

THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
***Talcher Fertilizers Limited**

- *1st The name of the Company is **Talcher Fertilizers Limited**.
- 2nd The Registered Office of the Company will be situated in the State of Odisha.
- 3rd (a) The objects to be pursued by the Company on its incorporation are:
1. To establish and operate new coal gasification based Fertilizer Complex (Ammonia Urea Complex) at Talcher Unit of FCIL, Odisha in India along with power plant and associated facilities at Talcher unit of FCIL and to market its products.
 2. To carry on in India or in any part of the world all kinds of business relating to manufacture of fertilizers, heavy chemicals, heavy water, Ammonium Nitrate, Synthetic Natural Gas, all types of organic and inorganic chemical compounds and products of any nature or any kind whatsoever, including by-products, intermediate products, derivatives and mixtures thereof, and in particular to carry on the business of manufacturing, storing, packing, marketing, distributing, transporting, converting, maintaining, buying, selling, exchanging, altering, improving and dealing in all types of fertilizers, heavy chemicals, heavy water and their by products, organic and inorganic chemical compounds, cement, coke and their by products and products of any nature or kind whatsoever or every description.
 3. To augment, create, establish, set up, necessary plants including captive coal mine, coal beneficiation, import of coal, equipment and infrastructure facilities including other associated facilities for processing of coal for generation of Ammonia Synthesis Gas (N₂+3H₂) and as products along-with range of by-products including Ash,

*[*Amended by Special resolution passed at an Extra-ordinary General Meeting held on 24th May, 2016]*

Carbon Di-Oxide, oil, Tar, Naphtha, Methane, Ammonia, Phenols and elemental sulphur may be produced depending upon the process. Required Oxygen and Nitrogen shall be recovered from Air Separation Unit for the generation of Ammonia Synthesis Gas.

4. To carry on all activities connected with the business of acquiring, purchasing and otherwise obtaining Coal & other fuel from the country and abroad by entering into Coal/fuel sale and purchase agreement or otherwise for the production of Ammonia Synthesis Gas (ASG) and marketing & distribution of ASG along with by-products and products available from associated facilities recovered during coal gasification and gas purification process in Coal Gasification Plant.
5. To take into consideration the assets with respect to existing FCIL Talcher including the land, right of way, right of use, owned by FCIL- Talcher.
6. Carrying out all business operations as are required to achieve the Objectives of the Company.

(b) Matters which are necessary for the furtherance of objects specified in clause 3(a) are:

1. To lay/modify/construct, operate and maintain coal gasification and gas purification unit including Air Separation unit to generate Ammonia Synthesis Gas and Carbon Di-oxide as feed stock to produce Ammonia, Urea and Ammonium Nitrate as products along-with by products as per required design and operating conditions for fertilizer and chemical complex. This shall include custody transfer of washed coal within the limit of design ash content as well as by products and products produced from the coal gasification and other associated facilities at Coal Gasification Plant.
2. To complete the pre-project activities prior to project zero date such as Land Acquisition/Transfer, Finalization of licensors, topographical, hydrological and

geo-technical investigation of the site, statutory approvals (Environmental clearances, State pollution control board clearances etc), site survey details for new areas, and finalization of Design Engineering Consultant, LSTK tenders etc. for construction of Coal Gasification Plant.

