

THE COMPANIES ACT, 1956
A COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
SOUTHERN ISPAT & ENERGY LIMITED

- I. The Name of the Company is SOUTHERN ISPAT & ENERGY LIMITED.
- II. The Registered office of the Company will be situated in the state of KERALA.
- III. The objects for which the Company is established are as under:-
 - A. THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-
 1. To promote, run, establish, install, takeover or set up mini steel plants, integrated steel plants, composite steel plants, hot rolling steel mills, cold rolling mills, blooms and billet mills, steel furnaces, concasts, rolling mills, induction furnaces for the manufacturing, producing, converting, extracting, treating or processing of all types, grades and size of steels, stainless steels, corrosion resisting steel, heat resisting steel, free cutting steels, spring steels, silico manganese steels, structural steels, ship building quality steels, armour steel, magnet steel, hot rolled and cold rolled grain oriented electrical steels or any other type of steels present or future and any products, by products and alloys thereof.
 2. To enter into the business of generation, distribution and sale of all types of energy such as electric, fuel, wind, natural gas and conventional and non-conventional by setting up of appropriate Power Plant(s).*
 3. To act as agent, commission agent, broker, stockists, trader, buyer, seller, importer, exporter, job work or otherwise to deal in all goods, materials or things that need not necessarily be the products the Company mainly deals with.
 - B. OBJECT INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE:-
 1. To acquire from any person, firm or body Corporate or unincorporate, whether in India or elsewhere, technical information, know how, processes, engineering, manufacturing and operating data, plans, layout and blueprints useful for designs, erection and operation of plant required for any of the business of the Company and to acquire any grant or licence and other rights and benefits in the forgoing matters and things.
 2. To acquire by purchase, lease, concession, grant, licence or otherwise such lands, building, minerals, water work plants, machinery stock-in-trade, stores, rights, privileges, asements and other property as may from time to time be deemed necessary for carrying on the business of the Company howsoever acquired, such manufacturing workshop warehouse, office, residences, and other buildings, and to erect such machinery and construct such roads, way, tramways, railway branches or slidings, bridges, reservoirs, water sources hydraulic works.
 3. To purchase acquire and undertake all or any part of the business property and liabilities of any person or Company carrying on or proposing to carry on any business which this Company is authorised to carry on or possessed of property suitable for the purpose of the Company or which can be carried on in conjunction therewith or which is capable of being conducted as directly or indirectly to benefit the Company.
 4. To amalgamate with any Company or Companies or with any body of persons having objects altogether or in part similar to those of this Company and to enter into partnership or into any arrangement for sharing profits, union of interest, cooperation, joint venture, licence or reciprocal concession or for limiting competition with any person or persons or Company or Companies carrying on or engaged in, or about to carry on or engage in, or being authorise to carry on or engage in any business or transaction which the Company is authorised to carry on or engage in or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.*

