
**MEMORANDUM OF ASSOCIATION
OF
TITAN BIOTECH LIMITED**


Company No. 17-013387

CERTIFICATE OF REGISTRATION OF THE ORDER OF
COMPANY LAW BOARD CONFIRMING TRANSFER
OF THE REGISTERED OFFICE FROM
ONE STATE TO ANOTHER.

The **TITAN BIOTECH LIMITED**
having by special resolution altered the provisions of its
Memorandum of Association with respect to the Place of the
registered office by changing it from the State of
DELHI to the State of
RAJASTHAN and such alteration on having been
confirmed by an order of **COMPANY LAW BOARD BENCH, NORTHERN**
BENCH, NEW DELHI bearing date the **24th December, 1996**

I hereby Certify that certified copy of the said
order has this day been registered.

Given under my hand at JAIPUR this **Tenth**
day of **March** One thousand nine hundred and **NINETY SEVEN.**


(**B. C. MEENA**)
REGISTRAR OF COMPANIES,
RAJASTHAN, JAIPUR.

Company No. 55-47648.



**FRESH CERTIFICATE OF INCORPORATION
CONSEQUENT UPON CHANGE OF NAME**

**In the Office of the Registrar of Companies, NCT of Delhi & Haryana
[under the Companies Act, 1956 (1 of 1956)]**

IN THE MATTER OF M/S TITAN MEDICARES LIMITED

I hereby certify that **TITAN MEDICARES LIMITED** which
was originally incorporated on EIGHTEENTH day of FEBRUARY One Thousand
Nine Hundred **NINETY TWO** under the Companies Act, 1956 (Act 1 of 1956)
under the name **TITAN MEDICARES LIMITED** having
duly passed the necessary resolution in terms of Section 21 of the
Companies Act, 1956 and the approval of the Central Government signified
in writing having been accorded thereto under Section 21 read with
Government of India, Department of Company Affairs, Notification No.
G. S.R. 507 (E) dated 24-6-1985 by Registrar of Companies, NCT of Delhi
& Haryana, New Delhi Vide Letter No. 21/47648/1394 dated 12/09/95 the
name of the said Company is this day changed to
..... **TITAN BIO-TECH LIMITED**
and this Certificate is issued pursuant to Section 23 (I) of the said Act

Given under my hand at New Delhi this TWELFTH day of SEPTEMBER One
Thousand Nine Hundred and Ninety Five.



Sd/-
(P. K. BANSAL)
REGISTRAR OF COMPANIES
N.C.T. OF DELHI AND HARYANA

COMPANY No. 55-47648



Certificate for Commencement of Business

व्यापार प्रारंभ करने का प्रमाण-पत्र

Pursuant to section 149 (3) of the Companies Act, 1956

कम्पनी अधिनियम १९५६ की धारा १४९ (३) के अनुसरण में

I hereby certify that the... TITAN MEDICARES LIMITED

मैं एतद द्वारा प्रमाणित करता हूँ कि टाइटन मैडिकेयर्स लिमिटेड

which was incorporated under the Companies Act, 1956 on

जो कि कम्पनी अधिनियम, १९५६ के अंतर्गत पंजीकृत की गई थी दिनांक 29 मार्च, 1913

the... EIGHTEENTH... day of... FEBRUARY... 19 92

and which has filed a duly verified declaration in the

और जिस ने कि यथावत् निर्धारित प्रपत्र में सत्यापित घोषणा पत्र प्रस्तुत

prescribed from that the conditions of section

कर दिया है कि उस ने धारा १४९ (२) (क) में (ग)

149 (2) (a) to (c) of the said Act, have been complied with, is entitled

को सभी शर्तों का अनुपालन कर दिया है, अतः व्यापार प्रारंभ करने का

to commence business

अधिकारी है।

Given under my hand at... NEW DELHI

मेरे हस्ताक्षर से आज दिनांक 6 फाल्गुन, 1913

this... TWENTY FIFTH... day of... FEBRUARY

One thousand nine hundred and... NINETY TWO

को जारी किया गया।



1 वी. एन. गलगली

कम्पनी रजिस्ट्रार

दिल्ली एवं हरियाणा

(V.S. GALGALI)

Registrar of Companies

DELHI & HARYANA

(THE COMPANIES ACT, 2013)*
(COMPANY LIMITED BY SHARES)
MEMORANDUM OF ASSOCIATION
OF
TITAN BIOTECH LIMITED
(Company Limited by Shares)
(Incorporated under the Companies Act, 1956)

