പതിനഞ്ചാം കേരള നിയമസഭ

പതിനാലാം സമ്മേളനം

നക്ഷത്രചിഹ്നമിടാത്ത ചോദ്യം നമ്പർ: 262 **16-09-2025-ൽ മറുപടിയ്ക്ക്**

<u>കേരള മെഡിക്കൽ സർവ്വീസസ് കോർപ്പറേഷൻ</u>

<u>ചോദ്യം ഉന്നയിച്ച അംഗങ്ങൾ</u> **<u>മറുപടി നൽകിയ മന്ത്രി</u>**

ശ്രീ. ഐ. സി. ബാലകൃഷ്ണൻ

ശ്രീ. ഐ. സി. ബാലകൃഷ്ണൻ

ശ്രീ. കെ. മുരളീധരൻ

(ആരോഗ്യ - ദേവസ്വം വകുപ്പ് മന്ത്രി)

(എ) കേരള മെഡിക്കൽ സർവ്വീസസ് കോർപ്പറേഷനിൽ ഏതു സാമ്പത്തിക വർഷം വരെയുള്ള ഓഡിറ്റ് ആണ് നടന്നിരിക്കുന്നതെന്ന് വ്യക്തമാക്കാമോ;

<u>മറുപടി:</u> കേരള മെഡിക്കൽ സർവ്വീസസ് കോർപ്പറേഷനിൽ 2017-2018 സാമ്പത്തിക വർഷം വരെയുള്ള ഓഡിറ്റ് പൂർണ്ണമായിട്ടുണ്ട്. 2018-2019 സാമ്പത്തിക വർഷത്തെ ഓഡിറ്റ് അവസാന ഘട്ടത്തിലാണ്.

(ബി) കേരള മെഡിക്കൽ സർവ്വീസസ് കോർപ്പറേഷന്റെ ആർട്ടിക്കിൾ ഓഫ് അസോസിയേഷൻ, മെമ്മോറാണ്ടം ഓഫ് അസോസിയേഷൻ എന്നിവ പ്രകാരം ഓഡിറ്റ് നടപടികൾ നടത്തേണ്ടത് ആരാണെന്ന് വ്യക്തമാക്കാമോ;

<u>മറുപടി:</u> കേരള മെഡിക്കൽ സർവ്വീസസ് കോർപ്പറേഷന്റെ ആർട്ടിക്കിൾ ഓഫ് അസോസിയേഷൻ, മെമ്മോറാണ്ടം ഓഫ് അസോസിയേഷൻ എന്നിവ പ്രകാരം ഓഡിറ്റ് നടപടികൾ നടത്തേണ്ടത് കംപ്ട്രോളർ ആൻഡ് ഓഡിറ്റർ ജനറൽ ഓഫ് ഇന്ത്യ നിയോഗിക്കുന്ന ഓഡിറ്റർമാരാണ്.

(സി) ഏതു വർഷത്തെ ഓഡിറ്റ് നടത്തുന്നതിനായാണ് സംസ്ഥാന ഓഡിറ്റ് വിഭാഗത്തിന് കേരള മെഡിക്കൽ സർവ്വീസസ് കോർപ്പറേഷൻ അവസാനമായി കത്തു നൽകിയതെന്ന് വ്യക്തമാക്കാമോ; ഈ കത്തിന്റെ പകർപ്പ് ലഭ്യമാക്കാമോ;

<u>മറുപടി:</u> ഓഡിറ്റ് നടത്തുന്നതിനായി സംസ്ഥാന ഓഡിറ്റ് വിഭാഗത്തിന് കേരള മെഡിക്കൽ സർവ്വീസസ് കോർപ്പറേഷൻ പ്രത്യേകമായി കത്തു നൽകിയിട്ടില്ല. 2021-2022 സാമ്പത്തിക വർഷത്തെ ഓഡിറ്റ് നടത്തുവാൻ 2021-2022 സാമ്പത്തിക വർഷത്തെ കോർപ്പറേഷൻ ബോർഡ് അംഗീകരിച്ച വാർഷിക കണക്കുകൾ ഓഡിറ്റിന് ലഭ്യമാക്കുവാൻ ആവശ്യപ്പെട്ടു കൊണ്ട് സീനിയർ ഡെപ്യൂട്ടി ഡയറക്ടർ, കേരള സംസ്ഥാന ഓഡിറ്റ് വിഭാഗത്തിൽ നിന്നും 30.06.2025 ന് കോർപ്പറേഷന് കത്ത് ലഭിച്ചിട്ടുണ്ട്.

(ഡി) കേരള മെഡിക്കൽ സർവ്വീസസ് കോർപ്പറേഷന്റെ ആർട്ടിക്കിൾ ഓഫ് അസോസിയേഷൻ, മെമ്മോറാണ്ടം ഓഫ് അസോസിയേഷൻ എന്നിവയുടെ പകർപ്പ് ലഭ്യമാക്കാമോ?

<u>മറുപടി:</u> കേരള മെഡിക്കൽ സർവ്വീസസ് കോർപ്പറേഷന്റെ ആർട്ടിക്കിൾ ഓഫ് അസോസിയേഷൻ, മെമ്മോറാണ്ടം ഓഫ് അസോസിയേഷൻ എന്നിവയുടെ പകർപ്പുകൾ അനുബന്ധം ആയി ചേർക്കുന്നു.

സെക്ഷൻ ഓഫീസർ

അനുബന്ധം

MEMORANDUM OF ASSOCIATION
AND
ARTICLES OF ASSOCIATION OF
KERALA MEDICAL SERVICES CORPORATION LTD.