*** Altered at the Extraordinary General Meeting held on 28th January 2010**

5. To pay for any property, rights or privileges, acquired by the Company or for the services rendered or to be rendered in concession with the promotion of or the business of the Company or for acquisition of any property for the Company or otherwise, either wholly or partially in cash or in shares, bonds, debentures or other securities of the Company and to issue any shares either or fully paid up or which such amount credited as paid up thereon as may be agreed upon to charged any such bonds, debentures of other securities upon all or any part of the property of the Company, while so doing the Company shall comply with all requirements of law for the time being in force.
6. To improve, manage, cultivate, develop, exchange, let, on lease, mortgage, sell, dispose of turn to account, grants, rights, and privileges in respect of or otherwise deal in all or any part of the properties and rights of the Company on such terms as the Company shall determine and to supply power, light, and heat to lay out land for building purpose, and to sell the same, and to build on improve, let on building lease, advance money to persons, building otherwise to develop the same.
7. To sell or subject to any right concession or licence obtained or contracts entered into and generally to sell to the whole or any part of the property and business of the Company for cash or for shares whether fully paid up or not, debentures or securities, of another Company or partly in cash or partly in such shares debentures or securities as or distributed in specie amongst the members or otherwise.
8. To establish branches, Depot Show Room, service Centres, Research Bureaus with a view to facilitate the work of Company and to expand its business.
9. To subscribe for acquire hold sell and otherwise deal in shares, stocks, debentures, debenture stock, bonds, mortgage, obligations and securities of any kind issued or guaranteed by any Company (body corporate or undertaking) of whatever nature and wheresoever constituted or carrying on business in share stocks, debentures, debenture stock, bonds, mortgage, obligations and other securities issued or guaranteed by any Government sovereign ruler, commissioners, trust, municipal, local or other authority or body of whatever nature whether in India or elsewhere out of the surplus funds of the Company and also in precious and non-ferrous metals, all agricultural, plantation products, commodities of every kind and all other moveable goods permitted and allowed for trading purposes through the Recognized Commodity Exchanges and also other assets like securities, bullion, currency, interest level, stock market index or anything else falling under "Derivatives".*
10. To establish and maintain any agencies or branches in any part of the world for sale of any materials, articles, or things for the time being at the disposal or the Company of for sale or purchase of goods and materials required by the Company or its constituents or other purposes whatsoever and to appoint managers brokers, contractors and other persons for the purposes of the Company and to discontinue and discharges them.
11. To enter into any arrangement with any Government Authority Central provincial, Local or other public or Quasi Public bodies that may seen conductive to the Companies object or any rights, privileges and concessions which the Company may think fit, desirable to obtain and to carryout exercise and comply with any such arrangements rights privileges and concession.
12. Subject to the provisions of Section 58 A of the Companies Act, 1956 and its rules made there under and directives of Reserve Bank of India or borrow or raise, accept deposits or secure the payment of money in such lawful manner as the Company shall think fit and in particular by the issue of debenture stock perpetual or otherwise mortgage or any other securities charged or based upon the undertaking of the Company or any part of its property both present and future including the uncalled capital and the rights of the Company or without any such security and upon such terms and to property of otherwise and generally to borrow money in such lawful manner as the Company shall think fit provided that the Company shall not carry on the banking business as defined by Banking Regulation Act, 1949.
13. To give guarantee, counter guarantees, indemnities and/or counter indemnities for any person for any loans of financial assistance or performance of any contract of other obligations.
14. To draw cheques, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, charter parties warrants, debentures and other negotiable and transferable instruments, but shall not carry on the banking business as defined under the Banking Regulations Act, 1949.

*** Altered at the Extraordinary General Meeting held on 28th January 2010**

15. To pay all the costs charges and expenses incidental to the promotion, registration and establishment of the Company.
16. To trade mark, trade names, or boards for the products and goods of the Company and adopt such names of making know the business and or products of the Company, at may seem expedient and in particular by advertising in news paper magazines periodicals by circulars by purchase and exhibition of works of art and interest by opening stalls and Exhibitions by publication of books and periodicals by distribution of sample and by granting prizes, reward and donations but the Company shall not make any donation for political purposes.
17. To sell the undertaking of the Company, or part thereof, for such consideration as the company may think fit and in particular for shares, debentures, bonds or securities to any other Company having objects altogether or in part similar to those of the Company, to promote any other Company or Companies for the purpose of its or their acquiring all or any of the property rights or liabilities of this Company or for any other purpose which may seem directly calculated to benefit the Company.
18. To distribute any of the property of the company is specie or kind among members on the event of its winding up.
19. To enter into arrangements with the Employees, Engineers, Technicians, Workman, Office Staff Salesman and other persons having special knowledge or matters, relating to the business of the Company for full or part time employment as may be necessary or expedient for conducting the business of the Company.
20. To undertake and execute any trust, the undertaking of which seem to the company desirable either gratuitously or otherwise.
21. To give any Officer, servants or employees of the Company any share to interest in the profit of the Company's business or any branch thereof, whether carried on by means through the agency or any subsidiary Company or not and for that purpose to enter into any arrangement which the Company may think fit.
22. To remunerate any persons, body corporate rendering service, tot eh Company either by cash payment or by allotment to him or them any shares or securities of Company credited as paid up in full or in part otherwise or by shares in the profits of the Company.
23. The subscribe or guarantee money for any charitable, benevolent, public, general or useful object and to make donations, subject to the provisions of section 293-A of the Companies Act, 1956.
24. To grant pension, allowance, Compensations, annuities, gratuities and bonus and to provide amenities to employees or ex- employees of the Company or its predecessors in business or the dependents of such persons and to support of the subscribe to any charitable education institution.
25. To establish and maintain schools and workshop for the training of the employees, student and apprentices and to send them elsewhere for training on behalf at the expenses of the Company or otherwise.
26. To promote, carryon and conduct research at any educational or other institution for attainment of above objects.
27. To establish and support or aid in the establishment of library or libraries for the benefit of the Company, to its workers and people in general.
28. To indemnify officers distributors, promoters and servants of the company against proceedings, cost damages, claims and demands in respect of anything done or ordered to be done for and interest of the Company or for any loss or damage misfortune whatever shall happen in execution of the duties or their office or in relations thereof.
29. To create any reserve funds, sinking funds, insurance funds or any other special funds, whether for descriptions for repairing improving, extending or maintaining any of the property of the Company, for repaying liabilities or for any other purpose conducive to the interest of the company for any purpose whatsoever.

