

GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS

Central Processing Centre
Plot No. 6,7, 8, Sector 5, IMT Manesar, Manesar, Haryana, India, 122050

Certificate of Incorporation Consequent upon conversion to public company

Corporate Identity Number: U24230GJ2010PLC061957

IN THE MATTER OF APTUS PHARMA PRIVATE LIMITED

I hereby certify that APTUS PHARMA PRIVATE LIMITED which was originally incorporated on TWELFTH day of AUGUST TWO THOUSAND TEN under Companies Act, 1956 as APTUS PHARMA PRIVATE LIMITED and upon an intimation made for conversion into public company under Section 18 of the Companies Act, 2013; and approval of Central Government signified in writing having been accorded thereto by the ROC, CPC vide SRN AB2110143 dated 11/12/2024 the name of the said company is this day changed to APTUS PHARMA LIMITED

Given under my hand at ROC, CPC this TWELFTH day of DECEMBER TWO THOUSAND TWENTY FOUR

Shorya Chak

Assistant Registrar of Companies/ Deputy Registrar of Companies/ Registrar of Companies

Central Processing Centre

Note: The corresponding form has been approved by Shorya Chak, Assistant Registrar of Companies/ Deputy Registrar of Companies/ Registrar of Companies and this letter has been digitally signed by the Registrar through a system generated digital signature under rule 9(2) of the Companies (Registration Offices and Fees) Rules, 2014

Mailing Address as per record available in Registrar of Companies office:

APTUS PHARMA LIMITED

Slok - 2, Nr. Harikrupa Logistic Park, Aslali, Daskroi, Ahmedabad- 382427, Gujarat



प्रारुप 1
पंजीकरण प्रमाण–पत्र

कॉर्पोरेट पहचान संख्या : U24230GJ2010PTC061957 2010 - 2011

मैं एतदद्वारा सत्यापित करता हूँ कि मैसर्स

APTUS PHARMA PRIVATE LIMITED

का पंजीकरण, कम्पनी अधिनियम 1956 (1956 का 1) के अंतर्गत आज किया जाता है और यह कम्पनी प्राइवेट लिमिटेड है।

यह निगमन–पत्र आज दिनांक बारह अगस्त दो हजार दस को मेरे हस्ताक्षर से अहमदाबाद में जारी किया जाता है।

Form 1
Certificate of Incorporation

Corporate Identity Number : U24230GJ2010PTC061957 2010 - 2011

I hereby certify that APTUS PHARMA PRIVATE LIMITED is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the company is private limited.

Given under my hand at Ahmedabad this Twelfth day of August Two Thousand Ten .

(KAMAL HARJANI)

सहायक कम्पनी रजिस्ट्रार / Assistant Registrar of Companies

गुजरात, दादरा एवं नगर हवेली

Gujarat, Dadra and Nagar Havelli

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

Mailing Address as per record available in Registrar of Companies office:

APTUS PHARMA PRIVATE LIMITED

C/O. JANTA DRUG AGENCY, WARD NO. 14/SELLER, YOGI TOWER, MOTI TANKI CHOWK,

RAJKOT - 360001,

Gujarat, INDIA

THE COMPANIES ACT. 1956

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

@#APTUS PHARMA LIMITED

[COMPANY LIMITED BY SHARES]

1. The name of the Company is @#**"APTUS PHARMA LIMITED".**

2. The Registered Office of the Company will be situated in the state of Gujarat.

3. The Object for which the Company is established are:

***[A] The objects to be pursued by the company on its incorporation are:**

1. To carry on business as manufacturers, loan license manufacturers, importers, exporters, processors, traders, sellers, purchasers, distributors, agents and dealers in pharmaceuticals, medical, diagnostic, antiseptic and disinfectants chemicals, biological, immunological, contraceptive, therapeutic and healthcare preparations, substances, products, materials, intermediates, ingredients, and articles of all kinds whether, simple, compound or otherwise.
2. To carry on business as manufacturers, loan license manufacturers, importers, exporters, processors, traders, sellers, purchasers, distributors, retailers, agents and dealers in drugs, medicines, proprietary, articles, druggists, medicals, cosmetics, pharmaceuticals perfumes, aromatic chemicals, toiletry, surgical dressings and deal in appliances, and suppliers to physicians and hospital and medical specialties, surgical, toilet, dental, optical, anatomical obstetric, gynecological, veterinary, chemical and dealers of scientific apparatus, appliances, compound preparations and materials.
3. To carry on business as manufacturers, loan license manufacturers, importers, exporters, traders, sellers, purchasers, distributors, agents, dealers in and producers of medicated and hygiene food and products and hygienic house hold consumer products.
4. To manufacturer, develop, sell, purchase, deal in import, export and act as agents, distributors and suppliers of Ayurvedic, Homeopathic and Unani medicines by extraction of plant products.
5. To start, run and maintain health e-commerce portal, web sites, mobile app, medical transcription centers, retail chains, and to offer wholesale, retail, e-tails, e-commerce facilities, health consultancy and data processing and other healthcare services that can be offered through health web portal, web sites, etc.

