

**THE COMPANIES ACT, 2013**  
**COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**ZENPLUS PRIVATE LIMITED**

1. The Name of the Company is **ZENPLUS PRIVATE LIMITED**.
2. The Registered Office of the Company will be situated in the State of **MAHARASHTRA**.
3. The Objects for which the Company is established are:

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

1. To carry, assist or engage in and undertake the business/profession/activity of setting up, maintaining and managing Hospitals (including ICU/ICCU facility, Critical Care Unit and Emergency Care facilities, Tele-medicine/Tele medical consultancy), clinic, First Aid Center, Mobile Medical Unit of all permitted types such as Mobile Dialysis Unit, etc., Dispensaries, Veterinary Hospitals, Pathology Laboratories, Nursing Homes, Health Care Units, health check-up center or camps, Fitness Centers, Gymnasiums, Maternity Homes, Pharmaceutical Drug/Medical Stores, Medical Diagnostic Centers on Site or through collection of samples from patient location, Medical Research Centers, Physiotherapy centers, Blood Banks, Eye Banks, First Aid Centers, Rehabilitation Centers for curing addiction to smoking alcohol and drugs Food/ Consumables quality Testing Centers, Obesity Curing Centers, Massage Centers, Cosmetic Surgery Centers, public safety services, Fire rescue services, natural calamity rescue services, provide fire prevention and suppression Rescue services, running Ambulance, Emergency Medical Services (EMS), marketing and selling of Health Care Plans, Health Services and product, establish/run/promote/manage, medical and healthcare education and training centres for medical, healthcare and allied industries for development and enhancement of vocational and non-vocational skills including in the fields of medicine, nursing, physical

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medicine and rehabilitative medicine, pharmacy and allied medical and related business or activity in India or abroad.

**(b) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3(a) are:**

1. To provide assistance to motorist, road accident victim, towing services, other roadside assistance to the person travelling by road, whether on National Highway/State Highway or other roads.
2. To set-up and run Control rooms, call Centre, interface between the services of the Company and Public at large for person travelling by road, whether on National Highway/State Highway or other roads.
3. To set-up, maintain and run geriatric care, mental care and old age home related services including running them fully or partially or providing them management or other services to it.
4. To sell medical and other insurance and financial products to employees, retail as well as corporate customers.
5. To carry in business of managing and providing manpower on contractual and other basis to medical, healthcare and allied industries, including doctors, nurses, compounder, lab assistant, etc. and to provide all types of permitted medical services at the premises of the patient/customer on a temporary or long term basis - including visits by doctors, nurses, physiotherapists, etc.
6. To run a business of Pharmaceutical/Medical products to sell medicines, surgical equipment and other medical and health care products through online mode or through shops/stores or any other mode.
7. To develop and maintain software for the medical, healthcare and allied industries and provide support and maintenance services.
8. To do business of Fleet Management and Fleet related services - whether related to medical services or not.
9. To take on lease any factory, premises, building, or establishment carrying on the business which the Company is authorised to carry on.
10. To establish processing and freezing plants and cold storages for processing packing and storing pharmaceutical and food commodities.
11. To create a sustainable presence of the Company all over India and to develop sustainable or viable businesses that are capable of providing high

*N. N. Sharma*

medical services to the common people.

