

MEMORANDUM OF ASSOCIATION
OF
CHETTINAD CEMENT CORPORATION PRIVATE LIMITED

- I. The name of the Company is Chettinad Cement Corporation Private Limited.
- II. The Registered Office of the Company will be situate in the Madras State.
- III. The objects for which the Company is established are the following : -
 1. To produce, manufacture, purchase, refine, prepare, process, import, export, sell and generally to deal in cement, portland cement, alumina cement, white and coloured cement, lime and limestone, kankar and or by-products thereof and building materials, generally, non-ferrous, metals, ferro-alloys; and in connection therewith, to acquire, erect, construct, establish, operate and maintain factories, mines and quarries, workshops and other works.
 2. To purchase, take on lease, or otherwise acquire, the undertaking business and property or any part thereof any company or companies carrying on business as manufacturers of cement and Mineral Industries in India or elsewhere, or any other business which the Company is entitled to carry on.
 3. To produce, manufacture, process, refine, prepare, treat, purchase, sell, export, import or otherwise deal with, either as Principals or as Agents, either solely or in partnership with others, cement, alumina cement, white and coloured cement, lime, plaster of Paris, and other building materials of all kinds, plastic and plastic goods, glass, glass sheets, chemicals of all kinds including acids, alkalies and salts, manures, fertilisers, dyes, paints of all kinds, caustic soda, soda ash, sulphur, magnesite, dry-ice, calcium carbide, catechu, celotex, asbestos and other building boards to be used in ceiling, floor or walls, made from any fibrous materials, such as begasse, bamboo, wood, paper, jute, hemp and grasses; pottery, fire clay and fire bricks, flooring tiles, roofing materials, etc.

4. To carry on all or any of the businesses of manufacturers and sellers of, and dealers and workers in, cement of all kinds, concrete, asbestos, gypsum, coal, jute, hessian cloth, gunny bags, paper bags, lime, plasters, whitting, clay, bauxite, soapstone ochres, paints, fixing materials, gravel, sand bricks, tiles, pipes, pottery, earthenware, artificial stone, and manufacturers, builders and dyers requisites and conveniences of all kinds.
5. To carry on the business of miners, metallurgists, builders, contractors, engineers, merchants, importers and exporters, and to buy, sell and deal in, properties of all kinds.
6. To search for, get, manufacture, work, make merchantable, sell and deal in iron, coal, iron ore, limestone, manganese, aluminium, tin, copper, silver, gold, cobalt, mica, nickel, clay, fireclay, and other metals, minerals and substances; and to buy, sell, manufacture, import, export and deal in minerals and mineral products, plant and machinery capable of being used in connection with mining or metallurgical operations or required by workmen and others employed by the Company.
7. To carry on investigations to discover places where cement can be profitably made, or where any materials, minerals for any manufacturing work, the Company is entitled to carry on, can be obtained and to obtain prospecting or research work in that behalf.
8. To work mines or quarries and to prospect for, search for, find, win, get, work, crush, smelt, manufacture or otherwise deal with, limestone, chalk, clay, ores, metals, minerals, oils, precious, and other stones or deposits, or products, and generally to carry on the business of mining in all its branches and aspects.
9. To acquire by concession, grant, purchases, barter, lease, licence or otherwise, either absolutely or conditionally, and either solely or jointly with others, any lands, buildings, mines, minerals, potteries, pottery works, easements, way leaves, privileges, rights, licences, powers and concessions; and in particular, any water rights or concessions for the purpose of obtaining motive power, and any machinery, plant utensils, goods, trade-marks and other movable and immovable property of any description which the Company may think necessary or convenient for purposes of its business or which may seem to the Company capable of being turned to account.
10. To search for ores and minerals, mine and grant licences for mining in or over any lands which may be acquired or held by the Company and to lease out any such lands for building or other use.
11. To use, plant, cultivate, work, manage, Improve, carry on, develop and turn to account undertakings, lands, mines, rights, privileges, property and assets of any kind, of the Company or any part thereof.
12. To carry on the business of a water- works company in all its branches, and to sink wells and shafts, and to make, build, construct, lay down and maintain dams, reservoirs, water works, cisterns, culverts, filter beds, mains and other pipes and appliances, and to execute and do all other acts and things necessary or convenient for obtaining, storing, selling, delivering, measuring, distributing and dealing in water.
13. To carry on business as manufacturers of chemicals and manures, distillers, paint-makers, dye-makers, gas-makers, smelters, metallurgists and chemical engineers, and carriers by land, air and sea, wharfingers, warehousemen, barge owners planters, farmers, brick-makers, potters, timber merchants saw-mill proprietors and timber growers, and to buy, sell, grow, prepare for the market, manipulate, import, export and deal in articles of all kinds in the manufacture of which timber or wood is used, and to buy, clear, plant, and work timber estates.
14. To acquire, be interested in, construct, maintain, carry out, improve, work, alter, control and manage any tramways, railways, steamboats, roads, bridges, tunnels, water works, water rights, canals, irrigation works, gas works, coal mines, electric works, reservoirs, water-courses, furnaces, stamping works, smelting works, factories, warehouses and other works and conveniences which the Company may think conducive to any of its objects which may seem calculated directly or in-directly to promote the Company's interests and to contribute to and take part in the constructing, maintaining carrying on, improving, working, controlling and managing of any such works or conveniences.
15. To carry on the business of an electricity producing and distributing company, to manufacture bulbs, wires, cables, dynamos, motors, fans, stoves batteries, refrigerators, cells and all other electrical goods, and to carry on all sorts of electric installation work, including installation of telephones, radios, etc.

