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Sub-Registrar Ex-Officio Stamp Vendor, H.O. Hyd.

Under the Companies Act, 1956

(1 of 1956)

(A Company Limited By Shares)

16 DEC 1981

Sub Registrar Ex-Officio Stamp Vendor, H.O. HYDERABAD.

16 DEC 1981

Memorandum of Association

of

Raasi Refractories Limited

REGISTRAR OF COMPANIES ANDHRA PRADESH

Registrar of Companies Hyderabad.
Receipt No. ...15628...
Rs. ...2750.00...
Date ...16/12/81...
Initial of Cashier ...
Checked by ...
Passed by ...
Registrar.

I. The name of the Company is RAASI REFRACTORIES 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 produce, manufacture, refine, prepare, instal, import, export, purchase, sell, mine and generally deal in all kinds of Refractories such as, Basic, silica, Fire-Clay, Ball Clays, White Clays, Quartz, Felspar (Moderate and high Heat Varieties) High Alumina, High Garg, Pouring ~~etc.~~, refractories, Sillimanite & Kyanite, Acid Proof and Insulation Bricks, Stopper Heads, Ladle Bricks, Roofsets, Dolomite Crucibles, Rashicrings ~~etc.~~, and also all varieties of Mortars, Ramming Masses, Castables.

2) To carry on an any business relating to manufacture and fabrication and sale of various Steel Structural Material, Machiner'es and their components, spares, for the Refractory Sanitaryware, Stoneware and any other similar Industry.

3) To provide consultancy Services, advices, about the manufacture, technical, managerial and marketing to the Refractory Sanitaryware and Stoneware Industries in India and abroad

4) To produce, manufacture, refine, prepare, instal, import, export, purchase, sell, mine and generally deal in all kinds of Sanitarywares and Porcelainwares, all kinds and types of Sanitarywares such as Indian and English Water-Closets with foot rests & P/S traps, European Syphonic Suites and low level Cisterns, Wash Basins with Pedestals, Oriya Pans, Urinals, Laboratory and Kitchen Sinks, Glazed tiles and all kinds and types of Porcelainwares such as Tableware including Dinner and Tea-Sets, Pickle and Acid Jars, HT & LT Insulators, ~~etc.~~

5) To produce, manufacture, refine, prepare, instal, import, export, purchase, sell, mine and generally deal in all kinds of Stoneware pipes and fittings such as, Salt Glazed Stoneware Pipes and Fittings of all sizes, Water Closets, Perforated Pipes, Channels, ~~Pickle and Acid Jars~~.

(B) The Objects incidental or ancillary to the attainment of main objects are :

1) To conclude Collaboration Agreements with Foreign and/or Indian Firms to obtain Technical know-how for setting up factories for manufacture of Refractory Sanitaryware; stoneware and any other Industry including, obtaining of layouts specifications for plant and machinery, all process techniques and designs.

The copy of Certificate of Incorporation is attached together with Power of attorney

Registrar

2) To give collaboration, know-how Research, Design in Refractory Sanitaryware and Stoneware Industry in India and abroad.

3) To enter into partnership or into any arrangement for sharing profits, union of interest, co-operative, joint venture, reciprocal concessions or otherwise either in part or whole with any person or company, or companies, foreign or otherwise, carrying on or engaged in or to carry on or engaged in any business or transactions capable of being conducted so as directly or indirectly to benefit this Company.

4) To establish, appoint, regulate and discontinue offices, agents, representatives, distributors or retailer in all such places as the Company may from time to time determine for carrying out all or any of the Company's objects and to act as agents for others.

5) To purchase, own, take on lease or in exchange or otherwise acquire and undertake all or any part of the business, rights, privileges, property and liabilities of and to amalgamate or into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture, reciprocal concessions or otherwise with any company having objects altogether similar or in part similar to those of the company and to lend or guarantee the performance of contracts of or subsidise or otherwise assists any such company for such considration and on such terms as may seem expedient.

6) To promote, establish, undertake, form and to be interested in, and to apply for, acquire, hold and dispose of shares, in any institution, business, pool, combine, syndicate/ industrial trading or manufacturing or company having objects altogether similar or in part similar to those of the company carrying on any business capable of being conducted so as directly or indirectly to benefit the Company and to subsidise or assist any industry or undertaking financially or otherwise by issuing or subscribing for or guaranteeing the subscription and issue of shares, stock, debenturer, debenture-stock or other securities of such industry or undertaking.

7) To apply for, purchase, or otherwise acquire any patents, brevets, D' invention, processes copy rights, trademarks, concessions, licences and the like subject to royalty or otherwise conferring an exclusive or nonexclusive or limited right to use, 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, work manage, sell, let, grant licences in respect of or otherwise turn to account or deal with the property rights and information so acquired or otherwise belonging to the Company.

