

Memorandum

and

Articles

of

Association

of

Certified True Copy
For Talwandi Sabo Power Limited

Shivangi

Shivangi Dhanuka
Company Secretary
Mem No. A70586

Talwandi Sabo Power Limited

CIN : U40101PB2007SGC031035



Memorandum and Articles of Association

Index

Clause No.	Particulars	P. No.
	Certificates	
	Certificate of Incorporation	(i)
	Certificate for Commencement of Business	(ii)
I	NAME OF THE COMPANY	1
II	REGISTERED OFFICE	1
III	OBJECTS	1
	A.	
1	To Construct, Operate and maintain "Electricity System" as defined under Section 2(25) of the Electricity Act, 2003 and Captive Coal	1
2	To act as Consultants/ Technical Advisers of Public/Private Sector Enterprises etc.	1
	B.	
1	To obtain authority etc. to carry out its objects	2
2	To carry out infrastructure development	2
3	To obtain Charters, concession etc.	2
4	To enter into Implementation/Construction Agreement	2
5	To enter into Agreements; etc.	2
6	To borrow money	2
7	To lend money	3
8	To acquire, own lease or dispose of the property	3
9	To deal in Scrips/Govt. Securities	3
10	To create funds and appropriate profits	3
11	To purchase or otherwise acquire companies	3
12	To enter into partnership Agreement or Merge/Amalgamate	3



13	To have agencies and branch offices in India and Abroad	4
14	To promote institutions or other Companies.	4
15(A)	To acquire know how and import-export of machinery and tools etc.	4
15(B)	To negotiate and enter into agreements etc.	4
16	To enter into contracts/arrangements in connection with issue of Shares/Securities.	4
17	To enter into contracts of indemnity and/or guarantee	4
18	To arrange for Training and Development	4
19	To promote conservation, protect environment, theft etc.	4
20	To provide for welfare of Employees	4
21	To take Insurance	5
22	To share the profits pay, dividends and provide bonus etc.	5
23	To institute and defend the legal proceedings	5
24	To pay and subsequently write off preliminary expenses	5
25	To contribute and make donations	5
26	To open accounts in Banks	5
27	To accept gifts, donations etc.	5
28	To pursue the objects of the Company as Principal, Agents, Trustee or in any other capacity	5
29	To enter into Contract	5
30	To contribute towards promotion of trade and industry	6
31	To take all necessary steps for winding up of the Company	6
32	To do and perform all Coincidental and Ancillary Acts for the attainment of its objects	6
33	To take up studies and research experiments	6
34	To evolve scheme for restructuring or arrangement	6
35	To apply for purchase, or otherwise acquire	6
36	To sell, dispose or hive off an undertaking of the Company	7
37	To sell, improve, manage, develop,	7
38	To outsource parts of its activities	7
IV	LIMITED LIABILITY	7
V	SHARE CAPITAL	7



[Handwritten signature]



प्रारूप 1
पंजीकरण प्रमाण-पत्र

कार्पोरेट पहचान संख्या : U40101PB2007SGC031035

2007 - 2008

मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स

TALWANDI SABO POWER LIMITED

का पंजीकरण, कम्पनी अधिनियम 1956 (1956 का 1) के अंतर्गत आज किया जाता है और यह कम्पनी लिमिटेड है।

यह निगमन-पत्र आज दिनांक पांच अप्रैल दो हजार सात को मेरे हस्ताक्षर से जालंधर में जारी किया जाता है।

Form 1
Certificate of Incorporation

Corporate Identity Number : U40101PB2007SGC031035

2007 - 2008

I hereby certify that TALWANDI SABO POWER LIMITED is this day Incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the company is limited.

Given under my hand at Jalandhar this Fifth day of April Two Thousand Seven.

