

**THE COMPANIES ACT, 2013
(COMPANY LIMITED BY SHARES)
MEMORANDUM OF ASSOCIATION
OF
RODEC PHARMA LIMITED**

- I. The Name of the Company is **RODEC PHARMA LIMITED***
- II. The Registered Office of the Company will be situated in the **State of Uttar Pradesh.****
- 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 carry on the business as manufacturers, exporters, importers, buyers, sellers, stockists, suppliers, distributors, wholesalers and retail dealers, consignment and indenting agents in medicine of Ayurvedic, Unani, Homeopathic, Pharmaceuticals, Allopathic medicine all types of organic and inorganic chemicals, cosmetic, all kinds of medicine and medical preparations, all types of drugs and Basic, Drugs veterinary, fungicides, insecticides, pesticides and scents, toilet requisites, fats, sprays and biological products and preparations of all kinds, sundry apparatus and things capable of being used in connection with such products.
2. To carry on business of manufacturing, trading, packaging, importing, exporting, buying, selling, marketing, distributing, clearing & forwarding and dealing in drugs and pharmaceuticals, chemicals, reagents, colours, dyes, pigments, bulk drugs, raw materials.
3. To manufacture, produce, pack, repack, import, export, buy, sell and deal in soap and other restoratives specially those suitable or deemed to be suitable for infants, instruments, contraceptives, vaccines, proprietary medicines, veterinary medicines and tincture extracts.
4. To carry on the business of manufacturing, vialling, bottling, packing, repacking and processing of capsules, syrups, tablets, injectables, aerosols and ointments.
5. To act as distributors/agents/ marketing for any pharmaceutical and medicinal company in India or abroad.

** The name of the company was changed from "RODEC PHARMACEUTICALS PRIVATE LIMITED" to "RODEC PHARMA PRIVATE LIMITED" on 16th January, 2024.*

Thereafter, company has also been converted from "Private Limited" to a "Public Limited" on 19th June, 2024, and consequently the name of the company has also been changed from "RODEC PHARMA PRIVATE LIMITED" to "RODEC PHARMA LIMITED".

***The registered office of the company be shifted from "NCT OF DELHI" to "STATE OF UTTAR PRADESH" vide Special Resolution passed by the Members in the Extra Ordinary General Meeting held on 24th February, 2025, subject to the approval of Regional Director, Northern Region, Delhi.*

RODEC PHARMA LIMITED


Director

(B) Matters which are necessary for furtherance of the objects specified in clause III (a) are:-

1. To enter into partnership or into any arrangement for sharing profits, union of interest, joint venture, reciprocal concession or co-operation with persons or companies carrying on or engaged in the main business or transaction of this Company.
2. To import, buy, exchange, alter, improve and maintain all kinds of plants, machinery, apparatus, tools and things necessary of convenient for carrying on the main business of the Company.
3. To vest any movable or immovable property, rights or interests required by or received 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 purchase or otherwise acquire, build, carry out, equip, maintain, alter, improve, develop, manage, work, control and superintend any plants, warehouse, sheds, offices, shops, stores, buildings, machinery, apparatus, labour lines, houses, warehouse and such other works and conveniences necessary for carrying on the main business of the Company.
5. To undertake or promoter scientific research relating to the main business or class of business of the Company.
6. To acquire and takeover the whole or any part of the business, goodwill, trade-marks, properties and liabilities of any person or persons, firm, companies or undertakings either existing or new, engaged in or carrying on or proposing to carry on business this Company is authorized to carry on, possession of any property or 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.
7. To negotiate and enter into agreements and contracts with Indian and foreign individuals, companies, corporations and such other organizations for technical, financial or any other such assistance for carrying out all or any of the main objects of the Company or for the purpose of activity, research and development of manufacturing projects on the basis of know-how, financial participation or technical collaboration and acquire necessary formulas and patent rights for furthering the main objects of the Company.
8. Subject to Sections 230 to 234 of the Companies Act, 2013 to amalgamate with any other Company of which all or any of their objects having similarity to the objects of the Company in any manner whether with or without the liquidation.
9. Subject to any law for the time being in force, to undertake or take part in the formation, supervision or control of the business or operations of any person, firm, body corporate, association undertaking carrying on the main business of the Company.

