

THE COMPANIES ACT, 1956
PUBLIC COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
VA TECH WABAG LIMITED

- I. The name of the company is **VA TECH WABAG LIMITED**
- II. The Registered Office of the Company will be situated in the State of Tamil Nadu
- III. The Objects for which the Company is established are:

A. Main Objects to be pursued by the Company on its incorporation:

1. To carry on business as general engineers, mechanical engineers, Process engineers, civil engineers, general mechanical and civil contractors, wet and dry cooling systems specialists and to enter into contracts and joint ventures in relation to and to erect, construct, supervise, maintain, alter, repair, pull down and restore, either alone or jointly with other companies or persons, works of all descriptions including plants of all descriptions, factories, mills, refineries, pipelines, gas works, electric works, power plants, waterworks, water treatment plants and to undertake turnkey projects of every description and to undertake the supervision of any plant or factory and to invest in or acquire interest in companies carrying on the above business.
2. To carry on the business of manufacturing, assembling, installing, repairing, converting, buying, selling, exchanging, altering, importing, exporting, hiring, letting on hire, distributing or dealing in all types of wet and dry cooling systems, monitoring equipment, steam trap and strainers, heat exchangers and other tools, implements, appliances, bolts, nuts, hooks and engineering goods, ferrous and non-ferrous metals and metal products, foundry and factory supplies, mill supplies, industrial articles of all kinds and description for all types of cooling systems applications and industrial vehicles of all kinds and all components parts, accessories, equipment and apparatus for us in connection therewith.
3. To act as engineering, technical, financial and management consultants and to advise and assist on all aspects of industrial management or activity- and to make evaluations, feasibility studies, project reports, forecasts and surveys and to give expert advice and suggest ways and means for improving efficiency in power plants, chemical, petrochemical plants, steel and iron manufacturing and processing industries, plants of all other kinds, factories and industries of all kinds and supply to and to provide, maintain and operate service facilities, conveniences, bureaus and the like for the benefit of any person, company, corporate body, firm, trust, association, society or organisation whatsoever and generally to act as service organisation or for providing generally engineering, administrative, advisory, commercial, management consultancy, technical, quality control and other services to persons, companies, corporate bodies, firms, trusts, associations or organisations whatsoever and to undertake the supervision of any business or organisation and to undertake turnkey projects and to invest in or acquire interest in companies carrying on the above business.

4. To act as agents, distributors, stockists for Government or other authorities, or for manufacturers, or merchants and others and to carry on Agency business.

B. The objects incidental or ancillary to the attainment of the above main objects are:

1. To advance, deposit, or lend money, securities and property (not amounting to the business of banking as defined under the Banking Regulation Act, 1949) to or with such persons firms or bodies corporate as the Company thinks fit and in particular to customers and others having dealings with the Company and on such terms as may seem expedient, and to discount, buy, sell and deal in bills, notes, warrants, coupons and other negotiable or transferable securities or documents and to guarantee the performance of any contract by any such person.
2. In connection with the business of the Company to purchase or otherwise acquire and to sell, exchange, surrender, lease, mortgage, charge, convert, hold, turn to account, dispose of and deal in real and personal property and rights of all kinds and in particular lands, buildings, hereditament, business undertakings and concerns and debenture-stocks, mortgages, debentures, produce, concession, options, contracts, patents, annuities, licenses, stocks, shares, securities, bonds, policies, book debts and claims, privileges and chooses in action of all kinds, including any interest in real or personal property and any claim against such property or against any person or company and to carry on any business, concern or undertaking so acquired.
3. Subject to the provisions of the Act and the rules framed thereunder and the directives issued by the Reserve Bank of India to receive money, securities, valuables of all kinds on loan or deposit (not amounting to the business of banking as defined under the Banking Regulation Act, 1949) and to borrow or raise money in such manner as the Company shall think fit and in particular by issue of debentures or debenture-stocks (perpetual or otherwise) or bonds and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or-any of the company's property (both present and future) including its uncalled capital and also by similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or body corporate of any obligation undertaken by the Company or any other person or body corporate as the case may: Provided that the Company shall not carry on the business of banking.
4. To draw, make, accept, endorse, negotiate, discount, execute and issue promissory notes, bundles, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
5. To acquire from time to time and to deal in all such stock-in-trade, plant and machinery, goods, chattels and effects as may be necessary or convenient for any business for the time being carried on by the Company.
6. To invest and deal with any money of the Company not immediately required in such investments as the Company may deem fit and to hold, sell, vary or otherwise deal with such investments.
7. To lend and advance money, either with or without security and give credit to such persons on such terms and conditions as the Company may think fit for the purpose

of the business of the Company. Provided that the Company shall not carry on the business of banking.

