

(UNDER THE COMPANIES ACT, 1956)

(COMPANY LIMITED BY SHARES)

MEMORANDUM OF ASSOCIATION

OF

GMR INFRASTRUCTURE LIMITED

I. The name of the Company is **GMR INFRASTRUCTURE LIMITED**

II. The Registered Office of the Company will be situated in the State of Karnataka

III. The Objects for which the Company is established are:

(A) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION:

1. (a) To carry on the business of developing, maintaining and operating of road, highway project, bridge, express ways, Intra-urban roads and/or peri-urban roads like ring roads and / or urban by-passes, fly-overs, bus and truck terminals, subways, port, inland waterways and inland ports, water supply project, irrigation project, sanitation and sewerage system, water treatment systems, solid waste management system or any other public facility of similar nature.
- (b) To carry on the business of developing, maintaining and operating construction and development of housing projects either individually or as joint venture with any other company/firm/individual/consultant whether local or foreign.
- (c) To carry on the business of developing, maintaining and operating of Special Economic Zones or other Export Promotion Parks, Software Technology Parks, Electronic Hardware Parks, Bio-Technology Parks and other industrial parks either individually or as joint venture with any company/ firm/individual/consultant whether local or foreign.
- (d) To carry on the business of developing, maintaining and operating rail system, mass rapid transit system, light rail transit system, Inland Container Depot (ICD) and Central Freight Station (CFS).
- (e) To carry on the business of developing, maintaining and operating of airport, carry out detailed studies for the airport project inclusive of physical/engineering surveys and investigation, concept planning, detailed master planning, detailed design and engineering and all such Activities that together provide the basis for the implementation of the project.

- (f) To design, develop, fabricate, manufacture, assemble, export from and import into India, buy, sell or otherwise deal in and to act as consultants or render services in connection with all kinds of telecommunication equipments including terminal equipments, exchange equipments, electronic private automatic branch exchanges (EPABX), rural automatic exchanges (RAX), telephone instruments, switching exchanges, equipments, power line protective relay systems wave traps, measuring and testing instruments, wire group selectors and inter digital multi line connectors, power line carriers, communication equipment systems, radar and satellite communication equipments, digital telemetering control systems and all components, accessories, spare parts, kits and sub –assemblies in respect thereof.
 - (g) To carry on the business of developing, maintaining and operating of providing telecommunication services whether basic or cellular including radio paging, domestic satellite service or network of trunking and electronic data interchange services, the telecommunication services be provided either by satellite owner and operated by an Indian company or a foreign company.
 - (h) To carry on the business of developing, maintaining and operating of any other facility that may be noticed in future as infrastructure facility either by the state Governments and/or the Government of India or any other appropriate authority or body.
2. To establish software development centers, to enter into joint development/business alliances with other national or international firms/companies/individuals/consultants and to carry on the business of the information technology, software consultancy in telecom and all other areas. Industries, sectors including government and multilateral agencies etc. To act as Internet service providers, content development of internet, web hosting, web sites design, domain name services, server farms, e-mail services, e-commerce and other business. To carry on the business of setting, running, managing internet networks, advertising through network, and production of other intellectual properties.
3. (a) To carry on the business of developing, maintaining and operating of project for generating or generation and distribution of electricity or any other form of power of energy, start distribution by laying a network of new distribution lines. To carry on the business of generators, procures, suppliers, distributors, converters, processors, stores, importers and exporters and dealers in electricity including without limitation thermal, solar, hydro, wind, tidal, geo-thermal and any other form of energy that may be permitted by official policy, any product or by – product derived from any such business under conditions of direct ownership or through its affiliates, associates or subsidiaries.
- (b) To generate, harness, develop purchase, accumulate, distribute sell and supply electric power in all branches, at places, both public and private by setting up power plants by use of liquid, gaseous or solid fuels for the purpose of light motive power and for all other purpose for which electrical energy can be employed. To carry on and generate power supply either by hydro, thermal, gas, diesel oil or through renewable energy sources such as solar, photo voltaic, wind mill and/or any other means, distribute, supply and sell such power either directly or through facilities or Central/State Governments or private companies or Electricity Boards to industries