प्रारुप 1
पंजीकरण प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U24233KL2007SGC021616 2007 - 2008

मैं एतदद्वारा सत्यापित करता हूँ कि मैसर्स

KERALA MEDICAL SERVICES CORPORATION LIMITED

का पंजीकरण, कम्पनी अधिनियम 1956 (1956 का 1) के अतंर्गत आज किया जाता है और यह कम्पनी प्राइवेट लिमिटेड है।

यह निगमन-पत्र आज दिनांक अठाईस दिसम्बर दो हजार सात को मेरे हस्ताक्षर से इरणाकुलम में जारी किया जाता है।

Form 1
Certificate of Incorporation

Corporate Identity Number : U24233KL2007SGC021616 2007 - 2008

I hereby certify that KERALA MEDICAL SERVICES CORPORATION LIMITED is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the company is private limited.

Given under my hand at Ernakulam this Twenty Eighth day of December Two Thousand Seven.

कम्पनी पंजीयक
REGISTRAR OF COMPANIES
KERALA

(AMEERUL MILLATH S M)
कम्पनी रजिस्ट्रार / Registrar of Companies
केरल एवं लक्षद्वीप
Kerala and Lakshadweep

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :
Mailing Address as per record available in Registrar of Companies office:
KERALA MEDICAL SERVICES CORPORATION LIMITED
NEAR W&C HOSPITAL, THYCAUD,
TRIVANDRUM - 695014,
Kerala, INDIA

THE COMPANIES ACT, 1956

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF
KERALA MEDICAL SERVICES CORPORATION LIMITED

I. The name of the Company is "KERALA MEDICAL SERVICES CORPORATION LIMITED".

II. The registered office of the Company will be situated in the state of Kerala.

III. (A) THE MAIN OBJECTS TO BE PERUSED BY THE COMPANY ON ITS INCORPORATION ARE:

1. To purchase, set up, manufacture or otherwise procure and to sell, supply, distribute or deliver all kinds and varieties of generic and patent medicines, both allopathic, ayurvedic, homeopathic, veterinary or other system of medicines, medical supplies, surgical accessories, hospital equipments, machineries, furniture, vehicles or other facilities to various medical colleges, District and Taluk hospitals, health centers or other such institutions under the Health Department of Government of Kerala or other state or central government departments/Institutions or to institutions under private sector and to the general public, or to outsource or act as agent for outsourcing such supplies, equipments, instruments or other facilities on behalf of such institutions.

2. To construct, set up, run and maintain all kinds of modern Medical and Para-medical or medical based ancillary facilities such as hospitals, pathological labs, diagnostic centres, x-ray/scanning facilities, medical shops, canteen facilities, pay wards and such other facilities adjacent to aforesaid institutions or elsewhere so as to provide facilities of excellence, expertise and quality required by patients and others visiting or using the facilities of the aforesaid institutions

(B) .THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE ABOVE MAIN OBJECTS ARE:

1. To undertake civil, mechanical, electrical and other construction works for setting up of hospitals, health centres, pay wards and other ancillary facilities on behalf of institutions under the Health Department of government of Kerala or other state and central Government departments/institutions and others, and to undertake civil and other general repairs, maintenance and improvement of hospital buildings, equipments, machineries and all such facilities for the purpose of attainment of the main objectives of the Company

2. To purchase, take on lease or otherwise acquire, any land, sites, buildings or other moveable and immoveable properties necessary for the purpose of the company.

3.. To implement a system for purchase and distribution of drugs in the department of Health and other institution under Government and other to meet the qualitative and quantitative needs of the end users alleviating scarcity and losses.

4. To establish warehouses, storage rooms, godowns, and cold storage facilities in various districts in Kerala and other places in India or elsewhere for safe and convenient storage of medicines, surgical products and other medical and para-medical products of all kinds and description for the purpose of attainment of the main objectives of the Company

5. To establish modern warehouse and engineering workshops to manufacture, assemble, repair or otherwise maintain various medical equipments, surgical instruments, diagnostic equipments, fire-fighting equipments, furniture and fittings including hospital furniture, and also to undertake civil and other general maintenance of hospital for the purpose of attainment of the main objectives of the Company.

6. To provide quality assured atmosphere both in material management and in system operation up to the end user.

7. To buy, sell, supply, distribute, store, stock, maintain and otherwise handle, deal in and carry on business in all kinds of varieties of patent and non patent veterinary sciences medicines, drugs, mixtures, formulation, capsules, tablets, pills, powder, pharmaceutical, chemical, medical and medicinal products, preparation and materials, sterilized injections, vaccines, immunogens, chemical

and surgical dressings relating to all kinds of animal husbandry, i.e. Live-stock, veterinary, aquatics living poultry, equine, canine whether domestic or otherwise.

8 To economize expenditure on drugs through pooled procurement system and to optimize accountability at all levels.

9. To buy, take on lease, hire or otherwise acquire land, building, machinery, plant equipments or any part of any machinery or plant, accessories or other objects, goods or materials useful or required for the purpose of the company.

10. Subject to the provisions of section 58A of the Companies Act., 1956, to borrow or raise money in such manner as the company shall think fit and to secure the repayment of any money, borrowed, raised, or owing by mortgage, charge or lien upon the whole or any part of the company's property or assets (whether present or future) and also by a simple mortgage, charge or lien to secure and guarantee the performance by the company or any obligations or liability it may undertake.

11. To takeover as a going concern by purchase, lease or otherwise all or any part of the business, property, assets and liabilities of any person or company, corporation or other institutions carrying on any business similar or allied to any of the business aforesaid or capable of being carried on conveniently by the company for such consideration and on such terms and conditions as may be thought profitable.

12. To manage, develop, improve, exchange, mortgage, sell, transfer lease and /or to grant license and right and / or to dispose of the whole or any part of the property, undertaking or assets of the corporation for the time being for such consideration as the corporation may think fit.

13. To accept advance payment, deposits and / or to lend money to any department, institution, person, firm, association, society, corporation or company on such terms and on such security as may be found expedient and to give guarantees and indemnities.

14. To invest and deal with the moneys of the Corporation which is not immediately required in such manner and upon such security as the company may from time to time think fit.

