



# **BAL PHARMA LIMITED**

## **BENGALURU**

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### **MEMORANDUM AND ARTICLES OF ASSOCIATION**

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**MEMORANDUM OF ASSOCIATION  
OF  
BAL PHARMA LIMITED**

(Public Company Limited by Shares)

(Incorporated under the Companies Act, 1956 and as amended under the Companies Act, 2013  
vide special resolution passed by the shareholders of the Company at their meeting held on 19-09-2022)

**1st The name of the Company is BAL PHARMA LIMITED.**

**2nd The Registered Office of the Company will be situated in the State of Karnataka.**

**3rd (a) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE**

1. To Carry on the business of analytical chemists, druggists, druggists, druggists and manufacturers, importers, repackers of and dealers in pharmaceutical, medicinal, chemical, biological, biochemical and electrolytic drugs, chemicals, ingredients, products and compounds.
2. To manufacture, prepare, import, export, buy, sell, supply, distribute, store, stock, maintain and otherwise handle, deal in and carry on business in all kinds and varieties of patent medicines, drugs, mixtures, tablets, capsules, pills, powders, pharmaceuticals, chemicals, medicinal and medicinal products, preparations and materials, sterilized injections, vaccines, sera, immunogens, phylacogens and surgical dressings.
3. To purchase, produce, manufacture, grow, raise, sell or otherwise handle raw materials of all kinds for manufacture of pharmaceuticals, medicines and drugs.
  - a. To Carry on the business of Exporters, Merchant Exporters, Importers, Merchant Importers, Traders, Distributors and Dealers in all products and services

**3rd (b) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3(a) ARE: —**

4. To establish, maintain, conduct or contribute for maintenance of laboratories, workshops, factories or other establishments necessary for the purpose of experiments, research, technical studies and investigations and experiments considered useful for the attainment of objects of the Company.
5. To acquire and take over as a going concern any business engaged in or carrying out any of the activities and objects stated in preceding Sub-Clause (1) and or (2) and take over any assets or part of the assets or manufacturing units such as land, building, plant and machinery, furniture and fittings of such business concerns.
6. To establish and maintain, blood banks and research and biological laboratories, farms and stables etc., for the purpose generally of promoting the interests of the Company by actively working about the problems involved in the manufacture of the Company's products or for conducting further researches necessary for the successful working of and promoting the endeavor of the Company.
7. To establish well equipped laboratory and carry on analytical, experimental and other work or undertaking in relation to the works and the general objects of the Company or otherwise
8. 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 customer or of persons having dealings with the Company either wholesale or retail.
9. To erect all necessary or convenient refineries, works machinery, laboratory, workshops, dwelling houses for workmen and others and to aid in or subscribe to any such objects.
10. To purchase, take on lease, or in exchange, hire or otherwise acquire, any estates, land or lands, buildings, mills plants, engines, and machinery in India or elsewhere and any rights, privileges, easements connections factories, machinery, implements, tools, live and dead stock, stores, effects and other property, real or personal immovable of any kind.
11. To establish pharmaceutical and chemical manufacturing factories, refineries, distilleries for the purpose of turning into account any raw materials, minerals, tailings, by-products, or sewage connected with the Company's operations or owned by them.
12. To acquire from any sovereign state or authorities in India or elsewhere, any concessions, grants, decrees, rights, powers, and privileges whatsoever, which seem to the Company, capable of being turned to account, and to work, develop, carry out, exercise and turn to account the same.
13. To plant, grow and produce agriculture products and other products of any kind in India or elsewhere necessary or useful for the business of the Company.
14. To enter into any agreement or arrangement with any Government, State or authority, Municipal, local or otherwise, or any corporation, Companies or persons, that may deem conducive to the attainment of the Company's objects or any of them and to obtain from any such Government, State, Authority, Corporation, Company or persons any rights, privileges or concessions and to carry out, exercise and comply with such arrangement or agreement.