30. To provide technical know-how for manufacturing and processing of goods or minerals in installation of plant and machinery or for working of mine oil well or other source of mineral deposits, or carry out any operation relating to agriculture, animal husbandry, dairy, poultry farm forestry or rendering services, in connection with the provisions or such technical know-how.
31. To raise funds for the company through the issue of Global Depository Receipts (GDRs), American Depository Receipts (ADRs), Foreign Currency Convertible Bonds (FCCBs), Qualified Institutional Placements (QIPs) and/or such other permissible methods in accordance with the Rules and Regulations framed by the Securities and Exchange Board of India, The Reserve Bank of India in consonance with the Foreign Exchange Management Act, 1999 as amended from time to time and as applicable in this regard. *
32. To enter in to all types of internal or external foreign collaborations, license arrangements, technical assistance, financial or commercial arrangements including the survey of markets for export and to study market conditions in India and out side, for the fulfillment of any objects herein contained.*
33. To receive loans, advances, grants or other money on interest or otherwise from any person or persons, institution, society, company, local authority, government, international agency, and use it for furthering the objects of the Company.*

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C. OTHER OBJECTS For "Which the" Company is planning

- 1.To manufacture, treat, refine, prepare, sell, purchase, import, export, store, distribute, let on hire, alter assemble or otherwise deal in either as principal, agents or in collaboration with others any types of machineries and spares and accessories thereof chemicals, and appliances, for oil making and extracting by-products from oil, cattle and poultry feeds, farm manure Hexene, drums, barrels, tins, broes cases, bags and other containers, tools and implements and other allied minerals for the attainment of objects herein contained.
- 2.To carryon the business of millers grain and seed merchants, flax and cotton merchants, flour merchants, bankers, confectioners, bread and biscuit manufacturers, and manufacturers of cattle food and feeding and lattening preparation or every description makers and manufactures of artificial manures and fertilizer or every description, seed crushers and manufactures of linseed cotton and other cakes oil extractors by crushing chemical solvent or other processes hay, lightmen, carriers by sea and land, dock owners, wharfinger, warehouseman, manufacturing chemist and druggists, varnish makers, candle makers and stearine and saccharine manufacturers.
- 3.To carry on the business of manufacturing of and dealers in tannis, taning materials of all kinds, tanning, extracts essences solvents, plastics of all types, dyes, dyestuffs intermediates textiles auxiliaries artificial silks staple fiber and synthetic fibers of all kinds and types regenerated fibers of filaments, celiophane, colors, paints, varnishes disinfectants, insecticides fungicides, deodorants as well as biochemical, pharmaceutical medicinal, sizing, bleaching, photographical and other preparations and articles of any nature and kind whatsoever.
- 4.To carry on or engage in the business as traders of or dealers in or as stockists, importers and exporters or otherwise deal in it as principal agents or in collaboration with others, of various types of chemicals used in fertilizer and explosive industries.

