COMPANIES ACT, 2013
Company Limited by Guarantee Not Having Share Capital
(Incorporated under Section 8 of the Companies Act, 2013)

ARTICLES OF ASSOCIATION
OF
DNDI DRUGS FOR NEGLECTED DISEASES INITIATIVE INDIA FOUNDATION

PRELIMINARY

1. Unless specifically provided otherwise, the Articles contained in these Articles of Association shall overrule the Regulations contained in Table "H" in the Schedule I to the Companies Act, 2013. In case these Articles are silent on any matter then the applicable regulations of Table H shall apply. These Articles of Association shall be subject to any exercise of the statutory power of the Company in reference to the repeal or alteration of, or addition to, its regulation as prescribed by the Companies Act, 2013, and the Articles of Association shall refer to the Articles as existing from time to time.

INTERPRETATION

2. (1) In the construction of these Articles unless inconsistent with the context, the following words or expressions shall have the following meanings;

(a) "**Act**" means the Companies Act, 2013 and includes any statutory modification or re-enactment thereof for the time being in force;

(b) "**Articles**" shall mean the articles of association of the Company;

(c) "**Board**" shall mean the board of directors of the Company;

(d) "**Board Meeting**" means a meeting of the Board of the Company duly called and constituted with the requisite number of Directors present in order to pass resolutions in accordance with these Articles or the Act;

(e) "**Central Government**" in the context of Section 8 of the Act means the Registrar of Companies or any other authority as may be stipulated by the Act, from time to time;

(f) "**Committee**" means a committee of the Board;

(g) "**Company**" means **DNDI DRUGS FOR NEGLECTED DISEASES INITIATIVE INDIA FOUNDATION**;

(h) "**Director**" means a member of the Board of the Company;

(i) "**General Meeting**" shall mean the meeting of the Members of the Company;

(j) "**India**" means Republic of India;

(k) "**Member**" means the duly registered member of the Company;

(l) "**Memorandum**" means the memorandum of association of the Company, as may be amended from time to time;

(m) "**Officer**" means an officer duly appointed to such position by the Board of the Company;

(n) "**Person**" shall mean an individual, partnership, sole proprietorship, unincorporated association, unincorporated organization, partnership, general partnership, limited partnership, limited liability partnership, joint venture, company, limited liability company, joint stock company, body corporate, corporate (including any non-profit corporation), estate, trust, firm, government or other enterprise, association, organization or entity whether or not required to be incorporated or registered under law;

(o) "**Rupee**" means the lawful currency of India;

(p) "**Common Seal**" means the common seal of the Company; and

(q) "**Writing**", "**In writing**" and "**written**" shall include printing, lithography or part printing and part lithography and any other mode or modes of representing or reproducing words in a visible form.

(2) Except as otherwise provided, the words and expressions used herein have the same meaning as in the Act.

(3) The words imparting the singular number include the plural and vice versa. Words in one gender include all genders.

(4) Headings are inserted for convenience only and shall not affect the interpretation of these Articles.

SECTION 8 COMPANY

3. The Company is a Section 8 company within the meaning of the Act. All the privileges offered to a Section 8 company shall be available to the Company and in case there is any restrictive covenant which is stated in these Articles it will be at the discretion of the Company to comply with the said restrictive covenant or avail of the exemption available in the Act.

4. Wherever in the Act or other applicable laws, it has been provided that a company shall have any right, privilege or authority or that a company could carry out any transaction(s) only if such company is so authorized by its articles, then in that case, by virtue of this Article, the Company is hereby specifically authorized, empowered and entitled to have such right, privilege or authority, to carry out such transaction(s) as have been permitted by the Act (or other applicable law) without there being any separate / specific article in that behalf herein provided.

MEMBERS

5. The number of members with which the Company proposes to be registered is three, but the General Meeting may, from time to time, whenever the Company or the business of the Company requires, it, register an increase of members.

6. The members shall be the subscribers to the Memorandum and such other persons as the General Meeting shall admit to membership.

GENERAL MEETINGS

7. The Board may, whenever it thinks fit, call a General Meeting.

8. The Board must hold an annual General Meeting at least once every twelve months.

9. Subject to the Act, the Board shall call an extra-ordinary General Meeting if such a meeting is requisitioned by Members representing not less than one-tenth of the total voting power of all the members having a right to vote, as determined at the date of the requisition.

10. Notice of a General Meeting shall be given not less than fourteen (14) days before the date of the meeting. A General Meeting may be called after giving a notice shorter than fourteen days if consent is given by not less than 95% of the Members entitled to vote at such meeting.

11. Notice of every General Meeting shall be given to every Director, Member and auditor of the Company.

12. Any notice of the General Meeting must specify the information as required under the applicable provisions of the Act:

13. Any irregularity in the notice of a General Meeting, including the accidental omission to provide notice or the non-receipt of any such notice, shall not invalidate any resolution passed at or any proceedings of the General Meeting.

