

**GOVERNMENT OF INDIA  
MINISTRY OF CORPORATE AFFAIRS**

ROC Delhi  
4, New Delhi, 4th Floor IFCI Tower, 61, Delhi, 110019, India

**Certificate of Incorporation Consequent upon conversion to public company**

Corporate Identity Number: U74999HR2018PLC072204

IN THE MATTER OF ENTERO HEALTHCARE SOLUTIONS PRIVATE LIMITED

I hereby certify that ENTERO HEALTHCARE SOLUTIONS PRIVATE LIMITED which was originally incorporated on TENTH day of JANUARY TWO THOUSAND EIGHTEEN under Companies Act, 1956 as ENTERO HEALTHCARE SOLUTIONS PRIVATE LIMITED and upon an intimation made for conversion into public company Company under Section 18 of the Companies Act, 2013; and approval of Central Government signified in writing having been accorded thereto by the ROC Delhi vide SRN AA4194078 dated 25/08/2023 the name of the said company is this day changed to ENTERO HEALTHCARE SOLUTIONS LIMITED

Given under my hand at New Delhi this TWENTY FIFTH day of AUGUST TWO THOUSAND TWENTY THREE

Shiva Aggarwal

**THE COMPANIES ACT, 2013**  
**COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**ENTERO HEALTHCARE SOLUTIONS LIMITED**

1<sup>st</sup> The name of the Company is Entero Healthcare Solutions Limited\*\*

2<sup>nd</sup> The registered office of the company will be situated in the state of Haryana-HR

3<sup>rd</sup>

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

1. \*To carry on in India or outside India the business of creating, procuring, manufacturing, sale, distribution, marketing, promotion, import, export, retailing for API formulations, chemicals, consumables, pharmaceuticals, antibiotics, drugs, medicines, biologicals, nutraceuticals, healthcare, ayurvedic and dietary supplement products, medicinal preparations, vaccines, epharmacy, analytics, technologies, softwares, surgical instruments, devices and data services for the health care industry and to establish and run health portal, web sites, medical transcription centres, retail chains, e-commerce, logistics, warehousing and to offer wholesale, retail, ecommerce facilities including discovery, improvement or development of new methods of diagnostic for prevention and treatment of diseases.
2. To undertake, promote or engage in all kinds of research required for health care business including clinical research and development work required to promote, assist or engage in setting up hospitals, health care centres and facilities for manufacturing medical equipment's including purchase, lease or otherwise acquire, establish, maintain, operate, run, manage or administer hospitals, medicare, health care, diagnostic, health aids, and research centres and carry on any other business incidental or ancillary to the attainment of main objects.
3. ^To carry on the business of stockist, importer, exporter, wholesale distribution of pharmaceutical, medicinal, herbal, bacteriological, contraceptive, therapeutic and biological drugs, whether organic or inorganic for medical, dental, veterinary hospital, health or personal use.
4. ^To carry on the business of stockist, importer, exporter, wholesale distribution of all kinds of ayurvedic, allopathic, antibiotics, unani, homeopathic, siddha medicines, vaccines, cosmetics, chemicals, spray, tonic, baby food, syrup, water and dietary supplement products etc. which are used for treatment, cure and health care of human being and animals.
5. ^To carry on the business of exporting, importing and wholesale distribution of all kinds of hospital goods, surgical and scientific equipment, instruments and apparatus.

^ The main object of the company is amended vide special resolution passed in the general meeting held on 31.08.2018.

\* The main object of the company is amended vide special resolution passed in the general meeting held on 30.05.2023.

\*\*The status of Company was converted from Private to Public Limited Company vide Special Resolution passed in the Annual General Meeting held on August 07, 2023 accordingly the word "Private" in the name was deleted.

