

**MEMORANDUM OF ASSOCIATION
OF
ASTRAZENECA PHARMA INDIA LIMITED
(THE COMPANIES ACT, 1956 AS AMENDED UNDER THE COMPANIES ACT, 2013)
COMPANY LIMITED BY SHARES**

1st The name of the Company is ASTRAZENECA PHARMA INDIA LIMITED.

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

3rd The objects for which the Company is established are:

(a) The objects to be pursued by the Company on its incorporation are:

1. To manufacture, produce, formulate, prepare, buy, market, distribute, exchange, supply, sell or otherwise dispose of, refine, blend, process, pack, or repack, import, export and trade and generally to deal in pharmaceutical, medical, medicinal products, preparations, formulations and specialities, drugs, their formulations and intermediates, organic and inorganic, fine, heavy and other kinds of chemicals and their intermediates, chemical and pharmaceutical compounds, preparations, substances or products and derivatives, by-products, residual products or ingredients required for the manufacture, preparation, processing or use of any of the foregoing.

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

1. To perform clinical trials and laboratory investigations relating to pharmaceutical and medicinal products and chemical agents;
2. To enter into contracts, agreements and arrangements with any other Company, firm or person for the carrying out by such other Company, firm, or person on behalf of the Company, of the objects for which the Company is formed;
3. To manufacture, buy, sell, exchange, alter, improve, manipulate, prepare for market and otherwise deal in all kinds of plant, machinery, apparatus, tools, utensils, receptacles, substances, materials, articles, and things, necessary or convenient for carrying on any of the business or processes of the Company usually dealt in by persons engaged in the like business or processes;
4. To carry on business as manufacturers of and dealers in, all types of containers, receptacles, boxes, cartons, casks, drums, cages, bins, jars, carboys, tubes, crates, packing cases, cans, bottles, vials and finings therefor of every kind required for the business of the Company;
5. To manufacture, import, export, deal in or prepare for market, revise, clean, restore, recondition, treat and otherwise manipulate and deal and turn to account by any process or means whatsoever all by-products, refuse and waste; and other products capable of being manufactured or produced out of or with the use of all or any raw materials, ingredients, substances or commodities used in the manufacture of all or any

of the products which the Company is entitled to manufacture or deal in and to make such other use of the same as may be thought fit;

6. To buy, sell, manufacture, refine, manipulate, import, and deal in substances, apparatus and things capable of being used in any business of the Company or required by any customers or persons having dealings with the Company;
7. To repair, alter, remodel, clean, renovate, convert, manipulate and prepare for resale and resell any goods from time to time belonging to the Company;
8. To employ experts to investigate and examine into the condition, prospects, value, character and circumstances of any business, concerns and undertakings and generally of any assets, property or rights;
9. To carry on any business or branch of a business which this Company is authorized to carry on by means, or through the agency of any subsidiary Company or Companies, and to enter into any arrangement with such subsidiary Company for taking the profits and bearing the losses of any business or branch so carried on, or for financing any such subsidiary Company or guaranteeing its liabilities, or to make any other arrangement which may seem desirable with reference to any business or branch so carried on including power at any time and either temporarily or permanently to close any such branch or business;
10. To appoint Directors or Managers of any subsidiary Company or of any other Company in which this Company is or may be interested;
11. To take part in the supervision and control of the business or operations of any Company or undertaking;
12. For the purpose mentioned in the preceding clause, to appoint and remunerate any directors, trustees, accountants or other experts or agents;
13. To act as agents and brokers for sellers, buyers, exporters, importers, manufacturers, merchants, tradesmen, insurers and others and generally to undertake and carry out agency work and commission business;
14. To purchase, take on lease or in exchange, hire, or otherwise acquire any immovable or movable property any rights or privileges which the Company may think necessary or convenient for the purposes of its business and, in particular, any land, buildings, casements, machinery, plant and stock-in-trade, and either to retain any property to be acquired for the purposes of the Company's business or to turn the same to account as may seem expedient;
15. To construct, improve, maintain, develop, work, manage, carry out or control any buildings, factories or works, or any roads, ways, branches or sidings, bridges, wells, water-courses, wharves, warehouses, electric works, shops, stores and other buildings for housing employees of the Company and others, or other works and conveniences which may seem calculated directly or indirectly to advance the Company's interests and to contribute or subsidize or otherwise assist or take part in the construction,

improvement, maintenance, development, working, management, carrying out or control thereof;

