

No. 6104

**FRESH CERTIFICATE OF INCORPORATION
CONSEQUENT ON CHANGE OF NAME**

**IN THE OFFICE OF THE REGISTRAR OF COMPANIES,
MAHARASHTRA, MUMBAI.**

In the matter of "**HINDUSTAN CIBA-GEIGY LIMITED**"

I hereby approve and signify in writing under Section 21 of the Companies Act, 1976 (Act of 1956)-read with the Government of India, Department of Company on the Notification No. G.S.R. 507E dated the 24th June 1985 the change of name of the Company

from: **HINDUSTAN CIBA-GEIGY LIMITED**

to: **NOVARTIS INDIA LIMITED**

and I hereby certify that **HINDUSTAN CIBA-GEIGY LIMITED** which was originally incorporated on THIRTEENTH day of DECEMBER 1947 under the INDIAN COMPANIES ACT, VII of 1913 and under the name **CIBA-GEIGY OF INDIA LIMITED** having duly passed the necessary resolution in terms of Section 21 of the Companies Act, 1956, the name of the said Company is this day changed to **NOVARTIS INDIA LIMITED** and this certificate is issued pursuant to Section 23(1) of the said Act.

Given under my hand at BOMBAY this Twenty First day of October 1997 (One thousand nine hundred ninety seven)

* vide order dated 29-8-97
passed by the Hon'ble High
Court - Mumbai, received
by the Company on 29-9-97

Sd/-
(Y. M. Deollikar)
Asstt. Registrar of Companies,
Maharashtra, Mumbai.

No. 6104/CTA

**FRESH CERTIFICATE OF INCORPORATION
CONSEQUENT ON CHANGE OF NAME**

**IN THE OFFICE OF THE REGISTRAR OF COMPANIES,
(MAHARASHTRA)**

Under the Companies Act, 1956 (1 of 1956)

In the matter of "**CIBA-GEIGY OF INDIA LIMITED**"

I hereby certify that **CIBA-GEIGY OF INDIA LIMITED**, which was originally incorporated on THIRTEENTH day of DECEMBER 1947 under the @ INDIAN COMPANIES ACT, 1913 and under the name **CIBA-GEIGY OF INDIA 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 in the Regional Director, Company Law Board, Western Region, Bombay letter No. RD: 113{21}11/82 dated 27-12-1982, the name of the said Company is this day changed to **HINDUSTAN CIBA-GEIGY LIMITED** and this certificate is issued pursuant to Section 23(1) of the said Act.

Given under my hand at BOMBAY this FIRST day of JANUARY 1983
(One thousand nine hundred and Eighty Three).

Sd/-

(J. N. KAUL)

Asstt. Registrar of Companies,
Maharashtra, Bombay.

Notes:

1. Here give the name of the Company as existing prior to the change.
2. @Here give the name of the Act(s) under which the Company was originally registered and incorporated.

No. 6104

**FRESH CERTIFICATE OF INCORPORATION
CONSEQUENT ON CHANGE OF NAME**

**IN THE OFFICE OF THE REGISTRAR OF COMPANIES,
(MAHARASHTRA)**

Under the Companies Act, 1956 (1 of 1956)

In the matter of "**CIBA OF INDIA LIMITED**"

I hereby certify that **CIBA OF INDIA LIMITED** which was originally incorporated on THIRTEENTH day of DECEMBER 1947 under the @ INDIAN COMPANIES ACT, 1913 and under the name **CIBA PHARMA 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 in the Regional Director, Company Law Board, Western Region, Bombay letter No. RD: 7(21)2/74 dated 22-3-1974, the name of the said Company is this day changed to **CIBA-GEIGY OF INDIA LIMITED** and this certificate is issued pursuant to Section 23(1) of the said Act.

