
**MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
INDIA CEMENTS CAPITAL LIMITED**

GOVERNMENT OF INDIA
MINISTRY OF COMPANY AFFAIRS

Tamil Nadu, Chennai

Block No. 6, B' Wing, 2nd Floor, Shastri Bhawan 26, Haddows Road, Chennai - 600034, Tamil Nadu, INDIA

Corporate Identity Number : L65191TN1985PLC012362

**Fresh Certificate of Incorporation Consequent upon
Change of Name**

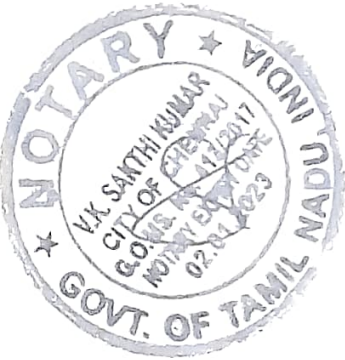
IN THE MATTER OF M/s INDIA CEMENTS CAPITAL & FINANCE LIMITED

I hereby certify that INDIA CEMENTS CAPITAL & FINANCE LIMITED which was originally incorporated on EIGHTH day of NOVEMBER NINETEEN EIGHTY FIVE under the Companies Act, 1956 (No. 1 of 1956) as ARUNA SUGARS FINANCE LTD having duly passed the necessary resolution in terms of Section 21 of the Companies Act, 1956 and the approval of the Central Government signified in writing having been accorded thereto under Section 21 of the Companies Act, 1956, read with Government of India, Department of Company Affairs, New Delhi, Notification No. G.S.R 507 (E) dated 24/06/1985 vide SRN A05778766 dated 29/11/2006 the name of the said company is this day changed to INDIA CEMENTS CAPITAL LIMITED and this Certificate is issued pursuant to Section 23(1) of the said Act.

Given under my hand at Chennai this TWENTY NINTH day of NOVEMBER TWO THOUSAND SIX.


(HARISH B N)

Registrar of Companies
Tamil Nadu, Chennai




21-10-21
V.K. SAKTHI KUMAR, B.A., B.L.
ADVOCATE & NOTARY PUBLIC
Res: New No. 9, Konnur High Road,
5th Lane, Ayeravaram,
Chennai - 600 023. Enroll No: 330/85



**MEMORANDUM OF ASSOCIATION
OF
INDIA CEMENTS CAPITAL LIMITED
INCORPORATED UNDER THE COMPANIES ACT, 1956
COMPANY LIMITED BY SHARES**

- I. The name of the Company is INDIA CEMENTS CAPITAL LIMITED.
- II. The Registered Office of the Company will be situated in the State of Tamil Nadu.
- III. The objects for which the Company is established are:
 - (A) MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE
 1. To carry on and undertake the business of financiers in all its branches and in particular, the business of financing industrial enterprises and acting as industrial consultants in all its branches and to subsidise, finance or assist in subsidising or financing the sale and maintenance of any goods, articles or commodities of all and every kind and description upon any terms whatsoever and to purchase or otherwise deal in all forms of immovable and movable property including lands and buildings, plant and machinery, equipment ships, aircrafts, automobiles, computers and all consumers, commercial and industrial items and to lease or otherwise deal with them in any manner whatsoever including resale thereof, whether they be new or old, financing operations and perform financing services including financing of projects, financing for exports and for imports, acceptance credit, invoice discounting, factoring invoices, debt collection, making of loans-both short and long term with provision of financial software such as computer programme
 2. To carry on the business of Hire Purchase of immovable and movable properties of any kind, including Machinery, Plant, Motor - Vehicles of all kinds and to finance or assist in financing the sale of goods, articles or commodities of all and every kind or description by way of hire purchase or deferred payment, or similar transactions, and to institute enter

into, carry on, subsidise, finance or assist in subsidising or financing the sale and maintenance of any goods, articles or commodities of all and every kind and description upon any terms whatsoever, to acquire and discount hire purchase or other agreements or any rights thereunder (whether proprietary or contractual) and generally to carry on business and to act as bankers, financiers, traders, commission agents, consultants advisers or in any other capacity in any part of the world, and to import, export, buy, sell, barter, exchange, pledge, make advances upon or otherwise deal in goods, produce articles and merchandise.

