company's main objects as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others and to do all such other things as are incidental or as the Company may think conducive to the attainment of the main objects or any of them.
29. To acquire and undertake the whole or any part of the business, property or any liabilities of any person or Company carrying on or proposing to carry on any business, which the Company is authorized to carry on or property suitable for purpose of the Company or which can be carried on in conjunction therewith or which is capable of being conducted so as to benefit the Company.
30. To pay out of the funds of the Company all or any expenses which the Company may lawfully pay for services rendered for formation and registration of the Company and for promotion of any other Company by it, subject to the Companies Act 2013.
31. To make donations either in cash or in kind for such objects or causes as may be directly or indirectly conducive to any of the Company's objects or otherwise expedient.
32. To become member of any other bodies of person, associations, institutions, or bodies corporate including companies limited by guarantee as the Company may think conducive to the attainment of the main objects or any of them.

33.To establish, undertake, carry out, promote and sponsor education centers, training facilities, camps, lectures, group discussions and seminars for educating, training and generating awareness among the owners and users of animals including horses, donkey and mules.

34.To appoint, employ or otherwise engage veterinary doctors, scientists, research scholars, animal health experts and environmentalist for the treatment, health care and preservation of animals.

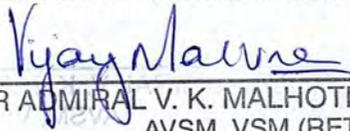
35.Doings of all such other lawful things as are incidental or conducive to the attainment of the above objects.

To do all such other lawful things may be necessary incidental or conducive to the attainment of the above objects, provided that the Company shall not support with its funds or endeavor to impose on or procure to be observed by its Members or other any regulation or restriction which if an object of the Company, would make it a Trade Union.

IV The objects of the Company extend to the whole of the Republic of India.

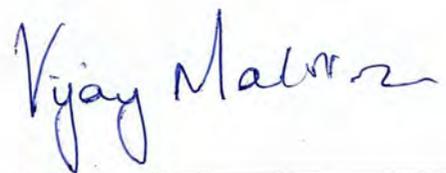
V.

- i. The income and property of the Company, whenever derived shall be applied solely for the promotion of its objects as set forth in this Memorandum.
- ii. No portion of the income or property aforesaid shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise by way of profit, to persons who, at any time are, or have been members or directors of the Company or to any one or more of them or to any person claiming through any one or more of them.
- iii. Except with the previous approval of the Central Government, no remuneration, or other benefit in money or money's worth shall be given by the Company to any of its members whether officers or servants of the company or not, except payment of out of pocket expenses, reasonable and proper interest on money lent, or reasonable and proper rent on premises let to the Company.
- iv. Except with the previous approval of the Central Government no member shall be appointed to any office under the Company that is remunerated by salary, fees, or in any other manner not accepted by sub clause iii.
- v. Nothing in this clause shall prevent the payment by the Company in good faith of reasonable remuneration to any of its officers or servants (not being members)


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or to any other person (not being a member) in return for any services actually rendered to the Company.

- VI. No alteration shall be made to this Memorandum of Association or to the Articles of Association of the Company, which are for the time being in force, unless the alteration has been previously submitted to and approved by the Regional Director.
- VII. The Liability of the members is limited.
- VIII. Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound-up while he is a member, or within one years afterwards for payment of the debts and liabilities of the Company, contracted before he ceases to be a member, and of the costs, charges and expenses of winding-up and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding hundred rupees.
- IX. The true accounts shall be kept of all sums of money received and expended by the Company and the matters in respect of which such receipt and expenditures take place, and of the property, credits and liabilities of the Company and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Company for the time being in force, the accounts shall be open to the inspection of the members. Once at least in every year, the accounts of the Company shall be examined and the correctness of the balance sheet and the income and expenditure account ascertained by one or more properly qualified auditor or auditors.
- X. If upon a winding up or dissolution of the Company, there remains, after the satisfaction of all the debts and liabilities, and property whatsoever, the same shall not be distributed amongst the members of the Company, but shall be given or transferred to such other Company, having objects similar to the objects of this Company, to be determined by the members of the Company, at or before the time of dissolution or in default thereof, by the High Court of judicature that has or may acquire jurisdiction in the matter.
- XI. We, the several persons, whose names, addresses, descriptions and occupations are hereunto subscribed, are desirous of being formed into a Company not for profit in pursuance to this Memorandum of Association.



