

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

KARAM CHAND THAPAR & BROS. (Coal Sales) LTD.

I. The name of the Company is KARAM CHAND THAPAR & BROS. (Coal Sales) LIMITED.

II. The registered office of the Company will be situate in Bengal.

III. The objects for which the Company is established are :

1. (a) To carry on business as a coal and general Merchants, contractors, agents, importers, exporters, factors, warehousemen, shipowners, and carrier by land and sea.

(b) To acquire and take over as a going concern the business of coal and contract now carried on by Messrs. Karam Chand Thapar & Bros. Ltd., at Calcutta and elsewhere in India at its various branches and offices and all or any of the assets and liabilities of the said business and in connection therewith and with a view thereto to enter into agreement referred to in Article No. 4 of the Company's Articles of Association and to carry the same into effect with or without modification.
2. To acquire by lease, grant, assignment, transfer or otherwise any leases, prospecting licenses, grants or concessions of any coal and mineral lands, coal or other mines, mining right and property supposed to contain coal, mineral oil or other minerals from any person or persons, firm, Syndicate or Corporation, Government or Municipality within India, Overland and Overseas and to perform and fulfil the conditions thereof.
3. To carry on the trade or business of miners, colliery proprietors and coke manufacturers, smelters, engineers lime burners and manufacturers, brick tile and cement

By a Special Resolution passed at the Extra Ordinary General Meeting held on 1.7.69 and confirmed by an order of the Calcutta High Court Dated 7.10.69

manufacturers, railway and tramway proprietors, carriers by land, air and water, land-owners, to carry on and undertake any business, transaction or operation commonly carried on or undertaken by promoters of companies, financiers, concessionnaires, contractors for public and other works, merchants or traders and to carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above objects or calculated directly or indirectly to enhance the value of or render profitable any of the Company's properties of rights.

By a Special
Resolution passed at
the Extra Ordinary
General Meeting held
on 7.3.89 and
confirmed by an order
of the Company Law
Board Dated 28.9.89

3. (a) To carry on the business of developing industrial and commercial security systems, including printing, Lamination and for this purpose to manufacture or produce articles of all kinds including magnetic and digitalised identity cards, documents, electronic equipments and appliances and their hardware and software.

3. (b) To manufacture, export, import, buy, sell and deal in paper, coated paper, containers canes, boxes drums bottletops, crown, corks, packages, packing materials, bags, pressed metal wares, utensils, cutlery, table-wares and articles made of metal including tin and aluminium glass, fibrous materials including fibrous glass, paper, board, cloth, hessian, plastic or other synthetic compound or materials timber or plywood and to deal in plates, wire, aluminium sheets and to undertake either on own account or on commission basis or otherwise, printing, painting, designing, enamelling, electroplating, engraving or otherwise decorating the aforesaid products or any of such products or articles.

3. (c) To carry on the business of leasing and hire purchase finance and to provide on lease or on hire purchase all types of industrial and office plant , equipment, machinery vehicles and buildings, household appliances and equipment (including imported goods).

By a Special
Resolution passed at
the Extra Ordinary
General Meeting
held on 14.2.95 and
confirmed by an
order of the
Company Law
Board Dated 19.8.96

3. (d) To carry on the business in prawn culture and business of manufacturers, producers, cultivators, processors, buyers, sellers, traders and dealers in, packagers and importers and exporters of all types of marine products and marine food items including but not limited to shrimps, prawns, snails, mussels, crabs, lobsters and other creatures of commercial, industrial or domestic use or consumption and all products and bye-products thereof and in relation to or any of such business.

3. (e) To carry on the business of agriculturists, horticulturists, planters, cultivators and farmers.

3. (f) To carry on the business of stevedores, clearing and forwarding agents, ships stores merchants, salvors, cargo superintendents and ship repairers, deep sea fishing vessels and other vessels and to do everything incidental or ancillary thereto.