Certified True Copy
For Talwandi Sabo Power Limited


Shivangi Dhanuka
Company Secretary
Mem No. A70586



Sd/-

(MANMOHAN JUNEJA)

कम्पनी रजिस्ट्रार / Registrar of Companies
पंजाब, हिमाचल प्रदेश एवं चण्डीगढ़
Punjab, Himachal Pradesh, and Chandigarh





व्यापार प्रारंभ करने का प्रमाण-पत्र
कम्पनी अधिनियम 1956 की धारा 149(3) के अनुसरण में



कार्पोरेट पहचान संख्या : U40101PB2007SGC031035

मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स
TALWANDI SABO POWER LIMITED

जिसका निगमन, कम्पनी अधिनियम, 1956(1956 का 1) के अंतर्गत दिनांक पांच अप्रैल दो हजार सात को किया गया था और जिसने निर्धारित प्रपत्र में घोषणा प्रस्तुत की है या विधिवत सत्यापित किया है कि उक्त कम्पनी ने, अधिनियम की धारा 149(2) (क) से (ग) तक की शर्तों का अनुपालन कर लिया है और व्यापार करने के लिए हकदार है।

यह प्रमाण-पत्र आज दिनांक चौबीस अप्रैल दो हजार सात को मेरे हस्ताक्षर से जालंधर में जारी किया जाता है।

Certificate for Commencement of Business

Pursuant of Section 149(3) of the Companies Act, 1956

Corporate Identity Number : U40101PB2007SGC031035

I hereby certify that the TALWANDI SABO POWER LIMITED which was incorporated under the Companies Act, 1956(No. 1 of 1956) on the Fifth day of April Two Thousand Seven, and which has this day filed or duly verified declaration in the prescribed form that the conditions of the Section 149(2)(a) to (c) of the said act, have been complied with and is entitled to commence business.

Given under my hand at Jalandhar this Twenty Fourth day of April Two Thousand Seven.

Certified True Copy
For Talwandi Sabo Power Limited

Shivangi
Shivangi Dhanuka
Company Secretary
Mem No. A70586



Sd/-

(MANMOHAN JUNEJA)

कम्पनी रजिस्ट्रार / Registrar of Companies
पंजाब, हिमाचल प्रदेश एवं चण्डीगढ़
Punjab, Himachal Pradesh, and Chandigarh

(11)



THE COMPANIES ACT, 2013

AND

THE COMPANIES ACT, 1956

(Incorporated under the Companies Act, 1956)

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

TALWANDI SABO POWER LIMITED

The following clause comprised in these Memorandum of Association pursuant to Members' resolution passed at the Extra-Ordinary General Meeting of the Company held on October 16th, 2023 in substitution for the word Punjab in Clause 1 with word Maharashtra in Memorandum of Association of the Company.



- I. Name of the Company: The name of the company is **TALWANDI SABO POWER LIMITED.**
- II. Registered Office: The registered office of the Company will be situated in the State of **(Maharashtra)**
- III. Objects: The objects for which the company is established are:
- A. **MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE**
1. To Construct, Operate and maintain "electricity system" as defined under Section 2(25) of the Electricity Act, 2003 and captive coal To plan; promote; develop, design, engineer, construct, operate and maintain "electricity system" as defined under Section 2(25) of the Electricity Act, 2003 and integrated fuel system in all its aspects including design and engineer; prepare preliminary feasibility, detailed project and appraisal reports; establish; own; construct; operate and maintain electricity system and captive coal mines for generation evacuation; transmission and distribution of power for supply to the State Electricity Boards, Vidyut Boards, Power Utilities, Generating Companies, Transmission Companies, Distribution Companies, State Governments. Licensees, statutory bodies, other organisations (including private, public and Joint sector undertakings) and bulk consumers of power in accordance with the applicable laws, rules regulations, policies, procedures, guidelines and objectives prescribed by the Govt. of India from time to time.
2. To act as Consultants/ Technical Advisers of public/private sector enterprises etc. To act as consultants, technical advisors, surveyors and providers of technical and other services to Public or Private Sector enterprises engaged in power generation, transmission and distribution and for financial institutions, banks, Central Government and State Governments and agencies engaged in research design, engineering of all form of power, both conventional and non-conventional.



