

**Dr. N.R.K. BIO - TECH PRIVATE LIMITED
INCORPORATED UNDER THE COMPANIES ACT, 1956**

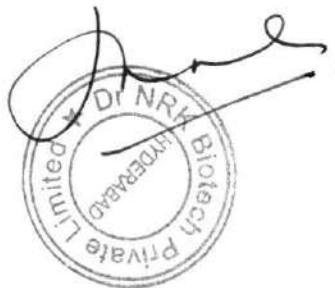
(1 OF 1956)

COMPANY LIMITED BY SHARES

MOMORANDUM OF ASSOCIATION ,--

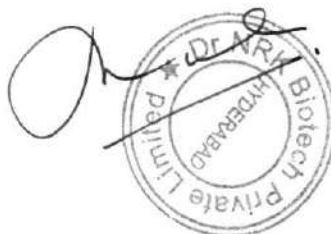
Dr. N.R.K. BIO - TECH PRIVATE LIMITED

- I. The Name of the Company is Dr. N.R.K. Bio-Tech. Pvt. Ltd.
- II. The Registered Office of the Company will be situated in the State of Andhra Pradesh.
- III. objects of which the Company is established are
 - A. The Main Objects to be pursued by the Company on its incorporation are :
 1. To develop, establish, maintain and aid in the development, establishment and maintenance of laboratories, research stations, containment facilities and programmes for the purpose of effecting improvement of all kinds of pharmaceuticals, biotech products in medicine, animal feeds and to develop new biotech, pharmaceutical and other areas of product lines useful in pharmaceutical, healthcare, medicine and industry¹.
 2. To conduct, study, research, analyze, computerized, codify, reconcile, rectify, the systems bio-technological products and deal in bio-chemical compounds, tools, apparatus, systems and to use new and imported designs, models modulations, calculations, reports, performs in the field of bio-technology. And to establish new products in animal, plants human fields by research and development in medical drugs, pharmaceuticals, medical and health care products and manufacture, deal foods and medicated cosmetics.
 3. To carry on the business of establishment of Biotechnology parks and biotechnology in India and / or abroad by way of real estate development.²

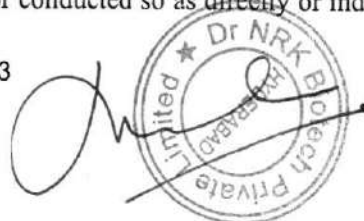


B) THE OBJECTS THAT ARE INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE.

1. To acquire, promote, own, establish maintain and manage offices, training centers, software centers, firms, companies, warehouses, factories, plant & machinery, equipment in India or any part of the World for the conduct of the business of the Company conveniently or for the sale of any materials or things for the time being at the disposal of the company for sale.
2. To acquire real or leasehold estate, and to purchase, lease, construct or otherwise acquire or provide in any place in which any part of the business of the company may from time to time be carried on all such offices, factories, warehouses, workshops, buildings, engines, machinery plant and appliances may be considered requisite and essential for the purpose of carrying on business of company or any part thereof.
3. To acquire and secure membership, seat or privilege either in the name of the company or its nominee or nominees in and of any association, exchanges, market, club or other institution in India or any part of the world for furtherance of any of the main objects of the company or any business, trade or industry.
4. To enter into collaboration as joint ventures or otherwise with parties in India or abroad for the purposes of promotion, improvement and for implementation of any or all the object of the Company.
5. To buy, plant, produce, prepare, treat, repair, manipulate, exchange, hire, let on hire import, dispose of the deal in all kinds of articles and things which may be required for the purpose of any of the business which the Company is expressly or by implication authorized by this Memorandum to carry on or which are commonly supplied or dealt in by persons engaged and such business or which may seem capable of being profitably dealt in connection with an of the said business & to manufacturer and deal in all kinds of plant, machinery, apparatus tools, utensils materials & things necessary or convenient for carrying on all or any of the main objects of Company and to carry on any other business.
6. To erect buildings, sheds, roads or houses on any land leased or purchased or to be leased to the company and to enlarge, alter or improve existing buildings, sheds, roads or houses thereon, for the purpose of business of the company.
7. To employ or otherwise acquire technical experts, engineers, mechanics, foremen or skilled and unskilled labor for any of the purposes or business of the Company.
8. To make, undertake or encourage, experiment, research or invent in connection with the business of the company.
9. To apply for tender, purchase or otherwise acquire, contracts, subcontractors and concessions for all or any of them and to undertake, execute, carryout, dispose of or otherwise turn to account the same and to sublet all or any contracts from time to time and upon such terms and conditions as may be thought expedient.
10. To let on lease any machinery, plant, buildings and equipment's of the Company for the time being the property of the Company or property which will be acquired in due course whether as a whole or part by part to any person, firm or Company.



