

**The Companies Act, 2013**  
**Company limited by Shares**  
**Memorandum of Association**  
**of**  
**ZENLABS ETHICA LIMITED**

- I. The name of the Company is **ZENLABS ETHICA LIMITED**.
- II. The registered office of the Company will be situated in **Union Territory of Chandigarh**.
- III. The object 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 manufacture, formulate, process, develop, refine, import, export, wholesale and/or retail trade all kinds of pharmaceuticals, antibiotics, drugs, medicines, biologicals, healthcare, ayurvedic and dietary supplements, medicinal preparations, vaccines, basic drugs, phytochemicals, plant extracts, dyes, laboratory and scientific chemicals used or capable of being used in the pharmaceuticals, liquors, soups, broths and other restoratives or foods and also to deal in medicinal goods such as surgical instruments, contraceptives, photographic goods, oils, perfumes, cosmetics, patent medicines, soaps, artificial limbs, hospital requisites, proprietary medicines, veterinary medicines and tinctures and extracts all kinds of basic drugs, drug intermediates, any other chemicals, heavy or fine, organic, agro-chemicals, aromatic chemicals, dyes and dyes intermediates, pharmaceuticals, medicinal, herbal, bacteriological, biological, chemicals and all allied chemicals and products thereof capable of being used in the field of pharmaceuticals and for that purpose to carry on the business of vialling, bottling, repacking, processing of tablets, capsules, syrups, injections, ointments, etc. and also to carry on the business of chemists, druggists, buyers, sellers, agents, distributors and stockists of all kinds of pharmaceuticals and allied products.
    2. To access, process, trade and transfer technology in the field of Life Sciences, Tissue Culture, Molecular Biology, Agro and Immuno Technology, Bioinformatics, Genomics, Proteomics, R & D, both basic and applied research as well as contract development in the above relevant fields and to distribute, market, sell or assign the intellectual property rights or the technology in respect of the products or processes or patented process, of the pharmaceuticals of every description, biotechnological and biochemical processes developed to any other individual, firm, body corporate for a lump sum payment, royalty, technical fees, know how fees or any other fee and to act as a dealers, manufacturers, contractors and loan licence manufacturers, agents, distributors of Drugs, Bulk Drugs and Pharmaceuticals of every

description and application with indigenous and/or imported technology, capsules, tablets, powders, mixtures, antibiotics enzymes and fluids of every description, all intermediates and by products of any of the above, gloves, surgical & sanitary towels, napkins, Pharma based cosmetics.

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

3. To buy, underwrite, invest in and acquire and hold shares, stocks, bonds, obligations and securities issued or guaranteed by any company constituted or carrying on business in India or elsewhere and debenture-stock, bonds, obligations and securities, issued or guaranteed by any government, state dominions, sovereign ruler, municipal local or otherwise, firm or person whether in India or elsewhere and to carry on the business or issue broker, bills discounting, lease and hire purchase, finance broker, underwriter, commission agent and management of and advisors to the issue of shares, debentures and / or other securities and to render all kind of financial services.
4. To receive money or deposit, loan or otherwise, upon such terms as the company approve and to give guarantees and indemnities in respect of the debts and contracts of others subjects to the directive of Reserve Bank of India.
5. To become member of any association or company or members of any Chamber of Commerce or other body having similar objects.
6. To make foreign collaboration with any company or body corporate having similar objects.
7. To take part in the formation, supervision, or any control of the business or operation of any company having similar objects or undertaking and for that purpose to act as issue house, registers and share transfer agents, financial advisors, or technical consultants or in any other capacity and to appoint and remunerate any directors, administrators, or accountants or other experts or agents.
8. To receive money on deposit at interest or otherwise for fixed period and to lend money on any terms that may be thought fit and particularly to customers or other persons or corporation having dealing with the company. The company shall not carry on any business of banking as defined by the Banking Regulation Act, 1949, or any statutory modification thereof subject to the directives of Reserve Bank of India.
9. To negotiate loans, to draw, accept endorse, discount, buy, sell and deal in bills of exchange, promissory notes, bonds, debentures, coupons and other negotiable instruments and securities.
10. To receive money, securities and valuables of all kinds on deposit on interest or for custody on such terms and conditions as may be expedient, subject to directives of Reserve Bank of India.
11. To give any guarantee or indemnity for the payment of money or the performance of any obligation or undertaking.