16. To acquire, develop and turn to account any land, in particular, by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating maintaining, finishing, fitting up and improving buildings and by planting, paving, drawing, farming, cultivating, letting on building lease or building agreement, and by advancing money to and entering into contracts and arrangements of all kinds with builders tenants and others.
17. To transact and carry on all kinds of Agency business.
18. Generally to carry on in any place or places any other trade or business, whether manufacturing or otherwise, subsidiary or auxiliary to, or which may seem to the Company capable of being conveniently carried on in connection with any of the Company's objects or calculated to enhance the value of or render profitable any of the Company's property or rights 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 or promoting the use of all or any of the manufactured products or goods of the Company, or any articles or goods traded or dealt in by the Company, in any way that may be thought advisable, including the posting of bills in relation thereto, and the issue of circulars, books, pamphlets and price-lists, and the conducting of competitions, exhibitions and the giving of prizes, rewards and donations.
19. To apply for, purchase or by any other means, acquire, protect, prolong and renew, any patents, patent-rights, brevets d'invention, licences, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account, and to manufacture under or grant licences or privileges in respect of the same and to spend 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.
20. To enter into partnership or into any arrangements for sharing profits, unions of interests, co-operation, joint adventure, 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 authorised to carry on or engage in, or any business undertaking or transaction which may seem capable of being carried on or conducted so as directly or indirectly to benefit the Company; and to lend money, to guarantee the contracts of or otherwise assist any such person, firm or company, and to take or otherwise acquire and hold shares or securities of any such person, firm or company, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with the same.
21. To enter into any arrangements with any Governments or States or Authorities, 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, 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.
22. To undertake and carry on any business, transaction, or operations commonly undertaken or carried on by promoters of companies, concessionaries, contractors for public and other works, or merchants.
23. To be interested in, promote, and undertake the formation and establishment of such institutions, businesses, pools, combines, syndicates (industrial, trading or manufacturing) as may be considered to be conducive to the profit and interest of the Company and to acquire, promote, and or subsidise interests in any industry or undertaking and to carry on any other business (industrial, trading, manufacturing, or other) which may seem to the Company capable of being conveniently carried on in connection with any of the objects of the Company or otherwise calculated, directly or indirectly, to render any of the Company's properties or rights for the time being profitable.
24. 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 this Company is authorised to carry on, or possessed of property or rights suitable for any of the purposes of the Company, and to purchase, acquire, apply for hold, sell and deal in shares, stock, debentures or debenture stock of any such person, firm or company and to conduct, make or carry into effect any arrangement in regard to the winding-up of the business of any such person, firm or company.

