

भारत सरकार-कॉर्पोरेट कार्य मंत्रालय  
कम्पनी रजिस्ट्रार कार्यालय, महाराष्ट्र, मुंबई

नाम परिवर्तन के पश्चात नया निगमन प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U24219MH2006PTC165760

मैसर्स ACTAVIS PHARMA MANUFACTURING PRIVATE LIMITED

के मामले में, मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स  
ACTAVIS PHARMA MANUFACTURING PRIVATE LIMITED

जो मूल रूप में दिनांक तेईस नवम्बर दो हजार छह को कम्पनी अधिनियम, 1956 (1956 का 1) के अंतर्गत मैसर्स  
ACTAVIS PHARMA MANUFACTURING PRIVATE LIMITED

के रूप में निगमित की गई थी, ने कम्पनी अधिनियम, 1956 की धारा 21 की शर्तों के अनुसार विधिवत आवश्यक विनिश्चय पारित करके तथा लिखित रूप में यह सूचित करके की उसे भारत का अनुमोदन, कम्पनी अधिनियम, 1956 की धारा 21 के साथ पठित, भारत सरकार, कम्पनी कार्य विभाग, नई दिल्ली की अधिसूचना सं. सा. का. नि 507 (अ) दिनांक 24.6.1985 एस्. आर्. एन्. B82483496 दिनांक 27/08/2013 के द्वारा प्राप्त हो गया है, उक्त कम्पनी का नाम आज परिवर्तित रूप में मैसर्स  
VIVIMED LABS (ALATHUR) PRIVATE LIMITED

हो गया है और यह प्रमाण-पत्र, कथित अधिनियम की धारा 23(1) के अनुसरण में जारी किया जाता है।

यह प्रमाण-पत्र मुंबई में आज दिनांक सत्ताईस अगस्त दो हजार तेरह को जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS  
Registrar of Companies, Maharashtra, Mumbai

Fresh Certificate of Incorporation Consequent upon Change of Name

Corporate Identity Number : U24219MH2006PTC165760

In the matter of M/s ACTAVIS PHARMA MANUFACTURING PRIVATE LIMITED

I hereby certify that ACTAVIS PHARMA MANUFACTURING PRIVATE LIMITED which was originally incorporated on Twenty Third day of November Two Thousand Six under the Companies Act, 1956 (No. 1 of 1956) as ACTAVIS PHARMA MANUFACTURING PRIVATE 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 of the Companies Act, 1956, read with Government of India, Department of Company Affairs, New Delhi, Notification No. G.S.R 507 (E) dated 24/06/1985 vide SRN B82483496 dated 27/08/2013 the name of the said company is this day changed to VIVIMED LABS (ALATHUR) PRIVATE LIMITED and this Certificate is issued pursuant to Section 23(1) of the said Act.

Given at Mumbai this Twenty Seventh day of August Two Thousand Thirteen.

Registrar of Companies, Maharashtra, Mumbai

कम्पनी रजिस्ट्रार, महाराष्ट्र, मुंबई

\*Note: The corresponding form has been approved by PADMAVATHI BALAKRISHNAN, Deputy Registrar of Companies and this certificate has been digitally signed by the Registrar through a system generated digital signature under rule 5(2) of the Companies (Electronic Filing and Authentication of Documents) Rules, 2006.

The digitally signed certificate can be verified at the Ministry website ([www.mca.gov.in](http://www.mca.gov.in)).

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

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

VIVIMED LABS (ALATHUR) PRIVATE LIMITED  
21-22, KALPATARU SQUARE, KONDIVITA LANE, OFF ANDHERI KURLA ROAD, ANDHERI  
(EAST),  
MUMBAI - 400059,





सत्यमेव जयते

Form 1

## Certificate of Incorporation

Corporate Identify Number : U24219MH2006PTC165760

2006 - 2007

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

Given under my hand at Mumbai this TWENTY THIRD day of NOVEMBER TWO THOUSAND SIX.



(MEENA RAJENDER SINGH)

Asst. Registrar of Companies  
Maharashtra, Mumbai

For ACTAVIS PHARMA MANUFACTURING PVT. LTD.

Director

THE COMPANIES ACT, 1956  
COMPANY LIMITED BY SHARES  
MEMORANDUM OF ASSOCIATION  
OF  
VIVIMED LABS (ALATHUR) PRIVATE LIMITED

- I. The name of the company is Vivimed Labs (Alanthur) Private Limited
- II. The Registered Office of the Company will be situated in the State of Maharashtra, i.e. within the jurisdiction of the Registrar of Companies, Maharashtra at Mumbai
- III. The objects for which the company is established are :
  - A. MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION IS:
    1. To manufacture pharmaceutical, medical or healthcare products including tablets, capsules, tonics, liquids, lozenges, injectibles, chewables, mixtures, ointments of patented and non-patented pharmaceutical, bio-pharmaceutical, phyto-pharmaceutical, biological drugs, bio-chemicals, allopathic, ayurvedic, homeopathic and other finished dose formulations in all pack, sizes.
  - B. OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS :
    2. To act as agents, advisors and consultants in sourcing and identifying of suitable suppliers, manufacturers, traders and distributors of pharmaceuticals, medical and chemical preparations and compounds, bulk drugs and formulations of any kind and to act as trade facilitator and to perform all such duties and services pertaining to such office.

3. To import, export, trade, supply, invent, process, construct or acquire assets and facilities, deal in, market the products and processes of the company.
4. To make, design, develop, procure packaging and protective materials for the products manufactured, developed or procured.
5. To repair, purchase, import, rent, lease, construct, modify machines and equipment of any kind, which may appear to be necessary for or incidental to the business of the company.
6. To purchase, take on lease or otherwise acquire lands, godowns, warehouses and other hereditaments of any tenure, for the objects aforesaid and to sell, leave or otherwise dispose of any property in the name of the company.
7. To purchase, take on lease or tenancy or hire, renew or otherwise acquire and hold any estate or interest, and to let or sub-let in whole or in part, develop, manage, exploit any lands, buildings, offices, machinery, easements, rights, privileges, plant stock-in-trade, business concerns, options contracts, claims, chooses-in-action and any real and personal property of any kind necessary or convenient for any business of the company and either to retain the same for the purpose of company's business or to turn the same to account as may seem expedient.
8. To mortgage, hypothecate, pledge, charge, improve manage, cultivate, develop, exchange, let on lease or otherwise sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with, all or any part of the property, whether movable or immovable of any description whatsoever and rights and other valuable securities of the company.
9. To enter in to negotiations with foreign companies and other persons having similar objects and acquire by grant, purchase, lease, license or other terms of formulae, process and other rights and benefits and to obtain or import Financial and/or Technical Collaboration, technical information, know-how, plant & machinery and expert advice.
10. To acquire and take over recipes, formulae and full information as to the processes and the right of manufacture and deal in substances, articles, processes, and things which the Company is authorized to deal in.
11. To control or acquire the whole or any part of the business, property, tangible and intangible assets, goodwill and liabilities of any undertaking, company, association, firm, or individual, which may seem to the Board of Directors as capable or being carried on in connection with the objects of the Company or calculated directly or indirectly to enhance the value of or render profitable any of the company's property or rights or benefit the company in any way.
12. To sell or dispose of the whole or any part of the undertaking or any of the undertakings of the Company or any business, property, rights or assets, of the Company or any shares or interest therein in such manner and for such consideration

as the Board of Directors of 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.

13. To amalgamate with any other company whose objects are or include objects similar to those of this company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of all, or a part of the shares or stock of this or any such other company as aforesaid or in any other manner.
14. To establish, maintain, and to continue offices, agencies or branches in any part of the world for the purpose of efficiency and profitable working of the Company's business.
15. To procure the Company to be recognized in any foreign country or place.
16. To obtain any order of Government or Judiciary for enabling the company to obtain all power and authorities necessary or expedient to carry out or extend any of the objects of the Company or for any other purpose which may seem expedient and to oppose any proceeding or application which seem calculated directly or indirectly to prejudice the Company's interest.
17. To act as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise; and either alone or in conjunction with others.
18. To promote any other Company or Companies or firm or firms having similar objects for the purpose of its or their acquiring all or any of the property, rights or liabilities of this company.
19. To enter into partnership, joint venture or into any arrangement for sharing profits, union of interest, co-operation, collaboration, joint venture, reciprocal concession, amalgamation or otherwise with any person, firms, or company carrying on, or engaged in any business or transaction which the Company is authorized to carry on.
20. To purchase, take on lease or in exchange, get transferred or otherwise acquire stock-in-trade and any rights or privileges whether belonging to individual, firms, association, trusts or companies wherever situate and the property, business and goodwill pertaining thereto which the Board of Directors of the Company's of the Company may think necessary or convenient for the purposes of the Company's business.
21. To register, apply for, purchase or otherwise acquire, protect and renew, in any part of the world, any patents, patent rights, concessions, brevets d'invention, licenses, designs, inventions, trademarks, copy rights, rights or privileges, subject to royalty or otherwise, conferring any exclusive or non-exclusive or limited rights to their use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, Or and to use, exercise, develop, or grant licenses in respect of , or otherwise turn to account the property, rights of information so acquired and to expend money in experimenting upon, testing or improving any such patents, inventions or rights.

