

UNDER THE COMPANIES ACT, 2013

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

PHARMAIDS PHARMACEUTICALS LIMITED

- I. The name of the company is "**PHARMAIDS PHARMACEUTICALS LIMITED**".
- II. The registered office of the company shall be situated in the State of Karnataka.¹
- III. The objects for which the company is established are:
- (A) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**
1. To carry on manufacture and/or business of Chemists, druggists, chemicals drysalters, importers, exporters and dealers in cosmetics, pharmaceuticals and medical preparations, under all systems such as Ayurvedic, Allopathy, Unani, Veterinary & Homeopathy.
 2. To prepare, formulate and compound proprietary medicine and articles and chemicals and scientific equipment, soaps, cleaning compounds and detergents.
 3. To manufacture and deal in anatomical, orthopaedic and surgical instruments and appliances and providers of all requisites for hospitals, patients and invalids.
 4. To establish, promote, encourage and contribute to manage, Controlor support sick funds and any associations or institutions for providing, upon any terms and conditions, drugs, medicines, restoratives during sickness and illness and also for research and development in drugs and pharmaceutical lines.
- (B) THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS MENTIONED AT ABOVE (A) ARE: —**
1. To acquire from any person, firm or body corporate, whether in India or elsewhere, technical collaborations, information, know-how, processes, engineering, manufacturing and operating data, plans layout and blueprints useful for the design, erection and

¹ Shifting of registered office from State of Telangana to the State of Karnataka approved by shareholders in their AGM held on 20.08.2022. Company has received order of Regional Director for Shifting of Register Office and approval is pending with the ROC.



- operation of plant/processes required for any business of the company and to acquire any grantor license and other rights and benefits in the foregoing matters and things.
2. To establish and maintain agencies at any place or places in India and other parts of the world for the conducts of the business of the company or for the sale of any materials or things for the time being at the disposal of company for sale.
 3. To make, undertake, encourage, experiment, research and invent about the business of the Company.
 4. To establish and maintain transport and logistics services for the purposes of the company.
 5. To pay for any property, rights or privileges, acquired buy the company of for the services rendered or to be rendered in connection with the promotion of or the business of the company or for acquisition of any property for the company or otherwise either wholly or partially in cash or in shares, bonds, debentures or other securities of the company and to issue any shares either as fully paid up or with such amount credited as paid-up thereon as may be agreed upon and to charge any such bonds, debentures, or other securities upon all on any part of the property of the company . While doing so the company shall comply with all requirements of law for time being in force.
 6. To sell, exchange, let on lease, royalty or tribute, grant licenses, easements, potions and other rights over and in any other manner deal with or dispose off the whole or any part of the undertakings, property, assets, rights, and effects of the company for such consideration as may be thought fit and in particular for stocks, shares, whether fully or partly paid-up or securities of any other company.
 7. To remunerate any person or company for services rendered or to be rendered in placing or assisting to place, or guaranteeing the placing of any of the shares of the company's capital or debentures, debenture stock, or other securities of the company or in or about formation or promotion of the company or the conduct of business.
 8. To subscribe for acquire, hold, sell and otherwise deal in shares, stocks, debentures, debenture stock, bonds, mortgages, obligations and securities of any kind issued or guaranteed by any company (body corporate or undertaking) of whatever nature and where so ever constituted or carrying on business in shares, stocks, debenture stock, bonds, mortgages, obligations and other securities issued or guaranteed by Government, Sovereign rules, commissioners, trust, municipal, local or other authority or body of whatsoever nature, whether India or elsewhere.
 9. To sell, lease, exchange, mortgage or otherwise dispose off the property, assets or undertaking of the company or any part thereof for such consideration as the company



may think fit and in particular for shares, stock, debentures or other securities of any other company whether or not having objects altogether or in part similar to those of the company.

10. To acquire the whole or any part of the undertaking and assets of any business with similar objects and any property privileges, rights, contracts, property or effects held or used in connection with there and upon any such purchase or undertake the liabilities of any association, partnership or person.
11. To enter in to partnership joint ventures or to have any type of arrangement for sharing of profits, howsoever, with individuals, partnership firms, association of persons, limited companies, whether private or public, corporations, of any state or Central Government whether fully owned or partly owned or partly owned or with similar groups outside India for carrying on the objects which the company is authorized.
12. To invest and deal with the money of the company not immediately required in any manner and in particular to accumulate funds or take by subscription, purchase or otherwise however to hold shares or hold shares or stock or the security of any company, association or undertaking in India or abroad.
13. To apply for tender, purchase or otherwise acquire contracts, subcontracts, licenses and concessions for all or any of them and to undertake, execute, carry out, dispose off or otherwise turn to account the same and to sublet all any contracts from time and upon such terms and conditions as may be thought expedient.
14. To amalgamate with any person, associations or firm or company or companies having objects altogether same or different or in part similar to those of this company.
15. To adopt such means of making known the products 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, print media, electronic media, digital media, outdoor media, public relationship or any other medium of advertisement, display, promotion or marketing and by granting prizes, rewards and donations.
16. To purchase the reversion or reversions or otherwise acquire the freehold rights in all or any part of the lands for the time being held under lease or for an estate less than a freehold estate by the Company.
17. To aid particularly or otherwise, any association, body or movement having for an object the solution, settlement or surmounting of industrial or lab our problems or troubles or the promotion of industry or trade.



