

**UNDERTHE COMPANIES ACT 1956**

**(1 OF 1956)**

**Company Limited by Shares**

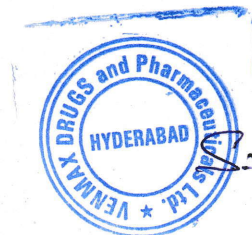
**Memorandum of Association**

**Of**

**\*VENMAX DRUGS AND PHARMACEUTICALS LIMITED**

- I. The name of the Company is **VENMAX DRUGS AND PHARMACEUTICALS LIMITED**
- II. The Registered Office of the company will be situated in the State of Andhra Pradesh
- III. The object 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, dealers, exporters, importers, distributors, agents, processors, job workers, exploiters of all types and varieties of drugs, pharmaceuticals, chemicals raw materials, process, know-how of such products.
    2. To manufacture, buy, sell, import, export, deal or otherwise exploit all types of process techniques, designs, drawings, Plant and Machinery of drugs, pharmaceuticals, chemicals, raw materials and other inputs thereof.

*\*The name of the company has been changed from YENKEY DRUGS AND PHARMACEUTICALS LIMITED to VENMAX DRUGS AND PHARMACEUTICALS LIMITED VIDE SPECIAL RESOLUTION PASSED BY THE MEMBERS ON 13-04-2009*





**(B) THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE:**

1. To enter into contracts, agreements and arrangements with other persons, firm, company, or body corporate for the carrying out by such other person, firm, company or body corporate on behalf of the company of any of the object for which the company is formed.
2. To repair, alter, remodel, clean, renovate, convert, manipulate, and prepare for resale and resell any goods from time to time belonging to the company.
3. To employ experts to investigate and examine in to; conditions, prospects, value, character and circumstances of any business concerned and undertaking carrying on any business similar to that of this company and generally of any assets, property or rights.
4. To purchase, take on lease or in exchange hire or otherwise acquire any immovable and movable property, any rights or privileges which the company may think necessary or convenient for the purpose of its business or may enhance the value of any other property of the company and in particular any lands, buildings, easements, machinery, plant and stock in trade and either to retain any property to acquired for the purpose of the company's business or to turn the same to account which may seem expedient.
5. To build, hire, take on lease, construct, alter, improve, maintain, enlarge pull down, remove or replace and to develop work, manage, carry out and control and buildings, office, factories, mails, shops, machineries, engines, or any road way, tramway, railway, sidings, bridges, wells, reservoirs water course, wharves, warehouse, electric workshops, stores, chawis and other works and conveniences which may seem calculated directly or indirectly to advance the company's interests and to contribute to subsidies or otherwise assist or take part in the construction, improvement, maintenance, ;development, working management carrying put or control thereof and to join with any other person or company in doing any of these things.
6. To let on lease or on hire purchase system or lend or otherwise dispose of any property belonging to the Company and to finance the purchase of any article or articles, whether made by the company or not, by way of loans by the purchase of any; such articles and letting thereof on the hire purchase system or otherwise howsoever.
7. To sell, lease mortgage or otherwise dispose of the property, assets or undertaking of the company or any p0art thereof for such consideration as the company may think fit and in particular, for shares, stocks, debentures or other securities of any other company whether or not having objects altogether or in part similar to those of the company.
8. To amalgamate, enter into any partnership; or in any arrangement for sharing profits, union of interest, co-operation joint venture or reciprocal concessions or for limiting competition with any person or company carrying on o9r engage in any business or transaction, which the company is authorised to carry on or engage in or which can be carried on in connection there with or which is capable of being conducted as directly or indirectly to benefit the company or to acquire and carry on any other business (whether manufacturing or otherwise) auxiliary to the business of the company or connected therewith which may seem to the company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render more profitable than any of the company's property and to give or accept by way of consideration for any of the acts of things aforesaid, or property, any shares debentures, debenture stock or securities that may be agreed upon, and to hold and retain or sell mortgage and deal with any shares, debentures debenture-stock or securities so received.