22. To obtain on lease, license, buy, acquire, let or sell land, buildings, or to build and construct buildings for office or residence of the employees, Directors, and visitors of the Company or for any other purposes as the Directors deem fit.
23. invest money on such terms and conditions as the Board of Directors of the Company think fit whether in freehold and leasehold or land of any tenure, deposits, stock, shares, securities, merchandise or in any other manner.
24. To advance, deposit or lend money, securities and property to or with such persons and on such terms with or without security as may seem expedient to the Board of Directors of the Company and to draw, make, accept, issue, endorse or execute warrants, discount, buy sell and deal in bills, notes, coupons, debentures, cheques and other negotiable or transferable securities or instruments.
25. To accept loans and deposits other than public deposits with or without giving security at interest or otherwise, to carry on business of company subject to Section 58A of the Companies Act and Reserve Bank of India directives.
26. To issue debentures, debenture-stock, bonds, obligation and securities of all kinds and to frame, constitute and secure the same, as may seem expedient to the Board of Directors of the Company with full power to make the same transferable by delivery or by instrument of transfer, or otherwise, and either perpetual or terminable, and either redeemable or otherwise, and to charge or secure the same by trust deed or otherwise, on the undertaking of the Company (including its uncalled capital) or otherwise howsoever.
27. To borrow or raise money or to receive money or deposits other than public deposits at interest or otherwise with or without giving security in such manner as the Board of Directors of the Company may think fit and in particular by the issue of debentures or debenture stock, perpetual or otherwise, including debentures or debenture-stock convertible into shares of this Company Or perpetual annuities and as security for any such money so borrowed, raised or received, to mortgage, pledge or charge the whole or any part of the property, assets and revenue of the Company. Present and future, by special assignment or otherwise and to transfer or convey the same absolutely or in trust and to give the lender power of sale and other powers as may seem expedient to the Board of Directors of the Company and to purchase, redeem or pay off any such securities, subject to the provisions of applicable law and Reserve Bank of India directives.
28. To open, operate and close account or accounts with any person, firm or company or with any bank or banks, anywhere in the world, whether current, savings, cash credit, overdraft or any other type of account and to pay into and to withdraw money from such account or accounts or otherwise operate thereon.
29. To establish a Trust or Trusts and/or appoint Trustees thereof from time to time and vest funds or any property in the Trustees who shall hold and deal with such funds or property in such a manner as the Company may decide.

30. To insure any of the properties, undertakings, contracts, guarantees or obligations of the Company of every nature and kind in any manner whatsoever.
31. To create any depreciation fund or reserve, reserve fund, sinking fund, insurance fund and/or any other special funds or reserves, whether for depreciation or for repairing, improving, extending, or maintaining any of the property of the Company or for welfare of the Company's employees or for utilizing it for any other purposes of conducive to the interest of the Company and to utilize all such funds or recover for such purposes as the Board of Directors of the Company think fit.
32. To pay, satisfy, or compromise any claims made against the Company, which it may seem expedient to the Board of Directors of the Company to pay, satisfy or compromise notwithstanding that the same may not be valid in law.
33. To ensure the fidelity of persons filling or about to fill situations of trust, or confidence, and the due performance and obligations imposed on them by contract or otherwise and discharge by such persons of all or any of the duties.
34. To guarantee the payment of money unsecured or secured by or payable under or in respect of promissory notes, bonds, debentures, debenture-stock, contracts, mortgages, charges, obligation, instruments and securities of any company or of any authority, municipal, local or otherwise or of generally to guarantee or become sureties for the performance of any contracts or obligations.
35. To establish, provide, maintain and conduct or other-wise subsidies, research laboratories and experimental workshops for scientific and technical research and experiments; to undertake and carry on scientific and technical researches, experiments and tests of all kinds, to promote studies and researches, both scientific and technical, investigation and invention, by providing, subsidizing and endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences or contributing to the award of scholarships, prizes, grants to studies, researches investigation's experiments, test and inventions of any kind that may be considered likely to assist any business which the Company is authorized to carry on.
36. To adopt such means of making known the business of the Company as may seem expedient and in particular by advertising in any media including radios and /or televisions or by the exhibition or reproduction of works of art or by the publication of books and pictures or by granting rates or in such other manner whether similar to the above or as the company may deem desirable.
37. To pay all the costs, charges and expenses of and incidental to the promotion, formation, registration and establishments of the Company and the issue and subscription of the capital including any underwriting or other expenses, attending the issue of any circulars or notices, and the printing, stamping, circulating of proxies and all forms to be filled up by the members of the Company.
38. To remunerate any person, firm or Company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any shares in the company's capital or of any debentures, debenture-stock, or other securities of

the Company or in about the information, promotion establishment or registration of the company or conduct and management, expansion and otherwise of its business.

39. To give donations or gifts and to subscribe and contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, nations, public or social or political or other institution or objects which shall have any moral or other claims to support or aid by the company either by the reason of locality of operation or of public and general utility or otherwise provided. However, in case of any such donation subscription or contribution shall be subject to and in accordance with the provisions of any law for the time being in force.
40. To dedicate, present, or otherwise dispose of either voluntarily or for value any property of the Company deemed to be national, public or local interest, to any national trust, public body, museum, corporation or authority or any trustees for or on behalf of any of the same or of the public.
41. To remunerate or make donation (by cash or other assets or by way of allotment of fully or partly paid shares of debentures or by a call or option on shares, debentures, debenture-stock, or securities of this or any other company, or in any other manner whether out of the company's capital or profits or otherwise to any person or business to the Company, or in placing or assisting to place or guaranteeing the subscription of any shares, debenture-stock, or other securities of the Company, or for any other reason which the Company may think proper.
42. To remunerate the servants of the Company and others for services rendered and also out of and in proportion to the profits of the Company or otherwise as may be thought fit.
43. To provide for the welfare of Directors of Ex-Directors of Employees or Ex-Employees of the Company or the wives, widows and families or the dependants or connections of such persons in any manner including by building, or contribution to the building of houses, dwellings, quarters or chawls or by grants of money, pensions, gratuities, allowances, bonuses, or any other payments or by creating and from time to time subscribing or contributing to provident fund and other associations, institutions, funds or trusts, and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendances and assistance as the Board of Directors of the Company shall think fit.
44. To act as consultants or advisers of any firm, body corporate, association or other undertaking and generally subject as aforesaid to act as consultants or advisers and to undertake part in the management supervision or control of the business or operations of any persons, firm, body corporate, association or other undertaking and, if necessary, for such purpose or purposes to appoint and remunerate any officers of the Company, accountants or other experts or agents.
45. To distribute in specie or otherwise any assets or property of the Company among the members, and particularly the shares, debentures and other securities of any



other company, formed to take over the whole or any part of the assets of liabilities of the Company in the event of winding up, subject to the provisions of the Companies Act, 1956

46. To insure any of the properties, undertakings, contracts, guarantees or obligations of the Company of every nature and kind in any manner whatsoever.
47. To take all necessary or proper steps with the authority, Government, local, municipal or otherwise of any place in which the Company may have interests, and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the Company or effecting any modification in the constitution of the Company or furthering the interest of its members, and to oppose any steps taken by any person or company, which may be considered likely directly or indirectly to prejudice the interest of the Company or its members.
48. To act as principals, agents, contractors, trustees, or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, or otherwise; with power to appoint a trustee or trustees, personal or corporate, to hold any property on behalf of the Company, and to allow any property to remain outstanding in such trustee or trustees.
49. To obtain any order or Act of Legislature of Parliament for enabling the Company to obtain all powers and authorities necessary or expedient to carry out or for any other purpose which may seem expedient and to oppose any proceedings or applications which seem calculated directly or indirectly to prejudice the Company's interest.
50. To refer all questions, disputes or differences arising between the Company and any other person whatsoever in connection with or in respect of any matter relating to the business or affairs of the Company to arbitration or mediation in such manner and upon such terms as the Company and such other person may mutually agree upon in each case, and such reference to arbitration may be in accordance with the provisions of the Indian Arbitration Act or the rules of the International Chamber of Commerce relating to arbitration or otherwise.

#### C. OTHER OBJECTS :

51. To purchase or otherwise acquire, sell, exchange, lease, mortgage, charge, convert, turn to account, dispose of and deal with property and rights of all kinds and deal in patents and licenses, shares, stocks, debentures, debenture stock, securities, concessions, options, produces, policies, book debts and claims and any interest in real or personal property, and any claim against such property, or against any person or company and to carry on any business, concern or undertaking so acquired or found necessary or convenient.
52. To carry on the business as hoteliers, hotel proprietors, hotel managers and operators, refreshment contractors and caterers, restaurant keepers, refreshment

room proprietors, milk and snack bar proprietors, café and tavern proprietors, lodging house proprietors, ice-cream merchants, sweetmeat merchants, bakers, confectioners, professional merchants, licensed victuallers, wine and spirit merchants, blenders and bottlers.