- and to Central/State Governments, other consumers of electricity including for captive consumption for any industrial projects, promoted by this company or promoter companies and generally to distribute, sell and supply such power and also to carry on the business of consultants in setting up all types of plants for production of electrical energy and also to undertake research and development programs in the field of electricity, electronics and other allied fields, to promote, take over, participate in any enterprise, requiring electric power for its manufacturing operation, by supply of electric power for its manufacturing operation, by supply of electric power exclusively or partially.
- (c) To plan, promote and take up necessary developmental work for the power sector, purchase power from generating companies and trade in power in an optimal manner, interstate, intrastate, inter-region and cross border.
 - (d) To engage in the business of purchasing, procuring, selling, importing, exporting and trading all forms of electric power and ancillary services on commercial basis, either individually or on joint venture basis.
 - (e) To act as agent of public/ private sector enterprises, financial institutions, banks, central government, state governments etc. engaged in planning and development of power sector.
 - (f) To promote and organize research and development and carry out consultancy services in power sector and related activities.
4. a) To undertake and carry on the business of providing financial assistance by way of subscription to or investing in the equity shares, preference shares, debentures, Bonds including providing of long term and short term loans, lease-finance, subscription to fully convertible bonds non convertible bonds, partially convertible bonds, optional convertible bonds etc., giving guarantees or any other financial assistance as may be conducive for development, construction, operation, maintenance etc., of infrastructure projects in India in the fields of roads, highway, power generation and for power distribution or any other form of power, telecommunication services, bridge(s), airport(s), ports, rail system(s), water supply, irrigation, sanitation and sewerage system(s), Special Economic Zones or other Export Promotion Parks, Software Technology Parks, Electronic Hardware Parks, Bio -Technology Parks and any other industrial parks or any other public facility of similar nature that may be notified in future as infrastructure facility either by the State Governments and/or the Government of India or any other appropriate authority or body.
- b) To set up, create, establish, issue, float and manage any agencies (In India or any part of the World), trusts or funds including any mutual fund, growth funds, investment funds, infrastructure Income or Infrastructure capital funds, taxable or tax exempt funds, provident, pension, gratuity and superannuation funds, charitable funds, trusts or consortium funds registered under the provision of the registration Act and/or any other relevant Acts as administrators or Managers of such funds and trust and to act as trustees for bondholders, debenture holders etc. to invest in equity shares, preference shares of enterprises or companies engaged in the developments, construction, operation and maintenance of infrastructure projects of power generation, power distribution, telecommunication services,

- bridge(s), rail system (s), ports(s), airports (s), water supply, irrigation, sanitation and sewerage systems (s), providing short term and long term loans, lease finance, subscription to bonds, and any other form financial assistance in the form of guarantees. Venture capital technology funds of any other funds for seed capital, risk capital foundation, etc., and for other purposes herein.
- c) To undertake and carry on the business of equipment leasing immovable properties of all kinds and description and right title and interest therein and leasing of all kinds of goods and articles (Including Plants, machinery, vehicles, ships, vessels, aircraft's, apparatuses, computers etc..) whether required for commercial, Industrial or business use of for any purposes whatsoever.
 - d) To undertake and carry on the business of identifying Infrastructure projects (as defined in 1(a) above), project ideas, to prepare project profiles, project reports, market research, feasibility studies and report, pre investment studies at micro and macro level, act as an adviser in management of undertaking business enterprises, technical process, sources of plant and machinery and other utilities for business entrepreneurs, investment counseling, portfolio management, providing financial and investment assistance syndication of financial arrangement either in domestic market or international market, assisting the setting up of joint ventures, assisting in drafting joint development agreements between developers, financial and allied consultancy services in furtherance of the main objects.
 - e) To undertake and carry out the business of infrastructure financing in all angles, whether expressly mentioned herein or not, including consultancy services of all kinds and description and in all branches and kinds and for its purpose to open branch/branches in India or any art of the world and without prejudice to the generality of the foregoing, to buy, underwrite, invest in and acquire and hold, sell and deal stocks (all kinds), debenture stock (whether or not convertible, including optionally convertible debentures), bonds, obligations and securities issue or to be issued by any firm or body corporate, either with limited or unlimited liability, or issued or guaranteed by any Government, state, dominions commissioners, public body or authority, municipal local or otherwise, firm or person in India or elsewhere and to Act as technical consultant to Act as financial consultant, investment counseling, and tie up for project and working capital finance, syndication of financial arrangements whether in domestic market or international market, handling of mergers and amalgamations, assisting them in setting up of joint ventures, foreign currency lending services to Non-Resident Indians, tax consultancy, and in consortium or otherwise to do all other incidental Activities which come within the scope of management, technical, financial and allied consultancy services in furtherance of the main objects.
5. To purchase take on lease or in exchange, hire or otherwise any immovable and/or movable property and/or any rights or privileges in respect thereof and further to get assignment or mortgage bonds and similar other instruments which the company may think necessary or convenient for the purpose of its business, and further to sell, exchange, improve, manage, develop, lease out mortgage, dispose off or turn to/account and/or otherwise to deal with all or any such movable or immovable property, rights and privileges thereof, upon any terms and for any consideration as may thought fit.

