

MEMORANDUM OF ASSOCIATION
OF
OPERATIONAL ENERGY GROUP INDIA LIMITED

- I. The name of Company is OPERATIONAL ENERGY GROUP INDIA LIMITED
- II. The Registered Office of the Company will be situated in the State of Tamil Nadu
- III. The object for which the Company is established are:
 - A. MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION:
 - * 1. To carry on the business of operation and maintaining electricity generating stations of all types and their ancillary facilities like waste and water treatment facilities, distribution systems, substations and switchgear, associated coal mines, roads, highways, bridges, airports, seaports, water supply projects, projects for providing telecommunication services or other infrastructure facilities set up by any company, industrial undertaking or other person in India and all over the world. To provide startup/commissioning services, provision of maintenance staff, repowering and efficiency improvement services, preparation of operations and maintenance manuals for power plants of all types in India and all over the world.
 - * 2. To invest in power plants, transmission and distribution or related fields both in India and all over the world.. Also to invest in power efficiency programs for the clients and to recover the same over a period of time
 - * 3.To undertake operation and maintenance of industrial plants, refineries, petrochemical plants, oil & gas field equipment (onshore & offshore). Also to provide facility operation and maintenance of industrial parks, office complexes etc., to carry on the above activities in India and all over the world.
 - B. THE OBJECTS WHICH ARE ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE AS FOLLOWS:
 1. To acquire by purchase, hire, lease or otherwise all kinds of machinery and tools necessary for the business of the Company and to deal in all such things.

2. To purchase take on lease or in exchange or otherwise acquire, erect, construct, maintain, repair, renovate, adapt demolish or reconstruct, or add to or extend lands, buildings, residential bungalows, quarters godowns, offices, chawls, warehouses structures, erection workshops, factories, foundries; necessary or convenient for the purpose of the Company and also to extend the business of the Company by purchasing, acquiring, getting transferred, adding to, altering, enlarging all or any of the building; factories, quarters, godowns, office, chawls, warehouses, structure, erections, workshop, factories., premises, foundries being the property of the Company or in possession of the Company and by expanding from time to time such sum or sums of money as may be necessary or expedient for improving, adding to, altering, repairing and maintaining the lands, buildings, quarters, godowns, chawls, offices, warehouses, structures and erections, being the property for the time being of the Company And to sell or let out or mortgage all or any portion for the same as may be thought desirable
3. To purchase, stock, import, export, sell and otherwise deal in all raw materials required for the various products and business of the Company and stores, spares, maintenance materials and tools required to conduct the business of the company.
4. To appoint and remunerate experts, scientists, engineers, technicians, mechanics, managers, contractors, brokers, canvassers, agents, artisans, officers, accountants, legal advisors, workmen, clerk and such other employee as may be necessary for the efficient conduct of the business of the Company.
5. For the purposes of the Company's objects to acquire by concession, grant, purchase, barter, lease, amalgamate, licence or otherwise, either absolutely or conditionally and farms and trademarks and to expend such sums or money as may be deemed requisite and advisable in the exploration, prospect, working, surveying cultivation and development thereof.
6. To merchandise and to distribute, sell or otherwise dispose of the goods, products, or articles manufactured or owned by the Company and to establish agencies and to open branches therefore.
7. To insure any or all properties, godowns, stocks (in godowns or in transit) with any insurance company or companies against all kinds of risk to this company.
8. To enter into partnership, to take over proprietary, partnership or limited companies, or into any arrangements for sharing profits, amalgamation, union of interests, co-operation, joint venture, reciprocal concession or otherwise with any person, firm or company is authorized to carry on or engage in any business or transaction which this company is authorized to carry on and to lend Money and to guarantee the contracts of or otherwise assist any such person, firm or company, and to place, take or otherwise acquire and hold shares or securities of any such person firm or company and to self, re-issue, with or without guarantee or otherwise deal with the same.
9. To lend money to such persons or firms or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with this company and to guarantee the performance of contracts by any such persons firms or companies.
10. Without doing the business of banking as define in the Banking Regulation Act, 1949, to receive on deposit account moneys to such extent, for such time.
11. To invest and deal with the moneys of the company not immediately required in such manner as may from time to time determined and to vary such investments.

