

THE COMPANIES ACT, 2013
(COMPANY LIMITED BY SHARES)
MEMORANDUM OF ASSOCIATION

OF

MADHYA PRADESH METRO RAIL CO LIMITED

- 1st The name of the Company (hereinafter called "The Company") is "MADHYA PRADESH METRO RAIL CO LIMITED"
- 2nd The Registered Office of the Company will be situated in the State of Madhya Pradesh.
- 3rd (a) The objects to be pursued by the company on its incorporation are:—
- 1 To plan, build, commercially operate and / or facilitate building and commercial operation of Mass Rapid Transit System (MRTS) for Madhya Pradesh and for any other area by constructing, facilitating construction, taking over leasing, either on its own or otherwise, and by building new transit routes of any mode or a combination of modes, with all allied infrastructural facilities, MRTS being to take all necessary measures, to enhance the urban form quality of life, make city liveable, urban reshaping, Transit Oriented Development (TOD) led development, Right of Way (ROW) enhancement on the corridor and on both the sides to maintain building line, skyline etc. and to carry on the business to set up, manage, operate and maintain Mass Rapid Transport System (MRTS) in the State of Madhya Pradesh to provide the general public with a fast, reliable, convenient, efficient, State of the Art, sophisticated and economical mode of public transport.
 - 2 To carry on the business relating to construction, maintenance and operation of Mass Transit and other Urban Transport of any kind and description and to enter into contract on PPP, turnkey basis or otherwise, either individually or jointly with other undertakings and companies or persons abroad or in India including but not limited to supply, erection, commissioning of equipment and components, testing, operation and maintenance and all other services and systems ancillary thereto, construction of new systems, road/rail over and under-bridges and foot over and under bridges and sub-ways, construction and modernization of manufacturing, remanufacturing and repair workshops and maintenance depots, setting up of production units for manufacture of rolling stock, mass transit vehicles, signalling, interlocking and telecommunication equipment, traffic control equipment and systems, bridge girders, structures, welded rails, pre-stressed concrete sleepers, various track components, electrification of systems, provide and arrange integration of various modes of transport and other requirements for MRTS and other Urban Transport Systems of any kind and description.

- 3 To plan, build and commercially operate and/or facilitate building and commercial operation of MRTS for Madhya Pradesh and for any other area by constructing, facilitating, construction, taking over, leasing, either on its own or otherwise on any other model and by building new transit routes of any mode or a combination of modes with all attendant infrastructural facilities. To provide and/or facilitate provision of multi modal transportation services including owning/licensing and operating public transport routes, passengers and goods carriers, other road vehicles and other modes of transport and providing seamless transportation services. To do all such acts and things as the Company may consider necessary, conducive or incidental, directly or indirectly, to the attainment and enlargement of the aforesaid objectives or any of them.

(b) Matters which are necessary for furtherance of the objects specified in clause 3(a) are:—

- 1 To undertake various Planning Tools including but not limited to Town Planning Scheme (TPS), land pooling, readjustment or reconstitution of Plots for the purpose of constructing, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings, and by planting paving draining, farming, cultivating, letting on building lease or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with concessionaire and builders, tenants and others for the main business of the Company.
- 2 To use land as resource by selling Floor Area Ratio (FAR), property development, Transfer of Development Rights (TDR), Betterment Levy, Development Charges, incremental property tax and share in tax etc. and identification of donor and recipient in TDR areas and to sale of free FAR along the MRTS Corridor Stations and to carry on the business of agency in all its branches and kinds especially in the fields of advertisements, travel and tourism along the MRTS corridor and commercial utilization of MRTS corridor/ property and projects related to it and by providing MRTS properties as exclusive land use, air and underground rights for property development.
- 3 To use land as resource by developing residential and commercial establishment, constructing, maintaining, enlarging, pulling-down, removing or replacing improving or developing working, managing and controlling building, offices, godown, warehouse, shop, machinery, engine, roadway, MRTS, tramway or other means of transport, siding, bridge etc. and to grant No Objection Certificate (NOC) for building permission along the MRTS Corridor and properties and projects related to it.
- 4 To establish Transit Oriented Development (TOD) based Public Transport system for developing corridor building, office, godown, warehouse, shop, machinery, engine, roadway, and to develop Townships, satellite towns, compact and smart city.
- 5 To acquire land through TDR or mutual agreement or compulsory (under prevailing Land Acquisition Act/ Metro Act) or taking on lease, under construction or otherwise, lands,