12. To liaise with central, state and local governments, and government of semi-governmental authorities, undertakings and organizations in India and where necessary in other countries. In connection with the realization of the Company's objects.
13. To draw, make, accept, discount, buy, sell, collect and deal in Bills of Exchange, Treasuries, Promissory notes, Coupon, Drafts, Bill of Lading, Railway Receipts, Warrants, Debenture Certificates, Scripts and other instruments and securities whether negotiable or transferable or not. But the Company shall not carry on the Banking business as defined in the Banking Regulation Act, 1949. To secure or guarantee by mortgage, charge or otherwise performance and discharge of any contract, obligations or liability to the Company or any person or Corporation, Bank or Financial Institutions with whom the Company has dealings or having business or undertaking in which the companies concerned or interested whether directly or indirectly.
14. To obtain or acquire, application, purchase, license or otherwise and to exercise use and grant licenses to others to exercise and use patent rights, lease rights, brevets d'invention, concessions or protection in any part of the world for any invention, mechanism or process, secret or otherwise, and to disclaim, alter or modify such patent, rights or protection and also to acquire, use and register trademarks, trade names, registered or other designs, rights or copyright, or other rights or privileges in relation to any business for the time being carried on by the Company.
15. To establish or promote or concur in establishing or promoting any company whose objects shall include acquisition of all or any of the assets or liabilities of the Company or promotion of which shall be considered likely to advance directly or indirectly the object of this Company or the interests of its shareholders.
16. To merge or amalgamate with or enter into partnership or joint venture or profit-sharing arrangement with or co-operate in anyway with any Company, Firm, Person or any other entity carrying on or proposing to carry on any business within the objects of the Company.
17. To enter into agreements and contracts with Indian or foreign individuals, companies, corporations, firms, trusts formed under the Indian Trust Act, or other organizations for technical, business, financial or any other assistance for carrying out all or any the of the objects of the Company.
18. To establish and maintain any agencies in India or any part of the world for conduct of business of the Company or for sale of any materials for the time

*D. Wilson*

being at the disposal of the Company for sale.

19. To advertise and adopt means of making known the business activities of the Company or any articles or goods traded or dealt by the company in anyway as may be expedient for the benefit of the Company.
20. To enter into partnership or into any agreement for sharing of profits, union of interests, co-operation, joint venture, reciprocal concession, license or otherwise with any entity including but not limited to person, firm, association society, company or corporation carrying on or engaged in or about to carry on or engage in any transaction capable of being conducted so as directly or indirectly to benefit the Company, and to give to any such entity special rights, licenses and privileges, in connection with the above.
21. To enter into any agreement with the central, state or local government or government or quasi-governmental authorities, bodies, undertakings and organizations or otherwise that may seem conducive to the Company's objects or any of them and to obtain from any such Government Authority, any rights, privileges and concessions which may seem conducive to the Company's objects or any of them.
22. To purchase or otherwise acquire and undertake whole or any part of the goodwill, business, undertaking, property, rights, liabilities, of any person firm or company carrying on the business, which this Company is authorised to carry on and to purchase, acquire, apply for hold, sell and deal in shares, stock, debentures or debenture stock of any such person, firm or company and to conduct, make or carry into effect any arrangement in regard to winding up of the business of any such person, firm or company.
23. To acquire by lease, purchase, hire-purchase, exchange or otherwise, land, building, machinery, equipment including parts and components thereof and such other requirements and amenities and business of any firm, individual, partnership, companies, corporations or trusts as may be required in connection with the objects of the Company.
24. To insure against losses, damages, risk and liabilities of any kind which may affect the Company either wholly or partially.
25. To pay costs, charges and expenses of and incidental to the formation, promotion, registration and establishment of the Company, including costs, charges of negotiations and arrangements, made prior to or in anticipation of the formation and incorporation of the Company.
26. To pay for any rights or property acquired by the Company and to remunerate any person or Company whether by cash payment or by

*W N Sherrin*

allotment of shares, debentures or other securities of the Company agreed as paid-up in full or in part or otherwise.

27. To open accounts with any individual, firm or company, with any bank, banks or bankers and to pay into and to withdraw money from such account or accounts.
28. To invest and deal with moneys of the Company not immediately required in such manner and upon such investment as the Company may from time to time deem fit.
29. To sell, mortgage, assign or lease and in any other manner deal with or dispose of the undertakings or properties of the Company or any part thereof, whether movable or immovable for such considerations as the Company may think fit and in particular for shares debentures or other securities of any other company.
30. To improve, manage, work, develop, alter, exchange, lease, mortgage, turn to account, abandon or otherwise deal with all or any part of the properties, rights and concessions of the Company.
31. To distribute as dividend, bonus or otherwise among members in kind, any property or assets of the Company and any shares, debentures or securities of the Company or of other companies, belonging to the Company, which the Company may be competent to distribute including capital profits.
32. To make advances upon any purchase of materials, goods, machinery, stores and other articles required for the purpose of realizing the objects of the Company.
33. To provide for the welfare of the Directors, Ex-Directors, employees of the Company and their wives, widows, families or dependants or connections of such persons by building or contributing to building or houses, dwelling or by grant of money, pension, gratuity, bonus, payment towards insurance or other payments or by creation from time to time, subscribing or contributing to, adding, or supporting provident funds or trusts or conveniences and by providing or subscribing or contributing towards places of instruction or recreation, hospitals, and dispensaries, medical and other assistance as the Company shall deem fit.
34. 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 credited as paid up in full or in part or otherwise and generally satisfy any obligation of the company by cash payments or by the issue allotment or transfer of shares of this or any other company credited as fully or partly paid-up debentures or other securities of

