



**UNDER THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION
OF
AMRUTANJAN HEALTH CARE LIMITED**

- I. The name of the Company is “**AMRUTANJAN HEALTH CARE LIMITED**”.
(Earlier amended vide Special Resolution passed at 70th Annual General Meeting held on 16.08.2007)
- II. The Registered Office of the Company, shall be situated in the State of Tamil Nadu
- 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 acquire and take over the business of Amrutanjan at Madras and branches and with a view thereto to enter into and carry into effect the agreement already prepared and expressed to be made between Mr. K. Nageswara Rao Pantulu, the proprietor of the said Amrutanjan of the first part and the Company of the second part and which has been for the purpose of identification signed by Messrs. Kothari & Sons.
 2. To acquire and purchase from the said Mr. K. Nageswara Rao Pantulu the name, trade mark, goodwill, patents, secret processes, stock, advertisement, literature, etc., of Amrutanjan with a view thereto to enter into and carry into effect the agreement which has been for the purpose of identification signed by Messrs. Kothari & Sons between the said Mr. K. Nageswara Rao Pantulu, the proprietor and dealer of Amrutanjan of the first part and the Company of the second part.
 3. To carry on the business of manufacturers, Importers, Exporters, Refiners, Agents, Vendors and Merchants of patent or Secret medicines or remedies and to act as manufacturers, vendors, merchants or agents for any kind of drugs, tinctures, medicines, essences, concentrations, fluid extracts, pharmaceuticals, disinfectants, sundries, surgical instruments, surgical dressing, serums, vaccines, biological products, bacteriological products, galenicals, pills, tablets, injectules, colloidal products, glassware, rubber goods, bottles, boxes, and containers of all kinds, soaps, brushware and toilet articles, jams, jellies, provisions, condiments, and any other articles which may be used in or required for the business of chemists, pharmacists, druggists, perfumers, oilman stores, provision stores, chemicals, alkalis, salts, heavy chemicals, inks, essential oils, crude drugs, acids, syrups and as general merchants, and for such purposes to try, sell, manufacture, and deal in all such medicines or remedies, plant and machinery, tools, implements, conveniences, manufactured or raw materials, drugs, chemicals, and things capable of being used in connection with the aforesaid business or required by workmen or other employees of the Company, to utilise and turn to account any bye-products or such of them as may be advantageously utilised or turned into account.
 4. To carry on the business as manufacturers, processors, traders, importers, exporters, chemists, druggists, oil and colourman and dealers in ayurvedic products/allopathic products, homoeopathy & siddha formulations, preparations & its derivatives, over-the-counter (OTC) products, pharmaceuticals, medicinal, chemical, diagnostic, anti-biotic, disinfectant, therapeutic preparations, substances, products, bandages, handgloves, medical disposables, industrial & other preparations and articles, compounds, drugs, makers of and dealers in proprietary articles of all kinds, facial chemicals, cosmetic items, prickly heat powders, hair-oils, shampoos, hair-dyes, skin care products, all types of toilet or facial tissues stock, towels, male/feminine hygiene care products like sanitary napkins, baby diapers, underpads, wash products and other personal care products, eye-care products, nasal products, dental products, mouth freshners, mouth washers, cleaning products, hand washers, essential oils, hair oils, hair washers, hair lotions, detergents, freshners, toilet creams, toilet powders, eau-de-cologne, cologne waters, smelling salts, lavenders, scents, pomades, tooth powders, tooth pastes, toilet & washing soaps, liquid soaps, inks, spirituous preparations, denatured spirit, agarbathis, scented sticks, candles, insect repellants, etc.

5. To manufacture, process, prepare, preserve, refine, bottle, buy, sell and deal whether as wholesalers or retailers or as exporter or importer or as principal or agent or as keepers or dealers in all kinds of food & beverages, mineral water, non-carbonated, natural and artificial juices, carbonated drinks, soft or cold drinks, energy drinks, fruit drinks, re-hydration solutions and any by-products or co-products thereof, all kinds and varieties of foods, frozen foods, ice-creams, , fresh fruits, vegetables, dry fruits, spices, ready to eat items for human or animal consumption and to carry on the business and setting up of agricultural farms, fruit processing plants, food processing plants, cold-storage plants, research laboratories, packing units, bottling plants.
6. To carry on the business as manufacturers, sellers, importers, exporters, traders and dealers in all kinds of health care products, foods, convalescent products, cereals, baby foods, chocolates, confectionary products, health fruit bars, diabetic foods, health tonics, grip mixtures, liver tonics, weight reducing products, milk powders, glucose powders, ready to cook, pasta, noodles, spaghetti, pickles, instant masalas, curries, sauces, bread, sodas either by setting up manufacturing facilities therefor or by acquisition of any other business as a going concern now being carried on by any person or persons including firms, companies which have necessary infrastructure to accomplish this object.