6. To undertake construction or direct the management of construction of Industrial and other property buildings, lands and estates of any kind acquiring the land directly or through any agency on behalf of other and also to acquire, but, sell hire let on hire, construct or otherwise deal in any movable or immovable property which the company may think it favorable, by way of investment or with a view to release or lease or otherwise.
7. To carry on the business of any or all the objects of the company by way of entering into an agreement with the central government or a state government or a local authority or any other statutory body for developing, maintaining and operating all or any business of the company and also subject to the condition that all such business along with the infrastructure be transferred to the central government, local authority or such other statutory body as the case may be in accordance with any such agreement entered into with all or any of the above such mentioned government body or authority.
8. To carry on the business of any or all the objects of the company by way of entering into an agreement with the central Government or a state Government or a local authority or any other statutory body on build-Operate-Transfer (BOT) or on Build-Own-Operate-Transfer (BOOT) basis, Build-own-Lease-Transfer (BOLT) scheme wherein the company will provide the necessary and crucial components of infrastructure system, own them for a stipulated period and may or may not maintain or operate the same. Also the company will lease the asset of all or necessary and crucial components of the Infrastructure for maintenance and operation and shall ultimately transfer to the Government bodies or authorities.

(B) THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF MAIN OBJECTS ARE:

1. To obtain licenses, concessions, grants, decrees, rights, powers and privileges whatsoever and to acquire or purchase or take over the same or to transfer the same in favour of the Company or any other person firm or Company.
2. To buy, lease or otherwise acquire lands, building and any other movable or immovable properties on such terms and conditions as the Company thinks fit.
3. To pay all the costs, charges and expenses of and incidental to the promotion and formation, registration and establishment of the Company and the issue of its capital including any commission, brokerages, costs and charges in connection therewith, costs, charges and expenses of negotiation and contracts and arrangements made prior to and in anticipation of the formation and incorporation of the Company.
4. To acquire, be interested in, construct, maintain, carry out, improve, work, after control and manages any steam engines, wind, roads, tunnels, water works, water rights, canals, mains and other pipes and appliances, irrigation works, gas works, electric works, reservoirs, water courses, furnaces, stamping, works, smelting works, factories, warehouses and others which the Company may think conducive to any of its objects and

to contribute to and take part in the constructing, maintaining, carrying on, improving, working, controlling and managing of any such works or conveniences.

5. To purchase or by any other means acquire, protect, prolong and renew, whether in India or elsewhere, any patents, patents rights, inventions, licenses, protection and concessions which may appear likely to be advantageous or useful to the Company and to use and turn to account, and to manufacture under or grant licenses or privileges in respect of the same and to spend money in experimenting upon and testing and improving or seeking to improve any patents, invention or rights which the Company may acquire or propose to acquire.
6. To insure with any other Company, firm or persons against losses, damages and risks of all kinds which may affect the company and to defend for rights in respect properties of the Company as may be deemed necessary from time to time.
7. To acquire the right to use of manufacture and to put up telegraphs, telephones phonographs, and all such apparatus now know or which may hereinafter be invented, in connection with generation, accumulation, distribution, supply and employment of electricity or any power that can be used as a substitute, including cables, wires and other appliances and formation of exchange or centers.
8. To carry out scientific and technical research in any field whatsoever and to develop exploit and turn to account the know- how and other fruits of such research developed in India or abroad.
9. To purchase or otherwise acquire the whole or any part of the business, property, rights and liabilities of any person, firm or Company carrying on any business which this Company is authorized to carry on, or which may seem to the Company capable of being conveniently carried on in furtherance of any of the objects of the Company or otherwise conducive directly or indirectly to the attainment of any of the object of the Company, or possessed of property or rights suitable for any of the purposes of the Company and to purchase, acquire, sell and deal in property, shares, stock, debentures stock of any such person, firms or Companies and to conduct, make or carry into effect any arrangements, in regard to the winding up of the business of any such persons, firms or companies.
10. To promote and form, and to be interested in and take, hold and dispose of shares in other Companies, for all or any of the objects mentioned in this Memorandum and to transfer to any such Company and property in this Company and to take or otherwise acquire, hold and dispose of shares, debentures and other securities, in or of any such Company and to subsidies or otherwise assist any such Company.
11. To assist any company, financially or otherwise, by issuing or subscribing for or guaranteeing the subscription and issued capital, shares stock, debentures or other securities and to take, hold and deal in shares, stock and securities of any Company.