25. To amalgamate with any company or companies having objects altogether or in part similar to those of this Company.
26. To promote and form, and to be interested in, and take, to apply for, acquire, hold and dispose of shares in any other company having objects similar, altogether or in part to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit the company and to subsidise or assist any such company financially or otherwise by issuing or subscribing for or guaranteeing the subscription and issue of shares, stock, debentures, debenture stock or other securities of such company.
27. To pay for any properties, rights or privileges acquired by the Company, in shares or debentures of this Company, or partly in shares or debentures and partly in cash, or otherwise, and to give shares or stock or debentures of this Company in exchange for shares or stock or debentures of any other company.
28. To pay all the costs, charges and expenses of, and incidental to the promotion and formation, registration and establishment of the Company, and the issue of its capital including any underwriting or other commissions, broker's fee and charges in connection there-with.
29. 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 stock or securities of this or any other company, or in any other manner) whether out of the Company's Capital, profits or otherwise any person or persons for services rendered to or to be rendered in introducing any property or business to the Company or placing or assisting to place or guaranteeing the subscription of any shares, debentures, debenture stock, or otherwise securities of the Company, or for any other reason which the Company may think proper.
30. To procure the registration or other recognition of the Company in any country, State, or place and to establish and regulate agencies for the purpose of the Company's business.
31. To apply or join in applying to, and obtain from, any Parliament or Legislative Authority, Government (Local, Municipal or other Authority or Body) Indian or Foreign, or other persons, for any Acts of Parliament or other Acts of Legislature, Laws, decrees concessions, orders, rights or privileges or authority that may seem conducive to the company's objects, or any of them or may seem expedient, to obtain any provisional order of Act Parliament for enabling the Company to carry on any of its objects into effect or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient; and to oppose by lawful means any proceedings or applications or legislations or grant or withdrawal of any rights, privileges or concessions or any imposition or alteration or cancellation of any taxes or duties or tariffs which may seem calculated directly or indirectly to prejudice the Company's interests.
32. To open and keep a register or registers in any country, State, territory, or Dominion wherever it may be deemed advisable to do so and to allocate any number of the Company to such register or registers.
33. To undertake and execute any trusts the undertaking whereof may seem desirable, either gratuitously or otherwise.
34. To draw, make, issue, accept and to endorse, discount and negotiable promissory notes, hundies, bills of exchange bills of lading, delivery orders, warrants, warehouse-keepers' certificates, and other negotiable or commercial or mercantile instruments connected with the business of the Company.
35. To invest, apply for and acquire, or otherwise employ moneys belonging to or entrusted to the Company upon securities and shares or without security, upon such terms as may be thought proper, and from time to time to vary such investments in such manner as the Company may think fit.
36. Without in any way infringing any of the provisions of the Banking Companies Act, 1949, to lend or deposit moneys belonging to or entrusted to or at the disposal of the Company to such person or company and, in particular, to customers and others having dealings with the Company, with or without security, upon such terms as may be thought proper, and to guarantee the performance of contracts by such person or company.
37. To make advances upon or for the purchase of materials, goods, machinery, stores and other articles required for the purpose of the Company.

38. To borrow or raise money, with or without security, or to receive, without infringing any of the provisions of the Banking Companies Act, 1949, money on deposit at interest for the purpose of financing the business of the Company, or otherwise in such manner as the Company may think fit and in particular, by the issue of debentures or debenture stock (perpetual or otherwise) including debentures or debenture stock convertible into shares of this or any other company and in 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, and to purchase, redeem or pay off any such securities.
39. To sell and in any other manner deal with or dispose of the undertaking or property of the Company, or any part thereof, for such consideration as the Company may think fit, and, in particular, for shares, debentures and other securities of any other company having objects altogether or in part similar to those of the Company, and to promote any other company or companies for the purpose of its or their acquiring all or any of the property, rights or liabilities of this Company.
40. To improve, manage, work, develop, exchange, lease, mortgage, turn to account, abandon or otherwise deal with all or any part of the property, rights and concessions of the Company.
41. To provide for the welfare of employees or ex-employees of the Company Directors or ex-Directors of the Company or its predecessors in business and the wives, widows and families or the dependents or connections of such persons, by building or contributing to the building of houses, dwellings or chawls, or by grants of money, pensions, allowances, bonus, payments towards insurance or other payment; or by creating and from time to time subscribing or contributing to, aiding or supporting provident funds and other such associations, institutions, funds or trusts, or conveniences, 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; and to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institution or objects or for any exhibition or for any public, general or useful objects.
42. To subscribe or contribute any amount or amounts to any political purpose, to any, political parties, body or institution, or individual subject to the provisions of the Companies Act, 1956.
43. Subject to Section 78. To place, to reserve or to distribute as dividend or bonus among the members, or otherwise to apply, as the Company may from time to time think fit, any moneys received by way of premium on debentures issued at a premium by the Company, and any moneys received in respect of dividends accrued on forfeited shares, and moneys arising from the sale by the Company of forfeited shares or from unclaimed dividends.
44. To distribute any of the property of the Company amongst the members in specie or kind.
45. To do all or any of the above things and all such other things as are incidental or may be thought conducive to the attainment of the above objects or any of them in any part 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, and so that the word "company" in this Memorandum when applied otherwise than to this Company shall be Deemed to include any authority, partnership or other body of persons, whether incorporated or not and whether domiciled in India or elsewhere.

