

**MEMORANDUM OF ASSOCIATION
OF
MADHYA PRADESH METRO RAIL
CORPORATION LIMITED**



सत्यमेव जयते
GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS

Office of the Registrar of Companies

Certificate of Incorporation pursuant to change of name
[Pursuant to rule 29 of the Companies (Incorporation) Rules, 2014]

Corporate Identification Number (CIN):



Registrar of Companies

Mailing Address as per record available in Registrar of Companies office:





GOVERNMENT OF INDIA

MINISTRY OF CORPORATE AFFAIRS

Registrar of Companies, Gwalior
3rd Floor , A' Block , Sanjay Complex , Jayendra Ganj

Certificate of Incorporation

[Pursuant to sub-section (2) of section 7 of the Companies Act, 2013 and rule 8 of the Companies (Incorporation) Rules, 2014]

I hereby certify that MADHYA PRADESH METRO RAIL CO LIMITED is incorporated on this Ninth day of July Two Thousand Fifteen under the Companies Act, 2013 and that the company is limited by shares.

The CIN of the company is U75100MP2015SGC034434.

Given under my hand at Gwalior this Ninth day of July Two Thousand Fifteen.

Signature Not Verified
Digitally signed by Ministry of
Corporate Affairs, Govt of
India
Date: 2015.07.09 15:30:22
GMT+05:30

MUKESH KUMAR
Assistant Registrar of Companies
Madhya Pradesh

Mailing Address as per record available in Registrar of Companies office:

MADHYA PRADESH METRO RAIL CO LIMITED
PALIKA BHAWAN, NEAR 6 NO BUS STOP, SHIVAGI NAGAR BHOPAL,
BHOPAL - 462016,
Madhya Pradesh, INDIA



***MEMORANDUM OF ASSOCIATION
OF
MADHYA PRADESH METRO RAIL CORPORATION LIMITED**

**Altered in Extra Ordinary General Meeting held on 05th October, 2020*

- I. The name of the Company is Madhya Pradesh Metro Rail Corporation Limited.
- II. The Registered Office of the Company will be situated in the State of Madhya Pradesh.
- III. The Objects for which the Company is established are:

***[a] THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**

**Altered in Extra Ordinary General Meeting held on 05th October, 2020*

1. To plan, build, undertake, operate and carry on the business of Mass Rapid Transport System in the State of Madhya Pradesh by constructing, facilitating, taking over, leasing, either on its own or otherwise on any model. The term "Mass Rapid Transport System" covers metro railway, light railway, personal rapid transit system, mono rail, sky bus, electric transport pods, Maglev or any similar People Mover System or goods/cargo mover system— solid or liquid, operating on a dedicated guide way at surface, above ground or below ground level. For this purpose, the activities span across the project planning, detailed engineering design/drawings, provision of engineering, technical and management services, provision of support multi-modal transportation services including bus routes, passengers and good carriers, and other modes of transport and to carry on any such other support and allied activities for its operations, functions, its employees, commuters, citizens and for other related commercial purposes as per industry practices.
2. To carry on business of planning, designing, developing, constructing, maintaining and operating and financing of mass rapid transport system and to enter into contract on a turnkey basis or otherwise, as nodal agency and/or concessioning authority either individually or jointly with or under contractual arrangement with any private party or government, local or other bodies or persons abroad or in India, including supply, erection, commissioning of equipment, testing, operation and maintenance and all other services ancillary thereto and this shall include construction of new systems, road/rail over and under-bridges and foot over/under bridges and sub- ways; upgrade, strengthen or covert any or all components of existing systems, lay and renew permanent way, include points and crossings or re-girder existing bridges; to install signalling, telecommunication and train and traffic control and management systems; commissioning and operation of mass rapid transport, other urban transport and People Mover System or installations; to maintain ways, works, all types of fixed installations, rolling stock and other equipment including signalling and interlocking, telecommunication, train contact and electrical installations.
3. To act as consultants to the Central Government, State Governments, bodies corporate, individuals, societies and the like wherever situated, in India or abroad, in the field of public transport especially urban transport in the form of Mass Rapid Transport System, and

to undertake feasibility studies, project reports, viability plans, contractual and legal documentation, environmental and social studies and to act as co-coordinator for legal, financial and other technical aspects of any project including obtaining such clearances/approvals whether Governmental, environmental or others as may be required and also to assist various governments to review existing laws relating to public transport systems and also assist in drafting suitable legislation in the matter of public transport.

