

**THE COMPANIES ACT, 1956
(COMPANY LIMITED BY SHARES)**

**MEMORANDUM OF ASSOCIATION
OF
SAARVASRI HERBS PRIVATE LIMITED**

- I. Name of Company is **SAARVASRI HERBS PRIVATE LIMITED**
- II. The Registered Office of the Company will be situated in the State of **ODISHA**.
- III. The objects for which the company is established are:

**(A) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY
ON ITS INCORPORATION ARE:**

- 1 To carry on the business of marketing, trading, importing exporting and dealing in all types of medicines, drugs, chemicals and to act as agents of any pharmaceutical manufactures and to do wholesale & retail trade of in Medical Equipments, sterilizers, operation kits and to deal in pharmaceutical drugs, medicated cotton, bandages, napkins, surgical equipments, spirits and all types of hospital requisites and to act as commission agents for all the above materials.
- 2 To carry on the business of trading in all types of medicated health care products, chemicals, drugs & cosmetics, fmcg, medicine, herbal, ayurvedic, electronic, home appliance, textile, garment, health supplements glucose saline and other saline products, formulations drug products, such as liquids, tablets, capsules, syrups, lotions, injectables and other medical requisites such as contraceptives, medicated oils, perfumes, cosmetics, patent medicines, vaccines and to act as dealers in all types of medicines.

Saarvasri Herbs Pvt. Ltd.
Subash Kumar Sahu
Director.

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

1. To carry on the main object of the company individually or in association with others in joint venture or in partnership in whatsoever manner it will be beneficial to the company.
2. To carry on the business of transporters, carriers and to carry on any transport goods, passengers, merchandise, commodities, live stocks and materials by motor cars, trucks, lorries, buses, railways, road ways or any other kind of conveyance on land or water or in air or in connection with the above mentioned things in order to attain the main objects of the company.
3. To acquire and take over as going concern business of any company , firm co-operative society, trust, association of person with its assets and liabilities and others belongings relating there to carrying on business which the company is authorized to carry on as per and in terms of agreement to be executed between the vendor and the company and to adopt take over and give effect to the said agreement .
4. To bid , enter and to execute contracts individually or in association with others in joint venture or in partnership or distribution of specific parts of contracts in whatsoever manner agreed to between the parties and to furnish such guarantees , and deposits for performance of contracts .
5. To take on lease, hire, purchase, or acquire by license or otherwise any plot of land, rights over connected with land, materials, factories, plant & Building, works and Machinery, apparatus, stock in trade, patents, inventories, trade marks, rights, privileges, and moveable and immoveable properties, of any description, which may be deemed necessary, or convenient for any business which the company authorized to carry on.
6. To carry on the business of dealers in all other article, and commodities related to or connected with any of the business mentioned here-in-before, and also to carry on any other trade or business whether manufacturing or otherwise , which may seem to the company to be capable of being conveniently carried on in connection with or as an extension to the main objects or calculated directly or indirectly to enhance the value of or render profitable any or the company's properties or rights for attainment of main objects.
7. Subject to the provisions of the Companies Act,1956 to enter partnership or in to any arrangements for sharing and polling profits, amalgamation, union of interests, co operation, joint ventures, reciprocal concessions or otherwise amalgamate with any person or company carrying on or engaged in any business or transaction which the company is authorized to carry on or which may seem capable of being carried on or conducted so as directly or indirectly to benefit this company .

