

**MEMORANDUM OF ASSOCIATION
OF
SHILPA MEDICARE LIMITED.**

(Company Limited by Shares-Registered under The Companies Act, 1956)

- I. The name of the Company is SHILPA MEDICARE 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) THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION: -
 1. To carry on in India or elsewhere the industry, trade or business of manufacturers, Traders, Dealers, Agents, Suppliers, Licensors, Licensees, Loan Licenses, Importers, Exporters, Consultants, Discoverers, Inventors, and Producers of Drugs, Bulk Drugs, Pharmaceuticals, Pharmaceutical Formulations, Alcohol, Blended Laboratory Preparations, and general medicinal preparation and or their by-products and packing and re-packings of the above.
 - 2 To carry on the business of formulating, developing, improving, designing, marketing, selling franchising, exporting and licensing software and program products of any and all description.
 - 3 To provide assistance and service related to the preparation and maintenance of accounting, statistical, scientific or mathematical information and reports, data processing, programming, collecting, storing, processing and transmitting information and data of every kind and description, systems analysis and machine services for solving or aiding commercial, industrial scientific and research problems and for all other related business.
 4. To establish, set-up, organise maintain, support, assist and/or conduct training classes, and other educational institutions, to organise educational programmes, lectures, Seminars, symposium on subjects and in respect of operating computers, computer programming, computer training, computer manufacturing, computer technology, development of hardware and software, state of art of computer technology and to award degrees, diplomas and certificates to trainees, students and other persons and to establish, promote, organise, support and maintain clubs and associations of students and trainees for further advancing of their knowledge and experience in all or any of the above subjects and topics.
 5. To carry on business of manufacture, purchase, sell or otherwise transfer, lease, import, export hire, license, use, dispose of, operate, fabricate, construct, distribute, assemble, design, charter, acquire, market, recondition, work upon or other wise, generally deal in any electronic, electrical product, machine, apparatus, appliance, custom products relating to software, merchandise systems, software procedures, peripheral products, computers tabulators, data processing machines and systems and components thereof, electrical calculators, electric and Electro-mechanical accounting systems, terminal products and systems, machines for registering, data preparation, recording, perforating, tabulating, sorting, printing, typewriting products which possess an internal intelligence for recognising and correlating any type of data or information to be processed, recognition and memory systems.
 6. To render technical assistance and services including maintenance in connection with the use, purchase, sale, import, export, lease or distribution, license, design, manufacture or

any machines, apparatus, appliance, system, component, electronic products and systems and program products.”

7. To carry on the business of manufacturing, generating, supplying, buying and selling of Hydel, Thermal, Co-generation, Bio-generation, Solar Energy, Wind Energy and such other conventional and/or non conventional energy and for this purpose construct, laydown, establish, fix and carryout all necessary Power station, cables, wires, lines, accumulators lamps and generally supply electricity of all kinds.

(B) THE OBJECTS INCIDENTAL TO THE ATTAINMENT OF THE MAIN OBJECTS

1. To establish agencies, branches and appoint and/or act as agents, representatives any where for production, manufacture, processing preservations, Transportations, Sale, Purchase, Exchange or distribution of the products, materials or things at the disposal of the company for the sale or otherwise and to regulate and discontinue the same or any or some of the objects of the company
2. To Purchase or otherwise acquire any rights, copyright, patents, inventions, licenses, concession and the like conferring any conclusive or limited right or users.
3. To invest any real or personal property, rights or interest 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.
4. To take, or otherwise acquire, and hold shares, of any other company having objects altogether or in part similar to those of the company, or carrying on any business capable of being conducted so as directly or indirectly to benefit the company.
5. To Invest and deal with the moneys of the Company not immediately required in any manner.
6. To lend money to such persons or companies and on such terms as may seem expedient and in particular to customers and others having dealing with the company and to guarantee the performance of any contract by any such persons or companies.
7. To receive money on deposit or loan and borrow or raise money in such manner as the company shall think fit, and in particular by the issue of debentures, or debenture stock and to secure the repayment of any money borrowed, raised or owing by mortgage charge or lien upon all or any of the property or assets of the company including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company or any other person or company of any obligation undertaken by the company of any other person or company as the case may be, subjects to the provisions of Sec. 58A and directives of Reserve Bank of India issued from time to time.
8. To draw, made, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments, subject to the Banking Regulation Act, 1949.
9. To enter into any arrangements with any government or authorities, supreme, municipal, local or otherwise, or any person or company that may seem conducive of the objects of the company or any of them, and obtain from any such government, authority, person or company any rights, privileges, charters, contracts, licence and concessions which the company may think as desirable to obtain and to carry out, exercise and comply therewith.