3. For Distribution and Marketing of the Ammonia Synthesis Gas, along with By products and products available from associated facilities recovered during coal gasification and gas purification process in Coal Gasification plant.
4. To appoint or open retail stores and wholesalers for selling the products and/or by products manufactured or imported or procured by the company and to deal as principals or as agents, distributors or as commission agents.
5. To acquire by technical collaboration or otherwise the recipes, technology, technical know-how and other information as to the processes of manufacturing and the right to manufacture and deal in any of the products and/or by-products which the Company is licensed to produce, manufacture or deal in.
6. To acquire, construct, carry out, equip. maintain, alter, improve, develop, manage, work, control and superintend any electric light and gas works, power plants, telephones, and any ghats, markets, reservoirs, water works, Tanks, bridges, villages, roadways, tramways, railways, canals, aqueducts, water-courses, dykes, drains, wharves, dye works, furnaces, crushing works, hydraulic works, workshops, factories, warehouse, sheds, dwellings, offices, shops, stores, land, buildings, pipelines, pumping stations, wireless installations, aerodromes and other works and conveniences which may seem directly or indirectly conducive to any of the main objects of the Company and to contribute to subsidize or otherwise by taking part in any operations.
7. To purchase, charter, hire, build or otherwise acquire vehicles of any or every sort or description for use on or under land or water or in the air and to employ the same in the carriage of merchandise of all kinds or passengers and to carry on the business of owners of trucks, lorries, motor cars and of ship-owners and owners of aircraft in all or any of their respective branches.

8. To undertake, carry out, promote and sponsor rural development including any programmes for promoting the socioeconomic welfare, upliftment of the public in any rural area and to incur any expenditure or any programme of rural development and to assist execution and promotion thereof either directly or through an independent agency or in any other manner.
9. To establish, research and development centers for the business of the Company, provide, maintain and conduct, or otherwise subsidize research, 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 in scientific and technical investigation and invention by providing, subsidizing, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing the remuneration to scientific and technical professors and teachers and by providing for awards, scholarships, prizes, grants and bursaries to students or otherwise and to encourage, promote and award studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any of the businesses which the Company is authorized to carry on.
10. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for discharging social and moral responsibility of the Company to the public or any section of the public.
11. To acquire and undertake the whole or any part of the business property and liabilities of any person or Company on or proposing to carry on any business which the Company is authorized to carry on or to possess property suitable for the purpose of this Company or which can be carried on in conjunction therewith or which is capable of being so conducted as to directly or indirectly benefit the Company.
12. To apply for, purchase or take license or otherwise acquire and protect and renew in any part of the world any patents, patent rights, brevets, invention, trademarks,

designs, licenses, concessions and the like conferring any exclusive or non-exclusive or limited right to their use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated, directly or indirectly to benefit the Company, and to use, exercise, develop or grant license in respect of or otherwise, turn to account the property, rights or information so acquired and to expand money in experimenting upon testing or improving any such patents, inventions or rights.

13. To enter into any arrangement with any Government or authority whether Municipal, local or otherwise or any person, that may seem conducive to the Company's objects or any of them; and to obtain from any such Government or authority any rights, privileges and concessions which the Company may think it desirable to obtain; and to carry out, exercise and comply with any such arrangement, rights, privileges and concessions.
14. To establish or support. or aid in the establishment and support of Associations, Institutions, Funds, Trusts and Conveniences for the benefit of past or present employees or Directors of the Company or the dependents of such persons; and to grant pensions and allowances, to make payments towards insurance; to subscribe or guarantee money for charitable or benevolent objects or useful objects for general public.
15. To establish or promote or concur in establishing or promoting any Company or Companies in India or abroad for the purpose of acquiring all or any of the property, rights and liabilities 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, under write subscribe for or otherwise, acquire all or any part of the Shares, Debentures or other Securities of any such other Company.
16. To buy, purchase, sell, lease, exchange, otherwise acquire lands, buildings and flats of any tenure or description in India or elsewhere whether for residential, business, manufacturing or other purposes and any rights, easements, advantages

and privileges relating thereto and either for investments or resale or for trafficking in the same and to turn the same into account as may seem expedient, and to construct, alter, improve, decorate, develop, furnish and maintain offices, flats, houses, factories, warehouses, godowns, shops, buildings and other structures, works and conveniences of all kinds on any of the lands or immovable properties purchased or acquired by the Company.

