

THE COMPANIES ACT 2013

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

TECIL CHEMICALS AND HYDRO POWER LIMITED

(FORMERLY THE TRAVANCORE ELECTRO - CHEMICAL INDUSTRIES LIMITED)

- I. The name of the Company is **TECIL CHEMICALS AND HYDRO POWER LIMITED (FORMERLY THE TRAVANCORE ELECTRO- CHEMICAL INDUSTRIES LIMITED)**
- II. The Registered Office of the company will be situated in the State of Kerala.
- III. (A) The objects for which the company is established are (and it is expressly declared that the several sub - clauses of this clause and all the powers thereof are to be cumulative and in no case is the generality of any one sub- clause to be narrowed or restricted by any particularity of any other sub - clause, nor is any general expression in, any sub - clause to be narrowed or restricted by any particularity of expression in the same sub - clause or by the application of any rule of construction ejusdem generis or otherwise.)
 - i. *To set up hospitals, nursing homes and healthcare centres and provide, encourage, initiate or promote facilities for the discovery, improvement or development of new methods of diagnosis, understanding and prevention and treatment of diseases.
 - ii. To carry on all the business of hotels, restaurants, cafes, holiday camps, resorts, taverns, beer-houses, refreshment rooms, night clubs, cabarets and swimming pools and lodging or apartment house keepers, licensed victuallers, wine, beer and spirit merchants, brewers, distillers, bakers and confectioners, importers and manufactures of aerated mineral and artificial water and other drinks.
 - iii. To carry on business of boutiques, retailing complex, shopping malls, shopping centres and to arrange or give on rental basis or on hire, stalls and render services for running of departmental stores and/or retail stores, shopping malls and shopping complexes.
 - iv. To carry on the business of development of convention centres, hi-technology industrial parks, residential townships, vocational training centres, leisure parks and development of other infrastructural facilities and to act as technical consultants and advisors in all matters relating to rural and urban infrastructural developments.



- v. To carry on the business of garage owners for service repair, maintenance or overhaul of automobiles and other vehicles and to undertake repair, maintenance or servicing of vehicles and to import, export, deal in, exchange, let out vehicles and the business of dealers in or suppliers of automobile parts including tyres, tubes, batteries, fittings and furnishings and other relevant materials required for repair, maintenance and servicing of vehicles and to do the business of body-builders, painters and furnishers of automobiles and passengers and commercial vehicles and to undertake servicing, repairs, maintenance and providing different services to the vehicles owners and others in accordance with the requirements and to run, manage or give on hire parking places and to carry on all or any business of cartage and haulage contractors, garage proprietors, owners and charterers of road vehicles, air craft's, barges and boats of every description charterers of ships and lighter men, running of motor, omnibus, taxi cars, tractors, lorries etc. and carriers of goods and passengers by road, rail and water, forwarding, transport, commission, clearing and custom agents, packers, warehousemen, storekeepers and job masters.
- vi. To produce, manufacture, refine, prepare, process, purchase, sell, import, export or generally deal in bricks, sand, stone, marble, tiles, refractories, china wares, sanitary materials, pipes, tubes, tubular structures, cement, paints, adhesive, sheets, roofing, glass, furniture, fittings, electrical goods, water supply or storage equipment, floor polish, door closures, concrete mixtures, elevators, paints, hardware, pipe, fittings, lubricant oils, building materials, forest products and any other building or decorative materials made of cement, stone, timber, teak, board, fiber, paper, glass, rubber, plastic or other natural or synthetic substance or chemical.