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Name, Occupation and Addresses of Subscribers	Description and of each	Number of Equity Shares taken by each Subscriber	Signatures of Subscribers	of	Name, Address, Description, Occupation and Signature of witness or witnesses
Gautam Khaitan (Advocate) S/o Om Prakash Khaitan, B-1 Defence Colony, New Delhi.			Sd/-		I hereby witness the signatures of two subscribers, who have signed in my presence at New Delhi.
Puja Batra (Advocate), w/o. Rajesh Batra, A-103, Defence Colony, New Delhi.			Sd/-		
					Manoj C. Mishra (Advocate) S/o Sri C.N. Mishra, D-25, 2 nd Floor, Defence Colony, New Delhi.
					Sd/-
TOTAL					

Place at New Delhi dated this 7th Day of June 2001.

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ARTICLES OF ASSOCIATION
OF
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1. The Regulations contained in Table 'H' in the Schedule '1' (hereinafter referred to as Table H) to the Companies Act, 2013(hereinafter the Act) shall apply to the company so far they are applicable to a Private Company unless exempt by notification by the Central Government under Section 8 of the Companies Act,2013, and save in and in so far as they are expressly or by implication excluded or modified by the following Articles.
2.
 - i. Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meanings as in the Act or any statutory modifications thereof in force.
 - ii. In these presents the following words and expressions shall have the following meaning unless excluded by the subject or context.

"Act" means the Companies Act,2013, and any statutory modifications thereof.

"Company" means BROOKE HOSPITAL FOR ANIMALS (INDIA)

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"Member" shall mean a person who agrees in writing to become a Member and who is admitted as such, in accordance with the terms of these articles and shall include the subscribers to the Memorandum of Company.

"Memorandum" shall mean the Memorandum of Association of this Company.

"UK Member shall mean a Member who is a citizen or resident in the United Kingdom" or any other individual nominated by the Governance Committee, Brooke Hospital for Animals, UK ".

"Proxy" in terms of these presents can only be in case of a Member who has been constituted as a Company, any director or Chief Executive duly authorized.

"Seal" means the Common Seal of the Company.

"These Presents" shall mean these Articles of Association of the Company, and the regulations of the Company as amended from time to time.

"The Governing Body" shall mean the Board of Director constituted by election and nomination in terms of these presents and shall include the nominees of first subscribers to the Memorandum.

This is a Private Company as defined under S.2 (68) accordingly the company,

- (a) limits the number of its members to two hundred not including,
 - (i) 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 that employment and have continued to be members after the employment ceased; and
- (b) prohibits any invitation to the public to subscribe for any securities of the company
- (c) restricts the right to transfer its shares.

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3. GENERAL AUTHORITY

Wherever in the said Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its Articles then in that case this regulation shall (unless herein otherwise provided) authorize and empower the Company to have such right, privilege or authority to carry out such transaction as has been permitted by the Act without there being any specific regulation in that behalf herein provided.

4. MEMBERSHIP

(1) Membership Qualifications

The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with the Article 4(2) shall be Members of the Company.

- (a) The admittance to the Membership of the Company shall be subject to the prior approval of the Governing Body.
- (b) The following persons shall be Members of the Company:
 - (i) The subscribers to the Memorandum of Association.
 - (ii) Any other person approved by the Governing Body (GB), provided always that the number of Members shall not exceed sixteen and no person shall be admitted as a Member if such admission would result in the total number of UK Members being rendered to be less than a simple majority of the total number of members admitted.”
 - (iii) All admitted “members” shall also be “Directors in the Governing Body”.
 - (iv) The number of admitted members shall be increased to seven of which four shall be UK members and three shall be Indian members. “
- (c) The application for membership should be supported by nomination from two existing Members of the Company.