4. To carry of all kinds of exploration business and in particular to search for, prospect, examine, get, win, work, raise, make merchantable, sell or buy, dispose of and deal in coal, purify ore, metal, precious stones and other minerals petroleum and mineral oils and substances of all kinds and to manufacture and sell or buy coke, mineral oils and patent fuel, and to carry on any metallurgical operations and to buy, sell refine and deal in bullions, species, coins, precious metals and mineral substances of all kinds and generally develop the resources of any lands, rights or privileges to be at any time acquired by the Company.

By a Special Resolution passed at the Extra Ordinary General Meeting held on 1.7.69 and confirmed by an order of the Calcutta High Court Dated 7.10.69

5. To carry on the business of Commission Agents and to undertake, transact and execute all kinds of agency business, within India and Overseas.

6. To buy, store, sell, export, import, manipulate, produce by cultivation, manufacture, treat, prepare for market, hypothecate, deal in and dispose of, wheat, maize, jower, bajri, gram, pulses, paddy, rice and other cereal goods of all kinds, toria, sarson, cotton, cotton seed, linseed, castorseed, rape-seed, and oils and oleaginous seeds of all kinds, sugarcane, tea, coffee, cinchona, rubber, cotton, wool, san, jute, hessian, gunnies, skins, hides, tobacco, salt, lime, yarn, silk, piecegoods of all kinds, sugar, gur, wines, spirits, alcohol, and alcoholic preparations, printing and stationery goods, materials, equipments, furnitures, parts, accessories, paints, pigments, machineries, pig-iron, lead pig, steel bars, copper ingots, plates, sheets, metal and metal products of all kinds, varnishes, colours, fresh, dry and tinned fruits and vegetables, vegetable products, fruit, juice, stores, in all its branches, fruits and vegetable produce of every description and generally to deal in merchandise commodities and all other kinds of commercial articles and generally to carry on the business of merchants, agents, importers and exporters.

By a Special Resolution passed at the Extra Ordinary General Meeting held on 1.7.69 and confirmed by an order of the Calcutta High Court Dated 7.10.69

7. To carry on in India or elsewhere business as Brokers.

-do-

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8. To carry on the business of suppliers of stores, cereal goods, merchandise and other commodities in all their branches and in particular to buy, sell manufacture and deal in goods, stores, consumable articles and effects of all kinds and other marketable commodities, both wholesale and retail and to transact every kinds of agency business.
- do- 9. To carry on the business of manufacture and sale of all kinds of medicinal products, dry salters, mineral waters, wines, cordials, liqueurs, soups, broths and other foods, general chemists, druggists, toilet requisites, and all kinds of boxes and cases of cards, wood, metal or otherwise, and as printers, colour printers, publishers, stationers, candle makers, collectors of flowers and perfume producing vegetation.
- do- 10. To carry on the business of importers, exporters, refrigerators, shipowners, shipbuilders, charterers of ship, warehousemen merchants, ship and insurance brokers, carriers, forwarding agents, wharfingers stockowners, breeders, pastures, graziers, manufacturers of extract of meat preservers and packers of provisions of all kinds, brewers distillers metallurgist, quarry owners, brick-makers, wool washers, tallow melters, tanners, artificial, manure makers coopers, carpenters, mechanical engineers, dealers in leather and rubber goods.
- do- 11. To erect, build abattoirs, freezing-houses, warehouses, sheds and to purchase, charter, hire, build or otherwise acquire, steam and other ships or vessels and to employ the same in the conveyance of passangers, mails and merchandise of all kinds.
- do- 12. To breed, tears, farm, buy, sell and deal in livestock of any kind and to buy, prepare and manufacture animal produce or manures of every kind to sell, dispose of, deal in or otherwise turn to account any such produce or manures, either in their prepared, manufactured or raw state and either by wholesale or retail.
- do- 13. To carry on the business of oil and manure manufacturers and to prepare, refine, buy, sell and deal in oils, oleaginous

and saponaceous substances, manure and chemical substances, of every description and the products obtained in the manufacture of oil and to buy, sell and deal in oleaginous seeds, plants and other vegetable produce of every description.