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14. No business shall be transacted at any General Meeting unless a quorum of Members is present when the meeting proceeds to transact business. A quorum of Members is present if at least two Members are actually present in person. If a quorum is not present within thirty (30) minutes of the time fixed for a General Meeting, the meeting shall be adjourned to the next day, at the same time and place, or to such other day and at such other time and place as the Board may determine.

15. Every Director is entitled to attend any General Meeting and to take part in the discussions at the General Meeting.

16. Subject to Article 44:

    (a) The chairman of the Board shall preside as chair at every General Meeting.

    (b) In the event that (i) there is no chairman of the Board, (ii) the chairman of the Board is not present within fifteen (15) minutes of the time fixed for the General Meeting, or (iii) the chairman of the Board is unwilling to act as chair of the meeting, the Directors present shall elect one of the Directors to be the chair of the General Meeting.

    (c) In the event that (i) no Director is willing to act as chair of the General Meeting, or (ii) no Director is present within fifteen (15) minutes of the scheduled start time of the meeting, the Members present shall choose one of the Members to be chair of the meeting.

17. (a) The chair of a General Meeting may adjourn the meeting from time to time. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

    (b) When a meeting is adjourned without appointing a day on which the meeting will reconvene, notice of the adjourned meeting shall be given in the same manner as notice for a General Meeting, except that this notice need not restate of the business to be transacted at the adjourned meeting.

18. The business plans, annual action plans and related budget prepared by the Board shall be effective only after the General Meeting approves the same.

19. At any General Meeting, every question shall be determined by a majority of the votes cast on the question, unless otherwise required by the Articles or the Act.

20. Each Member shall be entitled to one vote.

21. (a) If the Member is a company / body corporate, it may authorize a representative to represent it at a General Meeting. The representative shall not, by reason of his appointment, be deemed to be a proxy. The representative may exercise on the member company's behalf all of the powers the member company could exercise if the member company were an individual.

    (b) The authority of a representative shall be established by depositing with the Company a certified copy of the resolution appointing the representative, or in such other manner as may be satisfactory to the Board or the chair of the General Meeting.

22. Any objection to the results of vote shall be referred to the chair of the General Meeting, who shall determine forthwith whether to admit or reject the vote. Such a determination by the chair made in good faith shall be final and conclusive.

23. An objection to the qualification of any voter can only be raised at the General Meeting or the adjourned General Meeting during which the vote objected to is cast. Every vote not disallowed at a General Meeting shall be deemed to be valid.

24. Every Member entitled to vote at a General Meeting may appoint a proxy holder, or one or more alternate proxy holders, as his or its nominee to attend and act at the meeting in the manner and to the extent authorized and with the authority conferred by the proxy.

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25. A proxy shall be in writing under the hand of the Member or his duly authorized attorney, or, in the case of a member company, under its common seal or the hand of an authorized individual or any other authorized representative, in accordance with the Act.

26. Minutes shall be kept of every General Meeting. Any minutes of any General Meeting shall be evidence of the matters stated in such minutes, if such minutes are kept in accordance with the Act.

BOARD OF DIRECTORS

27. The business and affairs of the Company shall be managed by its Board. The Board may exercise all the powers of the Company, other than such powers as are required by the Act or these Articles to be exercised by the Members in a General Meeting, and subject to any further restrictions on the Board's authority as may be prescribed by the Members in a General Meeting or pursuant to a written agreement between all of the Members as may be permitted under the Act from time to time. Nothing shall invalidate any prior act of the Directors that would have otherwise been valid if that regulation had not been made.

28. The number of Directors shall not be less than two but not more than thirteen. The first Directors of the Company shall be:

    1. Mr. Lalit Kant
    2. Mr. Unni Krishnan Karunakara

29. A Director is not required to be a Member.

30. The Members may, by resolution passed at a General Meeting, remove any Director from office. The vacancy created by such removal may be filled at the same meeting, failing which it may be filled by the Board.

31. All acts done by a Director shall be valid, notwithstanding any subsequent discoveries that his appointment was invalid or that his appointment had been terminated in accordance with any provisions contained in the Act or these Articles. Notwithstanding the foregoing, this Article shall not give validity to acts done by a Director after the Company is made aware that his appointment is invalid or has been terminated.

32. The Board shall not have power at any time to appoint a person as an additional director.

33. Subject to the provisions of the Act, the Board may appoint a person, not being a person holding any alternate directorship for any other director in the Company, to act as an alternate director for a director during his absence for a period of not less than three months from India.