15. To apply for, promote and obtain any act of legislature or other authority for enabling the Company to carry out any of its objects into effect or for effecting any modification of the Company's constitution or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interest.
16. To exercise, conduct, research, develop, grant licenses in respect of, sell, let, or otherwise turn to account any inventions, processes, letters patent, licenses, concessions, right or privileges belonging to the Company or which it may acquire or any interest in the same, and to apply for, take out and register any patent or patents for any invention or inventions or obtain exclusive or other privileges in respect of the same, in any part of the world and to manufacture and produce and trade and deal in all machinery, plant articles, appliances and things capable of being manufactured, produced or traded in by virtue of or in connection with any such inventions, processes, letters patent, brevet D inventions licenses, concessions, rights or privileges as aforesaid.
17. To manufacture, buy, sell, import, export, install, work and generally deal in any plant, machinery substances, tools, materials, goods or things of any description, which in the opinion of the Company may be conveniently dealt with by the Company in connection with any of its objectives.
18. To construct, improve, maintain, develop, work, manage, carry out or control any roadways, railways, branches or sidings, bridges, reservoirs, water courses, wharves, factories, warehouses, electric works, shops, stores and other works and conveniences, which may seem calculated directly or indirectly to advance the Company's interest and to contribute, to subsidize or otherwise assist or take part in the construction, improvement, maintenance, working, management carrying out or control thereof.
19. To send out to foreign countries, directors, employees or any other persons for investigating possibilities of any business, trade or for procuring and buying any machinery or establishing trade connection or in promoting the interest of the Company and to pay all expenses incurred in this connection.
20. To form, promote, subsidise, organize and assist or aid in forming, promoting, subsidizing, organizing or aiding Companies, syndicates or partnership of all kinds for the purpose of acquiring and undertaking any property and liabilities of the Company or of advancing directly or indirectly the objects thereof or for any other purposes which this Company may think expedient and to take or otherwise acquire and to hold shares in any other Company having objects similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
21. To draw, make, accept, endorse, execute, issue and negotiate bills of exchange, promissory notes, cheques, drafts, hundies and other instruments of every description.
22. To issue debentures, debenture stocks, to grant and issue letters of credit, circular notes, bills, drafts and other instruments and securities, whether payable to bearer or otherwise and to make the same or any of them assignable free from equities.
23. To borrow or raise money on any terms without security or on the security of land, buildings, factories, machinery, tools, bills of exchange, promissory notes, bonds, bills of lading, warrants, stocks, shares, debts, book debts, undertaking of the Company and properties of every description or any one of them or more of them.
24. To receive money or to accept deposits at interest or otherwise and to lend and advance money with or without security to such persons and Companies and on such terms as may seem expedient, however the Company shall not do the business of banking as defined in the Banking Regulation Act, 1949. The acceptance of deposits shall be subject to the provisions of Section 58-A of the Companies Act, 1956, and the rules framed thereunder and the issue of directions by the Reserve Bank of India in this regard from time to time as may be applicable.
25. To pay out, advance, invest and deal with the Company's moneys to such person or Company and in or upon such investments or securities and generally in such manner as may from time to time be determined.
26. To give donations or subscription to any religious, charitable or social institutions or to give any charity incidental or conducive to any business that may be carried on by the Company.
27. To pay for any property or rights acquired by the Company either in cash or fully or partly paid shares with or without preferred or deferred right in respect of dividends or repayment of capital or otherwise or by any securities with which the Company has power to issue or partly in one mode and partly in another and generally on such terms as the Company may determine.
28. To take part in management, supervision, or control of the business or operation of any Company or undertaking and for that purpose to appoint and remunerate any Directors, Accountants or other experts or officers.
29. To sell, exchange, mortgage (with or without power of sale) assign, lease, sublet and generally otherwise deal with whole or any part of the business, estate, property or undertaking of the Company as a going concern, to any persons, association or otherwise of such consideration as the Company may think fit, either for cash or for shares, debentures or securities of any other Company having objects altogether or in part, similar to the objects of this Company and hold or distribute among the members in specie or otherwise the whole or part of the consideration for such sale or amalgamation with any person, Company or association.
30. To establish or aid in the establishment of association, institution, funds, trusts and charities and other conveniences intended to benefit employees or ex-employees of the Company or other dependent and to grant pension or allowances and generally to subscribe money for any public, or useful objects.

31. To pay all or any part of the expenses incurred in connection with the promotion, formation and incorporation of the Company.
32. To insure with any person, firm, association or Company against losses damages, risks and liabilities of any kind which may affect the Company either wholly or partly and if thought fit, to effect any such insurance by joining or becoming a member of any mutual insurance, production or indemnity, association, federation or society and to accept any such insurance or any part thereof for the account of the Company.
33. To establish branches and appoint agencies for or in connection with any of the objects of the Company in any part of the world provided however that the Directors may always circumscribe the scope of business of a special nature and execute power or powers of attorney to the agents of such business defining the limits of his authority in carrying on the business.
34. To lend money, either with or without security, and generally to such persons and upon such hire purchase or such other terms and condition as the Company may think fit.
35. To remunerate any person or Company for services rendered or to be rendered in placing or assisting to place or for 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 or about the formation of the Company or the conduct of its business.
36. To place, to reserve or to distribute as dividends or bonus among the members or otherwise to apply as the Company may from time to time think fit any moneys received including those received by way of premium on shares or debentures issued at premium by the Company and any moneys in respect of dividends accrued on forfeited shares or from unclaimed dividends.
37. To invest and deal with moneys of the Company not immediately required in such manner as may from time to time be determined.
38. To amalgamate with any other Company.
39. To provide for the welfare of persons employed or formerly employed by the Company and the wives, widows and families of such persons by grants of money, pensions or provident fund or other aid or otherwise as the Company shall think fit.
40. To engage, employ, suspend and dismiss, agents, managers, superintendents assistants, Medical Representatives, Clerks, coolies, and other servants and labourers and to remunerate any such persons at such rates as shall be thought fit, to grant pensions or gratuities to any such person or to widow or children and generally to provide for the welfare of all employees.
41. To adopt such means for making known the products of the Company as may seem expedient and in particular by all kinds of advertising.
- 4th The liability of the members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
- 5th The Authorized Share Capital of the Company is Rs 24,50,00,000 (Rupees Twenty Four Crores Fifty Lakhs only) divided into 24,500,000 (Two Crores Forty Five Lakhs) equity shares of Rs 10 (Rupees Ten only) each, with powers to increase or decrease or reclassify and to vary, modify or abrogate any such rights, privileges or conditions in such manner as provided by resolution of the Company. (Amended vide Hon'ble NCLT Bengaluru bench order # CP. (CAA) No. 13/BB/2024 Dated 26.03.2025).
- 6th 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:

Sl.No.	Names, Address, Description and Occupation of subscriber	Number of Shares taken by each Subscriber	Signature of Subscriber	Signature, Names, Address, description and occupation of witness
1	DILIP SURANA 202/203, 'C' Wing Queens Corner Apts. Queens Road, Bangalore-1 (Industrialist)	10 (Ten)	Sd/- Dilip Surana	Sd/- <b>L.G.PUTHRAN</b> Advocate HIG 9, KHB Colony Basaveswara Nagar, Bangalore-79
2	GHEWARCHAND SURANA 202/203, 'C' Wing Queens Corner Apts. Queens Road, Bangalore-1 (Industrialist)	10 (Ten)	Sd/- Ghewarchand Surana	
	<b>Total</b>	<b>20 (Twenty)</b>		

Bangalore  
This is the 7th Day of May, 1987.