(2) Membership Compliance

A person qualified to become a Member shall also comply with the following conditions:

- a) He shall submit an application in writing in the prescribed form.

- b) He shall submit an undertaking stating that if admitted by the Governing Body he will be bound by These Presents.

(3) Procedure

- a) The application for membership in the prescribed format duly completed and executed shall be placed before the Governing Body at its meeting, for its consideration. The Directors present shall consider the application, and if considered fit shall agree to admit the applicant as a Member.
- b) The Governing Body may in its absolute discretion decline to accept any person as a Member and need not give reasons for so doing. Subject to the provisions of Article 4(1)b(ii) the Governing Body may from time to time prescribe criteria for membership but shall not by so doing become obliged to accept persons fulfilling those criteria as members.
- (c) A person admitted to the Membership of the Company shall be bound by and shall abide with and be subject to these Articles and the rules, regulations and bye-laws of the Company that may be in force from time to time.

5. CESSATION AND TERMINATION OF MEMBERSHIP

(1) By Resignation

A Member may resign from the membership of the Company by giving one month's notice in writing to the Company and upon expiration of any such notice, such Member shall cease to be a Member of the Company and his name shall forthwith be removed from the register.

(2) Expulsion

A Member whose conduct is considered detrimental to the interests of the Company may be expelled from the Company by a resolution passed at a Governing Body meeting. Such resolution shall not be passed unless the Member has been given less than 14 days clear notice of the fact that the resolution is being proposed, specifying the misconduct or circumstances alleged to justify expulsion. If such resolution is passed then the Member shall forthwith cease to be a Member, but without prejudice to the liability of the Member to pay to the Company any sum owed by him to the Company.

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(3) Termination of Membership

Membership shall not be transferable or transmissible, and shall cease upon death of the member. A Member shall also cease to be a member;

- (1) if the Member tenders resignation from such membership in writing to the Company and such resignation is accepted by the Governing Body;
- (2) if the Member ceases to possess the requisite qualifications;
- (3) if the Membership is terminated under the provisions of These Presents;
- (4) if the Member shall be wound up.(If the Member is a Company);
- (5) if a Member becomes bankrupt or makes any arrangement or composition with his creditors generally or it goes into liquidation otherwise than for the purpose of a bonafide reconstruction without insolvency or has an administrator or a receiver or administrative receiver appointed over all or any part of his assets or a petition is presented or an order made or a resolution passed for its winding up;

(4)

- (1) A Member ceasing to be a Member of the Company shall forfeit all rights to or claims upon the Company;
- (2) The Governing Body shall have the right to investigate the qualification of membership of any Member or Members from time to time and to decide upon his eligibility for continuance of such membership.

6. REGISTER OF MEMBERS

The Company shall keep at its Registered Office a Register to be called Register of Members ("herein referred to as the Register") and the names and other particulars of all Members of the Company shall be entered in the said Register.

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7. LIABILITIES OF THE MEMBER

Any Member who shall by any means ceases to be a Member shall nevertheless remain liable for and shall pay to the Company all money which at the time for such Member ceasing to be a Member may be due from such a Member to the Company.