53. To carry on the business of purchasing, running and letting on lease or hire in any part of India or abroad ships, trawlers, vessels, barges, automobiles and vehicles of every kind and description, computers, office equipment of every kind, construction machinery of all types and descriptions, air conditioning plants, aircrafts, and electronic equipment of all kinds and descriptions.
54. To carry on the business as manufacturers of all kinds of metal, wood, glass, china, rubber, cloth; paper and leather, chemicals, machinery, apparatus, equipment, utensils and any other articles for any purpose whatsoever and to manufacture, sell, supply and deal in such metal wood, glass, china, rubber, cloth, paper and leather, chemicals, machinery, apparatus, equipment utensils and articles.
55. To carry on the business of manufacturers of all kinds of machinery, apparatus, equipment, utensils, tools and other goods for the manufacture of goods and to manufacture, sell, supply and deal in such machinery, apparatus, equipments, utensils and tools of all kinds.
56. To manufacture, make up, prepare, buy, sell and deal in all articles, substances and things (commonly and conveniently) used in or for making up, preparing, packing or wrapping of any of the products in which the Company is authorized to deal.
57. To carry on business in, and to own, buy, sell, possess, develop, construct, demolish, re-build, renovate, repair, maintain, let out, hire, rent, lease, pledge, mortgage or otherwise deal in land and building and other immovable properties or any interest therein and to promote the formation of co-operative housing societies, Companies, trusts or other associations, and to provide space for residence factories, workshops and businesses of all types or for any other purposes.
58. To carry on the business of running lorries, cranes, trucks and all kinds of vehicles as general carriers, garage proprietors, handling and haulage contractors, transport contractors, warehousemen and common carriers by land, rail, air and water to carry and handle goods of every kind and description within and outside India.
59. To undertake, carry out, promote and sponsor rural development including any programme for promoting the social and economic welfare of or the uplift of the public in any rural area and to incur any expenditure on any promotion thereof either directly or through an independent agency or in any other manner. Without prejudice to the generality of the foregoing, "programme of rural development" shall also include any programme for promoting the social and economic welfare of or the uplift of the public in any rural area to promote and assist rural development, and that the words "rural area" shall include such areas as may be regarded as rural areas under the Income Tax Act, 1961 or any other law relating to rural development for the time being in force in order to implement any of the above mentioned objects or purposes, transfer without consideration, or at such fair or

concessional value and subject to the provisions of the Companies Act, 1956 divest the ownership of any property of the Company to or in favour of any public or local body or authority or Central or State Government of any Public or local body or authority or Central or State Government or any Public Institutions or Trust or Funds.

60. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for discharging social and moral responsibilities of the Company to the public or any section of the public as also any activity likely to promote national welfare or social economic or moral uplift of the public or any section of the public and without prejudice to the generality of the foregoing, undertake, carry out, promote, and sponsor any activity for publication of any books literature, newspapers or for organizing lectures or seminars likely to advance these objects or for giving merit awards, for giving 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, fund, trust, having any one of the aforesaid objects as one of its objects by giving donations or otherwise.
61. To manufacture, produce, process, press, vulcanize, repair, retread, resale, mould, extrude, regenerate, combine, mix, export and import and deal in all types of tyres, semi-tyres, inner tubes, flab's, medical and dipper rubber products, rubber tiles, toys, rubberized cloth, rubber, belts, seal, V-Belts, moulded and extruded products of commercial, household, and industrial uses.
62. To manufacture, process, mix, vulcanize, regenerate, import, export, and deal in all varieties of rubber, synthetic rubber, reclaimed rubber, rubber compounds, rubber repairs, materials, rubber combinations with any metallic and non-metallic substances, rubber chemicals, synthetic resins, foam and sponge rubber and products therefrom.
63. To carry on the business as exporters, importers, manufactures, assemblers, dealers of all kinds of electronic and other watches and all other electronic instruments, apparatus or their components.
64. To manufacture, produce, refine, process, formulate, buy, sell, export, import or otherwise deal in all classes of chemicals and chemical products including petrochemicals.
65. To manufacture, produce, process, buy, sell, export, import or deal otherwise in all classes of cloth, satins and silks or any other type of cloth.
66. To carry on the business of makers of flats, maisonetts, dwelling houses, shops, offices, clubs and any other buildings and for these purposes, to purchase take on lease or otherwise acquire and hold any lands or buildings of any tenure or description wherever situate or rights or interest therein or connected therewith; to prepare building sites, and to construct, re-construct, pull down, alter, improve, decorate, furnish and maintain flats, maisonnettes, dwelling houses, shops, office, clubs, buildings, works and conveniences of all kinds to lay our roads and pleasure

gardens and recreation grounds to plant, drain or otherwise improve the land or any part thereof.

67. To carry on the business as constructions and structural engineers, mechanical, electrical and civil engineers, masons and masonry and building contractors and as Government, Military, Railway, Public Works, General and Civil Contractors.
68. To export, import, buy, sell, exchange, pledge, make advances upon, and otherwise deal jute goods, silk, handloom fabrics, gold, silver, bullion, stock, shares, securities, seeds and articles, produce and merchandise of all kinds and descriptions whatsoever.
69. To carry on the business of ginning, spinning, weaving, dyeing, printing, bleaching, finishing, chemical processing of grey fabrics, synthetic and man-made fabrics, yarn, fabric, silk, cotton, wool, flax, hemp, fants and similar fabrics.
70. To carry on the trade or business of manufacturing, making, buying, selling, importing, exporting and dealing in ornaments and jewelleries of all kinds whether of Gold, Silver, Platinum, rolled gold and other metals and alloys, diamonds, rubies, emeralds, pearls, any other substance and to establish and maintain factories and workshops for manufacturing and making such ornaments and jewelleries and other articles.
71. To carry on the trade or business of gold smiths, silver smiths, enamellers, jewelers, gem merchant, electro-platers, importers, and exporters of bullion and other refined and smelted metals.
72. To carry on the business of acquiring mines of iron ore, coal or other minerals and to do the job of transportation, loading and unloading, crushing and all sorts of works to make it marketable.
73. To carry on and work the business of cultivators, winnowers and buyers of every kind of agricultural, mineral or other produce of the soil, to prepare, manufacture and render marketable any such produce and to sell, dispose of and deal in such produce either in its prepared, preserved manufactured or raw state.
74. To purchase take on lease or otherwise acquire hold and work any lands producing rubber trees or suitable for the planting, cultivation and growth of rubber trees and any concessions, rights, powers and privileges over any such land.
75. To purchase, sell, exchange, import, export and deal in gunnies, hessian, tea, shellac, tobacco, hides, skins, kapocks, cotton, cotton goods, myroballan, nuk vomica, indigo, oils, oil cakes, fertilizers, manure rubber, dates, rice, seeds, chemicals, colours, paints, pigments, timber, iron, steel, carpet and all other kinds of goods, products, commodities, articles and things manufactured from or containing in any manner and from any of the foregoing commodities and all goods, products, commodities, articles and things of whatever description manufactured or unmanufactured.

76. To carry on the business of perfumers, soap and toilet manufacturers, drysalters, oil and colourmen, importers and exporters and manufacturers of and dealers in all sort of spints, alcohol and all sort of compounds, cements, oil, vegetable products, paints, pigments, varnishes, drugs, grinders, makers of and dealers in proprietary articles of all kinds of electrical, chemical, photographic and surgical and scientific apparatus and materials.
77. To carry on the business of sale, purchase, import and export and formulation of insecticide, pesticides, fertilizers and manures and to establish well and equipped laboratories and other chemical and fertilizer plants and carry on analytical experimental and other work of undertaking.
78. To carry on the business of sale, purchase, manufacture process and deal in tobacco, tobacco products and its derivatives.
79. To invest in, acquire, hold, underwrite, sell or otherwise deal in shares, stocks, debenture stocks, bonds, negotiable instruments, securities of any company, government, public body or authority, municipal and local bodies, whether in India or abroad.
80. To carry on all kinds of agency businesses including that of freight contractors, steamer agents, licensing agents and general brokers.
81. To construct, purchase, or otherwise, acquire, foreclose purchase on auction, hire, lease, sell or sell on hire purchase system all kinds of motor vehicles, motor cycles, sewing machines, radio sets, gramophones, cinematographs, taking films and machines and all classes of machinery or any other article or articles, that the Company may deem fit.
82. To contract or purchase or take on lease or otherwise acquire and work spinning mills, weaving mills, grinding factories, paper mills, tea gardens, coffee gardens, sugar mills, flour mills, oil mills, rice mills, saw mills, cement factories, chemical and pharmaceutical engineering concern, mining and other factories.
83. To carry on the business of manufacturers and dealers and workers in cement products, lime, plasters, whiting clay, gravel, sand concrete, mortar, mineral, earth coke, fuel, artificial stone and builders requisites and conveniences of all kinds and to produce, manufacture, purchase, refine, prepare, process, import, export, sell, and generally deal in cement, Portland cement, alumina cement, plaster of paris, lime and limestone, clinker, kankar and/or bye-products thereto and in connection therewith to acquire, erect, construct, establish, operate and maintain cement factories, workshops and other works.
84. To carry on the business of manufacturers, importers, exporters, and suppliers of coal, fuel, mill gin stores, leather beltings, bleaching materials sizing materials, lubricating oils, refined oils, packing materials, machinery, spindles, looms, parts, accessories and materials, machinery, spindles, lock, parts, accessories and materials, required or necessary for any textile, jute silk or woolen mill and all other articles made of leather, rubber, canvas and other materials.

