

TABLE –A
THE COMPANIES ACT, 2013
(COMPANY LIMITED BY SHARES)

MEMORANDUM OF ASSOCIATION
OF

KAZON INDIA PRIVATE LIMITED

1. The name of the Company is: **KAZON INDIA PRIVATE LIMITED**
2. The Registered office of the Company will be situated in State of Delhi within the jurisdiction of Registrar of Companies, National Capital Territory of Delhi and Haryana.
3. **(A) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE :-**
 - I. To carry on in India or abroad the business of trading, buy, sell, import and export, wholesale and / or retail of all types of Orthopedic Implants, Orthopedic Surgical Instruments, locking plates, Orthopedic locking plates, Interlocking nails, external fixator, spinal implants and instruments, hip prosthesis, surgical instruments, medical and laboratory equipments, hypodermic needles, scientific and medical apparatus, hypodermic syringes, blades, knives, scalpels, anatomical appliances, hospital furniture, medical sundries equipments etc. and appliances of all kinds used in the pharmaceutical industry.
 - II. To carry on in India or abroad business of importers, merchants, general order suppliers, commission agents, representatives, distributors, royalty owner, contractors, auctioneers, indent agents, passage agents, factors, organisers, concessionaries, sale agents, sub agents, and insurance agents, in connection with the business as referred to in sub-clause (1) above
 - III. To appoint broker, trader, agent, C & F agent, shipper, commission agent, distributor, representative, franchiser, consultant, collaborator, stockist, liaisoner, merchandise etc for different types of the products of the company.

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(B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3(A) ARE :-

- I. To purchase, take on lease or in exchange, hire or otherwise acquire real or personal property, immovable properties and rights or privileges necessary for the promotion of the main objects and to construct, maintain and alter buildings and erections necessary for the work of the Company.
- II. Subject to such consents as may be required by law, to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company as may be thought expedient to the promotion of its objects.
- III. To invest the surplus monies of the Company not immediately required for its purpose in or upon such investments, securities or properties movable or immovable, as may be considered fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- IV. To open and maintain bank accounts and/or to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, letters of credit and other negotiable or transferable instruments.
- V. To purchase, take on lease or in exchange, hire or otherwise acquire and to hold and deal with, any movable or immovable property (including actionable claims, patents, patent rights, inventions, shares, stocks) debentures, or obligation of any company and to spend money in experimenting upon, testing or improving any patents, intention or rights, and upon distribution of assets, or division of profits, of distribute any such property amongst the member of this company in specie on its winding up
- VI. To acquire from Government, any Sovereign State or Authority in any part of the world decrees, rights, powers, privileges, grants and concessions whatsoever which the Company may deem necessary for the carrying out of its objects or any of them.
- VII. To undertake research and development programmes, experiment any field which the company may consider useful or remunerative and conducive to the attainment of the main objects.
- VIII. To enter into contract with any government, semi government, public-private partnerships, public or private entities to undertake, plan, advise and execute to work to the promotion and attainment of its objects.


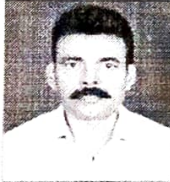

- IX. To subcontract with any public or private entities or public-private partnerships for the delivery of work to the promotion and attainment of its objects.
- X. To import, export, wholesale and/or retail trade all kinds of pharmaceuticals, antibiotics, drugs, medicines, biologicals, nutraceuticals, healthcare, ayurvedic and dietary supplement products, medicinal preparations, vaccines, chemicals, chemical products, dry salters, mineral waters, wines, cordials, liquors, soups, broths and other restoratives or foods and also to deal in medicinal goods such as surgical instruments, contraceptives, photographic goods, oils, perfumes, cosmetics, patent medicines, soaps, artificial limbs, hospital requisites, proprietary medicines, veterinary medicines and tinctures extracts and to carry on the business of vialling, bottling, repacking, processing of tablets, capsules, syrups, injections, ointments, etc. and also to carry on the business of chemists, druggists, buyers, sellers, agents, distributors and stockists of all kinds of pharmaceuticals and allied products.
- XI. To obtain or assist in obtaining patent right or privileges for any inventions in India, and/or elsewhere and to purchase or other wise acquire inventions patents, patent rights or privileges, inventions, trademarks, designs, licences, protections, concessions and subsidies and which the company may think proper to acquire and/or pay for the same such consideration as the company may think fit.
- XII. To subscribe, purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person, firm, association, company(ies), body(ies) corporate, trust(s), as the consideration for the same to pay cash or issue any shares, stocks or obligations of the company, and in connection with any such transaction to under take any liabilities relating to the business or property acquired.
- XIII. To amalgamate or merge with any other Company or Companies or enter into partnership or in to any arrangements with other companies, firms, association of persons.
- XIV. To form, incorporate or promote any company or companies, whether in India or in foreign country and to pay all or any of the costs and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or company in any manner it shall think fit for services rendered.
- XV. To obtain any provisional order or Act of Legislation for enabling the company to carry out any of its objects into effect or for effecting any modification of the company's constitution or for any other purpose which may seem expedient and to oppose any proceedings or application which may seem calculated directly or indirectly prejudice the company's interest.

