

**THE COMPANIES ACT, 1956**  
**COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION<sup>1</sup>**

**OF**  
**DHANWANTARI DISTRIBUTORS PRIVATE LIMITED**

1<sup>st</sup> The name of the Company is **DHANWANTARI DISTRIBUTORS PRIVATE LIMITED**

2<sup>nd</sup> The Registered office of the Company will be situated in the State of Maharashtra within the jurisdiction of R.O.C. Pune

3<sup>rd</sup> The objects for which the Company is established are :

**(a) The objects to be pursued by the company on its incorporation are**

1. <sup>2</sup>To carry on business of traders, manufacturers of all types of medicines, including but not limited to ayurvedic medicines, agents, distributors of allied products, chemists, druggist, exporter, importer, suppliers of health care products, medical equipments, health cards, health care services like health centers, maintaining and running blood banks, poly clinics, natural cure centers, pathological laboratories, diagnostic centers, hospital related services on membership basis or otherwise, Distribution of health scheme, and to act as dealers of Pharmaceuticals, medical, chemical, parental preparations, tablets, capsules, oral liquids, ointments and other external preparations, fine chemicals used in pharmaceuticals and other preparations, ray, radium treatment, and to manufacture and market surgical and scientific apparatus and materials.

**(b) Matters which are necessary for furtherance of the objects specified in clause 3(a) are:**

2. To appoint agents, commission agents or any other person to sell, market various product, articles of the Company.

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<sup>1</sup> The Memorandum of Association has been renumbered vide a Special Resolution passed at the Extra Ordinary General Meeting (EOGM) of the Members of the Company held on April 8, 2017.

<sup>2</sup> The Object Clause of the Company has been amended and a new clause has been inserted in the MOA, in the EOGM held on April 8, 2017, which is subject to the approval of the ROC, Pune.

3. To carry on the activities of retailers, distributors and operators of all types of goods and to establish, run and operate retail distribution centers to carry out main activity of the Company.
4. To carry out various marketing strategies, marketing schemes, operate marketing network for attainment of main objects.
5. To purchase, take on lease or in exchange, hire or otherwise, any deal and personal properties and any rights or privileges which this company may think or convenient for the purpose of its business.
6. To apply for, purchase or otherwise acquire and prolong and renew in any part of the world any patents, patent rights, brevets of inventions, trademarks, designs, licenses, protections, concessions and the like conferring any exclusive or non-exclusive or limited right to their use of information to any invention process or privileges which may seem capable of being used for any of the purpose or privileges of the company and to use, exercise, develop or grant licenses or privileges in respect of the property, rights and information so acquired and to carry on any business in any way connected therewith.
7. To prepare, repair, remould, clean, service, maintain, machinery, tools, equipment's, accessories, spare parts, made from various materials, required for the business of the company.
8. To train or apply for training in India or abroad of any of the Company's employees, Directors or any other candidate in the interest of and for furtherness of the company.
9. To sublet all or any contract from time to time and upon such terms and conditions as may be thought expedient.

10. To acquire and takeover the whole or any part of the business, the property and liabilities of any person or to enter into partnership or into any arrangement for sharing profits, union of interest, joint venture, reciprocal concessions or co-operation with any person or firm or company carrying on, or engaged in or about to carry on or engaged in any business or transaction which this Company is authorised to carry on and to take or otherwise acquire and hold share or stock in securities of and to subsidise or otherwise assist any similar Company
11. To avail the facilities, grants and loans from government, local authorities and other social institution in India or abroad under their various schemes for providing medical relief.
12. To establish, promote, subsidise, and/or otherwise assist any company or companies having similar objects, association or other concern for the purpose of setting up any industry or running any industrial undertaking, acquiring any property for furthering any of the objects of this company.
13. To open and keep a register or registers in India or any where it may be deemed advisable to do so and to allocate any number of the shares in the company to such register or registers.
14. To pay all the preliminary expenses of any company, promoted by the Company or any company in which this Company is or may contemplate being interested and preliminary expenses may include all or any part of cost and expenses of owners of property acquired by the Company.
15. To supply to industries, trade and commerce or other institutions technical knowhow and technical guidance in relation to the aforesaid products for the development of such industries for cash or any other consideration or for lease, hire rent, royalty or other compensation or on hire purchase system.

