

THE COMPANIES ACT 2013

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

***SAI PRIMUS LIFE BIOTECH LIMITED**

- I.** The name of the company is SAI PRIMUS LIFE BIOTECH LIMITED*
- II.** The Registered Office of the company will be situated at PONDICHERRY.
- III. THE OBJECTS FOR WHICH THE COMPANY IS ESTABLISHED ARE:**
- A. MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**
1. To manufacture, formulate, process, develop, refine, import, export, wholesale and/or retail trade all kinds of pharmaceuticals, antibiotics, drugs, medicines, biologicals, nutraceuticals, healthcare, ayurvedic and dietary supplement products, medicinal preparations, vaccines, chemicals, chemical products, dry salters, mineral waters, wines, cordials, liquors, soups, broths and other restoratives or foods and also to deal in medicinal goods such as surgical instruments, contraceptives, photographic goods, oils, perfumes, cosmetics, patent medicines, soaps, artificial limbs, hospital requisites, proprietary medicines, veterinary medicines and tinctures extracts and to carry on the business of vialling, bottling, repacking, processing of tablets, capsules, syrups, injections, ointments, etc. and also to carry on the business of chemists, druggists, buyers, sellers, agents, distributors and stockists of all kinds of pharmaceuticals and allied products.
 2. To establish and run health portal, web sites, medical transcription centres, data processing/computer centres, retail chains, e-commerce, and to offer wholesale, retail, e-commerce facilities, health constancy and data processing and other services that are normally offered by health portal, web sites, medical transcription centres, data processing/computer centres, retail chains, etc. to individuals, business and other type of customers and to impart training of Electronic data processing, Computer Software and Hardware, to customers and others and to carry on the business of manufacturers, producers, makers, convertors, repairers, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, packers, movers, preservers, stockists, agents, sub-agents, merchants, distributors, consignors, jobbers, brokers, concessionaires or otherwise deal in computers, data processors, calculators, tabulators, machines, appliances, accessories, devices and instruments, of every kind and activation for use for industrial, commercial, scientific, medical, statistical, or any other purpose and any product or products thereof or materials, articles, software and hardware used in the operation of or otherwise in connection therewith or ancillary thereof.

**The Members, in their Extra-Ordinary General Meeting held on 31st October 2025, have passed a Special Resolution to convert the Company from a Private Limited Company into a Public Limited Company. Accordingly, the Name Clause of the Memorandum of Association (MOA) has been amended vide the said Special Resolution passed on the same date.*

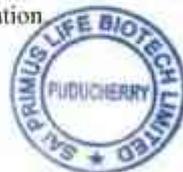


B. OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS.

- a. To take or otherwise acquire and hold shares, stocks, debentures or other interests in any other company having objects altogether or in part similar to those of this company or carrying on any business capable of being conducted so as directly or indirectly to benefit this company.
- b. To acquire and take over the whole or any part of the business property and liabilities of any person or persons, firms or corporation carrying on any business which the company is authorised to carry on or possessed of any property or rights suitable for the purposes of the company.
- c. To apply for, purchase or otherwise acquire any patents, brevets, invention, licenses, concessions and the like conferring an exclusive or non-exclusive or limited right to use 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 this company and to use, exercise, develop grant, licenses in respect of or otherwise turn to account the property right and information so acquired.
- d. To purchase, charter, hire, construct, equip and maintain boats, burger, lighters, mills, warehouse, Godown and any other conveniences or erections suitable for any of the purposes of the company.
- e. To enter into any partnership or any arrangement for sharing profits, union of interest, joint adventure, reciprocal concession or otherwise with any individual, firm or company carrying on or engaged in or about to carry on or engage in any business or enterprise which the company is authorised to carry on or engage in any business or transaction capable of being conducted so as directly or indirectly to benefit this company and or to take or otherwise acquire and hold shares or stock in or securities of and to subsidies or otherwise assist any such company and to sell, hold, reissue, with or without guarantee or otherwise deal with the same.
- f. To enter into any arrangement with any Government or authorities supreme, municipal, local or otherwise that may seem conclusive to the company's objects or any of them and to obtain from any such Government or authority any right, privileges and concessions which the company may think fit desirable to obtain and carry out exercise and comply with any such arrangements, rights, privileges and concessions.
- g. From time to time subscribe, render services, contribute to any charitable, benevolent or useful object of a public character including exhibition, the support of which will in the opinion of the company tend to increase its repute or popularity among its employees, its customers of the public, to give pension, gratuities or charitable aid to person or persons who have served the company or to the wives, children or other relatives of such persons and to form and contribute to Provident and benefit funds for the benefit of any person engaged by the company.
- h. To sell, dispose of or mortgage, exchange, lease or transfer the business property and undertaking of the company or any part thereof for any lawful consideration which the company may deem fit to accept and in particular buy shares fully or partly paid up, debentures, debenture- stock, bonds or securities of any other company and/or to promote any company or companies for the purpose of acquiring all or any of the properties rights and liabilities for this company or any other purposes which may seem directly or indirectly calculated to benefit the company.