3. To carry on the business of an Investment Company in all its branches to buy, underwrite, invest in and acquire and hold, sell and deal in shares, stocks, debentures, debenture-stocks, bonds, obligations and securities issued or guaranteed by any company constituted or carrying on business in India or elsewhere and debentures debenture-stocks bonds, obligations and securities, issued or guaranteed by any Government State Dominions, Sovereign Ruler, Commissioners, Public body of authority Supreme Municipal, Local or otherwise. Firm or Person whether in India or elsewhere and to deal with and turn to account the same, provided always that no purchase or investments imposing unlimited liability on the Company shall be made
4. To accumulate funds and to lend, advance money or to give credit, invest or otherwise employ moneys belonging to the Company to such persons, firms or companies and on such terms as may seem expedient and to guarantee the performance of any contract or obligation of the payment of money of or by any such persons, firms or companies and generally to give guarantees and indemnities provided that nothing herein shall authorise the Company to do any business which may come within the purview of the Banking Regulation Act 1949 and the Insurance Act 1938.
5. To carry on the business of buying and selling, hiring and letting on hire, leasing and letting on lease of movable properties of all kinds, including plant, Machinery, Cold Storage Refrigerator, Air-conditioning machinery and equipment, Internal Communicating System and Equipment, Computer, Computer Programme, Software, Office equipments of all kinds, Security System, Tractor, Tiller, Thresher, Dryer, Two wheelers and Three wheelers and Motor Vehicles of all kinds, ships, boats, submarines and all kinds of ocean going vessels, aircrafts, helicopters, and all kinds of airborne carriers
6. To undertake all activities of Merchant Banking, Investment Banking, Correspondence Banking, to enter into Bought Out Deals, and to act as Portfolio Managers, Underwriters, Sub Underwriters, Lead Managers, Co-Managers, Sponsors, Market maker Consultant, Advisors to Capital Issues, Foreign Exchange Brokers, Money Changers, Debenture Trustees, Dealers in Foreign Currencies and to provide consultancy, advisory services in foreign exchange dealings and to provide custodial and depository services and to promote Mutual Funds, Venture Capital and Asset Management Companies. (Alteration confirmed by CLB, Southern Region 13.3.96.)

(B) OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS

1. To purchase or by any other means acquire and protect, prolong and renew, whether in India, or elsewhere, any patents, patent rights, trade marks, designs, brevets d' invention, licenses, protections and concessions which may appear likely to be advantageous, or useful to the Company, and to use and turn to account, and manufacture under or grant licenses or privileges in respect of the same and to spent money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights, which the Company may acquire or propose to acquire.

2. To sell or in any other manner deal with or dispose of the undertaking or property of the Company, or any other part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures and other securities of any other company.
3. To enter into such arrangements as the Company may think proper with any Public Authority for building chawls and tenements on the property of the Company or on the properties of others and to let the same either to the employees of the Company or to others and upon such terms as the Company may think proper.
4. To remunerate (by cash or otherwise or by other assets or by allotment of fully or partly paid shares or shares credited as fully or partly paid up or in any other manner) any persons, firms, associations or companies for services rendered or to be rendered in rendering technical aid and advice, granting licences or permissions for the use of patents, trade secrets, trade marks, processes and in acting as trustees for debenture holders or debenture stock holders of the Company or for subscribing or agreeing to subscribe subscriptions whether absolutely or conditionally or for procuring or agreeing to procure subscriptions whether absolute or conditional for any shares, debentures, or debenture-stocks, or other securities of the Company or of any company promoted by this company or for services rendered in or about the formation or promotion of the Company or any company promoted by this introducing any property or business to the Company or in or about the conduct of the business of this Company or for guaranteeing payment of such debentures, stocks or other securities and any interest thereon.
5. To insure with any person or company against losses, damages, risks and liabilities of any kind which may affect the Company either wholly or partially, and if thought fit, to effect any such insurance by joining or becoming members of any mutual insurance, protection or indemnity association, federation or society, and to accept any such insurances, or any part thereof, for the account of the company.
6. To borrow or raise money, or receive monies on deposit by itself or jointly with others at interest or otherwise in such manner as the Company may think fit, within the permissible limit and without doing any banking business as defined in the Banking Regulation Act 1949 and in particular by the issue of debentures perpetual or otherwise including debentures convertible into shares, of this or any other company, or perpetual annuities, and on 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 special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders powers of sale of the property, except uncalled capital and other powers as may seem expedient, and to purchase, redeem, or pay off any such securities.
7. To receive fixed or other deposits not withdrawable by cheques, drafts or orders and pay interest on them at a reasonable rate for the purpose of financing the business of the Company and subject to the provisions of the Banking Regulation Act 1949.
8. To draw, make, accept, endorse, discount, execute and issue cheques, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
9. Subject to the provisions of the Companies Act 1956, to make pecuniary grants by way of donation, contribution, subscription, pension, allowance or gratuity and to render assistance otherwise or for the benefit of persons, who are or have been employed by the Company or its predecessors and the widows, orphans, and dependents of any such persons, to or

in aid of charitable, benevolent, religious, scientific, national, international and public institutions, objects or purposes or to any individual or body, to associations, or organisations or funds for the defence, protection, indemnification, or advantage of companies or others, for any exhibition and for the promotion of or opposition to any Bill in Parliament or State Legislature or any like purpose.