Given under my hand at BOMBAY this Twenty Second day of March 1974 (One thousand nine hundred Seventy four)

THE SEAL OF
THE REGISTRAR
OF COMPANIES,
MAHARASHTRA

Sd/-
(V. M. Godbole)
Asstt. Registrar of Companies,
Maharashtra, Bombay

Notes:

1. Here give the name of the Company as existing prior to the change.
2. @Here give the name of the Act(s) under which the Company was originally registered and incorporated.

No. 6104

**FRESH CERTIFICATE OF INCORPORATION
CONSEQUENT ON CHANGE OF NAME**

**IN THE OFFICE OF THE REGISTRAR OF COMPANIES,
(MAHARASHTRA)**

Under the Companies Act, 1956 (1 of 1956)

In the matter of "**CIBA PHARMA PRIVATE LIMITED**"
BOMBAY

I hereby certify that **CIBA PHARMA PRIVATE LIMITED**, which was originally incorporated on 13th day of December 1947 under the @ INDIAN COMPANIES ACT, 1913 and under the name **CIBA PHARMA 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 in the Ministry of Commerce and Industry, Department of Company Law Administration/ Regional Director, Western Region, Bombay by his letter No. RD: 12 (39)-60-Change dated 22nd December, 1960, the name of the said Company is this day changed to "**CIBA OF INDIA LIMITED**" and this certificate is issued pursuant to Section 23(1) of the said Act.

Given under my hand at BOMBAY this Fifth day of January One Thousand nine hundred sixty one (15th Pausa, 1882)

Sd/-

(A. K. BANERJEE)

Asstt. Registrar of Companies,
Bombay.

amended vide Registrar of Companies letter No. 6104/TA
dated 25-4-1961.



Certificate of Incorporation

No. 6104 of 1947-1948

I hereby Certify that CIBA PHARMA PRIVATE LIMITED is this day incorporated under the Indian Companies Act VII of 1913, and that the Company is Limited.

Given under my hand at BOMBAY this THIRTEENTH day of DECEMBER One thousand Nine hundred and Forty-seven.

Sd/- BEHRAMJI M. MODY
Registrar of Companies,
Bombay.

THE INDIAN COMPANIES ACT, 1913

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

NOVARTIS INDIA LIMITED

- I. The name of the Company is NOVARTIS INDIA LIMITED.
- II. The Registered office of the Company will be situated in the Province of Bombay.
- III. The objects for which the Company is established are :
 - (1) To manufacture, refine, import, export, buy, sell and deal in drugs, medicines and chemical, pharmaceutical and biological products and preparations of all kinds and all substances, apparatus and things capable of being used in connection with such products.
 - (2) To carry on business as chemists and druggists in all their branches.
 - (3) To manufacture and deal in proprietary articles of all kinds, medical and surgical dressings and appliances, patent medicines, chemical, electrical, scientific and photographic apparatus and materials.
 - (4) To distill, rectify, refine, manufacture and deal in essences and essential oils, natural and synthetic perfumes, and all articles used in perfumery, natural and synthetic fruit essences, flavoring essences, colours and all articles used by confectioneries, distillers and aerated and mineral water manufacturers and manufacturers of article waters and other beverages.
 - (5) To manufacture, produce, import, export, buy, sell, and deal in lotions, extracts, oils, soaps, cosmetics, creams, unguents, pomades, powders, preparations for the teeth and hair, rouge, paints, sachets, toilet requisites and preparations, salts and perfumery goods of all kinds and descriptions and other commodities, articles and things of an analogous description, character or use.
 - (5A) To carry on business as manufacturers, importers and exporters of, and dealers (as agents or otherwise), in dyes, dyestuffs, dyeware, textile auxiliary products, colours, paints, pigments, compounds, varnishes, plastics and plastic goods, synthetic resins, disinfectants, fertilizers, salts, insecticides, pesticides, germinations and medicinal, industrial, surgical, hospital and laboratory furniture, equipment and apparatus and other preparations compounds substances, apparatus and articles as all proprietary preparations and articles of all kinds intended for or capable of being used in or in connection with any such business as aforesaid.