(B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) ARE :

1. To carry on in India and elsewhere the business of merchants, manufacturers, general agents, manufacturers' agents and representatives carrying, forwarding, clearing and commission agents, importers, exporters, and other trade or business which may seem to the Company capable of being carried on in connection with any of the above-mentioned business or calculated directly or indirectly to enhance the value of or render profitable any of the Company's undertakings, property or rights.
2. To purchase, take on lease, or in exchange, or otherwise, acquire any movable or immovable property, rights or privileges which the Company may think necessary or convenient for the purpose of its business (and in particular any land, buildings, factories, easements, machinery and plants such as boilers, steam engines, electrical installations etc., and stock -in-trade).
3. To cultivate and carry on the business of cultivators of the lands and the property of the Company, and of makers and dealers in the produce of the cultivation of the Company's land and property and to carry on any other business (manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with any of the above mentioned objects or calculated directly or indirectly to enhance the value of, or render profitable, any of the undertakings property or rights for the time being of the Company.
4. To apply for, purchase or otherwise acquire any patents, brevets, invention, liberties, rights, privileges, licences, concessions, and the like, conferring any exclusive or non-exclusive or limited rights to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes 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 licences in respect of or otherwise turn to account the property, rights, or information so acquired; and to confer upon the Managing Agents full authority to keep the secret formulae and other processes in the manufacture of the drugs or medicines or patents acquired or to be acquired by the Company exclusively under their direct control and supervision without any member of the Company having access to the same unless the Managing Agents in their discretion decide that it will not be detrimental to the interests of the Company that any member or members should know them.
5. To purchase, maintain, and sell any kinds of minerals, chattels including livestock, motor cars and motor lorries, and any other conveyances.
6. To purchase, 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 or indirectly to benefit this Company.
7. To purchase, acquire, and undertake the whole or any part of the business the goodwill, property and liabilities of any person, firm or Company carrying on business which the Company is authorised to carry on, or possessing the property suitable for the purposes of this Company.
8. To take part in the formation, management, supervision or control of the business or operations of any person, firm or company or undertake and for the purpose to appoint and remunerate any Directors, accountants, other experts, agents and other employees.
9. To enter into partnership, or any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession or otherwise with any person, firm or company 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 any business or transaction capable of being conducted so as directly or indirectly to benefit the Company and to lend money, to guarantee the contracts of, or otherwise assist, any such person, firm or company, and to take or otherwise acquire shares / securities of any such companies, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with the same.