11. To develop, repair, improve, extend, maintain, manage, mortgage, charge, exchange, sell or transfer, dispose of sum to account or otherwise deal with the whole or any part of Company's property and assets.
12. To purchase, take on lease or in exchange, hire or otherwise acquire any estates [property or otherwise] land or lands in India or elsewhere and any right of way, water rights and other rights, privileges and easements and concession and factories, machinery, implements, tools, live and dead stock, stores, effects and other property, real or personal immovable of any kind in so far as they are related or required for the Company's business.
13. To exchange, lease, mortgage, charge, develop, dispose of or otherwise deal with the undertaking of the Company or any part thereof upon such terms and for such consideration as the company may think fit and in particular for shares or other securities of any other company having objects altogether or in part - to those of this company.
14. To remunerate [by cash or otherwise or by other assets or by allotment of fully or partly paid up shares or in any other manner] any persons, firms associations or companies for services rendered or to be rendered in giving technical aid and advice, granting licenses or permissions for use of patents, trade secrets, trademarks, processes and in acting as trustees for debenture holders of the Company or for subscriptions whether absolutely or conditionally or for services rendered in or about the formation or promotion of the Company, if any, or for guaranteeing payment of such debenture or other securities of this Company and in any company promoted by this company or in introducing any property or business to this Company or in or about the conduct of the business of this Company or interest there on, any
15. To build alter, construct and maintain any project, factories, warehouses, chawls, dwellings, reservoirs, tanks, roads, railway siding and canals and other buildings or work necessary or convenient for the company or which can be conveniently used in connection therewith.
16. To purchase or by any other means acquire and project, prolong and renew, whether in India or elsewhere, any patents, rights, processes and secrets, inventions, licenses, protections and concessions which may appear likely to be advantageous or useful to the Company and to use and turn to account and to manufacture or grant licenses or privileges in respects of the company and spend money experimenting upon and testing and in improving seeking to improve any patents, inventions, processes, secrets and rights which the Company acquire or propose to acquire
17. To purchase or otherwise acquire and undertake the whole or any part of business, property rights or liabilities of any person, firm or company carrying on any business which the company is authorized to carry on or possessed of property or right suitable for any of the purposes of the Company and to purchase, acquire, promote, aid, sell and deal in property shares, stocks, debentures or debenture stocks of any such person, firm or Company and to conduct, make or carry on and to effect any arrangements in regard for the winding up of the business of any such persons, firm or company.
18. To enter into partnership, joint venture or any other arrangement for sharing of profits, co-operation, amalgamation, union of the interest, joint venture, reciprocal concession or otherwise with any Government, authority, person, firm or Company carrying on or engaged in or about to carry on, engage in, any business or transaction which this Company is authorized to carry on or engaged in, or any business or transaction which may seem capable of being carried on or conducted so as directly or indirectly to benefit

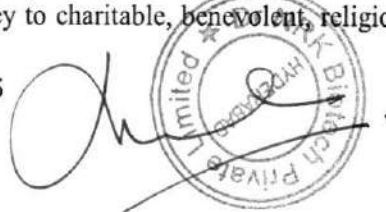


the Company and to lend money, to guarantee the contracts of or otherwise assist any such person, firm or company and to take or otherwise acquire shares and securities of any such company and to sell, hold, reissue with or without guarantee or otherwise deal with the same.

19. To amalgamate with any other Company or Companies having objects altogether or in part similar to those of this Company.
20. To lend money to such persons or companies and on such terms such 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.
21. To invest and deal with the money of the company not immediately required in such manner as may from time to time be determined by the Board of Directors.
22. To enter into agreements with any Government or author be supreme local or otherwise which may seem conducive to the Company's objects or any of them; to obtain from any such Government or authority any rights or privileges and concession which company may think desirable to obtain and to carry out, exercise and comply with any such agreements, rights, privileges and concessions and to oppose the grant of any such rights, privileges or concessions to others.
23. To ensure with any person or company against losses, damages, risks and liabilities of any kind which may affect the Company either wholly or partly.
24. 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 the dependents or connections of such persons and to grant pensions and allowances and to make payments towards finance.
25. To assist any company financially or otherwise or by issuing or subscribing for or guaranteeing the subscription and issue of capital shares, stock, debentures, debenture-stock or other securities and to hold the shares, stocks and securities of any Company not withstanding there maybe liability thereon.
26. To promote and form and to be interested in and take, hold and dispose of shares in other companies having all or any of the objects mentioned in the Memorandum or which may be considered useful to this Company and to transfer to any such company property of this Company to take or otherwise acquire, hold and dispose of shares, debentures and other securities in or of any such company and to subsidize or otherwise assist any such company.
27. Generally in India or elsewhere to carry on or assist or participate in any other business or trade which may seem to the Company capable of being conveniently carries as ancillary to the above main objects or calculated directly or indirectly to promote the interests of the company or to enhance the value of or render profitable any of the Company's property or rights.
28. To pay all costs, charges and expenses of and incidental to the promotion, formation, registration and establishment of the Company and to remunerate or donate to [by cash or by the allotment of fully or partly paid shares, or by call or option on shares, debentures, debenture-stock or securities of this or any other company, whether out of the company's capital profits or otherwise] any person for services rendered or to be rendered or introducing any property or business to the Company or for any other reason which company may think proper.