[Handwritten signature]

B. MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE - III (A) ARE :

- 1 To obtain authority etc. to carry out its objects To obtain license, approvals and authorisation from Governmental Statutory and Regulatory Authorities, as may be necessary to carry out and achieve the Objects of the Company and connected matters which may seem expedient to develop the business interests of the Company in India and Abroad.
- 2 To carry out infrastructure development To carry out infrastructure development like port development fuel transportation system to achieve the objectives of the Company.
- 3 To obtain charters, concession etc. To enter into any arrangement with the Government of India or with any State Government or with other authorities commissions, local bodies or public sector or private sector undertakings, Power Transmission Utilities, Financial Institutions, Banks, International Funding Agencies and obtain such charters, subsidies, loans, advances or other money, grants, contracts, rights, sanctions, privileges, licenses or concessions whatsoever (whether statutory or otherwise) which the Company may think it desirable to obtain for carrying its activities in furthering the interests of the Company or its Members.
- 4 To enter into Implementation/ Construction Agreement To enter into any agreement, contract or any arrangement for the implementation of the power generation, evacuation, transmission and distribution system and network with Power Transmission Utilities, State Electricity Boards, Vidyut Boards, Transmission Companies, Generation Companies, Licensees, Statutory bodies, other organisations (whether in Private, Public or Joint Sector Undertaking) and bulk consumers of power etc.
- 5 To enter into Agreements; etc. To secure the payments of money, receivables on generation, transmission and distribution of electricity and sale of fuel, as the case may be, to the State Electricity Boards, Vidyut Boards, Transmission Utilities, Generating Companies, Transmission Companies, Distribution Companies, State Governments, Licensees, statutory bodies, other organisations (whether in Private, Public or Joint Sector Undertaking) and bulk consumers of power etc. through Letter of Credits/ESCROW and other security documents.
- 6 To borrow money Subject to provisions of the Companies Act, 2013 and subject to other laws or directives, if any, of SEBI / RBI, to borrow money in Indian rupees or foreign currencies and obtain foreign lines of credits/ grants/aids etc. or to receive money or deposits from public for the purpose of the Company's business in such manner and on such terms and with such rights, privileges and obligations as the Company may think fit. The Company may issue bonds debentures whether secured or unsecured; bills of exchange, promissory notes or other securities, mortgage or charge on all or any of the immovable and movable properties, present or future and all or any of the uncalled capital for the time being of the Company as the Company may deem fit and to repay, redeem or payoff any such securities or charges.



Man



- | | | |
|----|--|---|
| 7 | To lend money | To lend money on property or on mortgage of immovable properties or against Bank guarantee and to make advances of money against future supply of goods and services on such terms as the Directors may consider necessary and to invest money of the Company in such manner as the Directors may think fit and to sell, transfer or to deal with the same. |
| 8 | To acquire, own lease or dispose of the property | To own, possess, acquire by purchase, lease or otherwise rights, title and interests in and to, exchange or hire real estate, equipment, Transmission lines, lands, buildings, apartments, plants, equipment, machinery, fuel blocks and hereditaments of any tenure or descriptions situated in India or abroad or any estate or interest therein and any right over or connected with land so situated and turn the same to account in any manner as may seem necessary or convenient for the purpose of business of the Company and to hold, improve, exploit, re-organise, manage, lease, sell, exchange or otherwise dispose of the whole or any part thereof. |
| 9 | To deal in Scrips/Govt. Securities | Subject to applicable provisions of law, to subscribe for, underwrite, or otherwise acquire, hold, dispose of and deal with the shares, stocks, debentures or other securities and titles of indebtedness or the right to participate in profits or other similar documents issued by any Government Authority, Corporation or Body or by any Company or Body of persons and any option or right in respect thereof |
| 10 | To create funds and appropriate profits | To create any depreciation fund, reserve fund, sinking fund, insurance fund, gratuity, provident fund or any other fund, for depreciation or for repairing, improving extending or maintaining any of the properties of the Company or for any other purposes whatsoever conducive to the interests of the Company. |
| 11 | To purchase or otherwise acquire companies | To acquire shares, stocks, debentures or securities of any Company carrying on any business which this Company is entitled to carry on or acquisition of undertaking itself which may seem likely or calculated to promote or advance the interests of the Company and to sell or dispose of or transfer any such shares, stocks or securities and the acquired undertaking. |
| 12 | To enter into partnership Agreement or Merge/ Amalgamate | To enter into partnership or into any agreement for joint working, sharing or pooling profits, joint venture, amalgamation, union of interests, co-operation, reciprocal concessions or otherwise or amalgamate with any person or Company carrying on or engaged in or about to carry on or engaged in any business or transaction in India or abroad which the Company is authorised to carry on or engage in any business undertaking having objects identical or similar to, as are being carried on by this Company. |