AND IT IS HEREBY DECLARED that the intention is that the objects set forth in the several paragraphs of this Clause shall have the widest possible construction.

IV. The liability of the members is limited.

V. *"The Share Capital of the Company is Rs. 500,00,00,000/- (Rupees Five Hundred Crore Only) divided into 25,000 (Twenty Five Thousand) Shares of Rs. 2,00,000/- (Rupees Two Lakhs only) each." The Company shall have power to issue from time to time Equity or Preference Shares with such rights as it may deem fit, subject to the provisions of the Companies Act 1956. The company has power to increase or reduce its capital from time to time etc., and to issue any shares in original or new capital as equity or preferred shares and to attach any class or classes of such shares, any preferences,

rights, privileges or priorities in payment of dividends or distribution of assets or otherwise over any other shares or to subject the same to any restrictions or limitations and to vary the regulations of the Company as far as necessary to give effect to the same and upon the sub-division of any share to apportion in the rights to participate in profits in any manner.

* amended vide ordinary resolution passed by shareholders through postal ballot on 28.3.16.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of the Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective Names.

S. No.	Names, Addresses, Descriptions and occupation of subscribers	No. of shares taken by each subscriber	
		Preference	Equity
1.	Dr. Rajah Sir M.A. Muthiah Chettiar of Chettinad, S/o Rajah Sir Annamalai Chettiar of Chettinad, Merchant & Industrialist, "Chettinad House", Rajah Annamalaipuram, Madras 28.		500
2.	Rani Lady Meyyammai Achi of Chettinad, W/o Dr. Rajah Sir Muthiah Chettiar of Chettinad, "Chettinad House", Rajah Annamalaipuram, Madras 28.		100
3.	Kumararajah M.A.M. Muthiah Chettiar, S/o Dr. Rajah Sir Muthiah Chettiar of Chettinad, Merchant & Industrialist, "Chettinad House", Rajah Annamalaipuram, Madras 28.		500
4.	Kumararani Meena Muthiah, W/o Kumararajah M.A.M. Muthiah Chettiar "Chettinad House", Rajah Annamalaipuram, Madras 28.		100
5.	M.A.M. Ramaswamy Chettiar, S/o Dr. Rajah Sir Muthiah Chettiar of Chettinad, Merchant & Industrialist, "Chettinad House", Rajah Annamalaipuram, Madras 28.		500
6.	Sigapi Ramaswamy W/o M. A. M. Ramasami Chettiar "Chettinad House", Raja Annamalaipuram, Madras 28.		100
7.	A. N. Venkatachalam Chettiar S/o Annamalai Chettiar, Asst. Secretary, Lotus Mills Ltd., Sundarapuram, Podanur		100
8.	A. Ganapathi Chettiar S/o Annamalai Chettiar, Manager, Madura South India Corporation Private Ltd., Madras, 2/70, Broadway, Madras 1.		100
9.	V. Vaidyasubramanyam Son of Vaidyanatha Iyer, Secretary, "Navasuja", Rajah Annamalaipuram, Madras 28.		100
	Total Shares ...		2100

Dated at : 7th December, 1962.

Witness : D. V. VENKATESWARAN, Son of Venkatarama Ayyar, P. A. to Dr. Rajah Sir M. A. Muthiah Chettiar, "Chettinad House", Rajah Annamalaipuram, Madras 28.

