

# CERTIFICATE OF INCORPORATION

No. 23 of 1941 - 42

I hereby certify that "The K. C. P. Limited" is this day incorporated under the Indian Companies Act, 1913, Act VII of 1913, and that the Company is Limited.

Given under my hand at Madras this Third day of July, One thousand nine hundred and forty one.

THE SEAL OF  
THE ASST. REGISTRAR OF  
JOINT STOCK COMPANIES,  
MADRAS.

H. KRISHNAMOORTHY,  
Assistant Registrar of Joint Stock Companies.

# CERTIFICATE FOR COMMENCEMENT OF BUSINESS

[Pursuant to Section 103 (2) of the  
Indian Companies Act, 1913]

I hereby certify that "The K. C. P. Limited" which was incorporated under the Indian Companies Act, 1913, on the **THIRD** day of **JULY**, 1941, and which has this day filed a duly verified declaration in the prescribed form that the conditions of Section 103 (1) (a) to (d) of the said Act have been complied with, is entitled to commence business.

Given under my hand at **MADRAS** this **TWENTY-FIRST** day of **SEPTEMBER**, One thousand nine hundred and **FORTY-TWO**.

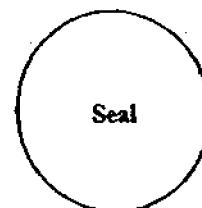
**P.C. MATTHAN,**

*Assistant Registrar of  
Joint Stock Companies.*

Office of the Asst. Registrar  
of Joint Stock Companies,  
Madras City.  
Dated 30th Sept. 1942

**Sd.**

*Assistant Registrar.*



## MEMORANDUM OF ASSOCIATION

OF

### THE K.C.P. LIMITED

I. The name of the Company is THE K.C.P. LIMITED.

II. The Registered Office of the Company will be situated in the Province of Madras.

III. The Objects of the Company are :-

1. To carry on the business of manufacturers of and dealers in chemical products of any nature and kind whatsoever and as wholesale and retail chemists and druggists, analytical chemists, drysalters, oil and colour men, importers, exporters and manufacturers of and dealers in heavy chemicals, alkalis, acids, drugs, tannins, essences, pharmaceutical, photographic, sizing, medicinal, chemical, industrial and other preparations and articles of any nature and kind whatsoever, mineral and other waters, cements, oils, paints, pigments and varnishes, compounds, drug, dyestuff organic or mineral intermediates, paint and colour grinders, makers of and dealers in proprietary articles of all kinds, and of electrical, chemical, photographic, surgical and scientific apparatus and materials.
2. To manufacture and sell toilet requisites, green-room requisites, cosmetics, soaps, perfumes, fumigates and other chemical and pharmaceutical articles.
3. To carry on in India and elsewhere the following business, namely, sugar boilers, manufacturers and refiners and dealers in sugar and molasses, sugar-candy and other products, distillers and spirit merchants in all their respective branches, and any other business that may seem to the Company capable of being conveniently combined therewith or calculated, directly or indirectly, to enhance the value of or render profitable any of the Company's property or rights.
4. To apply for and obtain from the Government of Madras or any other Government in India, or any Municipal, Local or other authorities or from any Rajah, Zamindar or other person, any rights, privileges and concessions which the Company may think it desirable to obtain and which may seem conducive to the Company's objects or any of them.
5. To purchase, take on lease or otherwise acquire any lands, buildings or machinery in the Presidency of Madras or elsewhere in India, and to equip any such lands or buildings with machinery for the production of sugar and sugarcandy from sugarcane jaggery and other products and for the distilling and brewing of alcoholic liquors of all kinds and to work, exercise, develop and turn to account the same.