****The main objects of the company altered vide special resolution passed at the EGM held on 23.02.2018.***

(B) Matters which are necessary for the furtherance of the objects specified in Clause III (A) Are:-

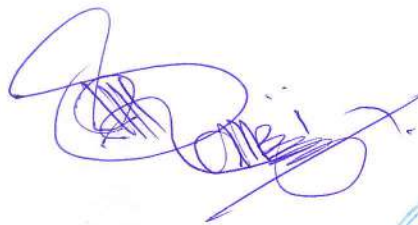
- i. To manufacture and deal in carbon and graphite in various forms and types, such as coal, charcoal, coke, activated carbon coal-black, lamp-black, graphitic carbon etc. and other finished products like electrodes plates, blocks, linings, brushes, battery carbons, welding carbons, lighting carbons, graphite crucibles, refractories and lubricants.
- ii. To manufacture and deal in all types of electro - chemical, electro - thermal and high temperature furnace products such as chemicals, chemicals gases, carbides, abrasives, metals, metal alloys, refractories etc.



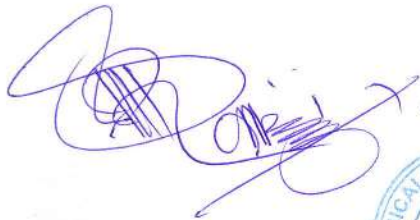

- iii. To manufacture and deal in any of the derivatives or by - products of the above.
- iv. To carry on the business of chemical manufactures and wholesale and retail chemists and druggists, analytical chemists, drysalters oil and colourmen importer, exporters ,and manufacturers of, chemical advisers and dealers in heavy and fine chemicals, drug, essences, cordials, acids, alkalis, pharmaceutical medicinal chemical industrial and other preparations and articles of any kind whatsoever, mineral and other waters, cellulose, cements, oil, paints, pigments and varnishes, drug, dye ware , paint and colour grinders, makers of and dealers in proprietary articles of all kind and of chemical, makers of and dealers in proprietary articles of all kinds and of chemicals, electrical, photographic, Surgical and scientific apparatus and materials and in any similar or allied business and either in connection with the said business or as distinct or separate businesses.
- v. To manufacture and deal in any materials, equipment or machinery required for the manufacture of the aforesaid or similar products.
- vi. To carry on all or any of the business of Engineers, metal-founders, machinists, toolmakers, wire- drawers, tube, pipe and tank manufacturers, moulders, metallurgists, metal workers, fitters, galvanisers, electro-platers, enamellers.
- vii. To own prospect to explore, acquire, by lease, licence purchase or otherwise, open, work, develop and maintain any natural resources of raw materials required for the maintenance or development of the company's business and to conduct business of working refining and rendering fit for Commercial use and commercially supplying these materials.
- viii. To buy, sell, manufacture, refine, manipulate, import, export and deal both wholesale and retail in commodities substances apparatus, articles and things of all kinds capable of being used or which can conveniently be dealt in by the company in connection with any of its objects or required by any customers of or persons having dealings with the company either by wholesale or retail.



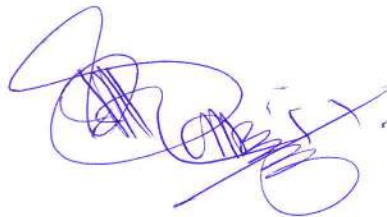

- ix. To acquire by purchase, lease, exchange, or otherwise lands, building, and hereditaments of any tenure or descriptions and any Estate, or interest there in and any rights, over or connected with land, and either to retain the same for the purpose of the company's business or to turn the same to account as may seem expedient.
- x. To manufacture, acquire, produce, use, sell and supply, gas and electricity for lighting, heating, or power purposes and to deal with manufacture and render saleable all residual products obtained in the manufacture of gas.
- xi. To sink wells and shafts, lay down pipes, construct, maintain and improve any tramways, telegraph lines, canals, reservoirs, water-courses, ware-houses, sheds and other buildings and works, calculated, directly or indirectly to advance the interests of the company and to pay to contribute to the expenses of constructing, maintaining and improving any such works.
- xii. To construct, carry out, maintain, improve, manage, work, control and superintend any huts, markets, reservoirs, water- works, tanks, bridges, and works in connection there with, hydraulic works, electrical works and factories, cooly lines and houses, and bustees, villages and other works and convenience, which may seem, directly or indirectly conducive to any of the objects of the company and to contribute to, subsidise or otherwise aid to take part in any such operations.
- xiii. To acquire from any sovereign state or authorities in India or elsewhere any concessions, grants, decrees, rights, powers and privileges whatsoever, which may seem to the company capable of being turned to account and to work, develop, carry out, exercise and turn to account the same.
- xiv. To establish manufacturing factories for the purpose of turning into account any minerals, tailings, bye- products waste or sewage or forest, connected with the company's operations or owned by them.
- xv. To carry on any other business this may seem to the company capable of being conveniently carried on in connection with any of its objects or calculated directly or indirectly to enhance the value of or render profitable any of the company's property or right.