4. To carry on the business of railway transport, carriers of passengers by Railways and to generally carry on all businesses relating to a Railways Company (as defined in the Indian Railways Act, 1989 as amended time to time or equivalent new definition of a Railway Company, or in any new or amended Act which may come into force) including but not limited to making or constructing in or upon, across, under or over any land, or any streets, roads, hills, valleys, railways, tramways or any rivers, canals, brooks, streams or other waterways or any drains, water pipes, gas pipes, oil pipes, sewers, or electric supply lines or such temporary inclined planes, bridges, culverts tunnels, embankments, ducts and other such works as the Company thinks proper. This shall further include establishment of mass transit and other urban transport and people mover 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, heavy metro system, surface, elevated or underground. rapid rail transit system, people mover system, including magnetic levitation system, monorails and sky bus or similar system as may be found successful in operation elsewhere.

[b] MATTERS WHICH ARE NECESSARY FOR FURTHERENCE OF THE OBJECTS SPECIFIED IN CLAUSE III (a) ARE:-

1. To acquire, hold, manage and dispose of properties -movable or immovable- as it may deem necessary or acquire, hold, alter, improve and also control development of land use or strategic development of real estate to support metro rail projects.
2. To enter into contracts, agreements or arrangements with any local authority or person or organization.
3. To run taxicabs, lorries, buses, cars, trucks, station wagons, airplanes, airships, motors, railways, rail motors, vessels, boats and all other vehicles of whatsoever kind propelled electricity, gas, gasoline, compressed air, steam, manual power, mechanized power, oil, crude oil, atomic or other energy or by whatsoever other means from one place to another (whatsoever) for the purpose of carrying, conveying, transporting passengers, goods, merchandise, animals or other thing, for the efficient running of the mass transit system.
4. To establish and maintain restaurants, refreshment, rooms, cafeteria, rest rooms, books stalls, reading rooms, information centers and render all facilities and services incidental to, connected with or relating to Mass rapid Transport System with a view to potential expansion.
5. To alter the course of any rivers, brooks, streams 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 rivers, brooks, streams or

other water courses or any roads, streets or ways, or raise or sink the level thereof, in order to carry them more conveniently over or under or by the side of the railways / urban transit way.

6. To make drains or conduits into, through or under any lands adjoining the railways/ urban transit ways for purposes of conveying water from or to the railway/ urban transit way.
7. To erect and construct such houses, warehouses, offices and other buildings and other multi model transport complexes including yards, stations, depots, terminals, bays, tarmacs, wharves, engines, machinery, apparatus and other works and conveniences as the Company thinks proper.
8. To alter, repair or discontinue such buildings, works and conveniences as aforesaid or any of them and substitute other in their stead.
9. To establish linkages with existing transportation facilities in the area of operation.
10. To erect, operate and maintain or repair any telephone, any electric traction equipment, power supply and distribution installation in connection with the working of the railway/ urban transit way.
11. To make and maintain works for the accommodation of the owners and occupiers of lands adjoining the railway/ urban transit way such as crossings, bridges, over-bridges, under bridges, culverts, tunnels, roads, drains, water sources or other passages over, under or by the sides or leading to or from the railway/ urban transit way
12. To make boundary marks or fences, erecting gates, chains, bars, stiles or hand rails in connection with the working of railway/ urban transit way.
13. To establish ferries for the accommodation of its railway / urban transit way traffic or otherwise providing and maintaining, bridges and roadways carrying other traffic, constructing and maintaining road for the accommodation of traffic passing, providing, operating and maintaining any means of feeder transport including motor / road transport, water transport and aircraft service with a terminus at or near a station on its railway / urban transit way which may be required for the reasonable convenience of passengers, carried or to be carried on its railway/ urban transit way.
14. To apply for, tender, purchase or otherwise acquire any contract, other companies, entities and concession for or in relation to the construction, carrying out equipment, improvement, management, administration or control of works, entities and conveniences required for any of the businesses of the Company or for its strategic interests and to undertake, carry out, dispose of or otherwise turn to account the same in the foregoing matters and things.
15. 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.
16. 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.