16. To let on lease or on hire-purchase system or to lend or otherwise dispose of any property belonging to the Company, and to finance the purchase of any article or articles, whether made by the Company or not, by way of loans or by the purchase of any such article or articles, and the letting thereof on the hire-purchase system or otherwise howsoever;
17. To sell, lease, grant licenses, easements and other rights over and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof, for such consideration as the Company may think fit, and, in particular, for shares, debentures or securities of any other Company;
18. To acquire and undertake the whole or any part of the business, property, and liabilities of any person, firm or Company carrying on or proposing to carry on any business which the Company is authorized to carry on, or possessed of property suitable for the purpose of this Company, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company;
19. To amalgamate with any other Company or Companies, to enter into any partnership or partially amalgamate with or acquire interest in the business of any other Company, person or firm carrying on or engaged in, or about to carry on or engage in any business or transaction included in the objects of the Company, or enter into any arrangement for sharing profits, or for co-operation or for mutual assistance, with any such person, firm or Company, or to acquire, carry on any other business (whether manufacturing or otherwise) auxiliary to the business of the Company or connected therewith or which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property, and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debentures-stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture-stock or securities so received;
20. To enter into partnership, or into any arrangement for sharing profits or losses, or for any union of interest, joint-adventure, reciprocal concession or co-operation with any person or persons, or Company or Companies carrying on, or engaged in or about to carry on, or engage or being authorized to carry on or engage in, or engage in any business or transaction which this Company is authorized to carry on or engage in or in any business or transaction capable of being conducted so as directly to benefit this Company;
21. To acquire, take up and hold shares, stocks, debentures, debenture-stock, bonds, obligations and securities issued or guaranteed by any Company constituted or carrying on business in India or in any foreign country; and debentures, debenture-stock bonds, obligations and securities issued or guaranteed by any Government, sovereign, ruler, commissioner, public body, or authority, supreme, municipal, local or otherwise, whether in India or any foreign country;

22. To acquire any such shares, stocks, debentures, debenture-stock, bonds, obligations or securities, by original subscription, tender, purchase, exchange or otherwise, and to subscribe for the same, either conditionally or otherwise, and to guarantee the subscription thereof, and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof;
23. To establish or promote or concur in establishing or promoting any Company or Companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise, acquire all or any part of the shares, debentures or other securities of any such other Company;
24. To enter into any arrangement with any Government or authority, supreme, municipal, local or otherwise or any person or Company that may seem conducive to the Company's objects or any of them and to obtain from any such Government, authority, person or Company any rights, privileges, charters, contracts, licenses and concessions which the Company may think fit and desirable to obtain and to carry out, exercise and comply therewith;
25. To apply for promote, and obtain any Act, charter, privilege, concession, license, authorization, if any, Government, State or municipal, provisional order or license of any authority for enabling the Company to carry any of its objects into effect or for extending any of the powers of the Company, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient and to oppose any proceedings or application which may seem calculated, directly or indirectly, to prejudice the Company's interests;
26. To apply for, purchase, or otherwise acquire, and protect and renew in any part of the world any patents, patent rights, brevets and invention, trademarks, designs, licenses, concessions, and the like 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 the acquisition of which may seem calculated, directly or indirectly to benefit the Company and to use, exercise, develop or grant licenses in respect of or otherwise turn to account the property rights, or information so acquired, and to expend money in experimenting upon, testing or improving any such patents inventions or rights;
27. To establish, provide, maintain and conduct, or otherwise subsidize research laboratories and experimental work-shops for scientific and technical research and experiments and to undertake and carry on, with all scientific and technical researches, experiments, and tests of all kinds and to promote studies and research, both scientific and technical, investigations and invention by providing subsidizing endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing for the remuneration of scientific or technical professors or teachers and by providing for the award of exhibitions, scholarships, prizes and grants to students

or otherwise and generally to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any of business which the Company is authorized to carry on;

28. To make donations to such persons or institutions and in such cases and either of cash or any other assets as may be thought directly or indirectly conducive to any of the Company's objects or otherwise expedient and, in particular, to remunerate any person or corporation introducing business to this Company, and also to subscribe, contribute, or otherwise assist or guarantee money for charitable, scientific, religious or benevolent, national, public, cultural, educational or other institutions, objects or for any exhibition or for any public, general or other objects and to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences for the benefit of the employee or employees (including Directors) of the Company or its predecessors in business or of persons having dealings with the Company or the dependents, relatives or connections of such persons and, in particular, friendly or other benefit societies and to grant pensions, allowances, gratuities and bonuses, either by way of annual payments or a lump sum, and to make payments towards insurance and to form and contribute to provident benefit funds and other welfare funds of or for such persons;
29. To refer, or agree to refer, any claim, demand, dispute or any other question, by or against the Company, or in which the Company is interested or concerned, and whether between the Company and the member or members of his or their representatives, or between the Company and third parties, to arbitration in India or at any place outside India and to observe and perform and to do all acts, deeds, matters and things to carry out or enforce the award;
30. To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the promotion, formation and registration of the Company or the issue of its capital, including brokerage and commission for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company;
31. To pay preliminary expenses of any Company promoted by the Company, or any Company in which the Company is or may contemplate being interested, including in such preliminary expenses all or any part of the costs and expenses of owners of any business or property acquired by Company;
32. To pay for any rights or property acquired by the Company and to remunerate any person or Company for services rendered or to be rendered in placing of shares in the Company's capital or any debentures, debenture-stock, or other securities of the Company, or in or about the formation or promotion of the Company, or the acquisition of property by the Company or the conduct of its business whether by cash payment or by the allotment of shares, debentures, or other securities of the Company, credited as paid up in full or in part or otherwise;

