

MEMORANDUM OF ASSOCIATION OF PARADEEP PHOSPHATES LIMITED

- I. The name of the Company is PARADEEP PHOSPHATES LIMITED.
- II. The Registered Office of the Company will be situated in the State of ORISSA.
- III. The objects for which the Company is established are :-

A. THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION

- (i) To carry on in India or in any part of the world all kinds of business relating to fertilizers, heavy chemicals, heavy water and their by-products and in particular to carry on the business of manufacturing, storing, packing, distributing, transporting, converting, maintaining and rendering assistance and services of all and every kinds of any description, buying, selling, exchanging, altering, improving and dealing in artificial fertilizers, heavy chemicals of every description whether required for civil commercial or military defence purpose and requirements or otherwise;
- (ii) To carry on all kinds of business including manufacture, marketing, import and export of all kinds of chemicals, including agricultural chemicals and pesticides or any mixture, derivatives and compounds thereof;
- (iii) To carry on in India or in any part of the world all kinds of business including manufacture, production, processing, marketing, import and export of all kinds of seeds and agri-inputs and agri-outputs.
- (iv) "To generate, receive, purchase, transmit, transform, distribute, supply, exchange, sell and otherwise deal in electrical power and energy from conventional and non-conventional sources including but not limited to waste heat recovery systems, and to supply and/or transfer surplus power to State utilities, open market buyers, and any other eligible internal and external consumers in accordance with applicable laws and regulations."

B. Matters which are necessary for furtherance of the object specified in Clause III. A

- (i) To manufacture, store, maintain, sell, buy, repair, alter and exchange let on hire, export, import and deal in all kinds of articles and things (including all kinds of conveyances and all component parts, fittings, tools, implements, accessories, materials and all articles and things used in connection therewith in any way whatsoever) which may be required for the purposes of any of the business of the Company or are commonly supplied or dealt with by persons

engaged in any such business or which may seem capable of being profitably dealt with in connection with any of the business of the Company;

- (ii) To act as agents for Government or authorities or for any manufactures, merchants and others and to carry on agency business of every kind and of any description connected with the business of the Company;
- (iii) To acquire, establish, construct, provide and maintain and administer factories, townships, estates, railway sidings, building yards, wells, water reservoirs, channels, pumping installations, purification plants, pipe lines, landing grounds, hangers, garages, storage sheds and accommodation of all description connected with the business of the Company;
- (iv) To acquire, build provide and maintain wells, tubewells, reservoirs, canals, embankments, aqueducts, dams, barrages, infiltration galleries and contrivances for the purpose of securing adequate supply of water required in any way in connection with the business of the Company or as incidental thereto;
- (v) To acquire, establish, construct, provide and maintain facilities for the generation of steam, power and other utilities and few materials required in connection with the business of the Company;
- (vi) To establish, maintain and operate training institutions, to obtain trained personnel to meet the manpower requirements of the Company;
- (vii) To manufacture, buy, sell, exchange, instal, work, alter, improve, manipulate, prepare for market, import of export and otherwise deal in all kinds of plant and machinery, wagons, rolling stock apparatus, tools, utensils, substances, materials and things necessary or convenient for carrying on any of the businesses which the Company is authorised to carry on directly or indirectly or which is usually dealt in by persons engaged in such business;
- (viii) To make, draw, accept, endorse, execute and Issue Cheques, Promissory Notes, Bills of Exchange, Bills of Lading, Debentures and other negotiable or transferable instruments;
- (ix) To invest and deal with the moneys of the Company in any securities, shares, investments and properties movable and immovable in such manner as may from time to time be determined and to sell transfer or deal with the same;
- (x) Subject to the provisions of the Companies Act 1956, to borrow, raise money or receive money on deposit at interest or otherwise in such manner as the Company may think fit and in

particular by the issue of debentures or debenture stock, perpetual or otherwise, including debentures or debenture stock convertible into shares in this Company, or perpetual annuities and in security or any such money so borrowed, raised or received to mortgage, pledge or charge the whole or any part of the property, assets or revenues, rights, privileges or concessions of the Company, present or future, including its uncalled capital by assignment or otherwise or to transfer or convey the same absolutely or in trust and to purchase, redeem or pay off any such securities;

(xi) To create any depreciation fund, reserve fund, sinking fund, insurance fund or any special or other fund whether for description or for repairing, improving, extending or maintaining any of the properties of the Company or for redemption of debentures or redeemable preference shares or for special dividends or equalising dividends or for any other purpose whatsoever and to transfer any such fund or part thereof to any of the other funds herein mentioned;