29. To procure the registration or other recognition of the company in any country, state or place and to establish and regulate agencies for the purpose of the company business and to apply to any parliament, local Government, Municipal or other authority or body, in India or elsewhere for any Acts of parliament, laws, decrees; concessions, orders, rights or privileges that may seem conducive to the Company's objects or any of them and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
30. To draw, accept, make and to endorse, discount or negotiate promissory notes, bonds, bills of exchange, bills of lading and other negotiable instruments connected with the business or purpose of this company, subject to Banking Regulations Act, 1949.
31. To incur debts and obligations for the conduct of any business of the company and to purchase or hire the goods, materials, or machinery on credit or otherwise for any business or purpose of this company.
32. To borrow or raise money at interest or otherwise from financial institutions, banks, companies, firms and individuals, in such manner as the company may think fit, and or buy the issue of debentures or debenture-stock, perpetual or otherwise including debentures and 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 assignment or otherwise, and to transfer or convert the same absolutely or in trust and to give the lenders powers of sale and other powers as may seem expedient, and to purchase, redeem or pay off any such securities. But the company shall not do any banking business as defined in the Banking Regulations Act, 1949.
33. To accumulate funds, to lend, invest or otherwise employ money belonging or entrusted to the company upon securities and shares or without security, upon such terms as may be thought proper and from time to time to vary such transaction in such manner as the Company thinks fit but not to do the business of banking within the meaning of the Banking Regulations Act, 1949.
34. To open an account or accounts with any individual firm or company or with any banker or banks or bankers or shroffs and to pay into and to withdraw money from such accounts, whether they be in credit or otherwise.
35. To take advances or services to company purchase of materials, goods, machinery, stores or any other property, articles and things required for purpose of company upon such terms with or without security as Company may deem expedient.
36. To create any Depreciation Fund, Reserve Fund, Sinking Fund, Insurance Fund, or any other special Fund, 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 interests of the Company.
37. To provide for the welfare of the directors, officers, employees and ex-directors, ex-employees of the Company and the wives, widows and families or dependants or connections for such persons by building or contributing to the building of houses, dwellings or crows or by grants of money, pension allowances, bonus or other payments or by creating and from time to time subscribing or contributing to provident for the their associations, instructions, funds or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries medical & other assistance as the Company shall think fit; to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific,

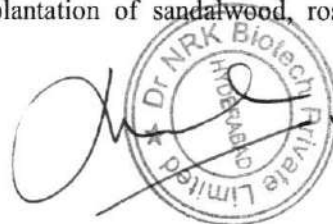


national, public or other institutions and objects which shall have any moral or other claim to support or aid by Company either by reason of locality of operation or of public & general utility or otherwise, to incur expenditure in developing the education and to grant scholar ships, aids or any other help to students including, incurring and paying expenses on sending them for higher studies either in India or in any Foreign Country.