85. To carry on all or any of the business of manufactures, repairs, importers, exporters, sellers, buyers, dealers; in machinery, materials, appliances and spares used in printing, of all kinds, book binding, paper converting card board box making, packaging, envelope, bag making and ruling, process camera offset and litho and gravure plate making, machinery and appliances, varnishing and waxing machines, paper corrugating machines, numbering and printing machines, of every description and all other machines, materials and appliances as may be required in graphic and allied industries, and also the business of printer, lithographers, stereotypers, electrotypers, photo lithographers, chromo lithographers, photographer, printers, type-founders, block makers, die-sinkers, engravers, stamp manufacturers, designers, draughtsmen, photographer printers, book binders, stationers, envelope and account book manufacturers, rubber rulers, machine rulers, paper bag and cardboard manufacturers cardboard box makers, papers and ink printers, ink manufacturers, dealers in fancy and presentation articles, office and school equipments, furniture furnishing material and other house hold business and useful articles in parchments papers, ink colours, paints, varnishes, brushes, and stamps of all kinds, book-sellers, publishers, advertising agents, dealers, in the materials used in the manufacture of ink and paper, and dealers in or manufacture of any other articles or things of a character similar to or analogous to the foregoing or connected therewith.
86. To carry on the business as manufacturers of chemicals, manures, distillers, dye-makers, metallurgists and electrical and mechanical manufacturing and consulting engineering, rolling stock, and wagons manufacturers, warfingers, warehousemen, barged owners, forwarding agents, clearing agents, stevedores, insurance agents, planters, farmers and sugar merchants and so far as may be deemed expedient to the business of general merchants.
87. To carry on business of suppliers of plant, machinery and equipment, stores, tools, gadgets, devices, contraption, instruments, spares and components and to develop, acquire, supply plans, drawings, estimates, project reports and know-how for industries, business companies, services and public bodies and Governments.
88. To cultivate, press prepare, process, buy, sell export, distribute, trade, stock, barter, exchange, pledge, make advances upon, speculate, enter into forward transactions or otherwise deal in seeds, rubber, food grains, sugar cane, vegetables and forests, agricultural and natural produce of all kinds and to manufacture and deal in oils and other produce obtained from such produce, and commodities or any other commodity or produce.
89. To act as manufactures, distributors, purchasers and seller, of all kinds of films, and to produce and distribute motion pictures and to act as distributors and exhibitors of motion pictures produced by other companies.
90. To start, conduct, edit, print, publish, manage, control, sell, or distribute, grant or otherwise in any part of the world newspapers, magazines, journals and periodicals in Hindi, Urdu, Marathi, Gujarati, English or any other language to be published either daily or otherwise.

91. To engage in the business of engineering, contracting and constructions, including the design, manufacture, construction, erection, alteration, repair and installation of plant, building, structures, ways, works, systems and mechanical, electrical and electronic machinery, equipments, apparatus and devices.
92. To carry on the trade or business of manufactures of and dealers in explosive, ammunitions, fire works and other explosive products and accessories of all kinds and whatsoever composition and whether for mining or industrial purposes or for petrochemical display or for any other purpose.
93. To explore, prospect, take on lease on royalty basis or otherwise acquire mines, winning rights and lands or any interest therein and to quarry, mine, dress, reduce, draw extract, calcine, smelt, refine, manufacture, process and otherwise, acquire, buy, sell or otherwise, dispose of and deal in all types, qualities, and description of ores, metal and minerals, substances, and to carry on any other metallurgical operations.
94. To carry on the business of iron founders, civil and mechanical engineers, consulting engineers, project engineers, technical consultants, and manufacturers of agricultural, industrial and other machinery and tool kits, machine tools makers, stainless steel makers, fabricators, smelters, manufacturers of tools and implements and iron and alloy founders, brass founder metal workers, boiler makers of locomotive and engines of every description, mill wrights, mechanists, iron and steel, converters, smiths, wood-workers, metallurgists, electrical engineers, water supply engineers, gas makers, farmers, carriers and to buy, sell, design; specify manufacture, fabricate, export, import, repair; convert, alter let on hire, and deal in machinery, implements plants, tools tackles, instruments, rolling stock and hardware of all kind, general fittings, accessories and appliances of all description made of metal, alloy glass or any other material and any parts of such accessories or fittings and generally to carry on business as merchants, importers and exporters and to transact and carry on all kinds of agency business.
95. To carry on the trade and business of raw-cotton, synthetic and cotton yarn, textiles, garments, sarees and as retailers, wholesalers, importers and exports of these merchandise.
96. To act as stockists, agents, commission agents, mukadams, manufacturers, representatives or agents, selling and purchasing agents, distributors, brokers, trustees, attorneys and subject to the provision of the Companies Act, 1956, transfer agents for any other Company, firm corporation or person, to organise promote, or manage any business, industry or concern and for the purpose of management.
97. To manufacture or deal in petroleum specialities including antistatic coning oil, brake fluid, auto coolant, emulsifiers, engine oil, additive and other petroleum products, by-products and their derivatives.
98. To carry on business of manufacturers, importers, exporters, wholesalers and retail dealers of ready-made garments, clothing, Wearing apparel of every kind, nature and description.

99. To carry on business of bleachers and dyers, makers of Vitriol, bleaching & dyeing materials, printing and processing of fabric, silk, yarn, cloth, linen and textile products.
100. To carry on the business of an investment company and to underwrite, sub-underwrite, to invest in, and acquire and hold, sell, buy or otherwise deal in shares, debentures debenture-stocks, bonds, units, obligations and securities issued or guaranteed by Indian or Foreign Governments, State, Sovereigns, Municipalities, or Public Authorities or Bodies and shares, stocks, debentures, debenture-stocks, bonds, obligations and securities and guaranteed by any company, corporation, firm or person whether incorporated or established in India or elsewhere.
101. To act as financial consultants, management consultants, and provide advice, services, consultancy in various fields, accountancy, administrative, secretarial, commercial, financial, legal, economic, labour, industrial, public relations, scientific, technical, direct and indirect taxation, statistical, quality control and data processing.
102. To take part in the formation, supervision or control of the business or operations of any company or undertaking and for that purpose to act as and Issue House, Registrars & Share Transfer Agents, Secretaries, Financial Advisers or Technical Consultants or any other capacity and to appoint and remunerate any directors, administrators or accountants or other experts or agents.
103. To carry on the business of outsourcing of business processes including running and managing data centers, transcription centers and any activity that adds value to data input.
104. To manage investment pools, mutual funds, syndicates in shares, stocks, securities, finance and real estate.
105. To undertake and execute any trust.
106. To amalgamate with any company, to demerge any business of the Company.
107. To guarantee the payments of money or performance of contracts or obligation by any person and to secure or undertake in any way the repayment of monies lent or advanced to or the liabilities incurred by any person and generally to give guarantee, provide security or become sureties for the performance of any contracts or obligations of any company, firm or person whatsoever, and to stand guarantors and be surety and answerable for debts or defaults of any person, firm or company, arising on contracts for payments or repayments of monies or loan, or fulfilment of any obligations or performances, by any person, firm or company, or otherwise howsoever arising, and to enter into contracts of indemnity or guarantee, with such terms and conditions as may seem necessary or expedient for effecting the same



IV. The liability of the members is limited.

V. \*(a) The Authorized Share Capital of the Company is Rs.70,00,00,000/- (Rupees Seventy Crores Only) divided into 7,00,00,000 (Seven Crores) Equity shares of Rs.10/- (Rupees ten) each.

(b) The minimum paid up capital of the company shall be Rs.1,00,000/- (Rupees One lac only).

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1. *Authorised share capital at the time of incorporation i.e. 23.11.2006, Rs.20 Lacs*
  2. *Altered vide Ordinary Resolution passed in the Extra-ordinary General Meeting held on 25.08.2007 for increase in capital from Rs.20 Lacs to Rs.40 Lacs*
  3. *Altered vide Ordinary Resolution passed in the Extra-ordinary General Meeting held on 14.01.2008 for increase in capital from Rs.40 Lacs to Rs.50 Crores*
  4. *Altered vide Ordinary Resolution passed in the Extra-ordinary General Meeting held on 25.04.2008 for increase in capital from Rs.50 Crores to Rs.60 Crores*
  5. *\*Altered vide Ordinary Resolution passed in the Extra-ordinary General Meeting held on 20.02.2009 for increase in capital from Rs.60 Crores to Rs.70 Crores*

We the several persons whose names, addresses and descriptions are hereunder 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 our respective names

Name, addresses, description & occupation of Subscriber	Signature of subscriber	Number of equity shares taken by each subscriber	Signature of witness and his name, address, description & occupation
1. ACTAVIS HOLDING ASIA BV, Netherlands Represented by G. Shankar S/o. Shri. S. Gopalakrishnan 75/702, Ashwattha, Vasant Vihar, Pokhran Road II, Thane 400610 Occupation: Service Vide resolution dated 18.10.06	SD/-	1,99,999 (one lac ninety nine thousand nine hundred ninety nine)	Common witness for both the subscribers SD/- S. SHIVAKUMAR S/o. P.R. Shankaran Fort Vijay Bldg., 4 <sup>th</sup> Floor, 1/3 Jivaji Lane, Off D.N. Road, Mumbai Pin: 400001 SERVICE
2. Actavis Dutch Holding B.V., Netherlands Represented by Nirmalya Chatterjee S/o Shri Tarun Kumar Chatterjee T1 501, Fairytale Soham Gardens, Manpada, Ghodbunder Road, Thane (W) 400607 Occupation: Service Vide resolution dated 19.10.06	SD/-	1 (one)	
Total		2,00,000 (Two lacs)	

Date: 18-Nov-2006

Place: Mumbai

THE COMPANIES ACT, 1956  
COMPANY LIMITED BY SHARES  
ARTICLES OF ASSOCIATION  
OF  
VIVIMED LABS (ALATHUR) PRIVATE LIMITED  
PRELIMINARY

1. Unless the context otherwise requires words or expressions contained in the Articles shall bear the same meaning as in the Act.