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

6. To obtain license, approvals and authorization from Governmental Statutory and Regulatory Authorities, as may be necessary to carry out and achieve the objects of the Company and connected matters which may seem expedient to develop the business interests of the Company. Further, to achieve the above objects, to enter into create promote or participate in Partnership, Joint Ventures with other Energy Efficiency agencies like ESCOs, industry etc. to promote energy efficiency in the country.
7. The Company can create subsidiary (ies) or Special Purpose Vehicles (SPV) for financing specific energy efficiency project, resource productivity project or products and services or pool of projects The SPVs can act as a financing agent either to manage and administer the financing mechanism or to receive capital for funding its own SPVs.
8. To negotiate and/or enter into agreement and contract with individuals, companies, corporations, foreign or Indian, for carrying out energy efficiency projects or any of the objects of the Company and also for the purpose of activating, research, development of projects on the basis of knowhow and/or financial participation and for technical collaboration, and to acquire or provide necessary formulate and patent rights for furthering the objects of the company.
9. To enter into any arrangement or agreement including concession agreement or agreements with the Ministry of Power and any other Ministry / Department of Central Government or with any State Government or Foreign Government or Government Companies or with other authorities/ commissions, local bodies or Power/ Transmission Utilities. Financial Institutions, Banks, International Funding Agencies, or extension thereof or with any person or association or, body corporate or a company, public or private or social organization to obtain such charters, subsidies, loans. advances or other money, grants, contracts, rights, sanctions, privileges or licenses whatsoever (whether statutory or otherwise) which the Company may think it desirable to obtain for carrying its activities in furthering the interests of the Company or its members.
10. To negotiate, enter into and perform or obtain performance of contract(s) with foreign or other companies or bodies corporate, firms and individuals with regard to technology transfer, know-how, technical process, technical or other collaboration, in connection with the setting up and operation of computer hardware and software and telecommunications and any other necessary system or establishment in connection with the business of the Company.
11. To carry on in India and elsewhere the business of providing consultancy, advisory and all related services, to and for all types of businesses, start-up ventures, non-governmental organizations, social organizations, funds, industries and other organizations.
12. To collect, prepare and distribute information and statistics relating to personnel management and to promote or propose such methods, procedures and measures as may be considered desirable and beneficial for all or any of the Company's objects.

13. To host webinars, seminars and any other event whether through a physical platform or social media or any other platform, for the purpose of furthering the Company's objectives as set out above.
14. To enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture, merger, de-merger, reciprocal concession or otherwise with any person or company carrying on, or engaged in or about to carry on or engage in business or transactions which this Company is authorized to carry on or engage in, or to purchase from such company its business as a going concern.
15. To amalgamate with any person or company or companies having objects similar to those of the Company.
16. To acquire, buy, purchase, lease, take on license, tenancy basis, ownership basis or in exchange hire or otherwise purchase or acquire any land, estates, buildings, business, assets, undertaking, offices, tenements, flats, shops, garages, houses, halls, godowns, chawls, dwellings houses or any other kind of real and personal property, landed properties or estates of any tenure or description or any interest therein with any rights connected with such lands, estates, flats, shops, garages, houses, halls, godowns, chawls, dwellings houses or any other immovable properties or estates for the purpose of the business of the Company and for that purpose to enter into any agreement, deed of sale or any kind of arrangement with any party and or to purchase, apply for transfer of any shares of any co-operative society or any other body corporate, entitling to any ownership or other rights in any immoveable property.
17. To enter into collaborations with any company, person, firm or association, or any authorities, to take up retainer-ship, carry on, conduct advisory and consultation work, obtain opinions from professionals and for the purpose engage the services of professionals of various fields and generally to represent any company, person, firm or association in diverse areas and fields.
18. To establish, maintain and/or discontinue offices, agencies, branches in any part of the world for the purposes of efficient and profitable working of the Company's business.
19. To employ and/or appoint consultants, professionals, contractors, managers, canvassers, agents and other persons and to establish, undertake, transact, execute, and maintain offices, agencies or branches in any part of the world for the purposes of efficient and profitable working of the Company's business.
20. To accept, advance or lend money or give credit to such persons or companies or entities and on such terms as may seem expedient and in particular to persons having dealings with the Company and to guarantee the performance of contracts by any such persons or companies. Also to lend and advance money or give credit to such persons, firms or companies and in particular to members of staff, customers, suppliers and others having dealings with the Company and to guarantee the performance of any contractor obligation and the payment of money by any such persons, firms or companies.
21. To invest the capital and or other monies of the Company not immediately required in the purchase or upon the security of and to hold, sell, underwrite and deal with shares, stocks,

debenture stocks, bonds, mortgages, obligations and securities of any kind issued or guaranteed by any company, corporation or undertaking (whether incorporated or not) of whatever nature and whosoever constituted or carrying on business and shares, stocks, debentures, bonds, mortgages obligations and other securities of any kind issued or guaranteed by any government, state, commissioners, trust, municipal, local or other, authority, or body of whatever nature whether at home or abroad.

