

INCORPORATED
UNDER
THE COMPANIES ACT, 2013

COMPANY LIMITED BY SHARES

**MEMORANDUM OF ASSOCIATION
OF
VANTA BIOSCIENCE LIMITED**

- I. The name of the company is **VANTA BIOSCIENCE LIMITED**
- II. The registered office of the company will be situated in the State of **Telangana**.
- III. (a) The objects to be pursued by the company on its incorporation are:—
 1. To Carry on the business of Research & Development, Clinical and Pre-clinical tests and studies in all fields, animal breeding, agricultural activities, manufacturing, producing, processing control, import, export and trading of Nutraceuticals, Probiotics, animal feeds, health, home and personal care formulations, to setup, establish, run and maintain all types of laboratories, research, processing and diagnostic centers for providing all types of solutions in the fields of Pharmaceutical, Nutraceutical, Ayurvedic and Herbal formulations, health, home and personal care products, medicines of all types, bulk drugs, chemicals, biotech products, food products, food supplements, agro and agri-tech products, and to deal in all types of above products and to act as consultants, engineers, managers, associates and agents in all the above fields.
 2. To carry on the business of manufacture, assemble, produce, process, market, trade, import, export, fabricate, distribute, trade, supply, buy, sell, design, manipulate, improve or otherwise deal in any or all kinds of bulk drugs, formulations, chemicals, pharmaceuticals, acids, alkalies, medicines, tannins, paints and to carry on bio-analytical, microbiological, bio-technology, bio-informatics, stem cell research, designing, engineering, executing and implementing various types of projects on contract or turnkey basis and to acquire, provide the designing and providing technical know-how.
- (b) Matters which are necessary for furtherance of the objects specified in clause III(a) are:—
 1. To carry on the research and developmental activities in the areas of the main objects stated above and to acquire the designing or technical knowhow on technologies and applications related to the main objects mentioned above.

2. To acquire by purchase, lease, license, mortgage, exchange, rent, hire, or otherwise, and to own, hold, exploit, use, develop, operate sell, assign, lease, transfer, convey, exchange, mortgage, create security interests in, take options over, pledge, or otherwise dispose of or rights or privileges of any kind over or in respect of any property for the purpose of business of the Company, and to construct, decorate, develop, furnish, maintain, manage, operate, lease, rebuild, enlarge, alter or improve any building or other structure, now or hereafter erected on any such property, including setting up offices, flats, houses, factories, shops, libraries, databases, and other research, development, production, designing, mixing, marketing, testing and training facilities for the business of the Company.
3. To grant to other persons or companies or firms the right, lease, sub-lease, license, sub-license or privilege to carry on any kind of business on the property of the Company on such terms as the Company deems expedient or proper.
4. To apply for, register, purchase, or by any other means acquire and protect, prolong and renew, whether in India or abroad any patent, patent right, license, secret process, trade mark, design, copyright, protection or concession and to disclaim, alter, modify, use and turn to account and to manufacture under or grant license or privilege in respect of the same, and to expend money in experimenting upon, testing and improving any of the aforesaid rights which the Company may acquire or propose to acquire.
5. To acquire and undertake the whole or any part of the business, goodwill or assets of any person, firm or company and as part of the consideration for such acquire an interest in, amalgamate with, or enter into partnership or any arrangement for sharing profits, or for co-operation, or joint venture or mutual assistance with any such person, firm or company, or for subsidizing or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquire, 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 stock or securities so received.
6. To establish, promote and/or make investments in ventures, companies, firms and other entities.
7. To improve, manage, construct, repair, develop, exchange, let on lease, otherwise mortgage, charge, sell, dispose off, turn to account, grant license, option, right or privileges in respect of, or otherwise deal with, all or any part of the property and rights of the Company.
8. To invest and deal with the money of the Company in such manner as may, from time to time, is determined and to hold otherwise deal with any investments made.
9. To subscribe for, take, purchase, or otherwise acquire and hold shares or other interest in or securities of, any other companies and to co-ordinate, finance and manage the businesses and operations of any company in which the company holds any such interest.
10. To subscribe for, purchase, or own and hold the securities of other companies, and to direct the operations of other companies, through the ownership of securities therein and to promote any other company for the purpose of acquiring the whole or any part of the business or property, undertaking or liabilities of the company, or of undertaking any business or operations which may appear likely to assist or

benefit the company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

11. To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantee, contracts of indemnity and surety ship, of all kinds, to receive money on deposit or loan and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any parent or subsidiary company provided that the Company shall not do any banking within the meaning of Banking Regulation Act, 1949 and respective amendments.
12. Subject to the provision of the Companies Act, 1956, to borrow and raise money, other than public deposits, and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
13. To open bank accounts and to draw, make, accept, endorse, discount, negotiate, execute and issue cheques, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments.
14. To apply for, promote and obtain any order or license of the concerned authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interest, and to oppose any proceedings directly or indirectly likely to prejudice the Company's interest.
15. To adopt, carry out or give effect to any pre-incorporation or post incorporation agreements, or arrangements or any modifications and amendments thereto, arrived at between the Company's shareholders, promoters and/or any Government authority (Central, State, Municipal, Local or otherwise), company (whether incorporated in India or outside India), firm or person for promotion of the Company, provision of technical know how to the Company and or in respect of any matters concerning the affairs and business of the Company.
16. To enter into, make, perform, and carry out any contracts, agreements or arrangements of every sort and kind with any Government authority (central State Central, State, Municipal, Local or otherwise), company (whether incorporated in India or outside India), firm or person that may seem necessary or convenient or conducive for the business of the Company or to the attainment of the Company's objects or any of them, and to obtain from any such Government or authority any charters, decrees, rights, services, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges and concessions.
17. To enter into any partnership, as limited or general partners, or both, and to enter into any other arrangement for sharing profits, union of interest, unitization or farm out agreement, reciprocal concession, or cooperation, with any corporation, association, partnership, syndicate, entity, person, or governmental, municipal, or public authority, domestic or foreign, in the carrying on of any business which the Company is authorized to carry on, or any business or transaction deemed



