

**MEMORANDUM OF  
ASSOCIATION  
&  
ARTICLES OF ASSOCIATION  
OF  
GUJARAT MEDICAL SERVICES  
CORPORATION LIMITED**

**MEMORANDUM OF ASSOCIATION OF**  
**GUJARAT MEDICAL SERVICES CORPORATION LIMITED**

- I.** The name of the Corporation is “**GUJARAT MEDICAL SERVICES CORPORATION LIMITED.**”
- II.** The Registered Office of the Corporation will be situated in the State of Gujarat.

**III. (A) MAIN OBJECT TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-**

1. To buy, sell, supply, store, stock, maintain, or otherwise deal in all kinds and varieties of generic and patent/ non-patent medicines, drugs, mixtures, formulations, tablets, pills, powers, pharmaceuticals and medical products, needles, syringes, injectibles, vaccines, sera, immunogens, phylacogens, chemicals and surgical dressings, kits and instruments and to takeover/ establish/ operate and maintain diagnosis centers.
2. To set up hospitals, nursing homes and healthcare centers and provide, encourage, initiate or promote facilities for the discovery, improvement or development of new methods of diagnosis, understanding and prevention and prevention and treatment of diseases and to undertake designing and construction of Hospitals and/or other buildings for Government, or for any other person including local authorities, corporations, societies, trusts, companies, firms and other persons.
3. To act as nodal agency of Government of Gujarat to implement any scheme and programs as may be assigned or transferred by the Government of Gujarat, and also any scheme/ program of Government of India, WHO, UNICEF, or any other regional, national, international or bilateral agencies in the health and family welfare sector.

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

1. To purchase, distribute, assemble, install, maintain or otherwise deal in all types of capital equipment, Vehicles and instruments required in Hospitals/ institutions/ Projects/ and to undertake annual maintenance contract & to operate and maintain various movable and immovable properties, whether directly or through outsourcing method, under Health Department for the benefit of the General Public.

16. To enter into arrangements for technical collaborations 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 debentures or such other stocks.
17. To enter into any arrangements with any Government, Local authority or Corporation or Board, Society etc. which may seem conducive to the Corporation's objects and/ or to obtain from Government or any authority any rights, and privileges and/ or concessions, which the Corporation may think fit or desirable to obtain and to carry out, exercise and to comply with any such arrangement, rights, privileges and concessions.
18. 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 Corporation.
19. To amalgamate with any other Corporation having objects altogether or in part similar to those of the Corporation.
20. 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 Corporation.
21. 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.
22. To pay out of the Corporation's fund the cost of 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.
23. 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 concepts of selectivity and patterns of morbidity.

2. 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 hospitals.
3. To establish research and development centers and institutes for medical and Para- medical Personnel for imparting training in various Techno-Managerial fields.
4. To set up pharmaceuticals and chemical manufacturing facilities such as factories, refineries, distilleries, for the purpose of manufacturing the product of the Company.
5. To establish Warehouses, Storage, Storage rooms, Godowns, and Cold storage facilities for providing safe and convenient places for storage of medicines, surgical products and other medical and Para-medical products of all kinds and description.
6. To buy, take on lease or hire or otherwise acquire land, building, machinery, plant equipments or any part of machinery or plant, accessories, or other objects, goods or materials useful or required for the purpose of the Corporation.
7. Subject to the provisions of the Companies Act, 1956, to borrow or raise money in such manner as the Corporation 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 Corporation's property or assets (whether present or future) and also by a simple, charge or lien to secure and guarantee the performance by the Corporation of any obligation or liability it may undertake.
8. To take over 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 or Corporation carrying on any business similar or allied to any of the business

aforesaid or capable of being carried on conveniently by the Corporation for such terms and conditions as may be thought profitable.

9. To purchase or otherwise acquire any hardware, software, patents, licenses, processes and other rights and privileges of any kind.
10. 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.
11. To accept advance payment, deposits and/ or to lend money to any department, institution, person, from association, society, corporation, or company on such terms and on such security as may be seen expedient and to give guarantee and indemnities.
12. To invest and deal with the money of the Corporation which is not immediately required in such manner and upon such security as the Corporation may from time to time think fit.
13. To open any kind of account in any schedule bank(s) and to draw, make, accept, endorse, discount, negotiate, execute or issue promissory notes, bills of exchange, letter of credit, warrants and other negotiable instruments.
14. To establish branches and offices to carry on any business undertaken by the Corporation within India.
15. 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.