22. To make advances upon, hold in trust, issue on commission, sell or dispose of any of the investment aforesaid.
23. To invest money on such terms and conditions as the Board of Directors of the Company may think fit whether in freehold or leasehold land or land of any tenure stock, shares, bonds, securities, merchandise and other property whether flats, offices or otherwise, and to act as agents for the investment, loan, payment, transmission and collection of money and for the purchase sale and improvement development and management of property including business concerns and undertakings and generally to transact and undertake all kinds of investment agency business.
24. Subject to the applicable provisions of the Companies Act, 2013, to subscribe or contribute or otherwise assist or grant money to charitable, benevolent, religious, research, scientific, national, public or any other institution, objects or purpose or for any exhibition and to generally support any charitable or religious clause or purpose, or educational purpose.
25. Subject to the provisions of the Companies Act, 2013 to participate in charitable and benevolent projects, generally involving help and assistance to the people who are in distress or poor and needy.
26. To organize symposiums, meetings, chats, courses, generally relating to any field and especially relating to entrepreneurship, business management, human research development, time management, embroidery, garments and apparels and other subjects and topics for self-improvement and human upliftment.
27. To set up forms, committees, core groups, panels for arbitration, conciliations and or modification or for any other object and for the purpose, do all acts, matters and things.
28. To mortgage, hypothecate, pledge, charge, improve, manage, 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.
29. To apply for, purchase or otherwise acquire and protect, prolong, and renew in any parts of the world, any patents, patent-rights, inventions, trademarks, design, licenses, protection, concessions and like, conferring any exclusive and non-exclusive or limited right to their use of any secret or other information as to any invention, process or privilege which may seem capable of being used for any of the purposes of the Company and to use, exercise, develop or

otherwise licenses or privileges in respect of, or otherwise turn to account the property, rights and information so acquired to carry on any business in any way concerned therewith.

30. To pay for any properties, rights or privileges acquired by the Company in cash or fully or partly paid up shares or debentures or debenture-stock of this Company or partly in one mode and partly in another and give shares and debentures of this Company in exchange for shares and debentures of any other company.
31. To pay out of the funds of the Company, where applicable, all expenses of and incidental to the formation, registration, advertisements and establishment of the Company.
32. To distribute as bonus shares amongst the members or to place in reserve or otherwise to apply as the Company may from time to time determine, any moneys received in payment of forfeited shares and moneys arising from the sale by the Company of forfeited shares or any moneys received by way of premium on shares or debentures issued at a premium by the Company.
33. To make and receive gifts of cash, other movable and/or immovable properties.
34. To borrow or raise moneys, other than public deposits, or loans for the business of the Company by promissory notes, bills of exchange, hundis and other negotiable or transferable instruments or by mortgage, charge, hypothecation or pledge or by debentures or by debenture-stock, perpetual or otherwise including debentures or debenture-stock convertible into shares of this Company, charged upon all or any of the Company's property and assets both present and future, movable and immovable including its uncalled capital upon such terms as the Directors may deem expedient or in such other manner with or without security as may be deemed expedient or to take money on deposit or otherwise (merely for the purpose of financing the business of the Company) and to lend money to customers and others having dealing with the Company and to guarantee the performance of contracts by any such person and to execute all deeds, writings and assurances for any of the aforesaid purposes subject to the provisions of Sections 73, 180, 181 and other applicable provisions of the Companies Act, 2013 and directives of the Reserve Bank of India.
35. To open and operate upon accounts with any Bank or financial institutions, companies, firm or person and to draw, make, accept, enforce, discount, execute and issue cheques, promissory notes, bills of exchange, hundis, letters, of credit, bills of lading, railway receipts, warrants, debentures, government securities and other descriptions and to buy, sell and deal in the same subject to Section 73 of the Companies Act, 2013, and directives of the Reserve Bank of India.
36. To apply for or join in applying for and obtain from any legislative authority, government, local, municipal or other authority or body or from landholder or other person for any legislative laws, decrees, concessions, orders, rights, licenses, consents, privileges or authorities that may seem conducive to the above objects or seem any of them expedient and to obtain any provisional order or act for enabling the Company to carry out any of its objects into effect or for any other proceedings or application or legislation or alteration, cancellation of any taxes, duties or tariffs.