8. To undertake financial and commercial obligations, transactions and operations of all kinds in connection with the business of the Company.
9. To guarantee the performance of any contract or obligation or become liable for the payment of money or dividends or interest or any stock, shares or securities of any company corporation, firm or persons on such terms and conditions as the Company may think fit and to provide security in connection therewith.
10. To issue on commission, subscribe for, purchase or otherwise acquire and sell, dispose of exchange, hold and deal in shares, commercial paper or other negotiable instruments, bonds, debentures, debenture-stocks, public securities or other securities issued by any authority, Central, State, Municipal, local or otherwise.
11. To communicate with various Chambers of Commerce and other mercantile and public bodies throughout the world and concert and promote measures for the protection of the trade, industry and persons engaged therein.
12. To subscribe, to become a member of, to enter into partnership, subsidise and cooperate with, any other association, whether incorporated or not, whose objects are altogether or in part similar to those of the company, and to procure from and communicate to any such association, such information as may be likely to forward the objects of the Company.
13. To build, construct, alter, enlarge, remove, pull down, replace, maintain, improve, develop, work, control and / or manage any building, offices, factories, mills, water works, gas works, electric power, heat and light supply works and other works and conveniences, which the company may think directly or indirectly conducive to its objects or which may advance the interests of the Company and to contribute or otherwise assist or take part in the construction, maintenance, development, working, control and management thereof and to join with any other person or company as partner or co-owner in doing any of these things.
14. To improve, manage, develop, grant rights, or privileges in respect of or otherwise deal with all or any part of the property and rights of the Company.
15. To vest any real or personal property, rights or interest acquired by or belonging to the Company or any person or other company on behalf of or for the benefit of the Company, with or without any declared trust in favour of the Company.
16. To purchase, take on lease, exchange, hire or otherwise acquire any movable or immovable property or any rights or privileges which the Company may think necessary or convenient for the purpose of its business.
17. To apply for, purchase or otherwise acquire, protect and renew in any part of the world, patents, licenses, concessions, patent rights, trade marks, designs, etc. conferring any exclusive or non-exclusive or limited right to their use, or any secret or other information regarding any invention or research which may seem capable of being used for any of the purposes of the company at the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, develop or

grant licence in respect thereof or otherwise turn to account the rights or information so acquired and to expend money in experimenting upon, testing or improving any such patents, rights or inventions.

18. To acquire and undertake the whole or any part of the business, property or liabilities of any person, firm or body corporate, either carrying on or proposing to carry on any business which the Company is authorised to carry on, or having property suitable for the purposes of the Company or which can be carried on in conjunction therewith or which is capable of being conducted so as to directly or indirectly benefit the Company.
19. To enter into any arrangements with any Government or any authority: Supreme, municipal, local or otherwise that may seem beneficial to any of the Company's objects and to apply for, procure and obtain any Act of Parliament, privilege, concessions, licence, or authorisation of the Government or any other authority local or otherwise for enabling the Company to carry any of its objects into effect or for extending any of the objects of the Company and to carry out, exercise and comply with any such Act, privilege, concession, licence or authorisation and to carry out and implement the provisions of the Foreign Exchange Regulation Act, 1973.
20. To pay for any rights or property acquired by the Company and to remunerate any person, company or public bodies as and by way of agency for commission or brokerage whether by cash payment or by allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or otherwise.
21. Subject to the provisions of the Act, to amalgamate enter into partnership or into any arrangement for sharing profits, union of interest, cooperation, joint venture or reciprocal concession or for limiting competition with any person, firm or body corporation whether in India or outside carrying on or engaged in for about to carry on or engage in any business or transactions 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 to directly or indirectly benefit the Company and further to enter into any arrangement or contract with any person, association or body corporate whether in India or outside, for such other purposes that may seem conducive to the objects of the Company.
22. To establish, promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the rights, liberties and properties of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such other company or companies subject to prior approval of SEBI, if required.
23. To lease, let out on hire, mortgage, pledge, hypothecate, sell or otherwise dispose of the whole or any part or parts of the undertaking of the Company or any land, business, property, rights or assets of any kind of the Company or any share or interest therein respectively in such manner and for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other body corporate having objects altogether or in part similar to those of the Company.