The marginal notes hereto shall not affect the construction hereof and in these presents, unless there be something in the subject or context inconsistent therewith.

“The Act” or “The said Act” means the Companies Act, 1956 as amended by any Act or Acts for the time being in force in the Union of India containing the provision of the Legislature in relation to companies.

“These Articles” means these Articles of Association as originally framed or as altered from time to time.

“The Company” or “This Company” means VIVIMED LABS (ALATHUR) PRIVATE LIMITED

“The Register” means the Register of Members to be kept pursuant to Section 150 of the Act.

“Dividend” includes bonus.

“Month” means calendar month.

“Year” means a calendar year and “Financial Year” shall have the meaning assigned thereto by Section 2(17) of the Act.

“Proxy” includes attorney duly constituted under a Power of Attorney.

"Seal" means the Common Seal of the Company.

"In Writing" and "Written" shall include printing, lithography and other mode of representing or reproducing words in a visible form.

Words importing the singular number also include the plural number and Vice-versa.

Words importing the masculine gender also include the feminine gender.

Words importing the Company include corporations.

#### **TABLE 'A' EXCLUDED**

2. The regulations contained in Table 'A' in the first schedule to the Act shall not apply to this company except those specifically provided in these Articles.

#### **PRIVATE COMPANY**

3. The company is a private company within the meaning of section 3(1)(iii) of the Companies Act, 1956 and accordingly :-
  - a) restricts the right to transfer its shares;
  - b) limits the number of members of the company (exclusive of persons who are in the employment of the company and of persons who having been formerly in the employment of the company were members of the company while in that employment and have continued to be members after the employment ceased) to fifty but where two or more persons hold one or more shares in the company jointly, they shall for the purpose of this paragraph be treated as a single member;
  - c) prohibits any invitation to the public to subscribe for any shares in or debentures of the company;
  - d) prohibits any invitation or acceptance of deposits from persons other than its members, directors or their relatives.

## SHARES

4. (a) The Authorised Share Capital of the Company shall be in accordance with Clause V of the Memorandum of Association of the Company; provided further that the said Authorised Share Capital shall be capable of being divided into several classes with any preferential, qualified or other rights, privileges, conditions or restrictions attached thereto whether in regard to dividend, voting, return of capital or otherwise.  
  
(b) The minimum paid up capital of the company shall be Rs.1,00,000/- (Rupees One lac only)
5. The Company shall have power to issue Preference Shares carrying a right to redemption out of profits which would otherwise be available for dividend, or out of the proceeds of a fresh issue of shares made for the purpose of such redemption, or liable to be redeemed at the option of the Company, and the Board may, subject to the provisions of Section 80 and any other provision of the Act, exercise such power in such manner as it thinks fit.
6. Nothing in this Articles shall apply to the increase of Subscribed Capital of the Company by exercise of option attached to the Debentures issued or loans raised by the Company to convert such Debentures or loans into shares in the Company or to subscribe for shares in the Company, provided that the terms of issue of such Debentures or loans include terms providing for such option.
7. Subject to the provisions of Section 79 of the Act, It shall be lawful for the Company to issue shares at a discount.
8. Subject to the provisions of Section 78 of the Act, it shall be lawful for the Company to issue shares at a premium.
9. The Company may, subject to compliance with the provisions of Section 76 of the Act, exercise the power of paying underwriting commission and brokerage on the issue of shares, debenture and any other securities.
10. Save as herein provided, the Company shall be entitled to treat the registered holder of any shares as the absolute owner thereof and accordingly shall not, except as ordered by a Court of competent jurisdiction or as by law required, be bound to recognise any trust, benami or equitable or other claim to or interest in such shares or any fractional part of a share whether or not it shall have express or other notice thereof.
11. The Company shall be entitled to purchase its own securities in terms of the provisions contained in Section 77A, Section 77AA, Section 77B and other applicable provisions of the Act.

## SHARE CERTIFICATES

12. The shares certificates shall be issued under the Seal of the Company. Every member of the Company shall be entitled, without any charge, to one certificate for all the shares of each class registered in his name or if any member so wishes, to several certificates each for one or more of such shares.

## JOINT HOLDERS OF SHARES

13. Where two or more persons are registered as holders of any shares, they shall be deemed to hold the same as joint-holders with benefit of survivorship subject to the following provisions and to the other provisions of these Articles relating to joint-holders :

- (a) The company shall not be bound to register more than four persons as the joint-holders of any shares.
- (b) The joint-holders of a share shall be liable severally as well as jointly in respect of all payments which are due in respect of such shares.
- (c) On the death of any of such joint-holders, the survivor or survivors shall be the only person/ persons recognised by the Company as having any title to or interest in such share but the Board may require such evidence of death as it may deem fit.
- (d) Only the person whose name stands first in the Register as one of the joint-holders of any share shall be entitled to delivery of the certificate relating to such shares and communication of notices or any other documents required to be served by the Company in relation to such shares.

## CALLS

14. The Directors may, from time to time, subject to the terms on which any shares may have been issued, make such calls as they think fit upon the Members in respect of all moneys unpaid on the shares held by them and not by the conditions of allotment thereof made payable at fixed times, and each member shall pay the amount of every call so made on him to the persons and at the times and places appointed by the Board. A call may be made payable by installments. The option or right to call on shares shall not be given to any person except with the sanction of the Company in general meeting and as per the provisions of the Act.
15. The Board may if it thinks fit, receive from any Member willing to advance the same, all or any part of the amount of his shares beyond the sums actually called upon, and upon the money so paid in advance or upon so much thereof as from time to time exceeds the amount of calls then made upon and due in respect of the share on account of which such advance has been made, the Company may pay interest at such rate as the member paying the sum in advance and the Board may agree upon. Money so paid in excess of the amount of call shall not rank for dividends or confer

a right to participate in profits. The Board may at any time repay the amount so advanced upon giving such Member notice in writing.

### FORFEITURE AND LIEN

16. If any Member fails to pay call or agreed instalment thereof on or before the day appointed for the payment of the same, the Board may at any time thereafter during such time as the call or such instalment remains unpaid, serve a notice on such Member requiring him to pay the same together with any interest that may have accrued and expenses that may have been incurred by the Company by reasons of such non-payment.
17. The notice shall name a day (not being less than 14 days from the date of service of the notice) and a place or places on and at which such call or such instalment and such interest and expenses as aforesaid are to be paid. The notice shall also state that in the event of non-payment at or before the time, and at the place or places appointed, the shares in respect of which such call was made and due or instalment is payable, will be liable to be forfeited.
18. If the requirement of any such notice as aforesaid is not complied with, any share in respect of which such notice has been given may, at any time thereafter before payment of all calls or installments, interest and expenses due in respect thereof as the case may be, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited share not actually paid before the forfeiture.
19. When any share is forfeited, notice of the forfeiture shall be given to the Member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture with the date thereof, shall forthwith be made in the Register. No forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make entry as aforesaid.
20. Any share so forfeited shall be deemed to be the property of the Company, and the Board may sell, re-allot or otherwise dispose of the same in such manner as they think fit.
21. The Directors may, at any time before any share so forfeited is sold, re-allotted or otherwise disposed of, annul the forfeiture thereof upon such conditions as they think fit.
22. Any Member whose shares have been forfeited shall notwithstanding such forfeiture, be liable to pay and shall forthwith pay to the Company all calls, installments, interest and the expenses, owing upon the shares at the time of forfeiture together with interest thereupon, from the time of the forfeiture until payment at such rate as the Board may determine.
23. The forfeiture of a share shall involve the extinction of all interest in, and also of all claims and demands against the Company in respect of the shares, and all other rights

incidental to the share except only such of those rights as by these Articles are expressly saved.

24. A duly verified declaration in writing under the hands of a Director of the Company that the call or other moneys in respect of a share was or were due and payable and notice thereof was given and that default in payment of the call or other moneys was made, and that the forfeiture of the shares was made by a resolution of the Directors to that effect, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the shares.
25. The Company shall have a first and paramount lien upon all the shares, (whether fully paid or not) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof any of his debts, liabilities and engagements of any nature, whatsoever (whether presently payable or not) solely or jointly with any other persons, to or with the Company, whether the period of the payment, fulfillment, or discharge thereof shall have actually arrived or not. And such lien shall extend to all dividends from time to time declared in respect of such shares. The Board of Directors may at any time declare any share to be wholly or in part exempt from the provision of this clause.