6. To buy, sell, manufacture and deal in jaggery and all or any raw products, plant, machinery, implements and conveniences for the production of sugar and sugarcandy from sugar products and for distilling and brewing alcoholic liquors of all kinds, and also provisions and things capable of being used in connection with sugar or distillery works, or required by workmen and others employed by the Company.
- 6A. To carry on in India and outside the business of manufacturers of and dealers in, machineries, in all or any of their branches, including but without restricting, manufacturing, assemble, buying, selling, repairing, converting, altering, erecting, commissioning and letting on hire and dealing in manufacture of Sugar Plant and Machinery, Cement Plant and Machinery, Cement and Cement Products, Paper Plant and Machinery, Plant and Machinery for br.gasse based industries, pulp and paper of all kinds, rubber plant and machinery, leather processing plant and machinery, plant and machinery for mineral, non-mineral and metallurgical industries, mining plant and machinery, deck machinery for ships and crafts of all kinds, plant and machinery for chemical, petrol-chemical Fertilizer and Refinery, plant and machinery for Distillery and Breweries of all kinds, liquid and solid separation equipment, Iron and Steel Castings, forgings, steel pipes, boilers and pressure vessels, plate and sheet working machinery, heat exchangers, ingots, chilled rolls, gears, gear boxes, machine tools of all kinds, mechanical, civil, electrical and electronic engineers, metallurgists, iron and steel founders, tool makers, printers and builders and repairers of ships and crafts of all kinds.
- 6B. To acquire, construct, set up, work, maintain, repair and otherwise deal, in computers and such other business appliances, Quarries and Miners, Confectioners, Food processing plants, trawling and fishing, processing of seafoods, Hoteliers in India or abroad, in collaboration with foreign or Indian expertise.
- 6C. To purchase, take on lease, construct or otherwise acquire land, buildings, machinery, plant, utensils, wagons, coaches, carts, trade-marks, trade names, goodwill and property of every description necessary or expedient for any business or prospective business of the Company, and to let on hire and to sell, improve, maintain, alter, or remove the same from time to time, and in particular if and so far as it may be thought advisable for any part of the business of the Company to construct, purchase, take on lease or otherwise acquire, any railways, tramways, ropeways or otherways and to equip, maintain, work and develop the same by electricity, steam, oil, gas, petroleum or any other motive power, and to employ the same in the conveyance of merchandise and goods for every description, and to authorize any authority, company or persons to use and work the same or any part thereof.
- 6D. To carry on business of developers in software and to deal in software and provide consultancy in the field of computers including hardware and software, and any other knowledge based and Information Technology related activities.
- 6E. To carry on business of manufacturers, processors of and dealers in fertilizers including bio-fertilisers such as vermicultural compost or other predominantly organic fertilizers, manures, pesticides, weedicides and plant and other type protecting and nurturing products and also to manufacture and deal in their non-organic and synthetic variants.

- 6F. To carry on business of manufacturers, processors of and dealers in all kinds of food products, whether in their natural or synthetic or processed form, meant for consumption in the normal course as foods or for medicinal or therapeutic purposes.

(The amendment to Clause III 6 of the Memorandum of Association of the Company by insertion of Article 6D, 6E, 6F. was carried out at the 59<sup>th</sup> Annual General Meeting held on 25-09-2000.)

(The alteration to Clause III 6 of the Memorandum of Association of the Company was carried out at the 37<sup>th</sup> Annual General Meeting held on 16-12-1978 and the same has been approved by the Company Law Board, Southern Region Bench, Madras, by their Order dated 13-12-1979.)

7. To establish and maintain transport services such as tram-ways, water-ways, roads, motor services; to generate and distribute electric power, to construct and maintain water works, reservoirs, tanks, canals and pumping stations and to supply water for industrial and agricultural purposes and to obtain by application or purchase or otherwise licenses, patents, concessions, rights, privileges, permissions, etc., whenever necessary from Government or other proper authorities.
8. To acquire movable and immovable properties by sale, mortgage, lease, gift or exchange or otherwise for the establishment and carrying on the industries of the Company including the cultivation of sugarcane, planting and maintenance of tops of palmyra, date, sago, coconut and other palms and generally carrying on all agricultural and horticultural operations necessary or useful for the industries of the Company.
9. To manufacture or produce or cause to be produced building materials such as lime, stone, timber, tiles, and all other accessories of building construction which the Company may deem fit and to use all such materials and to sell them for profit or otherwise.
10. To carry on any other business or concern, manufacturing or otherwise, which, in the opinion of the Company and having regard to the raw produce available in the surrounding districts, is directly or indirectly likely to advance or promote the interests of the Company.
- 10A. To establish, provide, maintain and conduct or otherwise subsidized Research Division, laboratories and experimental workshops for scientific and technical research and experiments and to undertake and carry on all scientific and technical research, experiments and tests of all kinds and to promote studies and research both scientific and technical investigation and invention by providing, subsidizing, endowing or assisting computer centres, laboratories, workshops, libraries, lectures, meetings and conferences and by providing the remunerations of scientific or technical professors or teachers and by providing for the awards for exhibition, scholarship, prizes and grants to students or otherwise and generally to encourage, promote and reward studies, researches, investigation, experiment tests and invention of any kind that may be considered likely to assist any of the businesses which the Company is authorized to carry on.

