

**INCORPORATED UNDER  
THE COMPANIES ACT, 1956**

**MEMORANDUM OF ASSOCIATION**

**OF**

**ANDHRA PRADESH POWER GENERATION CORPORATION LIMITED**

Name of the Company	I. The name of the Company is <b>Andhra Pradesh Power Generation Corporation Limited.</b>
Registered Office	II. The Registered Office of the Company will be situated in the State of Andhra Pradesh.
Objects	III. <b>(A) The objects to be pursued by the Company on its incorporation are:</b>
Acquire, establish, construct and operate Electric Generating Stations	1. To acquire, establish, construct, take over, erect, lay, operate, run, manage, hire, lease, buy, sell maintain, enlarge, alter, renovate, modernize, work and use Electric generating stations, projects associated lines and all things connected thereto including power stations, civil works, distribution centers, cables, wires, lines, accumulators, plant, motors, meters, apparatus, materials and things connected with the production, generation, use, storage, measurement, and transmission lines connected therewith.
Manufacture, trading, coordination	2. To carry on the business of purchasing, importing exporting, producing, trading, manufacturing or otherwise dealing in Electric Power and to coordinate, aid and advise on the activities of other companies and concerns including subsidiaries, associates, affiliates engaged in the generation of power on all matters concerning the operation and maintenance of Electric generating stations, associate lines and in the production, generation, use, storage and measurement.

Investigate and prepare project reports

3. To study, investigate, collect information and data, review operations, plan, research, design, prepare feasibility reports, prepare project reports, diagnose operational difficulties and weaknesses, and advise on the remedial measures to improve and modernize existing stations and facilitate and to undertake for an on behalf of others the setting up of Electric power plants and generally work for the efficient and economic management of Electric power and the optimum utilization of the resources available.

Operate and to carry on the business of coal mining:

4. To carry on Operation and Maintenance, Renovation and Modernisation of Power Stations and Projects, Transmission, Distribution, Sale of Thermal/Hydro Power and Power Generated through non-conventional renewable energy sources, power development including backward integration and to develop and deal in fuels (Example. Coal, Liquefied Natural Gas, Syngas, Orimulsion, Lignite, Coal bed methane etc.) in all its aspects and for that purpose to set up, promote, operate and carry on the business of coal mining, coal washeries, liquefied natural gas for supply of fuel to APGENCO (Andhra Pradesh Power Generation Company Limited) Stations and also to undertake the business of other allied/ancillary industries including those for utilization of steam generated at Power Stations, Coal Ash and other by products and install, operate and manage all necessary plants, establishments and works.

**B. Matters are which necessary for furtherance of the objects specified in the Clause-III A are:**

As helper and servicing agency for the subsidiaries

5. To arrange, secure and make available to it subsidiaries and other concerned organizations, such facilities, resources, inputs and services as may be required.

To obtain charters, concessions etc.

6. To enter into any arrangement with the Government of India or State Government or any local or State Government or with authorities, national, local, municipal or otherwise, or with any person for the purpose of directly or indirectly carrying out the objects or furthering the interests of the Company or its members and to obtain from any such Government, State

authority or person any charters, subsidies, loans, indemnities, grants, contracts, decrees, rights, sanctions, privileges, licenses or concessions whatsoever, (whether statutory or otherwise) which the Company may think it is desirable to obtain and carry out, exercise and comply with the same (subject to the provisions of Section 73 of the Companies Act, 2013 and the rules framed there under.

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| Borrowing power                                   | 7.  | To borrow money or to receive money or deposits for the purpose of financing the business of the Company either with security or mortgage or other security charged on the undertaking or all any other assets of the Company including uncalled capital and to increase, reduce or pay off any such securities.   |
| To acquire and lease property                     | 8.  | To acquire by purchase, lease, exchange, hire or otherwise or to construct and maintain factories, works, buildings and conveyances of all kinds, land, buildings, apartments, plant, machinery and hereditament of any tenure or description, situated in India or in any other part of the world and any estate or interest herein and any rights over or connected with land so situated and turn the same to account in any manner as may seem expedient, necessary or convenient to the Company for the purposes of its business.                                 |
| To acquire business for companies                 | 9.  | To acquire, possess and undertake the whole or any part of the business, assets, property, goodwill, rights and liabilities of any person, firm, society, association, corporation or company carrying on any business which the company is authorized to carry on.  |
| To obtain authority etc. to carry out its objects | 10. | (a)To obtain, apply for, arrange for the issue or enactment of order or Act of Legislature or Act of Authority in India or any other part of the world for enabling the Company to obtain powers, authorities, protection, financial and other help, necessary or expedient to carry out or extend any of the objects of the Company or for any other purpose which may seem expedient, and to oppose any proceedings or application or any other endeavours, steps or measures which may seem calculated directly or indirectly to prejudice the Company's interests; |