### **TRANSFER AND TRANSMISSION OF SHARES**

26. The instrument of transfer shall be in writing and the provisions of Section 108 to 108C of the Companies Act and any statutory modification thereof for the time being in force shall be duly complied with in respect of all transfers of shares and registration thereof.
27. Subject to the provisions of Section 111 of the Act or any statutory modification thereof for the time being in force, the Directors may, in their absolute discretion and without assigning any reason decline to register or acknowledge any request for transfer of shares.
28. If the Company refuses to register the transfer of any shares or transmission of any right therein, the Company shall within two months from the date on which the instrument of transfer or intimation of transmission was lodged with the Company, send a notice of refusal to the transferee and transferor or to the person giving intimation of the transmission, as the case may be.
29. No transfer shall be made to a person of unsound mind and no transfer shall be made to a minor if such share is not fully paid.
30. The executors or administrators or the holder of a succession certificate in respect of shares of deceased member (not being one of several joint-holders) shall be the only person whom the Company shall recognise as having any title to the shares registered in the name of such member and in case of death of anyone or more of the joint-holders of any registered shares, the survivors shall be the only persons recognised 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 on shares held by him jointly with any other person, before recognizing any



legal representative or heir or a person otherwise claiming title to the shares, the Company may require him to obtain a grant of probate or letters of administration or succession certificate, or other legal representation as the case may be from a competent Court, provided nevertheless that in any case where the Board in its absolute discretion thinks fit, it shall be lawful for the Board to dispense with production of probate or letters of administration or a succession certificate or such other legal representation upon such terms as to indemnity or otherwise as the Board may consider desirable.

31. Subject to the provisions of the Act and these Articles, any person becoming entitled to a share in consequence of the death, lunacy, bankruptcy or insolvency of any member or by any lawful means other than by a transfer in accordance with these presents, may with the consent of the Directors (which they shall not be under any obligation to give) upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of his title as the Directors thinks sufficient, and upon giving such indemnity as the Directors may require either by registering himself as the holder of the shares or else to have some person nominated by him, and approved by the Board, register as a member, provided nevertheless, that if such person shall elect to have his nominee registered, he shall testify the election by executing an instrument of transfer of the share in accordance with the provisions herein contained, and until he does so, he shall not be freed from any liability in respect of the share.
32. Subject to any other provisions of these Articles if the Directors in their sole of discretion are satisfied in regard thereof, a person becoming entitled to a share in consequence of the death or insolvency of a member may receive and give a discharge for any dividends or other moneys payable in respect of the share.

#### **ALTERATION OF CAPITAL**

33. The Company may by Ordinary Resolution from time to time alter the conditions of the Memorandum of Association as follows:
- (a) Increase the share capital by such amount to be divided into shares of such amount as may be specified in the resolution;
  - (b) Consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares;
  - (c) Sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the Memorandum so however, that in the sub-division the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the share from which the reduced share is derived; and
  - (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 and diminished the amount of its share capital by the amount of the shares so cancelled.

34. The resolution whereby any share is sub-divided or consolidated may determine that, as between the members registered in respect of the shares resulting from such sub-division or consolidation, one or more of such shares shall have some preference or special advantage as regards dividend, capital, voting or otherwise over or as compared with the other or others subject nevertheless to the provisions of the Section 85, 87, 89 and 106 of the Act.
35. The Company may reduce its share capital subject to the provisions of Sections 100 to 105 of the Act.

#### **MODIFICATION OF RIGHTS**

36. If at any time the Share Capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may be modified, whether or not the Company is being wound up, with consent in writing of the holders of three fourths of the issued shares of that class, or with the sanction of a Special Resolution passed at a separate meeting of the holders of the share of that class. To every such separate meeting the provisions of these Articles, relating to General Meeting shall apply; but so that the necessary quorum shall be two persons present in person or by proxy holding or representing at least one-tenth of the issued shares of that class.

#### **BORROWING POWERS**

37. Subject to the provisions of Section 292 of the Companies Act, 1956, the Directors may, from time to time, at their discretion borrow and secure the payment of any sum or sums of money for the purposes of the Company. The Directors may secure the repayment of such money in such manner and upon such terms and conditions in all respects as they think fit by issue of debenture and debenture stock of the Company charged upon all or any part of the property of the Company (both present and future) including its uncalled capital for the time being.

#### **RESERVES**

38. Subject to the provisions of the Act, the Board shall in accordance with Section 205(2A) of the Act, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks proper as reserve which shall, at the discretion of the Board be applicable for any purpose to which the profits of the Company may be properly applied and pending such application may at the like discretion, either be employed in the business of the Company or be invested in such investments as the Board may from time to time think fit. The Board may also carry forward any profit without setting it aside as a reserve.
39. Any General Meeting may resolve that the whole or any part of the undivided profits of the Company (which expression shall include any premiums received on the issue

of shares and any profits or other sums which have been set aside as a reserve or reserves or have been carried forward) be capitalised and distributed amongst such of the Members as would be entitled to receive the same, if distributed by way of dividend and in the same proportions on the footing that they become entitled thereto as capital and that all or any part of such capitalised amount be applied in paying up in full any unissued shares, debentures, debenture-stock of the Company which shall be distributed accordingly or in or towards payment of the uncalled liability on any issued shares, and that such distribution or payment of their interest in the said capitalised amount. Provided that any such sum standing to the credit of a share premium account or a Capital Redemption Reserve Account may for the purpose of this Article be applied in the paying up in unissued shares to be issued to Members of the Company as fully paid bonus shares.

40. For the purpose of giving effect to any resolution under the two preceding Articles, the Directors may settle any difficulty which may arise in regard to the distribution as they think expedient and in particular may issue fractional certificate, and may fix the value for distribution of any specific assets and may determine that each payment shall be made to any Members upon the footing of the value so fixed in order to adjust the rights of all the parties and may vest such cash or specific asset in trustees upon such trusts for the persons entitled to the dividend or capitalised funds.

#### GENERAL MEETINGS

41. The Company shall, in pursuance to the provision of Section 166 of the Act, in each year hold in addition to any other general meetings, a general meeting as its Annual General Meeting by giving not less than 7 clear days' notice and shall specify the meeting as Annual General Meeting in the notices calling the same.
42. The Board of Directors of the Company may whenever they think fit call an extraordinary General Meeting of the Members of the Company.
43. The Board of Directors of the Company shall on the requisition of such number of Members of the Company as specified under the Act, forthwith proceed to call an Extra-ordinary General Meeting of the Company and in respect of any such requisition and of any Meeting to be called pursuant thereto, provisions of Section 169 of the Act and of any statutory modification thereof shall apply.
44. No General Meeting (either Annual or Extra-ordinary) shall be competent to enter upon, discuss or transact any item of business deemed to be special, unless notice thereof is given in the notice convening the meeting.
45. Two members entitled to vote and present in person shall be a quorum for a General Meeting. When more than one of the Joint-holders of a share is present, not more than one of them shall be counted for ascertaining the quorum. Several executors or administrators of a deceased person in whose sole name shares stand shall for the purposes of this clause be deemed joint-holders thereof.
46. At every General Meeting the Chairman of the Board of Directors shall take the Chair. If at any Meeting the Chairman of the Board of Directors is not present within

- fifteen minutes after the time appointed for holding the Meeting or though present is unwilling to act as Chairman, the Members present in person shall choose one of the Directors present to be Chairman or if no Director shall be present or willing to take the Chair, then the Members present shall choose one of their number, being a member entitled to vote to be the Chairman.
47. The Chairman of a General Meeting may adjourn the same from time to time and from place to place, but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place. It shall not be necessary to give notice to the Members of such adjournment or to the time, date and place appointed for the holding of the adjourned meeting.
48. At any General Meeting a resolution put to vote at the meeting shall, unless a poll is demanded, be decided on a show of hands.
49. A declaration by the Chairman that on a show of hands a resolution has or has not been carried or has or has not been carried either unanimously or by a particular majority and an entry to that effect in the books containing the minutes of the Meeting of the Company, shall be conclusive evidence of the fact without proof of the number or proportion of the votes cast in favour of or against such resolution.
50. Before or on the declaration of result of the voting on any resolution on a show of hands, a poll may be ordered to be taken by the Chairman of the meeting on his own motion and shall be ordered to be taken by him on demand made in that behalf by the person or persons specified below, that is to say;
- i) by any member or members present in person or by proxy and having not less than one tenth of the total voting power in respect of the resolution;  
OR
  - ii) by any member or members present in person or by proxy and holding shares in the Company conferring a right to vote on the resolution being shares on which an aggregate sum not less than fifty thousand rupees has been paid-up.
51. The demand for poll may be withdrawn at any time by the person or persons who made the demand.
52. In the case of an equality of votes the Chairman shall have a casting vote in addition to the vote or votes to which he may be entitled as a member both on a show of hands and at a poll.

#### VOTES OF MEMBERS

53. (i) On a show of hands every member present in person and being a holder of Equity Shares shall have one vote and every person present on behalf of a holder of Equity Shares or as a duly authorised representative of a body corporate being a

holder of Equity Shares, if he is not entitled to vote in his own rights, shall have one vote.