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this or any other company or for any property leased to the other company or lease any property of the company.

35. To advance or lend money, securities and property to or receive loans or grants or deposits from the Government and such other institutions and person as may seem expedient.
36. To remunerate the servants of the Company and others out of and in proportion to the profits of the Company or otherwise as the Company may deem fit.
37. To establish, maintain, and operate training institutions for the Company's staff of all categories and to send abroad or make such other arrangements that may be expedient for the training of all categories of officers, clerks, technical and other personnel likely to be useful or of assistance in any business which the Company is authorized to carry on.
38. To allot shares in this Company as fully or partially paid-up in consideration for any property of whatever description which the Company may acquire or in exchange of services rendered or technical know-how or goodwill.
39. To subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national, or other institutions or bodies having any public, general or useful objects, the Company shall not however contribute to any political party or for any political purpose.
40. To distribute any of the prosperities of the Company amongst the members in species or kind upon winding up of the Company.
41. To create any depreciation fund, reserve fund, sinking fund insurance fund or any other special fund, whether for depreciation or for repairing, improving, extending or maintaining any of the property of the Company or for amortization of capital or for any other purpose conducive to the interests of the Company.
42. To employ or pay experts, consultants including but not limited to management, financial or consultants, in connection with prospecting, planning execution and development of all or any of the business which the Company is entitled to carry on.
43. To apply the assets of the Company in or towards establishment, maintenance or extension of any association, institution or fund connected with any particular trade or business for the protection of the interests of masters, owners and employers against loss by bad debts, strikes, combinations, fire, accidents, acts of God, war riot or otherwise for the any

*W N Sheela*

employees or others at any time employed by the Company or their dependents.

44. Subject to the provisions of Section 73 of the Companies Act, 2013 read with rules framed thereunder to receive other than public deposits or loan and borrow or raise money in such manner as the Company shall think fit, and in particular by issue of debentures or debenture stock (perpetual or otherwise) and to secure repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any property or assets of the Company (both present and future) including uncalled capital, and also by a similar mortgage. Charge or lien to secure and guarantee performance by the Company or any other company or other person of any obligation undertaken by the Company or any other person as the case may be provided that the Company shall not can) on the business of banking within the meaning of the Banking Regulation Act, 1949.
45. To do all or any of the above things in India or any part of the world.
46. To enter into foreign or local collaboration, to start any industry or business either in India or abroad.
47. To depute any person abroad or in this country, or to call for other person either from abroad or from this country for the business of the Company and pay for all such expenses.
48. To undertake and execute any trusts, the undertaking whereof may seem desirable and either gratuitously or otherwise, and in particular to act as depositories of any shares or securities of and as agents or brokers for the investment, loan, payment. Transmission or collection of money and purchase, sale, hire, hire purchase, improvement or development and management of property, movable or immovable, for any Company firm or person (whether Indian or foreign) and to undertake and perform sub-contracts.
49. To lend money to and guarantee or undertake performance of contracts and obligation of and payment of dividends and interest on any repayment or payment of capital paid-up on or other moneys payable in respect of any stock, shares, securities and obligations of, any Company, firm or person in any case in which such loan, undertaking or guarantee may be considered likely, in directly or indirectly to further the objects of this Company or the interests of its members.
50. To subscribe or guarantee money for any national, charitable benevolent, public general or useful objects or for any exhibition.
51. To grant pensions gratuities or loans to any employees or ex-employees of

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the Company or their relatives, connections or dependants or any such persons and to establish or support, either alone or jointly with any other companies, firms or persons, associations, institutions, clubs, funds and trusts calculated to benefit any such persons or any other person having dealings with the Company or otherwise advance the interests of the Company or of its members. For the purpose of this paragraph the word "Employees" shall include Directors and other officers of the Company as well as other servants.

