
COMPANY LIMITED BY SHARES

Memorandum of Association

OF

INTERNATIONAL COMBUSTION (INDIA) LIMITED

1. The name of the Company is “INTERNATIONAL COMBUSTION (INDIA) LIMITED”.
2. The Registered Office of the Company will be situate in Bengal.
3. *[a) The objects to be pursued by the Company on its incorporation are :-]*
 - (1) To carry on the business of designers, manufacturers, builders, constructors, purchasers and suppliers of and contractors, consultants ad constructional engineers for Water Tube Boilers of all types and capacities up to the largest evaporation and working pressure of modern design; complete Water Tube Boiler Plant and Equipment; Mechanical stokers; Pulverised Fuel Plant for Boilers and Industrial Furnaces; Furnaces suitable for burning all types of waste fuel; coal, Ash and Material Handling Plant; Grinding Mills of all types, including high speed Pulverisers, medium speed Roller Mills; slow speed Ball Mills and Disintegrators of all types; Air Separating Plant, both mechanical and vacuum types, Grit Pumps; Wet Grinding Classifying Plant; Rotary Filters of all types; Thickners and Clarifiers of all types; Constant Weight Feeders of all types; Hummer and Tyroc Screens as well as all types of Vibrating and Shaker Screens and Rotap Testing Sieve Shakers together with all necessary equipment for the same; Coal Washing and Dry-cleaning Plant of all types; Levigating Plant for handling Ores and Minerals, Coal Raising and Winding Plant @[gear boxes, geared motors, electric motors and other industrial machinery components and spares manufactured from iron, steel, rubber, plastics and polymers as would be necessary.]@
 - #[(1A) (i) To carry on the business of manufacturing, producing, crushing, processing, excavating, grinding, contracting, marketing, distribution, exporting, importing, extraction, mining, buying, selling, supplying, trading, stocking, storing or otherwise dealing in Dry Mix Mortar, Dry Mix Products, Manufactured Sand and also other related building materials/ allied products/ equipments/ items (this business hereinafter being called ‘the Building Material Division’).

INTERNATIONAL COMBUSTION (INDIA) LIMITED

* NOTE : Proposed to be Substituted for the words and signs/marks “The objects for which the Company is established are :-” by a Special Resolution proposed to be passed through Postal Ballot in terms of Postal ballot Notice dated 5th November, 2014.

NOTE: New Item (1A) proposed to be Added after Item No. 1 of Clause 3(a) by a Special Resolution proposed to be adopted through Postal Ballot in terms of Postal Ballot Notice dated 5th November, 2014.

@ Substituted for the words “and the various other equipments which may be manufactured from time to time by International Combustion Limited of London and Derby” by a special resolution adopted at the Fifty Sixth Annual General Meeting held on 25-09-1992 which was subsequently approved by the Company Law Board.

- (ii) To carry on all other activities necessary for or for carrying out or incidental or ancillary to or in connection with the business of the Building Material Division.]#
- (2) To design, manufacture, build, construct, purchase, supply and contract for complete Power Station Plant as main or sub-contractors, as well as for complete Power Stations and complete Industrial Plants incorporating the equipment mentioned above.
- (3) To carry on the business or business of Mechanical, Consulting, Civil, Constructional and General Engineers in connection with the business aforesaid.
- (4) To contract for, erect, build, own, construct, purchase, lease or otherwise acquire, and to improve, develop, manage, maintain, control, operate, lease, sell, convey and otherwise dispose of or turn to account any and all public and private works and conveniences of every kind, in which expressions are included roads, railways, tramways, bridges, canals, tunnels, gas works, and distributing plant, pipe lines, reservoirs, dams, embankments, irrigation systems, storage plants, reclamation, sewage, drainage, sanitary and water works, electric light, telegraph, telephone, and heat, light and power plants and systems, also warehouses, markets, office buildings and private and public buildings, plants for building or assembling, repair shop facilities and objects of all kinds, and all appliances and appurtenances thereof, and all other works conveniences and institutions for public or private utility or use, provided, however, that any of the foregoing shall be in all respects authorized by law and the jurisdiction, municipal or otherwise, where such public or private works sought to be instituted or conducted.
- (5) To carry on the above business or any of them as Principal or Agent.
- (6) To build, construct, maintain, alter, enlarge, pull down and remove or replace any buildings, factories, mills, offices, works, wharves, roads, railways, trolleys, branches or sidings, tramways, machinery, engines, walls, fences, banks, dams, sluices or water courses, bridges, reservoirs, canals, gas works, and electric works, and to clear sites for the same, or to join with any person, firm or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.
- (7) To buy, sell, supply and deal in all kinds of building materials and requisites, including stone, sand gravel, lime, bricks, timber and hardware and to carry on all or any of the businesses of a builder, contractor, plumber, joiner, carpenter, slate merchant, painter or decorator.
- (8) To search for, get, win, work, raise, make marketable, and use, sell, and dispose of coal, oil, iron, clay, gravel, stone, lime, precious and other metals, minerals, and other substances or products on, within, or under any property of the Company and to grant prospecting, mining, quarrying and other licences, rights or privileges for such purposes.
- (9) To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.