8. GENERAL MEETING

- (1) The Company shall in each year hold an Annual General Meeting in addition to other General Meetings. The Annual General Meeting shall be held at such time and place decided upon beforehand by the Governing body having regard to the directions, if any, given by the Company in the general meetings.
- (2) All general meetings other than Annual General Meeting shall be called Extraordinary General Meetings.
- (3) A copy of every Balance Sheet, Income and Expenditure Account along with Auditors report and every other document required by law to be attached or annexed with, which is to be laid before the Company in Annual General Meetings, be sent to every Member at least 21 days before the date of Annual General Meeting.
- (4) Pursuant to Section 96 of the Act, an Annual General Meeting of the Company shall be held within six months after the expiry of each financial year provided that not more than 15 months shall elapse between the date of one Annual General Meeting and that of the next.
- (5) Nothing contained in the foregoing provisions shall affect the right conferred upon the Registrar under the provision of Section 96(1) of the Act to extend the time within which an Annual General Meeting may be held.
- (6) Every Member shall be entitled to attend in person or by proxy and the Auditor of the Company shall also be entitled to attend and to be heard on matters which concern him as the Statutory Auditor.
- (7) The proceeding at any meeting shall not be invalidated by reason of any accidental informality or irregularity;

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9. ANNUAL GENERAL MEETING

- (1) At every Annual General Meeting the following business shall be transacted as ordinary business :
 - (a) To receive the Directors' Report, the Balance Sheet, the Income and Expenditure Account and the Auditor's Report for the preceding year.
 - (b) To appointment of directors in place of those retiring.
 - (c) To appoint an Auditor or Auditors and fix their remuneration.
- (2) Any other business of which due notice has been given may be transacted at an Annual General Meeting and the same shall be deemed as special business. No business can be transacted without due notice.
- (3) All business to be transacted at any meeting other than ordinary business in an Annual General Meeting shall be deemed as special business.
- (4) For special business there shall be annexed to the notice of the meeting a statement, setting out all material facts concerning such item of business including in particular the nature and extent of interest therein, if any, of any Member of the Governing Body and where any item of business consists of considering or approving any document by the meeting, the time and the place where the document can be inspected shall be specified in the statement.

10. NOTICE OF MEETING

- (1) At least 21 clear days notice in writing of the Annual General Meeting and at least 14 clear days notice in writing of any other general meeting specifying the business to be transacted thereat and the place, date and time, of the meeting shall be given to every Member of the Company and to the Statutory Auditor.
- (2) Every notice of an Annual or Extra-ordinary General Meeting convened by the Company shall be signed by a Director or by such other officer as the Governing Body may appoint and the signature thereto may be written, printed or lithographed.

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- (3) The Company may give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at his registered address or by leaving it at that address. A Member whose registered address is not within India and who gives to the Company an address within India at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such Member shall be entitled to receive any notice from the Company.
- (4) A Member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.

11. RESOLUTIONS BY MEMBERS

Any Member desirous of moving any resolution at any General Meeting shall give in writing to the Governing Body at least twenty eight clear days' notice thereof before the date notified for holding of the said meeting.

12. EXTRA-ORDINARY GENERAL MEETING

- (1) The Governing Body may call an Extra-ordinary General Meeting whenever in their opinion any question of importance shall arise.
- (2) 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 any two Members of the Company may call an Extra-ordinary General Meeting in the same manner as may be possible, as that in which meeting may be called by the Governing Body.

13. NOTICE HOW TO BE GIVEN

Notice shall be given by the Company to any Member either personally, or by sending it by post to it at its registered address by properly addressing, prepaying and posting the letter containing the notice and, subject to the provision of Section 20 of the Act, the same shall be deemed to have been delivered at the expiration of 48 hours after the notice was posted.

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14. CHAIRMAN OF MEETING

The Governing Body may appoint a Chairman, Vice Chairman or other honorary officers from among their number on such terms as it thinks fit. The Chairman, if any, of the Company or, in his absence some other Member nominated by the Members present, shall preside as the Chairman of every General Meeting.

15. QUORUM

- (i) The quorum for each General Meeting shall be at least 1/4th of the number of Members of the Company provided the quorum shall not be less than two members, one of whom shall be a UK member.
- (ii) In an Annual General Meeting if quorum specified in Article 15(i) is not present then the business relating to adoption of accounts and appointment of Auditors shall be passed by the Members present, who shall be quorum for only this restricted purpose.