12. To open current or deposit account with any scheduled/nationalized banks or bankers, shroffs or merchant and to pay into and draw money from such accounts.
13. To draw, make, accept, endorse, discount, execute, and issue bills of exchange, promissory notes, bill of lading, warrants, debentures, railway receipts, and other negotiable or transferable instruments.
14. To guarantee the payment of the money and the performance of contracts or engagements entered into by this or any other company or person and to discharge any debt or other obligations of or binding upon this or any other company or persons by mortgage or charge upon all or any part of the undertaking, property and rights of the Company (either present or future or both) including its uncalled capital or any of the creation or issue of debenture stock or other securities or by any other means.
15. To make advance for the purchase of raw materials, goods, machinery, stores and other articles required for the purpose of the company or deemed expedient with or without security of whatever nature and kind.
16. To assist any company financially or otherwise, by subscribing for or guaranteeing the subscription and issue of capital, Shares, stock, debentures stock, or other securities and to take, hold and deal in shares, stock, and securities of any company notwithstanding there may be liability thereon for any of the purpose of the company.
17. To remunerate any person, firm or company rendering services to this company either by cash payment or the allotment to him or them of shares or securities of the company credited paid up in full or part or otherwise as may be thought expedient.
18. To pay all or any expense incurred in connection with the promotion, formation and incorporation of the company or to contract with any person, firm or company and to pay the same.
19. To let on lease, sell or otherwise dispose of the whole or any part of the business or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions for such considerations as the Company may think fit and in particular for shares, debentures or securities of any company purchasing the same.
20. To distribute any of the Company's property among the members in specific or in any other manner subject to the provisions of the Companies Act 1956.
21. Subject to the provisions of the Companies Act 1956 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 for, any moneys, received by way of premium or debentures issued at a premium by the Company and any moneys arising from the sale by the company of forfeited shares or from any capital profit.
22. To create any depreciation fund, reserve fund, insurance fund, sinking fund or any other special funds, whether for depreciation or repairs, replacement, improvement, extension or maintenance of any of the property of the company or for any other purpose conducive to the interests of the company.
23. To institute, conduct, defend, compromise, compound or abandon any legal proceedings by or against the company or its officers or otherwise concerning the affairs of the Company, to pay, satisfy or compromise any claims made against the company which it may seem expedient to pay, satisfy or compromise notwithstanding that the claim may not be valid in law.

24. To provides for the welfare of the employees and the ex-employees of the company and the wives, widows, dependants and families of such persons by building or contribution to the buildings or Owls. by grants of money, pensions, allowances, bonus or other payments from time to time by creating and subscribing to provident fund towards schools, places of instructions arid recreation, hospitals, dispensaries, medical and other attendants and other assistances the Company shall deem fit and form, subscribed or otherwise add benevolent, religious, scientific, national, educational or other institutions, or objects which shah have any moral or other claims to support or aid by the company by reasons of the locality of its operation or otherwise.
 25. To dedicate, present or otherwise dispose of either voluntarily or for value, and any property of the company deemed to be of national, public or local interest, to any national trust, public body, museum, corporation or authority or any trustees for or on behalf of any of the same of the public.
 26. To aid financially or otherwise any association, body, or movement having on object of solution or settlement or surmounting of industrial or labour problems of troubles or the promotion of industry or trade.
 27. To adopt such mums 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 an of interest: by publication of books and periodicals and by granting prizes, rewards and donations.
 28. To undertake and execute trust the undertaking whereof may deem desirable and either gratuitously or otherwise.
 29. To take or concur in taking all such steps and proceedings as may best calculated to uphold and support the credit of the Company and to obtain and justify public confidence and to avert or minimize financial disturbances which might effect the Company.
 30. Subject to the provisions of Law and consent of Government, to enter into any agreement arrangement, or other dealings in the nature of technical collaboration or otherwise with any person or Company, institution or undertakings for the most efficient conduct of the business of the Company or any part thereof and also to arrange for purchases or otherwise supply of machinery from any part or the world on credit or for cash or on deferred payment terms and upon such terms and editions as may be considered expedient including any conditions as to participation in the profits or acquisition of shares in the Company.
- IV. The liability of the members is limited.
- V. The share capital of the Company is Rs.14,00,00,000/- (Rupees Fourteen Crores only) divided into 1,40,00,000 (One Crore Forty Lakhs) equity shares of Rs.10/- each (Ten Rupees only).

We, the several persons whose names and addresses are subscribed, 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:

Sl. No.	Names, address, description and occupation of subscribers	No. of Equity share taken by each subscribers	Names, address description and occupation of witness
1.	Sd/- G.Balakrisinan S/o. S.Ganeshan 151 B/1/2, P.K.N. Road, Sivakasi-626123	100 ONE HUNDRED ONLY	Signed in my Presence at Sivakasi (Sd/-) (K.S.Anantharajan) S/o. K. Shanmugakani Chartered Accountant 125, North Car St, Sivakai-626123 M.No.200/18756
2.	Sd/- Usha Ramesh W/o. S.Ramesh 5, Balaram Road, Adyar, Madras-600020	100 ONE HUNDRED ONLY	
3.	Sd/- K.Subramanian S/o. K.Kasturi Renga TFI, Durgamba Apartment B Block, 29, Padmavathy Road, Madras-600086	100 ONE HUNDRED ONLY	
4.	S/d/- N.Chandrasekaran S/o. R.Natarajan 38, Masilamani St, Madras- 600014	100 ONE HUNDRED ONLY	
5.	S/d- G.B.Sankareswari W/o. G.Balakrishnan 15 B1/2,P.K.N. Road, Sivakasi- 626123	100 ONE HUNDRED ONLY	

For Operational Energy Group India Limited

GEORGE JAMEIDAS
DIRECTOR
DIN NO: 06777068