#[(b) Matters which are necessary for furtherance of the objects specified in Clause 3(a) are :-]#

- (1) To carry on and conduct in such manner as the company shall think fit, such work and experiments, (or provide funds for other persons carrying on conducting or making such works or experiments) as the Company may consider necessary or useful for the purpose of developing the business of the or developing the business of the Company or establishing the commercial utility of all or any inventions whatsoever.
- (2) To experiment or provide funds for experimenting in any inventions which may be brought to the Company's notice by person or persons, and which the Company may consider useful or remunerative, and to obtain or assist in obtaining patents and patent rights or privileges for any such inventions in India and elsewhere, and to purchase or otherwise acquire any such inventions, patents, patents rights or privileges when obtained by others, and generally to purchase or otherwise acquire any patents or like privileges and inventions which the Company may think proper to acquire, any pay for the same such consideration as the Company may think fit.
- (3) To work and utilize in such manner and for such purposes as the Company shall think fit, all or any of the inventions, patents, patent rights and privileges for the time being belonging to the Company, and to grant licences for the use of such inventions, patents, patent rights and privileges or any of them and to carry on such businesses as the Company may think fit, having regard to the nature of the inventions in respect of which may such patents, patent rights or privileges are granted and to deal in or with products derived from the use of any such inventions.
- (4) To purchase, take on lease or by other means acquire or obtain options over any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any buildings, factories, mills, works, wharves, roads, railways tramways, machinery, engines, rolling-stock, plant, live and dead stock, ships, steamers, bargers, vessels, or other things, and any immovable or movable property or rights whatsoever which may be necessary or convenient for the purposes of the business of the Company, or may be conveniently used with or may enhance the value of, any other property of the Company.
- (5) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm, company or corporation carrying on or proposing to carry on any of the businesses which this Company is authorized to carry on, and, as part of the consideration for such acquisition, to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with or enter any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm, company, or corporation and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture-stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, grant options over and deal with any shares, debentures, debenture-stock, or securities so received.

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NOTE : Proposed to be Inserted after Item No. 9 of Clause 3(a) by a Special Resolution proposed to be adopted through Postal Ballot in terms of Postal Ballot Notice dated 5th November, 2014 and consequently, the earlier Item Nos. 10 to 29 under Clause 3 are proposed to be renumbered as Item Nos. 1 to 20 respectively under sub-clause (b) of Clause 3.

- (6) To promote and pay all expenses of promoting one or more company or companies, society or societies, association or associations, either in India or elsewhere, for the purpose of acquiring and undertaking all or any of the properties and liabilities of the Company, or of advancing directly or indirectly the objects or interests thereof, and to sell to any such company, society or association all or any part of the property of the Company, and to receive and acquire from every such company, society or association, such remuneration or price, payable in cash, shares (either fully or partly paid up), debentures or otherwise as the Company may think fit, and to hold and retain, or deal with any shares and debentures so received and acquired and to subsidise or otherwise assist any such company, society, association or person.
- (7) To subscribe for, take, purchase, obtain options over, or otherwise acquire and hold shares or other interests in or securities of any other company or corporation, having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (8) To sell, grant options over, or otherwise dispose of the whole or any part of the undertaking of the Company either together or in portions, for such consideration as the Company may think fit, and in particular for shares (fully or partly paid), debentures, debenture-stock, or securities of any company or corporation purchasing the same.
- (9) To agree with any person or persons or company for the surrender or cancellation by such person or persons or company of any option to take or acquire immovable or movable property owned by the Company and to pay the consideration for such surrender or cancellation in any such manner as aforesaid.
- (10) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, sell, dispose of, turn to account, grant rights and privileges in respects of, or otherwise deal with all or any part of the property and rights of the Company.
- (11) To invest and deal with the monies of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (12) To lend and advance money or give credit to such persons or corporations and on such terms as may seem expedient, and in particular to customers and others having dealing with the Company, and to give guarantees or become security for any such persons or corporations.
- (13) To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and in particular by the issue of and/or pledge of debentures or debenture-stock, perpetual or otherwise, and to secure the payment of repayment of any money borrowed, raised, or owing, by mortgage, hypothecation charge, or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, hypothecation or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.

