

COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF

KWALITY PHARMACEUTICALS LIMITED

- (1) The Name of the company is **KWALITY PHARMACEUTICALS LIMITED**.
- (2) The Registered Office of the company shall be situated in the State of **PUNJAB**.
- (3) **A. THE MAIN OBJECTS WHICH THE COMPANY SHALL PERSUE ON ITS INCORPORATION ARE:-**
- (i) To carry on in India or any part of the world, the business of manufacturers, buyers and sellers of and dealers in all kinds of Drugs intermediates, Chemicals, extracts, alkaloids and other pharmaceutical goods, toilet requisites, medicines, beverages and other medical preparations.
 - (ii) To carry on the business of Chemists, druggists, oilmen, importers, exporters and manufacturers of and dealers in Pharmaceutical, Medical, Chemical and other preparations and articles and compounds, oils, paints, pigments and varnishes, drugs, dyeware, paint and colour grinders.
 - (iii) To carry on the business as dealers in or manufacturers of any of the raw materials substances, appliances, machines, packing materials, including Tin plates for containers & vice versa, metallic sheets, metallic containers and to do paper printing, tin printing or metallic printing.
- B. THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF MAIN OBJECTS ARE:-**
- (i) To buy, sell, manufacture, refine, modify, assemble, import, export and deal in all substances, apparatus and things including all types of packing materials capable of being used in any such business as aforesaid.
 - (ii) To make scientific research to develop any of the products of the company and publish the result thereof to attain the main objects.
 - (iii) To acquire and undertake the whole or any of the business, property and liability of any person or company carrying on any business, which this company is authorised to carry on or possessed any of property suitable for the purposes of the company and to pay for the same in cash or in partly paid-up or fully paid-up shares or debentures.
 - (iv) To enter into agreements with any Indian or foreign company or companies for supply or sale of any products, goods, articles of the company or for representation for the purposes of the business of the company.
 - (v) To take on lease, hire, purchase or acquire by licence or otherwise any lands and develop plantations on it, rights over or connected with lands, mills, factories, plant buildings, works, vessels, boats, bargos, launches, lorries, cars, machinery, apparatus, stock-in-trade, patents, inventions, trade-marks, rights, privileges and movable or immovable property of any description which may be deemed necessary or convenient for any business of the company.
 - (vi) To erect, construct work, maintain, improve or alter or assist in the erection, construction, working, maintenance, improvement or alteration of any mills, factories, plant, machinery, works, railway tramways, sidings, yetties, wharves bridges, roads, ways, water tanks, walls, reservoirs, aqueducts, canal vessels, boats, bargos, launches, lorries, cars, wagons, carts and other works

and conveniences as may be necessary for the business of the company and to contribute to the expenses of constructing, improving, maintaining and working any of the same, and to pull down, rebuilt and repair any of the same.

- (vii) To lease, let or hire, mortgage, pledge, sell or otherwise dispose of the whole or any part of the undertaking of the company, or any lands, business property, rights or assets of any kind of the company or any shares or interest therein respectively, in such manner and for such considerations as may be deemed adequate and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of this company.
- (viii) To pay for any property, right or privileges acquired by the company or for services rendered in connection with the business of the company either wholly or partially in cash or in shares, bonds, debentures or other securities of the company and to issue any such shares either as fully paid-up or with such amount credited as paid-up thereon as may be agreed upon and to charge any such bonds, debentures or other securities upon all or any part of property.
- (ix) To pay all or any costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the company.
- (x) To promote any other company for the purposes of acquiring all or any of the property of this company or advancing directly or indirectly the objects or interest thereof and to take or otherwise acquire and hold shares in any such company and to guarantee the payment of any debentures or other securities issued by any such company.
- (xi) To take or otherwise acquire and hold shares, in any other company having objects altogether or in part similar to those of this company or carrying on any business capable of being conducted so as directly to benefit this company.
- (xii) To enter into partnership or into any arrangements for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession or otherwise with any person or company carrying on or engaged in or about to carry on or engaged in any business or transactions which this company is authorised to carry on or engage in, or any business or transactions capable of being conducted so as directly or indirectly to benefit this company.
- (xiii) To draw, make accept, endorse, discount, execute and issue cheques, promissory notes, bills of exchange and other negotiable or transferable instruments in connection with the business of the company.
- (xiv) To invest the surplus money of the company upon such securities as may from time to time be determined.
- (xv) To lend money to such persons and on such terms as may be deemed expedient in connection with the business of the company and in particular, to customers of and to other persons having dealing with the company.
- (xvi) To appoint Agents, Managers including buying and selling agents and to constitute agencies of the company in India or in any other country whatsoever.
- (xvii) Subject to the provisions of section 58-A of the Companies Act, 1956 and the Rules made thereunder and the directions of the Reserve Bank of India to borrow, or raise or secure the payment of money in such manner as the company shall think fit, and in particular by the issue of debentures, charged upon all or any of the company's property (both present and future) including its uncalled capital and to purchase, redeem or pay off any such securities and generally to borrow money from Banks on such terms and conditions as may be necessary for the business of the company. But the company shall no carry on any banking business as defined under the Banking Companies Act, 1949.
- (xviii) To grant pensions, allowances, gratuity and bonus to employees of the company or the dependents of such persons and to support or subscribe to any charitable or other institutions, clubs, societies, funds or objects, subject to the provisions of Section 293-A of the Companies Act, 1956.