24. To identify and develop projects through surveys and investigations, environmental and resettlement and rehabilitation reports or such other reports as may be required in infrastructure sectors in medical including medical tourism and all other innovative medical projects for enabling development of medical facilities in the State.
25. To carry on all kinds of business of designers, agents, consultants, system designers and contractors for the purposes of erection and commissioning on turnkey basis all types, varieties and kind of hospitals, medical & allied services educational institutions, recreational facilities, public places including gardens, housing colonies all together with associated services, processing plants, manufacturing plants whatsoever and manage medical related services.
26. To carry on the business of advisors and consultants, to provide infrastructure development and integrated program management services, and to provide promotional and representative services on all aspects of infrastructure related activities, problems, issues and matters relating to administration and organization of medical industry and business and the training of personnel for industry and business and to carry on all or any of the businesses of industrial businesses and consultants and to advise upon the means and methods of extending, developing and improving all types of businesses or industries and to develop, market, sell and support all systems or processes relating to accounting, budgetary and other control, costing business methods, business systems, efficiency, organization, re-organization, reconstruction development, expansion, administration, management, supervision, personnel, purchasing stores, production and sales of any company, firm, person or organization to be connected.
27. To contract with the State Government and/or its Departments and/or its companies and/or their respective agencies to promote, develop, finance, establish, build, construct, equip, operate, maintain, control, upgrade, regulate, modify and/or takeover any medical project and any ancillary facilities including the approach roads, links, building, fitting, waterways as well as to develop the land around the site for commercial or other use and to compensate, rehabilitate, resettle and to charge demand, collect, retain, contract, auction and to levy/increase fees, cess, rents from the users of the projects or facility from time to time and appropriate receivable towards dues, investments, returns, servicing/repayments of debts or capital on a "Build Own Operate Maintain" (BOOM) formats.
28. To arrange, secure and make available to its subsidiaries and other concerned organization, such facilities, recourses, inputs and services as may be required.

29. To obtain, apply for, arrange for the issue of an order the Acts of the State Legislature or Acts of Parliament of India or any other parts of the world for enabling the Company to obtain powers, authorities, protection, financial and other help, necessary or expedient to carry out or extend any of the objects of the Company or for any other purpose which may seem expedient, and to oppose any proceeding or application or any other endeavors, steps or measures which may seem calculated directly or indirectly to prejudice the Company's interest.
30. To apply for, purchase or otherwise acquire any trademarks, patents, brevets or inventions, license, concession and the like conferring any exclusive or non-exclusive or limited right to use of any secret or other information as to any invention which may seem capable of being used to undertake research, development and training for any of the purposes of the Company or the acquisition Which may seem calculated, directly or indirectly, to benefit the company and to use, exercise develop or grant licenses in respect of or otherwise turn to account the property, right or information so acquired.
31. (a) To establish, provide, maintain and conduct or otherwise subsidies research laboratories and experimental workshops for scientific, technical or research experiments and to undertake and carry on directly or in collaboration with other agencies scientific and technical investigation and invention of any kind that may be considered likely to assist, encourage and promote recent advance in technology, economics, import-substitution or any business which the Corporation is authorized to carry on.  
  
(b) To establish, maintain and operate technical training institutions and hostels for health sector of all types and all other technical staff and artisans and mechanisms of all types and kinds and accountants and others in India or in any part of the world to make such other arrangements as may be expedient for the training of all categories of officers, workers, clerks, storekeepers and other personnel likely to be useful to or assist in any business which the Corporation is authorized to carry on.
32. To provide for the amelioration and welfare of persons employed or formerly employed by the Corporation and or their wives, families, dependent of the such persons by building or contributing to the houses, dwelling or by grants of money pension, allowances, bonuses or other payments or by creating and from time to time subscribing or contributing to provident funds and other associations, institutions, funds or trusts or by helping persons employed by the Corporation to effects or maintain insurance on their lives by contribution to the payment of premium or otherwise and by providing or subscribing or contribution towards places of recreation, hospitals and dispensaries, medical and other attendance as the Company shall think fit.
33. To apply for tender, purchase or otherwise acquire any contracts and concession for or relating to the main objects of the Corporation.

