

THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
AURO LABORATORIES LIMITED**
(Incorporated under Companies Act, 1956)

- I. The name of the Company is **AURO LABORATORIES LIMITED**.
- II. The registered office of the company will be situated in the State of **Maharashtra**.
- III. The objects for which the Company is established are:

A. #The objects to be pursued by the company on its incorporation are:—

- 1. To manufacture, process, derive, buy, sell, import, export or otherwise deal in pharmaceutical, medicinal, diagnostic, antibiotic, anti-septic, disinfectants, optical, biological, immunological, therapeutic and healthcare products, preparations, compounds and intermediate
- 2. To manufacture, process, derive, buy, sell, import, export or otherwise deal in cosmetics whether herbal or otherwise hair, skin, nail or other beauty preparations, perfumes, aromatic chemicals, toiletries, deodorants, hair dyes and hygienic household consumer products.

B. #Matters which are necessary for furtherance of the objects specified in clause 3(A) are:—

- 1. To carry on the business of chemicals, druggist, act as consultants in developing, manufacturing and marketing of drugs, pharmaceuticals, cosmetics and beauty preparations and to manufacture, buy, sell, import, export or otherwise deal in surgical apparatus and appliances, hospital supplies and specialties, contraceptives, family planning appliances and to manufacture and deal in mineral water, wines, cordials, soups, tonics, restoratives and health food products.
- 2. To manufacture, buy, sell, import, export or otherwise deal in all types of chemicals, raw materials components, packing materials, medical devices and plant and machinery as per the requirements for the business of the Company.
- 3. To manufacture, produce, pack, repack, import, export, buy, sell and deal in broths and other restoratives or foods specially those suitable or deemed to be suitable for infants, invalids and convalescents and also to deal in medical goods such as surgical instruments, contraceptives, vaccines, proprietary medicines, veterinary medicines and tincture extracts.

Alteration of the Memorandum of Association to align with the provisions of the Companies Act, 2013 by way of special/ordinary resolutions passed at the 33rd Annual General Meeting of the Company held on July 20, 2022.

4. To carry on the business of vialling, bottling, packing, repacking and processing of capsules, syrups, tablets, injectable, aerosols and ointments and formulations of all drugs.
5. To enter into any scheme of arrangement, amalgamation, merger, demerger or restructuring and to amalgamate, merge, demerge, or otherwise restructure with any person including firm, limited liability partnership, association of persons, body corporate, foreign company, subsidiaries, associates, joint ventures or any other entity.
6. Without prejudice to generality of the sub-clause mentioned herein above, to mortgage, hypothecate, pledge, or create charge on the whole or any part of the property, assets, rights, interest, lien, titles or revenue or profits of the Company, whether present or future, including its uncalled capital or to transfer or convey the same absolutely or in trust and to give the mortgage-holder, charge-holder or pledge-holder, power to sell, assign, exchange, grant leases, licenses easements and improve, manage, develop and turn to account, or otherwise dispose of or deal with in any manner the whole or any part of the properties, assets, investments, undertaking(s), rights, concessions and effects of the Company in such manner as the Company may think appropriate and to guarantee performance of contracts or obligations of all kinds.
7. To lend or deposit money or any other property to any entity, person, company or body corporate with or without security.
8. To borrow, raise or receive money or avail fund based or non-fund based facilities from any bank, financial institution, body corporate or any other person, whether in India or abroad, at interest or otherwise, in such a manner as the Company may think fit, including by way of issuance of securities, with or without any security or charge or encumbrance on the Company's properties.
9. To promote, encourage, advise and help indigenous industrial, chemical and agricultural enterprises or concern in India or abroad, and to promote, incorporate, register, establish, set-up, form, dissolve, close, wind-up any subsidiary, joint venture, company, firm, society, limited liability partnership, association of persons, trusts, body corporate or legal entity in India or abroad and to pay for all cost, including underwriting and other commission, broker's fee and any other charges and expenses connected therewith.
10. To open, establish, operate, close, dissolve branches, units or agencies in India or abroad and to apply for, obtain, procure any statutory or other powers, rights, concession, registration, licence, permission, or recognition for the Company or its branches, units or agencies in India or abroad, and to do all such acts, deeds and things as may be necessary for carrying on any business or activity of such branches, units, or agencies of the Company under the applicable laws or regulations.
11. To purchase, acquire, undertake or takeover either whole or part of any business, undertakings, units, assets, goodwill, patents, properties, rights, liabilities of any person including firm, limited liability partnership, association of persons, body corporate or any other entity, whether in India or abroad, including by way of participation, in bidding, e-tendering or auctioning in relation to, inter-alia, distressed