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8. To acquire from any person, firm or body corporate whether in India or elsewhere, technical information, know how, processes, engineering, manufacturing and operating data, plans, layouts and blue prints useful for the design, erection and operation of plant, required for any of the business of the company and to acquire any grant or license and other rights and benefits in the forgoing matters and things.
9. To cause the company to be recognized in any foreign country or place and to open branches in India or outside for the purpose of the of the company and to appoint agents and/or representatives of the company in India or outside.
10. To import, export, buy, sell, exchange, refine, repair, improve and deal in whether as principal, agents, brokers or otherwise and to carry on all or any of the business of importers and exports, dealers, contractors, buying and selling agents, wholesale and retail dealers in all and every kind of produces, substance, goods for any of the objects for which the company is formed.
11. To pay out of the companies funds the costs, charges and expenses incurred in connection with all matters preliminary and incidental to the formation, promotion and incorporation of this company and the cost and expenses incurred in connection with all matters preliminary and incidental to the formation and incorporation of any other company which may be promoted by these company in India or any other country.
12. To repair, alter, clean, renovate, convert, manipulate, overhaul and prepare for resale and resale any goods belonging to the company from time to time.
13. To purchase or otherwise acquire and protect and new in any part of the world any formulae patents, patent rights , trade , marks , designs, license , concerns and the like conferring any exclusive or limited right to their use any secret or other information as to any invention which may seem capable of being us for any of the purposes of the company, or the acquisition of which may seem calculated directly to benefit the company and to use, exercise or grant licences in respect of or other wise turn to account the property rights or information so acquired, and to expend money in experimenting upon testing or improving any such formulae, invention or rights.
14. To incur expenses for and to contribute to any research and development and to make payments s to any scientific research or similar institution or Association which are engaged in such work relating to any of the main objects of the company.
15. To enter in to any arrangements with any Government or authorities, municipal, local or otherwise that may appear to the company conducive to the company s objects or any of them and to obtain from them any such Government or authorities ,any rights privileges and concession with the company may think it desire able to obtain and to carry out exercise

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and comply with any such arrangements rights privileges and concessions.

16. 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 shares ,debentures , debenture-stock or other securities of the company ,or in connection with the formation or promotion of the company or other conduct of its business.
17. Subject to the provisions of Section 58-A of the Companies Act 1956 to borrow, raise or secure the payment of money or to receive money on deposits including short-term, mid- term and long-term loan at interest or against promissory notes for any of the purposes of the company and at such time or times as may seem expedient from any person ,firm banking company or financial institution and whether with or with out any security including fixed assets , stocks , books debts or by such other means as the directors may in their absolute discretion deem expedient and in particular by the issue of debentures or debenture-stock ,perpetual or otherwise ,and such security for any such money so borrowed ,raised ,received and if any such debenture or debenture-stock so issued to mortgage ,pledge or change the whole or any part of the property and the assets of the company both present and future, including its uncalled capital by special assignment or otherwise to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient and to purchase, redeem or pay off any such securities, provided that the Company shall not accept any such deposits for the purpose of doing banking business under the Banking Regulation Act 1949..
18. To establish branches or firms for any of the purpose of the company or to promote any company or companies or division thereof , at place in or outside India as the company think fit for achieving the objectives of the company .
19. To adopt such means of making known the goods and products of the company as may seem expedient in particular by advertising in the press, by circular pamphlets, by catalogue, by publication of books or periodicals and magazines by granting prizes, awards and donations and by others way of video, audio-video and other electronic publicity method, subject to the provision of section 293 A of the Companies Act, 1956.
20. To create depreciation funds sinking funds, insurance funds or any other special or other fund whether of deprecation or for repairing, improving, extending or maintaining property of the company or for redemption of debentures of any other purpose whatsoever conducive to the interest of the company.
21. To pay for any rights to property acquired by the company and to remuneration any person or a company either in case or by the all most of fully or partly paid up shares, debentures or other securities of the company

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22. To take or otherwise acquire and hold shares, debentures debenture-stock and other securities in or to finance any other company having objects similar to or related to those of the company.
23. To sell, exchange , grant, under lease, abandon , amalgamate, sub---divide, mortgage or otherwise deal with either absolutely, or for any limited interest, all or any part of the undertaking, property , rights or privileges of the company society, association or to any person or persons for such lawful consideration as the company may think fit and in particular for any share (whether fully or partly paid), debenture, debenture-stock, securities, property or properties of any other company whether or not having objects altogether or in part similar to those of the company subject to provisions of the Companies Act, 1956.
24. To get the company registered incorporated or recognized in or under the laws of any place outside India and to do all acts necessary for carrying on in any foreign country the business or profession of the company.
25. To open any kind of account or accounts with any bank or banks of financial institutions and to draw, make, endorse, discount, execute, issue and negotiate bills of exchange, hundies, bills of lading promissory notes, warrants, railway receipts and others negotiable or transferable instruments or securities of all descriptions and to buy , sale and deal in the same .
26. Subject to the provision of the Companies Act 1956. to invest and deal with monies of the company not immediately required in such manner as may form time be determined by the board.
27. To lend and advance monies or give credit to such person or companies or concerns on such terms as may be expedient, and in particular to suppliers, customers, others having dealing with the company, employees or ex-employees and to guarantee the performance of any contract or obligation and the payment of money by any such person s concerns or companies but the company shall not carry on business of banking as defined in the Banking Regulations Act. 1949.
28. To distribute among the members in species any property of the company or proceeds of sale or disposal of any property of the Company in the events of its winding up subject to the provisions of the Companies Act.1956 and Companies Court Rules,1959.
29. Subject to the provision of the Companies Ac, 1956 establish or support or aid establishment or support association ,institutions funds, trusts and conveniences calculated to benefit the employees or ex-employees of the Company or dependents of such persons and to grant pension and allowances and to subscribe or guarantee money of such charitable or benevolent objects or for any exhibition or for any general useful objects.