10B. To undertake, carry out, promote and sponsor rural development including any programme for promoting the social and economic welfare of, or the uplift of the public in any rural area and to incur any expenditure on any programme of rural development and to assist execution and promotion thereof either directly or through an independent agency or in any other manner. Without prejudice to the generality of the foregoing, "Programme of Rural Development" shall also include any programme for promoting the social and economic welfare for the uplift of the public in any rural area which the Directors consider it likely to promote and assist rural development and that the words "Rural Area" shall include such areas as may be regarded as rural areas under Section 35CC of the Income Tax Act, 1961, or any other law relating to rural development for the time being in force or as may be regarded by the Directors as rural areas and the Directors may at their discretion, in order to implement any of the above mentioned objects or purpose, transfer without consideration or at such fair or concessional value as the Directors may think fit and divest the ownership of any property of the Company to or in favour of any public or Local Body or Authority or Central or State Governments or any Public Institutions or Trusts recognized or approved by the Central or State Government or any authority specified by such Government in that behalf or established under any law for the time being in force.

10C. To undertake, carry out, promote, sponsor, conduct or assist any activity likely to promote, the general welfare and uplift of the public or any section of the public or employees in such manner and by such means as the Directors may think fit from time to time and to take, buy or establish any Medical, Research Centre, Trust, Institution or Fund.

(The alteration to Clause III 10 of the Memorandum of Association of the Company was carried out at the 37<sup>th</sup> Annual General Meeting held on 16-12-1978 and the same has been approved by the Company Law Board, Southern Region Bench, Madras, by their Order dated 13-12-1979).

10D. To engage and deal in all aspects of the business of generation, transmission, sales, supply and distribution of electricity in India by establishment of turbine generator or any other type of power generation plant using conventional and/or non-conventional energy sources including wind turbine.

10E. To carry on the business of Container handling and Grouping of Cargo and providing all kinds of Sea, Land and Air Services and to carry on business of Container Freight Station and to provide other services and facilities for this purpose and including but not limited to purchase and development of land, infrastructure, designing, developing, erecting, installing, setting up, packing, maintaining, managing, owning, leasing, hiring necessary land and other infrastructure facilities with the above objects and to provide value added services like garage, shop, office, hotel, restaurant, guest house, rest house, facilities for communication, entertainment.

- 10F. To build, own operate, transfer, manage, conduct, plan, design, and/or construct and erect ports, container terminals, jetties, piers, wharves, docks, harbours, container freight services, inland container depots, finance the operations and do any other related or associated activities.
- 10G. To act as chartering brokers for Aircrafts, Ships and Land Transport Vehicles, acting as General Trading and Indenting Agents, to operate Multimodal Systems, Combined Transport Systems, Inland Transportation and to act as Travel Agent, Air Cargo Agent and Road Transport Agent.
- 10H. To establish warehouse, to carry on the business of warehousemen, storers of commodities, articles, things and preparation of all kinds and description, storage rooms, bins, godowns, cold storage and clearing, forwarding, transportation and distribution of merchandise of all kinds for import, export, inter-state forwarding.
- 10I. To enter into contracts for carriage of mails, passengers, goods and cargo of any kind by any means.
- 10J. To carry on the business of Shipping, Clearing and Forwarding by Sea, Land and Air Cargo Consolidation and break bulk, stevedoring and to act as Streamer Agent, Custom House Agent and Ship Chandler, ship chartering, wharfingers.
- 10K. To establish and run on its own, to Franchise, Manage, Operate, Market & lease Hotels, Motels, Resorts, Restaurants, Cafes, Refreshment Rooms, Lodging Houses, Catering, Rest Houses, Guest Houses etc. and to provide all Consultancy and other services relating to Hospitality Industry.
- 10L. To enter into any arrangement by way of turnkey projects involving information, knowledge and expertise and as much, undertake for and on behalf client to set up any projects in or outside India related to hotel management, catering technology and other hospitality related areas.
- 10M. To carry on the business of construction and operations of design centers, shopping malls, complexes and retailing outlets individually or in combination formats comprising shops, offices and/or units for commercial, retail or shopping purposes, for all products and services, multipurpose convention centres, exhibition and/or display platforms, arenas or spaces in whatsoever forms, theatres, art galleries, cafeterias, hotels, restaurants, parking spaces etc. and to arrange or give on rental, lease or on hire, have a business conducting arrangement or undertaking actuals retailing activities or sell the shops, offices and/or units etc. to manufacturers, trade bodies, traders, service providers including architects, engineering consultancy firms, finance companies, banks and/or any other persons or organizations/legal entities and render services for running such shopping malls, complexes or departmental