## ARTICLES OF ASSOCIATION OF BAL PHARMA LIMITED

(Public Company Limited by Shares)

(Incorporated under the Companies Act, 1956 and as amended under the Companies Act, 2013  
vide special resolution passed by the share holders of the Company at their meeting held on 19-09-2022)

### PRELIMINARY

#### (1) In these Articles —

"The Act" and reference to any Section or provision thereof respectively means and includes the Companies Act, 2013 and any statutory modification or re-enactment thereof for the time being in force and reference to the Section or provisions of the Act or such statutory modification.

"Article" or "these Articles" means the Articles set out herein.

"Auditors" means and includes those persons appointed as such for the time being by the Company.

"Board" or "Board of Directors" means the Board of Directors and the Directors collectively or a Meeting of the Directors duly called and constituted or, as the case may be, the Directors assembled at the Board or the Directors of the Company collectively.

"Capital" means the Share Capital for the time being raised or authorized to be raised for the purpose of the Company.

"Chairman" means the Chairman of the Company or Chairman of the General Meetings and Board as referred to, in these Articles.

"The Company" or "the Corporation" means BAL PHARMA LIMITED.

"Debenture" includes Debenture-Stock.

"Director" means a director appointed to the Board of the Company.

"Dividend" includes any interim dividend.

"General Meeting" means the Annual General Meeting and Extra Ordinary General Meeting of the Company, as the case may be, as defined by the relevant provisions of the Act.

"Managing Director" means the Managing Director or Managing Directors of the Company for the time being.

"Member" means a duly registered holder of Shares from time to time and includes the subscribers to the memorandum of the Company and beneficial owners as defined in the Depositories Act, 1996.

"Officer" includes any director, manager or key managerial personnel or any person in accordance with whose directions or instructions the Board of Directors or any one or more of the directors is or are accustomed to act.

"Ordinary Resolution" and "Special Resolution" shall have the meanings assigned thereto respectively under the Act.

"Month" means Calendar Month.

"Office" means the Registered Office for the time being of the Company.

"Paid up" includes credited as paid-up.

"Person" includes corporations as well as individuals.

"Proxy" includes Attorney duly constituted under a Power of Attorney.

"The Registrar" means the Registrar of Companies of the state in which the registered office of the Company is situated for the time being.

The word "Debenture" includes Debenture-Stock.

"Seal" means the common seal for the time being of the company.

"Securities" means the securities as defined in clause (h) of Section 2 of the Securities Contracts (Regulation) Act, 1956.

"Secretary" means any individual possessing qualifications prescribed for the time being by Rules made under the Act and appointed to perform the duties, which may be performed by a Secretary under the Act and any other ministerial or administrative duties.

"Shareholder" means any person(s) who is a holder of any class of Shares.

"Shares" and "Shares in the Company" mean all classes of Shares in the Capital of the Company or any class thereof, as the case may be and includes any and all the rights conferred on a person by the ownership of such shares.

"Whole Time Director" includes a director in the whole-time employment of the Company.

"Year" means the calendar year, and "Financial Year" shall have the meaning assigned thereto by Section 2(41) of the Act.

Words importing the masculine gender also include the feminine gender.

Words importing the singular number include, where the context admits or requires, the plural number and vice versa.

"In writing" and "written" include printing or lithography or any other modes of representing or reproducing words in visible form.

- (2) Unless the context otherwise requires, words or expressions contained in these Articles of Association shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the company.

### 1. APPLICATION OF TABLE 'F'

For the matters not provided herein, the provisions contained in Table 'F' shall apply to the Company.

### 2. PUBLIC COMPANY

The Company is a Public Company within the meaning of Section 2(71) of the Act, and accordingly:

- (i) Does not restrict the right to transfer its shares;
- (ii) Does not limit the number of its members to be two hundred;
- (iii) Does not prohibit any invitation to the public to subscribe for any securities of the Company.

### 3. SHARE CAPITAL

- i. The Authorized Share Capital of the Company shall be such amount as stated in the Company's Memorandum from time to time, with such rights, privileges and conditions attaching thereto as may be determined by the Company in the General Meeting, and if no direction be given, as the Directors may determine.
- ii. The Shares of the Company shall be under the Control of the Board, subject to the provisions of the Act and Articles contained herein. The Board may issue, allot, or otherwise dispose off Shares in such manner as it may deem proper subject to the Act and such other applicable laws.

### 4. ALTERATION OF SHARE CAPITAL

- i. The Company may, from time to time, by Ordinary Resolution, increase the Share Capital by such sum, to be divided into Shares of such amount, as may be specified in the Resolution.
- ii. Subject to the provisions of Section 61 of the Act, the Company may, by Ordinary Resolution:
  - a. consolidate and divide all or any of its Share Capital into Shares of larger amount than its existing Shares;
  - b. convert all or any of its fully paid-up Shares into Stock, and reconvert that Stock into fully Paid-up Shares of any denomination;
  - c. sub-divide its existing Shares or any of them into Shares of smaller amount than is fixed by the memorandum;
  - d. cancel any Shares which, at the date of the passing of the Resolution, have not been taken or agreed to be taken by any person.
- iii. Where Shares are converted into Stock:
  - a. the holders of Stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

- b. the holders of Stock shall, according to the amount of Stock held by them, have the same rights, privileges and advantages as regards dividends, voting at Meetings of the Company, and other matters, as if they held the Shares from which the Stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in Shares, have conferred that privilege or advantage.
- c. such of the regulations of the Company as are applicable to paid-up Shares shall apply to Stock and the words Shares and Shareholders in those regulations shall include Stocks and Stock-holders respectively.
- iv. The Company may, by Special Resolution, reduce in any manner and with, and subject to, any incident authorized and consent required by law:
  - a. its Share Capital;
  - b. any Capital Redemption Reserve Account; or
  - c. any Share Premium Account.