16. To invest any of the surplus money and funds of the company from time to time with Government or in debentures or other securities for money issued by or on behalf of any principle body or of any corporate body established in India under the authority of any Act or legislature established in India or in shares or securities of public and of private company in India and in the shares of co-operative societies as may formed time to time be determined by the directors or on the mortgage of immovable properties whether freehold or leasehold or of any other tenure in India or elsewhere as the directors may from time to time determine or in fixed deposit or by way of loans on interest in any of the local banks or with any firms, companies or banks (including the agents of the company) or in such other securities as may from time to time be determined by the directors and from time to time sell or vary all such investments and to execute all assignments, transfers, receipts and documents that be necessary in that behalf.
17. To advance money or give credit to such persons or companies and on such terms as may seem expedient, to customers and other having dealings with the company and to guarantee the performance of any contract or obligation and the payment of money of or by any persons or companies.
18. To draw, make, accept, discount, execute and issue promissory notes, bill of exchange, bill of lading, warrants, debentures and other negotiable or transferable instruments but not to do any banking business as defines in the Banking Regulation Act, 1949 or insurance business as defined in Insurance Act, 1938.
19. To enter into any contracts of guarantee or indemnity, in respect of performance or non-performance of any contract or engagement to which any person, firm, body corporate, company or corporation is party, whether the company is not a party thereon and to subsidise or otherwise assist any person, firm, body corporate, corporation or company, and to

guarantee the payment of interest and dividends and repayment of capital in respect of the shares or stock of any corporation or company.

20. To distribute any of the properties of the company amongst the members in specie or in kind subject to the provisions of the Companies Act in the event of winding up.
21. To sell, improve, develop, exchange, lease, mortgage, dispose off, turn to account or otherwise deal with all or any part of the property and rights of the company.
22. To establish the agency of any subsidiary company or companies and to enter into any arrangement with such subsidiary company for taking the profits and sharing the losses of any business or guaranteeing its liabilities or to make any other arrangement which may seem desirable with reference to any business or branch and to nominate directors or managers of any subsidiary company or of another company in which this company is or may be interested and to take part in management, supervision and control of the business operations of any company or undertaking having similar objects and for the purpose mentioned herein, to appoint and remunerate any directors, trustees, accountants or other experts or agents, professionals.
23. To establish branches, offices or agencies anywhere in India or outside India for the purpose of enabling the company to carry business and to discontinue, if necessary at any time and reconstitute any such branches, offices or agencies.
24. To remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any of the shares in the company's capital, or any debentures, debenture stock or other securities of to company or in or about the formation or

promotion of the company or the conduct of its business.

25. To subscribe or guarantee or loan or donate money for any national, charitable, benevolent, public object.
26. To open an account or accounts with any Banks or Bankers and to pay into and to withdraw money from such account or accounts whether they be in credit.
27. To undertake and execute any trust, the undertakings of which may seem to the company desirable and either gratuitously.
28. To dedicate, present or otherwise dispose off voluntarily or for value, any property of the company deemed to be of national, public or local interest, to any national trusts, public body, museum, corporation, or authority or any trustee for or on behalf of any of the same or of the public.
29. To enter into an agreement with different persons, firms, body corporate or companies, regarding the payment of salary or Managerial, Executive and other staff by such person, firm, body corporate or companies when their services are given at their disposal.
30. To apply for, purchase or otherwise acquire and prolong and renew in any part of the world any patents, patent rights, brevets of inventions, trademarks, designs, licenses, protections, concessions and the like conferring any exclusive or non-exclusive or limited right to their use of information to any invention process or privileges which may seem capable of being used for any of the purpose or privileges of the company and to use, exercise, develop or grant licenses or privileges in respect of the property, rights and information so acquired and to carry on any business in any way connected therewith.