14. To carry on the business of extracting, pumping, drawing, transporting, purifying and dealing in petroleum and other mineral oils and to search for, inspect examine, and explore, work, take on lease, purchase or otherwise acquire lands and plants which may seem to the Company to be capable or possibly capable of affording a supply of mineral oil and to establish, utilise and turn to account pumping stations, pipe lines, refineries and other work and conveniences suitable for any of the purpose aforesaid. By a Special Resolution passed at the Extra Ordinary General Meeting held on 1.7.69 and confirmed by an order of the Calcutta High Court Dated 7.10.69
15. To establish and carry on and to promote the establishment and carrying on, upon any property in which the Company is interested of any business which may be conveniently carried on, upon or in connection with such property, and the establishment of which may seem calculated to enhance the value of the Company's interest in such property, or to facilitate the disposal thereof. -do-
16. To irrigate, cultivate, improve and develop properties whether belonging to the Company or not and to develop the resources thereof by clearing, draining, fencing, cultivating, planting, manuring, farming, letting or otherwise with power to advance money to other persons for any of the purposes aforesaid. -do-
17. To carry on the business of miners, metallurgists, builders, and contractors, engineers, graziers, tool manufacturers, iron-founders, metal works, bodybuilders, merchants, carriers, manufacturer and running of motor omnibuses (whether propelled or moved by electricity, steam, oil, vapour or other motive or mechanical power), brick and tile makers, sugar manufacture and refinery in all its branches, ice manufacturers, electric light and power supply business in all its branches, distillers, manufacture of vegetable products and to buy, sell and deal in property of all kinds. -do-

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18. To acquire land construct and maintain factories, establishments works, buildings and erections for all or any of the purposes aforesaid and to acquire and make machineries implements, and articles required to be used for such purposes and to carry on as Principal and/or Agents in branches of agricultural, manufacturing or mercantile business for the which Compamy's land, establishment, property and servants are suitable.
- do- 19. To purchase, take on lease or exchange or otherwise acquire any movable or immovable, any right or privilege which the Company may think necessary or expedient for the purpose of business and in particulars land, buildings, works, easement, machinery, plant, stock-in trade, rolling stock, livestock, warehouses, wharves, offices, ships, steam, vessels, boats, monopolies, licences, concessions and the like, and any other rights, or powers conferring any exclusive or not-exclusive or limited right to use any secret or information as to any invention available for use in connection with any of the objects of the Company.
- do- 20. To do all or any of the above things as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents, or otherwise, and either alone or in conjunction with others and to establish agencies or branches for the purposes of Company's business in such place or places as may be considered necessary, and to transact general agency business also to act as Managing Agents of any other Company or Companies.
- do- 21. To manufacture, import, export, grow, buy, sell, exchange, alter, improve, manipulate, prepare for market and otherwise deal in all kinds of plant, machinery, apparatus, tools, utensils, substances, materials, chemicals, stores and things necessary or convenient for carrying on any of the above specified business or proceedings, or usually dealt in by persons engaged in the like business.
- do- 22. To sink shafts, lay down pipes, construct and to carry out, establish, construct, maintain, improve and manage, work, control and superintend any road ways, tramways, railways, bridges, reservoirs, tanks, watercourses, wharves, embankments, hydraulic works, telegraphs, telephones,

shafts, wells inclines, pits, quarries, saw mills, kilns, coke ovens, smelting works, furnaces, mills factories, warehouses, offices, sheds, viaducts, transport and postal arrangements, stores, shops, churches, chapels, stations and other building works and conveniences calculated directly or indirectly to advance the interests of the Company and to contribute to or assist in the carrying out, establishment, construction, maintenance, improvement, management, working control or supervision of the same.