17. To subscribe for absolutely or conditionally or otherwise acquire and to hold, dispose of shares, stocks and securities or obligations of any other Company whether incorporated in or outside India.
18. To invest and deal with money of the Company, not immediately required in such manner as, from time to time, be thought fit.
19. To lend and advance money or give credit to any person or Company; to give guarantee or indemnify for the payment of money or the performance of contracts or obligations by any person; to secure or undertake in any way the repayment of money lent or advanced to, or the liabilities incurred by any person.
20. To borrow or secure money in such manner as the Company truly think fit or to make repayment of any debt, liability, perform any contract entered into or the issue of debentures, perpetual or otherwise charged upon all or any of the Company's property (both present and future), including its uncalled capital; and to purchase, redeem, or payoff any such securities.
21. To establish subsidiaries, Companies, amalgamate with, or enter into partnership or into any arrangement for sharing profits, union of interest, joint venture, reciprocal concession or co-operation with, any person or Company carrying on, engaged in, or proposing to carry on or engage in, any business or transaction which the Company is authorized to carry on or engage in, or which is capable of being conducted so as directly or indirectly to benefit the Company, and to take or otherwise acquire and hold shares, stock, securities, obligations or other interests

in any such person or Company, and to subsidize or otherwise assist any such person or Company.

22. To remunerate any person, firm, company for services rendered, or to be rendered, in placing or assisting to place guaranteeing the placing of any of the shares in the Company's capital or any debentures debenture stock or other securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
23. To draw, make, accept, endorse, discount, execute and issue, negotiate, assign, buy and sell or otherwise deal in cheques, drafts, promissory notes, bills of exchange, hundis, debentures, bonds, bills of lading, railway receipts, warrants and coupons, and all other negotiable and transferable securities instruments and documents.
24. To sell, dispose off or transfer the business property and undertaking of the Company or any part thereof for any consideration which the Company may deem fit to accept, and in particular for shares, debentures, debenture stock, bonds, or securities of any other Company or Companies for the purpose of its or their acquiring all or any of the property, rights or liabilities of this Company or for other purposes which may seem to benefit this Company directly or indirectly.
25. To adopt such means of making known the business and/or products and/or by products of this company or any company in which the company is interested as its agent, representatives or in any other way, by advertisements in papers, periodicals, magazines, through cine slides and films, by issue of circulars, posters, calendars, show-cards, playing cards, hoardings, by radio programme, television programmes, exhibitions, by publication of books, periodicals and by granting prizes, rewards and donations, subject to law.
26. To apply for promotion, and obtain any order, regulation, or other authorization or enactment which may directly or indirectly benefit the Company.

27. To procure recognition of the Company in the country and abroad.
28. To issue or allot fully or partly paid shares in the capital of the Company in payment or part payment of any movable or immovable property purchased or otherwise acquired by the Company or any services rendered to the Company.
29. To take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Company's property of any kind sold by the Company, or any money due to the Company from buyer.
30. To produce gas and generate steam, fuel, electricity etc. necessary for the purposes of the business of the Company and to process all products and/or by products resulting from such production.
31. To pay out of the funds of the Company, all or any expenses which the Company may lawfully pay for services rendered for formation and registration of the Company and for promotion of any other Company promoted by it.
32. To insure any of the properties, undertakings, contracts, risk or obligations of the Company in any manner whatsoever.
33. To make donations to such persons or institutions either of cash or any other assets as may be thought directly or indirectly conducive to any of the Company's objects or otherwise expedient and also to subscribe, contribute or otherwise assist or guarantee money for charitable objects or institutions having scientific, religious or benevolent, national, cultural, educational or objects of general public utility.
34. To aid and support any person, association, body or movement, whose object is solution, settlement or surmounting of industrial or labour problems of the promotion of science and technology, cultural activities, sports, environment, rural development and other social, welfare and recreational activities. To sponsor

sport entertainment and other leisure and recreational activities to aid and promote the Company's activities and other interest.