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30. To promote any company or companies of the purpose of acquiring all or any of the property, rights and liabilities of this Company or for any other purposes which may directly or indirectly be calculated to benefit this Company.
31. To act as agents or brokers or as trustee of any person or a company and to render and perform subcontracts and to do all or any of the above things in any part of the world and either as principal, agents, trustee, contractors or otherwise, either on its own or jointly with others and either by or thoughts agents or contractor, Trustee or otherwise.
32. To become member of any other bodies of persons associations, institutions, clubs, society and bodies corporate including companies limited by guarantee.
33. To indemnify members, officers, directors and employees, of the Company against proceedings, causes, damages, claims and demands in respect of any thing the company and for any loss, damages or misfortune, whatsoever, which shall happen in the execution of the duties of their office or in relation thereto.
34. To insure any of the properties, undertakings, contracts, guarantees, or obligations of the Company of every nature and kinds in any manner whatsoever.
35. To establish and maintain agencies branches, place and local registers and procure the company to be registered or recognized, and to carry on business in any part of the world.
36. To purchase or otherwise obtain any movable or immovable, properties, including transport vehicles for carrying out the main objects or the company.
37. To apply for recognition as Export House, apply for import entitlement, export incentives, drawbacks and exercise such other rights and privileges of an Export and import undertakings.
38. To apply for purchase or otherwise acquire any patents, copyrights, brevets, licenses, concessions and the like conferring and exclusive or limited rights to use, any secret or other information as to any inventions which may seem capable of being used for any purposes of the company or the acquisition of which may seem to be expedient or convenient or calculated directly or indirectly to the` benefit of the company and to use, exercise, develop or grant license in respect or of otherwise turn to account the property rights and information acquired.
39. To adopt such means of making known the business of the company as may seem expedient and in particular by advertising in the press by circulates, by purchase and exhibition of works of arts or interest, by publication of books and periodicals and by granting prizes, rewards and donations.

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40. To amalgamate with any company or companies having objects all together or part thereof similar to those of the company subject to the Companies Act, 1956.
41. To take or otherwise acquire & hold shares in other companies as per the provisions of Companies Act 1956.
42. To appoint attorneys and agents whether on commission or otherwise constitute agencies and such agencies of the company in field or elsewhere.
43. Subject to the provisions of the Companies Act 1956, Rules framed there under & directions issued by the Reserve Bank of India to borrow money or to receive money on deposit either without security or secured by debentures, stock (perpetual or terminable) mortgage or other security charged on the undertaking or all or any of the assets of the company including uncalled capital and to increase, reduce or pay off any such securities.
44. To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above objects or calculated directly or indirectly to enhance the value of or render profitable, any of the property or rights of the Company?

(C) OTHER OBJECTS

1. To plan, promote and take up necessary developmental work, and enter into contracts, Service Agreements and to act as catalyst for providing medical services to the clients.
2. To own, establish, run, manage and maintain hospitals, research centers, diagnostic centers, blood bank service centers, immunization centers, medical and other research centers, nursing homes, health centers, clinics, poly clinics, laboratories and to apply or provide utility articles and service to patients, attendants and others and to provide aids to medical personnel for research and development and to act and work as consultants in medical profession in India and Abroad.
3. To purchase, contract, erect, set up, establish any land building or premises and to run in and also to develop, improve or let out for the purpose of carrying on the business of hospitals, lodging and boarding houses, house keepers, health clubs, lavatories, for taking up medical profession and health care services.