*Clause 3 [A] of Memorandum of Association is substituted by passing special resolution in Extra-Ordinary General Meeting of members as on 25th April, 2024

@ Change of name from Aptus Pharma Private Limited to Aptus Pharma Limited.

 # Approval for alteration in clause 1 of memorandum of Association by passing special resolution in Extra-Ordinary General Meeting of Members as on 30th November, 2024.

***[B] Matters which are necessary for furtherance of the objects specified in clause 3(a) are:**

1. To acquire, build, construct, improve, develop, give or take in exchange or on lease, rent, hire, occupy, allow, control, maintain, operate, run, sell, dispose of, carry out or alter as may be necessary or convenient any lease-hold or freehold lands, movable or immovable properties, including building, workshops, warehouse, stores, easement or other rights, machineries, plant, work, stock in trade, industrial colonies, conveniences together with all modern amenities and facilities such as housing, schools, hospitals, water supply, sanitation, townships and other facilities or properties which may seem calculated directly or indirectly to advance the company's objects and interest either in consideration of a gross sum of a rent charged in cash or services.

2. To apply for purchase, acquire, and protect, prolong and renew in any part of the world any patents, patent rights, brevets invention, licences, protections and concessions which may appear likely to be advantageous or useful to the company and to use and turn to account and or grant licences or privileges in respect of the same and to spend money in experimenting upon and testing and improving or seeking to improve any patents, inventions or rights which the company may acquire or proposes to acquire.

3. To establish, provide, maintain and conduct or subsidise research laboratories and experimental workshops for scientific and technical researches, experiments and tests of all kinds and devices and/or to sponsor or draw out programmes for promoting scientific, technical, social, economic and educational research and development and assist in the execution and promotion of such programmes either directly or through an independent agency or in any other manner, directly or indirectly and to secure such approvals, exemptions and/or recognitions under the Income Tax Act, 1961 and any other law for the time being in force and to promote studies and researches both scientific and technical investigations, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing or contributing to the award of scholarships, prizes, grants to students and generally to encourage, promote inventions of any kind that may be considered useful to the company.

4. To form incorporate, promote, purchase, acquire, undertake or takeover, the whole or any part of the business, profession, goodwill, assets, properties (movable or immovable), contracts, agreements, rights, privileges, effects, obligations and liabilities of any persons, firm or company or companies carrying on all or any of proposing to carry on or ceasing to carry on any business, profession or activities which the company is authorised to carry on or the acquisition of all or any of the properties, rights and assets of any company or subject to the provisions of the Companies Act, 2013, the control and management of the company or the undertaking of the acquisitions of any other object or objects which in the opinion of the Company could or might directly or indirectly be beneficial or advantageous to the Company and to pay all or any of the costs and expenses incurred in connection with any such promotion or incorporation or takeover or acquisition and to remunerate any person, firm or company in any manner, it shall think fit for services rendered or to be rendered for and in respect of such promotion or incorporation or takeover or acquisition or in obtaining subscription of or the placing of any shares, stocks, bonds, debentures, obligations or securities of any such company or companies, subject to the provisions of the Companies Act, 2013.

5. Subject to the provisions of applicable law to procure registration, incorporation or recognition of the Company in any country state or place and to establish and regulate agencies for the purpose of the company's business and to apply or join in applying to any parliament, local government, municipal or other authority or body, Indian or foreign for any rights or privileges that may seem conducive to the Company's objects or any of them and to oppose any bills, proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interest.

6. To enter into partnership or any arrangement for sharing or pooling profits, amalgamations, union of interest, co-operation, joint venture, reciprocal concessions or to amalgamate with any person or company carrying on or engaged in or about to carry on or engaged in any business, undertaking or transactions

which this company is authorised to carry on or engaged in any business, undertaking or transactions which may seem capable of being carried on or conducted, so as directly or indirectly, to benefit the company.

7. To acquire or amalgamate, absorb or merge with any other company or companies or to form, promote subsidiaries having objects altogether or in part similar to those of this company.