- (ii) On a poll the voting rights of a holder of Equity Shares shall be as specified in Section 87 of the Act.
  - (iii) The Voting rights of the holders of the Preference Shares including the Redeemable Cumulative Preference Shares shall be in accordance with the provisions of Section 87 of the Act.
  - (iv) In case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
54. Every instrument appointing a proxy shall, as nearly as circumstances will admit, be in the form set out in Schedule IX to the Act.
55. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected is given or tendered and every vote not disallowed at such meeting, shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.
56. No member shall be entitled to exercise any voting rights either personally or by proxy at any Meeting of Company in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised any right of lien.

### DIRECTORS

57. Unless otherwise determined by the Company in a General Meeting, the number of Directors shall not be less than two and not more than twelve. Following will be the first Directors:
- 1) Mr. Robert Wessman Vilhelm
  - 2) Mr. Stefan Jokull Sveinsson
  - 3) Mr. Gopalakrishnan Shankar
58. The Directors shall have power at any time, and from time to time, to appoint a person as an Additional Director, provided that the number of Directors and Additional Directors together shall not at any time exceed the maximum number fixed by the Articles. Any Director so appointed shall hold office only until the next Annual General Meeting of the Company and shall be eligible for re-election.
59. A Director shall not be required to hold any qualification shares.

60. (a) The remuneration of every Director by way of sitting fees for each meeting of the Board or Committee thereof attended by him shall be such sum as the Board may determine from time to time but not exceeding such sums as may be prescribed by the Act or the Central Government from time to time.
- (b) All other remuneration, if any payable by the Company to each Director, whether in respect of his services as a Managing Director or a Director in the whole or part time employment of the Company shall be determined in accordance with and subject to the provisions of these Articles and of the Act. The Directors shall be entitled to be paid their reasonable traveling and other expenses incurred in consequence of their attending the Board and Committee meetings, and otherwise in the execution of their duties as Directors.
61. The continuing Director may act notwithstanding any vacancy in their body so that if the number falls below the minimum number above fixed, the Director shall not except for the purpose of filling vacancies or for summoning a General Meeting act so long as the number is below the minimum.
62. Subject to the provisions of Sections 297, 299, 300 and 314 a Director or his relative, a firm in which such Director or relative is a partner, or any other partner in such firm or a private company of which the Director is a member or director, may enter into any contract with the Company for the sale, purchase or supply of any goods, materials or services or for underwriting the subscription of any shares in, or debentures of the Company or for holding office or place of profit provided that the sanction of the Board is obtained before or within three months of the date on which the contract is entered into.

#### APPOINTMENT OF DIRECTORS

63. Subject to Section 259 of the Act, the Company may, by Ordinary Resolution, from time to time, increase or reduce the number of Directors, and the Company may (subject to the provisions of Section 284 of the Act) remove any Director before the expiration of his period of office and appoint another person in his stead. The person so appointed shall hold office during such time as the Director in whose place he is appointed would have held the same if he had not been removed.
64. If any Director appointed by the Company in General Meeting vacates office as a Director before his term of office will expire in the normal course, the resulting casual vacancy may be filled up by the Board at a Meeting of the Board but any person so appointed shall retain his office only so long as the vacating Director would have retained the same, if no vacancy had occurred. Provided that the Board may not fill such a vacancy by appointing any person who has been removed from office of Director under Section 284 of the Act.
65. Notwithstanding anything to the contrary contained in these Articles, so long as any moneys remain owing by the Company to any financing Corporation or Company or body (hereinafter referred to as "the Financial Institutions") or so long as the Financial Institutions hold any shares, debentures in the Company as a result of

direct subscription or underwriting or conversion of loans / debentures into Equity Capital of the Company, each such Financial Institutions shall have a right to appoint from time to time one or more persons as Directors on the Board of Directors of the Company, which Directors are hereinafter referred to as "the Nominee Director". The Nominee Director shall not be required to hold qualification shares and shall not be liable to retire by rotation of Directors. The Financial Institutions may at any time and from time to time remove the nominee Director appointed by it and may, in the event of such removal and also in the case of death or resignation of the Nominee Director, appoint another in his place and also fill any vacancy which may occur as a result of the Nominee ceasing to hold office for any reason whatsoever. Such appointment or removal shall be made in writing by the Financial Institutions and shall be delivered to the Company at its Registered Office. The Board of Directors or the members of the Company shall have no power to remove the Nominee Director. The Nominee Director shall be entitled to attend all General Meetings, Board Meetings and the Financial Institutions appointing him shall also be entitled to receive notices of all such Meetings as also the minutes of all such Meetings. The Nominee Director shall be paid all remuneration, fees, allowances, expenses and other money to which other Directors are entitled, subject as aforesaid the Nominee Director shall be entitled to the same rights and privileges and subject to the same obligations as any other Director of the Company. The Nominee Director shall vacate his office immediately upon the moneys owing by the Company to the Financial Institutions are paid off or on the Financial Institutions ceasing to hold Shares/Debentures in the Company as the case may be.

66. The Board may appoint any person to act as an Alternate Director for a Director during the latter's absence for a period of not less than three months from the state in which Meetings of the Board are ordinarily held and such appointment shall have effect and such appointee whilst he holds office as an Alternate Director, shall be entitled to notice of Meeting of the Board and to attend and vote thereat accordingly, but he shall ipso facto vacate office, if and when the absent Director returns to the state in which Meetings of the Board are accordingly held or the absent Director vacates office as a Director.
67. The Directors may from time to time appoint one or more of their number to be whole-time Director or Directors with such designation, for such period, on such remuneration, with such functions and on such terms as the Directors may think fit necessary or expedient, and subject to the terms of the Agreement entered into; if any, in any particular case may revoke any such appointment.

#### PROCEEDING OF BOARD OF DIRECTORS

68. The Directors may meet together as a Board for the dispatch of business from time to time and in accordance with Section 285 of the Act, a meeting of the Board of Directors shall be held at least once in every three months and at least four such meetings shall be held in every year. The Directors may adjourn and otherwise regulate their meetings and proceeding as they think fit. Notice in writing of every meeting of the Directors shall ordinarily be given by a Director or such other officer

of the Company duly authorised in this behalf to every Director for the time being in India and at his usual address in India.

69. The quorum for a Meeting of the Board of Directors shall be one-third of its total strength (excluding the number of Directors, if any, whose places may be vacant at the time and any fraction contained in that one-third being rounded off as one) or two Directors, whichever is higher. Where at any time the member of interested Directors exceeds or is equal to two thirds of the total strength, the number of the remaining Directors, being not less than two, shall be the quorum. If a quorum shall not be present within fifteen minutes from the time appointed for holding a meeting of the Directors it shall be adjourned until such date and time as the Directors present shall determine.
70. Subject to the provisions of Section 316, 372(5) and 386 of the Act, questions arising at any meeting shall be decided by a majority of votes. Each Director having one vote and in case of equality of votes the Chairman of the meeting shall have a second or casting vote.
71. The Directors may from time to time elect one of their numbers to be the Chairman of the Board of Directors and determine the period for which he is to hold Office. The Directors may likewise appoint a Vice-Chairman of the Board of Directors to preside at the Meeting of the Directors at which the Chairman shall not be present.
72. The Directors may subject to compliance of the provisions of the Act, from time to time delegate any of their powers to committee(s) consisting of such member or members of their body as they think fit and may from time to time revoke such delegation. Any Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Directors. The meetings and proceedings of any such Committee, if consisting of two or more members, shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulation made by the Directors under this Article.
73. The Directors or Committee may pass a resolution thereof by circulation in accordance with the provisions of Section 289 of the Act.
74. Any minutes of any meeting of Directors or of any Committee or of the Company, if purporting to be signed by the Chairman of such Meeting or by the Chairman of the next succeeding meeting shall be Prima Facie evidence of the matters recorded in such minutes.

#### POWERS OF DIRECTORS

75. Subject to the provisions of the Act, the control of the Company shall be vested in the Directors, who shall be entitled to exercise all such powers and do all such acts and things as may be exercise or done by the Company and/or not hereby or by law expressly required or directed to be exercised or done by the Company or General Meeting but subject nevertheless to the provisions of any law and of these presents



from time to time made by the Company in the General Meeting, provided that no regulation so made shall invalidate any prior act of the Directors which would have been valid, if such regulations had not been made.

76. Without prejudice to the general powers conferred by the preceding Article the Directors may from time to time and at any time subject to the restriction contained in the Act, delegate to manager, secretaries, officers, assistants and other employees or other persons (including any firm or body corporate) any of the powers, authorities and discretion for the time being vested in the Directors.
77. The Directors may authorise any such delegate or attorney as aforesaid to sub-delegate all or any of the powers, authorities and discretion for the time being vested in him.
78. All deeds, agreements and documents and all cheques, promissory notes, drafts, hundies, bills of exchange and other negotiable instruments and all receipts for monies paid to the Company, shall be signed, drawn, accepted or endorsed or otherwise executed as the case may be by such persons (including any firm or body corporate) whether in the employment of the Company or not and in such manner as the Director shall from time to time by resolution determine.
79. A Manager or Secretary may be appointed by the Directors on such terms, at such remuneration and upon such conditions as they may think fit, and any Manager or Secretary so appointed may be removed by the Directors. A Director may be appointed as Manager or Secretary, subject to Sections 197-A, 314, 387 and 388 of the Act.

