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MEMORANDUM OF ASSOCIATION

1. NAME OF THE SOCIETY:

The name of the Society shall be the 'Translational Health Science and Technology Institute' (THSTI).

2. REGISTERED OFFICE:

The registered office of the Society shall be in the National Capital Territory of Delhi and is currently located at DBT Cell, National Institute of Immunology Campus, JNU Complex, Aruna Asaf Ali Marg, New Delhi
- 110067.

3. AREA OF OPERATION: All India

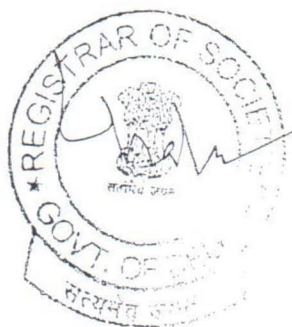
4. AIMS & OBJECTIVES:

Mission

By integrating the fields of medicine, science, engineering and technology into translational knowledge, and making the resulting biomedical innovations accessible to public health, to improve the health of the most disadvantaged people in India and throughout the world.

Vision

As a networked organization linking many centers of excellence, THSTI is envisioned as a collective of scientists, engineers and physicians that will effectively enhance the quality of human life through integrating a culture of shared excellence in research, education and translational knowledge with the



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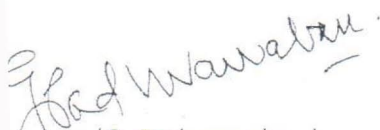
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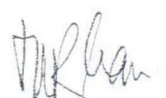
entrepreneurial spirit to take technologies into the public sphere. In fulfillment of its vision, the THSTI will work with other constituents of the technology cluster at Faridabad such as the Regional Centre for Biotechnology Training, Education and Research (RCB) through long term partnerships.

Aims & Objectives

The Institute shall carry out major research and development functions within the framework of its overall goals. The specific Aims and Objectives would be:

- [1] To promote innovation and indigenous development of health technologies and translational knowledge and thereby promote public health in India.
- [2] To develop technologies for prevention, early detection, diagnosis, and treatment of important diseases prevalent in India by way of inter alia, new and improved vaccines, therapeutic and diagnostic products, nutraceuticals and medical devices, through an active interaction amongst scientists, technologists, public health workers and industry.
- [3] To develop the Institute as a key centre of translational health science promoting scientific innovation, product development, standardization and validation, technology diffusion, training and technical assistance, and information dissemination.
- [4] To undertake discovery-oriented research by a faculty of diverse expertise in the area of infectious and chronic disease biology by


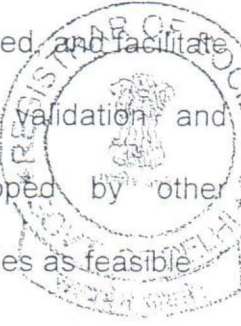

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developing cohorts and studying the pathogenesis and the molecular mechanisms of disease to generate knowledge to complement the processes of designing interventions and technology development.

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- [5] To recruit a unique faculty of basic scientists, technologists and physician researchers, using performance based mechanisms, to work cohesively under one roof, and to foster their active participation in entrepreneurial processes where appropriate to fulfill the institutional mission.
- [6] To identify relevant healthcare technologies from varied sources, optimize and develop the processes and products involved, and facilitate their diffusion. To provide support for scale-up, validation and commercialization of relevant technologies developed by other institutions including internationally developed technologies as feasible.
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- [7] To support R&D efforts in a network mode to find affordable and implementable solutions, to analyze the barriers in product evaluation and diffusion, and to address these issues in global expert consultative processes. In this regard, THSTI will serve as a technology policy analysis think-tank mediating between industry and academia on one hand, and between technology development and healthcare systems on the other.
- [8] To produce, by itself or through partnership programs with RCB and other universities and institutes, human resource for translational health

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science and disease biology, and to conduct such post-graduate degree programs as may be most appropriate from time to time for the purpose of human resource development.



- [9] To have long term academic affiliation with RCB and other universities/institutes of higher learning for award of Master's and/or PhD degrees, or seek deemed university status for the same.

- [10] To create THSTI as a virtual anchor center to which independent groups from other institutions could connect dynamically as in a shared entity. THSTI will support centres in other institutions in the country.

- [11] To provide a platform for active interaction among scientists, groups and institutions both nationally and internationally to work in the area of multidisciplinary translational research in health sciences and to undertake analysis of technology policy. The Institute will organize initiatives such as, inter alia, national and international seminars and symposia, and will invite national and international experts to participate in these discussions for knowledge generation and dissemination



- [12] To establish a functionally independent extramural unit (EMU) for promoting innovation and translational research in the country, innovation funding centre, support units in other institutes.

