

# **THE COMPANIES ACT, 2013**

**(Company Limited by Shares)**

## **MEMORANDUM OF ASSOCIATION**

**OF**

**\*SUNEDISON INFRASTRUCTURE LIMITED**

**1st** The name of the Company is **\*SUNEDISON INFRASTRUCTURE LIMITED**

**2nd** The registered office of the Company will be situated in the State of Tamilnadu.

**3rd (a) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-**

1. To carry on in India or Abroad the business of Establishing, Commissioning, Setting-up, Operating, Managing and Maintaining, providing support services for power generation based on either conventional or non-conventional resources. To Own and/or Operate or Acquire, in any manner, for supply of Energy through evacuation, transmission, distribution, trading or supply of energy, either by establishing new infrastructure or using hitherto established infrastructure.
2. **\*\***To Carry on in India or Abroad the business of Designing and Planning, Development, Construction, Managing, Operations & Maintenance including Distribution and Billing, of Infrastructure Projects, including but not limited to, Energy Parks and other manifestations of Conventional and Non- Conventional energy resources, Industrial and Commercial Infrastructure facilities like Water Resources Management, Waste Water Management, Irrigation Projects, Emerging Technologies, Storage of Power in Batteries or any other forms and other utility services provided for facilitating Public Conveniences.

***\*Amended vide Special Resolution passed at the Extra Ordinary General Meeting of the Company held on Friday, the 16<sup>th</sup> day of November, 2018. (Pursuant to the Approval of Central Government)***

***\*\* Sub-Clause 2, 4, 5 and 6 of Objects Clause 3(a) of the Memorandum of Association Amended vide Special Resolution passed at the Extra Ordinary General Meeting of the Company held on Monday, the 13<sup>th</sup> day of January, 2020. (Pursuant to the Approval of The Registrar of Companies, Chennai, TamilNadu).***

3. To engage in India or Abroad, the business of trading in Carbon Credits, CDM (Clean Development mechanism), CER (Carbon Emission Reduction) and any other Ancillary benefits arising out of Generation, Distribution, Management of Power.
4. **\*\*To Carry on the business of development, planning and construction of facilities in the field of renewable energy, the acquisition and sale of products, the distribution and marketing as well as the rendering of services in the aforesaid fields of business, the trade of tradable authorizations related thereto, as well as the provision of consulting and management services to affiliated undertakings. Sale and Purchase of Power, Power Plants, Solar and Wind Parks and Farms, Land and Building to facilitate Power and Infrastructure.**
5. **\*\*To provide operation and maintenance and monitoring of projects including engineering, procurement, construction or commissioning projects for generation and distribution of electricity or any other form of power of energy, and to assemble, design, manufacture, sell, alter, import/export all types of equipment products and renewable and non-renewable energy devices in connection with generation, storage, supply, distribution, application of electrical energy.**
6. **\*\*To distribute, supply, store and sell such power either directly, through facilities, Central/State Governments, Private Companies and/or Electricity Boards to Industries, Central/State Governments and Other Consumers for consumption and generally to distribute, sell and supply such power and also to carry on the business of consultants in setting up all types of plants for production of electrical energy and also to undertake promote, takeover, participate in any enterprise requiring electric power for its manufacturing operation by supply of electric power for its manufacturing operation by supply of electric power exclusively or partially. Purchase and Sale of Power through Power trading Companies.**

7. **\*\*Deleted**

8. **\*\*Deleted**

9. **\*\*Deleted**

**\*\* Sub-Clause 7, 8 and 9 of Objects Clause 3(a) of the Memorandum of Association deleted by passing the Special Resolution at the Extra Ordinary General Meeting of the Company held on Monday, the 13<sup>th</sup> day of January, 2020.(Pursuant to the Approval of The Registrar of Companies, Chennai, TamilNadu).**

**(b) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3(a) ARE:—**

1. To purchases, taken on lease or in exchange hire, or otherwise acquire any immovable and/or movable property and or any rights or privileges in respect thereof and further to get assignment or mortgage bonds and similar other instruments which the company may think necessary or convenient for the purpose of its business, and further to sell, exchange, improve, manage, develop, lease out, mortgage, dispose of, turn to account and/or otherwise deal with all or any such immovable or movable property, rights and privileges thereof, upon any terms and for any consideration as may be thought fit by the company.
2. To appoint/employ civil, electrical, sanitary, mechanical and other contractors.
3. To employ experts to investigate and examine into the conditions prospects value, character and circumstances of any business concerns and undertakings, and generally of and assets, property or rights.
4. To constitute any trusts with a view to the issue of preferred or any other special stock, shares or securities based on or representing any shares, stocks or other assets specifically appropriated for the purposes of any such trust, and to settle and regulate, and if thought fit, to undertake and execute any such trusts, and to issue, dispose of or hold any such trusts, and to issue, dispose of, or hold any such preferred, deferred, or other special stocks or securities.
5. To undertake or participate in the formation, management, supervision or control of the business operations of any other company, firm or person. However the company shall not act as managing Agent or Manager of any company.
6. To sell and transfer any shares, stock, debentures, debenture stock, bonds, obligations and securities.
7. To purchase, take on lease or tenancy or in exchange, hire, take options over otherwise acquire for any estate or interest whatsoever and to hold, develop, work cultivate, deal with and turn to account concessions, grants, decrees, licences, privileges, claims, options, lease, property, real or personal or rights or powers of any kind which may appear to be necessary or convenient for any business of the company.

