

PROPOSED MEMORANDUM OF ASSOCIATION OF REC Limited

I. The name of the Company is “REC Limited”.

II. The Registered Office of the Company will be situated in the Union Territory of Delhi.

III. (a) The objects for which the Company is established are:-

******(1) To implement government schemes for the promotion and development of the power related infrastructure in the country.

******(2) To fund or undertake studies, surveys, investigations, research on any project, activity or work associated with objects of REC and to carry out any activity including consultancy, training and to fund/ promote any entity etc. in the business interest of the Company.

******(3) To execute projects, activities or works of creation, up-gradation, renovation, improvement, maintenance, repair, modernization, modification, replacement, augmentation, etc., related to generation, transmission, distribution or supply of power of any form including power from sources of renewable energy.

******(4) To finance projects, activities or works of creation, up-gradation, renovation, improvement, maintenance, repair, modernization, modification, replacement, augmentation, etc. of assets related to generation, transmission, distribution or supply of power of any form including power from sources of renewable energy.

******(5) To finance projects, activities or works including electrification works for creation, up-gradation, renovation, improvement, maintenance, repair, modernization, modification, replacement, augmentation, etc., of electrical and electromechanical/ hydro systems, standalone or that are part of large projects including but not limited to projects of lift irrigation, smart city, electrification of railway line, airport etc.

******(6) To finance projects, activities, schemes for energy conservation, energy efficiency and environmental aspects of power including co-generation/tri-generation/combined heat and power, waste heat recovery system(s), e-mobility & associated infrastructure.

******(7) To finance projects for establishment, expansion, modernization, operations and maintenance of units for manufacture/ supply of capital equipment(s) required in power sector including renewable energy & allied sectors.

******(8) To finance activities having forward and/or backward linkage with power projects including but not limited to development of coal and other mining activity(ies) for use as fuel or other fuel supply arrangements for the power sector, laying of railways line(s), road(s), bridge(s), port(s), jetty(s), harbor(s), airport(s), gas pipeline(s), gas terminal(s) and to meet other enabling infrastructure facility(ies) that may be required for the speedy and effective development of power/energy sector.

(9) To lend to logistics and infrastructure sectors to the extent permitted by the Government of India.

**Proposed
addition**

Altered/inserted by Special Resolution passed in 49th AGM held on 25.09.2018.

** Altered/inserted by Special Resolution passed in 52nd AGM held on 24.09.2021.

**** III. (b) Matters considered necessary in furtherance of Objects:-**

- (1) ** To borrow/obtain, for purposes of the Company, foreign currency including Commercial Loans, official developments assistance loan or foreign lines of credit from any bank or financial institution or Government / Authority or by issue of bonds/debentures or otherwise in such manner as the company may think fit, in India or in any foreign country.**
- (2) To borrow, or raise money or to receive money on deposit or loan at interest or otherwise in such manner as the company may think fit and in particular by the issue of debentures or debentures stock, perpetual or otherwise and convertible into share of this or any other company and to secure the repayment of any such money borrowed, raised or received or owing by mortgage, pledge, charge or lien upon all or any other property, assets or revenue of the Company (both present and future) including its uncalled capital and to give the lenders or creditors the power of sale and other powers as may seem expedient and to purchase, redeem or pay off any such securities and by a similar mortgage, charge or lien to secure and guarantee, the performance by the Company, of any obligation undertaken by the Company or any other person, firm or company, as the case may be.
- (3) To construct, execute, carry out, improve work, develop administer, manage or control works which expression in this Memorandum includes electric, light power, telephone telegraphic and power supply of extension of electric lines for pumpsets for intensive agriculture on a compact area basis, for supply of power to small scale rural industries, for lift irrigation from rivers for domestic lighting, for irrigation for development of sugarcane, tobacco, tea-gardens, other crops and other rural uses.
- (4) To enter into any contract or arrangement for the more efficient conduct of the business of the company or any part thereof and to sublet any contract from time to time.
- (5) To create any Depreciation Fund, Reserve Fund, Sinking Fund, Insurance Fund, Development Fund, or any other special fund whether for depreciation, for repairing improving, extending or maintaining any of the property of the Company or for another purposes conducive to the interest of the company.
- (6) To establish, provide, maintain and conduct experimental workshops for scientific and technical experiments, to undertake and carry on scientific and technical experiments and test of all kinds, to promote studies, scientific and technical, investigations, and inventions by providing, sub-siding engaging or assisting workshops, libraries, lectures, meetings and conferences, and generally to encourage, promote and reward studies, investigations, experiments, tests and inventions of any kind that be considered likely to assist any business which the Company is authorised to carry on.
- (7) To provide for the welfare of the employees or ex-employees of the company and the wives, widows and families or the dependents or connections of such persons, by building or contributing to the building of houses, dwellings, or chawls, or by grants of money, pensions and allowances, bonus or other payments or by creating and from time to time subscribing or contributing to provident fund and other associations, institutions, funds or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other assistance as the Company, may think fit and to subscribe or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national, public or other institutions or objects or purposes.

