

**MEMORANDUM OF ASSOCIATION  
AND  
ARTICLE OF ASSOCIATION  
OF  
ANTHEM BIOSCIENCES LIMITED**

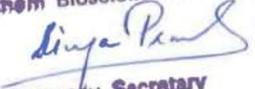
**THE COMPANIES ACT, 2013**  
**COMPANY LIMITED BY SHARES**  
*(Company incorporated under the Companies Act, 1956)*

**MEMORANDUM OF ASSOCIATION**  
OF  
**ANTHEM BIOSCIENCES LIMITED**

- I. The name of the Company is <sup>5</sup>"**ANTHEM BIOSCIENCES LIMITED**".
- II. The Registered Office of the Company will be situated in the **State of Karnataka**.
- III. The objects for which the Company is established are:
  - A. **<sup>1</sup>THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED ON ITS INCORPORATION ARE:**
    1. To carry on the business of developing through collaborative research either independently or in tandem or in association with any other person or organization to meet the challenges of emerging technologies in the field of Bio Technology, Drug discovery, Pharmaceuticals, Bio- Pharmaceuticals, Specialty chemicals, Agricultural chemical and material sciences
    2. To carry on all or any of the businesses of research & development, manufacturing that shall include but shall not be limited to importing, exporting, selling, distributing, and dealing of probiotics, enzymes, fatty acids, natural product extracts, animal extracts, Biotechnology products, healthcare products, pharmaceuticals, biopharmaceuticals, active pharmaceutical ingredients, intermediates, cosmeceuticals, nutraceuticals, dietary supplements, medicinal products, herbal or Ayurveda products and custom synthesis products including synthetic and nature identical products.
    3. To carry out businesses as technical and commercial consultants, collaborators, processors, distributors, technology developers, technology transferors and to establish laboratory research, training programmes, experiments, tests in all fields of research including Drug discovery, Bio technology products, Health care

<sup>5</sup> Amended and approved in the Extra-Ordinary General Meeting held on 18<sup>th</sup> October, 2024

<sup>1</sup> Amended pursuant to merger order CP No.3 (Karnataka) / CP No.8/2017/RD (SER)/Sec.233 dated 30.11.2017 & approved at the Board Meeting held on 19th February, 2018.

For Anthem Biosciences Pvt. Ltd.  
  
Company Secretary



products, pharmaceuticals, nutraceuticals, medical products, Herbal or Ayurveda products.

**B. THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF MAIN OBJECTS ARE:**

1. To promote, carry out, maintain and develop, trade of all kinds, and trade, commercial and financial relations of every kind and description in all matters connected with the objects of the Company.
2. To enter into agreement and contracts with Indian or foreign individuals, Companies or other organizations/persons for technical, financial or any other assistance to carry out all or any of the objects of the Company.
3. To establish and maintain agencies and other trade channels in India or any part of the world for the conduct of business of the Company and for the sale of any material or thing for the time being at the disposal of the Company.
4. To advertise and adopt means of making known the activities of the Company or any articles of goods traded or dealt in by the Company in any way as may be expedient, including the posting of Bills in relation there to and to issue of circular, books pamphlets and price lists and the conducting of competitions, exhibitions and the giving of prizes, rewards and donations.
5. To apply for purchase or otherwise acquire and to protect, prolong and renew trade marks, trade names, designs, secret process, patent rights, licenses, protections and concessions which may appear likely to be advantageous or useful to the Company, and to spend money in experimenting and testing and improving or seeking to improving patents, inventions or rights which the Company may acquire or propose to acquire or develop.
6. To enter into partnership or into any agreements for sharing profits, union of interest, co- operation, joint venture, reciprocal concession or otherwise, with any person firm or Company carrying on or engaged in, or about to carry on or engage in any business or transaction which this Company is authorised to carry on or engage in or any allied business or undertaking or transaction which may seem capable of being carried on or conducted so as to directly benefit the Company and to lend money, guarantee the contracts of or otherwise assist any Person, firm or Company and to sell,



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hold, reissue with or without guarantee or otherwise deal with such shares and securities.