### 5. TRANSFER OF SHARES

The Company shall keep a Register of Transfers and shall have recorded therein fairly and distinctly particulars of every transfer or transmission of any Share held in material form. Nothing contained in these Articles shall apply to transfer of securities held in Depository.

### 6. TRANSMISSION OF SHARES

- i. On the death of sole member, his nominee(s), if any, shall be the only person(s) recognized by the Company as having any title to his interest in the Shares to the exclusion of succession laws applicable to the deceased member.
- ii. In the case of the death of any one or more of the persons named in the Register of Members as the joint-holder of any share, the survivor or survivors shall be the only persons recognized by the Company as having any title to or interest in such share, but nothing herein contained shall be taken to release the estate of a deceased joint-holder from any liability or shares held by him jointly with any other person.
- iii. The executors or administrators or holders of a Succession Certificate or the legal representatives of a deceased member (not being one or two more joint-holders) shall be the only persons recognized by the Company as having any title to the shares registered in the name of such member, and the Company shall not be bound to recognize such executors or administrators or holders of a Succession Certificate or the legal representative shall have first obtained Probate or Letters of Administration or Succession Certificate as the case may be, from a duly constituted Court in the Union of India. Provided that in any case where the Board in its absolute discretion thinks fit, the Board may dispense with production of Probate or Letters of Administration or Succession Certificate, upon such terms as to Indemnity or otherwise as the Board in its absolute discretion may think necessary.

- iv. Every member shall deliver to the Company a nomination in accordance with and subject to the Rules made by the Board.
- v. In case, the nomination is not made as provided above, it shall be deemed that a nomination has been made by the deceased member himself, in the following order of precedence:
  - a. a spouse, if any;
  - b. child or children, if any, jointly;

**EXPLANATION:** This includes both unmarried and married children of both sexes.

## 7. NOMINATION

Equity holders of Shares/Debenture holders may nominate a person to whom their Shares in, or the debentures of the Company, shall vest, in accordance with the provisions contained in the Act.

## 8. SHARES IN ELECTRONIC FORM

### (A). Definition:

'Depository' shall mean a Depository as defined under clause (e) of sub Section (1) of Section 2 of the Depositories Act, 1996.

'Beneficial Owner' shall mean the beneficial owner as defined in clause (a) of sub section (1) of Section 2 of the Depositories Act, 1996.

'Shareholder' or 'Member' means the duly registered holder of the Shares from time to time and includes the subscribers to the Memorandum of Association of the Company and the beneficial owner(s) as defined in clause (a) of sub-Section (1) of Section 2 of the Depositories Act, 1996.

'SEBI' means the Securities and Exchange Board of India.

'Bye-laws' means bye-laws made by a Depository under Section 26 of the Depositories Act, 1996.

'Depositories Act' means the Depositories Act, 1996 including any statutory modifications or re-enactment thereof for the time being in force.

'Record' includes the records maintained in the form of books or stored in a computer or in such other form as may be determined by the Regulations.

'Regulations' means the regulations made by SEBI.

'Security' means shares, debentures and such other security as may be specified by SEBI from time to time.

### (B). Dematerialization of securities

Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialize its securities, pursuant to the Depositories Act and the rules framed there under, as follows:

- 5(e) 'The Shares in the Capital shall be numbered progressively according to their several denominations, provided however, that the provisions relating to progressive numbering shall not apply to the Shares of the Company which are dematerialized in future or issued in future in dematerialized form'.

- 5(f) 'The Company shall be entitled to dematerialize its existing Shares, rematerialize its Shares held in the Depositories and/or to offer its fresh shares, debentures and other securities, in a dematerialized form pursuant to the Depositories Act, 1996 and the rules framed there under, if any'.

### (C). Option to receive security certificates or hold securities with Depository

- i. Every person subscribing to the securities offered by the Company shall have the option to receive the security certificates or hold securities with a depository.
- ii. Where a person opts to hold a security with a Depository, the Company shall intimate such depository the details of allotment of the security, and on receipt of such information the Depository shall enter in its record the name of the allottee as the beneficial owner of the security.

### (D). Securities in depositories to be in fungible form

- i. All securities held by a Depository shall be dematerialized and shall be in fungible form.
- ii. Nothing contained in Section 89 of the Act shall apply to a Depository in respect of the securities held by it on behalf of the beneficial owners.
- iii. In case of transfer or transmission of shares or other marketable securities where the Company has not issued any certificates and where such shares or securities are being held in any electronic and fungible form, the provisions of the Depositories Act, 1996, shall apply.

### (E). Rights of Depositors and Beneficial Owners

- i. Notwithstanding anything to the contrary contained in the Articles or in any other law for the time being in force, a Depository shall be deemed to be registered owner for the purpose of effecting transfer of ownership of security on behalf of a beneficial owner.
- ii. Save as otherwise provided in article (i) above, the Depository as a registered owner shall not have any voting rights or any other rights in respect of securities held by it.
- iii. Every person holding securities of the Company and whose name is entered as beneficial owner in the records of the Depository shall be deemed to be the member of the Company. The beneficial owner shall be entitled to all the rights and benefits and be subjected to all the liabilities in respect of his securities held by a Depository.
- iv. Nothing contained in the foregoing Article shall apply to transfer of security effected by the transferor and the transferee both of whom are entered as Beneficial Owners in the records of Depository.