12. To borrow or raise money and secure and discharges any debt or obligation binding on the company in such manner as may be thought fit, and in particular by mortgage of the undertaking and all or any of the undertaking and all or any of the immovable and movable property (present or future) and the uncalled capital of the company, or by the creation and issue on such terms as may be thought expedient of debentures or debentures-stock, perpetual or otherwise, or other securities of any description subject to directive of Reserve Bank of India.
13. To employ experts to investigate and examine into the condition, management, prospects, value, character and circumstances of any business, concerns and undertakings and generally of any assets property or rights.
14. To give guarantee and carry on and transact every kind of guarantee and counter guarantee the payment of any principles moneys, interest or other money secured by or payable under any debenture-stocks, mortgages, charges, contracts, obligations and securities and the payment of dividends on and the repayment of the capital of the stocks and shares.
15. To purchase, take on lease or in exchange, hire and otherwise howsoever acquire any immovable property, patents, licenses, rights and privileges which the company think necessary or convenient for the purposes of its business and in particular any land, tenements, buildings, and easements and to pay for same either in cash or in shares or securities and to sell, let lease, or under lease or otherwise dispose of or grant right over any immovable property belonging to the company.
16. To purchase or otherwise acquire, erect, maintain or reconstruct any buildings, offices and other things found necessary or convenient for the purposes of the company.
17. To develop and turn to account any land acquired by the company or in which it is interested and in particular, by laying on and preparing the same for building purposes, constructing, altering, pulling down, decorating maintaining, fitting up, and improving, buildings and by planting, paving, draining, forming, cultivating and letting, building on lease and by advancing money to and entering into contracts and arrangements of all kinds with builders and others.
18. To obtain any provisional order or act of the government for enabling the company to carry any of its objects into effect or for effecting any modification of the company's constitution.
19. To open current or other accounts with any banks or merchants, to pay money in to and draw money from such accounts.
20. To amalgamate, enter into partnership or make any arrangement for sharing profits, union of interest, co-operation, joint venture or reciprocal concession or for limiting competition, with any individual, person or company carrying on or engaged in or about to carry on or engage in or which can be carried on in conjunction therewith.

21. To enter in to any arrangements with any governments or authorities that may seem conducive to the attainment of the company's objects or any of them and to obtain from any such government or authority, any rights, privileges, licenses and concessions, which the company may consider necessary or desirables to obtain and to carry out, exercise, use or comply with any such arrangements rights privileges or concession.
22. To form, promote, subsidize, organize and assist or aid in forming, promoting, subsidizing, or organizing or aiding companies having similar objects or partnerships of all kinds for the purpose for acquiring and undertaking any property and liabilities of this company, or for advancing directly or indirectly the object thereof or for any other purposes which the company may think expedient.
23. To acquire purchase, take over and/or amalgamate business of companies having similar objects 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 agreements with the objects of acquisition of such undertaking and/or business.
24. To invest the surplus funds of the company from time to time in government securities or in other securities including bill of exchange, acceptances, as may from time to time determined by the director and from time to time sell or very all such investments and to execute all assignments, transfers, receipts and document that may be necessary in that behalf.
25. To procure the recognition of the company under the laws or regulations of any other country and to do all acts necessary for carrying on any business or activity of the company in any foreign country.
26. To pay all costs, 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.
27. To prefer to or agree to refer any claims, demand, dispute or any other questions by or against the company or in which the company is interested or concerned or whether between the company and the member or members or his or their representatives, or between the company and third parties, to arbitration and to observe and perform and do all acts, matters, and things to carry out on enforce the awards.
28. To sell, dispose of or transfer the business, property and undertaking of the company or any part thereof, for any consideration which the company may deem fit to accept.
29. To acquire by purchase, lease, assignment or otherwise lands, tenements, buildings, casements, rights and advantages of any kinds whatsoever and the same to re-sell, mortgage, let on lease or otherwise deal with.
30. To sublet all or any contracts time to time and upon such terms as may be thoughts expedients.