8. To manage, sell, dispose off, let, mortgage, exchange, redeem, underlet, grant leases, licences, easements or turn to account or otherwise dispose off in any manner the whole of the undertaking or any properties (movable or immovable), assets, rights, and effects of the Company or any part thereof, on such terms and for such purposes and 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 and in the event of winding up of the Company to distribute among the members in specie or kind any properties or assets of the Company or any proceeds of sale or disposal of any properties of the Company, subject to the provisions of the Companies Act, 2013.

9. To enter into arrangements with any government or authorities municipal, local or any persons or company in India or abroad that may seem conducive to the objects of the company or any of them and to apply for, secure, acquire, obtain from such government, authorities, persons or company any right, privileges, powers, authority, charters, contracts, licences, concessions, grants, decrees, rights which the Company may think desirable.

10. To pay all costs, charges and expenses of and incidental to the promotion, formation, registration and establishment of the Company and charges in connection therewith and/ or make donations (by cash or other assets) to remunerate by allotment of fully or partly paid shares or by a call or option on shares, debentures, debenture-stocks or securities of this or any other company or in any other manner, whether out of the Company's capital or profits to any person, firm, company assisting to place or guaranteeing the subscription of other security of the company in or about the formation or promotion of the Company or for any other reason which the company may think fit subject to the provisions of the Companies Act, 2013.

11. To promote or join in the promotion of any company or companies including subsidiary companies (wholly owned or partly owned) for the purpose of acquiring all or any of the properties, rights and liabilities of the company or for any other purposes which may seem directly or indirectly calculated to benefit the Company and to underwrite shares and securities therein.

12. To do all or any of the above things in India or in any part of the world as principals, agents, contractors or trustees and either alone or in conjunction with others.

13. Subject to Section 179 of the Companies Act, 2013 and the rules framed thereunder and the directives issued by the Reserve Bank of India, to borrow or raise money or to take money on loan on interest from banks, financial institutions, government agencies, co-operative societies, persons, companies, firm, in such manner as the Company may think fit and in particular by the issue of debentures or debenture-stock, perpetual including debentures or debenture stock convertible into shares of this Company or perpetual annuities and in security of any such money borrowed, raised or received to mortgage, pledge, hypothecate, or charge the whole or any part of the properties (movable or immovable) assets or revenue of the Company present or future including its uncalled capital by special assignments or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may be deemed expedient and to purchase, redeem or pay off any such securities. The Company shall not carry on any banking or insurance business which may fall within the purview of Banking Regulations Act, 1949 or the Insurance Act, 1938, respectively.

14. To make, draw, accept, endorse, discount, execute, negotiate, assign, and issue cheques, promissory notes, drafts, hundies, bonds, railway receipts, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instrument.

15. To guarantee the payment of money secured or unsecured by or payable under or in respect of any promissory notes, bonds, debenture stocks, contracts, mortgages, charges, obligations, instruments and securities of any company or of any authority, central, state, municipal, local or of any person whomsoever whether incorporated or not incorporated and generally to guarantee or become sureties for the performance of any contracts or obligations of any person, firm or company and to guarantee the repayment of loan with interest availed from Financial institution/s, Banks, Private Financiers, availed by any person, company, firm, society, trust or body corporate.

16. To guarantee or become liable for the performance of the obligations and the payment of interest on any debentures or securities of any company, corporation or association or a person in which such guarantees may be considered beneficial or advantageous, directly or indirectly to further the objects of the Company or the interest of the members.

17. Subject to the provisions of the Companies Act, 2013 to accumulate funds and to invest or deal in with and invest money belonging to the Company in any deposits, shares, stocks, debentures, debenture-stocks, kinds obligations, or securities by original subscription, participation in syndicates having similar objects and to tender, purchase, exchange and to subscribe for the same and to guarantee the subscription thereof and to exercise and enforce all the rights and powers conferred by or incidental to the ownership thereof.

18. To open and operate current, overdrafts, loan, cash credit or deposit or any other type of accounts with any banks, company, firm, association or person.

19. To establish, continue and support or aid in the establishment of cooperative societies, association and other institutions, funds, trusts, amenities and conveniences calculated to benefit or indemnify or insure employees or ex-employees of the Company or Directors or ex-Directors of the Company or the dependants or connections of such persons and at its discretion to construct, maintain, buildings, houses, dwelling or chawls or to grant bonus, pensions and allowance and to make payments towards insurance and to pay for charitable or benevolent objects, also to remunerate or make donations by cash or other assets or to remunerate by the allotment of shares credited as fully or partly paid for services rendered or to be rendered in placing or assisting to place any shares in the Company's capital or any debentures, debenture-stock or other securities of the company in or about the formation or promotion of the Company or for the conduct of its business.

