

THE COMPANIES ACT 2013
(COMPANY LIMITED BY SHARES)
MEMORANDUM OF ASSOCIATION

PANMEDICAL SERVICES PRIVATE LIMITED

I The Name of the Company is Panmedical Services Private Limited.

II The Registered Office of the Company will be situated in the National Capital territory of Delhi.

III The objects for which the Company is established are

a) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE :

- 1) To provide telemedicine services to patients by virtually connecting them to doctors and other medical service providers using telephone, video, chat, email, mobile applications or any other technological mode of communication resulting in increased access to quality, convenient and affordable care.
- 2) To establish, maintain, develop, construct, procure or to act as service provider of every kind in the field of Tele Medicine, Tele Education, Tele Trading, E-Commerce, E-Business in Health Care Services/ Products, facilitate health education for the public, medical professionals and technologist to access healthcare resources and treatment options and carry out activities such as Website creating interactivity on net and integrated distribution system to reach the population residing all over the World to deliver the health related services/ products.
- 3) To undertake, carry on and operate both nationally and internationally the business of managing, operating, constructing, leasing, taking on lease, development and maintaining of all types of medical hospitals, clinics, health centers, pathological clinics, sanatorium, nursing home, rehabilitation centers, medical research centers, diagnostic centers, blood bank, eye bank, skin bank and all other activities of allied nature.

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

- 1) To purchase and otherwise acquire, own import all materials, substances appliances, machines containers, and such other articles and apparatus and things capable of being used in any of the main business and to own lease and otherwise acquire and use facilities of whatever kinds may be convenient or useful or conducive to the effective working of the main business or any part thereof.
- 2) To acquire, build, construct, alter, maintain, enlarge, remove or replace and to work, manage and control any buildings offices factories, mills, shops, machinery, engines, roadways, electric works and such other works, conveniences which may were necessary to achieve the main objects of the Company.
- 3) To buy, repair, alter, improve, exchange, let out on hire, import, works, plants, machinery, tools, utensils, appliances, apparatus, products, materials, substances, articles and things capable of being used in any business which this Company is component to carry on and to experiment with render marketable all products residual and by-products incidental to or obtained in any of the business carried on by the Company.
- 4) To purchase, take on lease or tenancy or in exchange, hire take options over or Otherwise acquire any estate or interests whatsoever and to hold, develop, work cultivate, concessions, grants, decrees, licenses, privileges, claims, options, leases, property, real or personal or rights or powers of any kinds which may appear to be necessary for any business of the Company.
- 5) To pay for preliminary and pre incorporation expenses of the Company.
- 6) To exchange, mortgage, let on lease, royalty or tribute, grant licenses, easements, options and such other rights over and in other such manner deal with or dispose of the whole or any part of the undertaking property assets, rights and effects of the company for such consideration as may be thought fit and in particular for stocks, shares, debentures whether fully or partly paid up or securities of any other such Company having objects whole or in part similar to those of the Company.
- 7) To pay for any rights or property acquired by the Company and to remunerate any person, firm or body corporate rendering services to the Company either by cash payment or by allotment to him or them of shares or securities of the Company as paid up in full or in part or otherwise, Subject to the provisions of Section 188 of the Act. To lend and advance money, either with or without security and give credit to such persons (including Government) and upon such terms and conditions as the Company may deem fit provided that the Company shall not carry on banking business within the meaning of Banking Regulations Act, 1949.
- 8) To undertake financial and commercial obligations, transactions and operations of all Kinds.