38. To adopt such means for making known the products of or the business carried on by the Company as may seem expedient and in particular by advertising in press by circulars or purchase or exhibition of works of art and interest and by publication of books and periodicals and by granting prizes, awards and donations.
39. To open and keep a Register or Registers in any country or countries where it may be deemed advisable to do so, and to allocate any number of shares in the company to such register or registers.
40. To vest any real or personal property, rights or interest acquired by or belonging to the company in any person or company on behalf of or for the benefit of the company and with or without any declared trust in favor of the Company, subject to the provision of Sec.49 of Companies Act, 1956.
41. Subject to the provision of Section 78 of the Companies Act, 1956 to place to reserve or otherwise to apply as the company may from time to time think fit, any money received by way of premium on shares or debentures issued at a premium by the Company and any money received as dividends accrued on the forfeited shares.
42. Subject to the provisions of Companies Act, 1956 to indemnify members, officers, directors and servants of the Company or persons otherwise concerned with the Company against proceedings, costs, damages, claims and demands in respect of any tiling done or ordered to be done by them for and in the interest of the Company or for any damages or losses or misfortune which shall happen in the execution of the duties of their office.
43. To promote freedom of contract and to assist, insure against counteract and discourage interference with freedom of contact and subscribe to any association or fund for any such purpose within constitutional means and to promote or oppose legislative and other measures, affecting the Industry, trade and commerce and manufacturer within constitutional means.
44. In the event of winding up of Company, to distribute any of the property of the Company amongst the members in specific or kind.
45. To train or pay for the training in India or abroad of any of the Company's Officers, employees or any candidate in the interest of or furtherance of the company's objects and business.

(C) OTHER OBJECTS

1. To carry on establish, maintain, hire, lease and deal in cold storage plant, storage chambers, freezing houses, warehouses and godowns and take and carry on storage, package, loading, unloading and delivery services for all kinds of seasonal agriculture products and all kind of foods, processed foods including sea foods.
2. To grow, maintain, establish any or and promote floriculture, fruit orchids, fruit gardens, teak plantations, sericulture, tissue culture, plantation of sandalwood, rosewood and

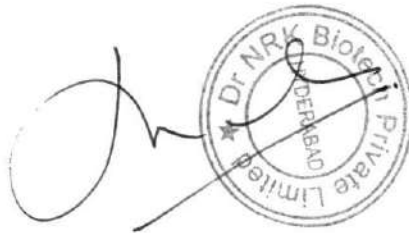


medicinal plants and to buy and sell export, trade and deal in all lands of produce from the above plantations.

3. To carry on business as financiers, promote and invest in new projects and to finance under Hire purchase, lease and any other schemes for acquiring machinery, domestic appliances, motor vehicles and cars, bills discounting and to and to invest in shares of Indian companies.
4. To manufacturer, process, fabricate, make, buy, sell, import, export, trade and deal in all kinds of plastic goods, plastic components and packing materials including pet bottles for the industrial and domestic purposes.
5. To carry on business as producers, exhibitors, distributors, and right holders of all features in Telugu, Hindi and English, T.V. Serials/Episodes and films for advertisement.
6. To carry on business as buyers, sellers, distributors, dealers, stockiests, traders, commission agents, C&F agents and wholesalers of all kind of domestic appliances, agriculture produce, millets including commercial produce such as oleoresins, chilies, turmeric, pepper, coriander and other related produce, spices, vegetables, fruits, processed and frozen foods, milk products, roots and canned/tinned foods.
7. To carry on, undertake and engage in all kinds of contracts of civil, mechanical engineering, electrical, irrigation, sewerage, water works, roads, railway works and all types of infrastructure projects including supply of material incidental thereto on turnkey basis or otherwise.

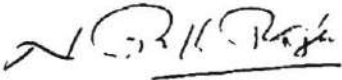
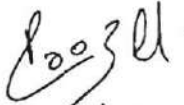
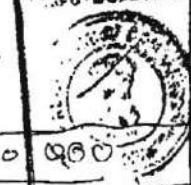
IV The liability of the members of the company is limited.

V. The Authorized share capital of the Company is Rs 5,00,00,000 (Rupees Five Crore Only) divided into 30,00,000 (Thirty Lakh Only) Equity Shares of Rs. 10/- (Rupees Ten) each and 20,00,000 (Twenty Lakh Only) Preference shares of Rs. 10/- (Rupees Ten) each.



E-7

We, the several persons whose names and addresses have been subscribed hereunder are desirous of being formed into a Company in pursuance of the Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names :

Sl. No.	Name, address, description and occupation and signatures of subscribers	Number of Equity shares taken by each subscriber	Name, address, description, occupation and signature of witness
1.	Nadimpally, Rama Krishna Raji S/o N.A. Raju R/o 502, Suraksha Sreena, Kothaguda (PO) Hitech City, Hyd-32 Occ: Business DOB: 10/5/48 	10,000 shares	
2.)	Nadimpally Nagga Poosa O/o Dr. N. R. K. Raju 502, Suraksha Sreena White fields, Kothaguda P/O Hi-tech City, Hyd-32 Occ: Student DOB: 12/02/1986  Total number of shares taken Nandharaj	10,000 shares	 B. N. and Company Chartered Accountant Road No 9 Jubilee Hills Hyderabad 23/12/04

Date: 15.12.04

Place: Hyderabad