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Director

10. To apply for, obtain, purchase or otherwise acquire and prolong and renew any patents, patent-rights, brevets, inventions, processes, scientific technical or other assistance, manufacturing processes know-how and other information, designs, patterns, copyrights, trade-marks, licenses concessions and the like rights or benefits, conferring an exclusive or non-exclusive or limited or unlimited right of use thereof, which may seem capable of being used for or in connection with the main objects of the Company or the acquisition or use of which may seem calculated directly or indirectly to benefit the Company on payment of any fee royalty or other consideration and to use, exercise or develop the same under or grant licenses in respect thereof or otherwise deal with same and to spend money in experimenting upon testing or improving any such patents, inventions, rights or concessions.
11. To apply for and obtain any order under any Act or Legislature, charter, privilege, concession, license or authorization of any Government, State or other Authority for enabling the Company to carry on any of its main objects into effect or for extending any of the powers of the Company or for affecting and modification of the constitution of the Company or for any other such purpose which may seem expedient and to oppose any proceedings or applications which may seem expedient or calculated directly or indirectly to prejudice the interest of the Company
12. To enter into any arrangements with the Government or Authorities or any persons or companies that may seem conducive to the main objects of the Company or any of them and to obtain from any such Government, authority, person or company any rights, charters, contracts, licenses and concessions which the Company may think desirable to obtain and to carry out, exercise and comply therewith.
13. To procure the Company to be registered or recognized in or under the laws of any place outside India and to do all act necessary for carrying on in any foreign country for the business or profession of the Company.
14. To draw, make, accept, discount, execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and such other negotiable or transferable instruments, of all types or securities and to open Bank Accounts of any type and to operate the same in the ordinary course of the Company.
15. To advance money either with or without security, and to such persons and upon such terms and conditions as the Company may deem fit and also to invest and deal with the money of the Company not immediately required, in or upon such investments and in such manner as, from time to time, may be determined, provided that the Company shall not carry on the business of banking as provided in the Banking Regulations Act, 1949.
16. Subject to section 179, 180, 185, 186 of the Companies Act, 2013 and the Regulations made thereunder and the Directions issued by the Reserve Bank of India, to receive money on deposit or loan and borrow or raise money in such manner and at such time or times as the Company thinks fit and in particular by the issue of debentures, debentures-stock, perpetual or otherwise and to secure the repayment of any money borrowed, raised or owing by mortgage; charge or lien upon all or any of the properties, or assets or revenues and profits of the Company both present and future, including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance of the Company or any other person or Company of any obligation undertaken by the Company or such other person or company to give the lenders the power to sell and such other powers as may seem expedient and purchase redeem or pay off any such securities.

RODEC PHARMA LIMITED


Director

17. To undertake and execute any trusts, the undertaking of which may seem to the Company desirable, either gratuitously or otherwise.
18. To establish, or promote or concur in establishing or promote any company for the purpose of acquiring all or any of the properties, rights and liabilities of the Company.
19. To sell, lease, mortgage, exchange, grant licenses and other rights improve, manage, develop and dispose of undertakings, investments, properties, assets and effects of the company or any part thereof for such consideration as may be expedient and in particular for any shares, stocks, debentures or other securities of any other such company having main objects altogether or in part similar to those of the Company.
20. To distribute as dividend or bonus among the members or to place to reserve or otherwise to apply, as the Company may, from time to time, determine any money received by way of premium on debentures issued at a premium by the Company and any money received in respect of forfeited shares, money arising from the sale by the Company of forfeited shares subject to the provisions of Sec. 52 of the Companies Act, 2013.
21. To employ agents or experts to investigate and examine into the conditions, prospects value, character and circumstances of any business concerns and undertakings and generally of any assets properties or rights which the Company proposes to acquire.
22. To accept gifts, bequests, devisers or donations of any movable or immovable property or any right or interests therein from members to others.
23. To create any reserve fund, sinking fund, insurance fund or any other such special funds whether for depreciation, repairing, improving, and research, extending or maintaining any of the properties of the Company or for any other such purpose conducive to the interest of the Company.
24. Subject to the provisions of Section 179, 180, 182 and 183 of the Companies Act, 2013 to subscribe contribute, gift or donate any money, rights or assets for any national, educational, religious, charitable, scientific, public, general or usual objects or to make gifts or donations of money or such other assets to any institutions, clubs, societies, associations, trusts, scientific research associations, funds, universities, college or any individual, body of individuals or bodies corporate.
25. Subject to any law for the time being in force or undertake or take part in the formation, supervision of the business or the operations of the person, firm body corporate, association or undertaking, carrying on the main business of the entity
26. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation, provident or gratuity funds for the benefit of and give or procure the giving of the donations, gratuities, pensions, allowances, bonuses or emoluments of any persons who are or were at any time in the employment or service of the Company or 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 any other company as aforesaid and the wives, widows, families and dependents of any such persons and to establish and subsidize and subscribe to any institutions, associations, club or funds calculated to be for the benefit of or advance aforesaid and make payments to or towards the insurance of any such persons as aforesaid and to do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.