17. To carry on the business of 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 authorised 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 in doing any of these things.
18. To purchase, take on lease, under concession or otherwise, lands, buildings, works, mines, mineral deposits, mining rights, plantations, forests and any rights and privileges or interest therein and to explore, work, exercise, develop and to turn into account the same, if any required directly or indirectly, for any of the businesses of the Company.
19. 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, railways, 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 calculated or capable of being conducted so as to directly or indirectly benefit the Company.
20. 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.
21. To carry out or to have carried out experiment and research in laboratory, pilot plant and industrial scale, and to incur expenses necessary therefore with a view to improving on the present method and process of working the several business activities which the Company is authorised to carry on.
22. 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.

23. To build, construct, maintain, enlarge, pull-down, remove or replace, improve or develop and work, manage and control any building, office, godown, warehouse, shop, machinery, engine, roadway, buses, railway, tramway or other means of transport, siding, bridge, reservoir, dam, water course, roads, water system, dock, wharf, electric works, gas works or works operated by any other kind of power and works, and also such other machinery, equipment, conveyances, works and conveniences which may seem calculated directly or indirectly to advance the interest of the Company and to subsidise, contribute to or otherwise assist or take part in doing any of these things and/or to join with any other person and/or Company and/or with any Government, Indian and/or foreign, and/or Governmental authority in doing any of these things.
24. 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 licences 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.
25. To sell, dispose of or transfer any building, industrial undertaking, project, or factory to any Company or association or concern carrying on similar business on such terms and conditions as may be determined by the Company.
26. To acquire from 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.
27. To apply for charter, privilege, concession, license or authorisation 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.

28. 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.
29. 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.
30. To carry on any other business or any business of any other kind or quality whether manufacturing services, or otherwise which may seem to the Company capable of being conveniently carried on connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the Company's properties or rights.
31. To purchase, take on lease or license or in exchange hire or otherwise acquire any immovable and/or movable property and any right or privilege which the Company may think necessary or convenient for the purposes of its business or may enhance the value of any other property of the Company and in particular any land (freehold, leasehold or other tenure) buildings, basements, machinery, plant, and stock-in-trade and on any such lands to erect buildings, factories, sheds, go downs or other structures for the works, and purpose of the Company and also for the residence and amenity of its employees, staff and other workmen and erect and install, machinery and plant and other equipment deemed necessary or convenient or profitable for the purposes of the Company.
32. To exchange, sell, convey, assign or let on lease 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.
33. To enter into any agreement with any Government, Indian or Foreign, 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 person, any right, privilege, authority, contract, license, and concession which the Company may think desirable to obtain and to carry out, exercise and comply therewith and dispose of or turn to account the same.
34. To borrow, raise or receive money (in Rupees or Foreign Exchange) on deposit or loan at interest or otherwise whether in India or abroad in such manner as the Company may think fit and in particular by the issue of bonds, debentures or debenture-stock, perpetual or otherwise, and convertible into shares, 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 of the 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 also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person, firm or company of any obligation undertaken by the Company or any other person, firm or company as the case maybe.

35. To acquire land or other real property by whatever means, make available land, or other property required for any public transport project whether for itself or for and on behalf of governments, bodies corporate, individuals, societies, etc., wherever situated and involved in public transport system project of any kind.
36. To lend and/or invest in equity or other instruments of companies which implement such projects, raise or channelize finance required for our project by way of loan from government, private and public financing enterprises/institutions, multilateral lending agencies and otherwise.
37. Develop property and commercially exploit the built up property as well as the land acquired for its own project including space below ground and air spaces above to meet at least partially the capital cost and / or operation and maintenance cost of its project
38. Doing all other acts necessary for making, maintaining, altering or repairing and using the railway.
39. To form subsidiary company for any purpose whatsoever.
40. 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.
41. 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.
42. 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 of other securities of the Company credited as paid up in full or in part or otherwise.
43. To pay out of the funds of the Company all costs, charges and expenses which the Company may lawfully incur with respect to promotion, formation and registration of the Company and/or the issue of its capital or which the Company shall consider to be preliminary, including therein the cost of advertising, printing and stationery and commission and other incidental expenses for obtaining application for taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company, expenses required for the formation of such agencies, branches and local boards.
44. To draw, make accept, endorse, discount, execute and issue and negotiate bills of exchange,

hundies, promissory notes, bills of lading, warrants, debentures and other negotiable instruments or transferable securities/instruments.

