

THE COMPANIES ACT, 2013

A COMPANY LIMITED BY SHARES (Incorporated under the Companies Act, 1956)

MEMORANDUM OF ASSOCIATION OF ADITYA BIRLA CHEMICALS (INDIA) LIMITED

- I The name of the Company is ADITYA BIRLA CHEMICALS (INDIA) LIMITED.
- II The Registered Office of the Company will be situated in the State of Jharkhand .
- III The objects for which the Company is established are as under:-
- (A) The main objects to be pursued by the Company on its incorporation :-
1. To carry on business as manufacturers, exporters, importers, buyers and sellers of and dealers in all Chemicals and in particular Soda Ash, Caustic Soda, Sulphuric Acid, Super Phosphate, Ammonium Chloride, Benzene Hexachloride, Zinc Chloride, Calcium Chloride, Di-Calcium Phosphate, Alcohol, Chlorine, Chlorine products, both organic and inorganic such as polyvinyl Chloride carbontetra-chloride, trichloro-ethylene, perchloroethylene Ethylene dichloride, carbon disulphide, Barium Chloride, Aluminum trichloride and Titanium tetrachloride etc. metallic chlorides, Hypochlorides, alkalic acids, cordials, drugs, tannins, essences and pharmaceuticals, photo-graphical, sizing, medical, chemical, industrial and other allied preparations and articles of any nature and kinds whatsoever, mineral and other waters, cements, oils, paints pigments and varnishes compounds drugs, dyes, stuff organic or mineral intermediates, paint and colour varnishes.
 2. To manufacture, buy, sell, import, deal in and carry on business in casein, Hydrochloric acid, Bleaching Powder, sodium silicate lime, copper sulphate, alum, urea and phenol formaldehyde, synthetic resin, PVC resin, synthetic and other resin glues, Chlorinated paraffin wax, Chlorinated rubber, and other chemicals and ingredients for the manufacture of glue, cement or bonding materials.
 3. To manufacture, produce, refine, process, formulate, mix or prepare mine or otherwise acquire, buy, sell, exchange, distribute, trade, deal in, import and export any and all kinds of chemicals, fertilizers, linden, pesticides, manures, their mixtures, and formulation and any and all Classes and kinds of chemicals, sources, materials ingredients, mixtures, derivatives and compounds thereof and any all kinds of products of which any of the foregoing constitutes any ingredient or in the production of which any of the foregoing is used, including fertilizers, and agricultural and industrial Chemicals of all kinds, and industrial and other preparations of or products arising from or required in the manufacturing, refining of any kind of fertilizer, their mixture and formulations.
 - *4. To generate, develop and accumulate electrical power at place or places for which licences may be obtained under Indian Electricity Act 1910 and the electricity (Supply) Act, 1948 and/or any amendment or Re-enactment thereof and to transmit, distribute and supply such power throughout the area of supply named therein and without prejudice to the

generality of the above to transmit, distribute and supply such power to and for the purpose of feeding the caustic soda plant of the Company and generally to generate, develop and accumulate power at any places or phase and to transmit, distribute, supply and sell such power for all lawful purposes.

- *5. To carry on the business of electricity supply and in particular to construct, lay down, establish fix and carryout all necessary power stations, cables, wires, lines, accumulators, Lamps and works and to generate, accumulate, distribute and supply electricity to other Industries and/ or domestic consumers and/ or for Captive consumption and / or to any State Electricity Board and/or to light cities, Towns, streets, markets buildings and places, both public and private.

****Adopted by a Special Resolution passed on 26th August 1995***

- *6. To do business of commodity (including commodity derivatives) broking, trading, hedging and arbitrating as brokers and traders in all commodities and commodity derivatives including electricity trading either on the power exchange or bilateral transactions for which license may be obtained/approved by CERC under the Electricity Act 2003 and /or any amendments or re-enactment there and to act as makers, sub-brokers, underwriters, sub-underwriters, indentors, packers, processors, stockists, providers of service for commodity related activities and to buy, sell, take, hold, deal in convert, modify and value, transfer or otherwise dispose of commodities and commodity derivatives and to carry on the above business in India and/or abroad for and on behalf of the Company as well as for others and to apply for and obtain registration as commodities brokers or members of any and/or more than one commodities exchange anywhere in India and/or abroad and to do the business of commodity warehousing, processing, consumption and depository.

