

THE COMPANIES ACT, 1956

(COMPANY LIMITED BY SHARES)

MEMORANDUM OF ASSOCIATION

OF

K- LINK HEALTHCARE (INDIA) PRIVATE LTD

I. The name of the Company is K-LINK HEALTHCARE (INDIA) PRIVATE LTD.

II. The Registered office of the company will be situated in the State of Tamil Nadu.

III. The objects for which the company is established are :-

A. THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON INCORPORATION ARE :

1. To carry on the business as importers, exporters, general merchants, wholesalers, distributors, retailers, agents, stockists and dealers in healthcare products.
2. To undertake in India and abroad ~~multi-level marketing~~^{*}, network marketing, direct sales, any marketing business activity, agency and market, sell, deal with healthcare products.
3. To undertake any service in India or abroad and to act as agents, intermediaries, brokers for the purposes of marketing or dealing with any health product, commodity, article, thing or items.
4. To undertake business in education, Computers, system of health, medicines, food and nutrition supplements, systems of medicines, drugs & formulations.

III. B. OBJECTS INCIDENTAL OR ANCILLARY TO ATTAIN THE MAIN OBJECTS

1. To promote or assist in the promotion of any company for the purpose of acquiring the undertaking or all or any of the property and undertaking any of the liabilities of this company, or of undertaking any business or operations which may seem directly likely to assist or benefit this Company, or to enhance the value of any property or business of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares, debentures or debenture stock or securities of such company and to subsidise or otherwise assist in any such company.

2. To purchase or otherwise acquire and undertake the whold or any part of the business , goodwill, assets and libilities of any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or engaged in or possessed of property suitable for the purpose of or that may be conductive to the interest of this Company and in particular so that the consideration may be wholly or partly satisfied by the allotment of shares, debentures, debentures stock or securities of the Company.
3. To amalgamate, enter into partnership or any arrangement for sharing profits, union of interests, co-operation, joint venture, reciprocal concesion, mutual assistance or otherwise with any person, 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 or be engaged in or any business transaction capable of being conducted so as directly or indirectly to benefit this Company and to acquire in any manner whatsoever shares and securities of any such company.
4. Subject to the provisions of the Companies Act, to subscribe for, take, underwrite, purchase, or otherwise acquire and hold shares, debentures, debentures stock or other interest in or securities of any other company having objects altogether or in part similar to those of this Company, or carrying on business capable of being conducted so as directly or indirectly to benefit this Company.
5. Subject to the provisions of Companies Act, to invest the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
6. To sell, improve, manage, develop, lease, mortgage, exchange, turn to account or otherwise deal with all or any part of the property and rights of the Company.
7. To sell or dispose of all or any of the undertaking and assets of the Company for such considerations as the Company may think fit, and in particular for shares, debenture stock or securities of any company having objects altogether or in part similar to those of this Company.
8. In the event of winding up, to distribute any property of the Company whether upon a division of profits or a distribution of assets, among the members in specie or otherwise.
9. To draw, make, accept, endorse, discount, execute, and issue promissory note, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.

10. To establish or aid in the establishment, to contribute to and to support or guarantee funds, trusts, insurance or pension schemes and to make payment of gratuities and to make or enter into any other whatsoever arrangement calculated or likely to benefit any person or persons who are or have any time been employed by the Company or its predecessors in business and the dependants or relatives of such person or persons.
11. To make contributions and donations and in any other manner to give aid assistance and help to any person, firm, company, association, society or other body or party for any whatsoever object or purpose.

III C : OTHER OBJECTS NOT INCLUDED IN (A) & (B) ABOVE

1. To deal in the field of advertisements, media and communications and to have, install and operate satellites for telecommunication, television and other media purposes.
2. To carry on the business of manufactures of and dealers in paper of all kinds, and articles made from paper or pulp, and materials used in the manufacture or treatment of paper, including, cardboards and to carry on the business of stationers, lithographers and publishers
3. To carry on business as touriset and travel agents and contractors, and to facilitate tourism and travelling, and to provide for tourists, travellers, holiday-makers and yactioners, and to promote the provision of all whatsoever amenities, conveniences and facilities necessary in this regard.

IV. The liability of the members is limited.

V. The authorised share capital of the company is Rs. 50,00,000/- (Rupees Fifty Lakhs only) divided into 5,00,000 shares of Rs.10/- each.

The Company shall have power from time to time to increase or reduce the capital, to consolidate or sub-divide the shares into shares of larger or smaller amounts and to issue all or any part of the original or any additional capital as equity or preference.

VI We, the several persons whose names and addresses are subscribed herein below are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number pf shares in the capital of the Company set opposite to our respective names.

Sl. No.	Name, Address Descriptions and occupations or subscribers	No. of Equity Shares taken by Each subscriber	Signature, Name addresses occupation & description of witness
1.	Sd/- T.SURESH S/o. K.M.SIVASANKARAN NO.39, HALLS ROAD KILPAUK, CHENNAI - 600 010 ADVOCATE	5000 (FIVE THOUSAND ONLY)	
2.	Sd/- S. NAMASIVAYAM S/o. Late. T.K.SUBRAMANYAM w 5, 19TH STREET, ANNA NAGAR WESTERN EXTENSION, CHENNAI - 600 101 ADVOCATE	5000 (FIVE THOUSAND ONLY)	Sd/- P.V. SABARIDAS S/o. OF LATE P.V. NARAYANAN ADVOCATE, DARE HOUSE ANNEXE, V FLOOR, 44, SECOND LINE BEACH CHENNAI - 600 010.
		TOTAL : 10,000 (TEN THOUSAND ONLY)	

Chennai

Dated 5th December 2001.