

Memorandum of Association

XYZ Pharmaceuticals Private Limited

1. Name of the Company: XYZ Pharmaceuticals Private Limited

2. Registered Office: The Registered Office of the Company will be situated in the National Capital Territory of Delhi.

3. Objects for which the Company is established:

A. Main Objects: To carry on the business of manufacturing, processing, formulating, buying, selling, importing, exporting, distributing, marketing, and dealing in pharmaceutical products, medicines, drugs, chemicals, and allied products.

B. Other Objects:

1. To establish, acquire, undertake, promote, and/or run research laboratories for the purpose of research and development in pharmaceuticals and related fields.
2. To apply for, purchase, or otherwise acquire and protect and renew trademarks, patents, licenses, rights, and concessions, either absolutely or conditionally, and to use, exercise, develop, or grant licenses, concessions, and rights in respect of the same.
3. To establish, run, manage, lease, sell, or otherwise dispose of and deal in pharmaceutical factories, laboratories, warehouses, and other related establishments.
4. To do all such other things as may be considered conducive or incidental to the attainment of the above objects or any of them.

4. Liability of Members: The liability of the members is limited.

5. Capital: The Authorized Capital of the Company is Rs. 10,00,00,000 (Indian Rupees Ten Crores) divided into 10,00,000 Equity Shares of Rs. 100 each.

Articles of Association

1. Interpretation: Definitions of terms used in the Articles and their interpretations.

2. Share Capital: Provisions regarding the issue, allotment, and calls on shares, transfer of shares, forfeiture of shares, and lien on shares.

3. Directors: Provisions regarding the appointment, powers, duties, and remuneration of Directors, proceedings of the Board of Directors, and committees thereof.

4. General Meetings: Provisions regarding convening, proceedings, and voting at general meetings of the Company, including Annual General Meetings and Extraordinary General Meetings.

5. Dividends and Reserves: Provisions regarding declaration and payment of dividends, transfer of profits to reserves, and distribution of assets.

6. Borrowing Powers: Provisions regarding the borrowing powers of the Company, including issuing debentures and creating charges on assets.

7. Audit and Accounts: Provisions regarding appointment and powers of auditors, preparation, adoption, and circulation of accounts, and audit of the Company.

8. Winding Up: Provisions regarding the winding up of the Company, including voluntary winding up and distribution of assets.

9. Alteration of Articles: Provisions regarding the alteration of the Articles of Association, subject to the provisions of the Companies Act, 2013.

10. Miscellaneous: Provisions regarding notices, execution of documents, indemnity, and interpretation of the Articles.

11. Adoption and Certification: These Articles of Association were adopted by the Company at its first Annual General Meeting held on 1st July 2023.

Certified True Copy

Seal of XYZ Pharmaceuticals Private Limited

Date: 1st July 2023

This is to certify that the above is a true and correct copy of the Memorandum of Association and Articles of Association of XYZ Pharmaceuticals Private Limited, as adopted and certified on the date mentioned above.