asset sale or by any other mechanism instituted by the Government for disposing off the assets including stressed assets or otherwise and to conduct, make or carry into effect any arrangement in regard to the liquidation, or dissolution, or winding up of the business of any such person(s).

12. To enter into partnership, joint venture, alliance, or any arrangement, including arrangement of profit sharing, union of interest, reciprocal concessions or co-operation with any person, including firm, body corporate, other entities, whether incorporated or not, whether in India or abroad, carrying on or engaged in, or about to carry on or engage in, any business or transaction, which the Company is authorized to carry on or engage in, or which can be carried on in conjunction therewith or which is capable of being conducted so as to benefit the Company, directly or indirectly and to acquire individually or jointly the securities of any other body corporate having objects altogether, or in part similar, to these objects.
13. To invest or deal with the moneys of the Company (including the moneys not immediately required) in such manner as may from time to time be determined and to invest, acquire, subscribe, purchase, hold, sell, mortgage, pledge, endorse, discount, assign, divest or otherwise deal in any securities, hybrid securities, commercial papers, Government securities/bonds, fixed deposits, units of mutual funds or instruments of any kind or description for strategic purposes or otherwise, whether in India or abroad.
14. To draw, buy, sell, make, accept, endorse, encash, discount, issue, negotiate, assign, execute or otherwise deal in promissory notes, bills of exchange, cheques, drafts, hundies, and other negotiable instruments or commercial or mercantile instruments.
15. Subject to the provisions of the Companies Act, to distribute in specie or otherwise as may be resolved any assets of the Company among its members and particularly the shares, debentures or securities of any other company formed to take over the whole or any part of the assets or liabilities of this Company.
16. To place surplus to reserve or to distribute as bonus shares among the Members or otherwise to apply as the Company by law may deem fit including those received by way of premium on shares or debentures issued at a premium by the Company and any monies received in respect of dividends accrued on forfeited shares, subject to the provisions of the Companies Act, 2013.
17. To distribute any of the properties of the Company amongst the members in specie or kind upon the winding up of the Company.
18. To enter into any arrangement including agreement, contract or memorandum of understanding with any person including firm, limited liability partnership, association of persons, body corporate, any Government or other authorities, or any other entity, whether in India or abroad, that may seem conducive to the attainment of the Company's objects and to obtain any rights, privileges, grant, subsidy, concessions which the Company may consider necessary or desirable for obtaining, and carrying out or complying with any such arrangement.
19. To apply for and participate in any tender, bidding process or registration with Government bodies for the supply of medicines or to otherwise acquire any

Government contracts or concessions in relation to the supply of medicines and to undertake and fulfil requirements on being successfully awarded supply contracts.