5. To carry on the business as manufacturer of or dealers in or as stockists, importers and exporters of timber, lumber, hardwood, plywood, windows, doors, wood, pulp, sleepers, furnitures and articles of all description made wholly or partly fro wood and other material.
6. To carry on the business of timber and wood as traders, and manufacturers of wood products of all kinds mainly shuttles, packing cases, pencils and scales.
7. To carry on business as manufacturers of and dealers in or stockists importers and exporters of packing materials, cartons containers boxes and cases made of paper, boards, woods, glass plastic, pulps, cellulose films, polythene, rubber, metals, metal foil, gelatin, tin flexible treated, laminated or other materials.
8. The setting up of a wire drying factory and to carry on the business of the manufacturers of all types of wire and wire products and iron, aluminium, copper and steel sections.
9. To purchase, sell import, export and or otherwise deal in all types of wires, nuts, nails, screws, iron bars, aluminium, copper, iron and sections.
10. To carry on business to import export buy, sell, manufacture and refine prepare and deal in oil and oil substance and to set up oil extraction and refine oil plant.
11. To undertake wholesale and retail business or indenting of all kinds of oil products.
12. To receive money on deposit at interest or otherwise for fixed periods, and to lend money on any terms that may be thought fit and particularly to customers or other persons or corporations having dealings with the company. The Company shall not carry on any business of banking as defined by the Banking Regulations Act, 1949, or any statutory modification thereof.
13. To establish, maintain and provide financial service of every kind including arrangement of intercorporate deposits, fixed deposits, bill discounting, private placement of non convertible debentures, institutional finance, working capital finance, portfolo management, and management of public or private issue of shares and/or debenture.
14. To manufacture, produce, refine process, formulate, buy, sell, export or otherwise deal in all types of ferrous and non-ferrous metal powders.
15. To acquire land and plot for colonization or otherwise sell plots construct building for sale and to let on rent or both on installments payments or otherwise.
16. To establish, run and burn brick kiln, limestones cement kilns and manufacture al or any of buildings material inclusive of per fabricating paving, lining and roofing materials and to purchase sell import export or otherwise deal in lime, vurnes, ceramics, sanitary fittings iron and all other building materials.
17. To carry on the business of manufacture, and dealers in and repairers of Engineering products such as automobiles, tractors, motor cycles, scooters, moped vehicles, earth moving machineries and agricultural, implements of all types and their parts and accessories.
18. To carry on the business of manufacturers of and dealers in and agents of all types of containers made of tin plastic and other materials.
19. To erect, install and carry on the business of cold storage and refrigeration plant or plants, and air conditioned rooms for the preservation of seed, potatoes, fruits flowers, herds, eggs, meat, milk and its products, seed, medicines, drinks, fluids, ice and other perishable products of whatsoever description either fresh or processed.
20. To carry on the business of Garage Keepers and suppliers of and dealers in petrol, petroleum, Diesel and lubricating oils of all types.

21. To carry on the business of growers of all sorts of crops including paddy, sugarcane, potatoes, fruits, vegetables, flower etc and for the same to purchase or otherwise acquire land or tenancy rights in land grovers and to do all things and acts necessary and incidental to the business of cultivation and growing of the above an other products.
22. To carry on the business of financing general of all sorts be lending with or without security and generally to such persons or bodies and upon such terms and conditions as the company may think fit, and to purchase, sell hire or to let on purchase all sorts or Motor vehicles, Radio, Electrical accessories, provided the company will do Banking business as defined under the Banking Regulation Act, 1949.
23. To carry on the business of forming agriculture and horticulture and to grow, produce, manufacture, process, prepare, extract, manipulate, hydroloze. Deodorize, grind, bleach, hydrogenerate, buy, sell or otherwise deal in all kinds of agriculture, horticulture, dairy, poultry and farm products including food grains, cereals, seeds, plants, flower, vegetables, fruits, vegetable and edible oils and food products and preparation of any nature descriptions whatsoever.
24. To breed, raise, buy, sell and deal in all kinds of poultry, products and seeds to establish, develop, and maintain and aid in the establishment and maintenance of poultry and seed farms and ancillary operations like hatcheries, breeder house, egg producing and distributing centers green houses, and stores etc.
25. To carry on the business as manufacturers and dealers in pulp, papers and straw boards of all kinds and articles in which pulp, papers or strawboard is used, including card board, mill board and railway ticket board.
26. To carry on India or in any part of the World all kinds of business relating to fertilizers, pesticides including by products, derivative and mixtures there.
27. To manufacture, buy, sell, distribute, import, export, process and deal in all types of rubber and rubber goods, P.V. C plastic goods, synthetics, chemicals, wires, pipes, sheets, fancy goods, toys, household goods, automobile parts and exands rice swelling racks.
28. To carry on the business of carding, spinning, weaving, manufacturing and dealing in cotton or other fibrous, material and the preparations, dyeing or coloring of any of the said substances and artificial silk, rayon, nylon or any similar substances and the sale of yarn or other manufactured products fro the said substances or other similar materials.
29. To purchase, sell, import, export, repair, hire, let out on hire alter, exchange, manufacture or otherwise deal in all sorts of refrigerators, air conditioners, room coolers, desert coolers, washing machines, iron presses, gysers, mixers, toasters, transformers, televisions, radios, electric motors, steam presses, electric appliances of all kinds and descriptions.
30. To carry on the business of hotel, restaurant, café, tavern, beer house, refreshment rooms and lodging house keepers, license vicuallers, wine beer and spirit merchants, importers, and manufacturers of aerated and artificial waters and other drinks, purveyors, caterers for public amusement generally.
31. To carry on the business of purchase and sale of petroleum products, to as dealers and distributors for petroleum companies, to run service station for the repairs and servicing of automobiles and to manufacture or deal in fuel oils, cutting oils greases.
32. To manufacture generate produce or sell dispose of and deal in industrial gases, domestic gases for heating and lighting, gas, steam, heat light, electricity, of any other motive power obtained by incinerating, burning forest refuse wood plants and other refuse and all other residual products resulting thereon.

