

THE COMPANIES ACT, 1956
(A COMPANY LIMITED BY SHARES)
MEMORANDUM OF ASSOCIATION
OF

Biofil Chemicals & Pharmaceuticals Limited

- I. The name of the Company is BIOFIL CHEMICALS & PHARMACEUTICALS LIMITED.
- II. The Registered office of the Company will be situated in the State of Madhya Pradesh.
- III. The objects for which the Company is established are as under :
 - (A) THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION :
 1. To carry on at such places in India or elsewhere the business of manufacturing, producing, preparing, buying, selling, exporting, importing and dealing in basic chemicals, dyes, drugs, pharmaceutical and allied products.
 - (B) OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS :
 2. To manufacture and deal in all materials and substances used in the manufacture production or treatment of basic chemicals, dyes and pharmaceutical products and other substances, articles and things the manufacture of which the Company is authorised to undertake and turn to account, render marketable and deal in any of the by-products of the manufacturing processes and its derivatives which the Company may undertake.
 3. To buy, sell, import, export, process or otherwise treat and also deal in and manufacture any other article connected with the products of the Company.
 4. To plant, cultivate, produce, raise, manufacture, purchase or sell, transport, import, export or otherwise handle or deal in plants from which photo-chemicals as well as other chemicals used for medicinal purposes are derived, or as may be proper or necessary in connection with the above objects or any of them, and to carry on business as owners, lessees, managers or planters of plantations and farms, grasses, and other products, and as transporter of such materials.

5. To own, work erect, install, maintain, equip, repair, alter, add to or otherwise handle or deal in plants or any other factories for processing, mixing medicines or any allied product of any description and for manufacturing other medicinal products and other articles as may be required in the process or may be derived from the by products of the process.
6. To invest and deal with any of the spare monies of the Company in or upon shares, stocks, bonds, debentures, obligations or other securities of any company or association or in Government Securities or in deposit with banks otherwise in such manner as the Board of Directors of this Company may think fit and from time to time to vary, transfer and realise such investments, to lend monies to such persons or firms or company and on such terms as may seem expedient and in particular to customers and others having dealings with this Company and to guarantee the performance of contracts by any such person, firm or company and to give all kinds of sureties.
7. To acquire by purchase, contract, concession, licences, lease or otherwise, any land, buildings, factories, workshops, godowns for construction, sale and for manufacturing purpose or any other purpose.
8. Generally to purchase, take on lease, in exchange, hire or otherwise acquire any immovable or movable property and any rights or privileges which the Company may think necessary or convenient with reference to any of these objects and capable of being profitably dealt with in connection with any of the Company's property or right for the time being.
9. To pay all or any costs, charges and expenses, preliminary and incidental, to the promotion, formation and registration of the Company and to pay the salary, wages and other expenses for the establishment of the Company and to remunerate any person, which the Directors may deem fit.
10. To apply for purchase or otherwise acquire any patents, brevets d'invention, licences, concessions and the like conferring any exclusive or non-exclusive or limited right to use any secret or other information as to any invention which may seem capable of being used for any of the purposes of this Company or the acquisition of which may seem calculated directly or indirectly to benefit this Company and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property, rights or information so acquired and/or to employ experts to investigate and examine into the conditions, prospects, value, charter and circumstances of any business concern and undertaking and generally of any assets, property or rights.
11. To sell, grant licences, easements and other rights over and in any other manner, deal or dispose off undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other company.

12. To acquire any business whether manufacturing or otherwise which may seem to this Company capable of being conveniently taken on in connection with any business of this Company or calculated directly or indirectly to enhance the value of or render profitable any of the Company's commodities, properties or right for the time being.
13. To acquire or take over any business or undertaking carried on, upon, or in connection with any land or building which this Company may desire to acquire or become interested in and the whole or any of the assets, goodwill or liabilities of such business or undertaking and to carry on the same or dispose of or remove or put an end thereto or otherwise deal with the same as may seem expedient.
14. To adopt such means of making known the business of this Company as may seem expedient and in particular by advertising in the press, by circular, by purchase and exhibition of work of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations.
15. To establish and support or aid in the establishment and support of associations, institutions funds, trusts and conveniences calculated to benefit employees or ex-employees of this Company or its predecessors in business, or the dependant or connections of such persons and to grant pensions and allowances and to make payment towards insurances and to make payment towards insurance aid, to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful objects.
16. To enter into partnership or into any arrangement for sharing profits or losses or for any union of interest, joint adventures, reciprocal concession or co-operation with any person or persons or company or companies carrying on, engaged in, or about to carry on, or engage in or being authorised to carry on or engage in any business or transactions which this Company is authorised to carry on or engage in any business or transaction capable of being conducted so as directly or indirectly to benefit this Company.
17. To promote and form and be interested in and take hold, and dispose off shares in any other company having objects similar altogether or in parts to those of this Company and carry on any business capable of being conducted so as directly or indirectly to benefit this Company and to subsidise or assist any such company financially or otherwise by issuing or subscribing for or guaranteeing the subscription and issue of the shares, stock, debentures debenture-stock or otherwise acquire, hold and dispose of shares, debentures and other securities of any such company.
18. To borrow or raise or secure the payment of money in such manner as this Company shall think fit and in particular by mortgage or by the issue of debenture stock, perpetual or otherwise charged upon all or any of the Company's property (both present or future) including its uncalled capital and to purchase, redeem and pay off any such securities and to accept deposits. The Company, however, shall not carry on the business of Banking as defined in the Banking Regulation Act, 1949.