- 9) To guarantee the performance of any contract or obligations and the payment of money or dividends and interest on any stock, shares or securities of any Company corporation, firm or person in any case in which such guarantee may be considered directly or Indirectly to further the main objects of the Company.
- 10) To guarantee the payment of money unsecured or secured or payable under or in respect of promissory notes, bonds, debenture, stocks, contracts, mortgages, charges, obligations, instruments and securities of any Company or of any authority, municipal local or of any persons whether incorporated or not incorporated end, to guarantee or become sureties for the performance of any contracts or obligations as may be necessary for the main business of the Company.
- 11) To subscribe for acquire and hold shares, share stock, debentures, bond debenture - stock, mortgages, obligations, securities of any kind issued or guaranteed by any Company (Body corporate undertaking) of whatever nature and whatsoever constituted or carrying on the main business and to subscribe for acquire and hold shares, debentures and debenture stocks and debenture-bonds, mortgages, obligations and such other securities issued or guaranteed by any Government trust, Municipal, local or such other authority or body of whatever nature, whether in India or elsewhere as may be conducive to the main business of the Company.
- 12) To invest other than investment in Company own shares any money of the Company not immediately required in any investment movable or immovable as may be thought proper and to hold invest in shares or stock in the Company as may be necessary for the main business of the Company.
- 13) Subject to Section 73, 179, 180, 185, and 186 of the Act and the regulations made there under and the directions issued by Reserve Bank of India to receive money on deposit or loan and borrow or raise money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture-stock(perpetual or otherwise) and to secure the payment of any money borrowed, raised, owing on the mortgage, charge of lien upon all or any of the property or assets of the Company (both present or future) including its uncalled capital and also by similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other such person or Company of any obligation undertaken by the Company.
- 14) To draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes, bill of landing, debentures and other negotiable or transferable instruments or securities.
- 15) To apply for purchase or otherwise acquire and protect prolong and renew in any part of the world any patents, patent rights, brevets inventions, trademarks designs, licenses, protections and concessions, conferring any exclusive or non-exclusive or limited right to their use of information as to any invention, process or privileges which may seem capable of being used for the objects of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop or grant licenses or privileges in respect of or otherwise turn to account, the property, rights and information so acquired.


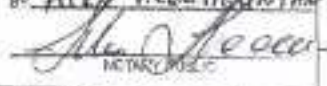
- 16) To spend money in experimenting upon and testing and improving or seeking to improve any patents, rights, inventions, discoveries, processes or information of the Company or which the Company may acquire or purpose to acquire.
- 17) To do all or any of the main object either as principals, agents, trustees, contractors or otherwise and either alone or in conjunction with others and either by or through agents, sub-contractors, trustees or otherwise.
- 18) To acquire and takeover all or any part of the business property and liabilities of any person, firm or Company carrying on or proposing to carry on any business which this Company is authorized to carry on or possess property, suitable for the main business of the Company.
- 19) To procure the registration or recognition of the Company in or under the laws if any place outside India.
- 20) To form , incorporate or promote any company or companies whether in India or elsewhere having amongst its or their objects the acquisition of all or any of the assets or controls, management or development of the Company or any other such objects which in the opinion of the Company could or might directly or indirectly assist the Company in the management of its business or the development of its properties or otherwise prove advantageous to the Company 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 or to be rendered in or about the formation or promotion of the Company or the conduct of its business or about the promotion of any other such Company in which the Company may have any interest.
- 21) Subject to the provisions of the Companies Act, 2013 to amalgamate or to enter into partnership or into any arrangement of sharing profits, union of interest, co-operation, joint venture or reciprocal with any person or persons of company or companies carrying on or engaged in the main business of the company.
- 22) To enter into any arrangements and take all necessary or proper steps with Governments or with other such authorities, supreme, national, local, municipal or otherwise of any place in which the Company may have interests and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the Company or effecting any modification in the constitution of the Company or for furthering the interests of the members and to oppose any such steps taken by any other such company, firm or person which may be considered likely, directly or indirectly to prejudice the interest of the Company or its members, and to assist in the promotion whether directly or indirectly of any legislation which may seem advantageous to the Company and to obtain from any such Government authority and Company any charters, contracts, decrees, rights, grants, loans, privileges, or concessions which the Company may think it desirable to obtain and carry out, exercise and comply with any such arrangements, charters, decrees, rights privileges or concessions.
- 23) To adopt such means of making known the main business of the Company as may seem expedient and in particular by advertising in the press by circulars by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations.