1. The Name of the Company is **TITAN BIOTECH LIMITED**.**
2. The Registered Office of the Company will be situated in the State of Rajasthan.***
3. (a) **The objects to be pursued by the Company on its incorporation are:-**
 1. To carry on the business of manufacturers, producers, buyers, sellers, distributors, importers, exporters, stockiest, repairer, convertor, whole seller, retailers and deal in all types of biotech products, Peptones, Protein Hydrolysates, Biological Extracts, Dehydrated Culture media, Prepared Culture Media, Biological Media Bases, Laboratory Chemicals and Reagents, Food Grade Chemicals, Antibiotic Sensitivity disk, Plant Tissue Culture Media, Ready to use Media, Microbiological Products, Yeast Extract, Malt Extract, Whey Protein, Mineral Premix, Vitamin Premix, Sodium or Potassium or Calcium Propionate, Microbiological Lab Consumables & buffer, Culture Media Supplements, other culture media products, ready to use culture media or supplements and chemicals, fine chemicals, food additives, agro nutrients, products for use in healthcare or nutraceutical or veterinary or animal feed ingredients or anatomical, orthopedic, surgical appliances, surgical plastic, transfusion set, blood and saline sets, bandages, chairs, surgical and scientific instruments, testing instruments, optical and ophthalmic instruments, scientific laboratory instruments, scientific laboratory instruments and other provision for hospital, patients and made of steels, plastic, aluminum, brass, copper and silver.
 2. To carry on business of manufacture, produce, refine, process, formula, buy, sell, import, export, to deal in, to act as commission agent, of all kind of Medicine (Ayurvedic, Homeopathic, Unani and Allopathic), Medical preparation, basic drug, Pharmaceuticals raw materials and medicals related chemicals compounded and to set up, provide professional consultancy, maintained and manage, Hospitals, Nursing homes, clinics, therapeutic centers, Health centers, Diagnostic centers, Bio-chemistry and Pathology computerized tomography of body, Magnetic resonance imaging Centre.
 - (a) timber merchants and sawyers and dealers in cattle, sheep and other To carry on business of farmers, breeders of sheep, cattle and other livestock, dairymen, bee-keepers, smallholder, landscape, commercial and general gardeners livestock, bees, oil cake, animal food, manures, fertilizers, biofertilizers, insecticides, pesticides, fungicides and other similar products and all kinds of the soil or this cultivations thereof in connection with aforesaid objects.
 - (b) To carry on all kind of activities relating to plant and Physiology. Tissue culture, Diagnostics, immunology & therapeutics, Nutraceutical, Bioprocess Engineering, Combinatorial Chemistry & technology. Nano chemistry & Molecular Technology & Bioinformatics.

* This Memorandum of Association was adopted pursuant to special resolution passed by way of Postal Ballot under Section 110 of the Companies Act, 2013 read with rules thereunder on 2nd November, 2021 as per Table A of schedule 1 of Companies Act, 2013.

** Name Clause amended via special resolution dated 07/08/1995 and Fresh Certificate of Incorporation issued by the Registrar of Companies, Rajasthan dated 28/09/1995

*** Amendment vide shareholder's special resolution dated 30th April, 1996 and a fresh Certificate of Registration been issued by the Registrar of Companies, Rajasthan, Jaipur dated 10th March 1997 registering the Order of Company Law Board Bench, Northern Bench, New Delhi for the change of State vide Order dated 24th December, 1996.

- (c) To carry on the business as manufacturer, producer importers, exporters, buyers, sellers and dealers in organic and inorganic products, industrial and laboratory chemicals, scientific & surgical goods veterinary products, foods for animals and grasses, flowers and shrubs trees and other forms of plant growth promoters, agricultures and horticultural produce.

(b) Matters which are necessary for furtherance of the objects specified in clause 3(a) are:-

