

**THE COMPANIES ACT, 2013**  
**COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**MEDICO REMEDIES LIMITED\***

I. The name of the Company is **MEDICO REMEDIES LIMITED\***

II. The Registered Office of the Company will be situated in the State of Maharashtra.

III. The Objects for which the Company is established are:

**A. MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION:**

1. To manufacture, refine, develop, process or otherwise acquire, sell, purchase, export, import, deal in and act as agents, representatives, distributors, suppliers of pharmaceuticals, bulk-drugs chemicals, drugs, enzymes herbals, antibiotics, biological and biotechnological products and preparations, insecticides, pesticides and their by-products, intermediates, derivatives and formulations.

**B. MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE:\***

2. To establish a well equipped Research Laboratory and carry on analytical, experimental and other work or undertaking in relation to the work and the objects of the Company.
3. To take part in the supervision, organisation, or control of the business or operations of any other company having similar objects, association, firm or person and to act as agents, selling agents, buying agents, brokers, trustees, or other officers and agents of any such or other company, association, firm or person, and in connection herewith to appoint and remunerate any directors, accountants, assistants, and other offices or experts or agents.

**\*Amended vide special resolution passed at the Extraordinary General Meeting held on 12th January, 2017.**

4. To repair, alter, remodel clean, renovate, convert, manipulate and prepare for resale and resell any goods and materials from time to time belonging to the Company.
5. To purchase, take on lease or licence or in exchange, hire or otherwise any real and/or personal property, and any rights or privileges and advantages of any kind whatsoever which the Company may think necessary or convenient for the purposes of its business or may enhance the value of any other property of the Company and, in particular, any land (freehold, leasehold or other tenure), tenements, building, easement, machinery, plant and stock-in-trade and on any such lands to erect buildings, factories, sheds, godowns, or other structures for the works and purposes of the Company and to purchase flats or apartment in co-operative society or in any other manner whatsoever for the purpose of the Company and also for the residence and amenity of its directors, employees, staff and other workmen and erect and install machinery and plant and other workmen and erect and install machinery and plant and other equipments deemed necessary or convenient or profitable for the purposes of the Company and either to retain any property to be acquired for the purposes of the Company's business or to re-sell, mortgage, let on lease or otherwise deal with to turn the same to account as may seem expedient.
6. To erect, build, construct, maintain, alter, extend, enlarge, purchase and sell, put down, remove, or replace, improve or develop and to work, manage and control any buildings, chawls, offices, factories, mills, foundaries, refineries, furnaces, godowns, warehouses, shops, machinery, engines, roadways or other means of transport, sidings, bridges, reservoirs, tanks, water-courses, water systems, wharves, electrical works, gas works or works operated by any other kind of power and also such other machinery, equipment, conveyances works and conveniences which may seem calculated directly or indirectly to carry out the objects of the Company and to subsidise, contribute to or otherwise assist or take part in doing any of these things and/or to join with any other person or company or with any Government or Governmental authority in doing any of these things.
7. To open current or fixed accounts with any bank banker, shroff, or merchant, and to pay into, and draw money from such accounts.
8. To apply for, purchase, or otherwise acquire and protect and renew in any part of the world any patents, patent rights, copy rights, trade marks, formulas, licences, concessions, and the like conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to, any intention which may seem capable of being used for any of the purposes of the Company, and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property rights, or information so acquired.
9. To adopt such means of making known the business dealt in by or at the disposal of the Company as may seem expedient.
10. To appoint Managers, Engineers, Contractors, Brokers, Canvassers, agents and other persons and to establish and maintain agencies or branches in any part of India or elsewhere for the purposes of the Company and to discharge and to discontinue the same.