**** Altered/inserted by Special Resolution passed in the 52nd AGM held on 24.09.2021.**

- (8) To guarantee the payment of money unsecured or secured to guarantee or to become sureties for the performance of any contracts or obligations.
- (9) To enter into any arrangements with the Government of India, or any local or State Government in India or with any authorities, local or otherwise or with other persons that may seem conducive to the Company's objects or any of them and to obtain from them any rights, powers and privileges, licences, grants and concessions which the Company may think it desirable to obtain or to carry out, exercise and comply with such arrangement right, privileges and concessions.
- (10) To invest and deal with the moneys of the Company in any of the securities, shares, investments, properties, movable and immovable and in such manner as may from time to time be determined and so sell, transfer or, transfer or deal in with the same.
- (11) To lend money on mortgage of immovable property or on hypothecation or pledge of movable property or without security to such persons and on such terms as may seem expedient and in particular to persons, having dealings with Company.
- (12) To make, draw, accept, endorse, execute, and issue cheques promissory notes, bills of lading, debentures and other negotiable or transferable instruments.
- (13) To pay for any properties, rights or privileges acquired by the Company either in share of the Company partly in shares and partly in cash.
- (14) To acquire or take over with or without consideration and carry on the business of agents by themselves or in partnership with others or Companies or partnership or concerns whose objects may be similar, in part or in whole to those of the Company.
- (15) To acquire and undertake the whole or any part of the business, property and liabilities of any person, firm or company carrying on any business which the Company is authorised to carry on, or possessed of property suitable for the purposes of this company and to acquire or hold shares therein.
- (16) To let out on hire all or any of the property of the Company whether movable or immovable including all and every description of apparatus or appliances.
- (17) To enter into partnership or into any arrangement for sharing or pooling profits, amalgamation, union of interests, co-operation, joint venture of reciprocal concession 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 which this company is authorised to carry on or engage in any business, undertaking or transactions which may seem capable of being carried on or conducted so as directly or indirectly to benefit this Company.
- (18) To train and pay for the training in India or abroad any of the Company's employees or any candidate or to recruit and employ foreign experts in the interest of or furtherance of the Company's objects.

- (19) To sell, let, exchange or otherwise deal with the 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 Company having objects altogether or in part similar to those of this Company.
- (20) To sell, improve, manage, develop, exchange, lease, mortgage, engravings, dispose of, turn to account, or otherwise deal with, all or any part of property and rights of the Company.
- (21) To receive grants, loans, advances, or other moneys on deposit, or otherwise from State or Central Government, Banks, Companies, Trusts or individual with or without allowance of interest thereon.
- (22) To promote and undertake the formation of any institution or company for the purpose of acquiring all or any of the property, rights and liabilities of this company or for any other purpose which may seem directly or indirectly calculated to benefit this Company or form any subsidiary company or companies.
- (23) Generally to do all such other things 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 on 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.
- (24) To obtain, apply for, arrange for the issue or enactment of order or Act of Legislature of Act of Authority of 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 purposes which may seem expedient and to oppose any proceedings or applications or any other endeavors, steps or measures, which may seem calculated directly or indirectly to prejudice the company's interests.
- (25) To subscribe for, underwrite, purchase or otherwise acquire and to hold, dispose of and deal with the shares, stocks securities and evidence of indebtedness or the right to participate in profits or other similar documents issued by any Government, authority Corporation or body or by company or body of persons and any option or right in respect thereof.
- (26) To act as an agent of the Government of public sector financial institutions, to exercise all the rights and powers exercisable at any meeting of any company engaged in the planning, investigations research, design and preparation or preliminary feasibility/and detailed project reports, construction, generation operation and maintenance of power stations and projects, transmission, distribution and sale of power in respect of any shares held by the Government public financial institutions, nationalised banks, nationalised insurance companies with a view to secure the most effective utilisation of the financial investments and loans in such companies and the most efficient development of the concerned industries.

**** (27) To carry on the business of electric supply and to do all things incidental to such business, like purchase or otherwise acquire from any Government, State or authority any licences, connections grants, decrees, rights, power and privileges whatsoever which may seem to the Company capable of being turned to account and to work, develop, carry out exercise and turn to account the same.**

**** (28) To Acquire the right to use or manufacture and to put up telegraphs, telephones, phonographs, radio transmitting or receiving stations or sets, dynamos, accumulators, and all apparatus in connection with the generation, accumulation distribution, supply and employment of electricity, including all cables, wires or appliances for connecting apparatus at a distance with other apparatus, and including the formation of exchanges or venters.**

IV. The Liability of the members is limited.

*V. The Authorized Share Capital of the Company is ₹5000,00,00,000 (Rupees Five Thousand Crore only) dividend into 500,00,00,000 (Five Hundred Crore only) equity shares of ₹10/- (Rupees Ten only) each.

We the several persons whose names and addresses 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.

* Altered by Special Resolution passed in the 47th Annual General Meeting held on 21.09.2016.

**** Sub-clause nos. (1) & (2) of Clause III (c) subsumed, without any change, as Sub-clause nos. (27) & (28) in Clause III(b) pursuant to Special Resolution passed in 52nd AGM held on 24.09.2021.**

Name of subscriber	Address, Description and occupation, if any	No. of shares taken	Signature of subscribers	Signature of witnesses and their addresses, description and occupation
1. President of India Through Sh. K.P. Mathrani S/o Shri Pribhdas Mathrani	Secretary, Ministry of Irrigation & Power, New Delhi for and on behalf of the President of India	One		
2. Sh K.G.R. Iyer S/o Shri K.S. Govindaswamy Iyer	Joint Secretary Ministry of Irrigation & Power, New Delhi	One		
3. Shri A. T. Bambawale S/o Shri T.A. Bambawale	Joint Secretary, Ministry of Finance, Deptt. of Economic Affairs, New Delhi	One		
4. Shri A. P. Seethapathy S/o Shri A. L. Padmanabha Iyer	Member, Central Water and Power Commission New Delhi	One		
Total No. of Shares		<u>Four</u>		

Dated this 25th of July 1969