52. To carry on business or branch of a business, which this Company is authorized to carry on, by means or through agency of subsidiary Company or Companies, and to enter into any arrangement with such subsidiary Company for taking the profits and bearing the losses of any business or branch as carried on, or for financing any subsidiary Company or guaranteeing its liabilities, or to make such arrangement which may seem desirable with reference to any business or branch so carried on, including power at any time and either temporarily or permanently to close any such branch or business.
53. To appoint directors or managers of any subsidiary Company or of any other Company in which this Company is or may be interested.
54. To take part in management, supervision and control of the business or operations of any Company or undertaking.
55. For the purpose mentioned in the preceding clause to appoint and remunerate any directors, trustees, accountants or other experts or agents.
56. To apply for, promote and obtain any act, charter, privilege, concession, license authorization of any government, state municipality, provisional order or licence or any authority for enabling the Company to carry any of its objects into effect, or for extending any of the powers of the Company, or for effecting any modification of the Company's constitution, 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 applications which may seem calculated, directly or indirectly, to prejudice the Company's interests.
57. To refer, or agree to refer, any claim, demand, dispute or any other question, by or against the Company, or in which the Company is interested or concerned, and whether between the Company and a member, members of his or their representatives, or between the Company and third parties, to arbitration in India or at any place outside India and to observe and perform and to do all acts, deeds, matters and things to carry out or enforce the award.

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58. To pay all preliminary expenses of any Company promoted by the Company or any Company in which the Company is, or may contemplate being interested, including in such preliminary expenses all or any part of the costs and expenses of owners of any business or property acquired by the Company.
59. To carry out in any part of the world all or any part of the Company's objects as principal, agent carrier, broker, underwriter, insurer, factor, trustee, contractor, or otherwise, either alone or in conjunction with any other person, firm, association, corporate body municipality, province, state or government or colony or dependency thereof.
60. To exercise all or any of its corporate powers rights and privileges and to conduct its business in all or any of its branches in the Union of India and in any or all states, territories, possessions colonies and dependencies thereof and in any or all foreign countries and for this purpose to have and maintain and to discontinue such number of offices and agencies therein as may be convenient.
61. To stand guarantors and be surety or answerable for the debts or defaults of any person, firm or company arising on contracts for payment or repayment of moneys or loans of the fulfillment of any obligations or performance by any such person firm or company and to enter into contracts of indemnity or guarantee on such terms and conditions as may seem necessary or expedient for effecting the same.
62. To furnish and provide deposits and guarantee any funds required in relation to any tender or application for any contract, concessions, decree, enactment, property or privilege or in relation to the carrying out of any contract, concession, decree or enactment.
63. To appoint trusts to hold securities on behalf of and to protect the interests of the Company.
64. To own, establish, or have and maintain branches and agencies all over India and elsewhere, for serving its customer and for servicing its business.
65. To act as agents of any other persons or any other company in the interests of the Company with or without remuneration.
66. To identify officers, Directors, promoters and servants of the Company against proceedings, costs, damages, claims and demands in respect of anything done, or ordered to be done, for and in the interest of the Company or for any loss or damage or misfortune whatever happens in the execution of the duties of their office or in relation thereto.