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11. To expend money on experimenting upon and testing and improving or securing any process or processes, patent or patents, or protection an invention or inventions which the Company may acquire or purpose to acquire or deal with.
  12. To undertake and execute any trusts, the undertaking of which may seem to the Company desirable, either gratuitous or otherwise.
  13. To create any subscription fund, sinking funds, reserve funds, insurance funds or any other special funds whether for repairing, improving, extending or maintaining any of the property of the Company or for any other purpose conducive to the interest of the Company or the staff or labour or for any development fund.
  14. To let on lease or on hire-purchase system or to lend or otherwise dispose of any property belonging to the Company, and to finance to purchase of any article or articles, whether made by the Company or not, by way of loans or by the purchase of any such article or articles, and the letting thereof on the hire-purchase system or otherwise howsoever.
  15. To sell, lease, mortgage, grant licences, easements, and other rights, over and in any other manner whatsoever, to transfer, deal with or dispose of the undertaking property, assets, rights and effects of the Company, or any part thereto, for such consideration as the Company may think fit and in particular of shares, stocks, debentures or other securities of any other company whether or not having objects altogether or in part similar to those of the Company.
  16. To apply, tender, purchase, or otherwise acquire any contracts, sub-contracts, licences and concessions for or in relation to the object or business herein mentioned or any of them and to undertake, execute, carry out, dispose of or otherwise turn to account the same.
  17. To amalgamate, enter into partnership or make any arrangement for sharing profits, union of interests, co-operation, joint venture or reciprocal concession, or for limiting competition, with any individual person or company carrying on or engaged in, or about to carry on or engage in any of business or transaction which the Company is authorised to carry on or engage in or which can be carried on in conjunction therewith.
  18. To purchase or otherwise acquire and undertake the whole or any part of the business property, rights and liabilities of any person, firm or company, carrying on or proposing to carry on any business which this Company is authorised to carry on, or possessed of the property or rights, suitable for any of the purposes of the Company, or which can be carried on in conjunction therewith and to purchase, acquire, sell and deal in property shares, stocks, debenture-stocks of any such person, firm or company and to conduct, make or to carry into effect any arrangements in regard to the winding up of the business of any such person, firm or company.

19. To establish or promote or concur or be interested in establishing or promoting any company or companies having similar objects for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose whatsoever and to transfer any such Company any property of this Company and to place or guarantee the placing of, under-write, subscribe for or otherwise, acquire all or any part of the shares, debentures or other securities of any such other company and to subsidise or otherwise assist any such other Company.
20. To acquire, purchase, take over and/or amalgamate business of companies, which, under existing circumstances, from time to time may conveniently or advantageously be combined with the business of the Company or amalgamate with companies whose business is so acquired, purchased or taken over and/or to enter into agreements with the object of acquisition of such undertakings and/or business.
21. To negotiate loans, to draw, accept, endorse discount, buy, sell, and deal in bills of exchange, promissory notes, bond, debentures coupons and other negotiable or transferable instruments and securities.
22. Subject to the provisions of Companies Act, 1956 and directives issued by the Reserve Bank of India, to borrow or raise money and secure and discharge any debt or obligation or binding on the Company in such manner as may be thought fit, and in particular, by mortgages of the undertaking and all or any of the immovable and movable property (present or future) and the uncalled capital of the Company or by the creation and issue, on such terms as may be thought expedient, of debentures or debenture-stock, perpetual or other securities of any description.
23. To invest the surplus funds of the Company, from time to time in government securities or in other securities or in such other manner as may from time to time be determined by the directors, and from time to time to sell or vary all such investments and to execute all assignments, transfer, receipt and documents that may be necessary in that behalf.
24. Subject to the provisions of the Companies Act, 1956 and directives issued by the Reserve Bank of India, to receive money, securities and valuable of all kinds on deposit at interest or for custody on such terms and conditions as may be expedient.
25. To make advances of such sum or sums of money upon or in respect of or for the purpose of raw materials, goods, machinery, stores or any other property, articles and things required for the purposes of the Company upon such terms with or without security, as the Company may deem expedient.
26. To appoint agents and constitute branches and agencies of the Company in India or in any part of the world. In the matters and for the purposes aforesaid to act solely or jointly with any other person, company, corporation or body as the circumstances may require.