- | | | |
|-------|---|--|
| 13 | To have agencies and branch offices in India and Abroad | To establish and maintain agencies, branch offices and local agencies, to procure business in any part of India and world and to take such steps as may be necessary to give the Company such rights and privileges in any part of the world as deemed proper in the interest of the Company. |
| 14 | To promote institutions or other Companies | To promote and undertake the formation of any institution Company or subsidiary Company or for any aforesaid objects intended to benefit the Company directly or indirectly and to coordinate, control and guide their activities. |
| 15(A) | To acquire know how and import-export of machinery and tools etc. | To negotiate and enter into agreements and contracts with domestic and foreign companies, persons or other organizations, banks and financial institutions, in relation to the business of the Company including that of technical know-how, import, export, purchase or sale of plant and machinery, equipment, tools, accessories and consumables, financial assistance and for carrying out all or any of the objects of the Company. |
| 15(B) | To negotiate and enter into agreements etc. | To negotiate and enter into agreements and contracts for execution of turnkey jobs, works, supplies and export of plant, machinery, tools and accessories etc. |
| 16 | To enter into contracts/ arrangements in connection with issue of Shares/ Securities. | Upon and for the purpose of any issue of shares, debentures or any other securities of the Company, to enter into agreement with intermediaries including brokers, Managers of issue/commission agents and underwriters and to provide for the remuneration of such persons for their services by way of payment in cash or issue of shares, debentures or other securities of the Company or by granting options to take the same or in any other manner as permissible under the law. |
| 17 | To enter into contracts of indemnity and/or guarantee | To enter into contracts of indemnity and get guarantee and allocations for the business of the Company. |
| 18 | To arrange for Training and Development | To make arrangements for training of all categories of employees and to employ or otherwise engage experts, advisors, consultants etc. In the interest of achieving the Company's objects. |
| 19 | To promote conservation, protect environment, theft etc. | To promote conservation and protection of electricity from theft, safety of life and to protect environments including air, land and water etc. |
| 20 | To provide for welfare of Employees | To pay and provide for the remuneration, amelioration and welfare of persons employed or formerly employed by the Company and their families providing for pension allowances, bonuses, and other payments or by creating for the purpose from time to time the Provident Fund, Gratuity and other Funds or Trusts. Further to undertake building or contributing to the building of houses, dwellings or chawls by grants of money, or by helping persons employed by the Company to effect or maintain insurance on their lives by contributing to the payment of premium or otherwise and by providing or subscribing or contributing towards educational institutions, recreation, hospitals and dispensaries, medical and other assistance as the Company may deem fit. |



[Handwritten signature]

[Handwritten signature]