10. To carry on in any place or places in the world any trade or business, whether manufacturing or otherwise, subsidiary or auxiliary to, which can be conveniently carried on in connection with any of the Company's objects; and to establish and maintain any agencies in any part of the world for the conduct of the business of the Company, or for the sale of any materials or things for the time being at the disposal of the Company for sale and to advertise and adopt means of making known all or any of the manufacture, products or goods of the Company, of any articles, or goods traded or dealt in by the Company in any way that may be thought advisable, including the posting of the bills in relation thereto, and the issue of circulars, books, pamphlets and price lists, and the conducting of competitions, and the giving of prizes and rewards but not by way of lottery.
11. To be interested in, promote, and undertake the formation and establishment of such institutions, business, companies (industrial, agricultural, trading, manufacturing or other) as may be considered to be conducive to the profit and interest of the company; and to carry on any other business (industrial, agricultural, trading, manufacturing or other) which may seem to the Company capable of being conveniently carried on in connection with any of the objects or otherwise calculated directly or indirectly to render the company's property or rights for the time being profitable.
12. To invest, apply for and acquire or otherwise employ moneys belonging to or entrusted to or at the disposal of the Company not immediately upon securities and shares or without security, upon such terms as may be thought proper and from time to time to vary such transactions in such manner as the Company may think fit.
13. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any person firm or company, carrying on any business which the Company is authorised to carry on or possess property of rights suitable for any of the purposes of the company, and to purchase, acquire, sell and deal in property of any such person, firm or and to conduct, make or carry into effect, any arrangements, in regard to the winding up of the company, business of any person, firm or company, association or society.
14. To employ experts to investigate and examine into the condition, prospects, value, character and, circumstances of any business concerns and undertakings and generally of any assets, property or rights.
15. To enter into partnership or agreement for sharing profits, union of interest, reciprocal concession, amalgamation or cooperation, with any corporation or company carrying on or about to carry on or engage in any business or transaction capable of being conducted so as directly or indirectly to benefit this Company and to take or otherwise acquire and hold shares or stocks in or securities of and to subsidise or otherwise assist any such Company and to sell, hold, reissue, with or without guarantee or promote any other Company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company.
16. To promote any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of this Company.

17. To amalgamate with any other company or companies having objects altogether or in part similar to those of this Company.
18. To promote and form and to be interested in and take hold and dispose of shares in other companies, to transfer to any such company any property of this company, and to take or otherwise acquire, hold and dispose of shares, debentures and other securities in or of any such company, and subsidise or otherwise assist any such company.
19. Generally to purchase, take on lease or in exchange, hire or otherwise acquire, any real and personal property, and any rights of privileges which the company may think necessary or convenient for the purpose of its business and in particular any land, buildings, easements, machinery, plant and stock-in-trade.
20. To lend money to such persons, or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company and to guarantee the performance of contracts by any such persons or companies. The Company, however shall not carry on any chit business as prohibited under the Banning of Prize Chits and Money Circulation Scheme (Banning) Act 1978.
21. To undertake and execute any trust which may be considered beneficial to the Company, either directly or indirectly.
22. To act as trustee for investors and subscribers and for this purpose to carry on the business of an investment Trust Company trading in investments, to act as underwriters, brokers, dealing in units of Unit Trust, National Savings Certificates, and other securities and to promote, finance and start industries and to give any guarantee for payment of money or performance of any obligation or undertaking.
23. To apply for, promote and obtain the incorporation, registration, or other recognition of the Company, state or place and to establish and regulate agencies for the purpose of the Company's business and to apply or join in applying to any parliament, local Government, municipal or other authority or body British, Colonial or foreign for any acts or parliament laws, decrees, concessions, orders, rights or privileges that may seem conducive to the Company's objects or any of them and to oppose by lawful means any proceedings of application which may seem calculated directly or indirectly to prejudice the Company's interest.
24. To sell, improve, manage, work, develop, lease, mortgage, abandon or otherwise deal with, all or any part of the property, rights and concessions of the Company.
25. To pay all the costs, charges and expenses of and incidental to the promotion, formation, registration and establishment of the Company and the issue of its capital, including any underwriting or other commissions, brokers' fees and charge in connection therewith, and to remunerate or make donations to (by cash or other assets or by the allotment of fully or partly paid shares, or by a call or option on shares, debentures, debenture stocks on securities of this or any other company, or in any other manner, whether out of the Company's capital or profits or otherwise) any person or persons for services rendered or to be rendering in introducing any property or business to the company or in placing or assisting to place or guaranteeing the subscription of any shares, debentures, debenture stocks, or other securities of the Company.
26. To create any Depreciation Fund, Reserve Fund, Insurance Fund, or any other Special Fund, whether for depreciation or for re-repairing, improving, extending or maintaining any of the property of the company, or for any other purpose conducive to the interests of the Company.