33. To manufacture, weave, prepare, process, repair buy and sell resell, export, import and market in.
- a. All kinds of plastics and plastics goods including plastic liners and sacks of high density polythene polyprothelene low density polythelene, pipes, sheets, toys and wares and other types of plastic goods and products, synthetic resins and compounds, ancillary and ancillary materials and derivatives, intermediates and compositions.
 - b. Plastic processing and ancillary machineries, tools moulds, dies and instruments and other engineering goods which can be conveniently combined therewith.
34. To produce manufacture, treat, process, refine, import, export, purchase sell and generally to deal in and to act, as brokers, agents, stockists, distributors and suppliers of all kinds of cement (whether ordinary, white, colored, Portland pozzolana, alumina, blast furnaces, silica or otherwise), cement products of any description, such as pipes, poles slabs, asbestos sheets, black riles, garden wares, and otherwise, and articles, things, compounds and preparations connected with the aforesaid products and in connection therewith to take on lease or acquire erect construct, establish, work operate and maintain cement factories quarries, mines workshops and other works.
35. To set up factories and deal in the crushing and marketing of various minerals e.g. red oxide ochers siennas, barites, calcite, gypsum lime stone china clay. Soapstone quarts and silica etc by taking on lease or otherwise various mines and putting up machinery for pulverizing the various minerals.
36. To act in India or any where in the world as advisors, technical, financial, management, industrial consultants and to provide technical know how, render service on finance, fund management, planning, development, research design, plant operation, to make feasibility studies, assist in acquisition of business, plant and machinery, to provide procurement, construction and technical services and to render such other services for management in manufacture, arranging finance and funds, fund management, marketing, production, processing of Engineering goods or any other allied products in all types of Industries and to act as Commission Agents.*

IV. The liability of the members is limited.

- V. The Authorised share capital of the company is Rs.160,00,00,000/- (Rupees One Hundred Sixty crores only divided into 16,00,00,000 (Sixteen Crores) equity shares of Rs. 10/- (Rupees Ten Only) each with power to increase, or reduce or alter in the capital in accordance with the provisions of the Companies Act, 1956.

(As approved by way of Special Resolution passed by the members at the Extra Ordinary general meeting held on Saturday, 11th December, 2010)

We the several person whose name description and address are subscribed herein below are desirous of being formed into a company in pursuance of this Memorandum of Association and we respectfully agree to take the number of shares in the capital of the Company set opposite our respective name:-

Sl. No.	Name, Father's name address occupation and description of the subscriber	No. of Shares taken by the subscriber	Signature	Name of witness address occupation and description
1.	Amitabh Agarwal S/o Shri S.G. Agarwal Near Agarwal Bhavan Purani Basti Raipur (M.P)	10	Sd/- Amitabh Agarwal	Witness for subscribers Sl. No. (1 to 7) Sd/- Sunil Johri
2.	Narayan Prasad Tekriwal S/o Late Nathmal Tekriwal Indrawati Colony Raipur	10	Sd/- Narayan Prasad Tekriwal	Shri R.S. Johri Nahani Building Shastri Chowk Raipur Chartered Accountants
3.	Krishna Kumar Agarwal S/o Late Shri Mangiram Agarwal A-1 Skylark Appartment Anna Nagar East, 3 rd Road, Madras	10	Sd/- Krishna Kumar Agarwal	
4.	Sushil Kumar Pansari S/o Late Sripal Pansari A-1 Skylark Appartment Anna Nagar East, 3 rd Road, Madras	10	Sd/- Sushil Kumar Pansari	
5.	Ansuya Devi Agarwal S/o K.K. Agarwal A-1 Skylark Appartment Anna Nagar East, 3 rd Road, Madras	10	Sd/- Ansuya Devi Agarwal	
6.	Sanjay Choudhari S/o Late Shri S.S. Choudhary C-122 Devendra Nagar, Raipur	10	Sd/- Sanjay Choudhari	
7.	Vivek Agarwal S/o Shri Hari Mohan Agarwal A-1 Skylark Appartment Anna Nagar East, 3 rd Road, Madras	10	Sd/- Vivek Agarwal	