9. To remunerate any person or company for services rendered in placing or assisting to place or guaranteeing the placing of shares in the company's capital or any debentures stock or other securities of the company or in or about the formation or promotion of the company or the acquisition of property by the company or the conduct of its business.
10. To acquire and undertake the whole or any part of the business property and liabilities of any person or company carrying on or any business which the company is authorized to carry or possessing of property suitable for the purpose of this company of which is capable of being conducted so as directly or indirectly to benefit the company.
11. To establish or promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the company or for any other purpose which may seem directly or indirectly calculated to benefit the company and to place or guarantee the placing of or underwrite, subscribe for or otherwise, acquire all or any of the shares debentures, or other securities of any such other company.
12. To enter into any arrangement with any Government of authority supreme, Municipal Panchyat, local or otherwise, or any person or company that may seem conducive to the Company's objects or any of them and to obtain from any such Government authority, person or company any rights privileges charters, contracts, licenses and concessions, which the company think fit, desirable to obtain and to carry out exercise and comply therewith.
13. To apply for, promote, and obtain any Act, charter, privileges, concessions, license, authorization if any of and/ or from any Government State or Municipality, Panchyat provisional order or license or any authority for enabling the company to carry any of its objects into effect, or for extending any of the powers of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to prejudice the Company's interest.
14. To apply for purchase, or otherwise acquire and protect and renew in any part of the world, any patent rights, brevetted invention, trade marks, design licenses concession and the like conferring any exclusive or non exclusive or limited right to their use or any secret or other information as to any invention which may seem capable of being used for any of the company or the acquisition of which may seem calculated directly or indirectly to benefit the company, and to use, exercise, develop or grant licenses in respect of or otherwise turn to account the property rights, or informations so acquired and to expend money in experimenting ;upon test or improving any such patents, inventions or rights.
15. To establish provide, maintain and conduct or otherwise subsidize research laboratories and experiments to undertake and carry out all scientific and technical research and experiments to undertake and carry out all scientific and technical researches, experiments and rests of all kinds and promote studies and research both scientific and technical investigations and invention by providing, subsidizing endowing or assisting laboratories workshops, libraries, lecture, meetings and conference and by providing for the remuneration of scientific or technical professors or teachers and by providing for the award of exhibitions scholarships, prizes and grants to students or otherwise and generally to encourage promote and reward studies, research investigations experiments tests and invention or any kind that may be consider likely to assist and of the business which the company is authorized to carry on.
16. To purchase, acquire or otherwise, obtain and to enter into all manner of technical, financial and or other collaboration agreements with any person firm, company or body corporate or local body or authority or Government of India both the Central as well as state or in any part of the world of



the purchase of acquisition of technical know-how or any other secret technical or other information for the purpose of carrying on any business (Whether manufacturing or otherwise) ancillary to the business of the Company or connected therewith of which may seem to the company or capable of being conveniently carried on with the existing business of the company or calculated directly or indirectly to benefit the company and to sell, import or otherwise dispose of and to enter into all manner of technical financial, of other collaboration agreements with any persons, firm or company or body corporate of local body or authority of Government both Central as well as State government of any country or any part of the World for the sale, imparting or disclosing technical know-how or any other secret technical for other information owned and or passed by the company.

17. To make donations to such persons or institutions and in such cases and either of cash or any other assets as may be thought directly or indirectly conducive to any of the Company's objects or otherwise expedient and in particular, to remunerate any person or corporation introducing business to this company, and also to subscribe, contribute or otherwise assist or guarantee money for charitable, scientific, religious or benevolent, national, public or other institutions, objects or for any exhibition or any public genera or their objects and to establish and to support or aid in the establishment and support of Association, funds, trusts, and conveniences for the benefit of the employees, or ex-employees (Including Directors) of the Company or its predecessors, in business or persons having dealings with the company or the dependent relatives or reconnected with such persons and in particular friendly or other benefit societies to and grant pensions, allowances, gratuities and bonuses either by way of annual payments or a lump sum and to make payments to wards insurance and to form and contribute to provident and benefit funds of or for such persons.
18. To refer or agree any claim, dispute or any other question, by or against the Company or in which the Company and third parties to arbitrate in India, or at any place outside India, and observe and perform and to do all acts, deeds, matters and things to carry out or enforce the awards.
19. To pay, out of the funds of the Company all expenses which the Company may lawfully pay with respect to the promotion, formation and registration of the Company, or the issue of its capital, including brokerage and commission for obtaining application or taking or underwriting or procuring the underwriting of shares, debentures or other securities of the company.
20. To pay, all preliminary expenses of any company promoted by the company or any company in which the company is or may contemplate being interested in such preliminary expenses all or any part of the costs and expenses of owners of any business of property acquired by the Company.
21. To pay for any rights or property acquired by the Company and to remunerate any person or company for service rendered or to be rendered in placing of shares in the company's capital or any debentures, debenture stock or other securities of the company of the acquisition of property by the company or the conduct of its business whether by cash payment or by allotment of shares, debentures or other securities of the company credited as paid up in full or otherwise.
22. To adopt such means of making know the business of the company as may seem expedient and in particular by advertising in the press, by circulars by purchase and exhibition of works of art or interests by publication of books and periodicals and by granting prizes, rewards and donations.
23. To receive money or deposit or loan and borrow or raise money in such manner as the company shall think fit, in particular by the issue of debentures or debenture stock (perpetual or otherwise) and secure the repayment of any money borrowed raised or owing by mortgage charge or lieu



upon all or any of the property or assets of the company (both present and future) including its uncalled capital and also by a similar charge or lien to secure and guarantee the performance by the Company or any other person or company of any obligation undertaken by the company or any person or Company as the case may be.

