

INCORPORATED UNDER THE COMPANIES ACT, 1956

(1 OF 1956)

COMPANY LIMITED BY SHARES

**MEMORANDUM OF ASSOCIATION**

OF

## **RESTILE CERAMICS LIMITED**

- I. The name of the Company is Restile Ceramics Limited.
- II. The Registered Office of the Company will be situated in the State of Andhra Pradesh.
- III. The objects for which the Company is established are:

**A. The main objects to be pursued by the Company on its incorporation are:**

1. To do the business or businesses as manufacturers, importers and exporters, dealers and distributors in all kinds of structural ceramic and heavy clay industrial products, solid bricks, perforated bricks, acid resistant bricks, scratch resistant, wear resistant, acid and alkali resistant tiles, heavy duty tiles, glazed, unglazed, wet glazed tiles, vitrified ceramic tiles, lining tiles for chemical tanks, ceramic products for petro-chemical, fertilizers and other industries ceramic giftware, and other allied products with imported or indigenous technology.

2. To do the business or businesses as manufacturers, fabricators, producers, builders, assemblers, importers, exporters, hirers and repairers and dealers of various machineries, used in brick and tile making industries.
3. To do the business or businesses as manufacturers, importers and exporters, dealers and distributors, stockist and agents of all chemicals and other raw materials which are essential for making of bricks and tiles of various kinds.
4. To do all the business or businesses as manufacturers and mine operators as lessors, lessees or sublessors, sub-dealers and distributors, stockists and agents in minerals, mineral rocks, metals and metal ores, all clayas and special clay stones and powders.
5. To carryon the business as dealers, exporters, importers and agents of all kinds of merchandise, goods, products, articles, equipments and other raw materials, semifinished or finished goods either, manufactured or otherwise including natural products of all kinds and to act as selling agents, purchasing agents, deal by way of agency or otherwise and to act as sub-agents or distributing agents for products of any nature and to act as manufacturers' representatives both in India and abroad.

**B. The objects incidental or ancillary to the attainments of the main objects are:**

1. To construct, acquire, improve, maintain, develop, work or manage, carry out or control any buildings, factories or works, or any roads, ways, railways, branches or sidings, bridges, wells, reservoirs, water course, wherves, warehouses, electric works, shops, stores, chawls and other buildings for housing work-people and others, or any other works and conveniences calculated directly or indirectly to advance the company's interests and to contribute to subsidise or otherwise assist or take part in the construction, improvement, maintenance, development, working, management, carrying out or control thereof.
2. To sell, exchange, mortgage, let on lease, royalty or tribute, grant licenses, easements, options and other rights over and in any other manner, deal with or dispose of the whole or any part of the undertaking, assets, right and effects of the Company for such consideration as may be thought fit and in particular stocks, shares, whether fully or partly paid-up or securities of any other Company.
3. To pay for any properties, rights or privileges æquired by the Company and to remunerate any person, firm or body corporate rendering services to the Company whether by cash payment or by allotment to him or them of shares or securities of the Company as paid-up capital in full or in part or otherwise.
4. To enter into any arrangement with any Government or any competent authority 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 all rights, concessions and privileges which the Company may think desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
5. To lend and advance money either with or without security and give credit to such persons, firms, companies and upon such terms and conditions as the Directors may be deem expedient.
6. To open bank accounts of all kinds including overdrafts and to draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities.
7. To acquire from any person, firm or body corporate whether in India or elsewhere, technical information know-how, processes, engineering, manufacturing and operating data, plans, layouts and blue-prints, useful for the design, erection and operation of plant required for any of the businesses of the Company and to acquire any grant or license and other rights and benefits in the foregoing matters and things.