1. To acquire and take over any business or undertaking carried on in connection with the above objects or become interested in the whole or any of the assets and liabilities of such business or undertaking and to carry on the same or to dispose or remove or put an end thereto or otherwise to deal with the same as may seem expedient to attain the main objects of the company.
2. To carry on in India and elsewhere the business of importers of and dealers in, any such goods or articles as may be connected with all or any of the business of importers and also to buy, sell, exchange, alter, improve, treat, refine, and otherwise deal in all kinds of plant, machinery, tools, substances, materials, articles, fabrics and things necessary or convenient or advantageous for carrying on any or all of the said business whether as principals, agents & trustees.
3. To carry on any other trade or business whatsoever (except banking as defined in the Banking Regulation Act and Insurance) which may seem to the Company capable of being conveniently carried on in connection with any business of the Company or calculated directly or indirectly to enhance the value the Company's properties or rights for the time being.
4. To acquire and undertake the whole or any part of the business, property and liabilities of any person, firm or company carrying any business which the company is authorized to carry on and to pay for the same by shares, debentures & cash.
5. To acquire, deal with or dispose-off any kind of property, movable or immovable and right and to manage, sell, let, dispose off any of the properties or rights of the company whether movable or immovable including all and every description or machinery, apparatus or appliances and to hold, use, work, manage, improve, carry on and develop the undertaking, land, immovable and movable; properties and assets of any kind of the company or any part thereof.
6. To lend money or property on mortgage of immovable property or on hypothecation or pledge of movable property or without security to such person and on such terms as may seem expedient and in particular to customers of and persons having dealings with the Company and to give guarantee that may be deemed expedient, provided the Company shall not carry on the business of banking as defined by the Banking Regulation Act.
7. To employ experts to investigate and examine into the conditions, prospectus, value, character and circumstances of any business concerns and undertakings and generally of any assets, property or right which the Company propose to acquire.
8. establish and maintain agencies, branch places and local registers and procure registration or recognition of the Company and to carry on business in any part of the world and to take such steps as may be necessary to give the Company such rights and privileges in any part of the world as are possessed by local companies or partnerships or as may be thought desirable.
9. To insure all or any of the properties or assets or obligations of the Company and discontinue the same.
10. To establish and maintain agencies, branch and correspondents in India and abroad for sales, purchase and to regulate and discontinue the same.
11. To adopt such means of making known the products and services of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations.

12. To provide for the welfare of Directors, employees and ex-employees of the Company and the wives and families or the dependents or connections of such persons by building or contributing to the building or houses, dwellings or quarters or by grant of money, pensions, gratuities, bonuses, profit sharing bonus or benefit or any other payments or by creating and from time to time subscribing or contributing to provident fund and other associations, funds, profits sharing or other schemes or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other assistances as the Company shall think fit.
13. To enter into any arrangement with any Governments or authorities, supreme, municipal, local or otherwise that may seem conducive to the Company's objects or any of them and to obtain from such Government or authority any rights and concessions which the Company may think fit or desirable to obtain and carry out exercise and comply with any such arrangements, rights privileges and concessions.
14. To enter into partnership or into any arrangement for sharing or pooling profits, amalgamation, union of interest, co-operation, joint venture, reciprocal concession or otherwise or amalgamate with any person, firm or company (incorporated or not) carrying on or about to carry on or engaged in any business, undertaking or transaction which may seem capable of being carried so as to benefit this Company.
15. To sell, let exchange or otherwise deal with any undertaking or any part thereof of the Company for such consideration as the Company may think fit and in particular for shares, debentures or securities of any other Company having objects altogether or in part similar to those of this Company.
16. To pay all or any expenses incurred in connection with the promotion, formation, incorporation and establishment of the Company or to contract with any other person, firm or Company.
17. To pay for any properties, rights or privileges acquired by the Company in shares or debentures of this company or partly in cash or otherwise and to give shares or stock or debentures of this Company in exchange for shares or stock or debentures of any other Company having objects similar to those of the Company.
18. To make, draw, accept, endorse, execute and issue cheques, promissory notes, bill of exchange, bill of lading, debentures and other negotiable or transferable instruments or securities and to open bank accounts, current or overdraft, and operate on the same.
19. To remunerate any person or Company for services rendered or to be rendered for the acquisition of the property by the Company or the conduct of its main business.
20. To lend and advance money or deal with funds of the Company which may not be required for the time being, with or without security and give credit to such persons (including Government) and upon such terms and conditions as the Company may think fit.
21. To borrow or raise money or to receive money on deposits for the purposes of the Company in such manner and upon such terms as may seem expedient and to secure the repayment thereof and of moneys owing or obligations incurred by the Company and to create issue and allot redeemable or irredeemable bonds, mortgages or other instruments, mortgage debenture (such bonds or debentures being made payable to bearer or otherwise and issuable or payable either at par, premium discount or as fully paid) and for any such purposes to charge all or any part of the property and profits of the Company both present and future including its uncalled capital.
22. To Promote any Company or Companies for the purpose of acquiring all or any property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
23. To distribute any of the properties of the Company among the members in kind or otherwise, but so that no distribution amounting to a reduction of capital shall be made without the sanction required by law.

24. To make pecuniary grants by way of donation, bonus, subscription, allowances, provident funds, gratuity, guarantee or otherwise to or for the benefit of persons, who are or have been employed by the company or otherwise for widows, orphans or dependants of any such persons or to aid associations or funds, hospitals and / or other charitable or benevolent public institutions.
 25. To invest funds of company subject to the provisions of the Act or Rules made thereunder and or subscribe to any issue of shares or securities of any kind whatsoever for and on behalf of company.
 26. To do all such other things as may be deemed incidental or conducive to the attainment of the main objects or any of them.
4. The liability of the members is limited.
 5. ***The Authorised Share Capital of the Company is Rs. 10,00,00,000 (Ten Crore) divided into 5,00,00,000 (Five Crore) equity shares of Rs. 2/- each.****

* 1. The authorized share capital of the Company has been increased from Rs. 4,00,00,000/- (Four Crore) divided into 40,00,000 (Forty Lacs) equity shares of the face value of Rs. 10 (Rupees Ten) each to Rs. 5,75,00,000/- (Five Crore Seventy-Five Lacs) divided into 57,50,000 (Fifty-seven Lacs Fifty Thousand) equity shares of the face value of Rs. 10 (Rupees Ten) each on 25th May, 1994, in the Extraordinary General Meeting of the company.