necessary, convenient, or incidental to carrying out any of the purposes of the company.

18. To set up, establish, promote, start research and training institutes, centers, libraries, workshops and provide and assist in the provision of training, education, aid and advice and to publish and distribute material in respect of any matters connected with or incidental to the business of the Company.
19. To engage any person, firm or company rendering professional, consultancy or advisory services to the Company and to remunerate any such person, firm or Company as may be thought expedient.
20. To employ, retrench, lay-off, suspend, terminate the appointment of or dismiss executives, managers, assistants, support staff and other employees and other employees and to remunerate them at such rates as shall be thought fit.
21. To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company.
22. To act for itself or others in the development, promotion, exploitation, and marketing of new devices and ideas with respect to any merchantable product and for that purpose to adopt such means of making known the products and activities of the Company as may seem expedient.
23. Subject to the provisions of the Companies Act, 1956, to support and subscribe to any charitable or public object and to support and subscribe to any institution, society or club which may be for the benefit of the Company or its Directors or employees, or which may be connected with any town or place where the Company carries on business: to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been directors of or who are or have been employed by or who are serving or have served the Company or its holding company or any company which is a subsidiary of the Company or the holding company or of the predecessors in business of the Company and to the wives, widows, children and other relatives and dependents of such Directors or employees: and to set up, establish, support and maintain profit sharing or share of the Company or of any such subsidiary or holding company and to lend money to any such director or employees or trustees on their behalf and to enable any such schemes to be established or maintained.
24. To create any depreciation fund, reserve fund, sinking fund, insurance fund or any special or other fund whether for depreciation or for repairing, improving, replacing, renewing, extending or maintaining any of the properties of the Company or for any other purpose whatsoever deemed beneficial to the Company.
25. To sell or otherwise dispose of the whole or any part of the business or property of the Company, either or together in and to receive in return any form of consideration including shares, debentures or securities of any company purchasing the same.
26. To distribute, subject to the provisions of the Companies Act, 1956, among the shareholders of the Company in kind or specie any property of the Company of whatever nature.
27. To become a member of and communicate with trade, industry and business associations, chambers of commerce and other mercantile and public bodies throughout India and, in other parts of the world and to promote measures for the

advancement and protection of the trade, industry and business in which the Company may be engaged.

28. To provide consultancy, advisory, public relations, marketing, training, educational and other services relating to the Company's objects and to establish, operate, license training centers for the foregoing.
 29. To guarantee the performance of any contract or obligation and the payment of money of or by any person or companies and generally to give guarantees and indemnities.
 30. To enter into partnerships or any arrangements for sharing profits, amalgamation, union of interests, co-operation, joint venture, reciprocal concessions, or otherwise with any person or company carrying on or engages in, any business or transaction which this Company is authorized to carry on or to amalgamate with any other company having objects altogether different.
 31. To amalgamate the company with other suitable entities to explore the synergy/ synchronization and also to undertake merger, de-merger or restructuring process in the best interest of the company.
- IV. The liability of the members is limited. This liability is limited to the amount unpaid, if any, on the shares held by them.
- V. The authorised share capital of the Company is Rs. 7,50,00,000/- (Rupees Seven Crore Fifty Lakh Only) divided into 75,00,000 (Seventy Five Lakh) equity shares of Rs. 10/- (Rupee Ten Only) each.

VI. We the several persons whose name and address 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 opposite to our respective names.

Sl. No.	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
1	<p>MOHAN KRISHNA M S/o Late MRUTHYUN JAYA 202, Plot No. 1, 2 & 3 Amaravathi colony Thokatta, Bowenpally Hyderabad-500011 DOR: 1st April 1958 Occ: Business</p>	<p>10,000 (Ten thousand only)</p>	<p>M.M. Vishwak</p> 	<p>I witness to subscribers, who have subscribed and signed in my presence. Further I have verified their identity details for their identification and satisfied myself of their identification particulars as filled in.</p> <p>K. KESAVA REDDY S/o K. Subbar Reddy Chartered Accountant A-3, Padma Nagar Chambers Khanapuram, HYDERABAD-500004</p>
2	<p>M. DOPESH RAJA S/o M. MOHAN KRISHNA 202, Plot No. 1, 2 & 3 Amaravathi colony, Bowenpally, Hyderabad 500 011. D.O.B: 26th May, 1984 Occ. Service</p>	<p>10,000 (Ten thousand only)</p>	<p>M. Dopesah Raja</p> 	
		<p>20,000 (Twenty thousand only)</p>		

Date: 24/03/2016
Place: Secunderabad