18. To lend money to any person on such terms as may seem expedient and in particular to members of the staff, customers and others having dealings with the Company and to guarantee the performance of contracts and engagements by any such persons.
19. To undertake and execute any trust the undertaking of which may seem to the company desirable and either gratuitously or otherwise and vest real or personal property, rights, or interest acquired or belonging to the company in any person or company on behalf of or for the benefit of the company, and with or without any declared trust in favor of the company.
20. To incorporate a Non-Government Organization or to collaborate with one, whether domestic or international or any other non-profit organization or institution in furtherance of the objects of the company including programmes for food and dietary awareness.
21. To distribute among the members in specie any property of the company, or any proceeds of sale or disposal of any property of the company, but so that distribution amounting to a reduction of capital be made except with the sanction if any for the time being required by law.
22. To institute and to defend any suit, appeal, application for review or revision or any other application of any nature whatsoever, to take out executions, to enter into agreements of reference to arbitration and to enforce and where needs be to contest any awards and for all such purposes to engage or retain counsels, attorneys and agents and when necessary to remove them.
23. Subject to the provisions the companies Act, 2013 or any other enactment in force, to indemnify and keep indemnified members, Officers, directors, agents and servants of the company against proceedings, costs, damages, claims and demands in respect of anything done or ordered to be done by them for any in the interests of the company and for any loss, damage or misfortune whatsoever and which shall happen in execution of the duties of their office on in relation thereto.
24. To seek the required foreign collaboration and technical know-how if any when needed.
25. To maintain any shops or stores or guest house or residential accommodation for the benefit of the company or its servants, workmen and others, employed by the company.
26. To grant franchisees to other persons, firms or companies to use the brands, trademarks and intellectual property rights of the company and to obtain franchisee from others as may seem conducive to the objects of the company.
27. To apply for, purchase, or otherwise acquire, any patents, trade marks, invention, licenses, concessions, and the like conferring any exclusive or non-exclusive or limited



rights to use, or any secret or other information as to by invention which may seem capable of being used for any of the purposes 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 in respect of or otherwise turn to account the property, rights or information so acquired.

28. To produce the incorporation, registration or other recognition of the Company in any country, state or place and to establish and maintain agencies of all kinds and other trade channels in India or any part of the world for the conduct of the business of the Company.
29. To purchase, take on lease, license, exchange, hire or otherwise, any real and/or personal property and any rights or privileges, which the Company may think necessary or convenient for the purpose of its business or may enhance the value of any other property of the Company and, in particular, any land (free hold or other tenure), building, easement/lease hold machinery, plant and stock-in-trade and on any such lands to erect buildings, factories, sheds, godowns, warehouses, poly-houses or other structure for the work and purposes of the Company and also for the residence and amenity of its employees, staff and other workmen, erect and install machinery and plant and other equipment deemed necessary or convenient or profitable for the Company's business or turn the same to account as may seem expedient.
30. To acquire by concessions, grant, purchase, barter, lease or otherwise, wither absolutely or conditionally, and either alone or jointly with others, any lands, buildings, machinery, plant, utensils, works, conveniences and other movable and immovable property of any description for the Company.
31. To give to any officers, servants or employees of the Company any share or interest in the profits of the Company's business or of any branch thereof and whether carried on by means of agency or any subsidiary of company or not, and for that purpose to enter into any arrangements the Company may think fit.
32. To act as agents, brokers or as trustee for any persons or company and to undertake and perform sub-contract and to do all or any of the above things in any part of the world as principals, agents, contractors, trustees or otherwise and by or through agents, sub-contractors or trustees or otherwise and/or jointly with others.
33. To establish or promote or incur or be interested in establishing or promoting any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company or of any other company, firm or individual, whether Indian or not, or for any other purpose whatsoever and to transfer to any such company any