15. To open any kind of account in any nationalized or schedule commercial bank and to draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, letters of credit warrants and other negotiable instruments.

16. To establish branches and offices to carry on any business undertaken by the Corporation within and outside India.

17. To enter into partnership or any arrangements for sharing of or pooling of profits, including amalgamation, joint ventures, reciprocal concessions, or otherwise with any person, firm, association or body corporate, carrying on or engaged in or about to carry on or engage in any business or transaction which may seem capable of being carried on or conducted.

18. To enter in to arrangements for technical or financial collaboration and or other forms of arrangement including capital participation with Foreign or Indian persons and to pay for technical assistance or collaboration royalties or other fees, in cash or by allotment of equity or debenture or such other stocks.

19. To enter into any arrangement with any Government, local authority, Corporation or Boards, which may seem conductive to the Corporation's object and/ or to obtain from Government or any authority any rights, grants, subsidies, loans, license or other privileges and / or concessions, which the company may think fit or desirable to obtain and to carry out, exercise and to comply with any such arrangement, rights, privileges and concessions.

20. To enter into contract or make arrangement with persons engaged in any trade, business or profession for obtaining or rendering expertise and technical services for and from the company.

21. To amalgamate with any other company having objects altogether or in part similar to those of this company.

22. To form, promote, establish, subsidize or otherwise assists any company or companies, firms, institutions, establishments or individuals for the purpose of furthering any of the objects of the company.

23. To create depreciation fund, reserve fund, insurance fund, sinking fund or any other special fund whether for depreciation or repairs, replacements, improvements, extensions or maintenance of any of the properties or assets of the corporation or for any other purpose conducive to the interest of the corporation.

24. To pay out of the corporation's fund the cost and expenses incurred in connection with all matters preliminary and incidental to the formation and incorporation of any corporation which may be promoted by this corporation.

25. To accept stock or shares or debentures and other securities of any other company in payment or part payment for any services rendered or for any sale made to or debt owing from any such company.

26. To refer or agree to refer to arbitration, disputes, present or future, between the Company and another Company, Government departments, firm, individuals or

others and submit the same for arbitration to any arbitrator in India or abroad in accordance with the applicable arbitration and conciliation laws.

27. To insure against losses, damages, risk and liabilities of any kind of all or any of the properties, undertaking, contracts, guarantees or obligations of the Company in any manner what so ever.

28. To register or to get registered the Company on any part of the world and to do all or any of the objects of the business to be carried on by the Company in India or abroad.

29. To set up a Market Intelligence Wing mainly to conduct studies on consumption patterns of various types of drugs and other stores according to the concept of selectivity and patterns of morbidity.

(C) THE OTHER OBJECTS NOT INCLUDED IN CLAUSE (A) AND (B) ABOVE ARE:

1. To streamline and establish simple, uniform and result oriented accounting and management information and evaluation system for all hospitals and other centres.

2. To carry on the business of transportation of goods and commodities, either directly or through others for supply of medicines, supplies and other items.

3. To act as advertising agents either directly or through others for matters connected with Health Department or other Health or medical matters.

4. To erect and maintain packing machines and their accessories and to carry out packing, such as Foil or Film strip packing, blister packing, sachets or generally any other mode of packing of Tablets and Capsules or Liquids for hygienic and efficient handling.

5. To organize for imparting training for Medical Administrative Officer or other professionals in Marketing, Inventory-Management, Manufacturing, Storage and Distribution, Processes of various medical and para medical products.

6. To purchase, stock, distribute or otherwise deal in various gases like oxygen, Anesthetic Gases, Liquefied Petroleum Gas type of gases, Chlorine or other disinfecting gases or other gases useful for hospitals.

7. To set up modern steam and dry cleaning laundries and to deal in laundry chemicals and equipments for use in the medical institutions.

8. To set up clinical photographic units and to deal in photographic chemicals.

9. To deal in disposable masks, garments, linen and beds, opticals, ophthalmics, hearing-aids. calipers, crutches, locomotors, equipments, wheel-chairs, and stretchers.

10. To deal in and install any kind of solid, liquid and gaseous waste disposal plants, equipments and accessories conforming to standards laid down by Pollution Control Boards.

IV. The Liability of the members is limited.

V. The Authorized SHARE CAPITAL of the company is Rs. 10,00,00,000 (Rupees Ten Crores Only) divided into 10,00,000 (Ten Lakh) Equity Shares of Rs. 100 (Rupees One Hundred) each.

We, the several persons, whose names, addresses, description and occupations are subscribed hereto 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 opposite to our respective names:

Sl.No.	Name Address, Description and Occupation of the Subscribers	No. of Equity shares taken by each subscriber	Signature of each subscriber
	Governor of Kerala Represented by		
1.	Dinesh Arora S/o Ram Prakash Arora 'Prasadam' KRA 297 VP IX – 305 Kulasekharam Trivandrum Deputy Secretary (Health) All India Service	500 (Five Hundred Only)	Sd/-

2	Vishwas Mehta S/o Pritam Kumar Mehta A5U, Millennium Apartments Near RGBT Jagathy Trivandrum Secretary (Health) All India Service	500 (Five Hundred Only)	Sd/-
	Total No. of Shares Taken	1000 (One thousand Only)	

Name, Address, Description and
Occupation of witness to the above

John Joseph
S/o Mathai Joseph,
BTRN B58
Nettayam P.O.,
Trivandrum 695 013.
Chartered Accountant

Sd/-

THE COMPANIES ACT, 1956

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF
KERALA MEDICAL SERVICES CORPORATION LIMITED

1. **Definitions:**

In these Articles unless the context otherwise requires:-

i. "The Company" means the Kerala Medical Services Corporation Limited or in short KMSCL.

ii. "The Act" means the Companies Act, 1956 (Central Act I of 1956).

iii. "The Office" means the registered office of the company.