- (xix) To amalgamate with any other company whose objects in whole or in part are similar to the objects of this company.
- (xx) To distribute any of the company's property among the members in specie in the event of winding-up.
- (xxi) To do all such or any of the above things in any part the country and either as principals, agents, contractors, trustees or otherwise and either along or in conjunction with others, and by or through agents, sub-contractors, trustees or otherwise.

C. The other objects are:-

- (i) To carry on business which provides for all requisites for hospital patients and invalids.
- (ii) To manufacture, buy, sell and deal in mineral water, liquors, broths and other restoratives of food specially suitable or deemed to be suitable for invalids and convalescents.
- (iii) To carry on the profession of consultants, on management employment, engineering, industrial, Financial and commercial matters to industry and business.
- (iv) To manufacture, import, export, buy, sell, let, on hire, exchange, alter, improve, manipulate, prepare for market and or otherwise deal in or distribute all kinds of plants, machineries, machine parts, tools, apparatus and utensils and also to carry on the business of civil engineers, Electrical Engineers, Chemical Engineers, Architects.
- (v) To cultivate, grow produce or deal in agricultural, horticultural, floricultural vegetable or fruit products and to carry on all or any of the business of farmers, dairymen, milk contractors, dairy farmers, millers, surveyors and vendors of milk and milk products, condensed milk, cream, cheese, butter, poultry, fruits and vegetable growers and dealers in corn, hay and straw, seedsmen and nurserymen.
- (vi) To carry on the business and manufacturers of or dealers in glass products including sheets and plate glass, optical glass, wool and Laboratory ware.
- (vii) To buy, sell, run, manage, administer, organise promote consumer goods, department stores and chain stores of any or many products of whatever nature.
- (viii) To produce, manufacture, process, refine, buy or sell, import or export and deal in toilet products, toilet soap, washing soaps, detergents and cosmetics of all types, safety matches and various household consumables and appliances.
- (ix) To carry on the business of manufacturers, processors, exporters, importers agents, buyers, sellers dealers in tea, coffee, tobacco products, cashew kernels and other agricultural products including wheat, rice, cereals, fish and fish products.
- (x) To carry on business as importers and exporters of goods or merchandise of any description or to act as shippers, underwriters, commission agents, advertising agents, transport agents, forwarding and clearing agents, brokers, estate agents.
- (xi) To carry on the business of dealers and agents and investment & finance, in real estate, land, building, factory and office premises, godowns, shops, farms, plant and machinery etc and buy, sell, lease, let out, construct, alter, repair, maintain, develop and manage & control properties of all types whatsoever and more specifically, but without limiting the generality the foregoing, buildings, offices, factories, Mills, shops, Machinery, Engines, Roadways, tramways, railways, branches of sidings, bridges, reservoirs, water and electric works and to promote and float and work as promoters of Co-operative Housing Societies, Industrial Housing Societies, industrial estates and any of other societies or any type of organisation related to that and/or join with any other person or company in doing any of these things.
- (xii) To carry on in India or any part of the world, the business of manufacturers producers, processors, extractors, refiners, importers, exporters, buyers, sellers or stockists agents,

For Kwality Pharmaceuticals Ltd.


Managing Director

contractors, distributors of and dealers in all kinds & classes of fertilizers, dyes, colours, pigments, paints, varnishes, oils & lubricants, vegetable and non-vegetable oils, edible & non-edible oils, butter, ghee and its byproducts of whatever nature, petro-chemicals, industrial chemicals and other chemical and chemical products of every nature and description, compounds, intermediates, derivatives, formulations and bye products of the foregoing.