- 24) (a) To undertake and execute any trust the undertaking of which may seem to the Company desirable and either gratuitously or otherwise and vest any real or personal property, rights or interests acquired by or belonging to the Company in any person of Company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.
- (b) To accept gifts including by way of awards/prizes from Govt. and semi-Govt. bodies and to give gifts and donations to create trust for the welfare of employees, members, directors and/or their dependents, hires and children and for deserving object for and other persons also and to act as trustees.
- 25) To apply the assets of the Company in any way or towards the establishment, maintenance or extension of any association, institution or fund in any way connected with any particular trade or business or with trade or commerce and particularly with the trade, including any association, Institution or fund for the interests of masters owners and employers against loss by bad debt strike combustion fire. accident or otherwise or for the benefit of any employee workman or others at any time employed by the Company or any of its predecessors in business or their families or dependents and whether or not in common with such other persons or classes of persons and in particular of friendly co-operative and such other societies, reading rooms, libraries educational and charitable institutions, dining and recreation rooms churches, chapels schools and hospitals and to grant gratuities, pensions and allowances and to contribute to any funds raised by public or local subscription for any purpose
- 26) To aid pecuniarily or otherwise any association body or movement having for an object the solution settlement of Industrial or labour problems or troubles or the promotion of industry or trade.
- 27) To subscribe or guarantee money for any national, charitable, benevolent, public general or useful object of and for exhibition, subject to the provisions of Section 180 and 182 of the Act.
- 28) To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of and give or procure the giving of donations gratuities pensions allowances or emoluments to any person who are or were at any time in the employment or service of the Company or is allied to or associated with the Company or with any such subsidiary Company or who are or were at any time Directors or officers of the Company as aforesaid and the wives, widows, families and dependents of any such persons and also establish and subscribe to any institutions, associations clubs or funds calculated to be for the benefit of or to advance the interest and well-being of the Company or of any such other Company as aforesaid and make payments to or towards the Insurance of any such persons as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other Company as aforesaid. To do all such other things as may be deemed incidental or conducive to the attainment of the main objects.


IV The Liability of member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

V The Authorised Share capital of the Company is Rs. 10,00,000/- (Rupees Ten Lakh Only) divided into 1,00,000 (One Lac Only) Equity Shares of Rs. 10/- each.

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 Capital of the Company, set opposite to our respective names.

Sl. No.	Name, Description Occupation and address of each Subscriber	Number of Equity Shares taken by each Subscriber	Signature of Subscribers	Name, address, Description occupation and Signature of witness or witnesses
(1)	 <p>MANOJ PANDEY SON OF SHRI MAMESH PANDEY RESIDENT OF 1600 VINE STREET, APT 1149, LOS ANGELES, CA 90028, USA OCCUPATION: BUSINESS</p> <p><u>NOMINEE FOR AND ON BEHALF OF:</u> PANMEDICAL, INC. <u>REGISTERED OFFICE:</u> 16192 COASTAL HIGHWAY, LEWES DELAWARE, 19958 USA OCCUPATION: BODY CORPORATE</p>	1	Manoj Pandey	<p>SUBSCRIBED AND SWORN TO BEFORE ME THIS 15 DAY OF APRIL 2016 BY ALEX AROUTCHIANIAN  NOTARY PUBLIC</p> <p>1626 N. WILSON AVE HOLLYWOOD CA 90028</p> <p>ALEX AROUTCHIANIAN COMM. # 118552 NOTARY PUBLIC - CALIFORNIA LOS ANGELES COUNTY My Comm. Expires July 25, 2018</p>

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 Capital of the Company, set opposite to our respective names.

Sl. No.	Name, Description Occupation and address of each Subscriber	Number of Equity Shares taken by each Subscriber	Signature of Subscribers	Name, address, Description occupation and Signature of witness or witnesses
2.	 <p>PANMEDICAL INC. REGIS. OFFICE: 16192 COASTAL HIGHWAY, LEWES, DELAWARE, 19958, USA OCCUPATION: BODY CORPORATE THROUGH AUTHORIZED REPRESENTATIVE MS. TANU SHWETA PANDEY D/O Mr. GOPAL PRASAD SINGH R/O 1600 VINE ST. APT 1149, LOS ANGELES, CA 90028 OCCUPATION: BUSINESS</p>	9,999	<i>T. Pandey</i>	<p>I witness to Ms. Tanu Shweta Pandey who has signed & subscribed in my presence on 20th April, 2016. Further I have verified their identity details for their identification and satisfied myself of their identification Particulars filled in.</p> <p>(CA RAHHEE SINGAL) M.No. 509315 W/O - Mr. Anil Singhal R/O - 1823/23, Street No. 2, Hukikat Nagar Rohat - 124001, Haryana Occupation: Practising Chartered Accountant</p>
	TOTAL	10,000 (Ten thousand)		

Place: Delhi

Dated this 20th

day of April

2016