****Adopted by Special Resolution passed on 15th October 2014***

- *7. To carry on the business of founders, moulders, casters, and manufacturers of high and heavy machinery, implements, tool makers, boiler-makers, metal workers, mill-wrights, machinists, iron and steel converters, smiths, wood-workers, builders, metallurgists and water supply engineers and to buy, sell, manufacture, export, import, repair, convert, alter, let on hire and deal in machinery, implements, rolling stock and hardwares of all kinds.

****Adopted by Special Resolution passed on 15th October 2014***

- *8. To carry on the business of manufacturers and founders and dealers and workers in ferrous and non-ferrous alloys bearing metals, white metals, solders, tin, aluminium, silver alloys, special bearing metals, alloys, type and monotype metal, bronzes, gun metal, yellow metal, alloys of any specification from scrap metals chemicals, ashes, dresses, residues, concentrates, ores, phosphor, lead bronzes and all kinds of metal and metal alloys whatsoever.

****Adopted by Special Resolution passed on 15th October 2014***

- *9. To carry on the business relating to the winning and working of minerals, the production or the working of the metals, and the production, manufacture and preparation of any other material, which may be usefully or conveniently combined with the engineering or manufacturing business of the company.

****Adopted by Special Resolution passed on 15th October 2014***

- *10. To carry on the business of manufacturers, importers, exporters, stockists, distributors, agents and dealers of all kinds of automobiles and industrial Roller and Bushed pin Chains,

Sprockets, Speed Reducers, Flexible and Rigid shafts, Conveyor Elevator and Drive chains/silent chains, Leaf chains, all kinds of bearings and other components required for the same.

****Adopted by Special Resolution passed on 15th October 2014***

- *11. To engage in, establish subsidiary and allied industries for the manufacture of all kinds of Roller and Bushed Pin Chains, Sprockets, Speed Reducers, Flexible and Rigid Shafts, Conveyor Elevator and Drive Chains, Leaf chains, all kinds of bearing and other components and deal in the same.

****Adopted by Special Resolution passed on 15th October 2014***

- *12. To carry on the business of chemists, physicists, machinists, metallurgists, smelters metal founders, miners, metal sprayers, mill-wrights, machinists and manufacturers of machinery parts, mechanical conveyors, hardwares, of every description which may seem to the Company capable of being conveniently carried on in connection with the above or otherwise calculated directly or indirectly, to enhance the value of the Company's rights and properties for the time being.

****Adopted by Special Resolution passed on 15th October 2014***

- *13. To carry on business of planning, establishing, developing, manufacturing, buying, selling, supplying, operating, managing, advising and providing services of every description and kind including but not limited to telecommunication towers, telecommunication systems and related infrastructure, systems and mechanical, electrical and electronic machinery, equipment, apparatus and devices, including surveying the site for feasibility, engineering, construction, erection, installation, commissioning, alteration, repair, takeover of the site for complete operation, and generating, producing, refining, receiving, improving, buying, selling, reselling, acquiring, using, transmitting, accumulating, employing, distributing, developing, handling, managing, advising, supplying, maintenance, providing energy management services through diversified conventional or non-conventional power sources, general housekeeping, caretaker services, security, site optimization, supply of hydrogen and other incidental products, and all other related, concerned and consequential services as required in this respect, whether covered hereinabove or not, including arrangement and provision of any of the abovementioned services by any other party(ies) on hire, rental, commission based or any other system and to carry on the above services in India and/or abroad for and on behalf of the Company as well as for others and to apply for and obtain registration as required.