45. 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 urban transport and people mover and other related systems including raising loan from local/foreign financial institutions, capital markets and resources from collections through dedicated taxes.
46. Receive, hold and disburse funds on behalf of Government and other individuals and bodies, corporate or otherwise, for any activity related to the Company.
47. To receive money on deposits or interest or otherwise and to lend money with or without securities to such companies, firms or persons and on such terms and conditions as may seem expedient and in particular to customers and others having dealings with this Company and to guarantee the performance of contracts or obligations by any such persons, companies and firms, provided that the Company shall not carry on the business of Banking as defined by the Banking Regulations Act, 1949.
48. To subsidize, assist and guarantee the payment of money by or the performance of any contract, engagement or obligation by any person or company, and in particular customers of the Company, with whom the Company may have or intend to have business relations.
49. To invest and deal with the moneys of the Company not immediately required in such manner as may be thought fit and as determined by the Board of Directors of the Company from time to time.
50. To open and keep in accordance with the relevant provisions of the Companies Act, 2013 if any one or more registers of members in any country or countries where it may be deemed advisable to do so and to allocate any number of shares of the Company to such register or registers.
51. To appoint attorneys, managers, secretaries, officers and staff for the purpose of carrying on the business and functions of the Company or sales or distribution of goods dealt in or manufactured, if any, by the Company.
52. 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.

53. 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.
54. To adopt such means of making known the business of the Company or in which this Company is interested as may seem expedient and in particular by advertising in the press, by circulars, by publication of books and periodicals, by exhibitions and by granting prizes, rewards and donations, subject to relevant provisions of the Companies Act, 2013, if any to enter into any contract or arrangement for a more efficient conduct of the business of the Company or any part thereof and to sublet any contract from time to time.
55. To enter into partnership or have arrangements for sharing or pooling profits, amalgamation, union of interest, cooperation, joint ventures or reciprocal concessions or otherwise or amalgamate with any institution or company carrying on/or engaged in or about to carry on or engage in any business or transactions which this Company is authorized to carry on or engage in, or/and business undertaking or transaction, which may seem capable of being carried on or conducted so as to directly or indirectly benefit this Company.
56. To distribute or otherwise as may be resolved, any property or asset of the Company or any proceeds of sale or disposal of any property or assets of the Company in case of winding up of the Company including shares, debentures or other securities of any part-of the assets or liability of the Company but so that no distribution amounting to a reduction of capital may be made except with the sanction (if any) for the time being required by law.
57. To vest any immovable or movable property, right or interest acquired by or belonging to the Company in any person or company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the company.
58. 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.
59. 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.
60. To carry on any business or branch of a business, which this Company is authorized to carry on, by means or through the agency of any subsidiary company or companies, to enter into arrangements with any such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on or for financing any subsidiary company or guaranteeing its liabilities or to make any other arrangements which may seem desirable with reference to

any business or branch so carried on including power at any time, either temporarily or permanently to close any such business or branch.

61. To the extent directly or indirectly, conducive to or incidental to the attainment of the above objects to make and perform contracts, leases and other commitments of every kind.
62. To generally do and perform all the above acts and such other things as may be deemed incidental or conducive to the attainment of the above objects or of any of them or any allied objects or which may advantageously or conveniently be combined with the business of the company in a profitable way.
63. To arrange and provide necessary security for the assets of the Company and users of its services.
64. To enter into agreements with the Central Government/State Government, Railway Administration, Private Agencies & Private Sector Parties in India or abroad for purposes of:
 - i. Working, use, management and maintenance of any railway;
 - 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 railway 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 railways of the contracting parties and fixing, collection, appointment and appropriation of revenue arising from that traffic;
 - v. Purchasing, acquiring (under Land Acquisition Act), taking on lease, under construction or otherwise, lands, buildings, works, 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 the business of the Company.
65. To manufacture, buy, sell, exchange, install, work, alter, improve, import or export and otherwise deal in all kinds of plant, machinery, wagons, rolling stock, apparatus, tools, utensils, substances, materials and things necessary or convenient for carrying on any of the business, which the Company is authorized to carry on or are usually dealt in by persons engaged in such business.
66. To construct, manufacture, rebuild, repair, purchase, sell, import, export, rent, machines and machinery of any kind, which may appear to be necessary or convenient for or incidental to any business of the Company.
67. To produce gas and electricity necessary for the purposes of business of the Company and to process all products resulting from or ancillary, to such production and making of gas to

convert the same into saleable materials like, coke, road-tar, creosote oil, phenols, creosotes, carbolic acid and other chemical or distilled products, any by- products and to otherwise deal with and dispose of the same and to take all steps incidental or required in respect of the same.