buildings, works to develop and to turn to account, the same if it is required for the business of the Company and to utilize land parcels allotted to MRTS Company and to define land use for identified land parcels in development plans including land pooling from Owners by Metro Rail Company / Development Authority / Municipal Corporation / SPV / Pvt Firm etc.

- 6 To provide parking and its operation and management. To identify Donor and Recipient TDR areas and to recommend amendments and suggestions in the Develop Plan and to issue notification of corridors and suggest necessary amendments in Development Plan and to issue TDR in lieu of land acquired for public purposes, defining public purposes.
- 7 To create and develop residential/Commercial establishments, Township, Satellite City, Smart Cities through MRTS and TOD principle/ basis by mixed land use, enhancing FAR, TDR providing special rights to company and appropriate provisions in development plans, development control regulation and as per applicability amending existing laws of the land i.e. T & C P Act and other relevant Act, Rules, Regulations, development plans etc.
- 8 To define exclusive land use for identified land parcels in the development plans, modifying land use and transfer policy or special township/ commercial establishment policy for townships / satellite town allowing land pooling from farmers through development authority / housing board / municipal corporation/ Metro rail Company/ private firms by exempting taxes central as well as states, by imposing restriction on existing liberal FAR Regime, by provisioning viability Gap Funding (VGF), by amending policies for making cities liveable and project viable, by allotting land on priority in and around cities for MRTS and allied project such as but not limited to smart city, re-densification etc. and by innovating financing mechanism.
- 9 To provide free land, Tax Waiver, Govt. Equity/Parastatal/ULB and VGF by providing cost towards utility shifting and rehabilitation, road widening and land acquisition cross subsidization through implementation of smart city project.
- 10 To make or construct in or upon, across townships/satellite city including smart city under to over any lands, or, any streets, hills, valleys, roads, MRTS, tramways, or any rivers, canals, brooks, streams or other water or any drains, water pipes, gas-pipes, oil pipes, sewers, electric supply lines, or telegraph lines, such temporary or permanent inclined, planes, bridges, tunnels, culverts, embankments, aqueducts, roads, lines of MRTS, passages, conduits, drain, piers, cuttings and fences, intake wells, tube wells, dams, river training and protection works as the Company thinks proper.
- 11 To use land as resources by commercial exploitation but not limited to land and air space and other available or handed over resources for optimal utilization of their potential, by constructing building of any nature.

- 12 To alter the course of any river, brook, stream or other water courses, for the purpose of constructing and maintaining tunnels, bridges, passages or other works over or under them and divert or alter either temporarily or permanently, the course of any river, brook, stream or other water courses or any road, street or way or raise or sink the level thereof, in order to carry them more conveniently over or under or by the side of the MRTS.
- 13 To make drains or conduits into, through or under any lands adjoining the MRTS for purposes of conveying water from or to the MRTS.
- 14 To erect and construct such houses, warehouses, offices and other buildings, and such yards, stations, wharves, engines, machinery, apparatus and other works and conveniences as the Company thinks proper and to alter, repair, repave or dismantle/discontinue such buildings works and conveniences as aforesaid or any of them and substitute others in their stead.
- 15 To erect, operate and maintain or repair any telegraph and telephone line, any electric traction equipment, power supply and distribution installation in connection with the working of the MRTS.
- 16 To make and maintain works for the accommodation of the owners and occupiers of lands adjoining the MRTS such as crossings, bridges, over bridges, under bridges, culverts, tunnel roads, drains, water sources or other passages over, under or by the sides of or leading to or from the MRTS.
- 17 To make boundary marks or fences, erecting gates, chains, bars, stiles or hand rails in connection with the working of MRTS.
- 18 To establish ferries for the accommodation of its traffic or otherwise providing and maintaining, bridges and roadways, constructing and maintaining roads for the accommodation roadways, constructing and maintaining roads for the accommodation of traffic passing, providing and maintaining any means of transport including motor transport, taxi cabs, lorries, bus transport, station wagons or aircraft service with a terminus at or near a station on its MRTS which may be required, for the reasonable convenience of passengers, carried or to be carried on Railway.
- 19 To establish Mass Transit and other Urban Transport Systems of all types and disciplines, Rail, Road, Sea, Underground and Air based including Rail based mass capacity rapid transit systems, Surface heavy rail system, MRTS systems, surface, elevated or underground, including magnetic levitation systems and monorails.
- 20 To do all acts necessary for making, maintaining, altering, or repairing and use of MRTS.
- 21 To design, establish, provide, maintain and perform engineering, technical, financial, management and all other connected advisory / consultancy services for development of Mass Transit and other Urban Transport of any kind and description including but not