10. To pay for any rights or property acquired by the company, and to remunerate any person or company whether by cash payment or by the allotment, of shares, debentures or other securities of the Company credited as paid up in full or in part or otherwise.
11. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or super annuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment of service of the company, or of any company which is a subsidiary of the company or is allied to or associated with the company or with any such subsidiary company, or who are or were at any time Directors or Officers of the company or of any such other company as aforesaid and the wives, widows families and dependants of any such persons, and also establish and subsidise and subscribe to any institutions, associations, clubs or funds calculated to be for the benefits of or to advance the interest and well being of the company or of any such other company as aforesaid, and make payment to or towards the insurance of any such persons as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any other company.
12. To promote any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the company or any other purpose which may seem directly or indirectly calculated to benefit the company.
13. To sell, dispose of the undertaking 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 having objects altogether or in part similar to those of the company.
14. To distribute among the members in species any property of the Company, or any proceeds of sale or disposal of any property of the company, subject to the provisions of the companies Act in the event of winding up.
15. To act as agents or brokers and as trustees for any person or company and to undertake and perform sub-contracts and to do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or jointly with others and either by or through agents, sub-contractors, trustees or otherwise.

(C) THE OTHER OBJECTS NOT INCLUDED IN (A) & (B) ABOVE:

1. To purchase, sell, Import, Export, Comb, prepare, dye, finish and deal in cloth of all kinds and cotton, wool silk, nylon, terylene, flex, hemp, jute and any other fibrous substances.
2. To Purchase, manufacture, produce, refine, mine or otherwise acquire, invest in, own, hold, use lease, mortgage, pledge sell, assign, transfer or otherwise dispose of, trade, deal in and deal with any and all kinds of chemicals and source materials, ingredients, mixtures, derivatives, and compounds thereof and any and all kinds of products of which any of the foreign constitutes in ingredient or in the production of which any of the foregoing is used, including but not limited the medicines, pharmaceuticals, bulk drugs, fertilizers and industrial chemicals of all kinds.
3. To Purchase, manufacture, construct, erect, fabricate, build, press, stamp, draw, spin, finish equip, repair, utilize, procure, refind, mine or otherwise acquire, invest in own hold use, lease mortgage, pledge, sell assign, transfer or otherwise dispose of trade, deal in and with any and all kinds of metals and source materials ingredients, mixtures, derivatives and compounds thereof and any and all kinds of products of which any of the foregoing constitutes an ingredient or in the production of which any of the foregoing is used, including but not limited to mechanical and electrical machinery, apparatus, equipment, implements, devices, fixture, supplies and accessories and castings and forgings.

4. To carry on develop and turn to account or any of the business of advertising agents, brokers, consultants, specialists and contractors in all their branches and / or to purchase, hire or by other ways and means acquire bill posting space, advertising space, hoardings and to exhibit hereon by means of electrical signs pictorials, skysings, hydrogen balloons, illuminated signs flashers whether moving, progressive, stationery or otherwise flashing and/or carry on the business as cinematographers, makers or advertising and publicity films, model supplier, radio advertising agents and to sublet, sell, lease or otherwise dispose of any rights or privileges so acquired.
5. To carry on the business of iron foundries, civil and mechanical engineers, consulting engineers, project engineer, technical consultants and manufacturers of agricultural, industrial and other machinery, and tool kits, machine tool-makers, brass foundries, metal workers, boiler-makers, makers of locomotive and engines of every description, mill-wrights, machinists, iron and steel converters, sinters, woodworkers, builders, painters, chemists, metallurgists, electrical engineers, water supply engineer, gas makers, framers, printers, carriers, and to buy, sell, design, specify, manufacture, fabricate, export, repair convert, alter, let on hire and deal in machinery implements plant, tools tackles, instruments, rolling stock and hardware of all kinds, general fittings, accessories and appliances of all descriptions made of metal, alloy, glass or any other material and any parts of such accessories or fittings and generally to carry on business as merchants, importers and exporters and to transact and carry on all kinds of agency business.
6. To carry on the business of warehousemen, removers, packers, hailleurs, transport, cartage and haulage contractors and agents storekeepers and general providers, carriers, custom agents forwarding, transport and commission agents, wharfingers, cargo superintendents and to receive valuable and goods and materials on deposit for safe custody and to lend or give guarantee on the security thereof.
7. To carry on business as tour and travel agents and general sales and travelling agents and contractors and to facilitate travelling, and to provide for tourists and Travellers and promote and organise tours and the provision of conveniences of all kinds in the way of through tickets, circular tickets, sleeping cars and berths, reserved places, hotels and lodging accommodation, guides, sale deposits, enquire bureaux, libraries, lavatories, reading rooms, baggage transport and otherwise.
8. To carry on business as financiers, capitalists, commercial agents, mortgage brokers, financial agents and advisers. The Company shall not do the business of Banking as defined in Banking Companies Act, 1949.
9. To carry on business as importers, exporters, buyers and sellers of and merchants and dealers in and manufacturers of merchandise, goods, materials, spare parts, accessories and equipments and machinery of all kinds.
10. To carry on the business of manufacture, processors designers, buyers sellers, exporters, importers, and / or otherwise, dealers in all kinds of card board packing, corrugated packing, pillow packing, plastic packing, polythene packing, gunny bags, containers, bottles, hollow wares, etc. Whether made of plastic or any man made fibre, leather or of other material including high and low density polythene pole propoline, plastic, P.V.C. chemical and other man made material, used in manufacture of card board packing, corrugated packing plastic packing, polythene packing, gunny bags, containers, bottles, hollow wares, etc., and to manufacture, process, buy, sell import, export, or otherwise deal in all or any of such products, the raw materials, stores , packing , materials, products, and allied commodities and to construct, erect establish factory or factories and/or workshops with suitable plants