68. 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.
69. 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.
70. 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.
71. To enter into agreements and contracts with Indian or Foreign individuals, Companies or other organizations for technical, financial or any other assistance for carrying out all or any of the objects of the Company.
72. To establish and maintain agencies and branches in India or any part of the world for the conduct business of the Company or for the sale of any materials or things for the time being at the disposal of the Company for sale.
73. Subject to the provisions of the Companies Act, 2013, if any, to lend or deposit money belonging to or entrusted to or placed at the disposal of the Company to any person or Company and in particular to customers and others having dealings with the Company or with or without security, upon such, terms as may be thought proper and guarantee the performance of contracts of such person or Company but not to do the business of banking as defined in Banking Regulation Act, 1949.
74. To make advances upon or for the purpose of materials, goods, machinery, stores and other articles or services required for the purpose of the Company.
75. Subject to the provisions of the Companies Act, 2013, if any 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.
76. To distribute any of the properties of the Company amongst the members in specie or in kind consequent upon the winding up of the Company.
77. To undertake and execute any trust, the undertaking whereof may seem desirable either gratuitously or otherwise.





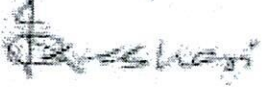
78. To establish or promote or concur in establishing or promoting any Company or Companies for the purpose of acquiring all or any property, rights and liabilities of the Company or any other purpose which may, seem directly or indirectly calculated to benefit the Company and to place or guarantee the placing of, under-write, subscribe for or otherwise acquire all or any part of the shares, debentures or their securities of such other Company.
79. To form subsidiary companies for any purpose whatsoever.
80. To experiment and incur expenses, necessary for the purposes of improving on the present methods and process of working the several business which the Company is authorized to carry on and to carry on research for improving, developing or effecting economy and greater efficiency in the process for the production, manufacture and working of or trading or dealing in various substances, materials and articles and things or with any of the business for which the Company is established.
81. 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 including but not limited to:
 - i. To purchase, take on lease, license, barter, hire, exchange or acquire by concession, grant or otherwise under any applicable Indian Law, either absolutely or conditionally and either alone or jointly any movable or immovable property, privileges, concessions, rights, licenses and easements or interest in or with respect to any such property whatsoever which is deemed essential for any object of the Company.
 - ii. To advance monies or make to any persons in connection with the above business including payments for and relating to any such immovable property, privileges, concessions, rights, licenses and easements or interest in or with respect to any such property purchased or acquired by or for the Company either by cash or other than cash.
 - iii. To realize the proceeds of any developed or under-developed properties of the company by transferring, selling, mortgaging, letting out on hire, leasing out, licensing, granting concession or otherwise deal in and/or dispose of all or any portion of immovable properties including advertising rights for properties immovable as well as movable, as may be thought desirable and to accept as consideration cash and consideration other than cash and to take back or reacquire any property so disposed of by re-purchasing or leasing the same or obtaining a license for such price or prices and on such terms conditions as may be agree upon.
 - iv. To vest any immovable property, rights or interests acquired by or belonging to the company in any person or company on behalf of or for the benefit of the company and with or without any declared trust in favour of the Company.