24. To establish and equip laboratories and carry on analytical, experimental and other work or undertaking any research in relation to the objects of the Company.
25. To pay any premiums and to pay for any property, right or privileges acquired by the Company or for services rendered or to be rendered in connection with the promotion, formation or the business of the Company or for services rendered or to be rendered by any person, firm or body corporate in placing or assisting to place or guaranteeing the placing of any of the shares of the Company or any debentures, debenture-stocks, bonds or other securities of the Company, and to issue any such shares either as fully paid up or with such amount credited as paid up thereon as may be agreed upon, and to charge any such bonds, debentures or other securities upon all or any part of the property of the Company.
26. To pay out of the funds of the Company all costs, charges and expenses, preliminary and incidental to the promotion, establishment and registration of the Company.
27. To adopt such means of making known the products, business and interest of the Company as it may seem expedient and in particular by advertising in the press, radio, video, television, cinema or by hoarding or by purchase and exhibitions of works of art or general interest, by publication of books and periodicals and by granting prizes, rewards and donation or sponsoring events or activities of general public interest.
28. To procure the Company to be registered or recognised in any part of World, outside the Union of India.
29. To take into consideration and to approve and confirm and / or carry out all acts, deeds or things that may be done or entered into with any person, firm or body corporate by the promoters of the Company and further to enter into any arrangement, agreement or contracts with the promoters and to reimburse them for all costs and expenses that may be incurred by them in or in connection with the formation or promotion of the Company.
30. To establish and maintain or procure the establishment and maintenance of any provident fund or any contributory or non-contributory pension or superannuation fund and to give donations, gratuities, pensions, allowances, emoluments, bonuses, profit sharing bonuses, prizes, benefits, or any other payment to persons who are or were at any time in the employment or service of the Company or its successors in business or of any company, which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who are or were at any time directors of the Company or any such other company as aforesaid and the wives, widows, families, dependants or connections of any such persons; and to provide for the welfare of all or any of the aforesaid persons from time to time by subscribing, subsidising or contribution to any institution, association, funds, clubs, trusts, profit sharing or other schemes, and by building or contributing to the building of dwelling houses or quarters and by providing, subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendances; and to make payments to or towards the insurance of any such persons as aforesaid and to do any of the matters aforesaid either alone or in conjunction with any such other company.

31. To aid monetarily or otherwise any association, body or movement having for its objects the solution, settlement or solving of industrial or labour problems or the promotion of industry or trade.
32. To subscribe or donate to or guarantee money for any national, philanthropic, charitable, benevolent, public, general or useful object, fund or organisation, association or institution or for any exhibition or for any purpose which may be likely, directly or indirectly to further the objects of the Company or the interest of its members.
33. To make donations to such persons or institutions either in cash or of other assets as the Company may think directly or indirectly conducive to any of its objects or otherwise expedient.
34. To receive gifts, privileges and benefits whether in cash or in kind and to undertake and execute any trusts either gratuitously or otherwise for the purpose of the business of the Company.
35. In the event of winding-up to distribute all or any of the property of the Company amongst the members in specie or in kind or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
36. To do all or any of the above things in any part of the World as principals, agents, contractors, trustees or otherwise and either alone or in conjunction with others and to establish offices, agencies, or branches for carrying on any of the aforesaid objects in India or elsewhere in the World and to undertake the management of the company or companies having objects altogether or in part similar to those of the Company.
37. To do all such other things as may be deemed incidental or conducive to the attainment of the objects or any of them.
38. To acquire any shares, stocks, debentures, debenture-stocks, bonds, obligations, securities, by original subscription, participation in syndicates, tenders, purchases, exchange or otherwise and to subscribe for the same either conditionally or otherwise to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof.
39. To vary and otherwise dispose of exchange, transfer or alienate any of the Company's investments.
40. To open account or accounts with any Bank or Banks and to pay into and withdraw money from such account or accounts whether they may be in credit or debit.
It is expressly declared that the several sub-clauses of this clause and all the powers thereof are to be cumulative and in no case is the generality of any one sub-clause to be narrowed or restricted by any particularity of any other sub-clause, nor is any general expression in any sub-clause to be narrowed or restricted by any particularity of expression in the same sub-clause or by the application of any rule of construction ejusdem generis or otherwise. Provided that nothing herein contained shall be deemed to empower the Company to carry on the business of banking.

41. To carry on any other business that, in the opinion of the Board of Directors of the Company, that is incidental or ancillary to their attainment of the main objects.