12. To enter collaboration agreements or contracts with others whether in India or abroad for the purpose of technical study, research, know-how process, patent rights, establishment, management or conduct of the business for attainment of all or any of the objects of the Company.
13. To enter into partnership or agreement for sharing profits, union of interest co-operation, joint ventures, reciprocal concession or otherwise, with any person, firm or company, carrying on or engaged in, or engage in the business in transaction which this Company is authorised to carry on.
14. To advance or lend money, with or without security to any person, firm or Company having dealings with the Company for the Company's purpose upon such terms and conditions as the Company may think fit but not to carry on the business of Banking as defined in the Banking Regulation Act, 1949.
15. To invest any money of the Company in such Investments (other than shares or stock of the Company) as may be thought proper and to hold, sell or otherwise deal with such investments.
16. To receive moneys on deposit or loan and borrow or raise in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing, by mortgage, charge or lien upon all or any of the property or assets of the Company (both present and future), including its uncalled capital and also by a similar mortgage, charge or lien to secure and to guarantee the performance by the Company or any other person, firm or Company of any obligation undertaken by the Company or any other person, firm or Company as the case may be but shall not carry on Banking business, as defined by Banking Regulations Act, 1949. The acceptance of deposits shall be subject to Section 58-A of the Companies Act, 1956 and the rules framed there under.
17. To let out on hire or sell, exchange, lease, mortgage or let on royalty, or grant licenses, easements, options and other rights over and in any other manner deal with or dispose off the whole or any part of the undertaking, property, assets, rights and effects of the Company for such consideration as may be thought fit and in particular for stocks, shares whether fully or partly paid up or securities of any other Company.
18. To pay for any rights or property acquired by the Company and to remunerate any person, firm or body corporate rendering services to the Company in connection with or after its incorporation either by cash payment or by allotment to him or them of shares or securities of the Company as paid up in full or in part or otherwise.
19. To guarantee the performance of any contract or obligations of and the payments of the money or dividend and interest on equity stock shares or securities of any company corporation, firm or person in any case in which such guarantee may be considered directly or indirectly to further the objects of the Company or the interest of its shareholders.

20. To appoint agents, sub-agents, dealers, canvassers, sales representatives, salesman stockists, for transacting all kinds of business which this Company is authorises to carry on and to constitute agencies for this company in India or any other country.
21. To adopt such means of making known the products of the Company as may deem expedient and in particular by advertising in press, by circulars, but purchase and exhibitions of works of art or interest, but publications of books and periodicals by granting prizes, rewards, donations and scholarships.
22. To employ or otherwise acquire technical experts, skilled and unskilled labour for the purposes of business of the Company.
23. To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined by the Board of Directors of the Company.
24. To undertake and execute for the purpose of the Company any contract for works involving the supply or use of any machinery or materials or articles and to carry out auxiliary or other works comprised in such contracts, to enter into collaboration or agreements with similar or allied concerns; to apply for purchase or otherwise acquire and protect and use, exercise, develop and grant licenses in respect of or otherwise turn to account any such patents, patent rights, bevents d'invention, concessions and conferring exclusive or limited right to use any secret or other information to any invention, process or privilege which may seem capable of being used for any of the purpose of the Company and to acquire in India or elsewhere by purchase, lease or otherwise for the Company real or personal movable or immovable property, rights of way, easements, licenses, concession, trademarks, rolling stock, utensils, accessories and stock-in trade.
25. To make advances upon or for the purchase of properties, materials, goods, machinery, stores and other articles for the purpose of the Company.
26. To draw, accept and make, to endorse, discount, negotiate promissory notes, hundies, bills of exchange, bills of lading and other negotiable or transferable instruments, subject to Banking Regulation Act 1949.
27. To remunerate or make donations to (by cash or other assets or by allotment of fully or partly paid up shares or by call or option of shares, debentures, or securities of this or any other Company or in any other manner) any person, firm or Company for services rendered or be rendered to the Company.
28. To enter into arrangements with any authorities (municipal, local or otherwise), persons or corporation that may seem conducive to the Company's objects, or any of them and to obtain from such authority, any rights, privileges and concessions which the Company may think desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