10. To promote any public or private company or companies which may seem directly or indirectly calculated to benefit this Company.
11. To construct, maintain, renew, repair, let out for hire, sublet, improve and alter any buildings, factories or works fully or partly necessary or convenient for the purposes of the Company.
12. To invest and deal with any of the monies of the Company and the portions of its capital not immediately required for the Company, in or upon such investments or securities or in such manner as may from time to time be deemed expedient; and to lend or advance monies to, guarantee the contracts, or engagements of, become surety for and financially assist any person, firm, company or corporation.
13. To pay out of the capital of the Company or otherwise all expenses of, or incidental to the formation, registration, and advertising of the Company and the issue of its capital including all payments, and other sums payable by the Company pursuant to the said purchase agreement and including also all brokerage and commissions for obtaining applications for or placing shares of the Company or underwriting any portion of the Company and also to pay out from the capital of the Company all similar expenses of and incidental to the formation and establishment of any other company which the Company may promote or incur in promoting.
14. To borrow, raise, secure or guarantee the repayment or payment of monies for any purpose of the Company and with a view to securing the same and interest, or for any other purposes, to mortgage or charge all or any part of the undertaking of the Company with power to issue bonds, provisional certificates or debentures, or debenture stock (perpetual or otherwise), transferable or to bearer secured by mortgage or charge, on all or any of the property of the Company or its uncalled capital or otherwise, and to draw, make, endorse, discount, accept, deal with, execute and issue bills of exchange and promissory notes or any of them negotiable instruments for all or any of the purposes of the Company and to accept, give payment in cash bonds, bills, notes, debentures or any negotiable instruments or partly in one and partly in another or otherwise.
15. To carry on the business of banking in all its branches and departments, including the borrowing, raising or taking up money, the lending or advancing money on securities and property, the discounting, buying, selling and dealing in bills of exchange, promissory notes, coupons, drafts, bills of lading, warrants, debentures, certificates, scrip and other instruments and securities, whether transferable or negotiable or not, the granting and issuing of letters of credit and circular notes, the buying, selling and dealing with stocks, funds, shares, debentures, debenture-stocks, bonds, obligations and other securities.
16. To lend money to such persons on such terms as may seem expedient and in particular to customers and others having dealing with the Company and to guarantee the performance of the contracts by and such persons.
17. To accept and receive monies on deposits from such persons on such terms and for such periods (fixed or otherwise) as may be deemed expedient and to pay interest thereon at such rates as the Directors may think fit.
18. To deposit any money or monies with any firm, Banks, Government, or company or companies for any of the objects of the Company to be fulfilled.
19. To pay brokerage or underwriting commission, remunerate any parties in cash or in shares, fully or partly paid-up, for services rendered or to be rendered in placing or assisting to place any shares in the Company's capital or any debentures or debenture-stock or other securities of the Company or in or about the formation and promotion of the Company, or of any Company which this Company may promote or concur in promoting, or the conduct of the business of this Company.
20. To draw, make, accept, endorse, discount, purchase, negotiate, sell, execute, issue promissory notes, bills of exchange, hundies, bills of lading, railway receipts, warrants, debentures and other negotiable or transferable instruments or securities, letters of credit, coupons, circular notes, delivery orders, rights or things in acknowledgement.
21. To sell, or dispose of the undertakings of the Company or any part thereof in such manner and for such consideration as the Company may think fit and in particular shares (fully or partly paid-up), debentures, debenture-stock, or securities of any other company (whether promoted by this Company or not) having objects altogether or in part similar to those of this Company or not.
22. To adopt such means of making known the products of the Company as may seem expedient, and in particular by advertising in the press, by boards, posters, circulars, leaflets, by purchase or exhibition of works of art or interest, by publication of books and periodicals or by granting prizes, rewards, bonuses, donations and premium of such character and on such terms as may seem expedient.
23. To sell, purchase, acquire, transfer, improve, manage, develop, exchange, lease, mortgage, enfranchise, dispose of, turn to account or otherwise deal with, all for any part of the property, moveable or immovable, and rights of the Company.
24. To pay for any property, business or any other right whatsoever acquired by the Company in or about its formation, from any person, firm or company already existing or about to be formed either wholly or partially or otherwise in shares or debentures of the Company or in cash, and to issue any such shares either credited as fully paid-up or with such amounts credited as paid-up thereon as may be agreed and to charge any such debentures, on all or any of the property of the Company whether present or future.