16. VOTING RIGHTS

- a. All voting shall be by show of hands. Each Member shall have one vote.
- b. A declaration by the chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- c. In case of an equality of votes, the chair shall be entitled to a casting vote in addition to any other vote he or she may have.
- d. A Member in respect of whom an order has been made by any Court having jurisdiction in matters concerning mental disorder may vote by his receiver or other person authorized in that behalf appointed by that court. Evidence to the satisfaction of the Directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned

meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.

- e. An instrument appointing proxy shall be in writing, executed by or on behalf of the appointer and shall be in the form as prescribed by the Governing Body from time to time.
- f. Where it is desirable to afford Members an opportunity of instructing the proxy how he shall act, the instrument appointing a proxy shall be in the form as the Governing Body may approve from time to time.
- g. 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.
- h. Any such objection made in due time shall be referred to the Chairman of the Meeting whose decision shall be final and conclusive.
- i. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Directors may be deposited at the office or at such other place as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.
- j. A proxy for a member who is entered on the register of Members as being a representative of an unincorporated association or body may be appointed either by the Member or by the unincorporated association or body.
- k. A vote given by proxy or by the duly authorized representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting unless notice of the determination was received by the Company at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given.

Vijay Malhotra

REAR ADMIRAL V. K. MALHOTRA
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DIRECTOR
BROOKE HOSPITAL FOR ANIMALS (INDIA)

- i. A vote given in accordance with the terms of an instrument of proxy shall be valid, not with standing the previous death or insanity of the principal or the revocation of the proxy or of that authority under which the proxy was executed. Provided that 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.

17. GOVERNING BODY

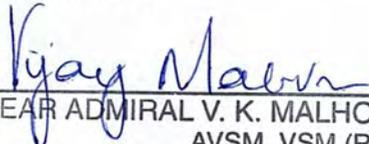
There shall be a Governing Body comprising individual representatives of the Members elected in the manner set out hereinafter in Article 18.

- a. At least two Directors shall be on the Governing Body, the maximum number of Directors may be increased from time to time by the Governing Body subject to the provisions of the Act.
- b. For all purposes of these presents total strength of the Governing Body shall mean the total strength of the Governing Body of the Company as determined in pursuance of the Act.
- c. The Governing Body shall have the authority to invite upto 02 persons in the interest of the Company to attend any Governing Body meeting, but such persons shall not have the right to vote.
- d. The First Directors shall be :

Director No.1 Mr. Gautam Khiatan

Director No.2 Mrs. Puja Batra

- e. At the Annual General Meeting in every year one third of the directors shall retire by rotation. If this number is not a multiple of three the number nearest one third shall retire from office. The directors to retire in every year shall be those who have been longest in office since their last election. But as between person who became directors on the same day those to retire (unless they otherwise agree amongst themselves) shall be decided by lot.
- f. Directors retiring by rotation shall be eligible for re-election.


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18. ELECTION OF MEMBERS OF GOVERNING BODY

- (1) At every Annual General Meeting, the Members shall elect the Directors to fill any vacancies created by the retirement of the Directors or otherwise.
- (2) No person shall be eligible to stand for election as Director, unless he is a Member of the Company and has been duly nominated for the purpose by any Member, due proposal for the purpose having been delivered at the Registered Office of the Company at least fourteen days before the date of meeting at which the election is to take place. This provision shall not apply to a director offering himself for re-election on retirement by rotation.