**** Adopted by Special Resolution passed on 19th February 2015***

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

1. To buy, repair, alter and deal in such apparatus, machinery, material and articles of all kinds capable of being used for the purposes of the business carried on by the Company.
2. To establish, own, acquire, run, superintend, manage or Control laboratories, research stations, factories and other works and other establishments and auxiliaries for the manufactures of the Company or for providing the raw materials and facilities for and in-connection with its manufactures of other business or businesses.
3. To enter into technical and financial collaboration with foreign and Indian collaborators

- for the manufactures of the Company.
4. To execute contracts for works involving the supply or use of any machinery, which may be required for the business of the Company, component parts, spare parts and accessories and fittings of all kinds of the articles and things mentioned above or used in or capable of being used in connection with the manufacture, maintenance and working thereof and to carry out any ancillary or other works comprised in such contracts.
 5. To enter into arrangements or agreements with any company or persons for obtaining by grant, licence or in other terms, formulas and other rights and benefits, technical information, knowhow and expert guidance and equipment and machinery for the production and manufacture in India of the articles and things mentioned above and to arrange facilities for training of technical personnel by them.
 6. To establish provide, maintain and conduct or otherwise subsidies research laboratories and experimental workshops for scientific and technical research and experiments and to undertake and carry on with all scientific and technical researches, and technical, and investigation and invention by providing, subsidizing, endowing to assisting laboratories, workshops, libraries, lectures, meeting and conferences and by providing remuneration to scientific or technical professors or teachers and by providing for the award of scholarships, prizes, grants and bursaries to students or independent students or otherwise, and generally to encourage, promote and reward such studies, researches, investigations, experiments, tests and inventions of which the Company is authorized to carry on, in connection with its business.
 7. To acquire by concession, grant, purchase, barter, licence or otherwise, either absolutely or conditionally, and either alone or jointly with others, any land, buildings, machinery, plant, utensils, works, conveniences and other movable and immovable property of any description and any patents, trade marks, technical knowhow, drawings, concessions, privileges and other rights for the objects and business of the Company or convenient for the purpose of the Company and to pay for such land, buildings and works, properly or right or any other property and right purchased or acquired by or for the Company in connection with its business by shares, debentures, debenture-stock, bonds or other securities of the Company or by cash or otherwise and to manage, develop sell, let on lease or for hire or otherwise dispose of or turn to account the same at such time or times and in such manner and for such consideration as may be deemed proper or expedient.
 8. To apply for, purchase or otherwise, acquire and protect, prolong and renew whether in India or elsewhere any patents, patent rights, beevetsd inventions, limited right to any invention secret, or other information which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem capable of being used for any of the purposes of the Company or acquisition of which may seem calculated, directly or indirectly, to benefit the Company in connection with its business and to use, exercise, develop, manufacture under licenses or grant or privileges in respect of or otherwise turn to account any patents, property, right, inventions, secrets or information so acquired and to spend moneys in experimenting upon, testing, improving or seeking to improve any patents, property right, inventions, secrets or information so acquired or proposed to be acquired.
 9. To construct, maintain, improve, manage, work, control and superintend any roadways, tramways, railways, bridges, reservoirs, watercourses, furnaces, hydraulic works,

electrical works, factories, wharves, shops and other works, and conveniences for attainment of the main objects of the Company and to contribute to subsidize or otherwise aid or take part in any such operations for the purpose of the Company.