iv. "The Government" means the Government of Kerala.

v. "The Governor" means the Governor of Kerala.

vi. "The Register" means the register of members to be kept pursuant to section 150 of the Act.

vii. "Dividend" includes bonus.

viii. "Capital" means the capital raised or authorized to be raised for the purpose of the Company.

ix. "Shares" means the shares or stock into which the capital is divided and the interest corresponding with such shares or stock.

x. "Board" means Board of Directors.

xi. "The Directors" means the Directors of the Company.

xii. "Persons" includes any company or association or body of individuals whether incorporated or not.

xiii. "Month" means a calendar month.

xiv. "Year" means the financial year.

xv. "In writing" and "Written" include printing, lithography and other modes representing or reproducing words in a visible form.

xvi. "Executor" or "Administrator" means a person who has obtained probate or letters of Administration, as the case may be, from a competent court.

xvii. "Regulations of the Company" means the regulations for the management of the Company.

xviii. "Seal" means the common seal of the company.

xix. "The Chairman" or "Vice Chairman" means the Chairman or Vice Chairman of the Board of Directors of the Company.

Unless the context therein requires the words or expressions contained in these articles and not defined above shall bear the same meaning as in the Act.

COMPANY TO BE A PRIVATE COMPANY

2. The Company is a private company within the meaning of section 3(1) (iii) of the Act with the minimum paid up capital is Rs.1,00,000/- (Rs. One lakh) or such higher paid up capital as may be prescribed and accordingly :-

   i). Restricts the right to transfer shares of the Company.

   ii). Limits the number of its members to fifty not including.
      a) persons who are in the employment of the Company, and;
      b) persons having been formerly in the employment of the Company who were members of the Company while in that employment and have continued to be members after the employment ceased.

   iii). Prohibits any invitation to the public to subscribed for any shares in or debentures of the Company.

iv). 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 the Company jointly, they shall, for the purposes of this definition, be treated as a single member

TABLE 'A' TO APPLY

3. The regulations contained in Table 'A" in Schedule I to the Act shall apply to the Company except in so far as they have been specifically excluded by/or under these Articles.

GOVERNMENT COMPANY

4 The Company is a Government Company as defined in section 617 of the Act.

COMPANY TO BE GOVERNED BY THESE REGULATIONS

5. The regulations for the management of the Company and for the observance of the members thereof and their representatives shall, subject to any exercise of the statutory powers of the Company in reference to the repeal or alteration of or addition to, its regulation by special resolution, as prescribed or permitted by the Act, be such as are contained in these Articles.

SHARE CAPITAL

6. The authorized Share Capital of the company is Rs. 10,00,00,000 (Rupees Ten Crores Only) divided into 10,00,000 (Ten lakh) equity shares of Rs. 100 (Rupees One Hundred) each with power to increase, reduce, consolidate or subdivide the same in accordance with the provisions of the Act.

7. Subject to the provisions of the Act, the capital may be divided for the time being in to Equity Share Capital and Preference Share Capital redeemable in accordance with the provisions of the Act and to attach thereto any preferential, qualified or special rights privileges or conditions.

8. The Company shall have power subject to the provisions of the Act to purchase its own shares and may make payment out of capital in respect of such purchase.

ALLOTMENT OF SHARES

9. Subject to the provisions of the Act and these Articles, the shares shall be under the control of the Board of Directors who may allot or otherwise dispose of the same to Governor or to such persons as may be nominated or approved by Governor on such terms and conditions as they think fit.

SHARE CERTIFICATES

10. Every person whose names is entered as member in the register of members shall without payment of any fee or charge, be entitled to a certificate under the seal of the company specifying the number and denoting numbers of the shares in respect of which it is issued and the amount paid up thereon and shall be signed by at least two directors, subject to Companies (Issue of share Certificates) Rules, 1960 as amended from time to time or any provisions of law applicable there to.

11. If any share certificate is defaced, torn or old, decrepit, worn out, or there is no further space on the back thereof for endorsement of transfer then, upon the surrender thereof to the Company, it may order the same to be cancelled and issue of a new certificate on payment of such sum as may be prescribed by the Board and subject to the rates prescribed under Act.

TRANSFER OF SHARES

12. The right of members to transfer their share shall be restricted as follows:

    a) A share may be transferred by a member or other person entitled to transfer only to a person or persons approved by Governor.

    b) Subject to section 111 pf the Act and as aforesaid, the Directors may in their absolute discretion refuse to register any proposed transfer of shares. Up on such refusal, the Directors shall, within two months of the date on which the instrument of transfer is delivered to the Company send to the transferee and the transferor notice of the refusal and also reasons for the refusal.

13. The instrument of transfer of any share in the Company shall be executed both by the transferor and transferee and the transferor shall be deemed to remain holder of the share until the name of the transferee is entered in the register of members in respect thereof.

14. No instrument of transfer shall be recognized by the Board unless: -
    (a) The instrument of transfer is in the prescribed form and complies with all the formalities prescribed under the provisions of the Act.
    (b) The instrument of transfer is accompanied by the certificate of shares to which it relates and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer.
    (c) The instrument of transfer is in respect of only one class of shares.

15. Every instrument of transfer shall be left at the office for registration, accompanied by the certificate of shares to be transferred, and such evidence as

the Company may require to prove the title of the transferor or his right to transfer the shares. All instruments of transfer shall be retained by the Company, but any instrument of transfer which the Directors may decline to register shall, on demand, be returned to the persons depositing the same.

16. Subject to the provisions of the Act, so far as any shares are held by any person as a nominee of the Governor, on the Governor requiring such person or the Company to transfer any such shares to the Governor or to any other person on his behalf, such person and the Board shall be obliged to transfer those shares as directed, in the manner prescribed in the Act.

TRANSMISSION BY OPERATION OF LAW

17. Nothing contained in Article 14 shall prejudice any power of the Company to register as shareholder any person to whom the right to any share in the Company has been transmitted by operation of law. The Company shall not charge any fees for transfers or transmissions in respect of any number of shares of the Company.