- | | | |
|----|---|--|
| 21 | To take Insurance | To ensure any rights, properties, undertakings Contracts, guarantees or obligations or profits of the Company of every nature and kind in any manner with any person, firm, association, institution or Company. |
| 22 | To share the profits pay, dividends and provide bonus etc. | To distribute among members of the Company dividend including bonus shares out of profits, accumulated profits or funds and resources of the Company in any manner permissible under law. |
| 23 | To institute and defend the legal proceedings | To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound and to allow time for payment or satisfaction of any debts or recovery due, claims or demands by or against the Company and to refer any claims or demands by or against the Company or any differences arising in execution of contracts to conciliation and arbitration and to observe, comply with and/or challenge any awards preliminary, interim or final made in any such arbitration. |
| 24 | To pay and subsequently write off preliminary expenses | To payout of the funds of the Company all costs, charges, expenses and preliminary and incidental to the promotion, formation, establishment and registration of the Company or other expenses incurred in this regard. |
| 25 | To contribute and make donations | Subject to provisions of Companies Act, 2013 to contribute money or otherwise assist to charitable, benevolent, religious, scientific national, defense, public or other institutions or objects or purposes. |
| 26 | To open accounts in Banks | To open an account or accounts with any individual, firm or Company or with any bank bankers or shroofs and to pay into and withdraw money from such account or accounts. |
| 27 | To accept gifts, donations etc. | To accept gifts, bequests, devises and donations from members and others and to make gifts to members and others of money, assets and properties of any kind. |
| 28 | To pursue the objects of the Company as Principal, Agents, Trustee or in any other capacity | To carry out all or any of the objects of the Company and do all or any of the above things in any part of the world and either as principal, agent, contractor or trustee or otherwise and either alone or in conjunction with others. |
| 29 | To enter Into Contract | To negotiate and/or enter into agreement and contract with individuals, companies, corporations, foreign or Indian, for obtaining or providing technical, financial or any other assistance for carrying on all or any of the objects of the Company and also for the purpose of activating, research, development of projects on the basis of know-how and/or financial participation and for technical collaboration and to acquire, formulate or provide necessary patent rights for. |



[Handwritten signature]



[Faint handwritten mark]

- 30 To contribute towards promotion of trade and industry To aid pecuniarily or otherwise any association, Body or movement having for its object the solution, settlement or surmounting of industrial or labour problems or trouble or the promotion of industry or trade.
- 31 To take all necessary steps for winding up of the Company Subject to the provisions of Companies Act, 2013 or any amendment or re-enactment thereof in the event of winding up to distribute among the members in specie any property of the Company or any proceeds of sale on disposal of any property in accordance with the provisions of the Act.
- 32 To do and perform all Coincidental and Ancillary Acts for the attainment of its objects To do all such other things as may be deemed incidental or conducive to the attainment of the above Objects or any of them and to carry on any business which may seem to the Company capable of being conveniently carried in connection with any of the Company's Objects or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- 33 To take up studies and research experiments To establish, provide, maintain and conduct or otherwise subsidise research laboratories and experimental workshops for scientific, technical or researches, experiments and to undertake and carry on directly or in collaboration with other agencies scientific and technical research experiments and tests of all kinds and to process, improve and invent new products and their techniques of manufacture and to promote, encourage, reward in every manner studies and research, scientific and technical investigations and inventions of any kind that may be considered likely to assist, encourage and promote rapid advances in technology, economies, Import substitution or any business which the Company is authorized to carry on.
- 34 To evolve scheme for restructuring or arrangement Subject to provisions of the Companies Act, 2013, to evolve scheme for restructuring or arrangement, to amalgamate or merge or to enter into partnership or into any consortium or arrangement for sharing of profits, union of interests, co-operation, joint venture with any Person or Persons, partnership firm/firms, or Company or companies carrying on or engaged in any operation capable of being conducted so conveniently in cooperation with the business of the Company or to benefit the Company or to the activities for which the Company has been established.
- 35 To apply for purchase, or otherwise acquire To apply for purchase, or otherwise acquire any trademarks, patents, brevets, inventions, licenses, concessions and the like, conferring any exclusive or nonexclusive or limited rights to use, or any secret or other information as to any invention which may be capable of being used for any of the purposes of the Company, or the acquisition of which may benefit the Company and to use, exercise, develop or grant licenses in respect of or otherwise turn to account the property, rights or information so acquired.



