

**COMPANIES ACT 1956**  
**COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION**

**OF**

**MADHYA PRADESH PUBLIC HEALTH SERVICES CORPORATION LIMITED**

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- I. The name of the Company (hereinafter called "The Company") is "**Madhya Pradesh Public Health Services Corporation Limited**" (MPPHSC).
- II. The registered office of the Company will be situated in the State of Madhya Pradesh.
- III. The objectives for which the Company is established are as follows:
  - A. THE MAIN OBJECTIVES OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**
    1. To procure or otherwise acquire vaccines, contraceptives and drugs, chemicals, lab reagents, surgical dressings, health kits and other medical consumables of desired quality, quantity and specifications for and on behalf of Government of Madhya Pradesh or any other State Government organisation, institution or agency of national or international repute through an efficient, effective, economic, transparent and legally acceptable procurement practice. To procure, medical equipment and instruments for and on behalf of Government of Madhya Pradesh or any other State Government organisation, institution or agency of national or international repute through an efficient, effective, economic, transparent and legally acceptable procurement practice.
    2. To store, preserve, distribute and manage warehouses/stores at different locations across the State to ensure smooth and timely supply of health sector goods for health institutes or facilities under Government of Madhya Pradesh. To set up hospitals, nursing homes and healthcare centers and provide, encourage, initiate or promote facilities for the discovery, improvement or development of new methods of diagnosis, understanding and prevention and treatment of diseases and to undertake designing and construction of Hospitals and/or other buildings for Government, or for any other person including local authorities, corporations, societies, trusts, companies, firms and other persons. To procure services for and on behalf of the Government of Madhya Pradesh including consultancy services, service contract, works contract and contracting in or contracting out of other allied health service on partnership or other mode.

3. To provide technical and managerial advice and to undertake any research projects, study, evaluation in the field of Medical and Public Health for Government of Madhya Pradesh or any other institution or agency of repute on procurement of health sector goods and services. To act as a nodal agency for and on behalf of the government of Madhya Pradesh to promote and facilitate private participation in strategic areas to improve overall public health delivery system of the state through public-private partnership or otherwise.

**B. THE OBJECTIVES INCIDENTAL OR ANCILIARY TO THE ATTAINMENT OF THE MAIN OBJECTIVES ARE:**

1. To raise funds necessary for the procurement or otherwise acquisition of vaccines, contraceptives and drugs, chemicals, lab reagents, surgical dressings, health kits and other medical consumables of desired quality, quantity and specifications, medical equipment and instruments and other allied projects by issue of share capital, debentures, bonds, securing secured and unsecured loans from Government and other sources, including financial institutions and banks, to obtain the grants, benefits, privileges, subsidies available from the Central or/and State Government or from any other agency, institutions in India or abroad.
2. To lay down standard specifications for health sector goods in conformity with accepted international standards.
3. To put in place excellent quality control systems to ensure the quality of health sector goods procured throughout entire distribution cycle starting from the point of sourcing till final distribution.
4. To provide quality assured atmosphere both in material management and in system operation up to the end user.
5. To establish modern warehouses, storage rooms, godowns, and cold storage facilities in various location within State of Madhya Pradesh or elsewhere for safe and convenient storage of medicines, surgical products and other medical and Para-medical products of all kinds of description.
6. To hold exhibitions, meetings, lectures, classes, seminars, workshops, courses or other events either alone or with others.
7. To promote research, experimental work, scientific investigations and development of any aspect of the objectives of the Company and its work and to disseminate the useful results of any such research for public benefit.
8. To purchase, take on lease or in exchange, hire or otherwise acquire and hold any real or personal estate, maintain and later sale any of the same as are necessary for any of the objects of the Company and (subject to such consents as may be

required by law) sell, lease or otherwise dispose of or mortgage any such real or personal estate.

9. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques, other instruments, and to operate bank accounts in the name of the Company.
10. Subject to such consents as may be required by law, to borrow and raise money for the objects of the Company on such terms and conditions and on such security as may be thought fit.
11. To purchase, take on lease, or in exchange, hire, or otherwise acquire real or personal property and rights or privileges and to construct and maintain.
12. To carry on trade in so far as either the trade is exercised in the course of the actual carrying out of a primary object of the Company or such trade is temporary and ancillary to the carrying out of the said objects.
13. To take and accept any gift of money, property or other assets, whether subject to any special trust or not, for any one or more of the objects of the Company.
14. To subscribe for absolutely or conditionally or otherwise acquire and hold shares, stocks, debentures, debenture stock or other securities or obligations of any other company.
15. To invest the money of the Company not immediately required for its objects in or upon such investments, securities or property as may be thought fit subject to the provisions under Companies Act 1956 but the company shall not carry the business of banking within the meaning of Non-Banking Financial Corporation.
16. To make any charitable donation either in cash or assets for the furtherance of the objects of the Company.
17. To lend money and give credit to, take security for such loans or credit from and to guarantee and become or give security for the performance of contracts or obligations by any person or company as may be necessary or expedient for the work of the Company.
18. To employ and pay any person or persons to supervise, organize, carry on the work of and advise the Company.
19. To insure and arrange insurance cover for and to indemnify its officers, employees from and against all such risks incurred in the course of the performance of their duties as may be thought fit.
20. To refer or agree to refer to arbitration, disputes, present or future, between the Company and another Company, Government Departments, Firm, Individuals or

Others and submit the same for arbitration to any arbitrator in India or abroad in accordance with the applicable arbitration and conciliation laws.

21. To insure against losses, damages, risk and liabilities of any kind of all or any of the properties, undertaking, contracts, guarantees or obligations of the Company in any manner what so ever.
22. To register or to get registered the Company on any part of the world and to do all or any of the objects of the business to be carried on by the Company in India or abroad.
23. To amalgamate with any companies incorporated under the Companies Act, 1956, institutions, societies or associations having objects altogether or mainly similar to those of the Company.
24. To enter into partnership or any arrangement for sharing profit or union of interest of cooperation, to assist or subsidise any person, firm or company carrying on or proposing to carry on any business within the objects of this company or capable of being conducted so as to directly or indirectly benefit this company.
25. Subject to the provisions under Section 58A of the Companies Act, 1956 and rules framed there under and directions issued by Reserve Bank of India from time to time the company may receive money or deposits upon such terms and conditions as the company may approve, but the company shall not carry the business of banking within the meaning of the banking regulation Act, 1949.
26. To set up a Market Intelligence Wing mainly to conduct studies on consumption patterns of various types of drugs and other stores according to the concept of selectively and patterns of morbidity.
27. To pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company.
28. To carry on any other business or activity and do any act or thing which in the opinion of the company is or may be capable of being conveniently carried on or done in connection with any of the above, or likely directly or indirectly to enhance the value of or render more profitable all or any part of the company's property or assets or otherwise to advance the interests of the company or its members.
29. To do all such other lawful things as shall further the above objects or any of them.

**C. OTHER OBJECTIVES:**

1. To develop and manage a web interface for disseminating information on procurement and distribution status, specifications, latest procurement price, list

of credible agencies for biomedical equipment maintenance and any other information having general public utility.

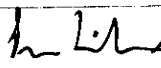
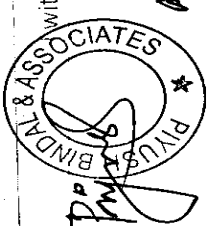
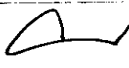
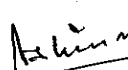
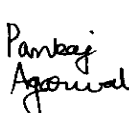
2. To organize or conduct training programme or workshop on logistic and supply chain management, cold chain management, procurement management information system, packaging, procurement, etc. for health or other professionals.
3. To purchase, stock, distribute or otherwise deal in any health sector requirement for proper running of public health institutions.
4. To provide consultancy, advice & support for any foreign Government seeking such support, subject to the various requirements set by the Government of Madhya Pradesh.
5. To streamline a simple, uniform and result oriented accounting and management information and evaluation system for all hospitals and other public health facilities.
6. To set up and maintain paid wards in Govt. hospitals with all facilities, excellence and expertise.
7. To subscribe takeover or otherwise acquire and hold shares, stocks, bonds, or securities of any Government, Local Authority or Company and to deal on the same.
8. To undertake, transact and execute all kinds of agency business and trusts of all kinds connected with medical and its allied services.
9. To carry on the business of transportation of goods and commodities, either directly or through others connected with medical and its allied services.
10. To carry on the business of packing and forwarding agents connected with medical and its allied services.
11. To deal in intercoms, communication, networks, computers, electronics data processors, telex and fax-machines, desktop publishing units, laptop, peripherals, accessories and software systems related to medical and its allied services.
12. To erect and maintain packing machines and their accessories and to carry out packing, such as folio or film, strip packing, blister packing, sachets or generally any other mode of packing tablets and capsules or liquid for hygienic and efficient handling relating to medical and its allied services.
13. To organize for imparting training for medical administrative officers or other professionals in marketing, inventory-management, manufacturing, storage and distribution, processes etc. of various medical and para medical products.