34. To establish and maintain agencies, branches and local registers, to procure registration or recognition of the Corporation and to carry on business in any part of the world and to take such steps as may be necessary to give the Corporation such rights and privileges in any part of the world as are possessed by local companies or partnerships or as may be though desirable.
35. To obtain registration & approval with medical authority and such authorities for development & financing the medical related project.
36. Generally to do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them and to carry on business which may be conveniently carried on in connection with any of the company's objects or are calculated directly or indirectly to enhance the value of or render profitable any of the Corporation's property or rights.
37. To carry on any other business (permissible by the law of the country) which may seem to be capable of being conveniently carried in medical and allied services field calculated directly or indirectly to enhance the value of or facilitate the realization of, or render profitable any of the properties or rights of the Corporation.

**( C ) OTHER OBJECTS FOR WHICH THE COMPANY IS ESTABLISHED ARE:**

1. To streamline a simple, uniform and result oriented Accounting and Management Information and Evaluation System for all hospitals and other public health facilities.
2. To set up and maintain paid wards in Govt. hospitals with all facilities, excellence and expertise.
3. To manufacture, buy, sell, import or export or otherwise deal in spray equipments and all chemicals, fertilizers, pesticides, herbicides, weed-killers, disinfectants, fungicides, detergents of all types, glasses, enamels, ceramics, clay wares, porcelains, fruit and food preservatives, wood preservative, flam proofing and fire extinguishing chemicals, leather tanning chemicals, resins, paints varnishes, pharmaceuticals, cosmetics, photographic, chemical papers and textiles, abrasives, adhesives, cutting-fluid, electrodes, explosives, fluxes, hydraulic fluid, isotopes, nylons, plant foods, plaster of paris, plastics, petroleum products , rubbers, soaps, starch or such other items.
4. To subscribe takeover or otherwise acquire and hold shares, stocks, bonds, or securities of any Government, Local Authority or company and to deal on the same.
5. To manufacture or deal in various inorganic and organic compounds.
6. To manufacture or deal in acids, alkalis, or such other kinds of chemicals either in solid, liquid or gaseous form.
7. To carry on the business of manufacturer and/or dealers in toilet preparations, colour, dyes, glue paper of all kind, plastics raxines, woven and non-woven fabrics, cellphone paper, adhesive-tapes and other articles.


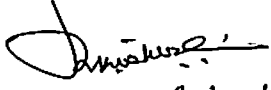



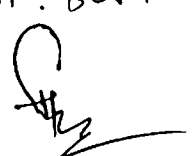
8. To undertake, transact and execute all kinds of agency business and trusts of all kinds connected with medical and its allied services.
9. To carry on the business of transportation of goods and commodities, either directly or through others connected with medical and its allied services.
10. To act as advertising agent either directly or through others connected with medical and its allied services.
11. To carry on the business of packing and forwarding agents connected with medical and its allied services.
12. To deal in Intercoms, communication, Networks, computers, Electronics Data Processors, Telex and fax-machines, desk-top publishing units, lap-top, peripherals, accessories and software systems related to medical and its allied services.
13. To erect and maintain packing machines and their accessories and to carry out packing, such as Folio or Film, strip packing, blister packing, sachets or generally any other mode of packing tablets and capsules or Liquid for hygienic and efficient handling relating to medical and its allied services.
14. To organize for imparting training for Medical Administrative Officers or other Professionals in marketing, Inventory-Management, Manufacturing, Storage and Distribution, Processes etc. of various medical and Para medical products.
15. To purchase stock, distribute or otherwise deal in various gases like oxygen, Anesthetic Gases, LPG type of gases, Chlorine or other disinfecting gases or other gases useful for hospitals and other related facilities.
16. To set up modern steam and dry cleaning laundries and to deal in laundry chemicals and equipments related to medical and its allied services.
17. To set up clinical photographic units and to deal in photographic chemicals etc.
18. To set up new water recourses, water treatment plants, potable water distribution systems, modern kitchens and to deal in hospital catering and canteen equipments.
19. To deal in disposable masks, garments, linen, and beds related to medical and its allied services.
20. To deal in optical, ophthalmic and hearing-aids, calipers, crutches, locomotors, wheel-chairs, stretchers, electrical and electronics appliances relating to the health and medical and connected allied equipments/services.
21. To deal in I.E.C materials and audio-visual equipments, audio-visual aids and media related to medical and its allied services.
22. To deal in and install any kind of solid, Liquid and Gaseous waste disposal plants, equipments and accessories to conform to standards laid down by Pollution Control Board related to medical and its allied services.