limited to surveys of all types, feasibility reports, detailed project reports, techno-economic investigations, site selections, supply of basic, engineering and detailed design and working drawings for construction of MRTS and other Urban Transport of any kind and description, industrial plants and factories pertaining to their working, and equipment selection therein and manufacture of MRTS rolling stock and other vehicles, rail or road and equipments of all kinds and description, material handling, preparing specifications and tender documents, tender evaluation and purchase assistance of all materials and goods pertaining to such projects, expediting, inspection and testing, construction supervision, project appraisal, contractual and legal documentation, environmental and social studies, project management, commissioning and maintenance, training of personnel and any other such services of any kind and description.

- 22 To plan, design, develop construct, maintain and operate restaurants, refreshments, rooms, cafeteria, etc., both stationary and mobile, rest rooms, books stalls, shopping mall & shopping / office complexes, reading rooms, information centers, tourist centers and the like render all facilities and services incidental to, connected with or relating to MRTS and other Urban Transport of any kind and description.
- 23 To apply for, tender, purchase or otherwise acquire any contract and concession for or in relation to the construction, carrying out equipment, improvement, management, administration or control of works and conveniences required for any of the businesses of the Company and to undertake, carry out, dispose of or otherwise turn to account the same in the foregoing matters and things in connection with the objectives of the Company.
- 24 To enter into any contract or arrangement, for more efficient conduct of any of the businesses of the Company or any part thereof and to sublet contracts from time to time upon such terms and conditions as may be thought expedient and beneficial to the Company.
- 25 To act as metal workers, builders, contractors and engineers in connection with the business of the Company at any time being conducted and which may seem calculated or capable of being conducted so as to directly or indirectly benefit the Company.
- 26 To acquire, establish, construct, provide, maintain and administer workshops, townships, estates, permanent way, buildings, yards, walls, water reservoirs, channels, pumping installations, purification plants, pipe lines, garages, storages sheds and accommodation of all descriptions connected with the business of the Company and which may seem calculated directly or indirectly to advance the interest of the Company.
- 27 To act as quarry masters and stone merchants, and to buy, sell, get, work, shape, hew, carve, polish, crush and prepare for market or use stone of all kinds; and to carry on business as dealers, in lime, cement, mortar, concrete and building materials of all kinds, for the business of the Company.