(xiii) To carry on the business as manufacturers, buyers, sellers, importers, exporters, distributors, agents, C&F Agents, brokers, factors, stockists, commission agents, marketing, trading and dealers of all kinds of products in India and abroad including Electric and Electronic goods, Engineering goods, Cycle parts, Dhooop, Electric appliances, food products of all kinds, edible oils, spices, rice, bee keeping, honey, disposable needles, bandages, computer hardware, software, oils, non-edible oils, oil seeds, oils and cakes, vanaspati, Hosiery Goods, Readymade Garments, knitting, shirts, jeans, pants, fabrics, made ups, shawls, garments, blankets, rugs, carpets, Plastic and Plastic goods, plastic liners and sacks of high density polyethylene, polypropthelene, low density polythene, pipes, sheets, toys and wares and other types of plastic goods and products, photographic goods, sports goods, machine tools, hand tools, small tools, metals of all types including Gold, Silver etc., alloys, iron pipe fitting, nuts and bolts and accessories, automobile parts, steel and stainless steel and iron products, ores and scraps, metallurgical residues, hides, skins, leather goods, furs, bristles, tobacco (raw and manufactured) hemp, seeds, wheat product, cattle feed, poultry feed, textile fibre and waste coir and jute and products, thereof, wood and timber, bones, crushed and uncrushed, industrial diamonds, coal and charcoal glue, gums and resins, ivory, lac, sheila, manures, pulp or wood, rags, rubber, tanning substances, wax, quartz, crystal, chemicals and chemical preparations, pesticides, insecticides, plastic and linoleum articles, glass and glass ware, handicraft, handloom, toys, liquid gold, precious stones, ornaments, jewelleryes, pearls, drugs and medicines, soaps, paints, instrument, apparatus and appliances, machinery and mill work and parts thereof, paper and stationery, sport goods, druggist in dressing materials cosmetics, wags, belting, cinematograph films exposed, gramophone records, rubber plastic goods, starch, umbrellas, crown corks, batteries, surgical and musical instruments, marble and hardware items traditional calendars, all kinds of books and manuscripts, electric and electronic products of all kinds, sanitary ware and fittings, woolen textiles, natural fibre products, cellulose and cellulosic products mixed blended products, fish and fish products, fodder bran, fruits, nuts, cashew nuts, kernels, grains, pulses, flour, confectionery, provisions, alcohol beverages perfumed spirits, spices and tea, coffee, sugar and molasses, thermo ware, vegetables, and vegetable product processed foods and packed food products, glass or glass bottles, crowns different kinds of caps for bottles, plastic shells and any other material relating to aerated soft drinks.

(4) The liability of the members is limited.

(5) The Authorized Share Capital of the company is Rs. 16,00,00,000/- (Rupees Sixteen Crore) divided into 1,60,00,000 (One Crore Sixty Lacs) Equity shares of Rs. 10/- (Rupees Ten) each.

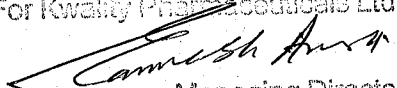
For Kwality Pharmaceuticals Ltd.


Managing Director

We the several persons whose names and addresses are subscribed below are desirous of being formed into a Company in pursuance of the Memorandum of association and we respectively agree to take the number of shares in the capital of the company set opposite our respective names:-

S. No.	Name, address, Description and Occupation of the subscribers	Number of equity shares taken by each subscriber	Signature of the subscribers	Witnesses
1.	Sh. Jugal Kishore S/o Sh. Bishan Das 32, R.B. Parkash Chand Road, Amritsar. (Business)	10	Sd/-	WITNESS FOR ALL SD/- ASHWANI KUMAR GOYAL, C.A., S/O SH. R. K. GOYAL, 18, NEW COLONY, TIWARIAN STREET, I/S LOHGARH GATE, AMRITSAR.
2.	Sh. Ramesh Arora S/o Sh. Jugal Kishore 32, R.B. Parkash Chand Road, Amritsar. (Business)	10	Sd/-	
3.	Mrs. Anju Arora W/o Sh. Ramesh Arora 32, R.B. Parkash Chand Road, Amritsar. (Housewife)	10	Sd/-	
Total		30		

Dated this 2nd day of May 1983
Place :- Amritsar.

For Kowality Pharmaceuticals Ltd.

 Managing Director