19. To place to reserve or distribute as bonus shares among the members any monies, properties of this Company or otherwise to apply as this Company may from time to time think fit, any monies received in respect of forfeited shares or monies arising from sale by this Company of forfeited shares.
20. To sell, improve, manage develop, dispose of mortgage, exchange, lease or transfer the business, property and undertaking of this Company or any part thereof for any consideration which this Company may deem fit to accept and in particular for shares fully or partly paid up debenture-stock, bonds or securities of any other company and/or to promote any company or companies for the purpose of acquiring all or any of the properties, rights and liabilities of this Company and for any purpose which may seem directly or indirectly calculated to benefit this Company.
21. To amalgamate with any other Company having objects altogether or in parts similar to those of this Company.
22. Subject to the provisions of the Act, to distribute any of the property of this Company in specie among the members to the event of winding up.
23. To enter into any arrangement with the Government or authorities Supreme, Municipal, Port, Trust, District, Local Boards, Civil and Military authorities or otherwise that may seem conducive to the Company's objects or any of them or to obtain from any such Government or authorities any rights, privileges and concessions which the Company may think it desirable to obtain and to carry out, exercise, comply with any such arrangements, rights, privileges and concessions.
24. To purchase or otherwise acquire and undertake the whole or any part of the business, property and liabilities of any person, corporation or companies for carrying on any business which this Company is authorised to carry on or possessed of property suitable for the purpose of this Company.
25. To remunerate Directors, staff and employees of the Company and others, out of or in proportion to the return of profits of the Company as the Company may deem fit.
26. To draw, make accept, discount, negotiate, execute and issue Bills of Exchange, Promissory, Notes, Government Promissory Notes and securities of all kinds and description, Bills of Lading, warrants, Debentures and other negotiable or transferable instruments and securities.
27. To do all or any of the above things in any part of the world as principals, contractors, sub-contractors, trustees or otherwise and by and through trustees, agents or otherwise and either alone or in conjunction with others and to do all such things as are incidental or conducive to the attainment of the above objects, or any of them.
28. To purchase, take on lease or tenancy or in exchange, hire, take options over or otherwise acquire for any estate or interest what so ever and to hold, develop, work, cultivate, deal with and turn to account concessions, grants, decrees, licences, privileges, claims, options, leases,

property, real or personal or personal or rights or powers of any kind which may appear to be necessary or convenient for any business of the Company.

29. To expend money in experimenting on and testing and improving or seeking to improve any patents, rights, inventions, discoveries, processes or information of the Company or which the Company may acquire or propose to acquire.

(C) OTHER OBJECTS :

30. To carry on the business of manufacturing, producing, exporting, importing, purchasing and selling, dealing, and indenting machineries, plants, accessories and spare parts, hardware tools, Casting of metals and alloys, bearings, abrasives electrical accessories, clocks, domestic appliances, machinery, surgical instruments, cutlery, hospitalware and surgical instruments, all metals, plastic, bakelite, glass and articles made therefrom and allied products of the above.
31. To carry on business as manufacturers and makers of and dealers in metal, wood, enamel, aluminium, alloys and other products, substances, articles and things of every description and kind and to carry on and conduct workshop and foundaries of iron, brass and other metals, wood and any other substances and to buy, sell manipulate and deal, both wholesale and retail in products commodities, goods, articles and things of all kinds whatsoever.
32. To carry on business as commission agents, selling agents, and factors, upon del credere commission or otherwise dispose of, hold, own, produce, export and deal in either as principal or as agent, upon commission or otherwise all kinds of proprietary articles and personal property whatsoever without limit as to the amount and to make enter into all kinds of contracts, agreements and obligations by or with any person, firm or company for purchasing and dealing in all proprietary articles or personal property of any kind or nature whatsoever and generally to perform and carry out any and all acts as representatives in the local and foreign newspaper for advertisement, subscription and to act as canvassers, correspondents for such local and foreign newspapers and to remunerate by way of commission or otherwise in that behalf.
33. To carry on business of financiers and merchants and to undertake and carry on and execute all kinds of financial, commercial, trading and other operations.
34. To undertake and execute any contract involving supply, applications or use of any materials, metals, machinery, plant, chemicals, chemical products or processes and to carry out ancillary and other works comprised in such contract.
35. To act as agents or representatives of companies, corporations, firms and individuals and to transact and carry on all kinds of agency business.

IV. The liability of the members is limited.

v. The Authorised Share Capital of the Company is Rs. 20,00,00,000 (Rupees Twenty Crores) divided into 20,00,000 (Twenty Lacs) equity shares of Rs. 10/- (Rupees Ten) each and with power to increase or reduce the capital of the Company, and to divide the capital into preferential, deferred, guaranteed, qualified or special rights, privileges and conditions as may be determined by or in accordance with the Articles of Association of the Company any vary, modify or abrogate any such rights, privileges and conditions in such manner or by law.

We, the several persons, whose names and addresses are hereunder subscribed 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 :

Names and signature of Subscribers	Addresses and description of Subscribers	No. of shares taken by each Subscriber	Witness
1. RAMESH SHAH S/o. Sanalal Shah	115/c, Pologround Industrial Estate Indore-3	One (1)	Witness to the three Signatures
2. KISHANCHAND S/o Tejumal Karamchandani	M-153, Khatiwala Tank Indore.	One (1)	S.C. Manocha 43, Industrial Estate, Indore
3. RAVI MOTWANI S/o. Dr. Dass Motwani	D/80, Shopping complex, A.B. Road, Indore.	One (1)	

Dated this 27th day of December 1984