37. To remunerate any person or company for service rendered or to be rendered in placing or assisting to place or guarantee and/or guaranteeing the placing of any of the shares in the Company's capital or any debentures or other securities of the Company or the conduct of its business or otherwise assisting or rendering services directly or indirectly to the Company.
38. To train or pay for the training in India or abroad of any of the Company's employees or any candidate in the interest of, for furtherance of the Company's objects.
39. To create any depreciation fund, reserve fund, sinking fund, insurance fund or any special or other fund whether for depreciation or for repairing, improving, extending or maintaining any of the property of the Company for redemption of debentures or redeemable preference shares or for any other purpose whatsoever conducive to the interest of the Company.
40. To stand guarantors and be surety or answerable for the default of any person, firm or company arising on contracts or payment or repayment of moneys or loans of the fulfillment of any obligations or performances by any such person, firm or company and to enter into contracts of indemnity, surety, guarantee or bond on such terms and conditions as may seem necessary or expedient for affecting the same.
41. To acquire and take over any business or undertaking carried on upon or in connection with any land or building which this Company may desire to acquire or become interested in and the whole or any of the assets, goodwill or liabilities of such business or undertaking and to carry on the same or dispose of or remove or put on or otherwise deal with the same as may seem expedient or subject to the applicable provisions of the Companies Act, 2013, to buy or sell or dispose of the undertaking 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 having objects altogether or in part similar to those of this Company.
42. To enter into technical or management collaboration with Indian or foreign parties for the purpose of Company's business.
43. To agree to refer to arbitration and to refer to arbitration disputes present or future between the Company and any other company, firm or individual and submit the same to arbitration of an arbitrator in India or abroad and either in accordance with Indian or any other foreign system of law.
44. To equip, expeditions, commission and to employ and remunerate experts and other agents in connection therewith, with a view to securing any of the objects of the Company.
45. To procure the recognition of the Company in or under the laws of any places in India or outside India and regulate agencies for the purpose of Company's business.
46. To undertake and execute any trust, the undertaking of which may seem to the Company desirable, either gratuitously or otherwise.

47. To adopt such means for making known the business and/or products of this Company by advertisements in press, periodicals, magazines through cineslides and films, electronic media-TV, internet, websites, telecom, SMS and MMS, by issue of circulars, posters, calendars, showcards, hoardings, by radio programmes, exhibitions, trade fairs, fashion shows, by publication of books, periodicals, by purchase and exhibition of work of art or interest, and by granting prizes reward and donations, or in any other manner as the Board of Directors may deem fit, subject to the provisions of the Companies Act, 2013, whichever is applicable.
48. To issue the whole or any part of the property of the Company either fully or partially to protect and indemnify the Company from liability or loss in any respect either fully or partially and also to insure and to protect and indemnify and part or portion thereof either on mutual principal or otherwise.
49. To provide for welfare of the Directors or ex-directors or the employees or ex-employees of the Company and the wives, widows and families or dependents or connections of such persons, by buildings or by contributing to the buildings of houses, dwellings of chawls, by grant of money, pensions, allowances, bonuses, or other payments, or by creating and from time to time subscribing or contributing to provident and other funds, schools, places of instruction, recreation clubs, hospitals, and dispensaries, medical and other attendance and other assistances as the Company shall think fit.
50. To institute and to define any suit, appeal, application for review or provision or any other application of any nature whatsoever or to take out executions, to enter into agreements or reference to any awards, and for all such purposes to engage or retain counsels, attorneys and agents and when necessary or remove them.
51. In the event of winding up, to be distributed among the members of the Company in specie or in kind any property of the Company subject to the provisions of the Companies Act, 2013.
52. To act as agents, traders, financiers, contractors, distributors, factors, brokers, underwriters, supervisors, liquidators, exporters, importers and shippers in relation to the business carried on by the Company.
53. To act as technical adviser or consultants or as market surveyors and/or offer such services or technical know-how and/or management or consultancy services to any company, body corporate, firm or person/s, employees or ex-employees of the Company, and for any purpose and to act as management consultants and provides such services.
54. To take or otherwise acquire, hold and deal in Government securities, bonds, debentures or securities issued by any local or public body.
55. Subject to any legislation for the time being in force, to borrow from Financial/ Investment / Mutual Funds / Banks or from any other source.