10. To enter into arrangements, with any Government or authorities, Central, State, 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 State or authority and rights, privileges and concession which the Company may think it desirable to obtain in connection with its business and to carry out and comply with any such arrangements, and to exercise, dispose of or otherwise turn to account, any such rights, privileges and connections.
11. To enter into partnership, or into any arrangement for sharing profits, amalgamation, union of interest, co-operation, joint venture, reciprocal concession or otherwise with any person or company carrying on or engaged, in or about to carry on or engage in, any business or transaction which this Company is authorized to carry on or engage in, or to amalgamate with any other company having objects altogether or in part similar to those of this Company and to guarantee the contracts of or otherwise assist or subsidize any such person or company and to place, take or otherwise acquire, to be interested in hold, sell, deal in and dispose of shares, stocks, debentures and others as securities of any such company.
12. To promote, form and register, and aid in the promotion, formation and registration of any company or companies subsidiary or otherwise for the purpose of acquiring all or any of the property, rights and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company and to transfer to any such company any property of the Company and to be interested in, or take or otherwise acquire, hold, sell or otherwise dispose of shares, stocks, debentures and other securities in or of any such company for all or any of the objects mentioned in this Memorandum and to subsidize or otherwise assist any such company.
13. To purchase or otherwise acquire and undertake the whole or any part of the business goodwill, property, rights, assets and liabilities of any company or person carrying on or proposing to carry on any business similar to that of this Company or possession of the property or rights suitable for any of the purposes of this Company.
14. To sell, improve, alter, manage, develop, exchange, lease, mortgage, enfranchise, dispose of, turn to account or otherwise deal with all or any part of the business, lands, properties, assets and rights and generally the resources and undertakings of the Company in such manner and on such terms as may be deemed fit, and in particular for shares, stock and other securities of any other company having objects altogether or in part similar to those of this Company.
15. To invest and deal with the moneys of the Company not immediately required upon such securities or investments and in such manner as may from time to time be determined.
16. To apply for, tender, purchase or otherwise acquire contracts, licences and concessions for or relating to the objects or business herein mentioned or any of them and to undertake, execute, carry out, dispose of or otherwise turn to account the same.

17. To grant aid, scholarship, subsidy, loans etc. for advanced studies in connection with the objects of the Company in or outside India to deserving persons where the Company is assured to good returns for the attainment of the objects of the Company.
18. Subject to the provisions of section 58A of the Companies Act, 1956, to receive moneys on deposits or loans for financing the business of the Company upon such terms as may be thought fit. The Company shall not however carry on any banking business as defined in the Banking Regulation Act, 1949.
19. To lend money on property or on hypothecation or pledge of movable property or without security to such persons and on such terms as may seem expedient in connection with the business of the Company and, in particular, to customers and persons having dealings with the Company. The Company shall not carry on any banking business as defined in the Banking Regulation Act, 1949.
20. To borrow or secure the payment of money in such manner as the Company shall think fit, in particular, by the issue of debentures or debenture-stock, perpetual or otherwise, charged upon all or any of the Company's property (both present and future) including its uncalled capital and to purchase, redeem and pay off any such securities.
21. To draw, make, accept, execute and issue bills of exchange, promissory notes bills of lading, warrants, debentures and other negotiable or transferable instruments or securities in connection with the business of the Company.
22. To create any depreciation fund, reserve, sinking fund, insurance fund or any special or other fund whether for repairing, extending or maintaining any property of the Company or for redemption of the debentures or redeemable preference shares or any other purpose whatsoever conducive to the interest of the Company.
23. To distribute in the case of winding up of the Company, any of the properties of the Company amongst the members in specie or kind but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
24. To pay costs, charges and expenses of and incidental to promotion, formation registration and establishment of the Company and the issue of its capital and charges in connection therewith and to remunerate (by cash or other assets or by allotment of fully paid up shares or by a call or option of shares, debentures, debenture stock or 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/persons, or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any of the shares in the Company's capital or any debentures or debenture-stock or other securities of the Company or in the conduct of its business or introducing any property or business to the Company or for any other reason which the Company thinks proper.
25. To provide for the welfare of employees or ex-employees of the Company and the wives and families or the dependants or connections of such persons by building or contributing to the building of houses or by grants of money, pensions, allowances,

compensation or other payments, or from time to time, by creating and subscribing or contributing to provident fund and other funds, institutions or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit.

26. To adopt such means of making known the business and the products of the Company as may seem expedient, and in particular, by advertising in the presses, by circular by purchase or exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations.
27. Upon any issue of shares, debentures, or other securities of the Company, to employ brokers, commission agents and underwriters and provide for the remuneration of such persons for their services by payment in cash or by the issue of shares, debentures or other securities of the Company, by the granting of option to take the same or in any manner allowed by law.
28. To produce the registration or other recognition of the Company in any country, state or place outside India and to establish and maintain local registers and branch places of business in any part of the world.
29. To subscribe, contribute, or grant money to any charitable, benevolent, religious, social, scientific, national or other funds, institutions or objects, and to any individual or body unless otherwise prohibited by law.
30. To undertake and execute any trusts the undertaking whereof may be desirable in connection with the business of the Company either gratuitously or otherwise.
31. To manufacture, trade and deal in all kinds of electrical, chemical, photographic, surgical and scientific apparatuses, instruments, goods and materials, and things which may be useful for, conducive to or beneficial for the Company, its employees, other dependants and customers, whether directly or indirectly, in connection with the business of the Company.