35. To establish or support Associations, Institutions, Schools, Hospitals, Guest Houses, Clubs, Funds and Trusts which may be considered beneficial to employees or ex- employees and their dependents
36. To refer questions, disputes or differences arising in connection with or in respect of any matter relating to the business or affairs of the Company to arbitration in such manner and upon such terms as the Company may deem fit and to institute legal proceedings or defend any proceedings and to appoint Advocates, Consultants or Advisors in this behalf.
37. To control, manage, finance, subsidize, co-ordinate or otherwise assist any Company or Companies, including subsidiaries, in which the Company has a direct or indirect financial interest to provide secretarial, administrative, technical, commercial and other services and facilities of any kind for any such Company or Companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such Company or Companies,
38. To enter into negotiation or collaboration, technical, financial or otherwise with any person or Government for obtaining any grant, license, formulae and other rights and benefits, and to obtain technical information, know-how and expert advice for the production, manufacture and export or sale of all types of goods which the Company is authorized to produce or to deal in .
39. To arrange for sale of the products and by-products of the Company and purchase, procure raw materials, goods and articles which are necessary for carrying on the business of the Company, and, for that purpose either to establish its own shops, agencies or marketing organizations or to appoint selling or buying agents or distributors of both (whether individuals, firms or corporate bodies) in any place in or outside India and to allot, specify, alter or modify their areas of operation or the terms and conditions of their appointment and to pay

remuneration to such selling or buying agents or distributors or both by way of such commission or in such other manner as the Company may deem fit.

40. To create any depreciation fund, reserve, reserve fund, sinking fund, insurance fund or any special or other fund whether for repayment of redeemable preference shares, redemption of debenture stock for dividends, for equalizing dividends, for repairing, improving, extending and maintaining any part of the property of the Company.
41. To open and operate any type of bank: accounts with any Scheduled banks in India or abroad and obtain credit facilities with or without securities for its business.
42. To train or pay for training in India or abroad of any of Company's employees or any candidate in the interest of furtherance of the Company's objects and to establish training facilities for providing training to Company's employees and other stake holders.
43. To employ and pay experts, consultants, engineers in connection with the planning operating and development of all business connected with the Company's operations.
44. To take part in the management, supervision and control of the business or operations of any Company or Undertaking entitled to carry on the Company's authorized business.
45. To undertake business activities in any part of the world, either as principals, agents, trustees, contractors either alone or in conjunction with others or through agents, sub- contractors, trustees or otherwise.
46. To do all such other things as may be deemed, or as the company considers, incidental or conducive to the attainment of the above objects or any of them.
47. To make design an electrical system for safety to personnel and equipment both during operation and maintenance, and to take energy conservation measures.

48. To carry on the business of technical consultants in respect of the businesses carried out by the Company.
49. To assemble, distribute, sell, export, import, trade, deal, manufacture, maintain, convert, improve, repair, service, research, develop an types of telecommunication and electronic systems, equipments, products, accessories, assemblies, apparatus, circuits, spares, components, hardware, software and services including subscribers and telecommunication equipments, electrical apparatus for line telephony or line telegraphy, including such apparatus for carrier-current line systems.
50. To carry on the business as producers, manufacturers, processors, converters, refiners, makers, bottlers, stockists, dealers, importers, exporters, including symhetic fuels and lubricating oils required for or used in any sector of the economy and to service, repair, manufacture, market or deal in machinery, plants, spares, cylinders, containers, gadgets, appliances and accessories required for, working on, using or producing any of such gases, oils, products and/or by products.
- 4th The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
- ** 5th The Authorized Share Capital of the Company shall be Rs.42,00,00,00,000/- (Rupees Four Thousand Two Hundred Crore Only) divided into 4,20,00,00,000 Shares of Rs.10/-each.

*[** Amended vide ordinary resolution passed at 3rd Annual General Meeting held on 23rd September, 2018]*

*[** Amended vide ordinary resolution passed at Extra Ordinary General Meeting held on 23rd July, 2019]*

We, the several persons, whose name and address 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 share in the capital of the Company set against our respective names:-

