

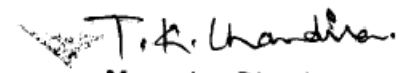
THE COMPANIES ACT, 1956
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF
KKV AGRO POWERS LIMITED*

- I. The name of the Company is " **KKV AGRO POWERS LIMITED** "*
- II. The Registered Office of the Company will be situated in the state of Tamil Nadu.
- III. The objects of the Company are:
 - A. **THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**
 - 1) To carry on the business to generate, harness, develop, accumulate and supply electricity by setting up power plants by use of wind, Hydel, biomass, woody waste, solar, steam, fossil fuels, coal or tidal energy for the purpose of light, heat, motive power and for which electric energy can be employed and to transmit, distribute, and supply such power either for captive use or to sell, supply, transmit to State/Central Electricity Boards, to industries and to other consumers of electricity.
 - 2) To carry on the business of electric power, light, and supply of power in all branches and in particular to Construct, establish, fix, carryout and run all necessary power stations, workshops, sub- stations, transmission lines, cables, wires, accumulators and works to generate, accumulate and supply electricity to industries and State, or Central Government Board or Local Bodies. And to enter into any contract with Government of India or State Government or Local bodies or corporate bodies or individuals for the construction, maintenance of power plants any kind for the production, transmission of captive use of electricity.

*Altered vide special resolution dated 12.05.2015

For KKV Agro Powers Private Limited


Managing Director

For KKV Agro Powers Private Limited
T.K. Chandira
Managing Director
DIN: 00031091

- 3) To purchase or otherwise acquire on long lease, the existing power plants for the above mentioned objects and to professionally manage them to achieve the twin goals of continuous supply of power to the consumer at a reasonable price.
- 4) To establish captive power plants on a co-operative basis for a group of industrial and other consumers and supply power to the participants in the co-operative effort either directly through transmission lines of the State Electricity Boards or other authorities by entering into appropriate arrangements and to carry on the business of generators, exporters, importers, contractors, sub-contractors, sellers, buyers and agents for renewable energy systems like solar, biomass, solid wastes, by-product gases and components thereof.
- 5) To carry on the business of agriculture and all its forms including that of horticulture dairy farming, floriculture, fish and pawn culture and all other activities connected therewith inclusive that of marketing, distributing all the produce obtained there from.*
- 6) To carry on the business of process, produce, mix, pack, preserve, freeze, extract, refine, manufacture, import, export, buy, sell, trade and deal in processed foods, health foods, protein foods, food products, agro foods, fast foods, packed foods, poultry products, sea foods, milk foods, health and diet drinks, extruded foods, frozen foods, dehydrated foods, precooked foods, canned foods, preserved foods, bakery products and confectionery items such as breads, biscuits, sweets, cakes, pastries, cookies, wafers, confectionery, lemon drops, chocolate, toffees, tinned fruits, chewing gum, bubble gum, detergents, tea and coffee, vegetables, fruits, jams, jelly, pickles, squashes, sausages, nutrient, health and diet foods / drinks, extruded foods, confectionery items, sweets, cereals products and any other food products in whole sale or in retail in and outside India. *
- 7) To carry on the business of importers, exporters, buyers, sellers, dealers and as agents, stockiest, distributors and suppliers of all kinds of readymade garments, textiles, hosiery and silk or merchandise, coverings, coated

fabrics, of every kind and description and other production goods, articles and things as are made from or with cotton, nylon, silk, polyester, acrylics, wool, jute and other such kinds of fiber by whatever name called or made under any process, whether natural or artificial and by mechanical or other means and all other such products of allied nature made thereof in whole sale or in retail. *

- 8) To carry on business as goldsmiths, silversmiths, jewellers, gem merchants and importers and exporters of bullion and to buy, sell and deal in (wholesale or retail) precious stones, jewellery, gold and silver plate, electroplate, bronzes, articles or various objects of art and to manufacture and to establish factories for manufacturing goods for the above business. *
- 9) To import, export, buy, sell in wholesale and/or retail trade all kinds of pharmaceuticals, antibiotics, drugs, medicines, biologicals, nutraceuticals, healthcare, homeopathic, ayurvedic and dietary supplement products, medicinal preparations, vaccines, chemicals, chemical products, dry salters, mineral waters, wines, cordials, liquors, soups, broths and other restoratives or foods and also to deal in medicinal goods such as surgical instruments, contraceptives, photographic goods, oils, perfumes, cosmetics, patent medicines, soaps, artificial limbs, hospital requisites, proprietary medicines, veterinary medicines and tinctures extracts and to carry on the business of vialling, bottling, repacking, processing of tablets, capsules, syrups, injections, ointments, etc. and also to carry on the business of chemists, druggists, buyers, sellers, agents, distributors and stockists of all kinds of pharmaceuticals and allied products. *