56. To create any reserve fund, sinking fund, insurance fund or any other special fund whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company, or for any other purpose conducive to the interest of the Company.
57. To incur debts and obligations for the conduct of any business of the Company, and to purchase or hire goods, materials or machinery on credit or otherwise for any purpose or business of the Company.

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

5<sup>th</sup> *\*The authorized share capital of the Company is Rs. 974,35,00,000/- (Rupees Nine Hundred and Seventy Four Crore and Thirty-Five Lakhs Only) divided into 7,45,70,000 (Seven Crores Forty-Five Lakhs Seventy Thousand Only) Equity Shares of Rs. 10/- (Rupees Ten only) each and 89,97,80,000 (Eighty-Nine Crore Ninety Seven Lakh Eighty Thousand Only) Compulsory Convertible Cumulative Preference Shares ('CCPS') of Rs. 10/- (Rupees Ten only) each.*

*Out of the total preference share capital of the Company:*

- a. 56,58,47,000 (Fifty-Six Crore Fifty-Eight Lakhs and Forty-Seven Thousand only) CCPS of Rs. 10 (Rupees Ten only) each are classified as Series A1 CCPS;*
- b. 19,35,64,100 (Nineteen Crore Thirty-Five Lakhs Sixty-Four Thousand and One Hundred only) CCPS of Rs. 10 (Rupees Ten only) each are classified as Series A2 CCPS;*
- c. 39,96,900 (Thirty-Nine Lakhs Ninety-Six Thousand and Nine Hundred only) CCPS of Rs. 10 (Rupees Ten only) each are classified as Series A3 CCPS;*
- d. 3,63,72,000 (Three Crores Sixty-Three Lakhs and Seventy-Two Thousand only) CCPS of Rs. 10 (Rupees Ten only) each are classified as Series A4 CCPS;*
- e. 10,00,00,000 (Ten Crores only) CCPS of Rs. 10 (Rupees Ten only) each are classified as Series A5 CCPS.'*

*\*The authorised capital was increased from INR 1,000,000 to INR 1650,000,000 vide Extra Ordinary General meeting of shareholders held on 17.07.2018*

*\*The authorised capital was reclassified 97,50,000 equity shares reclassified into 97,50,000 compulsory convertible cumulative preference shares.*

*\*The authorised capital was increased from INR 1,650,000,000 to INR 3,650,000,000 vide Extra Ordinary General meeting of shareholders held on 04.01.2019*

*\*The authorised capital was increased from INR 3,650,000,000/- to INR 6,000,000,000/- vide Extra Ordinary General meeting of shareholders held on 18.07.2019*

*\*The authorised capital was increased from INR 6,000,000,000/- to INR 7,000,000,000/- vide Extra Ordinary General meeting of shareholders held on 11.06.2020*

*\*The authorised capital was increased from INR 7,000,000,000/- to INR 7,043,500,000/-vide Extra Ordinary General meeting of shareholders held on 23.09.2021.*

*\*The authorised capital was increased from INR 7,043,500,000/- to INR 8,043,500,000/-vide Extra Ordinary General meeting of shareholders held on 12.07.2022.*

*\*The authorised capital was increased from INR 8,043,500,000/- to INR 974,35,00,000/- vide Extra Ordinary General meeting of shareholders held on 08.07.2023.*

6<sup>th</sup> We, the several persons whose names and addresses are subscribed below are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we agree to undertake the number of shares in the Capital of the Company set against our respective names

S.No.	Subscriber Details					
	Name, Address, Description and Occupation	DIN/PAN/Passport Number	No. of shares taken		DSC	Dated
1	Prabhat Agrawal 2106, Tower 2, Casa Grande, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400013 Occupation - Service	07466382	50000	Equity	AGRA WAL PRAB HAT	10/01/18
2	Prem Sethi House No-3, Sector-37 Faridabad Pin-121003 Occupation - Business	07077034	50000	Equity	Prem Sethi	10/01/18
Total Shares taken			100,000.00	Equity		

Signed before Me					
Name	Address, Description and Occupation		DIN/PAN/Passport Number/ Membership Number	DSC	Dated
ACS	Hamza Abbas Boxwala	Rise Mumbai, 19th Floor, Tower B, Peninsula Business Park, Lower Parel, Mumbai - 400013 Practising Company Secretary	50604	Hamza Abbas Boxwa la	10/01/18