WHEN REGISTER OF MEMBERS AND DEBENTURE HOLDERS MAY BE CLOSED

18. The register of members or the register of debenture holders may be closed for any Period of periods not exceeding in the aggregate 45 days in any year but not exceeding 30 days at any one time after giving not less than 7 days previous notice by advertisement in some newspaper circulating in the district in which the registered office of the company is situated.

INCREASE OF CAPITAL

19. Subject to the approval of the Governor, the Directors may, with the sanction of the members in general meeting increase the share capital by such sum, as it thinks expedient and also divide into shares of such amount, as may be specified in the resolution.

20. Subject to such directions as may be issued by the Governor in this behalf, new shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the company may in its general meeting direct and if no such direction be given, as the Directors shall determine.

Provided that no shares (not being preference shares) shall be issued carrying voting right or rights in the company as to dividend, capital or otherwise which are disproportionate to the rights attached to the holders of the other shares (not being preference shares).

REDUCTION OF CAPITAL

21. Subject to the provisions of the sections, 100 to 104 of the Act, and on compliance of such directions as may be issued by the Governor in this behalf, the company may from time to time, by special Resolution, reduce its capital by paying off capital in excess of wants or cancel capital which has been lost or is unrepresented by available assets or by reducing or extinguishing the liability and capital may be paid off upon the footing that it may be called-up again or otherwise and Directors may, subject to the provisions of the Act, accept surrender of shares.

SUBDIVISION AND CONSOLIDATION OF SHARES

22. Subject to the approval of the Governor, the Company in general meeting may, from time to time, sub-divide or consolidate its shares or any of them and exercise any of the other powers conferred by section 94 of the Act and shall file with the Registrar such notice of exercise of any such powers as may be required by the Act.

BORROWING POWERS

23. Subject to the approval of the Governor, the Directors may from time to time borrow, or secure the payment of any sum or sums of money for the purpose of the company by means of a resolution passed at a meeting of the Board in compliance with the provisions of the Act in this regard.

24. The Directors may, subject to the approval of the Governor, secure the repayment of such moneys in such manner and upon such terms and conditions in all respects as they think fit and in particular, by the issue of bonds, perpetual or redeemable debentures or debenture stock or any mortgage, charge or other security on the undertaking of the whole or any part of the property of the company (both present and future) including its uncalled capital for the time being.

25. Debentures, debenture-stock, bonds or other securities may be made assignable free from any equities between the company and the person to whom the same may be issued.

GENERAL MEETING

26. The company shall in each calendar year hold, in addition to any other meeting, an Annual General Meeting in accordance with the provisions below:.

    i) The first annual general meeting shall be held with in 18 months of its incorporation.

ii) Not more than fifteen months shall elapse between the date of one Annual General Meeting and that of the next.

iii) A weeks notice is sufficient for any general meeting. Any such meeting may also be called after giving shorter notice than that specified, if consent is accorded thereto by all the members entitled to vote there at.

iv) The First Annual General Meeting and the subsequent Annual General Meetings of the Company shall be held in accordance with the provisions of the Act.

27. The Board may, whenever it thinks fit or as and when directed by Governor, call general meetings and all the meetings of the Company other than the Annual General Meetings so convened shall be called Extraordinary General Meetings.

28. Two members present in person shall be quorum for a general meeting.

29. The governor may from time to time, appoint one or more persons (who need not be a member or members of the Company) to represent him at all or any meetings of the company in accordance and subject to the provisions of the Act.

CHAIRMAN OF GENERAL MEETING

30. The chairman of the Board of Directors or in his absence the Vice Chairman shall be entitled to take the Chair at every general meeting or if there be no such chairman or Vice Chairman, or at any meeting they shall not be present within fifteen minutes after the time appointed for holding such meeting or is unwilling to act as Chairman, the members present shall choose another Director as Chairman, and if no Director shall be present, or if all the Directors present decline to take the chair, then the members present shall choose one among them to be chairman.

PROXIES PERMITTED

31. Every member who is entitled to attend and vote at General Meetings may appoint a proxy and such proxy need not be a member of the company. The proxy shall not be entitled to speak but can vote only on a poll.

32. The instrument appointing a proxy shall be in either of the forms as specified in schedule IX to the Act or a form as near thereto as circumstances admit and all the provision applicable for appointment of proxy shall be complied with to become a valid proxy.

DIRECTORS

33. (a) i. Until otherwise decided by the company in a general meeting with the approval of Governor, the number of directors shall not be less than

three and more than twelve. The Directors are not required to hold any qualification shares.

ii. All the Directors on the Board of the company, except those nominated by financial institutions in accordance with the terms of any loan availed by the Company, shall be appointed by the Governor and shall hold office until he is removed by Governor.

iii. The Governor shall have the power to remove any Director appointed by him, at any time in his absolute discretion.

(b) The following shall be the first directors of the Company.

1. Dr. Vishwas Mehta.
2. Dr. Usha Titus
3. Dr. Dinesh Arora.

POWER OF GENERAL MEETING TO INCREASE OR REDUCE NUMBER OF DIRECTORS

34. Subject to the provisions of section 252,255 and 259 of the Act and with the approval of Governor, the company in General meeting may increase or reduce the number of directors subject to the limits set out in clause 33(a) of the Articles of Association of the Company.

GENERAL POWER OF COMPANY VESTED WITH DIRECTORS

35. The business of the Company shall be managed by the Director who may pay all expenses incurred in getting the Company registered and may exercise all such powers of the Company as are not , by the Act., or any statutory modification thereof for the time being in force or by these articles, required to be exercised by the Company in general meeting, subject nevertheless to the provisions of these Articles and of the Act, and to such regulations not being inconsistent with the provision, as may be prescribed by the company in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

SPECIFIC POWERS TO DIRECTORS

36. Without prejudice to the general powers conferred by Article 35, and the other powers conferred by these Articles but subject to the provisions of sections 292 & 293 of the Act, the director shall have the following powers namely.