- XVI. To take part in the management, supervision or control of the business or other operations of any other institute, educational body, body corporate, company, firm, association, person, pool, group, cartel, in pursuance of the objects of the company.
- XVII. To establish or assist in establishing chairs, faculties or departments of scientific and technical communication (or such other title within the objects of the Company as may be thought fit) at any universities or other seats of learning.
- XVIII. To organise and promote seminars, conferences, exhibitions, meetings and symposia on the subject which the company may think necessary, within the objects of the Company.
- XIX. To consult, cooperate and collaborate with any persons, associations, societies, institutions foreign bodies corporate/companies/firms by way of joint collaboration/joint venture or in any other way or other organisations established or to be established in India or elsewhere for the purpose of furthering the objects of the company.
- XX. To provide an information and service to and for industry, professionally interested bodies, and other members of the public and to this end to establish and maintain a library and collection of literature, films and other material of interest in furtherance of the objects of the company.
- XXI. To employ experts to investigate, examine into the conditions, prospects, value character and circumstance of any business concern and undertaking and generally of any assets, property or rights, with the object of finding out suitable solutions.
- XXII. To enter into contracts/agreements for lease/sub-lease/license/sale, to lease/sub-lease/license/sell or otherwise exploit the development and construction works.
- XXIII. To carry on the business of providing any value added services such as providing of carpentry/wood work services, interior designing, landscaping, electrical and lighting, plumbing, roofing and tiling, to civil constructions.
- XXIV. To carry on in India or elsewhere the business of trading, dealing and providing of services with all kinds of building and construction materials such as steel, cement, paints, pipes, fittings, minerals, plant and machinery such as mixers, excavating machines, bulldozers which are related in civil engineering and construction works.
- XXV. To promote, develop, establish, construct, run, manage and to carry on the business of Serviced Apartments, Staff Residences, Assisted Living facilities, Independent Living, Long term Rehabilitation Centres, hotels, restaurants, conference centres, motels, holiday camp, leisure centre, resorts, club houses, café, tavern, beer house, boarding and lodging, house keepers, baths, spas, dressing rooms laundries, reading, writing and newspaper, libraries,

travel agency, tour operators, centres for sports, adventure sports, dance, music, recreation and drama, in India or any part of the world.

- XXVI. To act as contractors, consultants, for Government or private and to give advice on all aspects of business, organisation, commerce and industry and to advise upon the means and methods for extending, developing all types of business and industry and all systems or process relating establishment, production, storage, distribution marketing and sale of goods and or relating to the rendering of services.
- XXVII. To carry on the business of providing turnkey solutions involving software development, design, consultancy, systems study, selection of computer hardware and software, computer maintenance, sustenance, marketing of IT and IT related products and services, product support, after sales support and other IT enabled services including Software, BPO, cyber technology, website development, telecommunication and other related fields in India or any part of the world.
4. The Liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
5. The share capital of the Company is Rs.30,00,000.00 (Rupees Thirty Lacs) divided into 3,00,000(Three Lacs) equity shares of Rs.10.00 (Rupees Ten) each.

6. We the several persons, whose names and addresses are subscribed, 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, Description Occupation and address of each Subscriber	No. of Equity Shares taken by each Subscriber	Signature of Subscribers	Name, address, Description occupation and Signature of witness or witnesses
	Sh. Husain Bax S/o Sh. Dare Khan R/o H. No.36, Third Floor, Block – E, Pocket – 3, Sector – 11, Rohini, Delhi – 110085, India (Business)	100000 (One Lac) Equity Shares	Sd-	I hereby witness to (3) three subscriber's signature who have signed before me. Sd- CA. Mayur, FCA, M.No. 503036 S/o Sh. Mahesh Kumar R/o H. No.51, Pocket A2, Sector – 11, Rohini, Delhi - 110085
	Sh. Vijay Kumar Pal S/o Sh. Mewa Lal Pal, R/o D – 893, Omaxe City, R.B.L. Road, Lucknow – 226012, Uttar Pradesh, India.	100000 (One Lac) Equity Shares	Sd-	
	Sh. Sanjay Mishra S/o Sh. Ram Nath Mishra R/o H. No.36, Second Floor, Block – E, Pocket – 3, Sector – 11, Rohini, Delhi – 110085, India (Business)	100000 (One Lac) Equity Shares	Sd-	
Total		300000 (Three Lacs) Equity Shares		

Place : Delhi

Dated this 7th day of October 2015