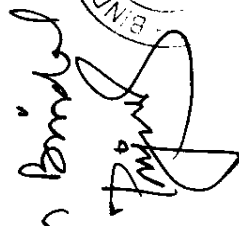
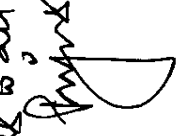

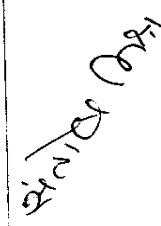
14. To purchase stock, distribute or otherwise deal in various gases like oxygen, anaesthetic gases, LPG type of gases, chlorine or other disinfecting gases or other gases useful for hospitals and other related facilities.
15. To set up modern steam and dry cleaning laundries and to deal in laundry chemicals and equipments related to medical and its allied services.
16. To set up clinical photographic units and to deal in photographic chemicals etc.
17. To set up new water recourses, water treatment plants, potable water distribution systems, modern kitchens and to deal in hospital catering and canteen equipments.
18. To deal in disposable masks, garments, linen, and beds related to medical and its allied services.
19. To deal in optical, ophthalmic and hearing-aids, callipers, crutches, locomotors, wheelchairs, stretchers, electrical and electronics appliances relating to the health and medical and connected allied equipments/services.
20. To deal in I.E.C materials and audio-visual equipments, audio-visual aids and media related to medical and its allied services.
21. To deal in and install any kind of solid, liquid and gaseous waste disposal plants, equipments and accessories to conform to standards laid down by Pollution Control Board related to medical and its allied services.

V. **The liability of the members is limited**

- VI. The Authorized Share Capital of the Company is Rs. 20, 00, 00,000.00 (Rupees Twenty Crores Only) divided in to 20, 00,000 (Twenty Lakhs) Equity Shares of Rs. 100.00 (Rupees One Hundred) each.

VIII. We, the several persons whose name and address are subscribed, are desirous of being formed in to 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.

S. No.	Names, Addresses, Descriptions and Occupations of the Subscribers	No of Shares Equity Shares taken by each subscriber	Signature of Subscribers	Witness to all Subscribers
1.	PRAVIR KRISHN S/O Lt. J. K.K SINHA C-2/17 CHARIMLI BHOPAL Pr. SECRETARY HEALTH GOMP For and on behalf of Gov. M.P	9,99,9406. (Nine Lakh Ninety Nine Thousand Nine hundred and Forty Shares)		<p>witness the above subscribers who have signed in my presence</p> <p><i>Pankaj Agarwal</i></p> <p>S/O Shri S.K. Agarwal Addt. S-7, 1st floor, Bhandarkar Nagar Zone-II, M.P. Nagar, Bhopal-462011 (M.P.) Practising Company Secretary m.No. Aes-6749</p> 
2.	AJAY TIURKEY S/O. Lt. SH. CYRIL TIURKEY X C 4, CHARIMLI. BHOPAL. Principal Secretary Medical Education.	10 (Ten)		
3.	ASHISH UPADHYAYA S/O Sh. D.K. UPADHYAYA D-11/16, CHARIMLI, BHOPAL Pr. Secretary, Finance Department Govt of M.P. For and on behalf of Govt of M.P.	10 (Ten)		
4.	PANKAJ AGARWAL S/O SRI GOPAL GANGRADE D-11/3 CHARIMLI BHOPAL COMMISSIONER HEALTH SERVICES GOVERNMENT OF MADHYA PRADESH	10 (Ten)		

5.	Muktesh Kumar Varshney 40 Lt. Shri M.P. Varshney D-22, upant colony, Chau Tuli Bhopal, Commissioner AYUSH for & on behalf of Governor of Madhya Pradesh.	10 (Ten)		  witness to all 
6.	R.A. Khandelwal 90 Late sh. B.K. Khandelwal D-79, Shalimar seven Garden Hoshangabad Road, Bhopal. for & on behalf of Governor of M.P. Commissioner, Gas Rahat & Rehabilitation 1, Shivaji Nagar, Bhopal	10 (Ten)		
7.	Santosh Mishra S/o Late Shri V.P. Mishra. D/102/20 Shivaji Nagar Bhopal. M. D. and Director Public Health & Family Welfare for and on behalf of Governor of M. P.	10 (Ten)		
<b>TOTAL</b>		10,00,000 shares		

[TEN LAKHS  
EQUITY SHARES]

Dated: 26/02/2014  
Place: BHOPAL