### (F). Depository to furnish information

Every Depository shall furnish to the Company information about the transfer of securities in the name of the beneficial owners at such intervals and in such manner as may be specified by the bye-laws and the Company in this behalf.

**(G). Option to opt out in respect of any such security**

- i. If a beneficial owner seeks to opt out of a Depository in respect of any security, he shall inform the Depository accordingly.
- ii. The Depository shall on receipt of such information make appropriate entries in its records and shall inform the Company.
- iii. The Company shall, within (30) days of the receipt of intimation from a Depository and fulfilment of such conditions and on payment of such fees as may be specified by the Regulations, issue the certificate of securities to the beneficial owner or the transferee, as the case may be.

**(H). Section 56 of the Act not to apply**

Notwithstanding anything to the contrary contained in the Articles:

- i. Nothing contained in Section 56 of the Act shall apply to a transferor and the transferee both of whom are entered as beneficial owners in the records of a Depository.

**(I). Registers and Index of beneficial owners**

- i. The Register and index of beneficial owners maintained by a Depository under Section 11 of the Depositories Act shall be deemed to be the Register and index of members for the purposes of the Act and these Articles.
- ii. Except as ordered by a court of competent jurisdiction or by Law required, the Company shall be entitled to treat the person whose name appears on the Register of members as the holder of any share or whose name appears as the beneficial owner of shares in the records of the Depository, as the absolute owner thereof and accordingly shall not be bound to recognize any trust, or equity and equitable contingent or other claim to or interest in such share on the part of any other person, whether or not it shall have express or implied notice thereof.
- iii. The Company shall keep a Register and Index of Members in accordance with all applicable provisions of the Companies Act and the Depositories Act, 1996 with details of Shares held in material and dematerialized forms in any media as may be permitted by Law including in any form of electronic media. The Company shall be entitled to keep in any State or Country outside India, a branch Register of members resident in that State or Country.
- iv. The Company shall keep a Register of Transfers and shall have recorded therein fairly and distinctly particulars of every transfer or transmission of any share held in material form. The transferor shall be deemed to remain the holder of the Shares until the name of the transferee is entered on the Register of Members in respect thereof.

**9. DIVIDEND**

**i. DIVISION OF PROFITS**

The profits of the Company, subject to any special rights relating thereto created or authorized to be created by these Articles shall be divisible among the members in proportion to the

amount of capital paid-up or credited as paid-up on the Shares held by them respectively.

**ii. THE COMPANY IN GENERAL MEETING MAY DECLARE A DIVIDEND**

The Company in General Meeting may declare dividends to be paid to members according to their respective rights, but no dividends shall exceed the amount recommended by the Board, but the Company in General Meeting may declare a smaller dividend.

**iii. DIVIDENDS ONLY TO BE PAID OUT OF PROFITS**

No dividend shall be declared or paid otherwise than out of profits of the financial year arrived at after providing for depreciation in accordance with the provisions of Section 123 of the Act or out of the profit of the Company and remaining undistributed or out of both, provided that;

- (a) If the Company has not provided for depreciation for any previous financial year or years, it shall, before declaring or paying a dividend for any financial year, provide for such depreciation out of the profits of the financial year or out of the profits of any other previous financial year or years;
- (b) If the Company has incurred any loss in any previous financial year or years, the amounts of the loss or an amount which is equal to the amount provided for depreciation for that year or those years whichever is less, shall be set off against the profits of the Company for the year for which the dividend is proposed to be declared or paid or against the profits of the Company for any previous financial year or years arrived at in both case after providing for depreciation in accordance with the provisions of Section 123 of the Act or against both.

**iv. INTERIM DIVIDEND**

The Board may subject to provisions of the Act, from time to time, pay to the members, such interim dividend as in its judgment the position of the Company justifies.

**v. CAPITAL PAID UP IN ADVANCE AT INTEREST NOT TO EARN DIVIDEND**

Where capital is paid in advance of call, such capital may carry interest but shall not in respect thereof confer a right to dividend or participate in profits or voting rights.

**vi. DIVIDEND IN PROPORTION TO AMOUNT PAID-UP**

All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the Shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend accordingly.

**vii. RETENTION OF DIVIDENDS UNTIL COMPLETION OF TRANSFER**

The Board may retain the dividends payable upon Shares in respect of which any person is entitled to transfer, until such person shall become a member, in respect of such shares or shall duly transfer the same.

viii. **DIVIDEND ETC., TO JOINT HOLDERS**

Any one of several persons who are registered as the Joint holders of any share may give effectual receipts for all dividends or bonus or other moneys payable in respect of such Shares.

ix. **NO MEMBER TO RECEIVE DIVIDEND WHILE INDEBTED TO THE COMPANY AND COMPANY'S RIGHT OF REIMBURSEMENT THEREOF**

No member shall be entitled to receive payment of any interest or dividend in respect of his Share or Shares, while any money may be due or owing from him to the Company in respect of such Share or Shares, or otherwise, however, either alone or jointly with any other person or persons and the Board may deduct from the interest or dividend payable to any member all sums of the money so due from him to the Company.

x. **TRANSFER OF SHARES MUST BE REGISTERED**

A transfer of Shares shall not pass the right to any dividend declared thereon before the registration of the transfer.

xi. **DIVIDEND HOW REMITTED**

Unless otherwise directed, any dividend may be paid by Cheque or warrant or by a pay slip or receipt having the force of a cheque or warrant sent through the post to the registered address of the member or person entitled or in case of joint holders to that one of them first named in Register in respect of the joint holders. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. The Company shall not be liable or responsible for any cheque or warrant or pay slip or receipt lost in transmission; or for any dividend lost to the member or person entitled thereto by the forged endorsement of any cheque or warrant or the forged signature of any pay slip or receipt or the fraudulent recovery of the dividend by any other means.

