

MEMORANDUM OF ASSOCIATION

OF

ONESOURCE SPECIALTY PHARMA LIMITED*

*** Subject to the approval of Registrar of Companies, the name of the company is altered from STELIS BIOPHARMA LIMITED to ONESOURCE SPECIALTY PHARMA LIMITED vide the Special resolution of the members passed on November 17, 2023.**

Certificate of Incorporation Consequent upon conversion to Public Limited Company



GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS

Registrar of companies, Bangalore
E' Wing, 2nd Floor Kendriya Sadana, Bangalore, Karnataka, India, 560034

Corporate Identity Number: U74140KA2007PLC043095

Fresh Certificate of Incorporation Consequent upon Conversion from Private Company to Public Company

IN THE MATTER OF STELIS BIOPHARMA PRIVATE LIMITED

I hereby certify that STELIS BIOPHARMA PRIVATE LIMITED which was originally incorporated on Twelfth day of June Two thousand seven under the Companies Act, 1956 as INBIOPRO SOLUTIONS PRIVATE LIMITED and upon an intimation made for conversion into Public Limited Company under Section 18 of the Companies Act, 2013; and approval of Central Government signified in writing having been accorded thereto by the RoC - Bangalore vide SRN T32902512 dated 31.07.2021 the name of the said company is this day changed to STELIS BIOPHARMA LIMITED.

Given under my hand at Bangalore this Thirty first day of July Two thousand twenty-one.



BABU A P

Registrar of Companies

RoC - Bangalore

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

STELIS BIOPHARMA LIMITED
Plot No. 293, Bommasandra, Jigani Link Road,, Jigani Industrial Area,
Anekal Taluk,, Bangalore, Karnataka, India, 560105





प्रारूप 1
पंजीकरण प्रमाण-पत्र

कार्पोरेट पहचान संख्या : U74140KA2007PTC043095

2007 - 2008

मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स

Inblopro Solutions Private Limited

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

यह निगमन-पत्र आज दिनांक बारह जून दो हजार सात को मेरे हस्ताक्षर से बेंगलूर में जारी किया जाता है।

Form 1

Certificate of Incorporation

Corporate Identity Number : U74140KA2007PTC043095

2007 - 2008

I hereby certify that Inblopro Solutions 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 Bangalore this Twelfth day of June Two Thousand Seven.



V. C. Davey
(V C DAVEY)

कम्पनी रजिस्ट्रार / Registrar of Companies

करनाटक
Karnataka

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

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

Inblopro Solutions Private Limited
1328, 8th Main, A- Block, II Stage, Rajajinagar,
Bangalore - 560010,
Karnataka, INDIA



GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS
Registrar of Companies, Bangalore
E' Wing , 2nd Floor , Kendriya Sadana , Koramangala Bangalore - 560034, Karnataka, INDIA

**Certificate of Incorporation pursuant to change of name
[Pursuant to rule 29 of the Companies (Incorporation) Rules, 2014]**

Corporate Identification Number (CIN): : U74140KA2007PTC043095

I hereby certify that the name of the company has been changed from Inbiopro Solutions Private Limited to Stelis Biopharma Private Limited with effect from the date of this certificate and that the company is limited by shares.

Company was originally incorporated with the name Inbiopro Solutions Private Limited

Given under my hand at Bangalore this Twenty Fourth day of December Two Thousand Fourteen.

Validity unknown
Digitally signed by
Geetha Mandala Chmi K
Date: 2014.12.24
10:18:05 +05:30

Sushil Kumar
Assistant Registrar of Companies
Registrar of Companies
Bangalore

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

Stelis Biopharma Private Limited
Plot No. 293, Bommasandra, Jigani Link Road,, Jigani Industrial Area, Anekal Taluk,,
Bangalore - 560105,
Karnataka, INDIA



**GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS**

Registrar of Companies

100 Everest Building, Mumbai, Everest 100, Marine Drive, Maharashtra, 400002, India

Corporate Identity Number: **U74140MH2007PLC432497**

SECTION 13(5) OF THE COMPANIES ACT, 2013

Certificate of Registration of Regional Director order for Change of State

M/s ONESOURCE SPECIALTY PHARMA LIMITED having by special resolution altered the provisions of its Memorandum of Association with respect to the place of the Registered Office by changing it from the state of Karnataka to the Maharashtra outside the jurisdiction of existing RoC ROC Bangalore to the ROC Mumbai and such alteration having been confirmed by an order of Regional Director bearing the date 25/03/2024

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

Given under my hand at Mumbai this TWENTY THIRD day of SEPTEMBER TWO THOUSAND TWENTY FOUR

Certification signature by DS MINISTRY OF CORPORATE
AFFAIRS 4 <Alpesh.maniya@mca.gov.in>, Validity Unknown

Digitally signed by
DS MINISTRY OF CORPORATE
AFFAIRS 4
Date: 2024.09.23 14:42:36 IST

Alpesh Maniya

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

Registrar of Companies

ROC Mumbai

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

ONESOURCE SPECIALTY PHARMA LIMITED

201, Devavrata, Sector 17, Vashi, Navi Mumbai, Sanpada, Thane, Thane- 400703, Maharashtra, India

**MEMORANDUM OF ASSOCIATION
OF
ONESOURCE SPECIALTY PHARMA LIMITED¹²³**

A Company Limited by Shares - Registered under the Companies Act 1956.

- I. The name of the Company is ONESOURCE SPECIALTY PHARMA LIMITED¹²³
- II. The Registered Office of the Company will be situated in the State of Maharashtra i.e within the jurisdiction of Registrar of Companies, Mumbai. ^a
- III. The objects for which the Company is established are:

**(A) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY
ON ITS INCORPORATION:**

1. To carry on the business of manufacturing, exporting, importing, packing, selling, trading, manufacturing and marketing pharmaceutical raw materials, active pharmaceutical ingredient (API) of a drug, building blocks, catalysts, chiral auxiliaries, pharma protective group chemicals, pharma grade reagents, pharma grade solvents and all other raw materials used in pharma industry, pharmaceutical preparations and drugs for medicinal applications, formulation of different dosage forms such as tablets, capsules, injections, creams, ointments combined with other excipients to produce the desired dosage form, pharmaceuticals, antibiotics, drugs, medicines, biological, nutraceuticals, healthcare, ayurvedic and dietary supplement products, medicinal preparations, vaccines, general bio-chemical medicines, bio-products and all health supplements. ^b

**(B) OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT
OF THE MAIN OBJECTS:**

1. To carry on the activities or trade whatsoever which may seem to the Company capable of being conveniently carried on in connection with or extension of any of the businesses of the Company aforesaid or calculated to enhance the value of or render more profitable any of its assets, property or rights.

¹Name changed from Inbiopro Solutions Private Limited vide resolution passed by the shareholders of the Company at their Extraordinary General Meeting held on December 1, 2014.

²Name changed from Stelis Biopharma Private Limited consequent to conversion into public limited company vide resolution passed by the shareholders of the Company at their Extraordinary General Meeting held on July 14, 2021.

³ Subject to the approval of Registrar of Companies, the Name of the Company changed from Stelis Biopharma Limited to OneSource Specialty Pharma Limited vide special resolution passed by the shareholders of the Company at their Extraordinary General Meeting held on November 17, 2023.

^a Subject to the approval of Regional Director, the situation clause is altered vide the special resolution passed by the members of the Company at the extra-ordinary general meeting held on September 20, 2023.

^b Subject to the approval of Registrar of Companies, the Main Object clause is altered vide the special resolution passed by the members of the Company at the extra-ordinary general meeting held on November 17, 2023.