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Director

27. To establish, for any of the main objects of the Company, branches or to establish any firm or firms at places in or outside India as the Company may deem expedient.
 28. To pay for any property or rights acquired by or for any services rendered to the Company and in particular to remunerate any person, firm or company introducing business to the Company either in cash or fully or partly paid up shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise or by any securities which the company has power to issue or by the grant of any rights or options or partly in one mode and partly in another and generally on such terms as the company may determine, subject to the provisions of section 188 of the Companies Act, 2013.
 29. To pay out of the funds of the company all costs, charges and expenses of and incidental to the formation and registration of the company and any company promoted by the company and also all costs, charges, duties, impositions and expenses of and incidental to the acquisition by the company of any property or assets.
 30. To send out to foreign countries, its directors, employees or any other person or persons for investigation possibilities of main business or trade procuring and buying any machinery or establishing trade and business connections or for promoting the interests of the company and to pay all expenses incurred in the connection.
 31. To distribute among members in specie or otherwise any property of the company or any proceeds of sale or disposal of any property of the company in the event of winding up subject to the provisions of the Companies Act, 2013
 32. To compensate for loss of office of any Managing Director or Directors or other officers of the Company within the limitations prescribed under the Companies Act, 2013 or such other statute or rule having the force of law and to make payments to any person whose office of employment or duties may be determined by virtue of any transaction in which the Company is engaged.
 33. To agree to refer to arbitration any dispute, present or future between the Company and any other company, firm, individual or any other body and to submit the same to arbitration in India or abroad either in accordance with Indian or any foreign system of law.
 34. To appoint employees, agents, sub-agents, dealers, managers, canvassers, sales, representatives or salesmen for transacting all or any kind of the main business of which this Company is authorized to carry on and to constitute agencies of the Company in India or in any other country and establish depots and agencies in different parts of the world.
- IV. The Liability of the members is Limited this liability is limited to the amount unpaid, if any, on the shares held by them.
- V. The Authorized Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty Five Crore) divided into 2,50,00,000 (Two Crore Fifty Lakh) Equity Shares of the face value of Rs. 10/- (Rupees Ten) each.

RODEC PHARMA LIMITED


Director

We, the several persons, whose names and addresses are subscribed hereto, 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 our respective names.

NAME, ADDRESS, DESCRIPTION AND OCCUPATION OF EACH SUBSCRIBERS	NO. OF EQUITY SHARES TAKEN BY EACH SUBSCRIBER	SIGN. OF SUBSCRIBER	SIGN. OF WITNESS WITH ADDRESS, DESCRIPTION AND OCCUPATION
1. CHHAYA GUPTA W/o Shri Mukesh Kumar Gupta H-13, Laxmi Nagar, Delhi-92 (Business)	100 (One Hundred) Equity Shares	Sd/-	I witness signatures of both the subscribers who have subscribed before me at New Delhi Sd/- DEEPAK GUPTA Advocate (Regn. No. U.P. 875/94) S/o Er. L. D. Gupta H-13, Main Bazar, Laxmi Nagar, Delhi-92
2. ANJILA NEGI W/o Shri Arun Negi II A, 110, Nehru Nagar, Ghaziabad (U.P.) (Business)	100 (One Hundred) Equity Shares	Sd/-	
TOTAL	200 (Two-Hundred) Equity Shares		

Place : DELHI.
Dated : 28/10/97

RODEC PHARMA LIMITED


Director