- 28 To do all or any business of buyers, sellers, dealers and workers in plasters, whiting, casks, sacks, mineral, clay, earth, gravel and cake, fuel, artificial stone and builders requisites of all kinds, for the business of the Company.
- 29 To do all or any of the businesses of timber, plumber, iron and wood merchants, timber growers and dealers in plants, furniture and builders requisites and to purchase, take on lease or otherwise acquire, plant, cut and deal in forest or timber lands and estate of every description, in connection with business of the Company.
- 30 To do the business of electric supply for the business of the Company and to do all things incidental to such business.
- 31 To act as civil engineers, mechanical engineers, electrical engineers, signalling and telecommunication engineers, sanitary and water engineers, and plumbers, brass-founders, metal workers, machinist, smith and tool makers, and to buy, sell, exchange, install, work, alter, improve, manipulate, otherwise deal, prepare for market, import or export, let or hire, all kinds of plant and machines, wagons, rolling stock, apparatus, tools, substances, material and things of all kinds necessary or convenient for carrying on any of the businesses which the Company is authorized to carry on and which seem calculated directly or indirectly to advance the interest of the Company or otherwise assist or take part in doing any of these things and/or join with any other Company or with any other Government in India or abroad and / or Governmental authorities / institutions in doing any of these things.
- 32 To act as water-works Company as calculated directly or indirectly to result in the furtherance of the attainment of the main objects of the Company and to sink wells and shafts and to acquire, build, provide and maintain dams, barrages, reservoirs, infiltration galleries, waterworks, cisterns, culverts, filter-beds, mains and other pipes and other applications, and to execute and do all other acts and things necessary or convenient for obtaining, storing, selling, delivering, measuring, distributing and dealing in water in connection with the several business activities which the Company is authorized to carry on.
- 33 To purchase, take on lease, or in exchange or under amalgamation, license or concession, or otherwise, absolutely or conditionally, solely or jointly with others and make, construct, maintain, work, hire, hold, improve, alter, manage, let, sell, dispose of, exchange, roads, canals, water course, lands, buildings, workshops, MRTS, business, tramways, machinery and apparatus, water-rights, way leaves, trademarks, patents and designs, privileges or rights of any description or kind, in connection with the business of the Company and which may seem capable of being conducted so as to directly or indirectly benefit the Company.
- 34 To buy and sell explosives and other explosive products and accessories of all kinds and of whatsoever composition used in connection with the business of the Company.

- 35 To acquire from any person, firm or body corporate whether in India and/or outside India in the public or private sector, technical information, know-how, process engineering, manufacturing and operating data, plans, layout and blue prints, useful for design, erection, construction, commissioning, operation and maintenance of plant and equipment required for any of the businesses of the Company and to acquire any grant or license and other rights and benefits in the foregoing matters and things.
- 36 To carry out or to have carried out experiment and research in laboratory, pilot plant and industrial scale, and to incur expenses necessary there-for with a view to improving on the present method and process of working the several business activities which the Company is authorized to carry on.
- 37 To receive grants from the Government of India or any State or Union Territory Government or from abroad for the said projects and to make other financing arrangements for construction, maintenance and operation of new and existing MRTS and urban transport and other related systems including raising loan from local/foreign financial institutions, property development & development control regulation, capital markets and resources from collections through dedicated taxes.
- 38 To buy or sell in India and/or abroad as importers, exporters, agents or otherwise of any ferrous, non-ferrous and chemical plants, equipments and auxiliaries which can be advantageously dealt with by the Company to attain the foregoing objects and to carry on operations or business of any nature which the Company from time to time may deem fit or expedient to carry on in connection with its main business at any time being conducted and which may seem calculated, or capable of being conducted or as to directly or indirectly benefit to the Company.
- 39 To apply for, purchase, or otherwise acquire, and protect and renew in any part of the world any patents, patent rights, trade marks, designs, licenses, concessions and the like, conferring any exclusive or non – exclusive or limited rights, to their use, or 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, rights or information so acquired, and to expend money in experimenting upon, testing or improving any such patents, inventions or rights and without prejudice to the generality of the above, any contracts, monopolies or concessions for or in relation to the supply and sale of any minerals, metals, products or other substances, materials, articles or things for or in relation to the construction, execution, carrying out, improvement, management, administration or control of any works and conveniences required for the purpose of carrying out any of the aforesaid business and to undertake, execute, carry out, dispose of or otherwise turn to account such contracts, monopolies or concessions.