29. To provide for the welfare of the employees or ex-employees of the Company and the wives and families or the dependents or relatives of such persons by building and contributing to the building or houses, dwelling or shawls or by grants of money, pension, allowances, bonus or other payments or by creating and from time to time subscribing or contributing to provident fund and other associations, institutions, fund or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries as the Company shall think fit.
30. To donate or subscribe or otherwise assist or guarantee money to charitable, benevolent, religious, scientific, national and other institutions and object which shall have any moral or other claim to be supported or aided by the Company either by reason of locality, operation or of public and general utility or otherwise.
31. To sell the undertaking and all or any of the property of the Company for cash or for stock, shares or securities of any other Company or for other consideration.
32. To buy, import, repaid, alter, exchange, let on hire, export and deal in all kinds of articles, things which may be required for purposes of any of the business authorized by this Memorandum or commonly supplied or dealt in by persons engaged in any such business or which may seem capable of being profitably dealt in, in connection with any of the said business.
33. To amalgamate with any company or companies having objects altogether or in part similar to those of this Company.
34. To acquire experiment, invent or make research and collaborate with foreign firms for purposes useful for attaining the objects of the Company.
35. To acquire, purchase, construct, develop any area, land building, undertaking, concern contract or venture which may be conducive to or useful for attaining the objects of the Company.
36. To undertake and execute any trust, the undertaking of which may seem to the Company desirable, either gratuitously or otherwise and to vest any real or personal property rights or interests acquired by or belonging to the Company in any person, firm or Company or authority on behalf of or for the benefit of the Company.
37. To create any depreciation Fund, Reserve Fund, Sinking Fund, Insurance Fund or any other Special Fund, whether for depreciation or for repairing, improving extending or maintaining any of the property of the Company or for any other purpose, conducive to the interest of the Company.
38. To place, to reserve or to distribute as dividend or bonus among the members or otherwise to apply as the company may from time to time think fit, any monies received by way of premium on shares or debentures issued at a premium by the Company, and any monies

received in respect or dividends accrued on forfeited shares and monies arising from the same by the Company of forfeited shares.

39. Upon winding up of the Company, to distribute any of the properties of the Company amongst the members in specie or in kind.
40. To refer to or agree to refer any claim, demand, dispute or question by or against the Company or in which the Company is interested or concerned, to arbitration in India or elsewhere and to observe and perform and to do all acts duties, matters and thins to carry out or enforce the awards.
41. To do all or any of the above things and all such other things as are incidental or may be thought conducive to the attainment of any of the objects of the Company in any part of the world, and as principals, agents, contractors, trustees or otherwise and by or through trustee, agents or otherwise and either alone or inconjunction with others, and the word "Company" in this Memorandum when applied otherwise that to this Company shall be persons, whether incorporated or not and whether domiciled in India or elsewhere and the intention is that the objects set forth in each of the several paragraphs of this clause shall have the widest possible construction , and shall be in no way limited or restricted by reference to or inference from the terms of any other paragraphs of this clause of the name of the Company.
42. To establish and maintain any agencies in India or in any part of the world for the conduct of the business of the Company or for the sale of any materials or things.
43. To enter into agreement and contract with India or foreign individuals, companies or other organizations for technical, financial or any other assistance for carrying out all of the objects of the Company.
44. To pay all the costs, charges and expenses of any incidental to the promotion and formation, registration and establishment of the Company and issue of its capital including any underwriting or other commissions, broker's fee and charges, in connection there with including costs, charges, expenses of negotiation and contracts and arrangements made prior to and in anticipation of the formation of the Company.

(C) THE OTHER OBJECTS NOT INCLUDED IN (A) AND (B) ABOVE

1. To carry on the business of deep freezing, preservative and cold storage, water pumps, pipes, manufacturing and electrical engines or parts thereof.
2. To carry on the business of water works in all branches, civil contractors, particularly for bridges, dams, reservoirs, culverts, main pipes and apparatus necessary for storing, selling, distributing, measuring and dealing in water.