- (b) To establish, maintain, conduct, right to use electrical transmission, supply and distribution of power for the achievement or carrying out all or any of the objects.
- To acquire know-how etc.
11. To apply for, purchase or otherwise acquire any trade marks, patents, brevets or inventions, licenses, concessions and the like, conferring any exclusive or non-exclusive or limited right to use of 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 licenses in respect of or otherwise turn to account the property, right or information so acquired.
- To undertake research, development and training
- 12 (a) To establish, provide, maintain and conduct or otherwise, subsidise research laboratories and experimental workshops for scientific, technical or research experiments and to undertake and carry on directly or in collaboration with other agencies scientific and technical investigations and invention of any kind that may be considered likely to assist, encourage and promote recent advances in technology, economics, import-substitution or any business which the Company is authorized to carry on;
- (b) To establish, maintain and operate technical training institutions and hostels for engineers of all types and all other technical staff and artisans and mechanics of all types and kinds and accountants and others in India or in any part of the world; to make such other arrangements as may be expedient for the training of all categories of officers, workers, clerks, storekeepers and other personnel likely to be useful to or assist in any business which the Company is authorized to carry on.
- To improve property etc.
13. To sell, improve, manage, develop, exchange, loan or lease or let, under-lease, sub-let, mortgage, dispose of, deal with any manner, turn to account or otherwise deal with any rights or property of the Company.
14. To accumulate funds and to invest or otherwise employ moneys belonging to or with the Company and not immediately required, in the

- To invest money purchase or acquisition of any shares, securities or other investments whatsoever, whether movable or immovable upon such terms as may be thought proper and from time to time to all or any such investments in such manner as the Company may think fit.
- To undertake joint venture 15. To amalgamate or enter into partnership or enter into any consortium or arrangement for sharing of funding or profits, cooperative or joint venture with any person or company or body or authority including Government, Central, State or local carrying on or engaged in or which propose to or about to carry on or engage in any operation capable of being conducted so conveniently in connection with the business of the Company or directly or indirectly to benefit the Company or to the activities for which the Company has been established.
- To provide for welfare of employees 16. To provide for the amelioration and welfare of persons employed or formerly employed by the Company and or its predecessor and the wives, families, dependents of such persons by building or contributing to the building of houses, dwellings or by grants of money, pensions, allowances, bonuses or other payments or by creating and from time to time subscribing or contributing to provident fund and other associations, institutions, funds or trusts 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 places of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit.
- To sell property 17. To sell or dispose of an undertaking of the Company of 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, to promote or aid in the promotion of any other company or partnership for the purpose of acquiring all or any of the properties, rights or liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.

To enter into contracts	<p>18(a) To enter into agreements and contracts with individuals, companies or other organization for purchase of equipment and for technical, financial or any other assistance, for carrying out all or any of the objects of the Company;</p> <p>(b) To enter into any arrangement with any Government or Authority, Central, State, Municipal, Local or otherwise that may seem conducive to the Company's objects and to obtain from any such Government or Authority any rights, privileges, and concessions and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;</p> <p>(c) To enter into contracts of Indemnity and guarantee;</p> <p>(d) To apply for, tender, purchase or otherwise acquire any contracts and concessions for or relating to the main objects of other company.</p>
To establish agencies etc.	<p>19. To establish and maintain agencies, branches and local registers, to procure registration or recognition of the Company and to carry on business in any part of the 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 are possessed by the local companies or partnerships or as may be thought desirable.</p>
To subscribe for shares	<p>20. To subscribe for, underwrite, purchase, or otherwise acquire and to hold, dispose of and deal with the shares, stocks, securities and evidences of indebtedness or the right to participate in profits or other similar documents issued by any Government, Authority, Corporation or body by any company or body of persons and any option or right in respect thereof.</p>
To create depreciation funds	<p>21. To create any depreciation fund, reserve fund sinking fund, insurance fund or any other fund, whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company or redeemable preference shares or for any other purposes whatsoever conducive to the interests of the Company.</p>