(Inserted as per Extraordinary General Meeting of the Shareholders dated 30th June 1960).
 - (5B) To carry on business as chemical engineers, sterilizers, dyers, cleaners, makers of chemical plant and materials, laboratory proprietors, metallurgists, engineers, and metal and wood-workers, electroplaters, and general storekeepers and merchants.

(Inserted as per Extraordinary General Meeting of the Shareholders dated 30th June 1960).
 - (5C) To buy, sell, manufacture, refine, manipulate, import, export and deal in all substances, apparatus and things required by any customers of or persons having dealings with the Company either by wholesale or retail.

(Inserted as per Extraordinary General Meeting of the Shareholders dated 30th June 1960).

* (The name of the Company changed pursuant to the order of the Hon'ble High Court of Judicature of Bombay date 29-08-1997).

- (5D) 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 and things necessary or convenient for carrying on any of the above business or proceedings of usually dealt in by persons engaged in the like business or proceedings.

(Inserted as per Extraordinary General Meeting of the Shareholders dated 30th June 1960).

- (6) To establish, provide, maintain and conduct or otherwise subsidise research laboratories and experimental workshops for scientific and technical research and tests of all kinds and to promote studies and research both scientific and technical, investigation and invention by providing, subsidizing, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing for the remunerations of scientific or technical professors or teachers and by providing for the award of exhibition, scholarship, prizes and grants to students or otherwise and generally to encourage, promote and reward studies, researches, investigation, experiment, tests and inventions of any kind that may be considered likely to assist any of the businesses which the Company is authorized to carry on.
- (7) To carry on all kinds of agency business and to Act as managing agents of any business, firm, Company, corporation or association of persons.
- (7A) To carry on business of exporters, importers and general merchants, traders, commission agents and manufacturers, distributors, concessionaires and agents in any goods, articles, commodities or classes of goods, articles or commodities whatsoever.

(Inserted as per Extraordinary General Meeting of the Shareholders dated 28th December, 1967).

- (8) To carry on any other business, whether manufacturing or otherwise, which may seem to the Company capable of being conveniently carried on in connection with any business of the Company or calculated directly or indirectly to enhance the value of, or render profitable, any of the Company's property or rights for the time being.
- (9) To acquire and undertake the whole or any part of the business, property and liabilities of any person or Company carrying on any business which the Company is authorized to carry on, or possessed of property suitable for the purpose of this Company.
- (10) To take, or otherwise acquire, and hold shares 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.
- (11) Generally, to purchase, take on lease or in exchange, hire or otherwise acquire, any immovable or moveable property, and any rights or privileges which the Company may think necessary or convenient for the purposes of its business in particular any land, buildings, easements, machinery, plant and stock-in-trade and either to retain any property so acquired for the purpose of the Company's business or turn the same to account as may seem expedient.
- (12) To construct, improve, maintain, develop, work, manage, carry out or control any buildings, factories or works, or any roads, ways, tramways, railways, branches or sidings, bridges, wells, reservoirs, water-courses, wharves, ware-houses, electric works, shops, stores, chawls and other buildings for housing work-people and others, or other works and conveniences which may seem calculated directly or indirectly to advance the Company's interests and to contribute to, subsidise or otherwise assist or take part in the construction, improvement, maintenance, development, working, management, carrying out of control thereof.
- (13) To apply for, purchase, or otherwise acquire, any patents, brevets d'inventions, licenses, concessions, and the like conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to any inventions 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.
- (14) 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.
- (15) To establish branches, or appoint agencies for, or in connection with, any of the objects of the Company.