2. To apply for, purchase, hire, take on lease, sub lease or in exchange or otherwise acquire and hold for any estate or interest any land, buildings, offices, shops, factories, works, storehouses, wharves, erections, plant, machinery, equipment, stock and materials and any other real or personal immovable or movable property and any easements, and other rights and privileges of any kind necessary to or convenient for the business or undertaking of the Company or calculated to enhance the value of or render more profitable any of its assets, property or rights.
3. To do market research, collect statistics, publish reference books, periodicals, undertake survey and tour for the purpose of carrying on business.
4. For furthering the aims and objects of the Company to hold conferences, seminars, symposia, buyer-seller meets, exhibitions, fairs, and to produce or sponsor cinema or TV serials.
5. To enter into agreements and contracts with Indian and Foreign individuals, companies, or other organizations for technical, financial or any other assistance for carrying out all or any of the objects of the company.
6. To establish and maintain any agencies in India or any part of the world for the conduct of the business of the Company or for the sale of any materials or things or services for the time being at the disposal of the Company for sale.
7. To advertise and adopt means of making known the business activities of the Company or any articles or goods traded or dealt with by the Company in any way as may be expedient including the pasting of bills in relation thereto, and the issue of circulars, books, pamphlets and price lists and the conducting of competitions, exhibitions, and the giving of prizes, rewards and donations.
8. To apply for, purchase or otherwise acquire, and protect and renew in any part of the world any patents, patent rights, brevets d'invention, trademarks, designs, licenses, concessions and the like conferring any exclusive or non-exclusive or limited right 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 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.
9. To expend in speculative presentations, experimenting, testing and improving or seeking to improve any products, patents, rights, inventions, discoveries, processes or information of the Company or which the Company may acquire or propose to acquire.
10. To pay all costs, charges and expenses of and incidental to the promotion, formation, registration and establishment of the Company and the issue of its capital therewith and to remunerate (by cash or other assets or by the allotment of fully or partly paid shares or by a call or option of shares, debentures or securities of this or any other company or in any other manner whether out of the Company's capital or profits or otherwise) any person or persons for services rendered or to be rendered in introducing any property or business to the Company or for any other reason which the Company may think proper.

11. To lend money and negotiate loans and open bank accounts etc, but not to carry on banking business, as per the Provisions of the Banking Companies Regulation Act, 1949.
12. To guarantee or become liable for the payment of money unsecured or secured by or payable under or in respect of promissory notes, bonds, debentures, contracts, mortgages, charges, obligations, instruments and securities of any Company, of any authority supreme, municipal, local or otherwise or of any person or persons, whomsoever, whether incorporated or not incorporated and generally to guarantee or become securities for the performance of any contracts or obligations, subject to the Banking Regulation Act 1949.
13. To make advances of such sum or sums of money upon or in respect of or for the purchase of materials, goods, machinery, stores or any other property, articles and services required for the purpose of the Company upon such terms with or without security as the Company may deem expedient.
14. To enter into agreement with any person, company, Authority supreme, Municipal or local in or outside India for the purpose of purchasing/hiring/importing any materials, goods, articles, machinery, services or any other property useful for or conducive to the objects of the Company.
15. To invest and deal with the monies and funds belonging or entrusted to the Company not immediately required in lands, buildings, bullion, commodities, articles, goods, negotiable instruments, advances against property or goods, negotiable instruments and shares of other companies, debentures, of other companies, Government, Municipal and other bonds and securities, and in such investments and transactions, and to lend monies to such persons or companies and on such terms and with or without security, as may deem expedient, and in particular to customers and others having dealings with the Company, and to guarantee the performance of contracts by any such persons or companies.
16. To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property, rights or privileges which the Company may deem expedient or convenient for any purpose of its business.
17. To search for the purchase or otherwise acquire from any Government or Authority, supreme, Municipal or local any concessions, grants, decrees, rights, powers and privileges whatsoever which may seem to the Company capable of being turned to account.
18. To take part in the management, supervision and control of the business or operations of any Company or undertaking having similar objects.
19. To acquire and carry on the whole or any part of the business or property, and to undertake any liabilities of any person, firm, association or company possessed of property suitable for any of the purposes of this Company, or carrying on any business which this Company is authorised to carry on, and as the consideration for the same to pay cash or to issue any share, stocks or obligations of this Company.
20. To promote any company or companies for the purpose of its or their 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 this company, and to pay all the expenses of or incidental to such promotion.