7. To enter into any arrangement with the Government or State Authority Municipal, local or otherwise that may seem conducive to the Company's main objects or any of them and obtain from any such Government or State Authority, any rights, privileges and concessions which may seem conducive to the Company's objects or any of them.
8. To be interested to promote and undertake the formation and establishment of such institutions, business pools, combines, syndicates, industrial, training or manufacturing as may be considered to be conducive to the interest of the Company, and acquire, promote or subsidise any other industry or undertaking and to carry on any other allied business (industrial, training, manufacturing or other) which may seem to the Company capable being conveniently carried on in connection with any of the main objects of the Company or otherwise calculated directly or indirectly to render any of the Company's properties or rights for the time being profitable.
9. To purchase otherwise acquire and undertake the whole or any part of the business property, rights and liabilities of any person firm or Company carrying on any business, which this Company is authorised to carry on and to purchase, acquire, apply for, hold, sell and deal in shares, stocks, Company and to conduct, make or carry into effect any arrangements in regards to the winding up of the business of any such person, firm or Company.
10. To conduct acquire, establish, prove, maintain and administrate factories, estates, buildings, sheds, pumping installations, generating installations, pipes lines, garages, stores and accommodation of all description in connection with the business of the Company.
11. To build, lease or otherwise acquire lands, buildings, and other immovable property and to sell, lease, mortgage or hypothecate or otherwise dispose of all or any of the property and assets of the Company on such terms and conditions, as the Company may think fit.
12. To amalgamate with any Company or Companies having objects altogether or in part similar to those of the Company.



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13. To pay all the cost, charges and expenditure of and incidental to the promotion and formation, registration and establishment of the Company and issue of its capital including commission, brokers fee and charges in connection therewith, including costs, expenses of negotiations and contracts and arrangements made prior to and in anticipation of the formation and incorporation of the Company.
14. To remunerate or make donations to (by cash or other assets, or by the allotment of fully or partly paid up shares or by a call or option on shares, debentures, debenture stock or securities of this or any other Company, of in any other manner) whether out of the Company's capital, profits or otherwise to any person, firm, or Company for services rendered or to be rendered in introducing any property or business of the Company or placing or assisting to place or guaranteeing the subscription any shares, debenture-stock or other securities of the Company or for any other reason which the Company may think proper subject to the provisions of the Companies Act, 2013.
15. To undertake and execute any trusts, the undertaking whereof may be desirable either gratuitously.
16. To draw, make, issue, accept and to endorse, discount and negotiate promissory notes, hundies, bills of exchange, bills of lading, delivery order, warehouse – keepers certificates and other negotiable commercial or mercantile instruments connected with the business of the Company.
17. To open accounts with any individuals, firms or Company or with any bank or banks or financial institutions and to pay into and to withdraw monies from such accounts.
18. To lend or deposit monies, belonging to, or entrusted to at the disposal of the Company to such person or Company and in particular to customers and others having dealings with the Company with or without security, upon terms as may be thought proper and to guarantee the performance of contracts by such person or Company, but not to do the business of banking as defined in the Banking Regulations Act, 1949.
19. To make advances upon or for the purchase of materials, goods, machinery stores and other articles required for the purposes of the Company.
20. To borrow or raise money without securities or to receive money or deposits at interest or otherwise, in such manner as the Company may



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think fit and in particular by, the issue of debenture or debenture stock, perpetual or otherwise including debenture-stock convertible in to shares of this or any other Company, and in security of any such money so borrowed, raised or received, to mortgage, pledge, or charge to the whole or any part of the property assets or revenue of the Company, present future or payoff all such securities, subject to the provisions of Section 73 & 74 and other applicable Sections, if any, of the Companies Act, 2013

21. To sell, mortgage, assign or lease and in any other manner deal with or dispose of the undertakings of or property of the Company or any part, thereof, whether movable or immovable for such consideration as the Company may think fit and in particular for shares, debentures or other securities of any other Company having objects altogether or in part similar to those of this Company.
22. To provide for the welfare of the employees or ex-employees of the Company and the wives, windows, families or dependents or connections of such person by building or contributing to the building of house, dwelling or by grant of money pension, gratuity bonus, payment towards insurance or other payments or by creating from time to time, subscribing or contributing or adding or supporting provident funds or trust contributing or adding or supporting provident funds or trust or conveniences and by providing or subscribing or contributing towards places or instruction or recreation hospitals, dispensaries, medical and other attendance and other assistance as the Company may think fit.
23. Subject to the provisions of the Companies Act, 2013 to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religions, scientific national, political parties or other institutions or for any public, general or useful objects.
24. To distribute the properties of the Company amongst the members in specie or in kind consequent upon the winding-up of the Company.
25. To make experiments in connection with any business of the Company and to project any invention of the Company by letters, patents or otherwise.
26. To purchase or otherwise acquire, build, erect, maintain, reconstruct and adopt any building, offices, workshops, showrooms, warehouse, factories, mills, plants, machinery, accessories and other things found necessary or convenient for the purpose of the Company, and also to extend the business of the Company by adding to, altering, enlarging, or pulling down, removing



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or replacing, all or any of the building, mill, premises and machinery, for the time being the property of the Company, or all or any of the lands, being the property or in possession of the Company, be expending from time to time such sum of money as may be necessary or expedite for the purpose of improving, adding to, altering repairing and maintaining, the building, machinery and properties for the time being of the Company.