3. To carry on the business of electricians and electrical, mechanical engineers, suppliers of electricity for the purposes of light, heat, motive power or otherwise, and manufacturers of and dealers in apparatus and things required for capable of being used in connection with the generation, distribution, supply, accumulation and employment of electricity, galvanism, magnetism or otherwise.
4. To plan, promote and organize an integrated and efficient development of Thermal Power in all its aspect including planning, investigation, reserve, design and preparation or preliminary feasibility and definite project reports, construction, generation, operation and maintenance of Thermal Power Station and Projects, distribution and sale of power generated at Thermal Stations in accordance with national economic policy and objectives laid down by the Central Government from time to time.
5. To manufacture, process, fabricate, produce, buy, sell, import, export or otherwise deal in all varieties of goods, materials, articles, products, things, utensils, apparatus, equipments, generally conducive to the objects of the Company.
6. To carry on the business of manufacturers of electrical conductors, enameled and metal coated wires, electric wires and cables, ropes, production and fabrication of Non-ferrous metal in various shapes, sizes, wire drawers, rollers, bolts and nuts, wire, nail and panel and pin makers, manufacturers and suppliers of generators.
7. To acquire, purchase, take on lease or take over and run any engineering concern.
8. To carry on business of hire vendors and selling of various articles, commodities vehicles on hire purchase basis.
9. To buy, sell and hold immovable properties and to do the business of real estate agents.
10. To undertake and carry on the business of manufacturing, selling, importing, exporting, and otherwise dealing in all kinds of machineries, machinery spares, machinery accessories, measuring and surgical instruments, all kinds of tools and equipments necessary for attaining the objects of the Company and all kinds electrical and electronic items, automobile parts, furniture and fittings and building materials.
11. To carry on the business of financing, trading, hire purchasing, leasing and to finance lease operation of the kinds, purchase, selling hiring or letting on hire all kinds of plant and machinery equipments that the Company may think fit and to assist in financing of all and every kind description of hire purchase or deferred payment schemes and subsidizing or financing the sale and maintenance of any goods, articles or commodities of all and every kind and description upon any terms whatsoever and to purchase or otherwise deal in all forms of immovable and movable properties and plants and machinery, equipments, ship, aircraft, automobiles, computers and all consumer, commercial, industrial items and to lease or otherwise deal with them in any manner whatsoever including thereof regardless of whether the property purchased and eased be new or used.

12. To carry on the business of manufacturing or otherwise dealing in all kinds of Tools including Forged Hand Tools.
13. To arrange, receive and collect all relevant information in regard to any business carried on by the Company.
14. To carry on business of carriers by land, sea and air by purchasing, maintaining, operating and organizing lorries, cars trucks, station wagons, aeroplanes, airships, airfaxis, ships vessels, boats and all other vehicles, and modes of conveyance for the purpose of carrying, conveying and transporting of goods, passengers, merchandise or other things. To establish, construct, lay, maintain and operate the roads, highways, shipyards, hanars and airports. To carryon the business of ship operator, shipping agents, ship repairers and ship breakers.
15. To manufacture, purchase, sell and export sugar and allied products from beetroot, sugarcane, gur, molasses and other substance or produce of chemicals whatsoever.
16. To carry on the business of manufacturers of and dealers in all kinds and classes of paper boards, pulp, news print, tissue paper and all kinds of articles in the manufacture of which any form of paper, board or pulp is used.
17. To carry on the business of manufacturers of and dealers in all kinds of cotton, woolen and silk textiles and goods of all kinds.
18. To carry on the business of manufacturers of and dealers in all kinds of electric goods, telecommunication systems, cables, semi-conductors and conductors, signaling systems, pager, electronic mailing systems and cellular telephone systems.
19. To purchase or acquire otherwise, concessions, grants, rights, privileges and licenses whatsoever conferred upon by any authority in favour of this or any other Company, firm or person whosoever, for the production, or use of electric power for lighting, heating, signalling, telephonic traction, motive or any other purpose or for trade, industrial, manufacturing or any other purposes together with required movable and immovable facilities such as land, building, railway sidings, site or sites of Central/State Governments/ Electricity Boards as per the terms and conditions conducive to the interest of the Company and to pay therefore in terms of shares of the Company or in any other manner mutually decided and with the object aforesaid to enter into and to execute such agreements, guarantees deeds and documents as may be proper necessary or expedient.
20. To construct, carry out, maintain, improve, manage, operate and control any power stations, boiler houses, steam turbines, switch yard, substations, accumulators, reservoirs, water works and all such works necessary for generating down, establish, fix erect, equip and maintain power generating, accumulating, distributing and supply of electricity. To manufacture, construct, lay down, establish, fix erect, equip and maintain power generating machinery and all other types of plant conductors, computer and control

equipment, accumulators, fittings and apparatus in the capacity of principles, contractors or otherwise.