xii. **UNCLAIMED DIVIDEND**

Any amount remains unpaid in the Dividend account as mentioned in the Article '9.xiv' and '9.xv' below, may be treated in the manner prescribed under the Act.

xiii. **NO INTEREST ON DIVIDENDS**

No unpaid dividend shall bear interest as against the Company.

xiv. **TRANSFER TO SPECIAL BANK ACCOUNT**

The Company after having declared the dividend must transfer the unpaid or unclaimed dividend, if any, to special account in a Scheduled Bank to be named suitably to represent the Unpaid Dividend Account of BAL PHARMA INDIA LIMITED within 7 days after the expiry of 30 days commencing from the date of declaration of dividend.

xv. **TRANSFER TO GENERAL REVENUE ACCOUNT**

If any dividend remains unpaid or unclaimed for a period of seven years after the amount is transferred to the special bank Account, the amount remaining in the special bank Account will

have to be transferred to the General Revenue Account of the Central Government (including such specified accounts), containing the details of the Shareholders who have not been paid the dividend and the amount of dividend unclaimed.

xvi. **DIVIDEND AND CALL TOGETHER**

Any General Meeting declaring a dividend may, on the recommendation of the Directors, make a call on the members of such amount as the Meeting fixes, but so that call on each member shall not exceed the dividend payable to him and so that the call be made payable at the same time as the dividend; and the dividend may, if so arranged, between the Company and the member, be set off against the calls.

**10. CAPITALIZATION OF PROFITS**

- i. The Company in General Meeting, may upon the recommendation of the Board, resolve:
  - a. That it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
  - b. That such sum be accordingly set free for the distribution in the manner specified in clause (2) amongst the members who have been entitled thereto, if distributed by way of dividend and in the same proportions.
- ii. The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (3), either in or towards:
  - a. Paying up any amounts for the time being unpaid on any Shares held by such members respectively.
  - b. Paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportion aforesaid. Or
  - c. Partly in the way specified in sub clause 2(a) and partly in that specified in sub clause 2(b).
- iii. A Share Premium Account and a capital redemption reserve account may for the purpose of this regulation, only be applied in the paying up of unissued Shares to be issued to members of the company as fully paid bonus shares.
- iv. The Board shall give effect to the Resolution passed by the Company in pursuance of this article.

**11. NUMBER OF DIRECTORS**

There shall be a minimum of 3 and maximum of 15 Directors including all kinds of Directors.

**12. APPOINTMENT AND TENURE OF DIRECTORS**

- i. The Directors shall cease to be Directors in case of death, resignation or removal as per the Act or disqualification or withdrawal of nomination by the nominating authority.
- ii. The Board may appoint Additional Directors in accordance with the provisions of Section 161(1) of the Act for the benefit of the Company in general, and in particular, when there is no quorum



at the Board Meeting, and such Meeting has to be conducted without adjournment.

- iii. The Board may appoint Alternate Directors as and when required subject to the provisions of Section 161(2) of the Act.
- iv. Nominee Director
  - a) Not with standing anything contained in sub-article (i) and (ii) hereof, financial institutions or banks who have granted long term loans to the Company may appoint Nominee Directors, during the period of their loans remaining unpaid, subject to the provisions of Section 25 of the Industrial Finance Corporation Act, 1948 and Section 27 of the Finance Corporation Act, 1951, as the case may be, or such agreement or arrangement, as has been mutually agreed upon and by virtue of any Agreements with any Investors, Institutions, Strategic or otherwise, the Company may appoint Investor's Nominee Directors in accordance with the terms and conditions of the Agreements.
  - b) The Nominee Directors so appointed shall not retire by rotation.
  - c) The Nominee Directors shall have the same rights and privileges in respect of voting rights at the Board Meetings, payment of sitting fee and reimbursement of travelling expenses in the same manner as admissible to other Directors.

### 13. QUALIFICATION OF DIRECTORS

No Director shall be required to hold Qualification Shares.

### 14. SITTING FEE, COMMISSION AND EXPENSES

- i. The Company may pay sitting fees to any Director for attending the Board, Committee or General Meetings of the Company as may be decided by the Board of Directors from time to time. Subject to the requisite approvals, the Directors may be paid commission on profits also.
- ii. The Directors may however be paid all travelling, hotel and other expenses properly incurred by them:
  - a. In attending and returning from Meetings of the Board or any Committee thereof or General Meeting of the Company; or
  - b. In connection with the activities of the Company.

### 15. APPOINTMENT OF MANAGING/ WHOLE TIME DIRECTOR

- i. The Board may appoint one or more of its body to the office of the Managing Director or Whole Time Director by whatsoever designation on such terms and conditions, including remuneration and privileges, as may be thought proper.
- ii. The Board may vest in such appointee(s) such powers and discretion as may be deemed necessary and expedient.
- iii. Notwithstanding anything contained herein, the Board shall have power to revoke such appointments before expiry of their tenure in the best interest of the Company and such revocation shall not be deemed to be removal within the meaning of Section 169 of the Act.