25. To grant pensions, allowances, gratuities, and bonuses, free medical or other assistance by providing or subscribing for free dispensaries and medical assistance to the employees or ex-employees of the Company or the dependants of such persons, and to support or subscribe to any charitable, religious, scientific, and national institutions, clubs, societies, funds, trusts, hospitals and exhibitions and to create such funds to provide for such pensions, gratuities, etc., and also create a provident fund in such manner as the Directors may consider proper.
26. To carry out all or any of the foregoing objects as principals, agents, contractors or otherwise, either as along, or in partnership or conjunction with any other person, firm, association or company, and either through agents, sub-contractors, trustees or otherwise.
27. To grant pecuniary or other aid or free scholarship in full or part, with boarding and lodging, to any student or students, or others, selected by the Directors for studying, specialising, or receiving training, in the manufacture or otherwise of the products specified above and kindred subjects in India or in foreign countries, with or without consideration of acquiring for the Company his or their services after the completion of such course or courses or training.
28. To distribute any of the property of the Company in specie among the members.
29. To acquire land, plant, cultivate and grow herbs, medicinal and other raw drugs and to purchase and sell herbs, medicinal plants and other raw and crude drugs and chemicals and sell the above in manufactured or raw condition.
30. To install plant and machinery, electrical or otherwise, to manufacture some or all of the above products.
31. To maintain a Laboratory for the study, analysis, experiments, standardization of products, to be manufactured by the Company and also any products of others and to give analytical reports with or without charging fees.
32. To appoint and employ agents, supervisors, managers, secretaries, travelling representatives, technical advisers, experts, specialists, medical men, chemists, etc., to enter into agreements with the abovementioned officers, agents and other employees of the Company on such terms and conditions as may be determined by the Directors from time to time, and to enter into an agreement with one of the Directors of the Company as a permanent Supervising Director for the purpose of exercising effective control and supervision over the work of such officers and employees to be appointed or employed from time to time.
33. To apply for, enter into arrangements, promote, and obtain any provision orders or privileges, contract, grants, monopolies, concessions, rights, charters, act, licenses from Local, Supreme, Municipal or other Governments or authorities, States, Railway or Steamer Companies for enabling the Company to extend, exercise, comply with, work, modify or carry out any of its objects or powers or for any other purposes whatsoever.
34. To oppose any legislative measures, bills or other applications which could or might, if passed, adversely affect the interests of the Company.
35. To organize or open branches, agencies, depots at convenient and important centers for conducting the business of the Company in India or elsewhere and to discontinue the same or any of them.
36. To insure any or all properties, godowns, stocks (in godowns or in transit) machinery, with any Insurance Company or Companies against all kinds of risks of the Company.
37. To apply, purchase, acquire, obtain, provisional or other protection for patents, trade marks, licenses, inventions, names, designs, copyrights, schemes, secret or other processes and the like, for all or any of their products in India, or elsewhere and to test, develop, prolong, renew, exercise, use, vend, grant, sell exclusive or other licenses in respect of or otherwise deal with all or any of the same.
38. To pay the whole or any part of the costs, charges, fee and expenses, in connection with the formation / incorporation of the Company and obtaining subscriptions for its shares and securities.
39. To do all such other things whether of the like or other sorts as may be considered incidental or conducive to the attainment of the above objects or any of them or to the conversion, disposition of any security or property held by the Company and so that the word "Company" in this clause shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated and the objects specified in each of the paragraphs of this clause shall be regarded as independent objects and accordingly shall be in no way limited by a reference to another paragraph.
40. A.) Subject to the laws for the time being in force, to undertake, carry out, promote and sponsor rural development including any programme for promoting the social and economic welfare of, or the uplift of the public in any rural area and to incur any expenditure on any programme of rural development and to assist execution and promotion thereof either directly or through an independent agency or in any other manner. Without prejudice to the generality of the foregoing, 'Programme of Rural Development' shall also include any programme for promoting the social and economic welfare for the uplift of the public in any rural area which the Directors consider it likely to promote and assist rural development and that the words "Rural Area" shall include such areas as may be regarded as rural areas under Section 35 CC of the Income-tax Act, 1961, or any other law relating to rural development for the time being in force or as may be regarded by the Directors as rural areas and the Directors may at their discretion, in order to implement any of the above mentioned objects or purposes, transfer without consideration or at such fair or concessional value as the Directors may think fit and divest the ownership of any property of the Company to or in favour of any public or local body or Authority or Central or State Governments or any public institutions or Trusts.