- [13] To establish the National Development Service Agency (NDSA), a functionally independent unit with core components such as, inter alia, a

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pre-clinical and clinical development service and training with integral, long-term national and/or international partnerships with public or not-for-profit organizations. The services of this establishment will be shared with other constituents of Faridabad cluster.

- [14] The NDSA will have the status of an independent organization as society that will generate and manage funds independently through providing consultancies, services, technology transfer/licensing, services to public agencies, hospitals and industry related to pre-clinical and clinical development of products; and will conduct training courses, seminars, symposia, conferences, and exhibitions to promote and fulfill the objectives of the Institute. The NDSA will have three not-for-profit long term partners as a part of it that have capacity to oversee product development. The EMU and NDSA will also generate other alliances and collaboration. The NDSA will have its own Board of Governors, and the management structure headed by a Chief Operating Officer. The services of NDSA will be shared with other constituents of Faridabad cluster.

- [15] To establish in partnership with RCB or others, scientifically-independent specialized centers around translational programs such as, inter alia, health science technology, vaccines, immunology and infectious diseases, in vitro diagnostics and imaging, pediatric translational science and engineering, nano-science for medicine, and molecular medicine centers for chronic diseases. The supervision of these centers will be through individual scientific/technical advisory boards, and their

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management will be through a committee of Deans and the Executive Director of THSTI, along others, with the respective Deans of the centers serving as the member secretaries. The management board of the THSTI/RCB partnership may set centers' partnership with other institutions and give them representation on the advisory board and management committees. The partners of THSTI will be entitled to receive funds from THSTI annual budget as per the terms of the agreement.

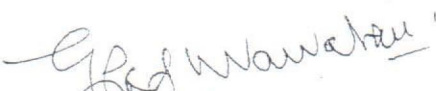


- [16] To establish and provide, through institute and its specialized centers and networks, and in partnership with RCB, project-based support to units of excellence in universities, institutes, medical schools and clinical research organizations in furtherance of its role in promoting health science and technology development.



- [17] To function as core node in a virtual network of translational science excellence, and in pursuit of its goals, to develop performance-based mechanisms to identify and appoint talented scientists, engineers, physicians and entrepreneurs as joint/associate/adjunct/visiting faculty nationally and internationally. In the endeavor, THSTI will work in close consultation with RCB.

- [18] To create industry-partnered chairs, user-friendly technology incubators and platform technology centers, and to promote shared-cost research and development programs and create research and development centers in partnership with the industry to achieve THSTI goals.


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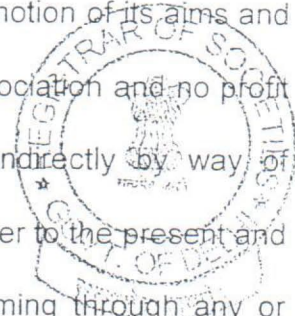
[19] To proactively seek resources in support of the THSTI mission from government, foundation, industry, and philanthropic sources, both nationally and internationally.



[20] To create business development centre in partnership with RCB.

[21] THSTI will fully participate in collective governance of the technology cluster at Faridabad, established by Department of Biotechnology, Govt. of India.

[22] All the income, earning, movable, immovable properties of the society shall be solely utilized and applied towards the promotion of its aims and objectives only set forth in the memorandum of association and no profit thereof shall be paid or transferred directly or indirectly by way of dividends, bonus, profits or in any manner whatsoever to the present and past member of the society or to any person claiming through any or more of the present or past member. No member of society shall have any personal claim on any moveable or immovable properties of the society or make any profit, whatsoever by virtue of his membership.



5. GOVERNING BODY:

The names, addresses, occupations and designations of the members of the governing body to whom the management of the society is entrusted as required under section 2 of Societies Registration Act, 1860 as applicable to the National Capital Territory of Delhi are as follows.

