

<sup>1</sup>UNDER THE COMPANIES ACT, 2013  
COMPANY LIMITED BY SHARES  
MEMORANDUM OF ASSOCIATION  
OF  
BHARAT BIOTECH INTERNATIONAL LIMITED

- I. The Name of the Company is "BHARAT BIOTECH INTERNATIONAL LIMITED".
- II. The Registered Office of the Company will be situated in the State of Telangana.
- 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 Undertake, promote, assist, procure or otherwise acquire or engage in all kinds of developmental work in the fields of Biology, Bio-technology, Bio-Chemistry including molecular and cell biology for developing, manufacturing, producing, processing, preparing, treating, buying, selling, importing exporting, distributing, marketing and generally dealing in all kinds, descriptions and varieties of drugs pharmaceuticals, medical diagnostics kits, vaccines, anti-bodies, virulent bacteria, fermenters and other industrial bio-products such as enzymes and gums.
    2. To carry on the business of developing, manufacturing, producing, processing, preparing treating buying, selling, importing, exporting, distributing, marketing and generally dealing in all kinds descriptions and varieties of goods, equipment machinery appliances, gadgets, chemicals and intermediates which are used or are capable of being used in the above fields.
    3. To carry on the business of research, design, develop, prepare and supply of technical know-how and to act as consultant, technical consultants and advisers in the fields of Biology, Bio-technology and Bio-Chemistry.

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<sup>1</sup> Altered vide shareholders resolution dated \_\_\_\_\_

**B. MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3(A) ARE:**

1. To invest and deal with monies not immediately required for the purpose of the Company in such manner as may be determined from time to time.
2. To acquire and take over the whole or any part of the business, goodwill, trademarks, properties and liabilities of any person or persons firms, companies or undertakings, either existing or new, engaged in or carrying on or proposing to carry on any business which this Company is authorised to carry on and possession of any property on rights suitable for the purpose of the Company and to pay for the same either in cash or in shares or partly in cash and partly in shares or otherwise.
3. To make, undertake or encourage, experiment, research by establishing laboratories or subscribe, under contribute or otherwise assist the undertakings which are engaged in research, to carry on analysis experiment, investigation, opening out trade in connection with any of the objects of the Company or affecting any class or department of its business directly or indirectly of the Company.
4. To negotiate loans, draw, accept, endorse, discount, buy, sell and deal in bills of exchange, promissory notes, bonds, debentures, coupons and other negotiable instruments and securities.
5. To borrow or raise money, or to receive money on deposit subject to the provisions of the Companies Act, 2013 and the directions of the Reserve Bank of India or loan at interest or otherwise in such manner as the Company may think fit and in particular by the issue of debentures or debenture-stock (perpetual or otherwise) and convertible into shares of this or any other Company or not and to secure the re-payment of any such money borrowed, raised or received, or wong by mortgage, pledge, charge or lien upon all or any of the property, assets or revenue of the Company (both present and future) including uncalled capital and to give the lenders or creditors the power of sale and other powers as may seem expedient and to purchase, redeem or pay off any such securities and also by a similar mortgage, charge, lien to secure and guarantee the performance by the Company or other person, firm or Company of any obligation undertaken by the Company or any other person, firm or Company as the case may be subject to the applicable provisions of the Companies Act, 2013 and directions of Reserve Bank of India.
6. To give guarantees and in particular to guarantee the payment of any principal moneys, interest or other moneys secured by or payable under any debentures, bonds, debenture stocks, mortgages, charges, contracts, obligations and securities and the payment of dividends and the repayment of the capital of stocks and shares.
7. To purchase, take on lease or in exchange, hire and otherwise acquire any immovable property or movable property, patents, licences, rights and privileges and/or to construct, maintain any buildings, plants which the Company may think

necessary or convenient for the purposes of its business and to pay for the same either in cash or in shares or securities and to sell, let, lease or sub lease or otherwise, dispose of or grant right over any immovable property belonging to the Company.