40. B.)To undertake, carry out, promote, sponsor, conduct or assist any activity likely to promote the general welfare and uplift of the public or any section of the public or employees in such manner and by such means as the Directors may think fit from time to time and to establish, take over, or acquire, as the case may be, any Medical, Research Centre, Trust, Institution or Fund.
41. ¹To purchase, take on lease or otherwise acquire any land, building or premises and to develop, improve, alter, demolish, sell or let out any property of the Company, whether owned or otherwise, for residential colonies, buildings, flats, apartments, suites, rest houses of all description, Commercial and Shopping Complex, and for the purpose of carrying on the business of hotel, restaurant, coffee tavern lodging, house-keepers and to carry on the business of wine, spirit and liquor merchants, brewers, malsters, distillers, importers, exporters and manufacturers of aerated mineral and artificial waters and other drinks whether intoxicating or not or caterers for public amusement or entertainment, proprietor of motor and other vehicle, garage proprietor, job masters, refreshment room keepers, farmers, dairymen and ice merchants, victualers, live and dead stock and launderers, hair-dressers, perfumers, chemist, proprietors of clubs, baths dressing room, museum, reading, writing and newspaper room, library grounds, indoor and outdoor game, sport recreation, exhibition, entertainment and instruction of all kinds, tobacco and cigarettes, agents for air, railway and shipping company and tourists, theatrical, cinemas, and opera box any other business which can be conveniently or usefully carried on in connection with the aforesaid objects of the Company.
42. To buy, sell, manufacture, refine, manipulate, import, export and deal in all substances, apparatus and things capable of being used in any such business as aforesaid or required by any customers of or persons having dealings with the Company either by wholesale or retail.
43. To start and maintain, an upto date Laboratory, or Laboratory for examination of blood, urine, wassermann test, etc.
44. To start and maintain electrical, dental, eye, ear, nose and throat clinics.
45. ²To carry out in any part of the world all or any part of the Company's objects by setting up manufacturing facility either on its own, through joint ventures or other modes / arrangements and 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 and in 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 and to procure the Company to be registered or recognized in any part of the world.
46. ²To run, maintain, manage and administer in India or elsewhere, health care centers, pain management centers, specialty centers, diagnostic centers, training centers, medical clinics, surgical / nursing homes, hospitals, dispensaries, pediatric clinics, sanatoriums, rehabilitation centers, fitness centers and other research centers.
47. ²To carry on the business of traders in both domestic and export markets, for all commodities, farmers grown products, natural products, food products.
- IV. The liability of the members is limited.
- V. (a) ³The Authorized Share Capital of Company is Rs.5, 10, 00,000/- (Rupees Five Crore Ten Lakhs only) divided into 5, 10, 00,000 equity shares of Re. 1/- (Rupee One only) each with or without voting rights with a power to consolidate or sub-divide into such classes and to increase or reduce the capital whenever the circumstances warrant.
- b) The Company has power to increase or reduce the capital and divide the shares in the capital for the time being into several classes and to attach thereto respectively any preferential, differs or special rights and to vary, modify or abrogate any such right, privilege or condition in such manner as may for the time being provided by the Articles of Association of the Company.
- VI. Messrs. K. Nageswara Rao & Co., are hereby appointed as the Managing Agents of the Company for such period that the said Company shall be in existence or until they resign in terms of the agreement, a draft, whereof is for purpose of identification subscribed and lodged with Messrs. Kothari & Sons which agreement is to be entered into between the Company and the Managing Agents, Messrs. K. Nageswara Rao & Co., with or without modifications after the incorporation of the Company under the Indian Companies Act, 1913.

And it is hereby expressly provided and declared that in consideration of the services rendered by them in promoting this Company the appointment of the said Messrs. K. Nageswara Rao & Co., to the office of the Managing Agents of the Company shall not at any time be liable to be revoked or cancelled on any ground or for any reason whatsoever save and except their being found guilty of fraud in the management and discharge of their duty as such Managing Agents of the Company as provided in the agreement with them.

* (Altered by Special Resolution(s) dated 5.01.2011)

¹ (Altered as per Special Resolution dated. 24.09.1990)

² (Altered by insertion vide Special Resolution dated 5.01.2011)

³ (Amended vide Ordinary Resolution passed at the Annual General Meeting held on 27-09-2012).

We, the several persons whose names, addresses, descriptions are subscribed here under, 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 on the capital of the Company set opposite our respective names :

S.No	Names, addresses, descriptions and occupations of subscribers	No. of shares subscribed	Name, addresses, occupation and description of witnesses
1.	K. Nageswara Rao, Zamindar, 7, Thambu Chetty Street, Madras	2,000 Ordinary 1 Preference	T.V. Mutukumaraswamy, Clerk, Messrs. Kothari & Sons, Broadway, Madras
2.	Chandulal M. Kothari, Share, Stock and Exchange Broker, 42, Broadway, Madras	25 Preference	
3.	R.B. Shah, Incorporated Accountant & Auditor, Chartered Bank Buildings, Madras	5 Preference	
4.	C.S. Sastri Incorporated Accountant & Auditor, "Chavali Gardens", Adyar	5 Preference	V.N. Anantharaman, B.A, Assistant, Messrs. Sastri & Shah Madras
5.	M. Ramachandra Rao, Advocate, Mylapore, Madras	25 Preference	M. Krishna Rao, Mylapore, Madras, Asst., United India Life Assurance Co., Ltd., Madras
6.	N. Rama Rau, Advocate, Mylapore, Madras	15 Preference	M. Krishna Rao, Asst., United India Life Assurance Co., Ltd., Madras
7.	S Sambhu Prasad, Landlord, "Sree Bagh", Mylapore, Madras	1 Preference	V.N. Anantraman, B.A., Assistant, Messrs. Sastri & Shah, Madras

**2000
Ordinary
77
Preference**

Place: Madras
Date: September 9, 1936