2. The authorized share capital of the Company has been increased from Rs. 5,75,00,000/- (Five Crore Seventy-Five Lacs) divided into 57,50,000 (Fifty- seven Lacs Fifty Thousand) equity shares of the face value of Rs. 10 (Rupees Ten) each to Rs. 6,00,00,000/- (Six Crore) divided into 60,00,000 (Sixty Lacs) equity shares of the face value of Rs. 10 (Rupees Ten) each on 30th September, 1994, in the Annual General Meeting of the company.

3. The authorized share capital of the Company has been increased from Rs. 6,00,00,000/- (Six Crore) divided into 60,00,000 (Sixty lacs) equity shares of the face value of Rs. 10 (Rupees Ten) each to Rs. 10,00,00,000/- (Ten Crore) divided into 80,00,000 (Eighty lacs) equity shares of Rs. 10 each and 20,00,000 (Twenty lacs) Preference Share of the face value of Rs. 10 (Rupees Ten) each on 30/09/2010, in the Annual General Meeting of the Company.

4. The authorized share capital of the Company has been reclassification from Rs. 10,00,00,000/- (Ten Crore) divided into 80,00,000 (Eighty Lacs) equity shares of Rs. 10 each and 20,00,000 (Twenty Lacs) Preference Share of the face value of Rs. 10 (Rupees Ten) each to Rs. 10,00,00,000/- (Ten Crore) divided into 1,00,00,000 (One Crore) equity shares of the face value of Rs. 10 (Rupees Ten) each on 30th September, 2014, in the Annual General Meeting of the Company.

5. *The authorized share capital of the Company altered by Sub-division/split up of Equity Shares from 10,00,00,000 (Ten Crore) divided into 1,00,00,000 (One Crore) Equity Shares of face value Rs. 10 each to 10,00,00,000 (Ten Crore) divided into 5,00,00,000 (Five Crore) Equity Shares of face value Rs. 2 each subject to approval by members of the Company through Postal Ballot on 30th December, 2025.*

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 opposite to our respective names:-

S. No.	Name, Description Occupation and address of each Subscriber	No. of Equity Shares taken by each Subscriber	Signature of Subscribers	Name, address, Description and Occupation of Witness
1.	NARESH KUMAR SINGLA S/o Shri Ganga Sahai 34, Engineers'' Enclave, Pitampura, Delhi-34. Business Executive	10 (Ten Equity)	Sd/-	<div style="border: 1px solid black; padding: 10px; text-align: center;"> <p>THEREBY WITNESS THE SIGNATURE OF ALL THE SUBSCRIBERS</p> <p>Sd/ S.L.SINGAL S/o Shri. Hanuman Dass Singal G-34, Phase-I, Ashok Vihar, Delhi. Chartered Accountant</p> </div>
2.	SURESH CHAND SINGLA S/o Shri Dharam Chand GD-76, Vishakha Enclave, Pitampura, Delhi-34. Business Executive	10 (Ten Equity)	Sd/-	
3.	MRS. MADHU SINGA W/o Shri Naresh Kumar Singla 34, Engineers'' Enclave, Pitampura, Delhi-34. Service	10 (Ten Equity)	Sd/-	
4.	BAL KRISHANA GUPTA S/o Late Sh. ChhoteyLal 25-B, Gulmohar Co-operative Group Housing Society Ltd. Juhu Lane, Andheri (West) Bombay Industrialist	10 (Ten Equity)	Sd/-	
5.	MANJU SINGLA W/o Sh. Suresh Chand Singla GD-76, Vishakha Enclave, Pitampura, Delhi-34. House Wife	10 (Ten Equity)	Sd/-	
6.	KAILASH CHAND GUPTA S/o Sh. BhagatSwarup Gupta 725-A/22, Bharatpuri Sonapat, Haryana. Service	10 (Ten Equity)	Sd/-	
7.	ASHOK KUMAR GUPTA S/o Sh. D.R. Gupta F-120, Ashok Vihar, Phase-I, Delhi-110052 Company Executive	10 (Ten Equity)	Sd/-	
	TOTAL	70 (SEVENTY)		

Place: NEW DELHI

Dated: 12/02/1992