(1) to purchase, take on lease or otherwise acquire for the company, property, right or privileges which the Company is authorized to acquire at such price and generally on such terms and conditions as they think fit.

(2) to authorize the undertaking of works of capital nature as the Board thinks viable.

(3) to pay for any property, rights or privileges acquired by, or services rendered to the Company either wholly or partially in cash or in shares, bonds, debentures or other securities of the Company and any such shares may be issued either as fully paid-up or with such amount credited as paid-up thereon as may agreed upon; and any such bonds, debentures or other securities may be either specifically charged upon all or any part of the property of the company and its uncalled capital or not so charged.

(4) To secure the fulfillment of any contracts or agreements entered into by the company by mortgage or charges of all or any of the property of the company and its uncalled capital for the time being or in such other manner as they may think fit.

(5) To appoint at their discretion, remove or suspend such managers, secretaries, officers, clerks, agents and servants for permanent, temporary or special services, as they may from time to time, think fit and to determine their powers and duties and fix their salaries or emoluments and to require security of such amount as they think fit in such instances.
Provided that the Board shall at all times comply with the reservation policy in Government for appointment to various posts in the Company.

(6) To appoint any person or persons (whether incorporated or not) to accept and hold in trust for company any property belonging to the company or in which it is interested for any other purposes, and to execute and do such deeds and things as may be requisite in relation to any such trust and to provide for the remuneration of such trustee or trustees.

(7) To institute, conduct, defend, compound or withdraw legal proceedings by or against the company or its officers or otherwise concerning the affairs of the company and also to compound and allow time for payment or satisfaction of any claims or demands by or against the company;

(8) To refer any claim or demand by or against the company to arbitration, and observe and perform the awards;

(9) To make and give receipts, releases and other discharges for money payable to the company and for the claims and demands of the company;

(10) To determine the person who shall be entitled to sign on the company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, releases, contracts and documents;

(11) To appoint any person to be the attorney or agent of the company with such powers (including power to sub-delegate) and upon such terms as may deem fit;

(12) To invest in such securities as may be approved by the Government and deal with any of the moneys of the company upon such investments authorized by the memorandum of Association of the company (not being shares in this company) and in such manner as they think fit, and from time to time to vary or release such investments;

(13) To execute in the name and on behalf of the company in favour of any Director or other person who may incur or be about to incur any personal liability for the benefit of the company, such mortgages of the company's property (present and future) as they think fit and any such mortgage may contain a power of sale and such other powers covenants and provisions as shall be agreed upon.

(14) Subject to the approval of the Government, to give to any person employed by the company a commission on the profits of any particular business transaction or a share in the general profits of the company, and such commission or share of profits shall be treated as part of the working expenses of the company.

(15) From time to time to make, vary and repeal any bye-laws for the regulation of the business of the company, its officers and servants with the approval of Government.

(16) To give, award or allow any bonus, pension, gratuity or compensation to any employee of the company or his legal heirs or nominees as the case may be; who have a legal claim upon the company;

(17) Before declaring any dividend and subject to the approval of the Government, to set aside such portion of the profits of the company as they may think fit, to form a fund to provide for such pensions, gratuities or compensation or to create any provident or benefit fund in such manner as the Directors may deem fit;

(18) From time to time and at any time to establish any committee for managing any of the affairs of the company in any specified locality in the Sate of Kerala or out of the State of Kerala and to appoint any persons to be members of such committees and to fix their remuneration, and from time to time and at any time to delegate to any committee/person so appointed any of the powers, authorities and discretion for the time being vested in the directors other than their power to make call; and to authorize the members for the time being in any such committees or any of them fill up any vacancies therein and to act notwithstanding vacancies and any such appointment or delegation may be made in such terms and subject to such conditions as the directors may think fit and the directors may at any time remove any person so appointed and may annual and / or vary such delegation;

(19) To enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the company as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purpose of the company;

(20) Subject to the provisions of section 292 of the Act, to delegate all or any of the powers, authority and discretion for the time being vested in them, subject however to the ultimate control and authority being retained by them.

APPOINTMENT OF / CHAIRMAN/VICE CHAIRMAN/ MANAGING DIRECTOR

37. (a) The Governor may appoint any one of the Directors of the Board to be the Chairman or vice chairman or Managing Director for such period and upon such terms as he may think fit for the conduct or management of the business of the Company subject to the control and supervision of the Board of Directors. The Chairman/vice Chairman/Managing Director so appointed may be authorized by the Board to exercise such of the powers and discretion in relation to the affairs of the Company as are specifically delegated to him/ them by the Board and / not required to be done by the Board of Directors of the Company at the General meeting under the Act.

(b) The Managing Director and / or Chairman/vice Chairman shall be paid such salary and allowance as may be fixed by the Governor.

(c) In the absence of the Managing Director, on leave or otherwise, the Board may with the previous approval of the Governor, empower any other Director or any principal officer of the Company to perform all of any of his functions and duties.

DIRECTORS TO CAUSE MINUTES TO BE MADE IN THE BOOKS

38. The Directors shall cause minutes to be made in books provided for the purpose:
    - (a) of all appointments of officers made by the directors.
    - (b) of the names of the directors present at each meeting of the Directors and any Committee of the Directors.
    - (c) of all resolutions and proceedings at all meetings of the company and of the Directors and of the Committees of Directors; and every Director present at any meeting of Directors or Committee of Directors shall sign his name in a book to be kept for the purpose.

MEETING OF DIRECTORS AND QUORUM

39. The directors may meet together for transaction of business once in every three calendar months and at least four such meetings shall be held in every year. They may adjourn and otherwise regulate their meetings and proceedings as they think fit. The quorum for a meeting of the Board shall be one – third of the total strength of directors (any fraction contained in the one third being rounded off as one) or minimum two disinterested directors, whichever is higher.