- 40 To acquire/ grant from/ to any Government, Central, State, Local or Foreign or public body, or person or authority, or from any private individual any concession, grant, decree, right, power and privilege whatsoever which may seem to the Company capable of being turned to account, or which the Company may think directly conducive to any of its objects or capable of being carried, on in connection with its business and to work, develop, carrying, exercise and turn to account the same.
- 41 To apply for charter, privilege, concession, license or authorization of any Government, State or Municipality, provisional order or license from any authority for enabling the Company to carry out any of its objects into effect or for extending any of the powers of the Company or for effecting any modification of the Company or for any other purpose which may seem expedient and to oppose any proceeding or application which may seem calculated directly or indirectly to prejudice the interest of the Company.
- 42 To provide residential and/or resting accommodation, medical and welfare facilities for the employees of the Company and in connection therewith to afford to such persons facilities and conveniences for transport, washing, bathing, cooking, reading, writing and for the purchase, sale and consumption of provisions, both liquid and solid and for the safe custody of goods.
- 43 To construct and maintain or wind up branch offices and/or new offices in India or elsewhere as it may be necessary to protect and promote the interest of the Company.
- 44 To exchange, sell, convey, assign or let on lease/rent or grant license for the whole or any part of the Company's immovable properties and to accept as consideration or in lieu thereof other land or cash or Government securities guaranteed by Government or shares in Joint Stock Companies or partly one and partly the other or such other property or securities as may be determined by the Company and to take back or reacquire any property so disposed of by repurchasing or leasing the same or obtaining a license for such price or prices and on such terms and conditions as may be agreed upon.
- 45 To enter into any agreement with any State Government, Central Government or Foreign Government, or with any authority, public, municipal, local, or otherwise or with any other person that may seem conducive to the objects of the Company or any of them and to obtain from any such government, authority or persons, any right, privilege, authority, contract, license, and concession which the Company may think it desirable to obtain and to carry out, exercise and comply therewith and dispose of or turn to account the same.
- 46 To improve, manage, develop, grant rights or privileges including but not limited to advertising rights in respect of or otherwise deal with all or any part of the property and rights of the Company.
- 47 To promote and form and to be interested in and take hold and dispose of shares in other companies having objects in whole or in part similar to those of the Company and to

transfer to any such Company any property of the Company, and to take or otherwise acquire, hold and dispose of shares, debentures and other securities in or of any such Company and to subsidize/assist any such company.

- 48 To pay for any right or property acquired by the Company and to remunerate any person or Company whether by cash payment or by allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or otherwise.
- 49 To establish and maintain or procure the establishment and maintenance of any contributory provident fund, contributory or non-contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pension, bonus, annuities or other allowance or emoluments to any person who are or were at any time in the employment and/or service of the Company, or of any company which is a subsidiary of the Company or is allied, to or associate with the Company or with any such subsidiary Company or who are or were at any time the Directors or officers or staff of the Company or of any such other Company as aforesaid, and the wives, widows, families and dependents of any such persons, and also establish and subsidize to any charitable or public object, institution, society, association, club or funds calculated to the benefit of or to advance, the interest and well being of the Company or of any such other Company as aforesaid or its employees and to make payment to or towards the insurance of any such person aforesaid and to any of the matters aforesaid either alone or in conjunction with any other Company aforesaid.
- 50 To create any depreciation fund, reserve fund, sinking fund, insurance fund or any other special fund, whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company or for any other purpose conducive to the interest of the Company.
- 51 To act as agents and as trustees for any person or Company and to undertake and perform subcontracts and to do all or any of the above things in any part of the world as principal, agents, contractors, trustees or otherwise and by agents sub- contractors, trustees or otherwise and either alone or jointly with others.
- 52 To train and/or pay for the training in India or abroad of 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.
- 53 Arrange and provide necessary security for the assets of the Company and users of its services.
- 54 To enter into agreements with the Central Government/State Government, MRTS Administration, Private Agencies & Private Sector Parties in India or abroad for purposes of:

- (i) Working, use, management and maintenance of any MRTS track;
 - (ii) Construction and/or supply of rolling stock and machinery or for leasing or taking on lease any rolling stock, plant, machines or equipment required for use of MRTS or for the maintenance of rolling stock;
 - (iii) Payments to be made and conditions to be performed with respect to working, use, management and maintenance;
 - (iv) Inter-change, accommodation and conveyance of traffic being on, coming from or intended for the respective MRTS of the contracting parties and fixing, collection, appointment and appropriation of revenue arising from that traffic;
 - (v) Purchasing, acquiring, taking on lease, under construction or otherwise, lands, buildings, works, mines, mineral deposit, moving rights, plantations, forests and any right and privilege or interest therein and to explore work, exercise, develop and to turn to account, the same if it is required for exercise, develop and to turn to account, the same if it is required for the business of the Company.
- 55 To identify and develop new concepts and ideas of urban development including but not limited to township/satellite city/ re-densification projects/Smart Cities, Regional Corporate Utilities for improved service delivery and sustainable financing, Economic Development and Investment Facilitation, Urban Resilience, Climate Change, Social Development and mitigating Violence against Women. The support may include state level reference framework and benchmark development; policy and regulatory framework; pilot project identification, development and implementation followed by scale-up strategy with properly institutionalized procedures and mechanisms, organize national and international workshops, seminars and conferences, undertake Information Education and Communication (IEC) activities and awareness generation initiatives.
- 56 To develop and turn to account any land acquired by the Company or in which it is interested, and in particular by laying out and preparing the same for, building purposes, constructing, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings, and by planting paving draining, farming, cultivating, letting on building lease or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others for the main business of the Company.
- 57 To acquire, establish, construct, provide, maintain and administer workshops, townships, estates, permanent way, building yards, walls, water reservoirs, channels, pumping installations, purification plants, pipe lines, garages, storages, storage sheds and accommodation of all description connected with the business of the Company.
- 58 To employ and remunerate experts or consultants to prepare project report, plants, estimates of schemes of mass transport, to investigate, to examine conditions and prospectus, value and circumstances of Mass Transport and allied subjects.

- 59 Subject to the provisions of the Companies Act, 2013, to and the Constitution of India to subscribe or contribute or otherwise to guarantee money to charitable, benevolent, religious, scientific, educational or other institutions or any public, general or useful objects.
- 60 To establish or promote or concur in establishing or promoting any Company or Companies for the purpose of acquiring all or any property, rights and liabilities of the Company or any other purpose which may, seem directly or indirectly calculated to benefit the Company and to place or guarantee the placing of, under-write, subscribe for or otherwise acquire all or any part of the shares, debentures or their securities of such other Company.
- 61 To form subsidiary companies for any purpose whatsoever.
- 62 To provide monitoring and evaluation support to Government of Madhya Pradesh for all or any urban development activity as and when required.
- 63 To hold exhibitions, meetings, lectures, classes, seminars, workshops, courses or other events either alone or with others.
- 64 To promote research, experimental work, scientific investigations and development of any aspect of the objectives of the Company and its work and to disseminate the useful results of any such research for public benefit.
- 65 To purchase, take on lease or in exchange, hire or otherwise acquire and hold any real or personal estate, maintain and later sell any of the same as are necessary for any of the objects of the Company and (subject to such consents as may be required by law) sell, lease or otherwise dispose of or mortgage any such real or personal estate.
- 66 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques, other instruments, and to operate bank accounts in the name of the Company.
- 67 Subject to such consents as may be required by law, to borrow and raise money for the objects of the Company on such terms and conditions and on such security as may be thought fit.
- 68 To purchase, take on lease, or in exchange, hire, or otherwise acquire real or personal property and rights or privileges and to construct and maintain.
- 69 To carry on trade in so far as either the trade is exercised in the course of the actual carrying out of a primary object of the Company or such trade is temporary and ancillary to the carrying out of the said objects.
- 70 To take and accept any gift of money, property or other assets, whether subject to any special trust or not, for any one or more of the objects of the Company.
- 71 To subscribe for absolutely or conditionally or otherwise acquire and hold shares, stocks, debentures, debenture stock or other securities or obligations of any other company.