(xii) To amalgamate or, enter into partnership, Joint venture, or profit sharing arrangement partially with amalgamate or acquire an interest in any business or venture of or cooperate in any way with or assist or subsidies or enter into reciprocal concession or mutual assistance arrangement with any Company, firm or person, either in India or outside India, and to give or accept by way of consideration for any of the aforesaid acts, deeds or things or for any property, right, exchange or concession acquired, any shares, debentures, debenture stock, or securities that may be agreed upon and to hold retain or sell, mortgage, or deal with any shares, debentures, debenture stock, including those so received;

(xiii) To carry on the business of analytical and consulting chemists and to undertake analytical and research work connected with the business of the Company;

(xiv) To acquire by technical or financial collaboration or otherwise the formulate, recipes and full technical and other information for process of manufacture and the right and/or licence to manufacture and market and to deal in any of the products and things which the Company is entitled to manufacture;

(xv) To promote or concur in the promotion of any Company the promotion of which shall be considered desirable;

(xvi) To search for and to purchase or otherwise acquire from any Government State or Authority any licences, concessions, grants, decrees, rights, powers 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;

(xvii) To purchase, take on lease or in exchange or under amalgamation, licence or concession or otherwise, absolutely or conditionally, solely or jointly with others and to make, construct, maintain work, hire, hold, improve, alter, manage, let, sell, dispose of, exchange, roads, canal, water courses, ferries, piers, aerodromes, lands, buildings, warehouses, works, factories, mill, workshop, railway sidings, tramways, engines, machinery and apparatus, water rights, way leaves, trademarks, patents and designs, privileges or rights of any descriptions or kind for the business of the Company;

(xviii) 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 contracts from time to time;

(xix) To establish, provide, maintain and conduct or otherwise subsidise research laboratories, design cells and experimental workshops for scientific and technical research, design work and experiments and tests of all kinds, to promote studies and researches both scientific and technical, investigations and inventions by providing subsidising, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing or contributing to the remuneration of scientific or technical professors or teachers and by providing or contributing to the awards of scholarships, prizes, grants to students or otherwise and generally to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any business which the Company is authorised to carry on and to enter into any arrangement with Government or any other party in India or elsewhere for aforesaid purpose;

(xx) To take up, undertake, acquire and hold shares, debentures, debenture stock, books, obligations and securities by original subscription or otherwise issued or guaranteed by other Company, or Corporation, statutory or otherwise constituted for carrying a business in India or elsewhere, having objects altogether or in part similar to those of this Company and to underwrite solely or jointly with another or others, shares in any such Company, to take otherwise acquire shares in any other Company if the acquisition of such shares seem likely to promote further or benefit the business or interest of this Company;

(xxi) To acquire or take over with or without consideration and carry on the business of agents by themselves or in partnership with other Companies or enter into partnerships with concerns whose objects may be similar, in part or in whole to those of this Company;

(xxii) To apply for memberships or become a member of any Company, association, society or body corporate having any main objects similar to or identical with those of the Company or likely directly or indirectly to promote the interests of the Company;

(xxiii) 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 process of property suitable for the purpose of this Company;

(xxiv) To let out on hire all or any of the property of the Company whether immovable or movable including all and every description of apparatus or appliances;

(xxv) To enter into partnership or into any arrangement for sharing or pooling of profits, amalgamation, union of interests, cooperation, joint venture, reciprocal concession or otherwise or amalgamate with any person or company carrying on or engaged in or about to carry on or engage in any business, or transaction which this Company is authorised to carry on or engage or in any business undertaking or transaction which may seem capable or being carried on or conducted so as directly or indirectly to benefit this company;

(xxvi) To pay for any properties, rights or privileges acquired by the Company, either in shares in this Company or partly in shares and partly in cash or otherwise;

(xxvii) To promote and undertake to formation of any institution or company for the purpose of acquiring all or any of the property and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to benefit this Company or from any subsidiary company or companies, to carry on any business which may seem capable of being carried on conveniently with the business or main objects of the Company and to acquire any interests in any Industry and undertaking;

(xxviii) To lend money or mortgage of immovable property or on hypothecation or pledge of movable property without security to such persons and on such terms as may seem expedient and in particular to customers and persons having dealing with the Company;

(xxix) To apply for purchase or otherwise acquire and protect prolong and renew, whether in India or elsewhere, any patents, patent rights, brevets inventions trademarks, designs, licences, protections and concessions and the like, conferring any exclusive, non exclusive or limited right to use, or any secret or other information or invention which may appear likely to be advantageous or useful to the Company and to use and turn to account and manufacture under or grant licences or privileges in respect of the same and to spend money in experimenting upon and testing and improving or seeking to improve any patents, patent rights, protection, inventions or rights which the Company may acquire or propose to acquire;

(xxx) To apply for, promote or obtain any act, order, rule, regulation, Charter, direction, authorisations, or privilege from any Government, Country, State Municipality, authority or

agencies for enabling the Company to obtain all powers and authorities necessary or expedient to carry out or extend any of the main objects or powers of the Company or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interest;