8. To purchase or otherwise acquire, construct, carry out, equip, maintain, alter, improve, develop, manage, work, sell, let on hire, deal in, control and superintend any factories, plants, warehouses, workshops, sheds, dwellings, offices, shops, stores, buildings, telephones, electric and gas works, power plants, roadways, tramways, bridges, reservoirs, waterhouses and all kinds of works, machinery, apparatus, labour lines, and houses, warehouse, furnaces, crushing works and other works and conveniences necessary for carrying on any of the above specified business.
9. To undertake and execute any trusts, the undertaking whereof may seem desirable either gratuitously in connection with the business of the Company and to appoint trustees to protect the interests of the Company.
10. To open, operate, and close banking accounts with public and/or private sectors banks including financial institutions and non-banking financial institutions in the name of the Company for the purpose of business of the Company for which the Company is formed.
11. To procure the registration of or the recognition of the Company in any country, state or place in any part of the world and to establish and regulate agencies for the purpose of the Company's business.
12. To distribute any of the Company's property among the members in specie, subject to the provisions of the Companies Act, 2013 in the event of winding up.
13. To form, promote, subsidise, organise and assist or aid in forming, promoting, subsidising, organising or aiding companies, syndicates, or partnerships of all kinds for the purpose of accepting and undertaking any property and liabilities of this Company, or for advancing directly or indirectly the objects thereof.
14. To acquire, purchase, takeover and/or amalgamate business of the Company with any other Companies/ Body Corporates/ any Creditors or Institutions or persons dealing with the Company which under existing circumstances, from time to time, may conveniently or advantageously be combined with the business of the Company, to amalgamate with companies whose business are so acquired, purchased or taken over and/or to enter into agreement with the object of acquisition of such undertakings and/or business.
15. To sell, lease out and in any way or other manner deal with or dispose of the undertaking or property of the Company, or any part thereof, for such considerations as the Company may think fit, and in particular for shares, debentures and other securities of any other company having objects altogether or in part similar to those of the Company.
16. To pay all costs 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.

17. To sell, dispose of, or transfer the business, property and undertakings of the Company, or any part thereof, for any consideration which the Company may deem fit to accept.
18. To enter into partnership or into any arrangement for sharing profits, amalgamation, union of interest, co-operation or otherwise with any person/persons or company carrying on, or about to carry on or engaged in any business undertakings or transaction which the Company is authorised to carry on and to lend money to guarantee the contract s or otherwise assist any such person, firm or company, and to place, take or otherwise acquire and hold shares in any such company.
19. To establish and support or aid in or otherwise contribute to the establishment and support of associations, institutions, provident and other conveniences calculated to benefit employees or the ex-employees of the Company or its predecessors in business or the dependents of such persons and to grant pensions and allowances to make payment towards insurance.
20. To take necessary actions for training the directors, officers and employees of the Company and to provide for the welfare of the directors, officers, employees and ex-directors, ex-officers, and ex-employees of the Company and the wives, widows and families of such persons, by building or contributing to the building or house, dwelling or chawls by grants of money, pensions, allowances, bonus or other payments or by creating and from time to time subscribing or contributing to provident or other associations, institutions, funds or trusts and by providing or subscribing or contributing towards places of instructions and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit,
21. To donate, contribute, subscribe, promote, support, aid or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institution, funds and objects which shall have any moral or other claim to support by the Company either by reason of locality of operation or of public and general utility or otherwise.
22. To assume such social responsibilities and obligations as may from time to time be decided depending upon the ideologies and social values prevalent at that time and to assist the Government in achieving its various socio-economic goals in any manner as may from time to time be decided.
23. To undertake and carry on and engage in executing all kinds of financial, commercial, trading, hiring, purchasing, selling, importing, exporting and other operations in connection with the above objects, either alone or in conjunction with any other business-house doing similar business, on its own or on a commission basis
24. To create any reserve fund, sinking fund, insurance fund or any other special funds whether for depreciation, repairing, improving, research, extending or maintaining

any of the properties of the Company conducive to the interests of the Company.