- 72 To invest the money of the Company not immediately required for its objects in or upon such investments, securities or property as may be thought fit subject to the provisions under Companies Act 2013 but the company shall not carry the business of banking within the meaning of Non-Banking Financial Corporation.
- 73 To make any charitable donation either in cash or assets for the furtherance of the objects of the Company.
- 74 To lend money and give credit to, take security for such loans or credit from and to guarantee and become or give security for the performance of contracts or obligations by any person or company as may be necessary or expedient for the work of the Company.
- 75 To employ and pay any person or persons to supervise, organize, carry on the work of and advise the Company.
- 76 To carry on the business relating to acquiring, planning, designing, enlarging, altering, erecting, construction, improving, acquiring, renovating, developing and managing commercial, institutional, residential, industrial, leasehold or free hold, anywhere in India or abroad either individually or in association with other undertakings, companies, firms, partnership or any legal association or persons and/or any other entity or entities in India and/or abroad.
- 77 To receive remuneration from, assist and finance any industrial undertaking, project or enterprise, whether owned or run by Government, statutory body, private Company, firm or individual with capital, credit or resources for execution of its work and business.
- 78 To carry on the business of hospitality industry in all its branches and kinds by the establishment of hotels, lodging houses, motels, inns, restaurants, cafeteria, pubs, taverns and the like.
- 79 To insure and arrange insurance cover for and to indemnify its officers, employees from and against all such risks incurred in the course of the performance of their duties as may be thought fit.
- 80 To refer or agree to refer to arbitration, disputes, present or future, between the Company and another Company, Government Departments, Firm, Individuals or Others and submit the same for arbitration to any arbitrator in India or abroad in accordance with the applicable arbitration and conciliation laws.
- 81 To insure against losses, damages, risk and liabilities of any kind of all or any of the properties, undertaking, contracts, guarantees or obligations of the Company in any manner what so ever.
- 82 To register or to get registered the Company on any part of the world and to do all or any of the objects of the business to be carried on by the Company in India or abroad.





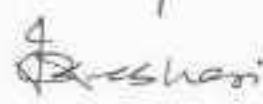
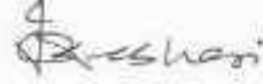
- 83 To amalgamate with any companies incorporated under the Companies Act, 1956/2013, institutions, societies or associations having objects altogether or mainly similar to those of the Company.
- 84 To enter into partnership or any arrangement for sharing profit or union of interest of cooperation, to assist or subsidise any person, firm or company carrying on or proposing to carry on any business within the objects of this company or capable of being conducted so as to directly or indirectly benefit this company.
- 85 To pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company.
- 86 To carry on any other business or activity and do any act or thing which in the opinion of the company is or may be capable of being conveniently carried on or done in connection with any of the above, or likely directly or indirectly to enhance the value of or render more profitable all or any part of the company's property or assets or otherwise to advance the interests of the company or its members.
- 87 To do all such other lawful things as shall further the above objects or any of them.
- 88 To use land as a resources but not limited to property, depot, station development and also provide land and other facilities and assistance free of cost for implementation of MRTS projects and adopting any such measures to ensure sustainability of project like land amalgamation and pooling but not limited to TP Scheme.
- 89 To develop and manage a web interface for disseminating information on procurement, specifications, latest procurement price, list of empanelled agencies for urban development and any other information having general public utility.
- 90 To provide necessary assistance to the government agencies for operations and maintenance of urban infrastructure and services and to provide consultancy, advice & support any foreign Government seeking such support, subject to the various requirements set by the Government of Madhya Pradesh.
- 91 To subscribe takeover or otherwise acquire and hold shares, stocks, bonds, or securities of any Government, Local Authority or Company and to deal on the same.
- 92 To undertake, transact and execute all kinds of agency business and trusts of all kinds connected with urban development and its allied services and to carry on the business of transportation of goods and commodities, either directly or through others connected with urban development and its allied services.
- 93 To deal in intercoms, communication, networks, computers, electronics data processors, telex and fax-machines, desktop publishing units, laptop, peripherals, accessories and software systems related to urban development and its allied services.


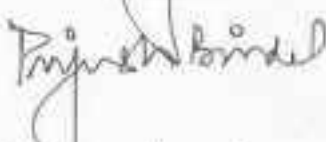
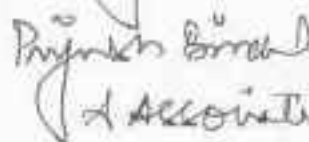