*H. N. Shree*

67. To subscribe, contribute or guarantee money for any general or useful objects or funds or political parties or institutions, and to aid by pecuniary or otherwise, any association, body or movement having for an object the solution, settlement or surmounting of industrial or labour problems or trouble or the promotion of industry or trade.
68. To acquire by concession, grant, purchase, barter, lease, license or otherwise, either absolutely or conditionally and either alone or jointly with others, any moveable or immovable property of description and any patents, trade marks, copyrights, design rights or any other intellectual property rights or proprietary information, concessions, privileges and other rights for the objects and business of the company and to construct, maintain and alter any buildings or works necessary or convenient for the purposes of the company and to pay for such lands, buildings, works, property or rights or any other property and rights purchased or acquired by or for the company by hares, debentures, debenture-stock, bonds or other securities of the company or otherwise, and to manage develop, sell, let on lease or for hire, or otherwise, dispose of or turn to account the same at such time or times and in such manner and for such consideration as may be deemed proper or expedient.
69. To issue debentures, debenture-stock, bonds, obligations and securities of all kinds and to frame, constitute and secure the same, as may be expedient, with full power to make the same transferable and delivery or by instrument of transfer or otherwise and either perpetual or terminable and either redeemable or otherwise, and to charge or secure the same by trust deed or otherwise on the undertaking of the company or upon any specific property and rights, present and future of the company including, if thought fit, uncalled capital or otherwise howsoever.
70. To procure any company in any country, state or place outside India and to establish and maintain local registers of any branch places of business in any part of the world.
71. To let any portion of any premises for residential, trade or business purposes or other private or public purposes and to collect rents and income and to supply to tenants and occupiers and other refreshments, clubs, public halls, messengers, lights, waiting rooms, reading rooms, meeting rooms, lavatories, laundry conveniences, electric conveniences, garages and other amenities.
72. To establish or promote or concur in establishing any company having similar object or firm for the purpose of acquiring all or any of the property, right and liabilities of the company and to place or guarantee the placing of underwriter, subscribe for or otherwise acquire all or part of shares, debentures or other securities of any such other company.

*W. N. Chatterjee*

73. To act as trustee, executors, administrators, attorneys, nominees and agents and to undertake and execute trust of all kinds and (subject to compliance of Statutory condition) to exercise all the powers of custodians and trust Corporation.
74. To carry on the business of growing all kinds of Herbs, Trees Saplings, Eucalyptus, Medicinal Plants and to extract therefrom, produce, process, distill all types of Medicines, Drugs, Pharmaceuticals, Ayurvedic and or any combination preparation and formulation thereof.
75. To do above activity or provide the services mentioned in Main or Incidental Object Clauses anywhere in the world to retail or corporate client through online, web based, App based, on site or otherwise.
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 50,00,000/- rupees, divided into, 5,00,000 Equity Shares of 10/- rupees each and
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 against our respective names:

*\* Clause 5 was substituted vide Special resolution passed in Extra Ordinary General Meeting held on Tuesday, 30<sup>th</sup> day of July, 2024 at 12:00 Noon*

*D N Shrivastava*

**Subscriber Details**

Name, Address, Description and Occupation		DIN/PAN/Passport Number	No. of Shares Taken		DSC	Dated
1	Ziqitza Health Care Limited Having office at: 23 <sup>rd</sup> Floor, Sunshine Tower, Senapati Bapat Marg, Dadar (West), Mumbai 400013 Description: Unlisted Public Company Occupation: Business Through its authorised representative Mr. Dipesh Nalinkumar Shah S/o Nalinkumar Shah. Address: A 203 RNA Regency Par M G Road, Hindustan Naka, Maharashtra Nagar, Mumbai 400067 Description: Individual Occupation: Servicemen	BHUPS7570P	9,999	Equity	Sd/-	13/07/2022
				Preference		
2	Surendra Agarwal S/o Sataynarayan Agarwal (Nominee of Ziqitza Health Care Limited)  Address: FLT NO- C-603, Glory Vasant Marvel CHS LTD. Western Express Highway, Nr Magathane Telephone Exchange, Borivali East, Mumbai 400066  Description: Individual  Occupation: Servicemen	AACPA2702M	1	Equity	Sd/-	13/07/2022
				Preference		
Total Shares Taken			10,000.0	Equity		
				Preference		

Signed before Me

Name	Address, Description and Occupation	DIN/PAN/Passport Number/Membership Number	DSC	Dated
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Vipin Mehta	Office No. 12, 14 <sup>th</sup> Floor, Navjivan Comm. Premises Soc., Building No. 3 Lamington Road, Mumbai- 400 008 Description: Individual Occupation: Practicing Company Secretary	8587	Sd/-	
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*W N Shinde*