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4. To construct, built, equip, own and maintain and to carry on business as keepers of cold storage chambers, ice plants, godowns, warehouses, refrigerators, freezing houses, and room coolers.
5. To carry on the business of transporting of goods and merchandise any where in India.
6. To plant, cultivate, produce and raise sugar-cane, cotton, jute, hemp, flax, food grains, oilseed, fruits, and seeds, nuts, vegetables and to prepare, preserve, crush and render marketable any such produce and to deal in the same.
7. To carry on the business of media services, advertising agent and to provide services for advertisement for a products or services or for concepts for individual, firm company both public and private sector bodies corporate, Governments, public Authorities, whether local , municipal or otherwise both I Indian and foreign country.
8. To carry on the business of firming, agriculture and horticulture in all their respective farms and breaches and to grew, produce, process, refine, extract manipulate, hydrolyze, deodorize grind bleach, buy, sell or otherwise deal in sugar cane and its derivatives of food grains, cereals seeds, oilseeds, plants, flowers, vegetables, fruits, and food products and preparation of any nature or description of whatsoever.
9. To engage in India or else where with or without collaboration in the business and activities of manufactures, producers, processors, formulators, converters, buyers, sellers, resellers, importers, exporters, traders, distributors, suppliers, developers, designers, to or in relation to the software, hardware, computer and electronic technology communication system and media technology transfer and of manufacture, develop and patent the computers, and its peripherals, spares, accessories and parts and electronics and communication system to or in the field of Engineering, petroleum, oil extraction iron and steel, bio-chemicals, chemicals petrochemicals, pharmaceuticals, construction and all types of industries, and business activities.

IV. The liability of the members is limited.

V. The Authorized Share Capital of the Company is Rs. 1,00,00,000/- (Rupees One Crore) divided into 10,00,000 (Ten Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each with such rights, privileges and conditions attaching thereto as are provided by the regulations of the Company for the time being, with power to increase and decrease the capital into the Company and to divide the shares in capital for the time being into several classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the Articles of the Company for the time being and to modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Act or provided by the Articles of the Company for the time being.

We the Several persons whose names and address are hereunder subscribed 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 of our respective Names:

Sl. No.	Signature, Names, addresses, Description and occupation of Subscribers.	No. of shares taken by Subscribers	Names, addresses description of witness to all the signatories.
1	Subash Kumar Sahu SUBASH KUMAR SAHU S/O- DINABANDHU SAHU AT- KALARAKOTHA KANTAMALA KANTAMALA BOUDH, ODISHA PIN-762017, INDIA OCC- BUSINESS.	3500 [THREE THOUSAND FIVE HUNDRED]	 Witness to all the Signatories Bhacal chandra Das Go-Late-Nandakishore Das Residence of Anno- 307, Niladri Vihar Sainik Vihar. Bhubaneswar-751021 Company Secretary in Practice.
2	Sibnarayan Badaik SIB NARAYAN BADAIK S/O- BUDHRAM BADAIK HATIBARI SUNDARGARH SUNDAR GARH ODISHA PIN-770046 INDIA OCC- BUSINESS	4500 [FOUR THOUSAND FIVE HUNDRED]	
	TOTAL		

Place: BHUBANESWAR
Date- 18-09-2013

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Saarvasri Herbs Pvt. Ltd.
Subash Kumar Sahu
Director.

We the Several persons whose names and address are hereunder subscribed 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 of our respective Names:

Sl. No.	Signature, Names, addresses, Description and occupation of Subscribers.	No. of shares taken by Subscribers	Names, addresses description of witness to all the signatories.
3	<u>Nachiketa Mohapatra</u> NACHIKETA MOHAPATRA S/O-PURNA CHANDRA MOHAPATRA QR NO- D-415 KOEL NAGAR ROURKELA ODISHA-770014 INDIA OCC-BUSINESS.	1500 [ONE THOUSAND FIVE HUNDRED]	 Witness to all the Signatories Bharat Chandra Das S/O-Lax-Nanda Kishore Das Residence of Q.No- 307, Niladri Vihar Sailashree Vihar Bhubaneswar-751021
4	<u>Santosh Kumar Swain</u> SANTOSH KUMAR SWAIN S/O-BENUDHAR SWAIN AT-GOPINATPUR PO-KUSUMATI GP-CHHANIGHAR JATANI, INDIA ODISHA-752050 OCC-BUSINESS.	500 [FIVE HUNDRED]	Company Secretary in Practice.
	TOTAL	10000 [TEN THOUSAND]	

Place: BHUBANESWAR
Date- 18-09-2013

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Saarvasri Herbs Pvt. Ltd.
Subash Kumar Sahu
Director.