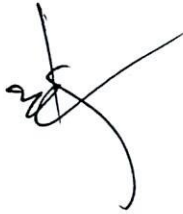
- v. To the extent, directly or indirectly, conducting to or incidental to the attainment of the above objects to make and perform contracts, agreements, licenses, leases and other commitments and covenants of every kind, including raising of funds.
 - vi. To generally do and perform all the above acts and such other things as may be deemed incidental or conducive to the attainment of the above objects or of any of them or which may advantageously or conveniently be combined with the business of the company in a profitable way.
 - vii. To enter into agreements with companies, associations, societies, organizations or persons foreign or Indian, for securing any of the above objects of the company or for any purpose conducive to the Company.
 - viii. To provide finance to any entities for providing facilities which the company is authorized to do on such terms and conditions as may be decided by the Board of Directors.
82. 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. Either independently or in partnership or on any other terms with others to carry on assist or finance the business of hotel, restaurant, cafe, refreshment-room and lodging house, importers and manufacturers of aerated, mineral and artificial waters and other drinks, caterers for public amusements, proprietors of motor and other vehicles, garage proprietors, farmers, dairymen, ice- merchants, importers and brokers for food, live and dead stock, reading, writing and newspaper rooms, libraries, grounds and places of amusements, recreations, sport, entertainment, and instruction of all kinds, agents for railway, shipping and airways companies and carriers and general agents, and any other business which can be conveniently carried on in connection therewith.
83. To carry on all or any of the businesses of the assemblers, processors, repairers, finishers and manufacturers of and dealers in plant, machinery and equipment and tools of all descriptions and components and accessories thereof and in any similar or allied business and either in connection with any of the said businesses or any distinct or separate business.
84. To carry on the business of electricity generation and supply, using renewable and non-renewable sources, for the business of the Company and to do all the things incidental to such business.
- IV. The Liability of the members is limited and liability is limited to the amount unpaid, if any, on the shared held by them.
- V. *The Authorised Share Capital of the Company is Rs. 5000,00,00,000/- (Rupees Five Thousand Crores Only) Divided in to 500,00,00,000 (Five Hundred Crore) Equity Shares of Rs.10/- each with the rights, privileges and conditions attached thereto and described by the Articles of Association of the Company for the time being with power to increase and reduce the Capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, qualified or special rights, privileges or

conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate any such rights privileges or conditions in such manner as may be permitted by the Companies Act, 2013, if any or any other Act for the time being enforced or provided by the Articles of Association of the Company for the time being.




***Altered in Extra Ordinary General Meeting held on 05th October, 2020**

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:—

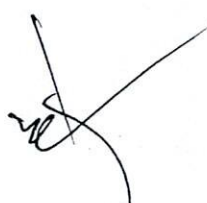
Names, addresses, descriptions and occupations of subscribers	No. of shares taken by each subscriber	Signature of subscriber	"I witness to subscriber / subscriber(s), who has/have subscribed and signed in my presence (date and place to be given); further I have verified his or their Identity Details (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 Shankardayal Vijayvargya (TEN) B-10, Dayanand Nagar 74, Bungalow BHOPAL Mandla, VAO, GOMP</p>	<p>10 (TEN)</p>		 <p>Prajwal Bimal Kaptan and Company Secretary M. No. AC - 6243</p>
<p>Anthony de Sa s/o Late Charles de Sa B-13 Char Inli Bhopal - 462 016 Govt. Service (IAS) ICP Keshari, s/o Late Sri J. P. Keshari C-8 Tower 6, New Mohanpuri New Delhi - 110023 Govt. Service / IAS</p>	<p>10 (TEN)</p>	 	<p>S/O S. R. Aggarwal Asst S-12, P.O. 1001 Bhadrakpur Nagar, Zone-III, M.P. Nagar, Bhopal - 462011 (M) Date: 20/06/2015 Place: Bhopal</p> 



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Promoted Approved Shri Shri Bhandari Prasad Approved C-72 Chaur Bhandi Bhopal (Govt. Servant / CAS)	10 (Ten)	Bhandari	
MALAY SUREIVASTAVA S/O SURE PRAM SHANKAR SUREIVASTAVA E/o B-19, CHANDRANIL BHOPAL - 462016 (M.P.) GOVERNMENT SERVICE (INDIAN ADMINISTRATIVE SERVICE)	2,99,99,940 (Two Crore Ninety Nine Lakh Ninety Nine Thousand Nine Hundred Forty)		 Prakash Bhandari Prakash Bhandari & Associates Practising Company Secretaries M.No. A.C.S. - 5743
VIVEK AGRAWAL S/O Shri MADAN MOHAN AGRAWAL D-7/2 CITTA IMLI, BHOPAL INDIAN ADMINISTRATIVE SERVICE	10 (TEN)	VIL	Dated 20/06/2015 Place - Bhopal
Gulshan Sarda, S/o Sh. Chhaya Ram, D-16, Dyaant Colony, Chaur Imli, Bhopal (M.P.) Government Servant/CAS	10 (Ten)		
Total Shares Taken: 30,000,000 (Three Crore)			

Date: 20/06/2015
 Place: Bhopal



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