
MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

INDIAN GARNET SAND COMPANY PRIVATE LIMITED

FORM - I B.



CERTIFICATE OF INCORPORATION

No. 18-18315 of 1989

I hereby certify that INDIAN GARNET BAND COMPANY
PRIVATE LIMITED

is this day incorporated under the Companies Act, 1956 (No. 1 of 1956)
and that Company is Limited.

Given under my hand at MADRAS

this Tenth day of November
Nineteenth Fortica

One thousand nine hundred and Eighty Nine
One thousand nine hundred and Eboven (Saka)



G. Srinivasan
(G. SRINIVASAN)
Registrar of Companies
TAMIL NADU

INDIAN GARNET SAND COMPANY PRIVATE LIMITED
MEMORANDUM OF ASSOCIATION

- I. The name of the Company is INDIAN GARNET SAND COMPANY PRIVATE LIMITED.
- II. The Registered Office of the Company will be situated in the State of Tamil Nadu.
- III. The objects for which the Company is established are:

(A) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

1. To search for and to purchase or otherwise acquire from any government, state or authority, any licences, concessions grants, decrees, rights, powers and privileges for mining and processing garnet sand, granite, quartz, vermiculite, graphite, feldspar and mica.
2. To purchase, take on lease or otherwise acquire any mining rights, mines and lands in India or elsewhere believed to contain metallic or mineral, saline or chemical substances, french chalk, china clay, bentonite and other clays, barytes, calcite and such other filler materials, earths or other ingredients including coal, lignites, rock phosphate, brimstone, bauxite, rare earths which may seem suitable or useful of exporting, working, developing and turning into account the same.
3. To acquire by concession, grant, purchase, barter, lease, licence or otherwise any tract or land or water in India or elsewhere together with such rights as may be agreed upon and granted by Government or the rulers or owners thereof, and to expend such sums of moneys as may be deemed requisite and advisable in exploration, survey and development thereof.
4. To purchase, sell, import, export or otherwise the deal in minerals and metals of all kinds including their alloys and combinations.

15. The First Directors of the Company shall be:

1. SRI D. DHAYA DEVADAS

2. SMT. G. JEBAXANI

3) SRI R. DHANUSKODI ATHITHAN

4) SMT. INDIRA DEVI

16. i. No share qualification is necessary for any individual to be appointed as a Director of the Company.

ii. The Board shall have power to co-opt one or more persons to be the Directors but so that the total number shall not be exceed nine. The Board shall have the power to appoint alternate Directors in the manner mentioned in Section 313 of the Companies Act, 1956.

17. Subject to the provisions of the Act, the Central Government or any State Government or any Financial Institution or Bank or foreign collaborator or other body corporate if so agreed between them and the Company, shall be at liberty to nominate Directors in terms of such agreement. The provisions regarding the qualification shares or retirement of Directors by rotation etc. shall not apply to such Directors.

18. The four founder directors shall hold office for life unless they vacate their offices earlier. All other Directors of the Company shall hold office for such term as may be determined by an Annual General Meeting and shall retire at the Annual General Meeting held after their first appointment.

19. The Board may from time to time appoint one or more of their body to the office of Managing Director or Executive Director for such term, and on such remuneration (whether by way of salary or commission, or partly in one and partly in another) as they may think fit and a Director so appointed shall not, while holding that office, be subject to retirement by rotation or taken into account in determining the rotation of retirement of Directors but his appointment shall be subject to determination in so far as if he ceases from any cause to be a Director, or if the Company in general meeting resolves that his