34. The Board may establish one or more Committees, with or without Directors, however designated, and delegate to the Committee any powers of the Board and also advise the Board on certain matters, subject to the Act. Every committee shall conform with any regulations that may, from time to time, be imposed by the Board. All acts done by the committee that conform with any regulations from the Board and fulfill the purpose of the Committee, but not otherwise, shall have the force and effect of an act taken by the Board.

BOARD MEETINGS

35. A Board Meeting shall be held not less than two (2) times in every year in such a manner that not more than six calendar months shall intervene between two consecutive meetings of the Board.

36. A Board Meeting may be called by the Managing Director, the chairman of the Board, or any Director of the Company.

37. All Board Meetings shall be held at such place as may be agreed by all the Directors from time to time and, failing such agreement, shall be held at the registered office of the Company.

38. Every notice shall set out the business to be transacted at the Board Meeting in full and sufficient detail. Notwithstanding the foregoing, any item of business not included in the notice can be transacted at the Board Meeting with the consent of the chair of the Board Meeting.

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39. Notice may be given either in writing or through electronic mode in such manner as may be prescribed.

40. A Director may participate in a Board Meeting or a committee meeting by means of video conferencing in the manner and for such matters as may be prescribed under the Act.

41. The quorum for the Board meeting will be not less than 50% of its total strength, provided that the quorum shall not be less than two members.

42. If a Board Meeting cannot be held for want of quorum, the Board Meeting shall be automatically adjourned until further notice and fresh notice for the adjourned Board Meeting shall be served.

43. Any Board Meeting at which a quorum is present shall be competent to exercise any or all of the authorities, powers and discretion by law or under the Articles vested in or exercisable by the Board.

44. The Board may appoint a Director to be chairman of the Board for a term of office of two (2) years, with possibility of re-election by the Board. The chairman so appointed by the Board shall also act as chairman of General Meetings. The chairman of the Board shall preside as chair at every Board Meeting. In the event that: (i) there is no chairman of the Board, (ii) the chairman of the Board is not present within fifteen (15) minutes after the scheduled start time for the Board Meeting, or (iii) after the time appointed for holding the meeting is unwilling to act as chair of the meeting, the Directors present shall elect one of the Directors present to serve as chair of the meeting.

45. At each meeting of the Board of the Directors each Director shall have one vote. At all Board Meetings, every question shall be decided by a majority of the votes cast on the question.

46. A resolution that is not required by the Act or these Articles to be passed at a Board Meeting or a committee meeting may be passed in writing and without such a meeting, provided that:

    (a) a draft of the resolution and accompanying documents, if any, have been circulated to all of the Directors or members of the committee at their usual address; and
    (b) the resolution has been approved by a majority of the Directors entitled to vote on the resolution.

47. Minutes shall be kept of every Board meeting and every committee meeting. Any minutes of any Board meeting or committee meeting shall be evidence of the matters stated in such minutes, provided such minutes are kept in accordance with the Act.

OFFICERS

48. The Board may from time to time designate the officers of the Company. The appointment of the Managing Director by the Board shall be subject to the Members' approval..

49. The Board may specify the duties of and, in accordance with these Articles and subject to the Act, delegate to such Officers powers to manage the business and affairs of the Company.

50. Except for the chairman of the Board, an Officer may not need to be a Director.

51. Every Officer of the Company, in exercising his powers and discharging his duties, shall:

    (a) act honestly and in good faith with a view to the best interests of the Company; and
    (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

52. Every Officer of the Company shall comply with the Act, these Articles, the Memorandum of Association, any other agreement governing the Company and the Directors as entered into by all of the Members from time to time, and all other applicable legislation.

PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

53. Subject to the Act, no Director shall be liable to the Company for:

(a) any act, omission, failure, neglect or default of any other Director, officer, or employee;
(b) any loss, damage or expense suffered or incurred by the Company through the insufficiency or deficiency of title to any property acquired by the Company or for or on behalf of the Company;
(c) the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested;
(d) any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the moneys, securities or effects of the Company shall be deposited;
(e) any loss occasioned by any error of judgment or oversight on his part; or
(f) any other loss, damage or misfortune which still happened in the execution of the duties of his office or in relation thereto;

unless the same happens by or through:

(i) the negligence, default, misfeasance, breach of duty, or breach of trust of such Director; or
(ii) such Director's failure to exercise his powers in good faith, with a view to the best interests of the Company and with the same care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

54. Nothing herein contained shall relieve any Director or Officer from the duty to act in accordance with the Act or from liability for any breach thereof.

55. Subject to the provisions of the Act, every officer of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings against third parties, whether civil or criminal, in relation to any affairs of the Company, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the tribunal.

FINANCIAL MANAGEMENT

56. The Board shall ensure that proper books of account are kept with respect to:

(a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
(b) all sales and purchases of goods by the Company;
(c) all assets and liabilities of the Company; and
(d) any other particulars as may be required by the Act or any other authority for the time being in force.