- i. To purchase, or take on lease or exchange, hire or otherwise acquire any real and personal property and rights and privileges, which company may think necessary or convenient for the purposes of its business and in particular purchase any land, building construction, basement's machinery, plant and stock-in-trade.
- j. To open separate divisions/branches for different types of the activities throughout India and to provide assistance for making gift by the members to each other.
- k. To construct, maintain, alter, improve and enlarge any building or works necessary or convenient for the purposes of the Company.
- l. To contract, carry out, maintain, improve factories, warehouses and other works and conveniences which may seem directly or indirectly conducive to any of the Company's object and to contribute, subsidize or otherwise assist or to take part such maintenance, management, working control superintendence.
- m. To invest and deal with surplus moneys of any which the company not required immediately in any form of investment including shares, stocks, bonds, debentures, obligations or other securities of any company or association or in Government securities or in deposit with Bank or Banks as may be considered desirable and from time to time to vary such investment.
- n. In connection with the main business and subject to the provisions of the Companies Act, 2013 to lend money to such persons and on such terms and conditions as may seem expedient with or without security and in particular to customers and others having dealings with the company and to give any guarantee or indemnity as may seem expedient. But the company will not do banking business as defined under the Banking Regulation Act, 1949.
- o. Subject to the provisions of section 73 and other relevant sections of the Companies Act, 2013 and rules made there under and Directives of Reserve Bank of India to receive money on deposit with or without allowances of interest, to borrow or raise money with or without security and/or secure the payment of money by mortgage or by the issue of debentures or debenture-stock (perpetual, terminable or otherwise) bond mortgages, hypothecation, lien or any other security founded or based or charged upon all or any of the property or rights of the company or/in such other manner as the company shall think fit and for the purposes aforesaid to charge all or any of the Company's property or assets movable or immovable, liquid or otherwise present and future, including its uncalled capital and collaterally or further to secure any securities of the company by a trust deed or other assurance and to redeem, purchase or pay off any such security, provided that the company shall not do banking business as defined in the Banking Regulation Act, 1949.
- p. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, hundies, bills of lading, warrants, debentures and other negotiable instruments subject to Reserve Bank of India's Directives.
- q. To adopt such lawful means of making known the production of the company as may seem expedient and in particular by advertising in the press, by circular, by purchases and exhibition of works of art or interest by publication of books and periodicals and by granting prizes, rewards and donation, but the company shall not make any political donation



A handwritten signature in blue ink, appearing to be "D. S. S. S.", written over the right side of the stamp.

- r. To establish and maintain local registers, agencies and branch places of business and to procure the company to be registered or recognized and carry-on business in any part of the world, subject to law in force.
 - s. To sell, improve, manage, develop, exchange, enfranchise, lease, mortgage, dispose off, turn to account or otherwise deal with all or any part of the property and rights of the company.
 - t. To do all or any of the above things in any part of the world and either as principals, agents, trustees or otherwise and either alone or in conjunction with others and by or through agents, sub- contractors, trustees or otherwise subject to law enforce.
 - u. To reimburse the cost of incorporation of the company, confirmation of all the preliminary contracts, agreement, arrangement of the promoters as made for and on behalf of the company before its incorporation.
 - v. To open and operate the any Bank deposit/loan accounts in any scheduled, nationalised or non-nationalised bank in India and abroad from time to time.
 - w. To takeover, merge, demerge, hive-off, amalgamate or to enter into any scheme of arrangement envisaged under sections 391-394 of the Companies Act 1956 and/or under the respective provisions of sections 230 to 235 of the Companies Act, 2013 and/or to enter into partnership or into any arrangement of sharing profits, union of interest, co-operation, joint venture, licence or reciprocal concessions or for limiting completion with any person(s) or companies carrying on or engaged in, or being authorised to carry on or engage in any business or transaction which the company is authorized to carry on or engage in or which can be carried on in conjunction herewith or which is capable of being conducted so as directly or indirectly to benefit the company.
- IV. The liability of the members is limited and this liability is limited to the amount unpaid, if any, on shares held by them.
- V. The Authorized Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty-Five Crores only) divided into 2,50,00,000 (Two Crores and Fifty Lakhs only) Equity Shares of Rs.10/- (Rupees Ten) each*
- VI. We, the several persons, whose names and addresses and descriptions are hereunto subscribed are desirous of being formed into a Company in pursuance on this Memorandum of Association and are respectively agreed to take the number of shares in the capital of the company set opposite to our respective names.

**The Company had altered V Clause consequent to the special resolution passed at the Extra-Ordinary General Meeting of the company held on the December 31, 2025 to increase the Authorized Share Capital of the company from Rs. 2,00,00,000/- (Rupees Two Crore Only) divided into 20,00,000/- (Twenty Lakhs) Equity Shares of Rs. 10/- (Rupee Ten Only) each to Rs. 25,00,00,000/- (Rupees Twenty-Five Crores Only) divided into 2,50,00,000/- (Two Crores and Fifty Lakhs) Equity Shares of Rs. 10/- (Rupee Ten Only) each.*



A handwritten signature in blue ink, appearing to be 'D. S. S.', written over the right side of the circular stamp.