19. DISQUALIFICATION AND REMOVAL OF DIRECTORS

The office of a Director shall be vacated if :

- a. he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a Director, or
- b. he becomes bankrupt or makes any arrangement or composition with his creditors generally, or
- c. he is or may be, suffering from mental disorder;
- d. if he is convicted of any offense involving moral turpitude; or
- e. he resigns from his office by notice to the Company (but only if at least two Directors will remain in office when the notice of resignation is to take effect);
- f. he fails to attend three consecutive board meetings, without the agreement of the board; or
- g. he ceases to be Member

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20. MEETINGS OF THE GOVERNING BODY

- 1) A Meeting of the Governing Body shall be held at least once in every six calendar months.
- 2) The quorum for a Governing Body meeting shall be either eight Members or 1/4th of its total strength whichever is less provided the quorum shall not be less than two members in any case at least one being a UK member, present in person throughout the meeting.
- 3) A Governing Body resolution shall be considered to be passed if and only if more than half of the total strength of the Governing Body assent to the resolution. The Chairman shall have a casting vote.
- 4) A resolution in writing signed by all the Directors entitled to receive notice of a Meeting of the Governing Body or of a committee of the Governing Body shall be as valid and effectual as if it had been passed at a meeting of the Governing Body or (as the case may be) a committee of the Governing Body duly convened and held and may consist of several documents in the like form each signed by one or more Directors. The date of a written resolution of the Directors shall be the date on which the last Director signs.

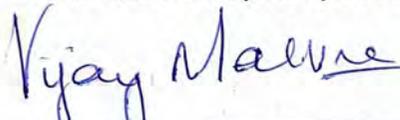
21. POWERS OF GOVERNING BODY

The Management of the Company shall be vested in the Governing Body, which in addition to the powers and authorities by statute or by These Presents expressly conferred upon it, may exercise all such powers and do all such acts and things, except those which are expressly directed to be done by the Company in a general meeting, but subject nevertheless as to such acts and things as are not regulated by statute or by These Presents to such regulations or directions as may from time to time be determined upon or given at any general meeting of the Company provided that no such regulation or direction shall invalidate any prior act of the Governing Body's which would have been valid if the regulation or direction had been made or given.

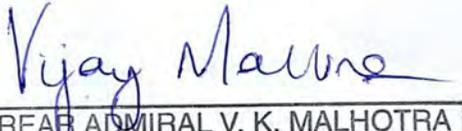

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22. WITHOUT PREJUDICE TO THE GENERAL POWERS CONFERRED BY THE PREVIOUS ARTICLE, THE GOVERNING BODY SHALL HAVE POWERS

- (1) To appoint a Chairman from among their number for such period if any as the Governing Body may think fit.
- (2) To expend the funds of the Company in such manner as it shall consider the most beneficial for the achievement of the objects and to invest in the name of the Company such part of the funds as it may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Company.
- (3) To enter into contracts on behalf of the Company
- (4) To make, vary and repeal bye laws or rules for the regulation and for the conduct of the business of the Company, of the Governing Body's, or any Sub-committee, of its officers or servants, or of the Member of the Company and;
- (5) To enter into arrangements or co-operation agreements with other Associations having objects similar to those of the Company within India.
- (6) To appoint representatives of the Company for serving on any committee, Governmental or otherwise, on which the Company has been invited to be represented or to act for the Company for any other specified purpose.
- (7) To institute, conduct, defend, compound, or abandon any legal proceedings by or against the Company, its officers, or otherwise concerning the affairs of the Company and also to compound and allow time for payment or satisfaction of any debts due, and if any claim or demands by or against the Company and to refer any differences to arbitration and observe and perform any awards made thereon.
- (8) To open any account or accounts with such bank or banks as the Governing Body may select or appoint, to operate on such accounts, to make, sign, draw, accept, endorse or otherwise execute cheques, promissory notes, drafts, hundies, orders, bill of lading and other negotiable instruments, to make and give receipts, releases and other discharges for money payable to the Company and for the claim and demand of the Company and to close such bank account or accounts.
- (9) To borrow or raise or secure the repayment of any sum or sums of money as may be decided upon by the Governing body from time to time.