21. To purchase, take on lease, hire, exchange or otherwise acquire, sell transfer, sink, carry out, construct, establish, make, build, run carry on business of, maintain, lay down, and demolish, dams, reservoirs, water works, cisterns, culverts, canals, filter-beds, mains and other pipes, well, bores, pipelines and appliances and mines, ores, coals, lignite, minerals, mining rights, refineries, oil wells, gas wells and appliances and to execute and do all other acts and things necessary or convenient for obtaining, storing, selling delivering, measuring, distributing and dealing in water.
22. To carry on the business of electrical, electronics, telecommunication, mechanical, civil and chemical engineer and contractors, suppliers of electricity for the purpose of light, heat, motive power or otherwise, and manufacture of and dealers in apparatus and things required for or capable of being used in connection with the generation, distribution, supply, accumulation and employment of electricity, galvaning magnetism otherwise.

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

- V. The Authorized Share Capital of the Company is Rs. 750,00,00,000 (Rupees Seven Hundred Fifty Crores only) divided into 750,00,00,000 (Seven Hundred Fifty Crores) Equity Shares of Re.1/- each (Rupee One only) with power to the Board of Directors (Board) to increase or reduce its capital and to divide the shares in the capital for the time being into other classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions and restrictions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, or abrogate any such rights, privileges, conditions or restrictions in such manner as may for the time being be permitted by the Articles of Association of the Company or the legislative provisions for the time being in force in that behalf.

We, the several persons whose names and address are subscribed below, 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 share capital of the Company set opposite our respective names:

Sl. No.	Names, Address, and occupation of the Subscribers	No. of Equity Shares taken by each subscriber	Signature of subscribers	Signature of witness and his name address, description and occupation
1.	GRANDHI MALLIKARJUNA RAO S/o. G. China Sanyasi Raju 8-2-621/1/F. Road No. 10 Banjara Hills, Hyderabad Occupation : Business	100 (One Hundred)	Sd/-	
2	G. Varalakshmi W/o Grandhi Mallikarjuna Rao 8-2-621/1/f, Road No. 10 Banjara Hills Hyderabad Occupation: Housewife	100 (One Hundred)	Sd/-	
3	BODA VENKATA NAGESWARA RAO S/o B. Venkateswara Rao H. No. 1-10-1/249/1, Ashok Nagar Extension, Hyderabad- 500 020 Occupation: Business	100 (One Hundred)	Sd/-	Sd/ K. Srinivasa Rao S/o K. Venkateswara Rao 1408, Babu Khan Estate, Basher Bagh Hyderabad-500 001 Chartered Accountants
4	Boda Visalakshi W/o B.V. Nageswara Rao H. No. 1-10-1/249/1, Ashok Nagar Extension, Hyderabad- 500 020 Occupation: Housewife	100 (One Hundred)	Sd/-	

Dated this 25th day of April 1996 at Hyderabad

Sl. No.	Names, Address, and occupation of the Subscribers	No. of Equity Shares taken by each subscriber	Signature of subscribers	Signature of witness and his name address, description and occupation
5	OBBLISETTI BANGARU RAJU S/o. Neelachalam Plot No. 7, Suryanagar Karkana Hyderabad Occupation : Business	100 (One Hundred)	Sd/-	
6	OBBLISETTI SANTH W/o O. Bangaru Raju Plot No. 7, Suryanagar Karkana Hyderabad Occupation: Housewife	100 (One Hundred)	Sd/-	Sd/ K. Srinivasa Rao S/o K. Venkateswara Rao 1408, Babu Khan Estate, Basher Bagh Hyderbada 500 001 Chartered Accountants
7	S.S.N. Murthy S/o S. Narasimha Murthy C/o GMR Vasavi Industries Ltd. Opp. Grameen Bank 'A' Colony Srikakulam- 532 001 Occupation: Business	100 (One Hundred)	Sd/-	
	Total	700 (Seven Hundred Only)		

Dated this 25th day of April 1996 at Hyderabad