20. To undertake, carry out, promote and sponsor rural or semi urban or urban development including any programme for promoting the social and economic welfare or uplift of the public in any such area and to incur any expenditure on any programme of rural, semi-urban and urban development and to assist execution and promotion thereof either directly or through an independent agency or in any other manner.

21. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for the discharging of social and moral responsibilities of the Company to the public or any section of the public as also any activities to promote national welfare or social, economic and without prejudice to the generality of the foregoing, undertake, carry out, promote and sponsor any activities for publication of any books, literature, news-papers or for organising lectures or seminars likely to advance these objects or for giving merit awards or scholarships, loans or any other assistance to deserving students or other scholars or persons to enable them to prosecute their studies or academic pursuits or researches and for establishing, conducting or assisting any institution, funds or trusts having any one of the aforesaid objects as one of its objects by giving donations and/or contributions, subsidies and/or grants or in any other manner.

22. To donate, gift, contribute, subscribe, promote, support or aid or assist or guarantee money to charitable, benevolent, religious, scientific, national, public or to other institutions, funds or objects, or for any public, general or other objects and to accept gifts, bequests devices and donations from any firm, company or persons as may be thought appropriate or conducive to the interest of the Company.

23. To create any depreciation fund, reserve funds, sinking fund, insurance fund or any other special fund whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company or for redemption of debentures, redeemable preference shares or gratuity or pension or for any other purpose conducive to the interest of the Company.

24. Subject to Section 78 of the Companies Act, 2013, to place, reserve, distribute, as dividend or bonus or to apply as the Company may from time to time determine any moneys received in payment of dividend or money arising from the sale of forfeited shares or any money received by way of premium on shares or debentures issued at a premium by the Company.

25. To engage, employ, train, either in India or elsewhere, suspend and dismiss any agents, managers, superintendents, assistants, clerks, coolies other employees and to remunerate any such persons at such rate as shall be thought fit and to grant pensions or gratuities to any such person or to his widow or children and generally to provide for the welfare of employees.

26. To refer or agree to refer any claims, demands, disputes or any other questions by or against company or in which the company is interested or concerned and whether between the Company and the member or members or his or their representatives or between the Company and third party to arbitration in India or at any place outside India and to observe, perform and to do all acts, deeds, matters and things to carry out or enforce the awards.

27. To use trademarks, trade names or brand names for the business activities products and goods and adopt such means of making known the business and products in which the company is dealing as may seem expedient and in particular by advertising on radio, television, newspapers, magazines, periodicals, by circulars, by opening stalls and exhibition, by publication of books and periodicals, by distributing samples and by ranting prizes, rewards and awards.

28. To undertake the payment of all rent and the performance of all covenants, contracts, conditions and agreements contained in and reserved by any lease that may be granted or assigned to or acquired by the Company.

29. To become members of or to enter into any agreement with any institution, association or company carrying on or which may carry on research and other scientific work of investigation in connection with any business of Company or other trades or industries allied therewith or ancillary thereto and to acquire shares in any such institutions, association or company and contribute towards the capital or funds, thereof.

30. To undertake and execute any trust which may be beneficial to the Company directly or indirectly.

31. To ensure properties, assets, undertakings, contracts, guarantees, liabilities, risks or obligations of the Company of every nature and kind.

32. To receive donations, gifts, contributions, subsidies, grants, and other mode of receipts of money for the furtherance of the objects of the Company.

33. To invest the funds of the Company not immediately required in Government or Semi Government corporations, companies or firms.

34. To pay a share in the profit of the company or commission to brokers sub-agents, agents or any other company, firm or person including the employees of the Company as may be thought fit for services rendered to the Company.

35. To employ experts, to investigate and examine into the conditions prospects, value character and circumstances of any business concerns and undertaking and generally of any assets, concessions, properties and/or rights.

36. To open establish, maintain and to discontinue in India or overseas any offices, branch offices, regional offices, trade centres, exhibition centres, liaison offices and to keep local or resident representative in any part of the world for the purpose of promoting the business of the company.

37. To enter into arrangement for technical collaboration and/or other form of agreement including capital participation with a foreign or Indian company for the purpose of manufacture, quality control and product improvements and for marketing of the products which the Company is empowered to manufacture and/or market and to pay or to receive for such technical assistance or collaborations, royalties or other fees in cash or by allotment of shares of the Company credited as paid up or issue of debentures or debentures-stock, subject to the provisions of laws for the time being in force.

38. To secure contracts for supply of the products manufactured by the company to military, civil and other departments of the government or semi-government bodies, corporations, public or private contracts, firms or persons and to recruit trained persons including persons retired from defence, police, military and paramilitary forces to employ detectives.