### 16. POWERS OF THE BOARD

Without prejudice to the general powers conferred on the Board by the Act and the Articles of Association of the Company, the Board shall have the following powers:

- i. to borrow, with or without security, from any source, without any restrictions as to ceiling, however, subject to the provisions of the Act.
- ii. sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company, or where the Company owns more than one undertaking, of the whole, or substantially the whole, of any such undertaking;
- iii. to make loans or lend money to anyone with security and interest as may be deemed appropriate to achieve the objectives of the Company.
- iv. to invest the funds of the Company in any manner as may be deemed appropriate to achieve the objectives of the Company.
- v. to give guarantee or provide any security for any amount, with or without consideration.
- vi. to draw, make, accept, negotiate, endorse, discount, assign, execute, issue, buy or sell, promissory notes, bills of exchange, bills of lading and other negotiable instruments.
- vii. to make donations in any form, statutorily required or otherwise for the purpose of contribution to:
  - a. financial health of the Company or
  - b. welfare of the members and the employees of the Company (and their families) present or past.
- viii. to remit or give time for the payment, any debt due by a customer or buyer or an employee.
- ix. to write off any bad debts.
- x. to pay preliminary expenses, including those of any Company promoted by the Company.
- xi. to adopt, execute any or all the pre-incorporation contracts.
- xii. to delegate any or all the powers contained herein to any functional Directors, with an authority for further sub-delegation.
- xiii. to purchase any property movable or immovable in India.
- xiv. to appoint an attorney(ies) of the Company, with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board) as may be deemed proper and to revoke such appointments.
- xv. to frame rules where required by the provisions of these Articles.
- xvi. sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company, or where the Company owns more than one undertaking, of the whole, or substantially the whole, of any such undertaking;
- xvii. to issue securities, including debentures, whether in or outside India and

- xviii. Generally, to do all deeds and things as the expedience of the business warrants.

## 17. CHAIRMAN

- i. The Board of Directors or Shareholders may appoint one of the Directors as Chairman of the Company.
- ii. The Chairman shall preside over every Board Meeting and General Meeting.
- iii. The Chairman shall be entitled to take the chair at every General Meeting, whether Annual or Extraordinary. If there be no such Chairman or if at any meeting he shall not be present within fifteen minutes of the time appointed for holding such meeting, or if he shall be unable or unwilling to take the chair, then the Managing Director/Whole time Director shall be the Chairman of the meeting. If no Director be present or if all the Directors present decline to take the chair, then the Members present shall elect one of their number to be Chairman.
- iv. No business shall be discussed at any General Meeting except the election of a Chairman, if while the Chair is vacant.
- v. In the event of equality of votes, the Chairman shall have a casting vote, in addition to his own vote as a Director or a member as the case may be.
- vi. The Chairman may adjourn Board Meeting or a General Meeting or a Meeting of any Committee, as he may deem proper, if and when;
  - a. a quorum is not present within 15 minutes from the time appointed for holding the Meeting;
  - b. a poll is demanded;
  - c. a member raises a point of order (strictly confined to incorrect procedure, irrelevancy and unparliamentary language or transgressing the provisions of Articles of Association of the Company);
  - d. the meeting is turned into a mock show
- vii. The Chairman may at his discretion close a debate of motion by the member, if he is satisfied that such debate serves no useful and constructive purpose.

## 18. PROCEEDINGS OF THE BOARD

- (i) (a) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
  - (b) A Director may, and the manager or secretary on the requisition of a Director shall, at any time, summon a meeting of the Board.
- (ii) (a) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
  - (b) The Chairman shall not have a second or casting vote.
- (iii) The continuing Directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the

continuing Directors or Director may act for the purpose of increasing the number of Directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.

- (iv) (a) The Board may elect a chairman of its meetings and determine the period for which he is to hold office.
  - (b) If there will be no Chairman or the Chairman is not present within five minutes after the time appointed for holding the meeting, the Directors present may choose one of the Directors to be Chairman of the meeting.
- (v) (a) The Board may, subject to the provisions of the Act, delegate any of its powers to Committees consisting of such member or members of its body as it thinks fit.
  - (b) Any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
- (vi) (a) A committee may elect a chairman of its meetings.
  - (b) If no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the meeting, the Directors/members present may choose one of their directors/members to be Chairperson of the meeting.
- (vii) (a) A Board /Committee may meet and adjourn as it thinks fit.
  - (b) Questions arising at any meeting of a Board/committee shall be determined by a majority of votes of the Directors /members present, and in case of an equality of votes, the Chairman shall have a second or casting vote.
- (viii) All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a Director.
- (ix) Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

## 19. AUTHORITY TO CALL BOARD MEETINGS

- i. The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its Meetings, as it thinks fit.
- ii. A Director may, and the Manager or Secretary on the requisition of a Director shall, at any time, summon a Meeting of the Board.

## 20. MEETINGS

- i. The Board and General Meetings of the Company can be convened through video conference as per the Act.

- ii. The Company shall adhere to the Secretarial Standards issued from time to time by the Institute of Company Secretaries of India relating to the Board and General Meetings, if so directed by the Central Government.

#### 21. QUORUM

- i. Quorum for the General Meetings shall be as per the provisions of the Act.
- ii. Two (2) Directors or one third of the total number of Directors as on the date whichever is higher shall be the quorum for the Meetings of the Board/Committee.
- iii. If at the adjourned General Meeting a quorum is not present within half-an-hour from the time appointed for holding the Meeting, the members present shall be a quorum.

#### 22. PERIOD OF NOTICE FOR CALLING GENERAL MEETING

- i. A written notice of not less than 21 (Twenty-one) days shall, for every General Meeting, be given to the members to their addresses recorded in the Register of Members or through electronic mode. However, the General Meeting may be convened by giving shorter notice with the consent of the Shareholders as per the provisions of the Act.
- ii. The period of notice, provided in the foregoing sub-article, shall exclude the day of posting and delivery of a notice and the day of holding the Meeting and the 48 hours time of postal transit.
- iii. A notice, in pursuance of sub-article (1) shall be required to be given for every adjourned Meeting of the Company.