23. To construct, purchase, lease to otherwise acquire any railway, railway siding or tramway in or through the Company's lands or on any other land and to enter into (either alone or jointly with others and either with or without the concurrence of owners or other persons interested in lands or other rights therein) any contracts, engagements or arrangements with any Railway Company or persons regarding any line or branch line of railway or tramway which may at any time be constructed so as to extend to the Company's land or any place or places in the vicinity thereof.
- By a Special Resolution passed at the Extra Ordinary General Meeting held on 1.7.69 and confirmed by an order of the Calcutta High Court Dated 7.10.69
24. To purchase or otherwise acquire and to sell, buy, dispose of, and deal with mines and mining rights and property supposed to contain coal, mineral oils or other minerals or precious stones of all kinds and undertaking connected therewith and to work, exercise, develop and turn to account mines and mining rights and any undertakings connected therewith and to buy, sell, refine, manipulate and deal in minerals of all kinds.
- do-
25. To carry on all kinds of promotion business and in particular to form, constitute, float, lend money, to assist, manage and control any Companies, Associations or undertakings whatsoever.
- do-
26. To carry on the business of mill furnishers in all its departments and to import, export, and manufacture, purchase and sell all plant, machinery, belting, implements, tools and other accessories, substances, materials, and things requisite to or expedient for the working of mills and mines of every kind.
- do-

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27. To construct, execute, carry out, equip, improve work, develop, administer, manage or control in India or in any of the States in India or in any Foreign country, public works and conveniences of all kinds which expression in this Memorandum includes Railway, Tramways, Docks, Harbours, Piers, Wharves, Canals, Embankments, Irrigation, Tube-well, Reclamation, Improvements, Sewage, Drainage, Sanitary Water, Gas, Electric lights, Telephonic, Telegraphic and Power supply works and Hotels, Warehouses, Markets and public Buildings and all other works or conveniences of public utility and generally to carry on the business of building contractors in all its branches.

-do-

28. (a) To carry on the business of financiers and bankers in all its branches and departments including the borrowing raising, or taking up moneys, the lending or advancing moneys on securities and properties, the discounting, buying, selling and dealing in bills of exchange, hundies, promissory notes, coupons, drafts, bills of lading, warrants, debentures, certificates, scrips and other instruments and securities whether transferable or negotiable or not, the granting and issuing of letters of credit and circular notes buying, selling and dealing in bullion and specie, the securing, holding, issuing on commission, underwriting and dealing with stocks, funds, shares, debentures, debenture-stocks, bonds, obligations and other securities.

-do-

(b) To borrow or raise money or secure the payment of money in such a manner as the Company shall think fit, in particular by issue of debentures or debenture-stocks, perpetual or otherwise, charged upon all or any of the Company's properties (present or future), including the uncalled capital, if any, and to apply the same or any part thereof for all or any of the Company's purposes.

-do-

29. To institute, conduct, defend, compound and abandon any legal proceedings by or against the Company or its officers or otherwise, concerning the affairs of the Company, to refer any claims or demands, by or against the Company, to arbitration and to observe any perform the awards and also to compound, allow time for payment or satisfaction of any debts due and of claims of demands by or against the company.

30. To apply for, purchase or otherwise acquire contracts, decess and concessions for or in relation to construction, execution, carrying out, equipment, improvement, management, administer or control of public works and conveniences and to undertake, execute, carry out or otherwise turn to account the same. By a Special Resolution passed at the Extra Ordinary General Meeting held on 1.7.69 and confirmed by an order of the Calcutta High Court Dated 7.10.69
31. To carry on any other trade or business of any description whatsoever which may seem to the company capable of being advantageously or conveniently carried on by the Company in connection with the business of the company or calculated directly or indirectly to enhance the value of, or render more profitable any of the company's assets, property or rights. -do-
32. To transact or carry on all kinds of Agency business. -do-
33. To take part in the formation, management, supervision or control of the business or operation of any other company, Association Firm, or person and to act as Managing Agents, Agents, Secretaries, or other officers of any such Company, Association, Firm or person, and in connection therewith to appoint and remunerate any Director, Accountants or other experts or agents. -do-
34. To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person, firm or corporation carrying on or about to carry on any business which this Company is authorised to carry on, possessed of property suitable for the purposes of this Company. -do-
35. To enter into partnership or into any arrangement for sharing profits, union of interest, co-operation 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, or any business or transaction capable of being conducted so as directly or indirectly to benefit this company, and to lend money to, guarantee the contracts of, otherwise assist any such person, firm or company, and to take or otherwise acquire and hold shares or stock in any such company. -do-