27. To provide for the welfare of Managing Directors, Directors, employees, Ex-Managing Directors, Ex-Directors, Ex-employees, of the Company and the wives, widows and families or the dependents or connection of such persons, by building or contributing to the building of houses, dwellings, or chawls, or by grants of money pensions, providing insurance, allowance, bonus or other payments or by creating Superannuation Fund and from time to time subscribing or contributing to provident or other associations, institutions, funds or trust, and by providing or subscribing or contributing towards places of instructions and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit, and to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions, associations and objects which shall have any normal or other claim to support of aid by the Company either by reason of locality of operation or of public and general utility or otherwise.
28. To provide a financing leasing advisory/counselling service to other entities and/or form the leasing arm of other entities.
29. To enter into any arrangements with any Governments or authorities, supreme, municipal, local or otherwise that may seem conducive to the Company's objects, or any of them, and to obtain from any such Government or authority any rights, privileges, and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
30. To apply for licences or permits from Central Government or any State Government.
31. To carry out all public work and entering into all types of private contract in connection with the main object.
32. To do all or any of the above things in any part of the Union of India and of the World and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents, or otherwise and either alone or in conjunction with others.
33. To refer or agree to refer to arbitration, any claim, demand, dispute, legal proceedings, or any other question by or against the Company, or in which the Company is interested or concerned.
- (C) OTHER OBJECTS NOT INCLUDED IN (A) AND (B) ABOVE;
 1. To carry on the business of manufacturers, importers, buyers and sellers of and dealer in fertilizers, manures, dips, sprays, disinfectants, vermifuges, fungicides, insecticides, weedicides, pesticides, fumigants, sprayers, pumps, tools and agricultural implements and all kinds of machineries, spare parts, accessories and equipments and all other requisites that may be required by plantation, trade and industry.
 2. To carry on this business of manufacturers, importers, buyers and sellers of and dealers in colouring materials, pigments and flakes, paints, varnishes, rubber chemicals, plastic and resinous materials, glues and adhesive composites, plasticizers and auxiliaries, surface active agents, coating resins, solvents, diluent oils, spray; oils, and all types of acids and chemicals and industrial raw materials and components.
 3. To carry on the business of acting as technical consultants, advisers and surveyors of technical know, how, formulate, process and applied technology and to organise and pursue Research and Development.
 4. To carry on business as agents for airlines, aircraft proprietors, aerial spraying operators, railways, shipping lines and ship owners, coach and omnibus, coach and omnibus proprietors

and other carriers and transporters and to carry on business as tourist agents, and contractors and to facilitate travelling and to provide for tourists and travellers and to promote the provision of convenience of all kinds in the way of through tickets, circular tickets, sleeping cars or berths, reserved places, hotels and lodging accommodation, baggage transport, guides, safe deposits, inquiry bureaus and otherwise.