****Heading adopted by Special Resolution passed on 15th October 2014***

IV. The liability of the members is limited.

- *V. The Authorised Share Capital of the Company shall be Rs. 25,00,00,000/- (Rupees Twenty five crores only) out of which Rs. 24,50,00,000/- (Rupees Twenty four crores fifty lacs only) shall consist of 2,45,00,000/- (Two crores and forty five lacs only) Equity Shares of Rs. 10/- (Rupees Ten) each and Rs. 50,00,000/- (Rupees Fifty lacs) shall consist of 50,000/- (Fifty thousand) 11% cumulative redeemable preference shares of Rs. 100/- (Rupees one hundred) each. The Company has and shall always have power to divide the share capital, for the time being into several classes and to increase or reduce its capital from time to time and to vary, modify or abrogate any right, privileges or conditions attached to any class of shares in such manner, as may, for the time being, be provided by the regulations of the Company.

****Adopted by a Special Resolution passed on 23rd October, 2001***

We, the several persons whose names and addresses 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 our respective names.

	Name, addresses, description and occupations of subscribers	No. of equity shares taken by each subscriber	Signature of the subscribers	Names, addresses, description and occupation of witnesses
1.	Ramesh Jha, M.L.A. S/o Sri Ganesh Jha, 2, Kautilya Marg, Patna, For & On Behalf of Bihar State Industrial Development Corpn. Ltd., Patna	10	Sd/- Ramesh Jha	Satish Kumar Sinha, S/o Sri C B N Sinha, U.D.A. Bihar State Industrial Dev. Corpn. Ltd., Patna
2.	Ramanand Choudhary, Govt. Service, S/o Late Sri Bidya Nath Choudhary Director, Tech. Development Bihar, Patna, For & On Behalf of Bihar State Industrial Development Corpn. Ltd., Patna	10	Sd/- R N Choudhary	
3.	Madhav Sinha S/o Sitaram Singh 2, South Baily Road, Patna Govt. Service, For & on Behalf of Bihar State Industrial Development Corpn. Ltd., Patna.	10	Sd/- Madhav Sinha	
4.	Jaibir Thakur S/o Late Sri Babuajee Thakur Inspecting Officer, Bihar State Industrial Development Corpn. Ltd., Patna For & on Behalf of Bihar State Industrial Development Corpn. Ltd., Patna.	10	Sd/- J B Thakur	
5.	Durga Prasad Mandelia, Business Executive, S/o Late Sri Gauri Duttji Mandelia, Century Bhavan, Dr. Annie Besant Road, Bombay-400 025. For & on Behalf of Pilani Investment Corpn. Ltd., Gwalior.	10	Sd/- D P Mandelia	Shyamlal Pd. Shorewala, S/o Sri Dwarka Pd. Shorewala. Service, Century Bhawan, Mumbai.
6.	Indu Parekh, Executive S/o Sri Hemchandbhai Parekh, Birlagram, Nagda (M.P) For & on Behalf of the Gwalior Rayon Silk Mfg. (Wvg) Co. Ltd, Birlagram, Nagda.	10	Sd/- I H Parekh	Indu I. Parekh, W/o Sri I H Parekh, Service, Birlagram, Nagda (M.P)
7.	Vijay Singh Bharaktiya, Executive S/o Sri Chandan Sinha Bharaktiya 20/3, Yashwant Niwas Road, Indore-3 (M.P) For & on Behalf of Hindustan Aluminium Corpn. Ltd., Bombay.	10	Sd/- V S Bharaktiya	Rajendra Sharma, Executive, Bank Road, Patna
		70 (Seventy)		

Dated the 7th Day of July, 1976