20. To provide for the welfare of the employees or ex-employees of the Company and its subsidiaries and the spouse, widows, families or dependants or connections of such employees by building or contributing to the building of houses or dwellings, or by grant of money, pensions, gratuity, bonus, payment towards insurance or other payment or by creating from time to time, subscribing or contributing to, adding or supporting provident funds or trusts or conveniences and by providing medical and other attendance and other assistance as the Company may think appropriate.
21. To donate, give, gift, subscribe or contribute or otherwise to assist in cash or in kind or to guarantee money or property of any kind and description, to any charitable, benevolent, religious, political, scientific institution, club, society, research association, fund, university, college or members and public in general or for such other useful objects, including incurring expenditure for promoting and/or sponsoring activities as a part of corporate social responsibility.
22. To settle, establish undertake and execute any trust, the undertaking whereof may seem desirable either gratuitously or otherwise or appoint, change, or remove trustees or amend the trust deeds.
23. To advertise or adopt such means of making known the Company, its brand or its business activities or any articles or goods traded in or dealt with by the Company in any way as may be expedient whether electronic, print, digital or social media, press, public places and theatres, radio, television, circular, purchase and exhibition or work of arts or interest, or by any other mode including conducting of competitions, exhibitions and giving of prizes, rewards and donations and to print and publish, or have printed and published, journals, periodicals, newspapers, books, booklets, pamphlets, handbills, and advertisement materials.
24. To fabricate, buy, purchase, acquire, sell, provide, erect, construct, establish, exchange, maintain, run, operate, administer, dispose of, take on lease, hire or otherwise deal in any estate or interest and to take options over any land, building, machineries, structures, offices, factories, warehouses, godowns, plants, equipment, carriages or other properties, whether movable or immovable and any rights or privileges, including but not limited to occupational health centres, gymnasiums, fitness centres, play grounds, residential buildings, commercial buildings, shops, showrooms, workshops, places of instruction or recreation clubs , creches, playgrounds, schools, places of worships, swimming pools, fire centres, treatment plants, security establishments, water reservoirs, sheds, channels, pumping installations, generating installations, pipelines, garages, storages, temporary or permanent structures and accommodation or premises of all descriptions, in India or abroad, in connection with the business of the Company, for employees or others.
25. To negotiate and enter into agreements, contracts, or collaborate with any person including individual, firm, limited liability partnership, association of persons, body corporate, or any other entity, whether in India or abroad, for supplying or procuring technical assistance, knowhow in the manufacturing, marketing, importing, exporting of any product.

26. To apply for, register, purchase, or otherwise acquire, sell, dispose of, transfer, exchange, use, exercise, develop, protect, prolong and renew, procure, grant license or permit use of any patents, brevet d' inventions, formula, new product, trademarks, trade names, designs, knowhow, trade-secrets, licences, concessions, or the like conferring exclusive or non-exclusive or limited right to use the same or any secret or information as to any invention or process of manufacture which may seem capable or being used for the purposes of the business, and to do all such acts, deeds and things as may be necessary in furtherance of the above.
27. To provide advisory or customer research and manufacturing services to any person including firm, limited liability partnership, association of person , body corporate or any other entity, whether in India or abroad, for establishment of pharmaceutical, chemical or any concern of similar nature.
28. To remunerate any person including, firm, limited liability partnership, association of person, body corporate or any other entity, whether in India or abroad, for services rendered or to be rendered in placing, or assisting to place, or guaranteeing the placing of any of the shares in the Company's capital, or any debentures, debenture-stock, or other securities of the Company or in the conduct of its business as will be conducive to the attainment of the objects of the Company.
29. To open, close, modify or operate bank accounts of all kinds, including cash credit or overdraft accounts with any bank, financial institution, company, shroffs, merchants, and other eligible and competent entities and to pay into and draw money from such accounts and operate such account.
30. To accept gifts, bequests, devices, subsidy, grant, assistance and donations from any Government, agency, members and others.
31. To do all or any of the above things in India or any part of the world as principal, agent, contractor, trustee or otherwise and either alone or in conjunction with other(s) and to undertake the management of the other company or companies and to carry on the business, and to act as merchants, traders, commission agents, adatias, selling agent, purchasing agent, muccadums, carriers, jatha merchants, landing and forwarding agent, broker, importers, and exporters, and to import, export, buy, sell, barter, exchange, , make advances upon or otherwise deal in goods, produce, articles, and merchandise of all kinds and description.
32. To become member of any other bodies or persons, associations, institutions, clubs, societies, and bodies corporate including companies limited by guarantee whether formed for profit or non-profit making activities.
33. To institute, conduct, defend or compound any legal proceedings by or against the Company or its holding, subsidiary or associate, joint venture or affiliates or officers thereof or otherwise concerning their affairs and pay, satisfy or compromise any claim made against the Company or any of its officers notwithstanding that the claim may not be valid at law and to initiate or refer or agree to refer any claims, demands, disputes or any other question by or against the Company, or in which the Company is interested or concerned, to arbitration or conciliation of any dispute present or future, between the Company and other party and to submit the same to arbitration