- (14) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, railway receipts, debentures, and other negotiable or transferable instruments.
- (15) To act as agents or brokers and as trustees for any person, firm, company or corporation and to undertake and perform sub-contracts, and also to act in any of the business of the Company through or by means of agents, brokers, sub-contractors, or others.
- (16) To remunerate any person, firm, company or corporation rendering services to this Company, and in particular any servant or employee of the Company, either by cash payment or by allotment to him or them of shares of the Company, credited as paid up in full or in part, or by giving to him or them; share or interest in the profits of the Company or by a combination of two or more of these modes, or in such other manner as the Company shall think fit.
- (17) To provide (whether as part of the terms of their appointment or employment or not) for the welfare of any Managing or Assistant Managing Directors or other employees or ex-employees of the Company, or its predecessors in business and the wives, widows and families of 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, purchase of annuities or other payments; or by creating from time to time subscribing or contributing to provident and other associations, institutions, funds 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; and to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or objects which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation or of public and general utility or otherwise.
- (18) To distribute among the Members of the company in kind any property of the Company and in particular any shares, debentures, debenture-stock or securities of other companies or corporations belonging to this Company or of which this company may have the power of disposing.
- (19) To do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees, or otherwise, and by or through trustees, agents, sub-contractors or otherwise, and either alone or in conjunction with others.
- (20) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that the objects of the Company as specified in each of the forgoing paragraphs of this clause shall be separate and distinct objects of the company and shall not be in anywise limited by reference to any other paragraph.

4. The liability of the members is limited.
5. The Share Capital of the Company is \$[Rs.5,00,00,000 (Rupees Five crores) divided into 50,00,000 (Fifty lakhs)] shares of Rs.10/- each with power to increase or decrease such capital and to divide the shares in the capital for the time being into several classes and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions.

INTERNATIONAL COMBUSTION (INDIA) LIMITED

- \$ Substituted for the words and figures “Rs. 2,00,00,000 (Rupees two crores) divided into 20,00,000 (twenty lakhs)” by a resolution adopted at the Fifty Sixth Annual General Meeting, w.e.f. 25-09-1992. Earlier “Rs. 2,00,00,000 (Rupees Two crores) divided into 20,00,000 (Twenty Lakhs)” was substituted for “Rs 1,00,00,000 (Rupees One crore) divided into 10,00,000 (Ten lakhs)” at the Forty Eighth Annual general Meeting on 22-06-1984. Earlier substitution replaced the words “Rs. 50,00,000 (Rupees fifty lakhs) divided into 5,00,000” by the resolution adopted at the Forty First Annual General Meeting on 15-04-1977.

We, the several persons whose names and addresses are 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 to our respective names :

Names, Addresses & Descriptions Of Subscribers	Number of Equity Shares taken by Each subscriber	Names, Addresses & Descriptions of Witnesses
P. FAIRBURN FINLATOR, 7, Church Lane, Calcutta	Engineer, One	
DOUGLAS ROBSON, 26, Dalhousie Square, Calcutta	Solicitor, One	
E. C. ESSON, 26, Dalhousie Square, Calcutta	Solicitor, One	
A. T. TAYLOR, 26, Dalhousie Square, Calcutta	Solicitor, One	
D. P. DUNDERDALE, 26, Dalhousie Square, Calcutta	Solicitor, One	
H. CAREY MORGAN, 26, Dalhousie Square, Calcutta	Solicitor, One	
A. C. ROBERTS, 26, Dalhousie Square, Calcutta	Solicitor, One	HARI PODA SINHA, Clerk to Messrs. Sandersons & Morgans, 26, Dalhousie Square, Calcutta
Total	Seven	
Dated the 22 nd day of April 1936.		

INTERNATIONAL COMBUSTION (INDIA) LIMITED