8. To sell, exchange, mortgage, let on lease, royalty or tribute, grant licences, easements options and other rights over and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the company or any part thereof for each consideration as may be thought fit and in particular for stocks, shares, whether fully or partly paid up or securities of any other company.
9. To lend money, either with or without security and generally to such persons and upon such terms and conditions as the company may think fit.
10. To undertake financial and commercial obligations, transactions and operations of all kinds in relation to the company.
11. To invest and deal with the moneys of the company not immediately required in any manner.
12. To guarantee the performance of the obligations of and the payment of dividend and interest on any stock, shares or securities of any company, corporations firm or person in any case in which such guarantee may be considered likely directly or indirectly to further the object of the company.
13. To enter into partnership or into any arrangements for sharing profits, union of interest, cooperation, joint adventure, reciprocal concession or otherwise with any person, firm 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 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 hold shares if any such person, firm or company, and to sell, hold, re-issue with or without guarantee or otherwise deal with the same. The Company will not however do banking business as defined in the Banking Regulation Act, 1949.
14. To issue debentures, debenture stock, bonds, shares, obligations and securities of all kinds and to frame, constitute, and secure the same, as may seem expedient, with full power to make the same transferable by delivery, or by instrument of transfer or otherwise, and to charge or secure the same by trust deed, or otherwise, on the undertaking of the company or upon any specific property and rights, present and future, of the company (including, if thought fit, uncalled capital) or otherwise howsoever and to purchase, redeem and pay of any such securities.

15. To enter into any arrangements, with any Government or state or authorities, Municipal, or 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.
16. To accept gifts, bequests, devises and donations from members and other and to make gifts to members and other of money, assets and properties of any kind.
17. To form, incorporate or promote any company or companies, whether Indian or foreign, having amongst its or their objects the acquisition of all or any of the assets or control, or development of the company or any other object or objects of the company in the management of its business or the development of its properties and to pay all or any of the costs and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or company in any manner it shall think fit for services rendered or to be rendered in obtaining placing, of any shares in the capital of the company or any bonds, debentures, obligations or securities of the company or any stock, shares, bonds, debentures, Obligations or securities of any other company held or owned by the or in which the company may have an interest or in or in or about the formation or promotion of the company or the conduct of its business or in or about the promotion or formation of any other company in which the company may have an interest.
18. To apply for, purchase or otherwise acquire any patents, patent rights, copyrights trade marks, formulae, licences, concessions and the like or any secret or other information the acquisition of which may seem calculated directly or indirectly to benefit the company.
19. 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 purchases, acquire, apply for, hold, sell and deal in Shares, stock, debenture stock or any such persons, firm or company to conduct, make or carry into effect any arrangements in regard to the winding up of the business of any such person, firm or company.

20. To amalgamate with any company or companies having objects altogether or in part similar to those of this company.
21. 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 and to subsidiaries 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.
22. To pay all the costs, charges and expenses of and incidental to the promotion and formation registration and establishment of this or any other company and the issue of its capital including any underwriting or other commission, broker's fee and charges in connection therewith.
23. To remunerate or make donations (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 to any person or persons for services rendered or to be rendered in interdicting any property or business to the company, or placing or assisting to place or guaranteeing the subscription of any shares, debentures, debenture stock, or other securities of the company or any other reason which the company may think proper but not to political party or for political purpose.
24. 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.
25. To donate or gift in cash or kind for any national, charitable benevolent, public or useful purpose or to any institution, club, society, research association, fund university college or any other person or body. But no donations shall be made for political purposes or to political parties.

26. To apply, or join in applying to and obtain from any parliament or legislative Authority Government Local, Municipal or other Authority or Body, for any Acts of parliament, or other Acts of Legislature, Law, 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 or Act of Parliament for enabling the company to carry out any of its objects into effect or for effecting any modification of the company's constitution or for any other purpose which seem expedient and to oppose any proceedings or applications or legislation or grant or withdrawal of any rights. Privileges or concessions or any imposition alteration or cancellation of any taxes or duties or tariffs which any seem calculated directly or indirectly to prejudice the company's interest.
27. To open and keep a registers in any Country, State, territory, or Dominion wherever it may be deemed advisable to do so and to allocate any number of shares in the company to such registers.
28. To undertake and execute any trusts the undertaking whereof may seem desirable, either gratuitously or otherwise.
29. To draw, make issue, accept and to endorse, discount and negotiate promissory notes hundies, bills of exchange, bills of lading, delivery orders, warrants, warehouse keeper's certificates, and other negotiable or commercial or mercantile instruments connected with the business of the company.
30. 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.
31. To borrow or raise money with or without security or to receive within the permissible limit money on deposit at interest, not falling under the provisions of the Banking Regulation Act, 1949 or otherwise in such manners as the company may think fit and in particular, by issue of debenture or debenture stock perpetual or 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.