#### **MANAGING DIRECTORS**

80. Subject to the provisions of Section 197-A, 269, 316 and 317 of the Act the Board may from time to time appoint one or more Director, to be Managing Director or Managing Directors of the Company and may from time to time, (subject to the provisions of any contract between him or them and the Company), remove or dismiss him or them from office and appoint another or others in his place or their places.
81. Subject to the provisions of Section 198, 309, 310 and 311 of the Act, a Managing Director shall, in addition to the remuneration payable to him as a Director of the Company under the Articles, receive such additional remuneration as may from time to time be sanctioned by the Company.
82. Subject to the provisions of the Act, in particular to the prohibitions and restrictions contained in Section 292 thereof, the Board may from time to time, entrust to and confer upon a Managing Director for the time being such of the powers exercisable under these presents by the Board as it may think fit, and may confer such powers for such time, and be exercised for such objects and purposes, and upon such terms and conditions and such restrictions as it thinks fit, and the Board may confer such powers, either collaterally with or to the exclusion of and in substitution for any of

the powers of the Board in that behalf and may, from time to time, revoke, withdraw, alter or vary all or any of such powers.

### DIVIDENDS

83. The Directors may from time to time, at their discretion recommend a dividend to be paid to the members according to the rights and interests in the profits and in proportion to the number of their Shares and amount paid-up thereon. Dividend if recommended by the Board, may be declared at Annual General Meeting, but not larger than recommended by the Directors, but the Company in General Meeting may declare a smaller dividend.
84. No dividend shall be declared or paid otherwise then out of profits for the financial year arrived at after providing for depreciation in accordance with the provisions of Section 205 of the Act or out of profits of the Company for any previous financial year or years arrived at after providing for depreciation in accordance with these provisions and remaining undistributed or out of both.
85. Anyone of several persons who are registered as the joint-holders of any share may give effectual receipts for all dividends or bonus and payments on account of dividends or bonus or other moneys payable in respect of such shares.
86. The Directors may from time to time pay to the members such interim dividends as in their judgment the position of the Company justifies.
87. Any dividend declared by the Company and remaining unpaid/unclaimed shall be dealt with in accordance with the provisions of the Act as may be applicable from time to time.

### NOTICES

88. The Company shall comply with the provisions of Section 53, 172 and 190 of the Act, as to serving of notices.
89. Every person who, by operation of law or by transfer or by other means whatsoever, shall become entitled to any share shall be bound by every notice in respect of such share which previously to his name and address being entered on the register shall be duly given to the persons from whom he derives his title to such share.
90. Any notice or document delivered or sent by post to or left at the registered address of any member pursuant of these presents shall notwithstanding such member be then deceased and whether or not the Company has notice of his demise be deemed to have been duly served in respect of any registered shares whether held solely or jointly with other persons by such member, until some other person be registered in his stead as the holder or joint-holders thereof and such service shall for all the purpose of these presents be deemed a sufficient service of such notice or documents on his or her, heirs, executors or administrators, and all persons, if any, jointly interested with his or her in any such share.

91. The signature to any notice to be given by the Company may be written or printed.

### RECONSTRUCTION

92. On any sale of the undertaking of the Company, the Directors or the Liquidators on a winding up may, if authorised by a Special Resolution accept fully paid or partly paid up shares, debentures or securities of any other Company whether incorporated in India or not, other than existing or to be formed for the purchase in whole or in part of the property of the Company, and the Directors (if the profits of the Company permit), or the Liquidators (in a winding-up) may distribute such shares or securities or any other property of the Company amongst the members without realisation or vest the same in trustees and any Special Resolution may provide for the distribution or appropriations of the cash, shares or other securities, benefits or property otherwise than in accordance with the strict legal rights of the members or contributories of the Company and for the valuation of any such securities or property at such price and in such manner as the meeting may approve and all holders of shares shall be bound to accept and shall be bound by any valuation or distribution so authorised and waive all rights in relation thereto save only in case the Company, is proposed to be or is in the course of being wound up, such statutory right, if any under Section 494 of the Act, as are incapable of being varied or excluded by these presents.

### SECRECY

93. Every Director, Manager, Auditor, Treasurer, Trustee, member of a committee, officer, servant, agent, accountant or other person employed in the business of the Company shall, if so required by the Board, before entering upon his duties, sign a declaration pledging himself to observe strict secrecy respecting all secret processes or other secret technical information of any nature whatsoever, 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 may come to his knowledge in the discharge of his duties except when required so to do by the Board 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 presents contained.

### INSPECTION

94. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts, books and documents of the Company or any of them shall be open to the inspection of the members and no member (not being a Director) shall have any right of inspecting any account or books or documents of the Company except as conferred by statute or authorized by the Directors or by a resolution of the Company in General Meeting. The books Registers and other documents required to be maintained by the Company and kept open for inspection under provision of the Companies Act, and particularly Sections 49, 113, 144, 163, 196, 301, 302, 304, 307 and 362 of the said Act, shall be available for inspection at the Registered Office of the Company by the persons entitled thereto the extent and in the manner and on payment of the

requisite fees, if any, specified in the aforesaid provisions, between the hours of 10 a.m. and 12 noon on each business day or between such other hours or such other times as the Directors may from time to time determine, provided, however, that the Registers required to be maintained under Section 307 of the Act shall be open for inspection of the members or holders of debentures of the Company between the above-mentioned hours only during the period prescribed by sub-section 5 (a) of Section 307 of the said Act.

#### WINDING UP

95. Upon the winding-up of the Company, the holder of the Equity Shares subject to priority of debts and without prejudice to the rights of the holders of shares issued upon preferential terms and conditions, be entitled to be repaid the amount of capital paid-up or credited as paid-up on such shares and all surplus assets, thereafter shall belong to the holders of Equity Shares in proportion to the amount paid-up or credited as paid-up on such Equity Shares at the commencement of the winding-up. If the assets shall be insufficient to repay the whole of the paid-up Equity Capital such assets shall be distributed so that as nearly as may be the losses shall be borne by the members holding Equity Shares in proportion to the capital paid-up or which ought to have been paid-up on Equity Shares held by them respectively at the commencement of the winding-up other than the amounts paid by them in advance of calls.

#### THE SEAL

96. The Board shall provide a Common Seal for the purposes of the Company and from time to time destroy the same and substitute new seal in lieu thereof and shall provide for the safe custody of the seal for the time being. The seal of the Company shall not be affixed to any instrument except by the authority of the Board of Directors or of a committee of the Board by it in that behalf.
97. Every deed or other instrument to which the Seal of the Company is required to be affixed shall unless the same is executed by a duly constituted attorney of the Company, be signed by one Director or some other person appointed by the Directors for this purpose, in whose presence the Seal shall be affixed. A certificate of shares shall be signed as provided in the Companies (Issue of Share Certificates) Rules, 1975.

#### INDEMNITY

98. Subject to the provision of Section 201 of the said Act so far as such provisions permit, every Director, Manager, Secretary, Auditor and other Officer or Servant of the Company shall be indemnified by the Company against any claim and it shall be the duty of the Directors out of funds of the Company to pay all costs, losses and expenses which any such person may incur or become liable to by reason of any contract entered into or act or thing done by him as such Director, Officer, Auditor or Servant, or in any way in the discharge of his duties including traveling expenses and the amount for which indemnity is provided shall immediately attach as a lien on

the property of the Company and have priority as between the members over all other claims.

#### GENERAL AUTHORITY

99. Wherever in the Companies Act, 1956, it has been provided that any company shall have any right, privilege or authority or that any company cannot carry out any transaction unless it is so authorised by its Articles, then and in that case this Article hereby authorises and empowers this Company to have such right, privilege or authority and to carry out such transaction as have been permitted by the Companies Act, 1956, without there being any other specific Article in that behalf herein provided.

We the several persons, whose names, addresses and descriptions are hereunder subscribed, are desirous of being formed into a company in pursuance of this Articles of Association

Name, address, description & occupation of the Subscriber	Signature of subscriber	Signature of witness and his name, address, description & occupation
<p>1. ACTAVIS HOLDING ASIA BV, Netherlands Represented by G. Shankar S/o. Shri. S. Gopalakrishnan 75/702, Ashwattha, Vasant Vihar, Pokhran Road II, Thane 400610 Occupation: Service Vide resolution dated 18.10.06</p>	SD/-	<p>Common witness for both the subscribers SD/- S. SHIVAKUMAR S/o. P.R. Shankaran Fort Vijay Bldg., 4<sup>th</sup> Floor, 1/3 Jivaji Lane, Off D.N. Road, Mumbai Pin: 400001 SERVICE</p>
<p>2. ACTAVIS DUTCH HOLDING B.V., Netherlands Represented by Nirmalya Chatterjee S/o Shri Tanun Kumar Chatterjee T1 501, Fairytale Soham Gardens, Manpada, Ghodbunder Road, Thane (W) 400607 Occupation: Service Vide resolution dated 19.10.06</p>	SD/-	

Date: 18-Nov-2006

Place: Mumbai