stores as also conducting events either directly or through event management companies, providing services as event managers, holding exhibitions, seminars, competitions, conferences, movie festivals, theatre showings, music and dance recitals, cultural events and regional/national festivals, art shows and other related events in the mall complex for its promotion or independently.

(The Alterations to Clause III 10D to M were approved by Postal Ballot and the results were announced by the Chairman at the 65<sup>th</sup> Annual General Meeting held on 27<sup>th</sup> September '06.)

- 10N. To carry on development, manufacturing, trading and marketing of all kinds of chemical, biological, bio-technological and bio-chemical intermediates and final products for applications in food, health-care, agricultural, pharmaceutical and industrial consumable & non-consumable processes and products.
- 10O. To manufacture, process, produce, formulate, refine, finish, recover, extract, buy, sell, export, import, distribute and deal in chemicals of all kinds, organic or inorganic, heavy or fine, synthetic or natural, inclusive of agro chemicals, bulk, drugs and pharmaceuticals, dyes, leather chemicals, textile chemicals, rubber chemicals, polymers, petro chemicals, soaps and detergents, cosmetics, oils and fats and their derivatives, intermediates, bi-products, packing materials etc.
- 10P. To manufacture, process, produce, formulate, refine, finish, recover, extract, buy, sell, export, import, distribute and deal in all kinds of pesticides, synthetic, natural and biological, both technical grade as well as formulations inclusive of insecticides, weedicides, herbicides, fungicides, rodenticides, nematocides, fumigants, plant growth regulators, acaricides, and their intermediates, derivatives, by-products and their application equipment.
- 10Q. To manufacture process, produce, formulate, refine, finish, recover, extract, buy, sell export, import, distribute and deal in all kinds of bulk drugs and pharmaceuticals, their intermediates, derivatives and bye-products.
- 10R. To carry on Research and Development work, and to provide contract Research Services to develop, patent and manufacture intermediate or final products in the fields of chemicals, bulk-drugs, biological and bio-chemical products having applications in the areas of health-care, nutritional diagnostics, hospitals, agriculture, food and industrial consumables and non-consumables.
- 10S. To carry on the business in all kinds of agricultural and biological products including agro inputs and all other activities incidental ancillary or complementary thereto.
- 10T. To carry on the business of importers and exporters in all kinds of products and services as stated above.  
(The Alterations to Clause III 10N to T were approved by Postal Ballot and the results were announced by the Chairman on 24<sup>th</sup> May 2007.)



11. To sell and deal with machinery, plant, building and other materials necessary for the Company and to distribute, sell or otherwise dispose of, the sugarcane and other products or the articles manufactured or owned by the Company.
12. To invest and deal with the moneys of the Company not immediately required in any Scheduled Bank or other Trustee Securities or in such other manner as is beneficial to the Company.
13. To draw, accept, endorse, negotiate Promissory Notes, Bills of Exchange, Hundies or other Negotiable Instruments.
14. To amalgamate with, or dispose of, or exchange any of the businesses, undertakings, properties, or rights of the Company in consideration of shares, debentures or securities of and to enter into any agreement or arrangement with other Companies or Firms or individuals for joint working in business or for sharing of profits in any other Company, Firm or Persons, if such acts are advantageous to this Company.
15. To enter into partnership or into any agreement for sharing profits, union of interest, co-operation, joint venture, reciprocal concession or otherwise with any company, association, partnership or person carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorized 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 and guarantee the contracts of or otherwise assist any such Company, association, partnership or person.
16. To take by subscription, purchase or otherwise acquire and hold shares or stock in or the debentures, mortgage-debentures, or other securities of any Company, Society or undertaking having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as, directly or indirectly to benefit this Company and to accept stock or shares in or the debentures, mortgage, debentures or other securities of any Company, Society or Undertaking in payments or part-payment of any work performed by the Company and to dispose of the same.
17. To promote any other Company for the purpose of acquiring all or any of the property and liabilities of this Company or for any other purpose which may seem, directly or indirectly, calculated to benefit this Company with power to assist such Company by contributing towards the preliminary expenses or providing the whole or part of the capital thereof and by taking shares therein.
18. To take up the management of any Company, situate in any part of India.
19. To borrow or raise money for the performance or discharge of obligation or liability of the Company; to create, execute, grant or issue any mortgages, debentures, debenturestock, bonds or other obligations of the Company either at par, premium or discount founded or based upon all or any of the property and rights of the Company, present or future, including its uncalled capital and upon such terms as the Company shall think fit and to purchase, redeem or pay off all or any of such securities, obligations and liabilities.