25. To institute and 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 need be to contest any awards and for all such purpose to engage or retain counsels, attorneys and agents and when necessary to remove them.
26. To do all or any of the above things, either as principals, agents, trustees, contractors or otherwise and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise in connection with the business of the Company.
27. To comply with the laws applicable to the company in the due course of pursuing the main objects.
28. To send out employees to foreign countries, its directors, employees or any other persons for investing possibilities of any business or trade or for procuring and buying any machinery or establishing a trade connection or in promoting the interest if the Company and to pay all expenses incurred in this connection.
29. To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein before set forth either alone or in association with other corporate bodies, firms, or individuals and to do every act or acts, things or things incidental or appurtenant to or growing out of connected with the aforesaid business or powers or any part or parts thereof, provided the same be not inconsistent with the laws of the Union of India.
30. To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

IV. The Liability of the member of the Company is Limited to the extent of shares held by them.

V. The Authorised Share Capital of the Company is Rs.20,00,00,000/- (Rupees Twenty Crores Only) divided into 1,60,00,000 (One Crore Sixty Lakhs Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each and 40,00,000 (Forty Lakhs Only) Preferred shares of Rs 10/- (Rupees Ten Only) each with the rights, privileges and conditions attached thereto as are provided by the regulations of the Company for the time being with power to increase and reduce the capital of the Company and divide the share in the capital for the time being into several classes and to attach thereto respectively such preferential qualified, or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company and subject to the provisions of the Statute.

VI. We, the several persons whose names and addresses are subscribed hereto are desires of being formed into a Company in pursuance to 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	Signature, Name, Address, Description and Occupation of Subscribers	No. of Equity Shares taken by each subscriber	Names, Address, Description, Occupation and Signature of witness
1	<p>Sd/-</p> <p>ELLA COVARDHAN</p> <p>S/o ELLA VEERASWAMY NAIDU</p> <p>404. Vamsi Towers, 8-3-222/1/12, Madura Nagar, Hyderabad-500 018.</p> <p>Occ: Contulting Engineer</p>	100	<p>D. Chennakesavulu Naidu</p> <p>s/o Spraswamy Naidu</p> <p>Chartered Accountant</p> <p>115-B, Krishna Appartments</p> <p>Yellareddyguda, Hyderabad-</p>
2	<p>Sd/-</p> <p>ELLA RAJITHA</p> <p>Do. ELLA GOVARDHANI 404, Vansi Towers, 8-3-222/1/12, Madura Nagar, Hyderabad-500 038.</p> <p>Occ: Student</p>	100	
3	<p>Sd/-</p> <p>ELLA SATYAVATHI W/o. ELLA GOVARDHAN</p> <p>404, Vamsi Towers, 8-3-222/1/12, Madura Nagar, Hyderabad - 500 038.</p>	100	

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	Occ: House Wife		
4	<p>Sd/-</p> <p>Mrs. B. KRISHNA KUMARI</p> <p>W/o B.D.Naidu</p> <p>206, Prasanth Towers, F-Block,</p> <p>Madura Nagar, Hyderabad - 500</p> <p>038 Occ: House wife</p>	100	
5	<p>Sd/-</p> <p>B.D. NAIDU</p> <p>S/o. B. VENKATA NAIDU 115-B,</p> <p>Krishna Apartments,</p> <p>Yellareddyguda, Hyderabad-500</p> <p>073 Occ: Chartered Accountant</p>	100	
6	<p>Sd/-</p> <p>C. NAGARJUNA RAO</p> <p>S/o C. SIDDAMA RAO</p> <p>115-B, Kirhsna Apartments,</p> <p>Yellareddyguda, Hyderabad-500</p> <p>073.</p> <p>Occ: Service</p>	100	
7	<p>Sd/-</p> <p>Mrs. PUSHPA</p> <p>W/o. D.C. NAIDU</p> <p>Plot No: 41. P&amp;T Colony Candhi</p> <p>Nagar, Hyderabad-500 080</p>	100	