- property of this Company and place or guarantee the placing of, underwrite, subscribe or otherwise acquire all or any part of the shares, debentures or other securities of any such other company and to subsidize or otherwise assist any such other company.
34. To open current or deposit accounts with any bank or banks, and pay in to and draw money and operate on such accounts.
 35. Subject to the Banking Regulation Act of 1949 to draw, make accept, endorse, discount, executive and issue cheques and other promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities.
 36. To create any depreciation fund, sinking fund, insurance fund, or any special or other fund, whether for depreciation or for repairing, improving, extending or maintaining any of the property of the company or for redemption of debentures, redeemable, preference shares or for any other purposes whatsoever conducive to the interest of the company.
 37. To train or pay for the training in India or abroad of any member of the staff of the company or any other employees of the company either in the present employment or likely to be in employment of the company in future which training, in the opinion of the company is likely to benefit the company in its day-to-day working, knowledge, management, administration and research.
 38. To employ or pay experts, Indian or foreign consultants, in connection with the planning and development of the business connected with the company's operations.
 39. To insure all or any properties, assets, undertakings, contracts, guarantees or obligations of the Company of whatsoever nature and kind against any risk whatsoever.
 40. To establish and support or aid in establishment of associations, institutions, funds, trust and conveniences calculated to benefit the employees of the Company or the dependants or relatives of such persons and to grant pension, allowances and to make payments towards insurance.
 41. To subscribe, donate or guarantee money for any charitable, benevolent, public or general or useful object or for any exhibitions.
 42. To borrow or raise money at interest or otherwise in such manner as the Company may think fit and in particular or otherwise including debentures or debentures convertible into shares or perpetual annuities and in security of such money so borrowed, to mortgage, pledge or charge the whole or any part of the property, assets or revenue of the Company present or future including its uncalled capital and to transfer or convey



- the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient, and to purchase, redeem or pay off any such securities.
43. To mortgage or give as a collateral security of any assets of the company or to issue guarantees to any Financial Institutions, Banks, Government Departments for due performance of the agreements, contracts or borrowings by any person, firm or company but shall not do the business of banking as defined under the Banking Regulations Act, 1949.
44. Subject to the provisions of the companies Act, 2013 to place or to reserve to distribute dividends or bonus among the members or otherwise to apply, as the company may from time to time think fit any money received in respect of dividends accrued on forfeited shares, and money arising from the sale by the company of forfeited shares or from unclaimed dividends.
45. To pay all costs, charges and expenses to the promotion, formation, registration and establishment of the Company and to remunerate any person for services rendered in introduction of any property or business to the Company, or for any other reason which the Company may think proper.
46. To invest and deal with monies of the Company not immediately required in such manner as may from time to time be determined by the Board of Directors.
47. To enter into any agreements with angel investors, venture capital funds or private equity funds or any other fund/investor to fund the capital requirements of the company.
48. To undertake financial and commercial obligations, transactions and operations of all kinds and to undertake research and development activities of every description and to develop software for any of the purposes above-referred in relation to and for the attainment of the objects stated above.
49. To do all or any of the above things and all such other things as are incidental or as may be through conducive to the attainment of the above objects or any of them in India and elsewhere either as principals, trustees, contractors or otherwise and either by or through agents, contractors, trustees or otherwise and either along or in conjunction with others.
- IV. 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.



- V. The Authorised Share Capital of the Company is Rs.30,00,00,000/- (Rupees Thirty Crore Only) consisting of 3,00,00,000 (Three Crore Only) Equity Shares of Rs.10/- each.²

For **PHARMAIDS PHARMACEUTICALS LIMITED**


Name: Venu Madhava Kapurthy

DIN: 00021699

Designation: Wholetime Director



² Increased to Rs. 30 Cr vide approval of the shareholders in their EGM held on 31.12.2022

We, the several persons whose names, and addresses are subscribes hereunder, and 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 opposite to our respective names.

Sl. No.	Name, address, description, occupation and signature of the subscriber	No. of Equity Shares taken by each Subscriber	Name, address, description occupation and Signature of the witness
1.	Sd/- SRI BHUTMAL S/o. M.G. Raj Lal Wani D.No. 4-3-55, K.S.Lane Sultan Bazar HYDERABAD. (Business)	10 (Ten only)	
2.	Sd/- SRI GHISULAL JAIN S/o. B.M. Lal Wani D.No. 4-3-55, K.S.Lane Sultan Bazar HYDERABAD. (Business)	10 (Ten only)	
3.	Sd/- SRI SUBHASH B. ALAL WANI S/o. B.M. Lal Wani D.No. 4-3-55, K.S.Lane Sultan Bazar HYDERABAD. (Business)	10 (Ten only)	Sd/- P. RADHA KRISHNA S/o. Sri Laxmi Narayana D. No. 1-1-336/2/1, 1st Floor, Chikkadpally, HYDERABAD - 500 020 (Chartered Accountant)
4.	Sd/- Smt. HULIDEVI W/o. B.M. Lal Wani D.No. 4-3-55, K.S.Lane Sultan Bazar HYDERABAD (House Wife)	10 (Ten only)	
	Total No. of Equity Shares taken	40 (Forty only)	

PLACE HYDERABAD.

DATE 30-1-1989

