

**UNDER THE COMPANIES ACT, 2013  
(18 of 2013)**

**COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION**

**OF**

**NELCAST LIMITED**

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- I. The name of the company is **NELCAST LIMITED**
- II. The Registered Office of the company will be situated in the **STATE OF ANDHRA PRADESH**.
- III. (A) **THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**
  1. To carry on all or any of the business of designing, manufacturing, developing, improving, hiring, repairing, buying, selling dealing in forgings and castings of ferrous and non-ferrous materials and in any weight for any industry whatsoever, including chilled and malleable castings, Ductile Iron, castings; gunmetal castings, steel castings, gunmetal, copper, brass and aluminium castings and foundry work.
  2. To carry on the business of iron-founders, mechanical engineers manufacturers of machinery and implements, tool makers, brass-founders, metal workers, boiler-workers, mill-wrights, iron and steel converters, smiths, wood workers, pattern-makers, builders, painters, metallurgists, electrical engineers, water-work engineers.
  3. To carry on business as manufacturers and makers of and dealers in metal, enamel, aluminium, alloys, and any other products, substances, articles and things and to carry on and conduct workshop and foundries of iron, brass and other metals.
  4. To undertake heat treatment of all varieties of steel.
  5. (a) To generate, develop, accumulate, produce, manufacture, purchase, process, transform, distribute, transmit, sale, supply and / or otherwise import, export, deal in any kind of power or electrical energy using coal, lignite, gas, petroleum products or any other substances, wind energy, solar energy, wave energy, tidal energy, hydro energy, nuclear energy, bio energy or any other form of energy and any products or byproducts derived from any such business of energy and to set up power plants, wind turbines, power stations, hydel power station, wind farms, solar energy systems or any other facility to generate power and to produce, buy, import, sale, treat, exchange, renovate, alter, modernize, install or otherwise deal in any type of machinery, equipment, implement, material, article, and stores for generating, distributing, transmitting energy, including electricity and to deal with all persons including companies, government and semi-government bodies for these purpose and to deal with all places including cities, towns, villages, districts, docks, markets, theatres, building, industries, offices or any other place and to do all such acts, deeds and things including construction, laying down, establishing, fixing and to carry out all necessary activities for the aforesaid purpose.

- (b) To generate, acquire by purchase in bulk, accumulate, distribute and supply electricity to cities, towns, streets, docks, markets, theatres, buildings and places, both public and private. To enter into Joint Venture for power business, invest in power companies, establish group companies for power related business and subscribe equity capital of the group companies or subscribe equity capital of any other company.
- (c) To carry on in India or elsewhere the business of establishing, commissioning, setting up, operating and maintaining electric power generating stations based on conventional/renewable sources, tielines, sub-stations and transmission lines on build, own and operate (BOO) and/or build, own and transfer (BOT) and/or build, own, lease and transfer (BOLT) and/or build, own, operate and transfer (BOOT) basis and to carry on in India or elsewhere the business of acquiring, operating, managing and maintaining existing power generation stations, tie-lines, sub-stations and transmission lines, either owned by the private sector or public sector or the government or governments or other public authorities and for any or all of the aforesaid purposes, to do all the necessary or ancillary activities, as may be considered necessary or beneficial or desirable.
- (d) To carry on the business of generating, harnessing, developing, accumulating, producing, manufacturing, purchasing, transforming, processing, distributing, transmitting, trading and supplying of electricity by setting up power plants by use of liquid, gaseous or solid fuels or any other matters / substances or through renewable energy sources such as solar photo voltaic, solar thermal, windmill or deploying hybrid systems utilising two or more of technologies that are renewable or even conventional and or any other means and transmission, distribution, supply, and sell such power either directly or through transmission lines and facilities of central/ state governments or, central/state run establishments or private companies or electricity boards to industries and to central/ state governments, other consumers of electricity including captive consumption for any industrial projects promoted by this company or companies promoted by the promoters of this company and generally to develop, generate, accumulate power at any other place or places and to transmit, distribute, sell and supply such power.
- (e) To carry on the business of generation of electrical power by conventional, non-conventional, renewable methods including coal, gas lignite, oil, biomass, waste, thermal, solar, hydel, geo-hydel, wind and tidal waves and also to carry on the business of supply of electricity for the purpose of light, heat, motive power or otherwise and manufacture of and dealers in apparatus and things required for or capable of being used in connection with the generation, distribution, supply, accumulation and employment of electricity (including in the term electricity, solar energy, tidal power or any other natural resources), galvanism, magnetism or otherwise.
- (f) To carry on the business of construction and establishment, operation, management of power stations, boiler houses, steam turbines, switch yards, transformer yards, sub-stations, transmission lines, accumulators, workshops, and all such works necessary for generating, accumulating, distributing and supply of electricity, and for this purpose, to construct, lay down, establish, fix, erect, equip and maintain power generating machineries and all other types of plant and machinery, electrical equipment and cables, computer and control equipments, transmission lines, accumulators, fittings and apparatus in the capacity of principals, contractors or otherwise and to undertake the business of consultants and contractors in setting up all types of plants for production of electricity, electronics and other allied fields.