**(IV)** The Liability of the members is limited

**(V)** The SHARE CAPITAL of the Corporation is Rs. 5,00,00,000/- (Rupees Five Crores Only) Divided into 50,00,000 Equity Shares of Rs.10(Rupees Ten Only) each.

We, the several person, whose names and address 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 our respective names:

Sr. No.	Names, addresses, descriptions, occupation and signature of subscribers	Number of Equity shares taken by each subscriber	Signature, name, address, occupation of the witness description
1)	<p>M. M. Sarivastava s/o Shyam Lal Address K-503, Sector 20, Gandhinagar Gujarat 380020 Govt. Service</p>  (For Govt. of Gujarat)	<p>1 (One)</p>	<p>Common witness for subscriber No 1 &amp; 2 who have signed before me as subscriber and on behalf of Govt. of Gujarat -  <u>Arvind Gaudani</u> s/o Damodar Gaudani            307 Ashirvad Paras Corporate Road, Nr. Prakhadnagar - Garden, Prakhadnagar, Satellite, Ahmedabad. 380015            occ: Practicing Company Secretary            CP No. 2183</p>
2	<p>RAJESH KISHORE late s/o Shri L. A. K. Prasad, 13, Judge Bungalows, Bodakdev, Ahmedabad 380015 Govt. Service</p>  (Govt of Gujarat)	<p>1 (One)</p>	<p>(This cell is shared with the entry above and contains the same witness information.)</p>

<p>3 Shri P.K. Taneja S/o Shri Ram Lalji Taneja Address: Flat No-502 Samarpan Tower Gulbai Tekra occupation: Govt. Service</p> <p> (For Govt. of Gujarat)</p>	<p>One (1)</p>	<p>Common witness for subscriber No 344 who has signed before me for and on behalf of Govt. of Gujarat as subscriber <u>Arvind Gaudane</u> S/o Damodar Gaudane 307 Ashirvad Paras, Corporate Road, Nr. Prakhadnagar Garden Prakhadnagar, Satellite, Ahmedabad - 380015 occ. Practicing Company Secretary CP No. 2183</p>
<p>4 Harvrat Shukla S/o Shri Krishna Kant Shukla Address: B-2, Samarpan Flats Gulbai Tekra Ahmedabad Occupation: Govt. Service</p> <p> (For Govt. of Gujarat)</p>	<p>One (1)</p>	<p>Common witness for subscriber No 344 who has signed before me for and on behalf of Govt. of Gujarat as subscriber <u>Arvind Gaudane</u> S/o Damodar Gaudane 307 Ashirvad Paras, Corporate Road, Nr. Prakhadnagar Garden Prakhadnagar, Satellite, Ahmedabad - 380015 occ. Practicing Company Secretary CP No. 2183</p>

5	<p>S.C. Pant  S/o Govind Ballabh  Pant  K-207, Sect - 19  Gandhinagar.  382019</p>	<p>49,994  (Forty Nine  Thousand  Nine Hundred  Ninety Four  only)</p>	<p>Common witness for subscriber No 546 who have signed  before me for and on behalf of Government of Gujarat as subscribed  <u>Pravin Ashirved Paras</u> Ashirved Paras s/o Damodar Gaudana  307, Ashirved Paras, Corporate Road, Mr. Bahadnagar Garden  Bahadnagar, Satellite, Ahmedabad - 380015  Occ. Practising Company Secretary  CP No. 2183</p>
6	<p>A.M. Mankad.  S/o M.V. Mankad  KHE - 35, Sect - 9  Gandhinagar - 382009  Govt. Service.  His Hand.  (Far Govt. of Gujarat)</p>	<p>One  (1)</p>	

7	<p>M. Sahu  S/o Late B.C. Sahu  Address: - K 510  Sector 20, Gandhinagar  Gujarat, 382020  Govt. Service</p> <p><i>M. Sahu</i>  (Sent. to Gujarat)</p>	<p>1  (One)</p>	<p>common witnesses for subscriber No 7 who has signed before me for and on behalf of Government of Gujarat as subscriber.</p> <p><u>Ashwini</u> Ashwin Gaudana % Damodar Gaudana  307 Ashirwad Paras, Corporate Road, Mr. Prahladnagar Garden  Prahladnagar, Satellite, Ahmedabad - 380015</p> <p>occ: Practising Company Secretary  CP No 2183</p>
	<p>Total</p>	<p>50,000</p>	

Place: Gandhinagar Dated this 31<sup>st</sup> July 2012