5. To act as agents, brokers, registrars of shares / securities / fixed deposits, stockists, distributors, commission agents, money transfer agents, manufacturers' representatives, selling and purchasing agents for sellers, buyers exporters, importers, manufacturers, merchants, planters, farmers, agriculturists, tradesmen, insurers, insurance agents, / brokers, money transfer business houses and for other Corporate entities, Institutions, Trust etc., and others, generally to undertake and carry out agency work of any kind whatsoever and to transact all manners of agency and commission business. (Amended vide Special resolution dt. 27.09.2000)
 6. To carry on the business of import, export, distribution of all merchandise and to act as agents, stockists, distributors for firms and companies in India and abroad.
 7. To carry on the business of extracting oil either by crushing or by chemical means or any other process and to carry on the business of refiners, manufacturers, importers and exporters, dealers and merchants in groundnuts, coconuts, copra, cotton seed, rice and rice bran linseed, mowra, gingelly, rape, flax, mahusa, neem, mustard, or any other seed or nut or oil bearing substances, whatsoever and oil and cakes manufactured therefrom makers and manufacturers and dealers of ghee, toiletries, toilet soaps and shampoos.
 8. To produce, purchase and sell all chemicals inclusive of sulphuric acid, hydrochloric acid, and all salts and carbonates, chlorates, caustic soda, lime, glass, dyestuff, tanning and bleaching materials, yeast, chlorine and bleaching powder of all description and to deal in all of them.
 9. To manufacture and deal in all kinds of pharmaceutical articles and perfumes whatsoever, and deal in all of them.
 10. To gin, card, comb, scour, mix, cut, process, twist, throw, reel, weave, knit, print, bleach, dye or finish, pack, rayon, staple fibre, yarn, raw silk, yams, waste silks, cotton, flax, jute, hemp, wool, heesian linen, or other textile and textile fibres.
 11. To manufacture and deal in plastics of all kinds and the components used thereon for manufacture and in all materials, products, components, compositions, compounds and other substances used for building, flooring, roofing and other purposes.
 12. To produce and manufacture, distribute and supply confectionery items, sweetening agents.
 13. To produce all kinds of soft drinks, aerated water, fruit juice, jams, and carry on the business of distribution and selling of the said products.
- IV. The liability of the members is limited.
- V. The Authorised Share Capital of the Company is Rs. 42,00,00,000/- (Rupees Forty Two Crores only) divided into 2,80,00,000/- (Two Crores Eighty Lakhs) Equity Shares of Rs.10 (Rupees Ten Only) each and 14,00,000 (Fourteen Lakhs only) Redeemable Cumulative Preference Shares of Rs.100/- (Rupees One Hundred only) each with fixed rate of dividend, period of redemption and such other terms may be decided by the board of Directors pursuant to Sec. 80 of the Companies Act, 1956, with power to increase or decrease the said capital in accordance with the Articles of Association of the Company and legislative provisions for the time being in force. (Amended vide ordinary resolution dated 22.12.99)

We, the several persons, whose names address and description are hereunder subscribed 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 our respective names.

Sl. No.	Signature, Names, full address description of Subscribers	No. of Equity Shares taken	Signature Name Address occupation of Witness
1	2	3	4
1.	Sd/- P. MARUTHAI PILLAI S/o. Late V.S. Perumal Pillai 144, Sterling Road, Nungambakkam, Madras - 600 034 INDUSTRIALIST	200 (Two Hundred)	
2.	Sd/- M. SIVARAM S/o. P. Maruthai Pillai 10, III Cross Street, Sterling Road, Nungambakkam, Madras - 600 034 INDUSTRIALIST	200 (Two Hundred)	Sd/- D. RAMJEE S/o. Mr. V.R. Dorai 72/2, I Avenue, Ashok Nagar, Madras - 600 083
3.	Sd/- B. S. ADITYAN S/o. Sri S.B. Adityan 46, E.V. Sampath Road, Madras - 600 007.	200 (Two Hundred)	Company Secretary Aruna Sugars Limited
4.	M/s. Aruna Sugars Limited. a Public Limited Company registered under the Companies Act 1956 (Regn No. 4255 of 1960) having its registered office at 145, Sterling Road, Nungambakkam, Madras - 600 034 represented by its Managing Director - Mr. M. Sivaram	100 (One Hundred)	
5.	Sd/- J. RENGARAJAN S/o Sri R. Jaganathan 40, Prithivi Avenue, Madras - 600 018. CHARTERED ACCOUNTANT	100 (One Hundred)	

Sl. No. 1	Signature, Names, full address description of Subscribers 2	No. of Equity Shares taken 3	Signature Name Address occupation of Witness 4
6.	Sd/- B. SARKAR S/o. A. B. Sarkar Flat No. 18, 16-B, Venkatratnam Nagar Extension Off : Canal bank Road, Madras - 600 020 ARCHITECT	100 (One Hundred)	
7.	Sd/- L. VIJAYAKUMAR S/o. K. V. Loganathan 'Annam House' 45, Old mambalam Road, Madras - 600 033 BUSINESS	100 (One Hundred)	Sd/- D. RAMJEE S/o. Mr. V.R. Dorai 72/2, I Avenue, Ashok Nagar, Madras - 600 083 Company Secretary Aruna Sugars Limited
8.	Sd/- M. GANESAN S/o. Late T. V. Marimuthu Pillai 21, Muthu Pandian Avenue, Santhome, Madras - 600 004 BUSINESS	100 (One Hundred)	
Total Number of shares taken		<u>1100</u>	

Dates at Madras this 24th day of October, 1985