- (16) To adopt such means of making known the products 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.
- (17) To establish and support, or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or ex-employees of the Company or its predecessors in business, or the dependents or connections of such persons, and to grant pensions and allowances, and to make payment towards insurance, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public, general or useful object.
- (18) To enter into any arrangements with any Government, or authority, supreme, municipal, local, or otherwise, that may seem conducive to the Company's objects or any of them, and to obtain from any such Government or authority all rights, concessions and privileges which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (19) To obtain any provisional order of Act of any Government in India or any provincial Legislature or Government for enabling the Company any of its objects into effect 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 interest.
- (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 in, or being authorized, to carry on, 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 or indirectly to benefit this Company.
- (20A) To amalgamate with any Company or companies having objects altogether or in part similar to those of this Company.
- (Inserted as per Extraordinary General Meeting of the Shareholders dated 30th June 1960).
- (21) To sell, lease, grant licenses, easement and other right 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 considerations as the Company may think fit, and in particular of shares, debentures or securities of any other Company.
- (22) To promote, or join in the promotion of any Company or companies for the purpose of acquiring all or any of the property, rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to benefit this Company and to underwrite shares and securities therein.
- (23) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined.
- (24) To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and in particular by mortgage, or by the issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the Company's property (both present and future), including its uncalled capital, and to purchase, redeem and pay off any such securities.
- (25) To undertake and execute any trusts and undertaking of which may seem to the Company desirable and either gratuitously or otherwise.
- (26) 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 of securities.
- (27) To remunerate any person 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 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.
- (28) To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with, all or any part of the property whether immoveable or moveable or any other kind whatsoever and rights of the Company for the time being.

- (29) To effect all such insurances in relation to the property of the Company and the carrying on of its business and any risks incidental thereto as may seem expedient.
- (30) To distribute any of the property of the Company in specie among the members.
- (31) To do all or any of the above things either as principals, agents, trustees, contractors or otherwise, and by or through agents, sub-contractors, trustees or otherwise, and either alone or in conjunction with others.
- (32) To do all such other things as may be incidental or conducive to the attainment of the above objects.

And it is hereby declared that the word "Company" (save when used in reference to this Company) in this clause shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated and wherever domiciled, and that the objects set forth in any sub-clause of this clause shall not, except when the context expressly so requires, be in any wise limited or restricted by reference to or inference from the terms of any other sub-clause, or by the name of the Company. None of such sub-clauses or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause of this clause, but the Company shall have full power to exercise all or any of the powers conferred by any of this clause in any part of the world and notwithstanding that the business, undertaking, property or Acts, proposed to be transacted, acquired, dealt with or performed, do not fall within the objects of the first sub-clause of this clause.

IV. The liability of the members is limited.

V. The Authorized Share Capital of the Company is Rs. 32,00,00,000/- (Rupees Thirty two crores) divided into 6,40,00,000 Equity Shares of Rs. 5/- each.

(Pursuant to the order of the Hon'ble High Court of Judicature Bombay dated 12.10.2000)

Any shares of the original or increased capital may from time to time be issued with any such guarantee or any such rights of preference, whether in respect of dividend or of re-payment of capital, or both, or any such other special privilege or advantage over any shares previously issued, or with such deferred or qualified rights as compared with any shares previously issued or then about to be issued, or subject to any such provisions or conditions and with any special rights or limited right or without any right to voting; and generally on such terms as the Company may from time to time determine.

The rights of the holders of any class of shares for the time being forming part of the capital of the Company, may be modified, affected, extended or surrendered either with the consent in writing of the holders of three-fourths of the issued shares of the class or with the sanction of an Extraordinary Resolution of the members of the class, as provided by the Articles of Association, as originally registered or as altered by Special Resolution.

We, the several persons, whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and respectively agree to take the numbers of shares in the capital of the Company set opposite our respective names.

Names, Addresses & Descriptions of Subscribers	Number of Shares taken by each Subscriber
W. Everard Nenninger, Merchant, Carlton Terrace, Warden Road, Bombay.	One
W. Weissenbach Merchant, Chateau Marine, Marine Drive, Bombay.	One

Dated this 8th day of December, 1947

Witnesses to both the above Signatures:

A.E. Blair
Solicitor,
Bombay.