33. To adopt such means of making known the business of the Company as may seem expedient and, in particular, by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals, and by granting prizes, rewards and donations;
34. To lend and advance money or to give credit to such persons or Companies and on such terms as may seem expedient and, in particular, to customers and others having dealings with the Company and to guarantee the performance of any contract or obligation and the payment of money of or by any such persons or Companies and generally to give guarantee and indemnities;
35. To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined. But the Company shall not carry on the business of banking within the meaning of the Banking Regulation Act, 1949;
36. To receive money deposit or loan and borrow or raise money in such manner as the Company shall think fit, and, in particular, by the issue of debentures, or debenture-stock (perpetual or otherwise) and to secure the payment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the Company (both present and future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or Company of any obligation undertaken by the Company or any person or Company as the case maybe;
37. To undertake and execute any trusts, the undertaking of which may seem to the Company desirable and either gratuitous or otherwise;
38. To undertake, carry out, promote, contribute to or sponsor any programme of rural health or development including any programme for mass immunization or for promoting the health, social and economic welfare, or the uplift of the public in any rural area, to assist in the execution and promotion of any such programmes either directly or through the agency of any persons or in any other manner and to incur expenditure on any such programme of rural health or development with power to the directors to transfer, with or without consideration, or divert the ownership of any property of the Company to or in favour of any person or persons including any public or local body or authority, Central or State Government, any public institution or any trust or fund as the Directors may in their sole and absolute discretion decide;
39. To draw, make, accept, endorse, discount, execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities;
40. To sell, improve, manage, develop, exchange, lease, mortgage, dispose of or otherwise deal with all or any part of the property and rights of the Company for the time being ;
41. Subject to the provisions of the Companies Act, 2013, to distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company but so that no distribution amounting to a reduction of capital

be made except with the sanction, if any, for the time being required by law;

42. To insure the whole or any part of the property of the Company, either fully or partly, to protect and indemnify the Company from liability or loss in any respect either fully or partly, and also to insure and to protect and indemnify any part or portion thereof, either on mutual principle or otherwise;
43. To carry out in any part of the world all or any part of the Company's objects as principal, agent, factor, trustee, contractor, or otherwise, either alone or in conjunction with any other person, firm, association, corporate body, municipality, province, state or government or colony or dependency thereof;
44. To exercise all or any of its corporate powers rights and privileges and to conduct its business, in all or any of its branches in the Union of India and in any or all states, territories, possessions, colonies and dependencies thereof and in any or all foreign countries, and for this purpose to have discontinued such number of offices and agencies therein as may be convenient;
45. To appoint agents for purchasing, selling and distributing the products manufactured by the Company or any of them in any part of the world;
46. To procure the Company to be registered or recognized in any part of the world;
47. To do all and everything necessary suitable or proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporate bodies, firms or individuals, and to do every other act, thing, or things, incidental or appurtenant to, or growing out of, connected with the aforesaid business or powers, or any part or parts thereof, provided the same be not inconsistent with the laws of the Union of India;

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

5th The Authorized Share Capital of the Company is ₹ 5,00,00,000/- (Rupees Five Crores only) divided into 2,50,00,000 (Two Crores Fifty Lakhs) Equity Shares of ₹ 2/- (Rupees Two only) each.

We, the several persons whose names and address are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the Capital of the Company set opposite our respective names

Sr No.	Name address, description and occupations of each subscriber	No. of Shares taken by subscribers	
1.	M. VARANDARAJAN 7-1-21A, Begumpet Hyderabad - 500 016 Industrialist	One	<p>Witness for all signatures</p> <p>Sd/- (P D Amashi) S/o H D Amashi. Deputy Manager Finance MIT Laboratories Division of IDL Chemicals Ltd. Malleswaram. Bangalore 560 003</p>
2.	V. C. KATOCH No. 258 A. Greater Kailash New Delhi - 110 014 Company Director	One	
3.	S.V. RAMAN 453, 11 th Cross Road Sadasivanagar, Bangalore - 560 006 Service	One	
4.	V.G.K. THATHACHARY 7-2-48/1, Begumpet Hyderabad - 500 016 Service	One	
5.	M.S. NILAKATAN Kalpakam 1/72, ZP Tamaka Secunderabad - 510 017 Service	One	
6.	A.K. CHATTERJEE 8-2-268/2, B/1 Road No. 2, Banjara Hills Hyderabad - 500 034 Company Executive	One	
7.	C.S. HARIHARAN Plat No. 1 Krishna Bhavan Colony Wallington Road Secunderabad - 500 026 Company Executive	One	
8.	DARIUS ERACH UDWADIA Empress Court Dinshaw Vachha Road Bombay - 400 020 Solicitor & Advocate	One	

Dated this FIRST day of JUNE 1979