#### 23. CONTENTS OF NOTICE AND PERSONS TO WHOM IT IS TO BE SERVED

- i. Every notice of a General Meeting shall specify the place, the day and the time of the Meeting and the agenda of business to be transacted thereat.
- ii. Notice of every General Meeting shall be served on the members of the Company, who are entitled to vote thereat, and the Auditors of the Company, in case of the Annual General Meeting.

#### 24. ACCOUNTS

- i. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the account and books of the Company or any of them shall be open to the inspection of members (not being Directors).
- ii. No member (not being a Director) shall have any rights of inspection any accounts or books of accounts of the Company except as conferred by the law or authorized by the Board or by the Company in General Meeting.

#### 25. REGISTERS & INSPECTION

The Register of Charges, Register of Investments, Register of Members and the Minutes of the Meeting of the Shareholders and Annual Returns shall be kept at the Registered Office of the

Company and shall be open, during business hours on all working days, for such periods not being less in the aggregate than two hours in each day (11 am to 1 pm) for inspection of any shareholder without charge. In the event such shareholder conducting inspection of the above-mentioned documents requires extracts of the same, the Company may, except where the extract is to be given free of charge as per the Act or other application provision of law, charge a fee which shall not exceed rupees ten per page or such other limit as may be prescribed under the Act or other applicable provisions of Law.

#### 26. BUY BACK OF SHARES

The Company may purchase its own Shares/securities in accordance with the provisions contained in Sections 68 to 70 of the Act and the rules made there under in pursuance of the guidelines issued by the Central Government.

#### 27. AUDIT

The Auditors of the Company shall be appointed as per the Act.

#### 28. WINDING UP

Subject to the provisions of the Act and rules made there under:

- i. If the Company shall be wound up, the Liquidator may, with the sanction of a Special Resolution of the Company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.
- ii. For the purpose aforesaid, the Liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
- iii. The Liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories, if he considers necessary, but so that no member shall be compelled to accept any Shares or other securities whereon there is any liability.

#### 29. INDEMNITY

- i. The Board shall be entitled to meet out of the funds of the Company to defend, every officer of the Company as defined by Section 2(59) of the said Act, or any person (whether an officer of the Company or not) employed by the Company, against all claims made on them (including losses and expenses), in or about the discharge of their respective duties.
- ii. Every Officer of the Company, as defined by Section 2(59) of the said Act, or any person (whether an Officer of the Company or not) employed by the Company, shall be indemnified from all claims, losses and expenses expended by them, respectively in or about the discharge of their respective duties, out of the funds of the Company against all liabilities, including attorney fees, incurred by them in defending any proceedings under the Act, or other laws applicable to the Company, and/or its subsidiaries in any jurisdiction.

- iii. The Company may take and maintain any insurance as the Board may think fit on behalf of its present and/or former directors, key managerial personnel and others employed by the Company, for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.
- iv. No Director of the Company, Manager, Secretary, Trustee, Auditor and other officer or servant of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or servant or for joining in any receipts or other act for the sake of conformity merely or for any loss or expenses happening to the Company through the insufficiency or deficiency in point of titles or value of any property acquired by the order of the Directors for or on behalf of the Company or mortgaged to the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, company or corporation to or with whom any moneys, securities or effects of the Company shall be entrusted or deposited or for any loss occasioned by any error of judgement, omission default or oversight on his part or for any other loss, damage or misfortune whatever which shall happen in relation to the execution or performance of the duties of his office or in relation thereto, unless the same happen through his own dishonesty.

### 30. COMMON SEAL

The Board may provide a Common Seal for the purposes of the Company, and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof. The Board shall provide for the safe custody of the Seal for the time being, and the Seal shall never be used except by the authority of the Board or a Committee of the Board previously given.

Subject to (a) above, every Deed or other instrument, to which the seal of the Company is required to be affixed may, unless the same is executed by a duly constituted attorney, be signed by two Directors or one Director and Secretary or some other person appointed by the Board for the purpose, provided that in respect of the Share Certificate.

### 30. SECRECY

(a) Every Director, Manager, Auditor, Treasurer, Trustee, member of a committee, officer, servant, agent, accountant, or other person employed in the Company shall, if so required by the Directors, before entering upon his duties, sign a declaration pledging himself to observe strict secrecy respecting all transactions and affairs of the Company with the customers and the state of the accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matters which come to his knowledge in the discharge of his duties except when required so to do by the Directors or by law or by the person to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions in these Articles and to sign any documents in connection with the above as may be decided by the Board from time to time.

(b) No member shall be entitled to visit or inspect any works of the Company without the permission of the Directors or to require discovery of or any information respecting any details of the Company's trading, or any matter which is or may be in the nature of trade secret, mystery of trade, secret process or any other matter which may relate to conduct of the business of the Company and which in the opinion of the Directors, it would be inexpedient in the interest of the Company to disclose.

**\*Altered vide Special Resolution passed at the 35th Annual General Meeting of the Company held on 19th September, 2022.**

SL No.	Names, Address, Description and Occupation of subscriber	Signature of Subscriber	Signature, Names, Address, description and occupation of witness
1	<b>DILIP SURANA</b> 202/203, 'C' Wing Queens Corner Apts. Queens Road, Bangalore-1 (Industrialist)	Sd/- Dilip Surana	Sd/- <b>L.G.PUTHRAN</b> Advocate HIG 9, KHB Colony Basaveswara Nagar, Bangalore-79
2	<b>GHEWARCHAND SURANA</b> 202/203, 'C' Wing Queens Corner Apts. Queens Road, Bangalore-1 (Industrialist)	Sd/- Ghewarchand Surana	

Bangalore  
This is the 7th Day of May, 1987.