DIRECTOR MAY SUMMON MEETING HOW QUESTIONS TO BE DECIDED

40. A Director may at any time convene a meeting of the directors and the questions arising at any meeting shall be decided by majority of votes. The Chairman shall have power to exercise casting vote.

CHAIRMAN OF DIRECTORS' MEETING

41. The chairman or in his absence the Vice Chairman shall preside all meetings of the Board. If no such Chairman or vice chairman is nominated, or if at any meeting the Chairman or vice chairman is not present within 5 minutes after the time for holding the same, the Directors present may choose one of their members to be chairman of the meeting.

POWERS OF CHAIRMAN

42. The Chairman shall reserve for the decision of the Governor any proposals or decisions of the Board of Directors or any matter brought before the Board which raises, in the opinion of the Chairman, an important and which is on that account fit to be reserved for the decision of the Governor and no decision on such an important issue shall be taken in the absence of the Chairman appointed by the Governor.

DELEGATION OF POWERS TO COMMITTEES

43. The Directors may, subject to the restrictions laid down in section 292 of the Act, may form such Committees for such purposes and to delegate any of their powers to committees consisting of such member or members of their body, including outside technical or expert persons to co-opt the Committee, as they think fit and may, from time to time, revoke such delegation. Any Committee so formed shall, in the exercise of the powers so delegated, confirm to any regulations that may, from time to time, be imposed upon it by the Directors.

CHAIRMAN OF MEETINGS OF COMMITTEES

44. A Committee may elect a Chairman for their meetings. If no such Chairman is elected or if at any meeting the chairman is not present within 5 minutes after the time appointed for holding the same, the members present who is a member of the Board may choose one of their members to be chairman of the meeting of the Committees.

WHEN ACTIONS OF DIRECTORS OR COMMITTEES VALID NOT WITH STANDING DEFECTIVE APPOINTMENT

45. All acts done by any meeting of the Directors or of a Committee of Directors or by any person acting as a Director, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of such Directors or

persons acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

Provided that nothing in this article shall be deemed to give validity to acts done by a Director after his appointment has been shown to the Company to be invalid or to have terminated.

CIRCULAR RESOLUTIONS

46. Save as otherwise expressly provided in the Act, a resolution in writing signed by all the Directors then in India or by a majority of such of them as are entitled to vote on the resolution shall be as valid and effectual as if it had been passed at meeting of the Directors duly called and constituted.

DECLARATION OF DIVIDENDS

47. The Company in general meeting may declare a dividend to be paid to the members according to the rights and interests in the profits and may fix the time for payment in accordance with the provisions of section 205 of the Act.

DIVIDENDS OUT OF PROFIT ONLY AND NOT TO CARRY INTEREST

48. No dividend either final or interim shall be payable otherwise than out of the profits of the year or other period or any other undistributed profits of the company and the Board shall at all times to comply with the directions of Government which are not inconsistent provisions of the Act and no dividend shall carry interest as against the company.

INTERIM DIVIDEND

49. Subject to provisions of Section 205 of the Act, the Directors may, from time to time, pay to the members such interim dividends as may be decided by them having regard to the profit and financial position of the Company.

DIVIDENDS PAYABLE WHOLLY IN CASH

50. Any general meeting declaring a dividend may resolve or direct that such dividend may, wholly be paid in cash in accordance with section 205 of the Act.

EFFECT OF TRANSFER

51. A transfer of shares shall not pass the right to any dividend declared thereon after a transfer is made but before the transferee's name is entered in the register of members.

DIVIDEND TO JOINT HOLDERS

52. Any one of the several persons, who are registered as the joint holders of any share may give effectual receipts for all dividends and payments on account of dividends in respect of such shares.

ACCOUNTS TO BE KEPT

53. The company shall cause to be kept proper books of accounts with respect to:
    (a) All sums of money received an expended by the company and the matters in respect of which the receipt and expenditure takes place;
    (b) All sales and purchases of goods by the company;
    (c) The assets and liabilities of the company

INSPECTION BY DIRECTORS

54. The books of accounts shall be kept at the registered office of the company or at such other place as the Directors shall think fit and shall be open to inspection by the Directors during business hours.

INSPECTION BY MEMBERS

55. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the account and book of the company or any of them shall be open to the inspection by members (not being Directors) and no member (Not being a Director) shall have any right of inspecting any account or book or documents of the company except as conferred by law or authorized by the Directors or by the Company in general meeting.

ANNUAL ACCOUNTS AND BALANCE SHEET

56. The Director shall not later than 18 months after the incorporation of the company and subsequently once at least in every year lay before the Company in general meeting a balance sheet and profit and loss account, in the case of the first account since the incorporation of the company and in any other case since the preceding account made up to a date not earlier than the date of the meeting by more than six months.

ANNUAL REPORT OF DIRECTORS

57. The Chairman of the Board of Directors shall cause an annual report to be made out and attached to every balance sheet, a report with respect to the state of the company's affairs, the amount, if any, which they recommend should be paid by way of dividend and the amount, if any, which they propose to carry to the Reserve Fund, General Reserve or Reserve Account to be shown specifically in a subsequent balance sheet. The report shall be signed by the Chairman of the Board of Directors on behalf of the Directors and or shall be signed by such number of Directors as are required to sign the balance sheet and the profit and loss account by virtue of sub-section (1) and (2) of section 215 of the Act.

CONTENTS OF PROFIT AND LOSS ACCOUNT

58. Forms of balance sheet and profit and loss account should be in accordance with the provisions of Section 211 of the Act. The profit and loss account shall, in addition to the matters referred to in Section 211 of the 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 the expenditure fairly chargeable against the year's income shall be brought in account so that a just balance of profit or loss may be laid before the meeting, and in cases 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 such item shall be stated, with the addition of the reasons why only a portion of such expenditure is charged against the income of the year.