24. To invest and or deal with the funds of the Company not immediately required in such manner and upon such securities as shall from time to time be thought necessary to or for the benefit of the Company and to create reserve fund, sinking fund, insurance fund, or provident fund there about etc.,
25. To undertake and execute any trust the undertaking of which may seem to the Company desirable either gratuitously or otherwise.
26. To draw, make accept, endorse, discount, execute and issue bills of exchange debentures and other negotiable or transferable instruments, securities.
27. To lend and advance monies or give credit to such person or persons or companies and on such terms as may seem expedient and in particular to customers and others having dealing with company and to guarantee the performance of any contract or obligation and the payment of any contract or obligation and the payment of monies of or by such persons or companies and generally to give guarantee and indemnities.
28. To sell, improve, manage, develop, exchange, lease, mortgage, dispose off turn to account or otherwise deal with all or any part of the property and rights of Company for the time being.
29. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds, or the benefit of, and give or procure the giving of donations, gratuities, pension, allowances or emoluments to any persons who are or were at any time in the employment or service of the company or of any company which is a subsidiary of the company or is allied to or associated with the company or with any such other subsidiary company as aforesaid and the wives, widows, families and dependents of any such persons, and also establish and subsidies and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well being of the company or any such other company as aforesaid and make payment to or towards the insurance of any such person as aforesaid either alone or in conjunction with any such other person, firm of the company as aforesaid.
30. Subject to the provisions of Section 205 of the companies Act 1956, to distribute among the members in specific any property of the company or any proceeds of sale or disposal of any property of the company but so that no distribution amounting to a reduction of capital be made except with the sanction if any, for the time being required by law.
31. To insure the whole or any part of the property of the Company either fully partly to protect and indemnify the Company from liabilities or loss in any respect either fully or partially and also to insure and to protect and indemnify any part of portion thereof either on mutual principle or otherwise.
32. To carry out in any part of the world all or any part of the Company's objects as principles, agents, factors, trustee, contractor or otherwise either alone or in conjunctions with any other person, firm, association, corporate body, Municipality, province, State body, Government or dependency thereof.



33. To establish branches or appoint agencies in or outside India or in connection with any of the objects of the Company and in particular in relation to the investment of money, the sale of property and receipt.
34. To exercise all or any of its corporate powers, Rights and privileges and to conduct its business in all or any of its branches in the Union of India and in any or all States, Territories, possessions, colonies, and dependencies thereof and in any or all foreign countries and for this purpose to have and maintain and to discontinue such number of offices and agencies therein as may be convenient.
35. To procure the company to be registered or recognized in any part of the world and.

**(C) OTHER OBJECTS OF THE COMPANY: Not Included in (A) & (B) above**

1. To manufacture, assemble, buy, sell, import and export machinery, components, spares, consumables, gadgets and appliances.
2. To carry on business as electrical, civil, mechanical, chemical and agricultural engineers, manufactures, contractors, importers, exporters and merchants.
3. To buy otherwise dispose off, manufacture, store, repair, convert, remodel, let on hire, and deal in machinery implements and hardware of all kinds.
4. To transact and carry on all kinds of agency business and to appoint or be appointed as buying agents, selling agents, manufacturer's agents or representatives of any company or concerns and to do or perform all and singular, the several duties service and authorities pertaining to such officer respectively to company with and to become bound by all restrictions, limitations pertaining to such officers respectively or imposed by terms of agreements entered into for any of the purposes aforesaid.

IV. The liability of member of the Company is Limited.

V.\* The Authorized Share Capital of the Company is Rs. 22,00,00,000/- (Rupees Twenty-Two Crores Only) divided into 2,20,00,000 (Two Crore Twenty Lakhs) equity shares of Rs. 10/- (Rupees Ten only)

*\* The Authorized Share Capital of the Company is increased from Rs. 8,00,00,000/- (Rupees Eight Crores Only) to Rs. 22,00,00,000/- (Rupees Twenty-Two Crores Only) vide Ordinary resolution passed by the shareholders at the Extra-Ordinary General Meeting held on 06.02.2025.*



*S. Venkata Rao*

*Venkata Rao Sadhanala*

*DIN: 02906370*



We the several persons whose names and addresses are subscribed below, are desirous of being formed into a Company in pursuance of this Memorandum of Association; and were respectively agreed to take the number of shares in the capital of the company set opposite our respective names.

| Sl.No. | Names, addresses, descriptions & occupation of Subscribers<br>(1)   | No. of Equity Shares taken by each subscriber<br>(2) | Signature of subscriber<br>(3) | Name, Address, description, Occupation and Signature of Witness<br>(4)   |
|--------|---|--|--------------------------------|--|
| 1.     | N VNARENDER<br>S/o. N Hari Prasad Yadav<br>Flat No. 16,<br>Gagan Vihar Apartments,<br>Domalguda,<br>Hyderabad — 29<br>Occupation : Business | 5,000<br>(Five Thousand)                             | Sd/-                           |  |
| 2.     | NJYOTHI KIRAN<br>W/o N VNarender<br>Flat No.o. 16,<br>Gagan Vihar Apartments,<br>Domalguda,<br>Hyderabad — 29<br>Occupation : Business      | 5,000<br>(Five Thousand)                             | Sd/-                           | Sd/-<br><b>KPRABHAKAR</b><br>S/o. KRaghava Rao<br>Jawahar and Associates<br>Chartered Accountants<br>C-5, Sky lark Apartments,<br>Basheerbagh,<br>Hyderabad —500 029 |

Date: 21<sup>st</sup> Day of September Nineteen Ninety-Four

Place: HYDERABAD