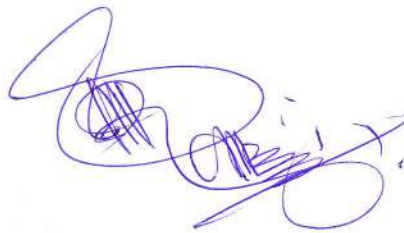
- xvi. To buy, sell, import, export, manipulate, prepare for market and deal in merchandise of all kinds and generally to carry on business as merchants, importers and exporters.
- xvii. To undertake, transact and execute all kinds of agency business and also trusts of all kinds.
- xviii. To form, promote, subsidise, organise and assist or aid in forming, promoting, subsidising, organising or aiding companies, syndicates or partnerships of all kinds for the purpose of acquiring and undertaking any property and liabilities of the company or of advancing directly or indirectly the objects thereof or for any other purpose which this company may think expedient and to take or otherwise acquire and to hold shares in any other company having objects similar to those of this company or carrying on any business capable of being conducted so as directly or indirectly to benefit this company.
- xix. To apply for purchase or otherwise acquire patents, rights, privileges, licenses, concessions and the like which may seem to the company conducive to the attainment of its objects.
- xx. To enter into any arrangement or agreement with any Government, State or authority, Municipal, local or otherwise or any corporation, companies, or persons, that may seem conducive to the attainments of the company's objects or any of them and to obtain from any such Government, state, authority, corporation, company or person any rights, privileges or concessions and to carry out, exercise and comply with such arrangement or agreement.
- xxi. To apply for, promote and obtain any Act of legislature or other authority for enabling the company to carry any of its objects into effect, or for effecting and modification of the company's constitution or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the company's interest.
- xxii. To borrow or raise money by the issue of, or upon bonds, Debentures, debenture stock, perpetual or otherwise, charged upon or by mortgage charge, hypothecation or pledge of any of the company's property (both present and future) including its uncalled capital or in such other manner, as the company may think fit and upon any terms or conditions.



- xxii. (a) To receive money on deposit or loans and to borrow or raise money from bank and/ or from other persons and financial institutions in such manner as the company shall think fit and to secure the repayment of any money borrowed, raised or received by mortgage, charge, pledge, hypothecation or lien upon all or any other property or assets of the company (present and future) including its uncalled capital also by a similar mortgage, charge or lien to secure and guarantee the performance by the company of any obligation undertaken by the company provided that the company shall not carry on the banking business as defined in the banking Regulation Act,1949.
- xxii. (b) To lend or deposit moneys belonging or entrusted to or at the disposal of the company to such persons or company and in particular to customers and others having dealing, with the company with or without security upon such terms as may be thought proper and to invest or otherwise employ such moneys in such manner as may be thought proper and from time to time to vary such transactions.
- xxii. (c) To advance and/ or lend money, either with or without security and generally to such persons, firms, associations, trusts, corporations, companies etc, upon such terms and conditions as the company may think fit.
- xxii. (d) To guarantee the payment or money unsecured or secured by or payable under or in respect of promissory notes, bonds, debentures, debenture - stock, contracts, mortgages, charges, obligations, instruments, stocks and securities of the company or of any such authorities supreme, municipal, local or otherwise, and generally to guarantee or become sureties for the performance of any contracts or obligations in connection with the business of the company.
- xxii. (e) To assist any company, financially or otherwise or by issuing or guaranteeing the subscription and issue of capital, shares, stock, debentures, debenture - stock or other securities and to hold and deal in shares, stocks and securities of any company, not withstanding that there may be liability thereon.
- xxiii. To make, accept, endorse and execute promissory notes, bills of exchange, hundies and other negotiable instruments.