REAR ADMIRAL V. K. MALHOTRA
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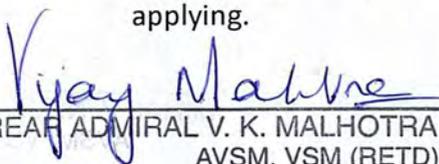
- (10) Subject to the provisions of sections 179 and 186 of the Act, to invest and deal with any money of the Company not immediately required for the purposes thereof, upon such security or without security and in such manner as they may think fit, and from time to time to vary or realise such investments. Save as provided in Section 187 of the Act all investment shall be made and held in the Company's own name.
- (11) To determine from time to time who shall be entitled to sign on the Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purpose.
- (12) To provide for the welfare of employees or ex-employees of the Company and the wives, widows and families of the dependents or connections of such persons by building or contributing to the building of house dwellings or chawls by grants of money permissions, gratuities, allowances, bonus or other payments; or by creating and from time to time subscribing or contributing to the provident funds and trusts and by providing or subscribing and contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other assistance as the Governing Body shall think fit; and to subscribe or contribute or otherwise to assist or to 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 reason of locality of operation or of public and general utility or otherwise.
- (13) At any time and from time to time by power of attorney under the Seal of the Company, to appoint any person or persons to be the attorney or attorneys of the Company, for such purposes with such powers, authorities and discretion (not exceeding those vested in or exercisable by the Governing Body under These Presents excluding the power to make loans and borrow moneys) and for such period and subject to such conditions as the Governing Body may from time to time think fit.
- (14) Subject to the provisions of Section 188 of the Act, for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company to enter into all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Company as may be considered expedient.


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23. DELEGATION OF GOVERNING BODY'S POWER

The Governing Body may delegate any of its powers or the implementation of any of its resolutions to any committee including local committees for managing any of the affairs of the Company in any specified locality in India.

- (a) The resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (though the resolution may allow the committee to make co-options upto a specified number).
- (b) The composition of any such committee shall be entirely in the discretion of the Directors and may comprise such of their number (if any) as the resolution may specify.
- (c) The deliberations of any such committee shall be reported regularly to the Directors and any resolution passed or decision taken by any such committee shall be reported forthwith to the Directors and for that purpose every committee shall appoint a secretary.
- (d) All delegations under this article shall be revocable at any time.
- (e) The Directors may make such regulations and impose such terms and conditions and give such mandates to any such committee or committees, as it may from time to time think fit.
- (f) For the avoidance of doubt the Directors may delegate all financial matters to any committee and may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit whether or not requiring a signature of any Director provided always that no committee shall incur expenditure on behalf of the company except in accordance with a budget which has been approved by the Directors.
- (g) The meetings and proceedings of any committee shall be governed by the provisions of These Presents regulating the meetings and proceedings of the Governing Body so far as the same are applicable and are not superseded by any regulations made by the Governing Body.
- (h) Subject to any regulations or conditions the Governing Body may impose, the proceedings of a committee with two or more Members shall be governed by the Articles regulating the proceedings of Directors so far as they are capable of applying.


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24. EXPENSES OF DIRECTORS

The Directors may be paid all reasonable travelling, hotel, medical and other expenses properly incurred by them in connection with their attendance at meetings of Directors or committees of Directors or general meetings or otherwise in connection with the discharge of their duties; and the cost of insuring against such eventualities.

25. ANNUAL REPORT

The Governing Body shall prepare and send to all the Members of the Company an Annual Report on the activities of the Company together with the Audited Balance Sheet and Income and Expenditure Account at least twenty one clear days before the Annual General Meeting and the same shall be placed before the Members at the Annual General Meeting for adoption.

26. SECRETARY

The Governing Body may appoint a Secretary who, in its opinion, is competent to carry out the functions of the Secretary of the Company on such terms and remuneration as the Governing Body may determine he shall have such powers relating to the administration of the Company as may be delegated to him by the Governing Body in this behalf. The secretary so appointed may be removed by the Governing Body.