BALANCE SHEET AND PROFIT AND LOSS ACCOUNT TO BE SENT TO MEMBERS

59. The company shall send a copy of such balance sheet and profit and loss account togothor with a copy of the auditors report to the registered address of every member of the company in the manner in which notices are to be given hereunder at seven days before the meeting at which it is to be laid before the members of the company and shall deposit a copy at the registered office of the company of or inspection of the members of the company during a period of at least twenty-one days before that meeting.

ACCOUNTS TO BE AUDITED ANNUALLY

60. Once at least in every year the accounts of the company shall be examined and the correctness of the profit and loss account and balance sheet ascertained by one or more auditors as provided in the Act.

APPOINTMENT OF AUDITORS

61. The auditors of the company shall be appointed or reappointed by the Comptroller & Auditor General of India as provided in section 619 of the Act and their rights and duties shall be regulated by sections 224 to 233 of the Act.

COMMENTS OF THE FINANCE SECRETARY ON THE ACCOUNTS

62. As soon as the accounts are certified by the statutory auditors, a copy thereof shall be forwarded to the Finance Secretary to Government of Kerala for their examination and comments, if any, of the Finance Secretary and shall be placed before the General Meeting for consideration and adoption

ACCOUNTS TO BE DEEMED FINALLY SETTLED

63. Every account of the company when audited and approved by the General Meeting shall be deemed to be conclusive. Wherever anything including omissions is later discovered within the period, such error or omissions shall be made or corrected in the Accounts of the Company for the next financial year only.

RIGHT OF THE GOVERNOR

64. Not withstanding anything contained in any of these articles, the Governor may, from time to time, issue such directives as he may consider necessary in regard to the conduct of the business of the company or Directors thereof and in like manner may vary and annual any such directive. The Directors shall give immediate effect to directive so issued which are not inconstant with the Act or any other law or generally accepted accounting principles or prudence.

INTERNAL AUDIT / INTERNAL CONTROL

65. To Board may appoint one more auditors to be internal auditors in addition to the statutory auditors appointed by the Comptroller & Auditor General of India in order to have a continuous check over day-to-day affairs and transactions of the Company and to bring in such internal control measures as the Board deem fit.

DISTRIBUTION OF ASSETS ON WINDING UP

66. If the company shall be wound up and the assets available for distribution among the members as such shall be insufficient to repay the whole of the paid up

capital, such assets shall be distributed so that, as nearly as may be the losses shall be borne by the members in proportion to the capital paid up, or which ought to have been paid up at the commencement of the winding up, on the shares held by them respectively. And if in winding up, the assets available for distribution among the members shall be more than sufficient to repay the whole of the capital paid up the excess shall be distributed among the members in proportion to the capital paid up or which ought to have been paid up on the shares held by them respectively. But this clause shall be without prejudice to the right of the holders of shares issued upon special terms and conditions.

SECRECY CLAUSE

67. No member shall be entitled to require discovery of any information respecting any details of any information respecting any details of company's trading or any matter which may be in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the company and which in the opinion of the Directors it will be inexpedient in the interests of the members of the company to communicate to the public subject to the provisions of the Right to Information Act 2005.

INDEMNITY

68. Subject to the provisions of Section 201 of the Act, every Director, Manager, Auditor, Secretary and other officer or servant of the company shall be indemnified by the company against, and it shall be the duty of the Directors out of the funds of the company to pay all costs, losses and expenses which any such officer or servant may incur or become liable to, by reason of any contract entered into, or act or thing done by him as such officer or servant or in any way in the discharge of his duties and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the company, and have priority as between the member over all their claims.

COMMON SEAL

69. 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 Secretary or such other persons or as the Board may appoint for the purpose; and the said Directors and Secretary or the persons aforesaid shall sign every instrument to which the seal is so affixed in his presence

INDIVIDUAL RESPONSIBILITY OF DIRECTORS

70. No Director, or other officer of the company shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer of the company or for joining in any receipt or other act for conformity or for any loss or expenses happening to the company through the insufficiency or deficiency of title to any security in or upon which any of the moneys of the company shall be invested or for any loss or damage arising from the bankruptcy, or insolvency or tortuous act of any person with whom any moneys securities or effects shall be deposited or for any other loss, damage or misfortune whatever, which shall happen in the execution of the duties of his office or in relation thereto unless the same happens through his own negligence, default, misfeasance, breach of duty of breach or trust.

MATTERS REQUIRING PREVIOUS APPROVAL OF GOVERNOR

71. The Board shall reserve following matters for prior approval Governor:

(i) Alteration of any of the clauses in the Memorandum of Association or in these Articles of Association

(ii) Annual Budget of the Corporation

(iii) Creation of posts in the Company and the terms and conditions of service.

(iv) Formation of subsidiary Company/Companies .

(v) Disposal of substantial portion of the undertaking or its winding up.

(vi) Appointments to the posts next below that of Managing Director, ie, Executive Director/General Managers

vii) Any capital expenditure program above Rs. 2 (Rs Two) crore.

viii) Proposal for any merger/de-merger/investment or disinvestment.

Sl.No.	Name, Address, Description and Occupation of Subscribers.	Signature
1.	Governor of Kerala Represented by Dinesh Arora Deputy Secretary (Health) S/o Ram Prakash Arora 'Prasadam' KRA 297 VP IX – 305 Kulasekharam	Sd/-

	Trivandrum All India Service	
2	Vishwas Mehta S/o Pritam Kumar Mehta A5U, Millennium Apartments Near RGBT, Jagathy Trivandrum Secretary (Health)	Sd/-

Dated 24th day of November 2007

Name, Address, Description and occupation
of witness to the above

John Joseph
S/o Mathai Joseph,
BTRN B58 Sd/-
Nettayam
Trivandrum
Chartered Accountant