- (g) To carry on the business of promoting, owning, acquiring, erecting, constructing, establishing, maintaining, improving, managing, operating, altering, controlling, taking on hire/lease power plants, cogeneration power plants, energy conservation projects, power houses, transmission and distribution systems of generation, distribution, transmission and supply of electrical energy and buying, selling, supplying, exchanging, marketing, functioning as a licensee and dealing in electrical power, energy to the State Electricity Board, State Government, appropriate authorities, licensees, specific industrial units and other consumers for industrial, commercial, agricultural, household and any other purpose in India and elsewhere in any area to be specified by the State Government, Central Government, Local Authority, State Electricity Boards and any other competent authority in accordance with the provisions of the Electricity Act, 2003 or any legislation concerning generation, supply and distribution of electricity and any statutory modifications or re-enactment thereof and rules made there under.
- (h) To establish captive power plants on a co-operative basis for a group of industrial and other consumers and supply power to the participants in the co-operative effort either directly or through the transmission lines of the State Electricity Boards or other authorities by entering into appropriate arrangements, to establish systems that are capable of providing heat and thermal energy that either substitute or lead to saving of electrical energy and energy efficiency and to undertake manufacture of energy efficiency systems, and to invest in equity of the special purpose vehicles or companies set up for power generation through fossil fuels and or renewable energy sources, and transmission, supply, distribution and wheel the power generated for captive consumption and or sell such power either directly or through transmission lines and facilities of central / state governments or central / state run establishments or private companies or Electricity Boards to industries and to central / state governments, other consumers of electricity including captive consumption for any industrial projects promoted by this company or companies promoted by the promoters of this company and generally to develop, generate, accumulative power at any other place or places and to transmit, distribute, sell and supply such power."

(Inserted new sub-clauses 5(a) to 5 (h) vide special resolution passed through postal ballot under section 192A of the Companies Act, 1956, the results of which were declared by the Company on 17.03.2010)

**MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE:**

1. To acquire, build, construct, alter, maintain, enlarge, pull, down, remove or replace and to work, manage and control any building, offices, factories, mills, shops, machinery engines, roadways, reservoirs, water Courses, electric works and other works and conveniences which may seem calculated directly or indirectly to advance the interests of the company, and to join with any other person or company in doing any of these things.
2. To buy, sell, manufacture, repair, .alter, improve, exchange, let out on hire, import, export, and deal in all factories, works, plants, machinery, tools, utensils appliances, apparatus, products, materials, substances, articles, and things capable of being used in any business which this company is competent to carry on or commonly dealt in by persons engaged in any such business or which may seem capable of being profitably dealt with in connection there with and to manufacture, experiment with, render marketable and *deal* in all products of residual and bye-products incidental to or obtained in any of the business carried on by company.