engineers, machineries, tools, instruments, for manufacture of packing articles and materials used in the manufacture and treatment of packing articles and to adopt all processes of manufacture such as cutting, treating moulding, pasting, binding, shaping, fabricating, extruding or other chemical, mechanical, electrical or manual operation for making packing articles, and also take on hire, rent or acquire on hire purchase any plant, engines, machineries tools as referred to above from any person, Government, Central or State or, any Government department or undertaking.

11. To establish, maintain, run and control departmental stores, chain stores and shops for the purpose of dealing in all sorts of goods, merchandise and commodities requisite for personal or household use and consumption and to deal in all manufactured and other goods foodstuffs, materials and produce.

And it is hereby declared that:

- i) the object incidental or ancillary to the attainments of the main objects of the company as aforesaid shall also be incidental or ancillary to the attainment of the other objects of the Company herein mentioned;
 - ii) the word "Company" (Save when used with reference to this company) in this memorandum shall be deemed to include any partnership or other body or association of persons whether incorporated or not and wherever domiciled;
 - iii) the objects set forth in each of the several clauses of para III hereof shall have the widest possible constructions and shall extend to any part of the world;
 - iv) Subject to the provisions of The Companies Act, 1956 the objects set forth in any clause of sub-paragraph (C) above shall be independent and shall be in no way limited or restricted by reference to or inference from the terms of any of the clauses of sub-paragraph (A) or by the name of the company. None of the clauses in Sub-paragraph (C) or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in any of the clauses of Sub-paragraph (A).
- IV) The liability of the members is limited.
- V) ^{*} the Authorized Share Capital of the Company is Rs. 11,00,00,000/- (Rupees Eleven Crore Only) divided into 11,00,00,000 (Eleven Crore Only) Equity Shares of Re.1/- (Rupee One Only) each with the rights privileges and conditions attaching thereto as are provided by the articles of association of the Company for the time being. But the company shall have power to increase or reduce its capital; and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be permissible by law and as may be determined by or in accordance with the Articles of Association of the Company for the time being in force, and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be provided by the Articles of Association of the Company for the time being in force.

* Subject to approval of Members by way of Postal ballot (Notice issue date 23 June 2023)

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.	Name and Signature Of Subscribers	Addresses, Descriptions & Occupations of subscribers	No. of Equity Shares Taken by each subscriber
1	Premasukh Bhutada Sd/- S/o. Chaturbhuj Bhutada	Deponent Director BUSINESS Om Tyres, Umarameshwar Road, JAMAKHANDI NEW TYRES DEALER	10 (Ten)
2	Nathmal Tulsiram Innani Sd/- S/o. Tulsiram Innani	Plot No. 10, Shop No. 80 Rajendra Gunj, RAICHUR COTTON MERCHANTS	10 (Ten)
3	Omprakash Innani Sd/- S/o Tulsiram Innani	7-5-160, Jawaharnagar, RAICHUR CLOTH MERCHANTS	10 (Ten)
4	Kamal Kishore Innani Sd/- S/o. Tulsiram Innani	7-5-160, Jawaharnagar, RAICHUR COTTON MERCHANTS	10 (Ten)
5	Vishnukant Chaturbhuj Bhutada Sd/- S/o. Chaturbhuj Bhutada	Om Tyres, Umarameshwar Road, JAMAKHANDI NEW TYRES DEALER.	10 (Ten)

Witness (With address, description and occupation) to the above signatures.

Sd/-
Ramudu
S/o. Shivaram,
Accounts Officer,
No. 25, Rajendra Gunj,
RAICHUR.

Dated 6th day of November 1987.
At Bangalore.