***Altered vide special resolution dated 30.04.2015**

**B. THE OBJECTS OF THE COMPANY INCIDENTAL OR ANCILLARY TO THE
ATTAINMENT OF THE MAIN OBJECTS ARE:**

- 1) To enter into any arrangement with any Government or Authority, Municipal, local or otherwise or any person or company in India or abroad that may seem conducive to the objects of the Company or any of them and to obtain from any such Government, authority, person or company, any rights, privileges, charters, contractors, licenses and concessions which the Company may think desirable and to carry out, exercise and comply therewith.
- 2) To promote and undertake the formation or establishment of such institutions, businesses or companies as may be considered conducive to the profit and interest of the Company.
- 3) To acquire the whole or any part of the undertaking and assets or any business within the objects of the Company and any lands, privileges, rights, contracts, property or effects held or used in connection therewith and upon any such purchase to undertake the liabilities of any such company, association, partnership or person.
- 4) To amalgamate, enter into partnership, or enter into collaboration agreement or arrangement or understanding or associate with any Indian or foreign company or body corporate of firm or individual or enter into any arrangement with any Indian or foreign company or body corporate or firm or individual for sharing of profits, union of interests, co-operation, joint adventure, reciprocal concessions or with any person or company carrying on or engaged in the business transaction for which the company is authorised to carry on.
- 5) To act as agents or brokers and as trustees for any person or company and to undertake and perform sub-contracts and to do all or part of the above things in any part of the world, either alone or jointly with others and either by or through agents, sub-contractors, otherwise.
- 6) To apply for, purchase, or otherwise acquire and protect and renew in

any part of the world, any patents, patent rights, Brevets 'D' invention, licenses, concessions and the like, conferring any exclusive or non-exclusive or limited right to their use or any secret or other information as to any invent which may seem capable of being used for any of the purposes 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 right or information so acquired and to expand money to experimenting upon, testing or improving any such, patent, invention or rights.

- 7) To establish or promote or concur in establishing or promoting any company or combine for the purpose of acquiring all or any of the property, rights, and liabilities and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such other company.
- 8) Generally to purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property and any rights or privileges which the Company may think necessary or convenient for the purpose of its business or which may enhance the value of any other property of the Company and in particular land, buildings, easements, machinery, plant, vehicles and stock-in-trade.
- 9) To invest and deal with in any manner the monies of the company not immediately required and in particular to accumulate funds or to acquire or take by subscription, purchase or otherwise howsoever or to hold shares or stock in or the security of any company, association or undertaking in India or aboard.
- 10) To receive money on deposit or loan with in the permissible limit and borrow or raise money in such manner as the Company shall think fit from scheduled/nationalized or other banks, financial institutions and in particular by the issue of debentures or debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any other property or

assets of the company (both present and future) including its uncalled capital and also by a similar mortgage, charge, or lien to secure and guarantee the performance of the company or any other person or company any obligation undertaken by the company or any other person of company as the case may be, provided that the company shall not carry on the business of banking within the meaning of the Banking Regulation Act, 1949 and subject to the provision of the Companies Act, 1956.

- 11) To pay for any business, property or rights acquired or agreed to be acquired by the Company and generally to specify any obligation of the Company by the issue or transfer of shares of this or any other Company credited as fully or partly paid up or for debentures or other securities of this or any other Company.
- 12) To draw, make accept, endorse discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- 13) To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the formation and registration of the Company or for the issue of its capital, including brokerage and commission for obtaining applications or for taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the company.
- 14) To sell, lease, mortgage or otherwise dispose of the property, assets or undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares, stock, debentures or other securities of any other company whether or not having objects altogether or in part similar to those of the Company.
- 15) To distribute among the members any property of the Company or any proceeds on the sale or disposal of any property of the Company in the event of its being wound up, but so such distribution shall not amount to reduction of capital except in accordance with

the provisions of the Companies Act, 1956.