57. The books of account of the Company, together with the vouchers relevant to any entry in such books of account, shall be preserved in good order for a period of not less than eight years immediately preceding the current year.

58. The financial year of the Company shall be fixed by the Board subject to any official approval.

59. The financial statements of the Company will be audited once per year by a qualified auditor for certification of correctness, pursuant to the Act.

60. (a) Auditors for the company shall be appointed by Members at the annual General Meetings. Notwithstanding the foregoing, the first auditors of the Company may be appointed by the Board within one month after the Company is incorporated, and shall hold office until the conclusion of the first annual General Meeting.

(b) The Board may appoint an auditor in the event that the position becomes vacant, unless the vacancy was caused by the resignation of the former auditor.

(c) The remuneration of any auditor appointed at a General Meeting shall be fixed by the Members. The remuneration of any auditor appointed by the Board may be fixed by the Board.

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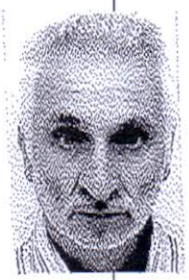
We, the several persons whose names, addresses, descriptions and occupations are hereunto subscribed are desirous of being formed into a company not for profit, in pursuance of this Articles of Association:

S. No	Names, Addresses, Occupations, Descriptions of Subscribers	Signature of Subscribers	Signature, Names, Addresses, Descriptions & Occupations of witnesses
1	DRUGS FOR NEGLECTED DISEASES INITIATIVE (DNDi) having its registered office at CHEMIN LOUIS DUNANT 15, 1202 GENEVA, SWITZERLAND COMPANY. Through its Director MR THOMAS PIERRE DIEGO SAUGNAC S/o MR JEAN PIERRE SAUGNAC R/o 765 ROUTE DES ALPES, 01280 PREVESSIN-MOENS FRANCE INDIVIDUAL PROFESSIONAL	Saugnac	I Witness to Subscriber who has subscribed and signed in my presence on May 2, 2016 at Geneva, Switzerland; Further I have verified his identity details (ID) for his identification and satisfied myself of his identification particulars as filled in. Signed before me: D. Moser Dominique France JUNOD Moser, daughter of Alain JUNOD, having her address at 35, chemin du Vieux-Vésenaz 1222 Vésenaz Switzerland Individual Professional
2.	BERNARD PIERRE PECOUL S/o MR. PAUL PECOUL R/o 15, RUE DU JURA, 74100 ANNEMASSE, FRANCE INDIVIDUAL PROFESSIONAL		



Place: Geneva
Dated: May 2, 2016

Latin.

DNDi Drugs for Neglected Diseases Initiative India Foundation
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Seen exclusively for the legalization of the signatures apposed on the front side of this document of Mr. Thomas, Pierre, Diego Saugnac and Mr. Bernard, Pierre Pécoul.

Geneva, the 3rd of May 2016

TIMBRE CANTONAL Fr. 2.50

APOSTILLE
(Convention de la Haye du 5 octobre 1961)

1. Pays: Suisse
Le présent acte public
2. a été signé par Me P.-F. Bühler
3. agissant en qualité de notaire
4. est revêtu du sceau/timbre de "
.....

Attesté

5. à Genève 6. le 03 MAI 2016

7. République et Canton de Genève
8. sous N° 3317803

9. Sceau / timbre 10. Signature

CANTON DE GENÈVE

P.-A. Leya

Drugs for Neglected Diseases Initiative India Foundation DELHI

We, the several persons whose names, addresses, descriptions and occupations are hereunto subscribed are desirous of being formed into a company not for profit, in pursuance of this Articles of Association:

S. No	Names, Addresses, Occupations, Descriptions of Subscribers	Signature of Subscribers	Signature, Names, Addresses, Descriptions & Occupations of witnesses
3.	UNNI KRISHNAN KARUNAKARA S/O MR. RAMA KRISHNA KARUNAKARA D-142 DEFENCE COLONY DELHI 110 024 INDIA INDIVIDUAL PROFESSIONAL 		I WITNESS TO SUBSCRIBER WHO HAS SUBSCRIBED AND SIGNED IN MY PRESENCE ON 10TH MAY 2016 AT NEW DELHI; FURTHER I HAVE VERIFIED HIS IDENTITY DETAILS (ID) FOR HIS IDENTIFICATION PARTICULARS AS FILED IN. SIGNED BEFORE ME Sukanya Bhattacharya SUKANYA BHATTACHARYA DAUGHTER OF SIDDHARTHA BHATTACHARYA HAVING HER ADDRESS AT 9TH FLOOR ASHOKA ESTATE BARAKHAMBA ROAD NEW DELHI 110001 INDIVIDUAL ADVOCATE BAR COUNCIL REGISTRATION NO. D/419/2016

Place: New Delhi
Dated: May 10, 2016

Lalit.

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