To open accounts in banks.	22.	To open an account or accounts with any firm or company or with any bank or bankers and to pay into and withdraw money from such account or accounts.
To acquire part of companies.	23.	To acquire and hold all or any part of the share or loan capital or other securities of any other company or body having similar objects as the Company and to sell or dispose of or transfer any such shares, loan interest securities.
To carry on consultancy services	24.	To promote, organize or carry on the business of Consultancy services in any field of activity in which it is engaged.
To promote other companies	25.	To promote or concur in the promotion of any company, the promotion of which shall be considerable in furtherance of the objects or any object of the Company.
To carry on convenient business	26.	Generally 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 be conveniently carried on in connection with any of the Company's objects or are calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
To act as an entrepreneur on behalf of Central or State Government.	27.	To act as an entrepreneur on behalf of the Central or any State Government, to identify new areas of economic investment and to undertake or help in the undertaking of such investments.
To advance money	28.	To advance money on property or on mortgage of immovable property or against Bank Guarantee and to make such 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 deal with the same.
To collect information etc.	29.	To arrange, receive and collect all relevant information in regard to any business carried on by the Company.

To carry on the business of carriers by land etc.

30. To carry on the business of carriers by land, sea and air as may be required from time to time.

To deal with goods etc., dealt with by subsidiaries

31. To carry on the business of trading in and dealing in any manner, whatsoever in all commodities, goods and things, manufactured, produced or dealt with in any manner by any of the subsidiaries of the Company.

And it is hereby declared that:

The word 'Company' save when used in reference to this Company, in this clause, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, whether domiciled in India or elsewhere.

Limited Liability

IV. 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.

Share Capital

V. The Authorized Share capital of the company is Rs.2500,00,00,000 ( Rupees two thousand and five hundred crores only) divided into 250,00,00,000 (two hundred and fifty crores only) Equity Shares of Rs.10 (Rupees Ten only) each with the rights, privileges and conditions attached thereto as are provided by the regulations of the Company for the time being. The company has power, from time to time, to increase or decrease its capital and to divide the shares, in the original or increased capital for the time, into several classes and to attach thereto such preferential rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions as may be permitted by law.

VI. We, the several persons whose names and addresses 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 shares in the capital of the Company set opposite our respective names:

Sl. No.	Name of subscriber, address, description and occupation, with their signatures	No. of equity shares taken by each subscriber	Signature of witness and their address and description and occupation
1.	Sri V.S.SAMPATH, IAS., S/o. Sri V.S.Sundaram, Secretary to Government of AP, Energy Department, Secretariat, HYDERABAD (Service)	1 (One)	<p style="text-align: center;">Sd/- K.A.SASTRY, Chartered Accountant, M/s.KISHORE &amp; SASTRY Chartered Accountants, 11 &amp; 12, Amrutha Mall, Somajiguda, HYDERABAD - 500 016.</p>
2.	Sri M.SAHOO, IAS., S/o.Sri Late M.Damodar Sahoo, Secretary to Government of AP, Finance Department, Secretariat, HYDERABAD (Service)	1 (One)	
3.	Sri J.PARTHASARATHY, S/o.Late J.Gopala Krishnaiah, Chairman, APSEB, Vidyut Soudha, HYDERABAD (Service)	1 (One)	
4.	Sri A.K.Kutty, IAS., S/o.Sri Sankaran Kutty, Member Secretary, APSEB, Vidyut Soudha, HYDERABAD (Service)	1 (One)	
5.	Sri D.PRABHAKARA RAO, S/o.Sri D.Pashupathi Rao, Member Accounts, APSEB, Vidyut Soudha, HYDERABAD (Service)	1 (One)	
6.	Sri A.V.SUBBA RAO, S/o.Sri Late A.Venkataramayya, Member Projects, APSEB, Vidyut Soudha, HYDERABAD (Service)	1 (One)	
7.	Sri C.SUBBA RAYUDU, S/o.Late C.Kondaiah, Member Generation, APSEB, Vidyut Soudha, HYDERABAD (Service)	1 (One)	
		7 (SEVEN)	

Place : Hyderabad

Date: 24-12-1998

The Subscribers to the Memorandum & Articles of Association have been nominated by the Government of Andhra Pradesh vide G.O.Ms.No.95, dated:06-11-1998.

*Certified True Copy*

*G. Adinarayana*

G. ADINARAYANA  
Company Secretary  
APGENCO, Vidyut Soudha,  
HYDERABAD - 500 082.