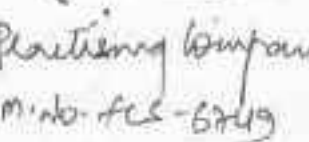

- 94 To organize for imparting training for administrative officers or other professionals in urban development.
- 95 To set up new water recourses, water treatment plants, potable water distribution systems, to promote decentralization in service delivery wherever possible and deal in I.E.C materials and audio-visual equipments, audio-visual aids and media related to urban development and its allied services.
- 96 To carry on the business to conceptualizing, implementation operation and maintenance of urban rail based mass rapid transport system in the State of Madhya Pradesh and allied activities for sustainable project and to provide the general public with a fast, reliable, convenient, efficient, modern and economical mode of public transport.
- 97 To Integrate/Operate multimodal transport of all types and disciplines, Rail, Road, Sea, Underground and Air based including Rail based mass capacity rapid transit systems, Surface heavy rail system, MRTS systems, surface, elevated or underground, Rapid Rail Transit Systems, People Mover Systems including magnetic levitation systems and monorails.
- 98 To enter into agreements on private public partnership basis with companies, associations, societies, organizations or persons foreign or Indian, for implementation of project and securing any of the above objects of the company or for any purpose conducive to the Company.
- 99 To enter into contracts of indemnity and guarantee.
- 100 To enter into contracts such as Build Own Transfer, Build Own Operate, Build Own Lease, and Transfer, Build Operate Own and Transfer or any other type of contracts, with any person or entities, to further the object of the Company.

4th The liability of the members is limited.

5th The Authorized Share Capital of the Company is Rs. 300,000,000/- (Rupees Thirty Crores Only) Divided in to 30,000,000 (Three Crore) Equity Shares of Rs.10/- each.

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 against our respective names:—

Names, addresses, descriptions and occupations of subscribers	No. of shares taken by each subscriber	Signature of subscriber	"I witness to subscriber / subscriber(s), who has/have subscribed and signed in my presence (date and place to be given); further I have verified his or their Identity Details (ID) for their identification and satisfied myself of his/her/their identification particulars as filled in" Signature, names, addresses, descriptions and occupations of witnesses
<p>Kailash Vijayvargya Mr. Shankar Dayal Vijayvargya B-10, Dayanand Nagar 74, Bungalow BHDPAL Munshi, VAD, GOMP</p> <p>Anthony de Sa s/o Late Charles de Sa B-13 Char Imli Bhopal - 462016 Govt. Service (IAS)</p> <p>ICP Keshari, s/o Late Sri J. P. Keshari C-8, Tower 6, New Mohabbat New Delhi - 110023 GOVT. Service / IAS</p>	<p>10 (TEN)</p> <p>10 (TEN)</p> <p>10 (TEN)</p>	<p></p> <p></p> <p></p>	<p></p> <p>Pooja Binsal Practising Company Secretary M.No. A/c - 6249</p> <p>S/o S.M. Agrewal Aadit S-12, 7th Floor, Gurukulapalika, Zone-3, M.P. Nagar, Bhopal - 462011 (M.P.)</p> <p>Dated 20/06/2015 Place + Bhopal</p> <p></p> <p></p>

Pramod Agrawal S/o Shri Prasad Agrawal C-7/2 Char Amli Bhopal (Govt. Servant / IAS)	10 (Ten)	Pramod	   Practising Company Secretary M.No. FCS-6749
MALAY SUREVASTAVA S/O SHRI PREM SHANKAR SUREVASTAVA B/O B-19, CHARIMLI BHOPAL - 462016 (M.P.) GOVERNMENT SERVICE (INDIAN ADMINISTRATIVE SERVICE)	2,99,99,940 (Two Crore Ninety Nine Lakh Ninety Nine Thousand Nine Hundred forty)		
VIVEK AGRAWAL S/O SHRI MADAN MOHAN AGRAWAL D-7/2 CHARIMLI, BHOPAL INDIAN ADMINISTRATIVE SERVICE	10 (TEN)	Vivek	Dated + 20/06/2015 Place + Bhopal
Gulshan Sarda, S/o Sh. Chhajuram, D-16, Upant Colony, Char Amli, Bhopal (M.P.) Government Servant / IAS	10 (Ten)		
Total Shares Taken: 30,000,000 (Three Crore)			

Date: 20/06/2015
 Place: Bhopal