- 16) To improve, manage, develop, and grant rights or privileges in respect of or otherwise deal with, all or any part of the property and rights to the Company.
- 17) To provide for the welfare of the directors, trustees and employees, ex-directors, ex-trustees, ex-employees of the Company and their wives, widows and families or the dependants or connection of such persons, by building or contributing to the building of the houses, dwelling or chawls, by grants of money, pensions, allowances, bonuses or other payments or by creating and from time to time subscribing or contributing to provident fund, superannuation fund and other associations, institutions, funds or trusts and by providing or subscribing or contributing towards place of instructions and recreation, hospitals and dispensaries, medical 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, scientific, national or other institutions, bodies, and objects which shall have any moral or other claim to the support/aid by the Company either by reason of locality of operation or public and general utility or otherwise.
- 18) To create any depreciation fund, reserve fund, sinking fund or any other special fund whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company or for any other purposes conducive to the interests of the Company.
- 19) Subject to Section 78 of the Companies Act, 1956, to place, to reserve or to distribute bonus, among the members or otherwise to apply, as the Company may from time to time think fit, any monies received by way of premium on shares or debentures issued at premium by the Company, and any monies received in respect of dividends accrued on forfeited shares.
- 20) Subject to the provisions of the Companies Act, 1956 or any other

enactment in force, to indemnify and keep indemnified members, officers, directors, agents and servants of the Company against proceedings, costs, damages, claims and demands in respect of anything done or ordered to be done by them for any in the interest of the Company and for any loss, damage, or misfortune whatever and which shall happen in execution of the duties of their office or in relation thereto.

- 21) To open one or more account(s) of any kind with any Bank or Bankers.
- 22) To build, construct, alter, maintain, enlarge, pull down, remove or replace and to work, manage and control, buildings, offices, factories, mills, shops, machinery, wharves, electric work and other works and conveniences, which may seem calculated directly or in-directly to advance the interests of the Company and to join with any other person or company in doing any of these things.
- 23) To establish, provide and conduct or otherwise subsidise research laboratories and experimental workshops for scientific and technical research and experiments; to undertake and carry on scientific and technical research, experiments and tests of all kinds; to promote studies and research both scientific and technical, investigations and inventions by providing, subsidising, endowing or assisting laboratories, workshops, libraries, lectures, meeting and conferences and by providing or contributing to the remuneration of scientific or technical professors or teachers and by providing or contributing to the award of scholarships, grants to students and generally to encourage, promote and rewards studies, research, investigations, experiments, and inventions of any kind that may be considered likely to assist the business which the company authorised to carry on.
- 24) To establish and maintain agencies, branches and to procure registration or recognition of the company and to carry in business in any part of the world as may be thought desirable.
- 25) To reimburse the expenses to be incurred towards the incorporation of

the company.

- 26) To procure the company to be recognized in any foreign place or country.

C THE OTHER OBJECTS OF THE COMPANY ARE (NOT INCLUDED IN A AND B ABOVE) *

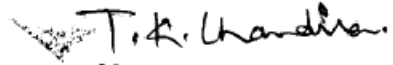
IV. The liability of the members is limited.

V. **##.** The Authorized capital of the Company is Rs.12,00,00,000 (Rupees Twelve Crores) divided into 1,10,00,000 (One crore and Ten Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each aggregating to Rs.11,00,00,000 (Eleven Crores) and 100,000 (One Lakh) Preference Shares of Rs.100/-(Rupees Hundred Only) each aggregating to Rs.100,00,000 (Rupees One Crore) each with the power to issue the new shares upon such terms and conditions and to attach thereto such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Companies Act, 2013 and to vary, modify, amalgamate, abrogate any such rights, privileges, conditions in such manner as may be provided by the Companies Act, 2013 and the statutory regulations made there under.

*Deleted vide special resolution dated 30.04.2015

Altered vide Special Resolution dated 07.09.2015

For KKV Agro Powers Private Limited


Managing Director

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.

Sl.No	Name, Addresses, Descriptions, Occupations of Subscribers	No. of Equity Shares Subscribed	Signature
1)	T.K.CHANDIRAN S/o.A.KULANDAIVEL NO.11, KALIDASS ROAD, RAM NAGAR, COIMBATORE – 641009 BUSINESS AGE-62	8000 [EIGHT THOUSAND ONLY]	SD/-
2)	C.SELVI W/o. T.K.CHANDIRAN NO.11, KALIDASS ROAD, RAM NAGAR, COIMBATORE – 641009 BUSINESS AGE-52	2000 [TWO THOUSAND ONLY]	SD/-
	NUMBER OF SHARES SUBSCRIBED	10000 [TEN THOUSAND ONLY]	

Dated at Coimbatore this 17th day of May 2012

Witness to the above signatures Executed before me at Coimbatore

SD/-

G.VASUDEVAN

FCS-6699

CP-6522

S/o. K.S.GOPU

PARTNER VEV AND CO

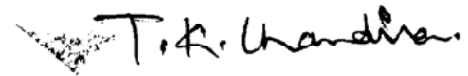
COMPANY SECRETARIES

60A, SCHOOL ROAD,

KRISHNASWAMY NAGAR, RAMANATHAPURAM

COIMBATORE - 641045

For KKV Agro Powers Private Limited



Managing Director

DIN: 00031091