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36. To aid, pecuniarily or otherwise any association, body or movement, having for an object, the solution, settlement or surmounting of all industrial or labour problems or troubles or the promotion of industries or trade.
- do- 37. To apply for purchase or otherwise acquire any patents brevets, d'invention, licences, concessions and the like conferring any exclusive or non-exclusive or limited right to use of any secret or other information as to any invention 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 licences in respect of or otherwise turn to account the property, rights, or information so acquired.
- do- 38. To enter into any arrangements with any Governments or authorities Supreme, Municipal, Local or otherwise, public or quassi-public bodies, that may seem conducive to the Company's objects or any of them, and to obtain from any such Government 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 connections.
- do- 39. To establish or support or aid in establishment and support of associations, institutions, funds, trusts, and conveniences calculated to benefit employees or ex-employees of the company or its predecessors in business or the dependants or connection of such persons, and to grant pensions, relief and allowances and to make payment towards insurance, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or movement or for any public, general, industrial or any other useful objects.
- do- 40. To promote any other company for the purpose of acquiring all or any of the properties and for taking over all or any of the liabilities of this company or advancing directly or indirectly the objects or interest thereof and to take or otherwise acquire and hold shares in such company, and to guarantee the payment of any debentures or other securities issued by any such company.
- do- 41. To invest and deal with the moneys of the company not immediately required in such manner as may from time to time be detremined by the Board of Directors.

42. To receive money on deposit on interest or otherwise and to lend money to such persons and on such terms as may seem expedient ; and in particular to customers of and to other persons having dealings with the company, and to guarantee the performance of contracts by members of or persons having dealings with the company. By a Special Resolution passed at the Extra Ordinary General Meeting held on 1.7.69 and confirmed by an order of the Calcutta High Court Dated 7.10.69
43. To draw, make, accept, endorse, discount, execute and issue cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments. -do-
44. To remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of and of the shares in the Company's capital or any debentures, debenture-stocks or other the securities of the Company or in or about the formation, or promotion of the Company or the conduct of its business. -do-
45. To undertake and execute in trust the undertaking whereof may seem desirable, and either gratuitously or otherwise. -do-
46. To pay all or any costs, charges, and expenses preliminary and incidental to the promotion, formation registration and establishment of the Company. -do-
47. To allow and pay underwriting and other commission, broker's fees, remuneration, salaries or premiums and charges to any person, firm or company for services rendered or to be rendered in introducing any property, rights, privileges or business to the Company or in or about the conduct of Company's business or in placing or assisting to place or guaranteeing or procuring the subscription of any share, debentures, debenture-stocks or other securities, which brokerage, remuneration, commissions or charges may be paid either in cash or in debentures and shares of the Company credited as fully or partly paid up. -do-
48. To sell, lease out, manage, exchange, dispose of, turn to account, or otherwise deal with, all or any part of the property and rights of the Company. -do-
49. To amalgamate with any other Company having objects altogether or in part, similar to those of this Company. -do-