27. Subject to the provisions of the Companies Act, 2013, to invest, apply for acquire or otherwise employ moneys belonging to or at the disposal of the Company upon securities and shares with or without security; upon such terms as may be thought proper and from time to time vary such transactions in such manner as the Company may think fit.
28. With a view to promote and advance the business of the Company to establish, provide maintain and conduct or otherwise subsidize, research laboratories and experimental workshops for technical research and experiments and to undertake and carry on scientific and technical research, experiments and tests of all kinds.
29. To gift monies or other property of the Company or to grant pensions and any other payment to the employee or ex-employees of the Company including Directors and the dependents or relations of such persons, and to establish and support any schools or institutions calculated to benefit not only the employees and the dependents and relations of such persons the public generally.
30. To apply for, promote and obtain under any act of legislature or other authority for enabling the Company to carry on any of its objects into effect or for any other purpose, which may seem expedient to oppose any proceedings or applications, which may seem calculated directly or indirectly to prejudice the Companies interest.
31. To canvas supporters and patrons to the Company to carry out its business effectively.
32. <sup>2</sup>To establish and run any call centers, back end operations set up, process outsourcing centers for all or any of the activities mentioned above, being carried in India or abroad.

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<sup>2</sup> Amended & approved at the Extra-ordinary General Meeting held on 10th April, 2015.



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33. To establish a web portal to facilitate information dissemination, online purchase, sale, lease rent or deal in any other manner in any real estate in India or abroad.
34. To carry on the business of representing / liaison with owners, operators of with any holiday resorts, time share holidays, hotels, hostels and other accommodation in India or abroad.
35. To carry on the business of Advisers, Managers, consultants in real estates matters in India or abroad.
36. To carry on all or any of the business of fabricators, processors, contractors, consultants, advisers, importers, exporters, mercantile agents, stockists, consignors, consignees, dealers, distributors, buyers, sellers, lessors, lessees, carriers, transporters, clearing and forwarding, mining and general merchandise of goods and merchandise of all kinds and description.

IV. The Liability of the members is limited.

V. <sup>3</sup> & <sup>4</sup>The Authorised Share Capital of the Company is Rs.125,00,00,000/- (Rupees one hundred and twenty five crore only) consisting of (i) Rs. 120,00,00,000 (Rupees hundred and twenty crore), divided into 60,00,00,000 (Sixty Crore) equity shares of Rs.2/- (Rupees two) each; and (ii) Rs. 5,00,00,000 (Rupees five crore) divided into 50,00,000 (fifty lakh) preference shares of Rs.10/- (Rupees ten) each.

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<sup>3</sup> Amended pursuant to merger order CP No.3 (Karnataka) / CP No.8/2017/RD(SER)/Sec. 233 dated 30.11.2017 & approved at the Board Meeting held on 19<sup>th</sup> February, 2018.

<sup>4</sup> Amended & Approved at the Annual General Meeting held on 28<sup>th</sup> September, 2022



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VI. We, the several persons, whose names and addresses are 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.

Sl. No.	Names, Addresses, Description and Occupations of the Subscribers	No. of Equity Shares taken by each Subscriber	Signature of the Subscribers	Signature, Name Address, Description and Occupation of the Witness
1.	<b>AJAY BHARDWAJ</b> S/o. Prem Chand Bhardwaj 717, 16th Main, 3rd Block, Koramangala, BANGALORE - 560 034. Occupation: <b>Business</b>	99,998 (Nienty Nine Thousand Nine Hundred and Ninety-Eight only)	Sd/-	Sd/- Y.V.S. VINOD Suite 002, Farah Greens # 10, Eagles Street, Langford Town, BANGALORE - 560 025. Occupation : <b>CHARTERED ACCOUNTANT</b>
2.	<b>BHARATHI VINOD</b> W/o. Y. V. S. Vinod No. 15, 10th Main, BSK 2nd Stage, BANGALORE - 560 070. Occupation: <b>Business</b>	1 (One only)	Sd/-	
3.	<b>SHOBHITHA YELURI</b> D/o. Y. V. S. Vinod No. 15, 10th Main, BSK 2nd Stage, BANGALORE - 560 070. Occupation : <b>Business</b>	1 (One only)	Sd/-	
	<b>TOTAL</b>	<b>1,00,000</b> (One Lakh only)		

Signed on 8th day of June 2006 at Bangalore.

For Anthem Biosciences Pvt. Ltd.

*Dinpa Patel*  
Company Secretary



*Dinpa Patel*