Handwritten signature: G. S. Wadhwa

Handwritten signature: M. K. Phani

Handwritten signature: T. S. Rao

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| No | Name | Address | Occupation | Designation in the society |
|----|---|--|----------------------------|----------------------------|
| 1 | Secretary, Department of Biotechnology, Govt. of India | Department of Biotechnology, CGO Complex, New Delhi- 110 003 | Science Administrator | Chairman, Ex-officio |
| 2 | Director, National Institute of Immunology | Aruna Asaf Ali Marg, New Delhi - 110 067 | Science Administrator | Member, Ex-officio |
| 3 | Director General, Indian Council of Medical Research | Ramalingaswami Bhawan, Ansari Nagar, New Delhi-110 029 | Science Administrator | Member, Ex-officio |
| 4 | Joint Secretary & Financial Advisor, Department of Biotechnology | Department of Biotechnology, CGO Complex, New Delhi - 110 003 | Financial Administrator | Member, Ex-officio |
| 5 | Advisor (Medical Biotechnology), Department of Biotechnology | Department of Biotechnology, CGO Complex, New Delhi - 100 003 | Science Administrator | Member - Secretary |
| 6 | Prof. G. Padmanaban | Biochemistry Department, Indian Institute of Science, Bangalore 560 001 | Scientist | Member |
| 7 | Prof. Ashok Jhunjhunwala | Department of Electrical Engg., IIT Madras, Chennai | Engineer | Member |
| 8 | Dr. B. Ravindran, | Institute of Life Sciences, Bhubaneswar | Scientist | Member |
| 9 | Dr. J. Gowrishankar | Center for DNA Fingerprinting and Diagnostics, Hyderabad | Scientist | Member |
| 10 | Dr. G. C. Mishra | National Center for Cell Sciences, Pune | Scientist | Member |
| 11 | Dr. R. Pillai | Rajiv Gandhi Center for Biotechnology, Thiruvananthapuram | Scientist | Member |

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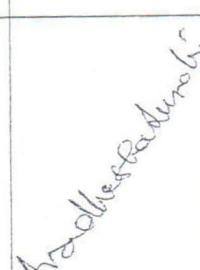
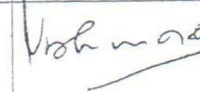
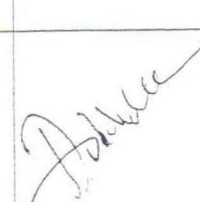
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| 12 | Dr. G. B. Nair | National Institute of Cholera and Enteric Diseases, Kolkata | Scientist | Member |
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6. DESIROUS PERSONS:

We the undersigned are desirous of forming a society namely 'Translational Health Science and Technology Institute' under Societies Registration Act, 1860 as applicable to the National Capital Territory of Delhi in the pursuance of the Memorandum of Association of the society:

| No | Name & Address | Designation in Society | Occupation | Signature |
|----|---|------------------------|-----------------------------|---|
| 1. | Dr. G. Padmanabhan, 5, 8 th Main Road, Vyalikaval, Malleshwaram, Bangalore - 560 003 | President | Scientist/ Academician |  |
| 2. | Prof. M. K. Bhan F-14, Hauz Khas Enclave, New Delhi - 110 016 | Member, Ex-officio | Scientist/ Administrator |  |
| 3. | Prof. Avadhesh. Surolia, Director's Residence, National Institute of Immunology, New Delhi- 110 067 | Member, Ex-officio | Scientist/ Administrator |  |
| 4. | Dr. V. M. Katoch, 21, Amar Loke Colony, Taj Ganj, Agra, UP | Member, Ex-officio | Scientist/ Administrator |  |
| 5. | Prof. Ashok Jhunjunwala, C2-02-05 3rd Loop Road, IIT Madras Adyar, Chennai - 600 036 | Member | Engineer/ Academician |  |

NOTARY
V. BAKSHI
Advocate
Area DELHI
Regd. N. 302/90
NOTARY, DELHI

M. R. D.

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| 6. | Dr. B. Ravindran, 3/11 Kanchanjanga Enclave Chandrasekharpur, Bhubaneswar, Orissa - 751 016 | Member | Scientist/ Administrator | |
| 7. | Dr. J. Gowrishankar, N-2, Nemali Meadows, 12-2-715/B Padmanaba Nagar, Mehdiapatnam, Hyderabad - 500 028 | Member | Scientist/ Administrator | |
| 8. | Dr. G. C. Mishra, Director's Bungalow, NCCS Complex, Ganeshkind, Pune - 411 007 | Member | Scientist/ Administrator | |
| 9. | Dr. R. Pillai, Gowrishankar, T.C. 4/2, Chittaalloor, Trivendrum - 695 003 | Member | Scientist/ Administrator | |
| 10. | Dr. G. B. Nair, D6 Cluster 11 Purbachal, Salt Lake City, Kolkata - 700 097 | Member | Scientist/ Administrator | |
| 11. | Shri K. P. Pandian E-2/92 Asian Games Village Complex, New Delhi -110049 | Member, Ex-officio | Administrator | |
| 12. | Dr. T. S. Rao, D II B 41 Moti Bagh, New Delhi - 110 021 | Member- Secretary | Science Administrator | |

TESTED
NOTARY, DELHI

BARSHI
Advocate
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DELHI
d. N. 30/2/90
OF INDIA

ATTESTED

NOTARY, DELHI

Gadwancher
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13 JUL 2009