3. To purchase, take on lease or tenancy or in exchange, hire take options over or otherwise acquire any estate or interest, whatsoever and to hold, develop, work cultivate, deal with and turn to account, concessions, grants, decrees, licenses, privileges, claims, options, leases, property, real or personal or rights or powers of any kind which may appear to be necessary or convenient for any business carried on by company.
4. To pay for preliminary and pre incorporation expenses of the company and to reimburse promoters of the company for all expenses incurred by them on development of the project prior to or after incorporation and to takeover contracts and obligations entered in to by the promoters on behalf of the company.
5. To sell, exchange, mortgage, let on lease, royalty or tribute, grant licenses, easements, options and other rights over and in any other manner dealt with or dispose of the whole or any part or the undertaking, property, rights and effects of the company for such considerations as may be thought fit and in particular for stock, shares whether fully or partly paid up, or securities, of any other company having objects in whole or in part similar to those of the company or as may be approved by the share holders.
6. To pay for any rights or property acquired by company and to remunerate any person, firm or body corporate rendering services to the company either by cash payment or by allotment to him or them of shares or securities of the company as paid up in full or in part or otherwise.
7. To lend and advance money, either with or without security and give credit to such persons (including government) and upon such terms and conditions as the Company may think fit, provided the company shall not carry on Banking business as defined in the Banking Regulation Act, 1949.
8. To undertake commercial obligations, transactions and operations of all kinds.
9. To guarantee payment of money unsecured or secured or payable under in respect of promissory notes, bonds, debentures, debenture stock, contracts, mortgages charges, obligations, instruments and securities of any company or of any authority, supreme, municipal, local or otherwise or of any persons whomsoever, whether incorporated or not incorporated and generally to guarantee or become sureties for the performance of any contracts or obligations as may be necessary for the purpose of the company.
10. To guarantee the performance of any contract or obligations of and the payment of money or of dividends and interest on any stock shares or securities of any company, corporation, firm or person in any case in which such guarantee may be considered directly or Indirectly to further the objects of the company of the interest of its shareholders.
11. To subscribe for, acquire, hold and sell shares, share stock, debentures, debenture-stock bonds, mortgages, obligations, securities of any of any kinds issued or guaranteed by any company (Body corporate or undertaking) of whatever nature and wheresoever constituted or carry on business and to subscribe for, acquire, hold and sell shares, share stock, debentures and debenture-stock, bonds, mortgages, obligations and the other securities issued or guaranteed by any government, sovereign ruler, commissioners, trust, municipal, local or other authority or body of whatever nature, whether in India or elsewhere for the purpose of the business of tile company.
12. To invest any moneys of the company not immediately required in such investment (other than shares or stock in the company) as may be thought proper and to hold, sell or otherwise deal with such investment as may be necessary for the purpose of the company.

13. To receive money on deposits or loan and borrow or raise money in such manner as the Company shall think fit without doing any banking business as defined in the Banking Regulations Act, 1949, and in particular by the issue of debentures of debenture-stock (perpetual or otherwise) and to secure the payment of any money borrowed, raised or owing by mortgage, charge, or lien upon all or any of the property or assets of the company (both present or future) including its uncalled capital, and also by a similar mortgage charge or lien to secure and guarantee the performance by the company or any other person or company or any obligation undertaken by the company .
14. To draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchanges, promissory notes, bills, of lading, debentures and other negotiable or transferable instruments or securities.
15. To apply for purchase or otherwise acquire and protect, prolong and renew in any part or the world, any patents, patent rights, brevets d' invention, trade marks designs, licenses, protections, concession and the like conferring any exclusion or non-exclusive or limited right to their use or of any secret or other information as to any invention, process or privilege which may seem capable to being used for any of the purpose 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 or privileges in respect of or otherwise turn to account, the property rights and information so acquired and to carry on any business in any way connected therewith.
16. To expend money in experimenting on and testing and in improving, or seeking to improve any patents, rights, inventions, discoveries, processes or information of the company or which the company may acquire or proposed to acquire.
17. To establish, provide, maintain and conduct research and other laboratories, training colleges, schools and other institutions for the training, education and instructions of students and other who may desire to avail themselves of the same and to provide for the delivery and holding of lectures, demonstrations, exhibitions, classes, meetings and conferences in connection therewith.
18. To acquire and undertake all or any part of the business property and liabilities of any persons of company carrying on or proposing to carry on any business which this Company is authorised to carry on or possessed of property suitable for the purposes of the company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
19. To procure the registration or recognition of the company in or under the laws of any place outside India.
20. To form, incorporate or promote any company or companies whether in India or elsewhere having amongst or their objects the acquisition of all or any of the assets or control, management or development of the Company or any other objects or object which in the opinion if the Company could be or might directly or Indirectly assist the company in the management of its business or the development of its properties or otherwise prove advantageous to the Company and to pay all or any of the costs and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or Company in any manner as it shall think fit for services rendered in obtaining subscription for or placing or assisting to place or to obtain subscription for guaranteeing the subscription of the placing of any share in capital of the company or any bonds, debentures, obligation or securities of any other Company held or owned by the Company or in which the Company has any interest or in or about the formation or promotion of the Company or the conduct of its business or in or about the promotion of any other Company in which the Company may have an interest.