S.No.	Name, description, occupation & address of each subscriber	Number of shares taken by each subscriber	Signature of each Subscriber	Signature, Name, address, description and occupation of witnesses
1.	Rashtriya Chemicals and Fertilizers Limited Through: Shri R. G. Rajan S/o Shri P. G. Raman, (Chairman and Managing Director), Priyadarshini, Eastern Express Highway, Sion, Mumbai- 400 022 (Service)	14,999 (Fourteen Thousand Nine Hundred and Ninety Nine)	Sd/-	Signed before me Witness for S. No.1 & 2, Shri D. M. Sati S/o Shri Late Mahindrpratap Sati R/o Flat No.143, Hi-Five, RCF Colony, Chembur, Mumbai 400 074
2.	Shri Anirban Kundu, S/o Shri Mahindranath Kundu, (Executive Director (Planning and Project Development)), Nominee of Rashtriya Chemicals and Fertilizers Limited, R/o Hi-Five, 172, RCF Colony, Chembur, Mumbai- 400 074 (Service)	1 (One)	Sd/-	Occupation : Company Secretary, RCF Limited, Sd/- “I witness to subscribers, who have subscribed and signed in my presence on 28.10.15 at Mumbai; Further I have verified their Identity Details (ID) for their identification and satisfied myself of their identification particulars filled in”

3.	Coal India Limited Through : Shri Sutirtha Bhattacharya S/o Late Amiya Bhusan Bhattacharya (Chairman and Managing Director), Coal Bhawan, Premises No.4, MAR, Action Area-1A, Newtown, Rajarhat, Kolkata -700 156	14,999 (Fourteen Thousand Nine Hundred and Ninety Nine)	Sd/-	Signed before me Witness for S. No.3 & 4, Shri M. Vishwanathan S/o Late S Mahadevan R/o. Devaloke Residency, Block 202/1, N.S.C. Bose Road, Banskroni, Kolkata 700 047 Occupation : Company Secretary, Coal India Limited
4.	Shri Nagendra Kumar S/o Late Mohan Lala Shah Director (Technical) CIL, Nominee of Coal India Limited 12 C, Lord Sinha Road, 6th Floor, Kolkata 700 016	1 (One)	Sd/-	Sd/- “I witness to subscribers, who have subscribed and signed in my presence at Kolkata on 26.10.15; Further I have verified their Identity Details (ID) for their identification and satisfied myself of their identification particulars filled in”
5.	GAIL (India) Limited Through: Shri Munukutla Vasuki Ravi Someswarudu S/o Shri Munukulta Subrahmanya Somayajulu, (Executive Director (Exploration & Production and Project Development) GAIL Bhawan, 16 Bhikaiji Cama Place, R.K. Puram, Ring Road, New Delhi- 110066 (Business)	14,999 (Fourteen Thousand Nine Hundred and Ninety Nine)	Sd/-	Signed before me Witness for S. No.5 & 6, Name : Vinay Parshad Father Name: Late Shri Shiri Parshad R/o. 114, GAIL Aparatment, Sector 62, Noida, UP. Occupation : Service Sd/- “I witness to subscribers, who have

6.	Shri Dakinedi Madhukar Rao S/o Dakinedi Vasudeva Rao (General Manager (Project Development)) Nominee of GAIL (India) Limited R/o. H. No.9617, Sector 3, Pocket 9, Vasant Kunj, Delhi 110070 (Service)	1 (One)	Sd/-	subscribed and signed in my presence on 27th Oct, 2015 at New Delhi; Further I have verified their Identity Details (ID) for their identification and satisfied myself of their identification particulars filled in”
7.	Fertilizer Corporation Of India Limited Through: Shri Sushil Pal S/o Shri Umesh Bahadur Pal (Director (Finance) 7, Institutional Area, SCOPE Complex, Core III, Lodhi Road, New Delhi-110003 (Service)	5,000 (Five Thousand)	Sd/-	Signed before me Witness for S. No.7, Sion Kongari D/o Late Martin Hemron, 107, Uttarakhand, Jawaharlal Nehru University, New Delhi- 67 Occupation : General Manager, FCIL Sd/- “I witness to subscribers, who have subscribed and signed in my presence at Kolkata on 26.10.15; Further I have verified their Identity Details (ID) for their identification and satisfied myself of their identification particulars filled in”
	TOTAL	50,000 (Fifty Thousand)		

Dated: 28/10/2015

Place: Mumbai