27. To pay for any property or rights acquired by the Company either in cash or by the allotment of fully or partly paid up shares of this Company with or without preferred rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another and generally on such terms as the Company may determine.
28. To develop and turn to account any land acquired by the Company or in which it is interested and, in particular, by laying on and preparing the same for building, purpose constructing, allotting, pulling down, decorating, maintaining, fitting up, and improving buildings and by planting, paving, draining, farming, cultivating and letting on building lease or buildings agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders and others.
29. To employ experts to investigate and examine into the condition, management, prospects, value, character and circumstances of any business, concern and undertakings generally of any assets, property or rights.
30. To provide for and furnish or secure to any members or customers of the Company or of any subscribers to or purchasers or possessors of any publication of the Company, or of any coupons or tickets, issued with any publications of the Company, any conveniences, advantages, benefits or special privileges which may seem expedient either gratuitously or otherwise.
31. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory provident, pension, or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pension, allowances or emoluments or any other pecuniary aid to any persons who are or were at any time in the employment or service of the company or who are or were at any time the directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependents of any such persons, and also establish and subsidise and subscribe to any institutions, associations, clubs or funds calculated to the benefit of or to advance the interests and well being of the Company and make payments to or towards the insurance of any such person as aforesaid.
32. To give to any officers, servants or employees of the Company any share or interest in the profits of the Company's business or any branch thereof, and whether carried on by means or through the agency of any subsidiary company or not, and for that purpose to enter into any arrangements the Company may think fit.
33. To train or pay the training in India or abroad of any of the Company's employees or any candidate in the interest of or for furtherance of the Company's objects.
34. To establish, provide, maintain and conduct or otherwise subsidise research laboratories and experimental workshops for scientific and technical research and experiments and to undertake and carry on with all scientific and technical researches, experiments and tests of

all kinds and to promote studies and research , both scientific and technical investigations and inventions by providing, subsidising, endowing or assisting laboratories workshops, libraries, meetings, lectures and conferences and by providing for the remuneration of scientific or technical professors or teachers and by providing for the award of exhibitions, scholarships, prizes and grant to students or otherwise and generally to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of kind that may be considered likely to assist any of the business which the Company is authorised to carry on.

35. To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the company.
36. To acquire from any person, firm or body corporate whether in India or elsewhere technical information, know-how, processes, engineering, manufacturing and operating, data plans, layouts and blue-prints useful for the design, erection and operation of plant required for any of the business of the company and to acquire any grant or licence and other rights and benefits in the foregoing matter and things.
37. To enter into collaboration agreement to acquire technical knowhow and/or any financial assistance and/or to acquire any plant or machinery and/or to manufacture and/or fabricate and/or produce and/or assemble any plant and/or machinery and/or equipment under any such collaboration agreement.
38. To enter into any arrangement with any Government or Authority, Central, State, Local or Foreign or public body, or person or authority, or from any private individual that may seem conducive to the Company's objects or any of them and to obtain from any such Government, Authority, person or company any concessions, grants, decrees, rights, charters, contracts, licences, powers and privileges, whatsoever which may seem to the Company capable of being turned to account, or which the Company may think directly or indirectly conducive to any of its objects or capable of being carried on in connection with its business, and to work, develop, carry out, exercise and turn to account the same.
39. To act as technical advisers or consultants or as market surveyors and/or to offer such services or technical know-how and/or management services to any company, body corporate, firm or person or persons.
40. To lend and advance or to give credit to such persons or companies and on such terms as may seem expedient and in particular to customers and others having dealings with the Company and to guarantee the performance of any contract or obligation and the payment of money of or by any such persons or companies and generally to give guarantee and indemnities.
41. To enter into, make and perform contracts of every kind and description, agreements and arrangements with any person, firm, association, corporation, municipality, country, state, body or Government or colony or dependency thereof.