- | | | |
|----|--|---|
| 36 | To sell, dispose or hive off an undertaking of the Company | To sell, dispose or hive off an undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares, debentures or securities of any other association, corporation or Company. |
| 37 | To sell, improve, manage, develop | To sell, improve, manage, develop, exchange, loan, lease or let, under-lease, sub - let, mortgage, dispose of, deal with in any manner, turn to account or otherwise deal with any rights or property of the Company. |
| 38 | To outsource parts of its activities | To outsource parts of its activities to achieve higher efficiencies and throughputs in the achievement of its business goals. |
| IV | Limited Liability | The liability of the members is limited and this liability is limited to the extent of amount unpaid on Shares, if any, held by them |
| V | Share Capital | The Authorised Share Capital of the Company is Rs. 40,000,000,000/- (Rupees Four Thousand Crore Only) divided into 4,000,000,000 (Four Hundred Crores Only) Equity Shares of face value of Rs. 10/- (Rupees Ten only) each. |

Certified True Copy
For Talwandi Sabo Power Limited

Shivangi

Shivangi Dhanuka
Company Secretary
Mem No. A70586



We the Several persons whose names and addresses are subscribed below are desirous of being formed into a Company in pursuance of the Memorandum of Association and we respectively agree to take the number of shares in the Capital of the Company set opposite our respective names :-

S.No.	Names, addresses description and occupation of the subscribers	No. of Equity shares taken by each subscriber	Signature of Subscribers	Signature address description and occupation of witness
1	Punjab State Electricity Board. The Mall Patiala Through: Sh. Jatinder Kumar Goyal S/o Late Sh. Babu Ram Goyal R/o 126, Aekta Avenue Partap Nagar Patiala-147001 Occupation - Services	7500 (Seven Thousand Five hundred)	Sd/-	<p>I witness the signature of all the subscribers who have signed before me</p> <p>Sd/- (Raj Kumar Dua) Chartered Accountant S/o Shri Krishan Kumar Dua C-400, SFS Flats, Sheikh Sarai Phase-I New Delhi-110017 M.No.85275</p>
2	Punjab State Electricity Board The Mall Patiala Thorough : Sh. Rakesh Mehta S/o Late Sh. Dharam Parkash Mehta R/o House No-12. Power Colony No.1, Model Town, Patiala-147001 Occupation - Service	7500 (Seven Thousand Five hundred)	Sd/-	
3	Punjab State Electricity Board The Mall Patiala Through: Er. Krishan Bhagwan Kansal R/o 40, Type VI, Power Colony NO.1 Model Town, Patiala-147001 Occupaton – Service	7000 (Seven Thousand)	Sd/-	
4	Punjab State Electricity Board The Mall Patiala Through: Er. Vinod Kumar Jain S/o Sh. Rikhab Dass Jain R/o 267, Sector-15 Panchkula-134113 Occupation – Service	7000 (Seven Thousand)	Sd/-	
5	Punjab State Electricity Board The Mall Patiala Through: Er. Rajinder Kumar Gupta S/o Sh. Ram Sarop Gupta R/o 115-B, Ajit Nagar Nr. Bindi Nursing Home Patiala-147001 Occupation – Service	7000 (Seven Thousand)	Sd/-	
6	Punjab State Electricity Board The Mall Patiala Through: Er. Darshan Kumar Aggarwal S/o Sh. Rikhi Rani R/o H. No. 32 Power Colony No.1 Model Town Patiala-147001 Occupation – Service	7000 (Seven Thousand)	Sd/-	
7	Punjab State Electricity Board The Mall Patiala Through: Er. Surinder Kumar Aggarwal 26-B/2. Model Town Patiala Occupation - Service	7000 (Seven Thousand)	Sd/-	
	Total	50,000 (Fifty Thousand Equity Shares)		

Place : Patiala

Dated : 24/03/07

Shumanj