C. The Other Objects for which the Company is formed are:

1. To carry on in India or in any part of the world in all kinds of business relating to Engineering technology, and in particular to carry on business of manufacturing, storing, packing, distributing, transporting, converting, repairing, installing and maintaining all kinds of Engineering products, systems, machinery, apparatus and appliances of every kind used or being capable of being used in connection with production, distribution, supply and storage and rendering assistance and services of all and every kind of description, relating to Engineering and carry on the business of buying, selling, exchanging, altering, importing and dealing in all kinds of engineering products, systems whether required for civil, commercial or defence purpose or otherwise.
2. To acquire, sell develop, reuse laterally disburse or otherwise possess or spread within India or broad, engineering technology in all forms and to carry on business with this technology manufacturing, marketing, servicing, repairing, upgrading, maintaining, altering any and all kinds of the products resulting from this technology.
3. To carry on the business of electrical, mechanical and civil engineering in all their branches in India or in any part of the world.
4. To finance industrial enterprises and to promote companies engaged in industrial and trading business.
5. To carry on the business of financiers and to undertake any business operation commonly carried on by financiers.
6. To acquire any shares, stocks, debentures, debenture-stocks, bonds, obligations, securities, by original subscription, participation in syndicates, tenders, purchases, exchange or otherwise and to subscribe for the same either conditionally or otherwise, and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof.

IV. The liability of the members is limited.

***V. The Authorised Share Capital of the Company is Rs.15,00,00,000 (Rupees Fifteen Crores Only) which shall consist of 7,50,00,000 (Seven Crores fifty Lakhs) Equity Shares of Rs.2/- (Rupees Two Only) each with such ordinary preferential or deferred rights, privileges and other conditions attaching thereto as may be provided by the regulations of the Company for the time being in force and operation with power to increase or reduce the capital of the Company and to divide the shares in the capital for the time being original or increased into different classes and to consolidate or sub-divide such Shares and to convert Shares into Stock and reconvert the Stock into Shares and to attach to such Shares or Stock such ordinary preferential or deferred rights, privileges and other conditions as may be provided by the regulations of the Company for the time being in force and operation.

** *Clause V of the Memorandum of Association amended vide Ordinary Resolution passed by the shareholders at the Extraordinary General Meeting held on 14th September, 2009 and at the Annual General Meeting held on 15th July, 2011.*

** *Clause V of the Memorandum of Association amended vide Special Resolution passed by the Shareholders through Postal Ballot / E-voting on 17th March, 2015.*

VI. We, the several persons whose names and addresses are hereto 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 our respective names.

Signature, Names, Addresses, Descriptions and Occupations of the subscribers	No. of Equity Shares taken by each Subscriber	Signature, Name, Address, Description and Occupation of Witness
M. SUNDARRAJAN S/o. A.S.V.MANI B3, APPASAMY TOWERS, 17, THEYGARAYA ROAD, T. NAGAR, MADRAS - 600 017. MANAGING DIRECTOR	1 (ONE)	G. BALASUBRAMANIAN, S/o. B. GOPALAN CHARTERED ACCOUNTANT, 35, TNHB, 80 FOOT ROAD, MADRAS - 600 093.
R. SANTHANAM S/o. J. RAMAKRISHNAN B23, 146, LUZ CHURCH ROAD, MADRAS - 600 004. VICE PRESIDENT (P&S)	1 (ONE)	
C.N. SAPTHASAYEE S/o. C. NARAYANASWAMI FLAT No. 4, No. 6, BAGIRATHIAMMAL ST, T. NAGAR, MADRAS - 600 017. G.M. (ENGINEERING)	1 (ONE)	
P.A. RAMAMURTHY S/o. P.V. AMBHI IYER 6, LADY DESIKACHARY ROAD, MYLAPORE, MADRAS - 600 004. G.M. (PROCESS)	1 (ONE)	
JUDAH S.G. VINCENT S/o. G. VINCENT 11, NORTH STREET, V.P. COLONY, AYYANAWARAM, MADRAS - 600 023. D.G.M. (BUSINESS DEVELOPMENT)	1 (ONE)	
P.S. PARAMESWARAN S/o. P.P. SUBRAMNIAN A10, SRINIVASA APARTMENTS, 26, SRINIVASA AVENUE ROAD, R A PURAM, MADRAS - 600 028. G.M. (FINANCE)	1 (ONE)	
S. KALYANA KRISHNAN S/o. LATE T.A. SUBRAMANIAN FLAT 4, KUMAR'S LITTLE HOMES 5-B, SECOND CROSS STREET, KASTURBA NAGAR, ADYAR MADRAS - 600 020. D.G.M. (HRD & ADMN)	1 (ONE)	

Date : 17.02.1995

Place : Chennai