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42. To apply for, promote, and obtain any statute, order, regulation, other authorisation or enactment which may seem calculated directly or indirectly to benefit the Company, and to oppose and bills, proceedings, or applications which may seem calculated directly or indirectly to prejudice the Company's interest.
  43. To pay all costs, charges and expenses incurred or sustained in or about the promotion, incorporation and establishment of the Company or which the Company shall consider to be preliminary out of the funds of the Company.
  44. To establish competitions in respect of contributions, or information suitable for insertion in any publications of the Company, or otherwise for any of the purposes of the Company, and to offer and grant prizes, rewards and premiums of such character and on such terms as may seem expedient.
  45. To procure the or recognition of the Company under the laws or regulations of any other country and to do all acts necessary for carrying on any business or activity of the Company in any foreign country.
  46. To obtain any provision, order, or Act of the Government for enabling the Company to carry any Of its objects into effect or for effecting any modification of the Company's constitution.
  47. To refer to or agree to refer any claims, 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 the member or members or his or their representatives or between the Company and third parties, to arbitration and to observe and perform and to do all acts, deeds, matters and things to carry out or enforce the awards.
  48. To make donations to such persons or institutions and in such cases and either in case or any other assets as may directly or indirectly be conducive to any of the Company's objects or otherwise expedient and in particular to remunerate any person or corporation introducing business to this Company, and also to subscribe, contribute or otherwise assist or guarantee money for charitable, scientific, religious or benevolent, national, public or institutional objects or for any exhibitions or for any public objects.
  49. To insure the whole or any part of the property of the Company either fully or partially to protect and indemnify the Company from liability or loss in any respect either fully or partially and also to insure and to protect and indemnify any part or portion thereof either on mutual principle or otherwise.
  50. To invest surplus fund, shares, stock, debentures, debenture-stock, bonds, obligations or securities by original subscriptions tender, purchase, exchange or otherwise, and to subscribe for the same either conditionally or otherwise and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof.
  51. 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.

52. To carry on any business or branch of business which this Company is authorised to carry on by means of or through the agency of any subsidiary company or companies and to enter into a arrangement with any such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on, or for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangements, which may seem desirable with reference to business or branch so carried on including power at any time either temporarily or permanently to close any such business or branch and/or to appoint directors or managers of any such subsidiary company.
53. To take or concur in taking all such steps and proceedings as may seem best calculated to uphold and support the credit of the Company and to obtain and justify public confidence and to avert or minimise financial disturbances which might affect the Company.
54. To subsidise, assist and guarantee the payment of money by or the performance of any contract, engagement or obligation by any person or companies and in particular customer of the Company or any person or companies, with whom the Company may have or intend to have business relations.
55. Subject to the provisions of the Companies Act, 1956 to vest any real or personal property, rights or interests acquired by 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 favour of the Company.
56. In the event of winding up of the Company and subject to the Provisions of the companies Act, 1956 or any other law for the time being in force, to distribute in specie or otherwise any property or assets of the Company or any proceeds of sale or disposal of any property or assets of the Company including the shares, debentures, or other securities of any other Company formed to take over the whole or any part of the assets of the Company including the shares, debentures, or other securities of the any other Company having similar objects formed to take over the whole or any part of the assets or liability of the Company.
57. To sell any patent rights or privileges belonging to the Company or which may be acquired by it, or any interest in the same, and to grant licences for the use and practice of the same or any of them, and to let or allow to be used or otherwise deal with any inventions, patents or privileges in which the Company may be interested, and to all such acts and things as may be deemed expedient for turning to account any inventions, patents and privileges in which the Company may be interested.
58. The Company may, at any time, invite and receive or without any such invitation receive any gifts of immovable or movable property and offerings or voluntary donations or bequests and legacies either from the shareholder or from any other person for all or any of the objects of the Company with or without any special conditions, provided such receipts or the conditions attached are not inconsistent with or derogatory to any of the objects of the company. Subject to any such conditions as aforesaid, all such gifts, donations, grants, offerings, legacies and bequests including lands, buildings and other immovable properties shall be treated as forming, part of the property of the Company and be applied accordingly. The Directors shall in their absolute discretion be entitled to decide whether they shall invite or accept any such gift, donation, grant, offering, legacy or bequest and they shall be at liberty to refuse any of them without giving any reason for such refusal.