21. Subject to the provisions of the Companies Act, 2013 and other applicable laws, to amalgamate or to enter into partnership or enter into any arrangement for sharing profits, union of interest, co-operation, joint venture or reciprocal concession or for limiting competition with any persons or person or Company or companies carry on or engaged in or about or carry on or engage in or being authorised to carry on or engage in any business or transaction which this Company is authorised to carry on or engage in or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly, to benefit the Company.
22. To enter into any arrangements and take all necessary or proper steps with Government or with other authorities, Supreme, National, local, Municipal or otherwise of any place in which the Company may have interests and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the company or effecting any modification in the constitution of the company or furthering the interests of its members and to oppose any such steps taken by any other company, firm or person which may be considered likely, directly or indirectly to prejudice the interest of the Company or its members and to assist the promotion whether directly or indirectly of any legislation which may seem advantageous to the Company and to obtain from any such Government authority and Company and characters, contracts, decrees, rights, grants, loans, privileges or concessions, which the Company may think it desirable to obtain and carry out, exercise and Comply with any such arrangements, charters, decrees, rights, privileges or concessions.
23. To manufacture, import, export, buy, sell and deal in all raw materials or other substances used in the manufacture, productions or treatment of any products or other substances, articles and things the manufacture of which the Company is authorised to undertake and to turn to account render marketable and deal In any of the by products of the manufacturing process which the Company may undertake.
24. To manufacture or deal In all kinds of apparatus, bottles, caps, stoppers, jars, brushes, boxes and cases of Cardboard, wood metal and tin, Cartons, compact cases, sprayers, tools, utensils which are generally used for manufacturing and packing the products of the Company. .
25. To adopt such means of making known the Business 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 and rewards.
26. To appoint if necessary, any person or persons, firm or Company as ,the or selling Agents or distributor .of the Company in India or in foreign countries with powers and for consideration that may be set forth in the agreements with such terms and conditions as may be agreed upon from time to time between the Company and the person or persons to be appointed as sole selling Agents or distributors of the Company.
27. The establish at Madras or at any, place or places, whether in India or abroad, shops, offices, rooms and depots for display, retail or wholesale, of the Company's products.
28. To be appointed and act as sole Agent, selling Agents, sole buying Agents, buying Agents, indenting Agents, or Representatives in any capacity of an Company or concern whether Indian, foreign, and/or do and perform all and singular the several duties, services, and authorities pertaining to such offices respectively or imposed by the terms of any agreement or agreements entered into for any of the purposes aforesaid.