31. To remunerate the Directors, officials and servants of the company and other out of or in proportion to the returns or profits of the company or otherwise as the company may think proper to formulate and carry into effect any scheme for sharing the profits of the company with employees of the company or any of them, to grant pensions or gratuities to employees or ex-employees or the relatives, connections or dependants of any such person or persons having dealings with the company, and to establish or support associations, institutions, clubs, funds and trusts calculated to benefit any such person or persons having dealings with the company or otherwise to advance the interests of the company or of its members.
32. To act as principles, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise and either along or in conjunction with other.
33. To lease or on hire the whole or any part of the real and personal property of the company on such terms as the company shall determine. To enter into such arrangements as the company may think proper with any public authority for buildings, chawls and tenements either for the employees of the company or other and upon such terms as the company may think proper.
34. To receive money, borrow or raise money on such terms and conditions as the company may consider expedient and secure and discharge any debt or obligation or binding on the company in such manner as may be thought fit, and on particular by undertaking and all or any of the immovable and movable property (present or future) and the uncalled capital of the company, or by the creation and issue, on such terms as may be thought expedient, of shares, bonds, debentures or debenture stock perpetual or otherwise, or other securities of any description, subject to the provisions of section 58A of the Companies Act, 1956 directives of R.B.I. and Banking Regulation Act, 1949.

35. To invest the surplus funds of the company from time to time in deposits, units, Government securities or in other securities including shares, bonds, and debentures and may from time to time sell or vary such investments and to execute all assignments, transfers, receipts, and documents that may be necessary in that behalf.
36. To sell, dispose of, to amalgamate or transfer the business, property and undertaking of the company or any part thereof for any consideration which the company may deem fit to accept in particular for shares, debentures, debentures stock, bonds or securities of any other company having objects for similar to those of this company, to promote any other company or companies having similar objects for the purpose of their acquiring all or any of the property, rights or liabilities of this company.
37. To guarantee the payment, unsecured or secured or payable under promissory notes, bonds, debentures, debenture stock contracts, mortgages, charges, obligations, instruments and securities of any company or any persons whomsoever whether incorporated or not incorporated, and generally to guarantee and become sureties for the performance of any contracts or obligations.
38. To create any reserve fund, sinking fund, insurance fund or any other special fund, whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the company.
39. To place as reserve or to distribute as bonus shares among the members, or otherwise to apply, as the company may from time to time fit.
40. To adopt such means of making known the activities of the company as may seem expedient and in particular by advertising in the press, by circular, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations.



41. To aid pecuniary or otherwise, any association, body or movement having for any object, the, settlement surmounting of industrial or labour problems of the promotion of industry or trade.
42. To search or and to purchase or otherwise acquire from any Government, state or other authority any, concession grants quota rights, decrees, rights, powers and privileges and to work, develop, carry out, exercise and turn to account the same.
43. To procure the recognition of the company under laws or regulations of any other country.
44. To carry on business of Manufacturers and dealers in all kinds of computers, computer hardware, computer peripherals, computer software, CNC control applications, electronic controls, accessories, computer stationary and establish & operate computer centers, computer education centers, data processing centers and offer other technical services.
45. To carry on the business of manufacture of all kinds of apparatus, appliances. Plant and material by advertising contractors in their business and to sell , dispose of and to use the same.
46. To acquire , hold, construct, develop, build, purchase or otherwise, acquire on lease, hire or rent land, building, flats or chawls.
47. To carry on the business in milk and milk product, floriculture, agricultural and by all available means including research on modern lines in agriculture, fruit culture, fruit, vegetables and cereal products, jungle development, fisheries, kattha producing, game preservation, bee keeping, cattle farming, pharmacy, lake culture and the quality and value of their produce and demonstrate the same.

48. To carry on the business of iron-founders, mechanical engineers, manufacturers of machinery and implements of all kinds including in particular food processing machinery, tool makers, brass founders, workers, boiler makers, mill weights, iron and steel smiths, metallurgists, and to, sell, manufactures, repairs, converts, alter let on hire and deal in machinery, new and second implements, rolling stock and hardware of all kinds, and to export and import all kinds of machinery and to enter into collaboration with any foreign party to carry on the said activities.
49. To enter into any arrangement by way of turnkey projects involving supply of technical, civil, administrative, plant and as such, undertake for and on behalf of the client to set up satellite communication based projects and also basic telecom projects in or outside India.
50. To manufacture, develop import, export by sell, distribute, repair, convert, alter, install, erect, maintain, let on hire and other wise deal in all kinds of electronic voice data, video communication system, EPABX system, electronic exchanges, electrical equipments, telex equipments, electronics telex transmitters, teleprinters, satellite radio communication telephone equipment, receivers, repeaters, modems, multiplexers, de-multiplexers, facsimile systems, tele-text, video-text, teleconferencing and video-conferencing equipments.
- 51 To manufacture, import, export and to deal in glassware of each and every type including glassware used in the factories, households, restaurants and industries.
52. To carry on manufacture and sale of water pumps, turbines, diesel engines, forging, oil engines, and engines, electrical engines or any part thereof, and import, export, buy, sell repair, convey, alter, let on hire and otherwise deal in water pumps, gas engines, oil engines or any part thereof.