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50. To generally purchase, taken on lease, or in exchange, hire or otherwise acquire any immovable or movable properties and any rights or privileges which the company may think necessary or convenient with reference to any of these objects, and to carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly to enhance the value or render profitable any of the Company's property or rights.
- do- 51. To adopt such means of making known the products of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, publication of books and periodicals and by granting prizes rewards and donations.
- do- 52. To procure the Company to be registered or recognised in any foreign country or any State or place in India.
- do- 53. To appoint attorneys, agents, and managers and constitute branches, agencies, and sub-agencies of the Company in India or in any other country whatsoever, and to regulate and discontinue the same.
- do- 54. To distribute any of the properties of the Company among the members in specie.
- do- 55. To do all or any of the above things in any part or the world, and either as principals agents, contractors, trustees or otherwise and by or through agents, sub-contractors, trustees or otherwise.
- do- 56. To do all such other things as are incidental or as the Company may think conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "Company" in this clause shall be deemed to include any partnership or other body of persons whether incorporated or not and whether domiciled in India or elsewhere.

And it is further expressly declared that in the interpretation of this clause the meaning of any of the Company's objects shall not be restricted by reference to any other object, or by the juxtaposition of two or more objects, and that, in the event of any ambiguity, this clause shall be construed in such a way as to widen, and not to restrict, the powers of the Company.

IV. The liability of the members is Limited.

* V. The Authorised Share Capital of the Company is now Rs. 3,00,00,000/- divided into 3,00,000 Ordinary Shares of Rs. 100/- each with rights, privileges and conditions attached thereto as are provided by the Regulations of the Company for the time being, with power to increase the reduce capital of the Company and to divide the shares in the Capital for the time being into several classes and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or increased with the Regulations of the Company and to vary, modify or abrogate, any such rights, privileges and conditions in such manner as may for the time being be provided by the Regulations of the Company. And upon any increase of Capital of the Company, the Company may issue any new shares in priority to any other shares present and future with any preferential, qualified or special privileges or conditions as to the votes or otherwise as may be determined upon by the Company in a General Meeting.

*Authorised Share Capital was increased from Rs. 3,00,00,000/- to Rs. 5,00,00,000/- as per Special Resolution dated 29.5.98

We, the several members 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 to our respective names :-

Names, Addresses and Descriptions of Subscribers.	Number of Shares taken	Name, Address and Description of Witness.
1. Karam Chand Thapar Merchant. 53/4, Hazra Road, Calcutta.	51	Pranab Kumar Roy Srvce-holder, 53/4, Hazra Road, Calcutta
2. Mohan Devi (Lady) 35/1, Ballygunj Circular Road, Calcutta.	51	
3. Sagar Chand Wadehra Merchant, 53/1, Hazra Road, Calcutta.	51	
4. For and on behalf of Karam Chand Thapar & Bros. Ltd. Sagar Chand Wadehra Manager, 53/4, Hazra Road, Calcutta.	601	
5. B. M. Thapar by his attorney Sagar Chand Wadehra 53/4, Hazra Road, Calcutta.	51	
6. For Karam Chand Thapar & Sons Ltd. Per Pro. Karam Chand Thapar & Bros. Ltd. H. D. Verma, Managing Agents. 53/4, Hazra Road, Calcutta.	601	
7. Hari Dutt Varma Service-holder 53/4, Hazra Road, Calcutta.	1	
	1407	

Dated, Calcutta, 31st March, 1943

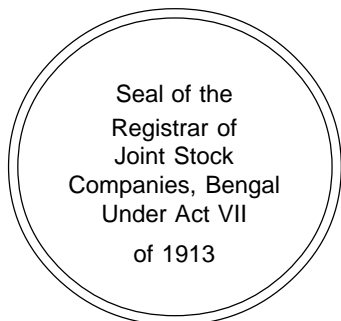
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CERTIFICATE OF INCORPORATION

No. 57 of 1943–1944

I hereby certify that Karam Chand Thapar & Bros. (Coal Sales) Limited, is this day incorporated under the Indian Companies Act, VII of 1913, and that the Company is Limited.

Given under my hand at Suri this First day of April One thousand nine hundred and Fortythree.



Sd. N. K. MAJUMDER,
Registrar of Joint Stock Companies
Bengal