(xxxi) To enter into any arrangements with the Government of India or any Local or State Government in India or with the Government or any other State, Country or Dominion or with any authorities, local or otherwise or with any other persons, firms, Associations and Corporations that may seem conducive to the Company's objects or any of them and to obtain from them any rights, powers, privileges, licences, grants, authorisations. Charters and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;

(xxxii) To adopt such means or making known the business of the Company or of any Company in which this Company is interested as may seem expedient and in particular by advertising in the press, radio, television and cinema, by circulars, by purchase and exhibition of works of art of interest, by publications and granting prizes, rewards, premia and donations by laying out field demonstrations and organising such other promotional activities as may deem necessary;

(xxxiii) To construct, execute, carry out, improve, work, develop, conveniences of all kinds, which expression in this Memorandum includes railways, tramways, ropeways, docks, harbours, piers, wharves, canals, reservoirs, embankments, irrigation, reclamation, improvement, sewage, drainage, sanitary, water, gas, electric light, telephonic, telegraphic and power supply works and hotels, warehouses, markets and buildings, which may be required from time to time for furtherance of main objects;

(xxxiv) To apply for tender, purchase or otherwise acquire and contract and concessions for or in relation to the construction, execution, carrying out improvement management, administration or control of works and conveniences and to undertake, execute, carryout, dispose of or otherwise turn to account the same;

(xxxv) To guarantee the payment of money unsecured or secured, to guarantee or become sureties for the performance or any contracts or obligations;

(xxxvi) To acquire or hold shares in any undertaking or company, to acquire the right to use or manufacture and to put up telegraphs, telephones, phonographs, radio transmitting or receiving stations of sets, dynamos, accumulators and all apparatus in connection with the generation, accumulation, distributions, supply and employment of electricity or any power that can be

used as a substitute therefore, including all cable, wires or appliances for connecting apparatus at a distance with other apparatus, and including the formation of exchange or centres and

(xxxvii) To construct, maintain, lay down, carryout, work, self-let on hire and deal in telephonic and all kinds of works, machinery, apparatus, conveniences and in particular any cable, wires, lines, stations, exchanges, reservoirs, accumulators, lamps, meters, which may be required from time to time for furtherance of main objects.

IV. The liability of the Members is limited;

*V. The Authorised Share Capital of the Company is INR 1,130,00,00,000 (Indian Rupees One Thousand One Hundred and Thirty Crores only) divided into 105,00,00,000 (One Hundred and Five Crores) Equity Shares of face value INR 10 (Indian Rupees Ten only) amounting to INR 1,050,00,00,000 (Indian Rupees One Thousand Fifty Crores only) and 80,00,000 (Eighty Lakhs) 7% non-cumulative redeemable preference shares of INR 100 each (Indian Rupees Hundred only), amounting to INR 80,00,00,000 (Indian Rupees Eighty Crores Only), with a power to increase or reduce the capital of the Company in accordance with the provisions of the Companies Act, 2013 and to classify or reclassify the Share Capital."

**"The Authorised Share capital of the Company was amended pursuant to the Composite Scheme of Arrangement amongst Mangalore Chemicals & Fertilizers Limited, Paradeep Phosphates Limited and their respective shareholders and creditors as approved by the Hon'ble National Company Law Tribunal, Bengaluru Bench and Cuttack Bench vide their orders dated September 24, 2025 and September 26, 2025 respectively."*

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 Company set opposite our respective names.

Sr. No.	Name, address, description and occupation of subscriber	No. of Shares taken by each Subscriber	Signature of Subscriber	Name, address, description, occupation and Signature of witness
1.	President of India through Shri Sharad Manohar, Kelkar S/o Shri M.V. Kelkar Joint Secretary, Ministry of Petroleum, Chemicals and Fertilisers (Department of Chemicals and Fertilisers) New Delhi	2 (Two) Equity Shares	Sd/- (S.M. Kelkar)	Witness to all Sd/-
2.	Shri Virendra Kumar S/o Shri Dhananjai Prasad Joint Secretary and Financial Adviser Ministry of Petroleum, Chemicals and Fertilisers (Department of Chemicals and Fertilisers) New Delhi	2 (Two) Equity Shares	Sd/- (V. Kumar)	Shri K. Venkataraman S/o Shri Late K.V. Krishna Ayyar Under Secretary, Ministry of Petroleum, Chemicals and Fertilisers (Department of Chemicals and Fertilisers) New Delhi
3.	Shri Sebastian Jacob S/o Shri I.D. Chacko Executive Director Indian Farmers Fertiliser Cooperative Limited, 34, Nehru Place, New Delhi	1 (One) Equity Shares	Sd/- (Sebastian Jacob)	
	Total Shares taken	5 (Five) Equity Shares		

Dated the 23rd day of December 1981