or conciliation in India or abroad and to observe, perform and do all acts, deeds, matters and things to carry out or enforce the awards.

34. To establish and equip laboratories and carry on analytical, experimental and other work or undertake any research in relation to the objects of the Company and to take upon and carry on rural development programme and to contribute to the institute or any other bodies carrying on such programmes and to act as advisers relating to objects of the Company.
35. To do all such other things as are incidental or conducive to the attainment or in furtherance of the objects specified in clause III(A) as above.

C. # Deleted

IV. #The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

V. #The share capital of the company is Rs.7,00,00,000/- (Rupees Seven Crores Only), divided into 70,00,000 (Seventy Lakh) equity shares of Rs.10/-(Rupees Ten Only) each.

Alteration of the Memorandum of Association to align with the provisions of the Companies Act, 2013 by way of special/ordinary resolutions passed at the 33rd Annual General Meeting of the Company held on July20, 2022.

**The clause V of the Memorandum of Association was altered as follows:*

- a. *Alteration pursuant to increase of authorised capital from Rs. 30,00,000(Rupees Thirty Lakhs Only) divided into 30000 equity shares of Rs. 100 each to Rs. 50,00,000/-(Rupees Fifty Lakhs Only) divided into 50000equity shares of Rs.100 each vide a Special resolution passed in the AGM dated September 28, 1991*
- b. *Alteration vide special resolution passed in the AGM dated September 26, 1994 for-*
 - i. *Sub division of face value of equity shares from Rs.100/- each to Rs. 10/-each*
 - ii. *Increase of capital from Rs. 50,00,000/-(Rupees Fifty Lakhs Only) divided into 500000equity shares of Rs.10 to Rs. 7,00,00,000(Rupees Seven Crore Only) divided into 7000000 equity shares of Rs. 10/- each.*

***Alteration of name of the Company from 'Auro Laboratories Private Limited' to 'Auro Laboratories Limited' pursuant to conversion of Company from private to public vide Special resolution passed in the Extra ordinary General meeting dated September 21, 1993 and approval of registrar of Companies, Bombay dated January 13, 1994.*

VI. We, the several persons, whose names and addresses are 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 against our respective names:—

Names, Addresses, descriptions and occupations of subscribers	No. of shares taken by each subscriber	Signature of subscriber	Signature, Names, Addresses, descriptions and occupations of witnesses
SHARAT DEORAH S/o Shri Sahadeolal Deorah 408, Navratan, 69, P. Demellow Road Bombay-400 009 BUSINESS	10(Ten) Equity Shares	Sd/-	WITNESS TO ALL Sd/- Miss ANURADHA KRISHNARAO PARAB D/o KRISHNARAO N. PARAB C/o K.B. MHETRE & CO. Elphistone Buildin 1 st Floor, Fort Bombay 400 023 Service
SATISH DEORAH S/o Shri Sahadeolal Deorah 408, Navratan, 69, P. Demellow Road Bombay-400 009 BUSINESS	10(Ten) Equity Shares	Sd/-	
Total	20(Twenty) Equity Shares		

BOMBAY, DATED THIS 11TH DAY OF MAY, 1989