53. To carry on the business of manufacturers and dealers in sanitary wares, angles frames, containers, boxes, drums, cartons, tubes, pipes, cans, grills of every kind made out of steel, tin and other metals and all substances like plastics, reinforced plastics, rubber, wood hardboard and boards and all other description for manufacture of any of the aforesaid articles.
54. To run and operate the business of manufactures refinement, preservation, dehydration, canning, bottling cream, jam, pork, poultry and all kinds of meat, fish, sea food and vegetables, fruits, and cereal products of all description or their ingredients, raw materials and articles and articles things required therefore .
55. To carry on the business as brewers, distillers and manufactures of and merchants, dealers and in wines, beer, rum, gin, ale, port, stout, spirit, all types of alcohol , grape, juice, mineral, aerated waters, cognac and liquors of every description whether intoxicative or not and of alt, malt products, hope yeast, flavors, concentrates and liquid foods, soft drinks or their ingredients.
56. To carry on business of trading handicrafts, handlooms, ornamentals goods, goods of decoration, household goods, art goods and object made out of all kinds of raw materials including wool, cotton, silk, metal, ivory, leather, stones, synthetic semi-precious or precious stones, papers, jute, cane, clay, glass, colours.
57. To carry on business of owning, operating or conducting club houses, holiday resorts, hotels, dormitories, hostels, health club, coffee, milk and snack bars, restaurants, indoor and outdoor sports grounds, entertainment places and to develop the amusement parts for public amusement.

58. To manufacture, buy, sell, import, export, deal in lease smoke and burglar detecting systems, security, alarms, safety systems and other systems required for fire fighting and to undertake or assist fire, anti- theft and other safety and protection activities.

4<sup>th</sup> THE LIABILITY OF THE MEMBERS IS LIMITED.

5<sup>th</sup> The Authorised Share Capital of the Company is Rs.25,00,000/- (Rupees Twenty Five Lakhs Only ) divided into 25,000 (Twenty Five Thousand ) Equity Shares of Rs.100/- (Rupees One Hundred) each.

Minimum paid up capital of the Company shall be Rupees One Lakh.

(Amended by passing Special resolution at Extra Ordinary General Meeting held on 20<sup>th</sup> February 2013)

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6th We, the several persons whose names, addresses and descriptions are hereunder subscribed, are desirous 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 :

Signatures, names, addresses, description and occupation of Subscribers.	Number of Equity Shares takes by each Subscriber	Signature, name, address, description and occupation of Witness.
1.MR. RAMESH PATIL S/O. MR. RAMCHANDRA PATIL 72, LAXMINAGAR, KOREGAON – 415501. OCCUPATION : DOCTOR	250  (TWO HUNDRED FIFTY ONLY)	SD/-  MR. ATUL DOSHI S/O. MR. CHHOTALAL DOSHI CIVIL HOSPITAL ROAD, SHIVAJI CIRCLE, SATARA – 415001. OCCUPATION: CHARTERED ACCOUNTANT M. NO. : 104664
2.MR. PRAKASH KHALATE S/O. MR. GANPAT KHALATE SHANGRILA GARDEN T. C. COLLEGE ROAD, BARAMATI – 413102 OCCUPATION:BUSINESS	250  (TWO HUNDRED FIFTY ONLY)	
3.MR. SHASHIKANT S/O. MR. SITARAM GURUKUL HOUSING BHIGWAN ROAD, BARAMATI – 413102 OCCUPATION:BUSINESS	250  (TWO HUNDRED FIFTY ONLY)	
4. MR. TUSHAR GAIKWAD S/O. MR. SADASHIV A/P. VIDANI, TAL. PHALTAN, DIST. SATARA, PIN – 415523 OCCUPATION:BUSINESS	250  (TWO HUNDRED FIFTY ONLY)	
TOTAL	1000  (ONE THOUSAND	

PLACE : KOREGAON

DATE