20. To sell, dispose, transfer, exchange, lease, mortgage, or otherwise deal with all business, undertakings, properties or rights of the Company or any part of them for any consideration which the Company may deem fit to accept.
21. To constitute, maintain, control, administer and dispose of reserve and other funds and generally to pay dividends, bonuses, commissions, pensions, gratuities, honorariums and to distribute any other assets of the Company among the members.
22. To do all or any of the above things either as principals, agents, trustees, contractors or otherwise and either along or in conjunction with others and either by or through agents, contractors, trustees or otherwise.
23. To undertake and execute any trust, the undertaking of which may seem to the Company desirable and either gratuitously or otherwise.
24. To aid, pecuniarily or otherwise, any association, body or movement having for an object the solution, settlement or surmounting of industrial or labour problems or troubles or the promotion of industry or trade.
25. To establish and support or aid in the 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 connections of such persons and to grant pensions and allowances and to make payments towards insurance and to subscribe or guarantee money for any exhibition for any public, general or useful objects.
26. To remunerate any person or Company for services rendered in placing or assisting to place any of the Company's capital or any debentures or other securities of the Company.
27. To distribute any of the property of the Company among the members in specie.
28. To do all things necessary, incidental, conducive or auxiliary to the attainment of the above objects or purposes or any of them.

V. The Authorised Capital of the Company is \*Rs.55,00,00,000 (Rupees Fifty five crores only) divided into \*\*12,89,77,480 (Twelve crores eighty nine lakhs seventy seven thousand and four hundred and eighty) equity shares of Re. 1/- (Rupee one only) each, 2,00,00,000 (Two crores) Redeemable, Cumulative, Non-Convertible Preference shares of Rs.10/- each (Rupees Ten only) and 22,10,22,520 (Twenty two crores ten lakhs twenty two thousand and five hundred twenty) unclassified shares of Re.1/-(Rupee one only) each; with power to the Board, to increase or reduce the 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, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to classify and re-classify from time to time such shares into any class of shares.

\*(The amendment to the above Clause V of the Memorandum of Association of the Company was carried out vide the order dated 14-07-2008 of the High Court of Judicature at Madras for sanctioning the Scheme of Amalgamation of M/s. KCP Biotech Limited with The KCP Limited).

\*\* (The amendment to Clause V of the Memorandum of Association was carried out by the resolutions passed by the shareholders at the 69<sup>th</sup> Annual General Meeting of the company held on 28<sup>th</sup> July 2010).

VI. To increase or reduce the capital of the Company and to vary, modify or abrogate any rights, privileges or conditions attaching to the various classes of shares in such manner as may, for the time being, be provided by the regulations of the Company.

We, the several persons whose names and addresses are subscribed hereto, 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.

Names, Description and Addresses of Subscribers	No. of Shares taken by each Subscriber	Witness
(1) V. Ayyadurai Ayyar Retired Superintending Engineer 91, Mowbray's Road, Madras	(Deferred)  9	
(2) Koganti Venkatramayya Land Lord Pedamaddali	9	
(3) A.V. Raghava Rao, M.Sc., B.E. Engineer Bezwada	9	
(4) Gullapalli Reddiyya Land Lord Meduru	4	
(5) M. Venkataratnam Land Lord Kapileswaram	4	
(6) A.V. Subramanyam Land Lord Sidhantam	4	T.A. Rangayya Audit Assistant Messrs. Brahmayya & Co. Registered Accountants Thambu Chetty Street Madras
(7) K. Umamaheswara Rao Land Lord Pedagonnur	4	
(8) Sajja Raghavayya Land Owner Akunuru	4	
(9) S.R.Y.Ramakrishna Prasad Zamindar Challapalli	4	
Total ....	51 shares	

Place : Madras  
Date : 3<sup>rd</sup> July, 1941