32. 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 purposes of its or their acquiring all or any of the property, rights or liabilities of this company.
33. To provide for the welfare of the employees or ex-employees of the company or its predecessors in business and the wives, widows and families or the dependents or connections of such person 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 towards places of instruction and recreation, hospitals and dispensaries medical and other attendance and 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 or for any exhibition, or for any public, general or useful objects.
34. To place to reserve or to distribute as bonus among the members or otherwise to apply as the company may from time to time think fit, any money received by way of premium on shares or debentures issued at a premium by the company, and any moneys received in respect of dividends accrued on forfeited shares, and money's arising from the sale by the company of forfeited shares.
35. To distribute amongst the members of the company in specie or kind any property of the company, or any proceeds or sale or disposal of any property of the company in the event of the winding up of the company.
36. 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 or otherwise and either alone or in conjunction with others.
37. **\*\***To sub-let all or any contracts from time to time and upon such terms and conditions as may be thought expedient.



38. **\*\***To guarantee the payment of money unsecured or secured by or payable under in respect of promissory notes, bonds, debentures, debenture-stock, contracts, mortgages, charges, obligations, instrument and securities of any company or of any Authority, Municipal, Local or otherwise of any person whosoever, whether incorporated or not incorporated, and generally to guarantee or become sureties for the performance of any contracts or obligations.
39. **\*\***To purchase or by any other means acquire any free-hold, leasehold or other property or any estate or interest whatever, any rights, privileges or easements over or in respect of any property and any shops, buildings, factories, mills, works roads, machinery, engines and any real or personal property or rights whatsoever which may be necessary for or may be conveniently used with or may enhance the value of any other property of the Company.
40. **\*\*** \*To enter into agreements with indigenous or foreign persons, firms or Companies or other incorporated bodies under any law of foreign countries, carrying on or engaged in or about to carry on or engaged in business or transactions, capable of being conducted and arrange for collaboration, technical, financial and otherwise on such terms as may be deemed to be beneficial or advantageous directly, to the Company and to execute such agreements and arrangements to advance the Company's interests.

**4th.**The liability of members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

**5th.** The Authorized Share Capital of the Company is **Rs. 7,00,00,000/- (Rupees Seven Crores only)** divided into **70,00,000 (Seventy Lakhs Only)** Equity shares of **Rs.10/- (Rupees Ten each)** with power to increase or reduce the Capital of the Company and so divide the Shares in the Capital for the time being into several classes and attach thereto respectively such preferential, qualified or conditions in such manner as may be, for the time being provided by regulations of the Company and also the Companies Act, 2013.

***\*Amended vide Special Resolution passed at the Annual General Meeting of the Company held on Friday, the 28th day of September, 2018.***

***\*\* Sub Clause 37 and 38 of Objects Clause 3(b) of the Memorandum of Association deleted and the remaining sub-clauses are re-numbered accordingly by passing the Special Resolution at the Extra Ordinary General Meeting of the Company held on Monday, the 13<sup>th</sup> day of January, 2020. (Pursuant to the Approval of The Registrar of Companies, Chennai, TamilNadu).***

**6th.** We, the several persons whose names are subscribed, are desirous of being formed into a Company in accordance with 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:

Sl.	Signature, Name, Father /Husband name, Address Description, Occupation of the subscribers	No. of Equity shares taken by each Subscriber	Signature of Subscriber	Signature, Name, Father/Husband name, Address & Occupation of Witness
1.	Y. Meera Reddy S/o Y. Krishna Reddy E-16,Anna Nagar East Madras-600 102 Business	10 ( Ten)	Sd/-	Sd/- <b>P.V.S.Pratap</b> S/o P.B.Raju Flat No G 8, Ashok Nagar Avenue Kodambakkam Madras -600024
2.	Y. Krishna Reddy S/o Sankara Reddy E-16,Anna Nagar East Madras-600 102 Business	10 ( Ten)	Sd/-	
3.	Y. Prasuna Reddy W/o Y. Meera Reddy E-16, Anna Nagar East Madras -600 102 Business	10 ( Ten)	Sd/-	
4.	Y. Kowsalya Reddy W/o Y. Krishna Reddy E-16,Anna Nagar East Madras-600 102 Business	10 ( Ten)	Sd/-	

5.	A. H. Kishore S/o A.D Reddy E-16,Anna Nagar East Madras-600 102 Business	10 ( Ten)	Sd/-	
6.	A. Prathima W/o A.H. Kishore E-16,Anna Nagar East Madras-600 102 Business	10 ( Ten)	Sd/-	Sd/- <b>P.V.S.Pratap</b>
7.	M. Ramana Reddy S/o M Baskar Reddy E-16,Anna Nagar East Madras -600 102 Business	10 ( Ten)	Sd/-	S/o P.B.Raju Flat No G 8, Ashok Nagar Avenue Kodambakkam Madras -600024
	<b>TOTAL</b>	<b>70 (Seventy Equity)</b>		

Date: 29<sup>th</sup> July, 1994

Place: Madras