8) To subscribe for, purchase or otherwise acquire, hold, sell, exchange, dispose of and deal in and to give any guarantee of whatever description to the stock, shares, bonds, debentures, debenture-stock, scrips or other securities, or obligations of any company or of any authority, supreme, public, municipal, local or otherwise and to invest and deal with the funds of the Company not immediately required upon such securities and in such manner as may from time to time be determined.

9) To borrow, or raise money in such manner, and on such terms as the company shall think fit and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the Company's property or assets, both present and future, including its uncalled capital and also by a mortgage, charge or lien to secure and guarantee the performance by the Company of any obligations or liability it may undertake

10) To enter into any arrangement with any Government or authority, supreme, public, municipal, local or otherwise and to obtain from any such Government or authority any rights, concessions and privileges that may seem conducive to the Company's objects, or any of them, and to carry out, exercise and comply with any such arrangements, rights, concessions and privileges

11) To lend or advance or deposit moneys belonging or entrusted to or at the disposal of the Company or give credit to any Company and in particular to customers of and other having dealing with the Company with or without security, on such terms as may seem expedient and to draw make, accept, endorse, discount and execute and issue bills of exchange, promissory notes, hundies, debentures, bills of lading and other negotiable or transferable instruments or securities, but not to do the business of banking as defined in the Banking Regulations Act, 1949.

12) To apply or join in applying to and obtaining from any Parliament or Legislative Authority or Government, or any supreme, public, local, municipal or other persons for any Acts of Parliament, or other Acts of Legislature, Laws, 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 any of its objects into effect.

13) To make such arrangements as the Company may deem fit for the holding of any property of the Company in the name of Trustees or a Trustee for the Company.

14) To let, sublet or give on lease, rent or hire, any portion of land, factory, mill, warehouse, tanks, chawls or other buildings or structures;

15) To sell, improve, manage, develop, exchange and enfranchise mortgage, dispose of, turn to account, or otherwise deal with the whole or any part of the undertaking, business or property or sites of the Company either together or in such portion and for such considerations as the Company may think fit

16) To establish such competitions as may be lawful for any of the purposes of the Company and to offer and grant prizes, awards and premiums of such character and on such terms which may seem expedient.

17) To advertise and publicise or promote, the sale of any goods, articles or things produced, manufactured, traded or dealt in a manner as may be deemed expedient including advertising in the press, posting of bills, the issue of publication of circulars, pamphlets, leaflets, catalogues, brochures or by the distribution of mementos, gifts and other articles.

18) To remunerate any person, firm or Company rendering or agreeing to render services to the Company and to pay for any business, property or rights, acquired by the Company either by cash payment or by the issue and allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise as may seem expedient.

19) To pay all costs, charges and expenses, preliminary and incidental to and of the promotion formation, establishment and registration of the Company and of the transfer to the Company of any property acquired by the Company.

20) Subject to the provisions of Section 293-A of the Companies Act, 1956, to support, subscribe or contribute or otherwise to assist or guarantee money for any charitable, benevolent, religious, institutions or any other institutions or objects or any exhibition or for any public, general or useful object

21) To establish and support or to aid in the establishment and support of associations, institutions or conveniences calculated to benefit the employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons and to grant pensions and allowances and to make payments towards insurance of any kind or to give any participarion in profits of the Company to persons employed by the Company or any of them.

22) To provide for and furnish or secure to any member or customers or the Company any chattels, conveniences, advantages, benefits or special privileges which may seem expedient either gratuitously or otherwise. 9

23) To amalgamate with any other Company having objects altogether or in part similar to those of this Company 10

24) To establish or promote or concur in establishing or promoting any company or companies for the purpose of acquiring any of the property, rights and liabilities of the company or for any other purpose which may seem directly calculated to benefit the Company.

25) To establish, provide, maintain and conduct or otherwise subsidise research laboratories and experimental workshops, for scientific and technical researches or inventions by meetings and conferences and by providing or contributing to the award of scholarship, grants or otherwise generally to encourage, promote and reward studies, researches investigations, experiments, test and invention of any kind that may be considered likely to assist any business which the Company is authorised to carry on.

26) To pay out of the funds of the Company, all expenses which the Company may lawfully

pay with respect to the issue of its capital including brokerage and commission for obtaining applications for underwriting or procuring shares or debentures or other securities of the Company.

27) To agree to refer to arbitration disputes present or future between the Company and any other company, firm or individual and to submit the same to arbitration, to an arbitrator in India or abroad and either in accordance with Indian or any other Foreign system of law.

28) To train or pay for the training in India or abroad of any of the Company's employees or any candidate in the interest of or for furtherance of the Company's objects.

29) To carry on any business or branch of a business which this Company is authorised to carry on by means of or through the Agency of any subsidiary Company or Companies and to enter into any arrangement with any such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on, or for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangements, which may seem desirable with reference to any business or branch so carried on, including power at any time either temporarily or permanently to close any such business or branch and to appoint Directors or Managers of any such subsidiary Company.