31. To purchase or acquire the goodwill or any interest in business or any similar nature or kind or character to or with those of this company and to amalgamate in whole or in part or effect any other arrangements with other companies, partnership, or persons.
  32. To acquire, manage and maintain, or undertake the whole or any part of the business, property and liabilities of any person, firm or company having similar objects.
  33. To apply for purchase or otherwise acquire any patents, licenses and/or concession conferring upon the company rights to use any invention, secret or other information which may seem capable of being used for any of the purpose of the company.
  34. To enter in to partnership or in to any arrangement for sharing profits or carrying on any activity of the company which the company is authorized to carry on.
  35. To enter in to collaboration agreement to acquire technical know-how and/or any financial assistance and/or acquire any plant or machinery and/or manufacture and/or fabricate and/or produce and/or assemble any plant and/or machinery and/or equipment under any such collaboration agreement.
  36. To undertake and execute any contracts for works involving company business.
  37. To lend money to or guarantee the contracts of or otherwise assist any person or company.
  38. To act as financial advisors or consultants or as market-surveyors and/or offer such services to any company, body corporate, firm or person or persons.
  39. To subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, social and national purposes.
- IV. The liability of the members is limited.
- V. \* The Authorised Share Capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crore Only) divided into 2,00,00,000 (Two Crore Only) Equity shares of Rs.10/- each.

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\* **Altered vide ordinary resolution passed in the Annual General Meeting held on 30<sup>th</sup> September, 2022.**

We, the several persons, whose names, address and description are subscribed hereunder are desirous of being formed into a Company, in pursuance of this MMORANDUM OF ASSOCIATION : and we respectively agree to take the number of shares in the capital of the Company set opposite to our respective names.

Name, Address, Description and Occupation of each Subscriber	Number of Equity Shares taken by each Subscriber.	Signature of Subscriber	Signature of Witness and his Name, Address, Description and Occupation.
<b>ARVIN R. BOHRA</b> S/o. Ramgopal Bohra 5, Shriram Niwas, 10th Road, Borivli (East), Daulat Nagar, Bombay - 400066.  <b>CHARTERED ACCOUNTANT</b>	100 (One Hundred)	Sd/-	<b>WITNESS TO ALL</b> Sd/- <b>MOHAN TEJUMAL SHROFF</b> S/o. Tejumaal Shroff 794/B, Satguru Shopping Centre 3rd Road, 1st Floor, Khar, Bombay - 400052. <b>BUSINESS</b>
<b>PHAFUL R. BOHRA</b> S/o. Ramgopal Bohra 5, Shriram Niwas, 10th Road, Borivli (East), Daulat Nagar, Bombay - 400066.  <b>BUSINESS</b>	100 (One Hundred)	Sd/-	
<b>SHRAVAN R. BOHRA</b> S/o. Ramgopal Bohra 5, Shriram Niwas, 10th Road, Borivli (East), Daulat Nagar, Bombay - 400066.  <b>STUDENT</b>	100 (One Hundred)	Sd/-	
<b>SANGEETA A. BOHRA</b> W/o. Arvind R. Bohra 5, Shriram Niwas, 10th Road, Borivli (East), Daulat Nagar, Bombay - 400066.  <b>BUSINESS</b>	100 (One Hundred)	Sd/-	

Name, Address, Description and Occupation of each Subscriber	Number of Equity Shares taken by each Subscriber.	Signature of Subscriber	Signature of Witness and his Name, Address, Description and Occupation.
<b>RAMGOPAL BOHRA</b> S/o. Shri Durgashankarji 5, Shriram Niwas, 10th Road, Borivli (East), Daulat Nagar, Bombay - 400066.	100 (One Hundred)	Sd/-	
<b>SERVICE</b>			
<b>MAHENDRA KUMAR SHARMA</b> S/o. Ramgopal Sharma 5, Shriram Niwas, 10th Road, Borivli (East), Daulat Nagar, Bombay - 400066.	100 (One Hundred)	Sd/-	
<b>BUSINESS</b>			
<b>DAMAYANTI SHARMA</b> W/o. Mahendra Sharma 5, Shriram Niwas, 10th Road, Borivli (East), Daulat Nagar, Bombay - 400066.	100 (One Hundred)	Sd/-	
<b>BUSINESS</b>			
<b>TOTAL:-</b>	<b>700</b> <b>(Seven Hundred)</b>		<b>WITNESS TO ALL</b> Sd/- <b>MOHAN TEJUMAL SHROFF</b> S/o. Tejumaal Shroff 794/B, Satguru Shopping Centre 3rd Road, 1st Floor, Khar, Bombay - 400052. <b>BUSINESS</b>

Bombay Dated 10th Day of July, 1993.