8. To enter into any arrangement for sharing profits or losses, union of interests, co-operation joint venture, reciprocal concession, or otherwise, with any person or Company carrying on or engaged, in or about to carry on or engaged in any business or transaction capable of being conducted so as directly to benefit this Company, and to lend money to guarantee the contracts of or otherwise assist, any such person or Company to take or otherwise acquire shares and securities of any such Company, and to sell, hold, reissue with or without guarantees, or otherwise deal with the same.
9. To form, incorporate or promote any Company or companies, whether in India or elsewhere, having amongst its or their objects, the acquisition of all or any of the assets or control or development of Company or any other objects or object, which in the opinion of the Company could or might directly or indirectly assist the Company in the development of its properties or otherwise prove advantageous to the Company.
10. To apply for, purchase, or otherwise acquire, any patents, brevets, inventions, licenses, concessions and like conferring and exclusive or non-exclusive or limited right to use secret or other information as to any invention which may seem capable of being used for any purpose of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop or grant licenses in respect of or otherwise turn to account the property; rights or information so acquired.
11. To take or otherwise acquire and hold shares, debentures or any securities in any another Company having objects altogether or in part similar to those of the Company of carrying on any business capable of being conducted so as to directly or indirectly benefit this Company and to sell, transfer or otherwise dispose off or deal with such shares, debentures or any other securities whether for cash or other consideration in the manner deemed beneficial to the Company.
12. To pay for any property or rights acquired by the Company either in cash or by way of fully or partly paid up shares with or without preferred or deferred rights in respect of dividends of repayment of capital or otherwise or by any securities which the Company has power to issue to partly in another and generally on such terms as the Company may determine.
13. Subject to Section 58A of the Companies Act, 1956 and Rules made thereunder receive money for business of the Company and in particular by the issue of debentures, or debenture-stock (perpetual or otherwise) by private subscription alone of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the Company (both present and future) including its uncalled capital, and to purchase, redeem and payoff any securities but shall not carry on the business of Banking as defined in the Banking Regulation Act, 1949.
14. 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 therewith.
15. To invest and deal with the monies of the Company not immediately required in such manner as may from time to time be determined.
16. To sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares or debentures or securities of any other Company, having objects altogether or in part similar to those of the Company.
17. Generally to do all such matters and things as may appear to be incidental or conducive to the attainment of the above main objects or any of them or consequent upon the exercise of its powers or discharge of its duties.

**C. The other objects:**

1. To act as engineers contractors agents, merchants, manufacturers, importers, exporters, dealers, as wholesalers or retailers and generally to undertake and execute agencies and commissions of any kind.
2. To act as agents and brokers for sellers, buyers and exporters, manufactures, merchants, tradesmen, insurers and others and generally to undertake and carry out agency work of any kind whatsoever and transact all manners of agency work of any kind whatsoever and transact all manners of agency and commission business.
3. To act as stockists, commission agents, manufacturers' representatives or agents, selling and purchasing agents, distributors, brokers, trustees and attorneys.
4. To generate, harness, develop, accumulate and distribute, electric power by utilising wind energy and for that purpose to establish wind mills and also to generate power by setting up of power plants like Mini Hydel power, Hydro-power, Thermal power, Diesel Power, Multi Fuel Based Powe, Micro-Hydel Power Plants and also to generate electric power by utilising solar, tidal, wind energy and other sources of energy for supply and distribution either directly or through State Electricity Board or otherwise to consume of electricity on a commercial basis and to establish, construct and maintain necessary power stations to generate, accumulate, supply and distribute electricity.
5. To carry on the business of builders, contractors, construction of all types of civil, structural, mechanical, electrical and engineers of any branch of industry as also manufacturers of every type and description an to own, control, manager to erect, construct, maintain, after repair, remodel, renovate, convert, pull down, restore, improve, develop, work on either alone or jointly or in collaboration with another or others either Indian or foreign, works of any description including quirries, mines, earth work, barrages, dams, sluices, locks, embankments, break-waters, docks, quays, harbours, piers, warts, canals, tanks, ports, bridges, eqqueducts, reservoirs, irrigation reclamation, river works of all kinds, railways, water works, roads, Air-ports, Tunnels, warehouses, multistories and all types of buildings, auditoriums, theatres, 5 star hotels, tramways, furnaces, erection and fabrication of engines, plant and machinery, factories powe plants, refineries, pipelines, equipment, gas works, drainage, sewage, as may be classified under the business of constructors, builders, erectors and contractors thereof in India or outside the country.

IV. The liability of the Members of the Company is limited.

V. The Authorised Share Capital of the Company is Rs. 100,00.00,000 (Rupees Hundred Crores Only) divided into 10,00,00,000 (Tene Crore) Equity Shares of Rs.10/- (Rupees Ten Only) each. The Company has the right to increase or reduce its capital and divide its capital for the time being into several classes and to attach thereto respectively, such (preferential or special) rights/privileges or conditions including power to create and increase preference shares as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being provided by the Articles of Association of the Company.

We, the several persons, whose names and addresses hereunder are subscribed, are desirous of forming 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.	Name, Address, Description, Occupation of the Subscriber with Signature	No. of Equity shares taken by each subscriber	Signature, Name, Address, Description and Occupation of Witness
1.	Sd/- <b>V. PADMAKAR</b> S/o. V. V. Gopal Rao 8-3-227/1, Yousufguda, Hyderabad - 500 045.	10 (Ten only)	Sd/- <b>S. LAUTH PRASAD</b> No. 14, First Floor, Reddy Shopping Complex, Tilak Road, Hyderabad.
2.	Sd/- <b>P.V.L.N. RAJU</b> S/o. Late Krishnam Raju Plot NO.1 OA, Road No.2, Jubilee Hills, Hyderabad - 500 034.	10 (Ten only)	Chartered Accountant
	Total number of Shares taken	20 (Twenty only)	

Place: Hyderabad  
Date: 19-5-1986.