59. To do the above things either as principles, agents, brokers, trustees, contractors, or otherwise and either by or through agents, brokers, sub-contractors, trustees or otherwise, and either along or in conjunction with others.
60. To carry on the business of guaranteeing the performance of any contract or obligation of any company, firm or persons and of guaranteeing, the payment and repayment of the capital and principal of dividend, interest or premium payable on any stock, shares and securities, debentures, debenture-stock, mortgage loan and other securities issued by any Company, corporation, firm or persons, including (without prejudice to the said generality) bank overdrafts, bills of exchange and promissory notes and generally of giving guarantees and indemnities and guaranteeing the fidelity of persons filling situations of trust or confidence or due performance of duties.
61. To carry on the business as manufacturers, dealers, importers, exporters and distributors, in medicines, chemicals, drugs, cordials, acids, alkalies, pharmaceuticals, medicinal chemical, industrial and other preparations, compounds, varnishes, drugs, drug makers and dealers in proprietary articles.
62. To carry on the manufacture and sale of the patent medicines and preparations and generally to carry on the business of manufacturers, buyers and sellers and dealers in all kinds of medicines and medicinal preparations and drugs whatsoever and obtain patents for them.
63. To carry on the business of manufacturers and dealers in all types of fine chemicals, catalysts, promoters, moderators used in chemical and allied industries, inorganic salts and drugs including anti-tubercular, anti-lepratic, anti-diabetic, anti-viral, anti-material, anti-fungal, antibiotics, hyponics, analeptics, anti-histaminic, antispasmodics, diuretics, and drugs used in the treatment of cancer, hypertension and hypotension, insecticides, fungicides, fertilizers, veterinary drugs, hormones like insulin, pituitrin, adrenaline and sex hormones, enzymes like diastase, pancreatin, pepsin, fermentation products, like lactic, citric and gluconic acids, vitamins, synthetic chemicals like nicotinic acid, amyl nitrite, arsenicals, and phosphanilamides, and all other pharmacopoeial products

**\* Part C: Other objects of Clause III is deleted vide special resolution passed at EOGM held on 12<sup>th</sup> January, 2016**

IV. The liability of the Members is limited.

**\*\*V.** The Authorised Share Capital of the Company is ₹ 17,00,00,000 (Rupees Seventeen Crores) divided into 1,70,00,000 (One Crore Seventy Lakhs) Equity Shares Equity Shares of ₹ 10/- (Rupees Ten Only) .

*\*\*Amended vide an Ordinary Resolution passed by the members of the Company on 9<sup>th</sup> November, 2021 by way of postal ballot.*

We the several persons whose names and addresses are hereunder subscribed below 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 opposite to our respective names :

Name, address, description and occupation of each Subscribers	No. of Equity Shares taken by each Subscribers	Signature of the Subscribers	Signature, name, address description and occupation of the witness
<p>HARESH MEHTA S/O. KAPURLAL MEHTA 98, LOHAR CHAWL, SECOND FLOOR, BOMBAY - 400 002.</p> <p><b>BUSINESS</b></p>	<p>10 (TEN) EQUITY SHARES</p>	<p>SD/-</p>	<p>SD/- HARSHAD MEHTA S/O. CHUNILAL MEHTA 3, KAGDY MANZIL, 119, PERIN NARIMAN STREET, FORT, BOMBAY 400 001. <b>CHARTERED ACCOUNTANT</b></p>
<p>HARSHAD MEHTA S/O. KAPURLAL MEHTA 98, LOHAR CHAWL, SECOND FLOOR, BOMBAY - 400 002.</p> <p><b>BUSINESS</b></p>	<p>10 (TEN) EQUITY SHARES</p>	<p>SD/-</p>	
<p>TOTAL</p>	<p>20 (TWENTY) EQUITY SHARES</p>		<p>WITNESS TO ALL:</p>

BOMBAY, DATED : 3-3-1994