21. To amalgamate 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 co-operation, or for limiting competition or for mutual assistance, with any such person, firm or Company.
22. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments, subject to the Banking Regulation Act, 1949.
23. To sell, let, develop, or otherwise deal with the undertaking of all or any part of the property of the Company, for such consideration as the company may think fit, with power to accept as the consideration any shares, stocks or obligations of or interest in any other company, and to distribute the assets in specie or in kind.
24. To carry out all or any of the foregoing objects as principals, agents, trustees or in partnership or conjunction with any other person, firm, association or company, or by means of any subsidiary or auxiliary company, and in any part of the world.
25. Subject to the provisions of Section 58A read with Section 3(1)(iii)(d) of the Companies Act, 1956, to borrow or raise money or to receive monies on deposit at interest or otherwise in such manner as the Company may deem fit and in particular by the issue of debentures, perpetual or otherwise, including debentures convertible into shares of this or any other company or perpetual annuities and in security of any such money so borrowed, raised or received to mortgage, pledge or charge the whole or any part of the property, assets or revenue of the Company present or future including its uncalled capital by the special assignment or otherwise or to transfer or convey the same absolutely or entrust and to give the lenders the power of sale and other powers as may deem expedient and to purchase, redeem or pay off any such securities but not to carry on Banking business as defined by Banking Regulations Act, 1949.
26. To create any Depreciation Fund, Reserve Fund, Sinking Fund, Insurance Fund or any other special funds whether for depreciation or for repairing, improving, extending or maintaining any of the property of the Company or for any other purpose conducive to the interest of the Company, and to transpose such funds, and transfer from one to the other.
27. To distribute any of the property or assets of the Company amongst the members in specie or in kind.
28. To undertake the payment of all rent and the performance of all covenants, conditions and agreements contained in, and reserved by any lease that may be granted or assigned to, or be otherwise acquired
29. To establish and support, or aid in the establishment and support of associations, institutions, fund charity or conveniences calculated to benefit any of the Directors, employees or ex-employees of the Company or the dependents or connections of such persons, and to grant bonus, gratuity, pension, privileges, relief and other emoluments and to provide for the welfare, convenience, entertainment, amelioration, education, development and assurance of the said Directors, employees and their dependents and to subscribe or guarantee money for charitable or benevolent object or for any exhibition or for any public, general or useful object.

30. 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 or between the Company and third parties to arbitration in or outside India, and to observe and perform and to do all acts, deeds, matters and things to carry out or enforce the award.
31. 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.

(C) THE OTHER OBJECTS NOT INCLUDED IN (A) AND (B) ABOVE:

1. To engage in Research and Development of computers, electronic products, control systems, communication systems and other allied products.
2. To manufacture, buy, sell, import, export and deal in wholesale and retail, in commodities, article or things of all kinds, capable of being used or which can conveniently be dealt with by the Company in connection with any of its objects.

IV. The liability of the members is limited.

V. The Authorised Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crore Only) divided into 15,00,00,000 (Fifteen Crores Only) Equity Shares of Rs. 1/- (Rupees One Only)³.

³Amended vide Special Resolution passed by the Members of the Company at extra ordinary general meeting held on October 14, 2024

We the several persons, whose names, addresses, description and occupations, and subscribed below are desirous 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 indicated against our respective names.

SI. No.	Name & Signature of the Subscribers	Addresses, Descriptions and occupations of the Subscribers	No. of equity shares taken by each Subscriber	Witness with Address, description and Occupation
1.	Sd/- KAVITHA KRISHNAMURTHY D/o. S. KRISHNAMURTHY	# 1862, 11 A MAIN 38 TH CROSS,4 TH TBLOCK JAYANAGAR BANGALORE – 560041 (Business)	5,000 (Five Thousand Only)	Sd/- L.SRIDHAR S/o. G.Lakshminarasimhan Sridhar & Brito No. 3/1, 1 st Floor, 2 nd Cross, Lakshmi Road, Shanthinagar, Bangalore 560 027 CHARTERED ACCOUNTANT
2.	Sd/- SOHANG CHATTERJEE S/o. BAIDURYA CHATTERJEE	# 1328, 8 TH MAIN A – BLOCK, II STAGE RAJAJINAGAR BANGALORE - 560010 (Business) Total	5,000 (Five Thousand Only)	
			10,000 (Ten Thousand Only)	

Dated: This the 11th day of June 2007

Place: Bangalore