30) To take or concur in taking all such steps and proceedings as may seem best calculated to uphold and support the credit of the Company and to obtain and justify public confidence and to avert or minimise financial disturbances which might affect the Company.

31) To confer upon any encumbrancer or trustee for any encumbrancer of uncalled capital, such powers of making and enforcing calls and of voting the transfer of shares not fully paid up as may be thought fit.

32) To open and keep a register or registers in any country or countries where it may be deemed advisable to do so and to allocate any number of shares in the Company to such register or registers.

33) Generally to do all such other things as may appear to be incidental and in any way conducive to the attainment of the above objects or any of them.

(C) OTHER OBJECTS :

1) To carry on the business relating to the winning and working of Raw materials, production, manufacture and preparation of any other materials which may be usefully or conveniently combined with engineering or manufacturing business of the Company or any contracts undertaken by the Company.

2) To act as representatives, distributors, agents or brokers whether sole or for a particular territory of any firm or Company whether Indian or Foreign and to appoint representatives distributors, agents or brokers whether sole or for different territories of the goods produced, imported or purchased by the Company on such terms and conditions as the Company shall think fit

3) To construct buildings for self use or for rental purposes in Andhra Pradesh or in any part of the Country.

4) To purchase oil seeds and produce refined oils and to take up various types of marine engineering jobs

5) To collect milk, milk products and manufacture and sell various milk products to other firms.

6) To start, run educational institutions like elementary, middle and high schools, colleges and technical institutions

IV) The liability of the members of the Company is limited.

V) a) The authorised share capital of the Company is Rupees Five Lakhs (Rs. 5,00,000/-) divided into 50,000 equity shares of Rupees ten each (Rs. 10/-) to be increased or reduced in accordance with relevant provisions of the Companies Act, 1956

b) The share capital of the Company (whether original, increased or decreased) may be subdivided, consolidated or divided into such classes of shares as may be allowed under the law for the time being in force relating to companies with such privileges or rights as may be attached and to be held upon such terms as may be prescribed by the Articles of Association of the Company.

We, the several persons whose names, addresses and descriptions are subscribed hereunder, 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, address, description and occupation of subscriber and signature	No. of equity shares taken by each subscriber	Name, address, description and signature of witness
1	(Nandyala Krishna Prasad Raju) N.K.P. RAJU. S/o N.S. RAJU. 1-10-225 ASHOKNAGAR HYDERABAD-20. service NKPraju	10, (Ten)	NBuddharaju S/o Viswanadharaju Chartered Accountant B.N AND Company Rooms 4 AND 5 (2nd floor) 5-9-250 UNITY Road, Abid Road, Hyderabad.
2.	(Kalidindi Satyanarayana Raju) K.S.N. RAJU S/o K.A.N. RAJU 1-10-123/2; ASHOKNAGAR HYDERABAD-20 SERVICE K.S.N. RAJU	10 (ten)	
3.	(Kalidindi) K. Ushakani W/o K.S.N. Raju 1-10-123/2 Ashok Nagar Hyderabad service K. UshaRani	10 (ten)	
4.	(Nandyala) N. Shobharani W/o N.K.P. Raju 1-10-225 Ashoknagar Hyderabad-20. Service. N. Shobharani	10 (ten)	
5	(Penmetcha) P. Krishnamraju Raju S/o Peda Surapa Raju 8-3-224/10, Yousufguda Hyderabad-500045 Business PKRaju	10 (ten)	
6	(Kalidindi) K. Suryanarayana Raju S/o K. Rama Krishnam Raju 6-3-347/14 Dwarakapuri Colony Hyderabad 500004. Doctor of medicine K.S.N.Raju	10 (ten)	
		C/F 60	N

Place : Hyderabad

Date : 16 12 81

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		B/F 60	
(Alluri) 7. A. Vijaya Kumar Raju S/o Satyanarayana Raju Vijaya Gardens. Tolichowki Hyderabad-8.	Business. A. Vijaya Kumar Raju	10	N. Budelloraju S/o Viswanadharaju Chartered Accountant B.N AND Company ROOMS 4 AND 5 (2nd floor) 5-9-250 UNITY [illegible] Abid Road. Hyderabad.
8. P. P. AVASTHI S/o Late Raja Ram Avasthi 1-1-537/A Gandhinagar Hyderabad 500380	Service [signature]	10	
(Bhupathiraju Vishnu Raju) 9. B. V. RAJU S/o B. V. N. RAJU 1-10-1/15 Ashoknagar Hyderabad.	industrialist [signature]	20	
	Total No of Shares taken	100 (one hundred)	

Date 16. 12. 1981

Hyderabad

Company No. 3339 Document No 1
Registered / Recorded / filed on 24-12-81
Date of ... PERMANENT/ ...
REGISTRAR.