- xxiv. To invest and deal with the money of the company not immediately required in immovable properties, shares, stocks, bonds, debentures obligations of other securities of any company or association or in Government securities or in current or deposit account with banks or on the mortgage of immovable properties of any tenure or on the pledge of movable property or in any other manner as may from time to time be determined by the Directors of the company for the time being and from time to time, sell or vary all such investments and execute all assignments, transfers, receipts and documents that may be necessary in this behalf.
- xxv. To amalgamate with any other company whose objects include objects similar to those of this company, whether by sale or purchase (for fully or partly paid up shares or otherwise) of the undertaking subject to the liabilities of this or any such other company as aforesaid with or without winding up or by sale or purchase (for fully or partly paid up shares or otherwise) of all the shares or stock of this or any such other company as aforesaid or by partnership or any arrangement of the nature or partnership or in any other manner.
- xxvi. To distribute any of the properties of the company among the members in, specie or otherwise, but so that no distribution amounting to a reduction in capital be made without the sanction (if any) for the time being required by law.
- xxvii. To purchase or otherwise acquire and undertake the whole or any part of the business, property and liabilities of any person, corporation or company, carrying on any business which this company is authorised to carry on, or possessed of property suitable for the purpose of this company.
- xxviii. To acquire by purchase or otherwise for the business of the company in India or elsewhere, any lands, manufactories, buildings, mills, plants, engines, machinery and other things found necessary or convenient for the purpose of the company.
- xxix. To pay for any property or right acquired by the company either in cash or fully or partly paid up shares with or without preferred or deferred rights in respect of dividends or repayment of capital or otherwise or by any securities which the company has power to issue or partly in one mode and partly in another and generally on such terms as the company may determine.



- xxx. To enter into partnership or any joint-purse arrangement or any agreement for sharing, profits, union of interest or co-operation with any company, firm or person, carrying on proposing to carry any business within the objects of this company and to acquire and to hold shares, stocks or securities of any such company.
- xxxii. To take part in management, supervision or control of the business or operation of any company or undertaking and for that purpose to appoint and remunerate any directors, accountants or other experts or officers.
- xxxiii. To sell , exchange , mortgage (with or without power of sale) assign, lease, sublet and generally otherwise deal with the whole or any part of the business, estate, property or undertaking of the company, as a going concern to any person or persons, association or associations or Otherwise for such consideration as the company think fit, either for cash or for shares, Debentures or securities of any other company having objects altogether or in part, similar to the objects of this company and to hold or distribute among the members in specie or otherwise the whole or part of the consideration for such sale or amalgamation with any person company or association;
- xxxiv. To establish or aid in the establishment of associations, institutions, funds, trusts, and Charities and other conveniences intended to benefit employees or ex-employees of the company of their dependents and to grant pension or allowances and generally to subscribe money for any public, general or useful objects;
- xxxv. To aid, pecuniarily 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 of trade.
- xxxvi. 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 work of art or interest by publication of books and periodicals and by granting prizes, rewards, and donations;
- xxxvii. To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the company or to contract with any person, firm or company to pay the same and to pay commission to the brokers and others for underwriting , placing, selling, or Guaranteeing the subscription of any shares, debentures-stock or securities of this company.