29. a) To undertake and execute any trust, the undertaking of which may seem to the Company desirable and otherwise, either gratuitously, or otherwise and vest any real or personal property, right 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 favour of the Company.
- b) To accept gifts and to give gifts and donations, to create trusts for the welfare of employees, members, directors, and/or their dependents, heirs and children and for any deserving object and for other persons also and to act as trustees.
30. To apply the assets of the Company in any way in or towards the establishment, maintenance or extension of any association, institution or fund in any way connected with any, particular trade or business or with trade or commerce generally and particular with the trade, including any association, institution or fund for the protection of the interests of masters, owners, and employers against loss by bad debt, strike combination, *fire* accidents or otherwise or for the benefit of any- clerk, workman or others at any time employed by the Company or any of its predecessors in business or their families or dependents and whether or not in common with other persons or classes of persons and in particular of friendly co-operative and other societies, reading rooms, libraries educational and charitable institutions, refectories dining and recreation rooms, churches, chapels, schools and hospitals and to grant gratuities, pensions and allowances and to contribute to any funds raised by public or local subscription for any purpose whatsoever subject to the provisions of the Companies Act 2013 and other applicable laws.
31. To aid pecuniary or otherwise, any association, body or movement having for an object the solution, settlement or surmounting of industrial or Labour problems or troubles or the promotion of industry or trade.
32. To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition as allowed by the Companies Act 2013 and other applicable laws.
33. To establish and maintain or procure the establishment and maintenance of any contributor or non-contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowance or emoluments to any persons who are or were at any time in the employment or service of the Company or is allied to or associated with the Company or with any such subsidiary Company or who are were at any time Directors or Officers of the Company or who are were at any time, Directors or Officers of the Company as aforesaid and the wives, families and dependents of any such persons, and also establish and subsidise and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit or to advance the interest and well being of the Company or of any such other Company as aforesaid, and make payments to or towards the insurance of any such persons as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other Company as aforesaid.
34. To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, in the event of its winding up, subject to the provisions of the Companies Act 2013 and other applicable laws.
35. To do all or any of the above things either as principals, agents, trustees, contractors, or otherwise, and either alone or conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.

36. To acquire the business of concerns either by taking the entire or part of the Assets and Liabilities of such concerns carrying on the business similar to one of or which the Company is established and to pay for the same in the manner agreed to by the Company with the prospective seller or sellers.
37. To purchase, manufacture, use, buy or otherwise acquire, sell, distribute, deal in and dispose of, alkalies and acids, gases, compounds fertilizers, petrochemicals and chemicals products of every nature and description and compounds, intermediates, derivatives and by products thereof and products to be made therefrom (hereinafter for convenience referred to generally as chemicals and products) including specifically, but without limiting the generality of the foregoing, calcium carbide, calcium cyanamide, vat, solublised vat, azoic salts naphthols, all types of flotation reagents, wetting agents, Insecticides and fumigants, plastics and resins, dyestuffs explosives cata, lytic agents, food, direct colour, basic and repaid fast, colours, pigments, drugs, biological pharmaceutical, serums, vitamins products, hormones, sutures, ligature, drugs for disease or disabilities, in man or animals and products derived from phosphate, mines limestone, quarries, bauxite mines, petroleum, natural gas and other natural deposits useful or suitable in the manufacture of chemicals and chemical products as hereinabove.
38. To carry on business as manufacturers of and dealers in Patent, Medicines and Drugs.
39. To carry on business as processors Products and dealers in canning and preserving Fruits, Pickles, Chutneys, Jams, Jellys.
40. To purchase and /or by other means acquire agricultural land with a view to growing raw materials like flowers, plants, herbs.
41. To purchase and/or by any other means acquire lands, sites, places with a view to develop the same for supply of Mineral oils.
- IV. The liability of the Members is Limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
- V. The Authorised Share Capital of the Company is Rs.25,00,00,000/-(Rupees Twenty five Crores only) divided into 12,50,00,000 (Twelve Crore and fifty lakhs only) Equity Shares of Rs.2/- (Rupees Two only) each\*.

\* As amended by Resolution passed by the Members at the Annual General Meeting held on 06.08.2011



We, the several persons, whose names and addresses are hereunder subscribed below, are desirous of being formed into a company in pursuance of this memorandum of association, and we respectively agree to take the number of shares in the capital of the Company set against our respective names.

Sl. No.	Signature and Names of the Subscribers	Addresses, descriptions and occupations of the subscribers	No. of shares taken by each subscriber	Signature of witness and his name address, description and occupation
1.	(Sd/-) Ponnavolu Radha Krishna Reddy	S/o P.Penchala Reddy No.398/24W, Dargamitta, Nellore 524003 Agriculture	10 Equity Shares of Rs.100/- each	(Sd/-) J.Boyi Reddy S/o J.Audi Sesha Reddy 26, Unity House, 2 <sup>nd</sup> Floor, Abid Road Hyderabad 500 001 Chartered Accountant
2	(Sd/-) Ponnavolu Ravi Kumar Reddy	S/o P.Penchala Reddy No.398/24W, Dargamitta, Nellore 524003 Agriculture	10 Equity Shares of Rs.100/- each	

Place: Hyderabad  
Date: 26.05.1982