27. ACCOUNTS AND AUDIT

- (1) The Members of the Governing Body shall from time to time determine whether and to what extent and what time and places and under what conditions or regulations, the accounts and books of the Company or any of them shall be open to inspection.
- (2) The Members of the Governing Body shall cause to be prepared and to be laid before the Company in General Meeting, Income and Expenditure Account, Balance Sheet and Reports as are referred below.
- (3) The Income and Expenditure Account shall in addition to the matters referred to in sub-section (1) of section 129 of the said Act, show, arranged under the most convenient heads, the amount of gross income distinguishing the several sources from which it has been derived and the amount of gross expenditure distinguishing the expenses of the establishment, salaries and other like matters. Every item of expenditure fairly chargeable against the year's income shall be

brought into account so that a just balance of excess of income over expenditure, or expenditure over income may be laid before the meeting and in case where any item of expenditure which may in fairness be distributed over several years has been incurred in any one year, the whole amount of which it shall be stated with the addition of the reasons why only a portion of such expenditure is charged against the income of the year.

- (4) True accounts shall be kept of all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place and of the property, credits and liabilities of the Company; and subjects to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Company for the time being in force, the accounts shall be open to the inspection of the members. Once at least in every year, the accounts of the Company shall be examined and the correctness of the balance sheet and the income and expenditure account ascertained by one or more properly qualified auditor or auditors.
- (5) Books of account of the Company, as required by the Act, shall be kept, preserved and maintained for a period of four years immediately preceding the current year in which they were prepared.

28. ANNUAL ACCOUNTS

The Annual Balance Sheet prior to being laid before the Annual General Meeting shall be certified to be correct upon an audit of the accounts of the Company by one or more auditors appointed by the Members at the preceding Annual General Meeting.

29. LIABILITY

No Member of the Company shall be subject to any liability except as provided by the Memorandum of Association of the Company.

30. INDEMNITY

Every officer or Office bearer for the time being 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 judgement is given in favour of or in which he is acquitted or in connection with an application under Section 463 of the Act.

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31. THE SEAL

The Company shall adopt a common seal for the Company and shall have power from time to time destroy the same and substitute a new Seal in lieu thereof, and the Governing Body shall provide for the safe custody of the Seal for the time being and the seal shall never be used except by the authority of the Governing Body previously given.

32. WINDING UP

The provisions of clauses and of the Memorandum of Association relating to the winding-up of dissolution of the Company shall have effect and be observed as if the same were repeated in these Articles.

33. EXECUTION OF DOCUMENTS UNDER SEAL

Every deed or other instrument, to which the seal of the Company is required to be affixed, shall be signed by any member of the Governing Body and the Secretary or some other person authorized by the Governing Body for the purpose.

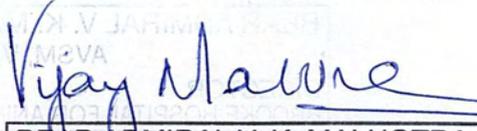
No alteration shall be made to this Memorandum of Association or to the Articles of Association of the Company which are for the time being in force, unless the alteration has been previously submitted to and approved by Regional Director of the Department of Company Affairs if required by any law or such other appropriate authority as may be prescribed by law.

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Name, Occupation and Addresses of Subscribers	Description and of each Subscribers	Signatures of Subscribers	Name, Address, Description, Occupation and Signature of witness or witnesses
Gautam Khaitan (Advocate), S/o Om Prakash Khaitan, B-1, Defence Colony, New Delhi.	Sd/-	I hereby witness the signature of two subscribers who signed in my presence at Delhi,	Puja Batra (Advocate) W/o. Rajesh Batra, A-103, Defence Colony New Delhi.
Puja Batra (Advocate) W/o. Rajesh Batra, A-103, Defence Colony New Delhi.	Sd/-	Manoj C. Mishra (Advocate), S/o Sri C.N. Mishra, D-25, 2 nd Floor, Defence Colony, New Delhi. Sd/-	

Place at New Delhi dated this 7th Day of June 2001.


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