39. To take part in the management, supervision and control of the contracts, rights, turnkey jobs, operations or business of any company or undertaking entitled to carry on the business which the company is authorised to carry on.

* Clause 3[A] and Clause 3[B] of Memorandum of Association is substituted by passing special resolution in Extra-Ordinary General Meeting of members as on 25th April 2024.

*3(C)……

4. *The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

5. *The share capital of the company is Rs 7,15,00,000/- (Rupees Seven Crores Fifteen Lakhs Only) (Indian Rupees) divided into 71,50,000 (Seventy-One Lakh Fifty Thousand) Equity Shares of Rs. 10/- [Rupees Ten] each.

*Clause 3 [B] of Memorandum of Association is substituted by passing special resolution in Extra-Ordinary General Meeting of members as on 25th April, 2024

* Clause 3 [C] of Memorandum of Association is deleted by passing special resolution in Extra-Ordinary General Meeting of members as on 25th April, 2024

*Clause 4 of Memorandum of Association is substituted by passing special resolution in Extra-Ordinary General Meeting of members as on 25th April, 2024.

*Clause 5 of Memorandum of Association is substituted by passing ordinary resolution in Extra-Ordinary General Meeting of members as on 25th April, 2024. authorized share capital of the company is increased from Rs. 30,00,000 (Rupees Thirty Lakhs Only) comprising 3,00,000 (Three Lakhs) equity shares of Rs. 10 (Rupees Ten) each to Rs. 1,00,00,000/- (Rupees One Crore Only) divided into 10,00,000 (Ten Lakhs) equity shares of Rs. 10 (Rupees Ten) each

*Clause 5 of Memorandum of Association is substituted in following manner by passing ordinary resolution in Extra-Ordinary General Meeting of members as on 11th January, 2025. Authorized Share Capital of the Company is increased from Rs. 1,00,00,000/- (Rupees One Crore Only) comprising 10,00,000 (Ten Lakhs) equity shares of Rs. 10 (Rupees Ten) each to Rs. 5,00,00,000/- (Rupees Five Crores Only) divided into 50,00,000 (Fifty Lakhs) equity shares of Rs. 10 (Rupees Ten) each.

*Clause 5 of Memorandum of Association is substituted by passing ordinary resolution in Extra-Ordinary General Meeting of members as on 19th May, 2025. Authorized share capital of the company is increased from Rs. 5,00,00,000/- (Rupees Five Crore Only) (Indian Rupees) comprising 50,00,000 (Fifty Lakhs) equity shares of Rs. 10/- (Rupees Ten) each to Rs. 7,15,00,000/- (Rupees Seven Crores Fifteen Lakhs Only) (Indian Rupees) divided into 71,50,000 (Seventy-One Lakh Fifty Thousand) equity shares of Rs. 10 (Rupees Ten) each

We, the several persons whose names and addresses are subscribed hereto, 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 our respective names.

Sr. No.	Names, addresses, descriptions, occupation and signature of subscribers	Number of Equity shares taken by each subscriber	Signature, name, address, occupation of the witness description and
1.	**Tejash Maheshchandra Hathi** S/o. Maheshchandra Bhagvandas Hathi Rajlaxmi plot, Bh. Shiv Park, Nr. Oskar Resi., Raina Rd., Rajkot-360007. Occ: Service Sd/-	3,333 (Three Thousand Three Hundred Thirty Thee)	Common witness to all Subscribers
2.	**Chartrabhuj Vallabhbhai Butani** S/o. Vallabhbhai Gobarbhai Bhutani Nawdi Park, St. No. 4, Nr. Girikandra, Jyotinagar Chowk, Kalawad Road, Opp. Water Tank, Rajkot-360007. Occ: Business Sd/-	3,334 (Three Thousand Three Hundred Thirty Four)	**(Nalin Ganatra)** S/o. Shri Tribhovanbhai Ganatra 307, Golden Space, Sardar Nagar Main Road, Opp. ABC Color Lab, Rajkot-360001. Occ.: Practicing Company Secretary C.P. No. 5132 Sd/-
3.	**Kapilbhai Hasmukhbhai Chandarana** S/o. Hasmukhbhai Bhagwanjibhai Chandarana 'Vraj' Shantivan Society, University Road, Rajkot - 360005. Occ: Service Sd/-	3,333 (Three Thousand Three Hundred Thirty-Three)	
	TOTAL	10,000 (Ten Thousand)	

Place: **RAJKOT** Dated this **4th** day of **August, 2010**