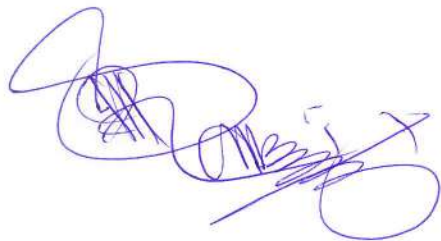



- xxxvii. To undertake, carryout, promote and sponsor rural development including any programme for promoting the social and economic welfare of or the uplift of the public in any rural area and to incur any expenditure on any programme of rural development and to assist execution and promotion thereof either directly or through an independent agency or through any other manner. Without prejudice to the generality of the foregoing “ programme of rural development” shall also include any program for promoting the social and economic welfare of or the uplift of the public in any rural area which the Directors consider it likely to promote and assist rural development, and that the words , “ rural area” shall include such areas as may be regarded by the Directors as rural areas and the Directors may at their discretion in order to implement any of the above –mentioned Objects or purposes transfer without consideration or at such fair or concessional value as the Directors may think fit and divest the ownership of any property of the company to or in favour of any public or Local Body or Authority or central or state Government or any public institutions or Trusts or funds/organizations(s) registered as societies under the societies Registration Act,1860 and engaged in programs of rural development as defined under section 35CC of the income –tax, 1961.
- xxxviii. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for discharging what the directors may consider to be social and moral responsibilities of the public or any section of the public as also any activity ‘which the Director consider likely to promote national welfare or social, economic or moral uplift of the public or any section of the public and in such manner and by such means as the Director may think fit and the Directors may without prejudice to the generality of the foregoing, undertake, carryout, promote and sponsor any activity for the publication of any books, literature, newspaper etc... or for organising lectures or seminars likely to advance these objects or for giving merit awards, for giving scholarships, loans, or any other assistance to deserving students or other scholars or persons to enable them to prosecute their studies or academic pursuits or Researches and for establishing conducting, or assisting any institution, fund, trust, etc...having any one of the aforesaid objects as one of its objects, by giving donations or otherwise in any other manner and the directors may at their discretion in order to implement any of the above mentioned objects or purposes transfer without consideration or at such fair or concessional value as the directors may think fit and divest the ownership of any property of the company to or in favour of any public or Local Body or Authority or Central or State Government or any public institutions or trusts approved by the central or state government or any authority designated in that behalf by such Government as the Directors may approve and that the existing sub-clause (xxxvii).



xxxix. To do all and such other things as are incidental or may be deemed by its directors conducive or expedient to the attainment of the above objects or any of them.

- 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.30,00,00,000 divided into 2,00,00,000 equity shares of Rs.10 each and 10,00,000 Cumulative Preference shares of Rs.100 each with such rights, privileges and conditions attaching thereto as are provided by the Regulations of the company for the time being with power to increase or reduce the capital of the company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights privileges or conditions as may be determined, by or in accordance with the regulations of the company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the company.



We the several persons, whose names, addresses and descriptions are 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 opposite to our respective names.

S. No	Names of Subscribers	Address and Description	No. of shares taken		Signatures
			Ordinary	Deferred	
1	S.Chattanatha Karayalar	Advocate, Karayalar's Bungalow, Trivandrum	50	Nil	(Sd.)
2	D. K. Seshadil	General Assurance Building, Bombay, Merchant	50	Nil	(Sd.)
3	V. P. Varde	C/o. R. R. Nabar & Co., Dalal street, Fort, Bombay, Share-Broker	50	Nil	(Sd.)
4	P. R. Subramonyam	61, Stock Exchange, Bombay, Share-broker	50	Nil	(Sd.)
5	M. S. Bhandarker	Letin Chambers, Dalal street, Fort, Bombay, Electrical Engineer	50	Nil	(Sd.)
6	G. Anantharaman	Raman & Co., Beach Road, Alleppey, Share Broker	50	Nil	(Sd.)
7	V. O. Markos	Advocate, Kottayam	10	Nil	(Sd.)

Dated this the 4th day of April, 1945

Witness to the above signatures:

Name: V. D. Dhamankar

(Sd.)

Address: Hangal District, Dharwar

Signature

Occupation: Accountant

