



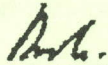
COMPANY NO: 09-13314
CERTIFICATE FOR COMMENCEMENT OF BUSINESS

Pursuant to Section 149 (3) of the Companies Act, 1956

I hereby certify that the **ROADS AND BRIDGES**
DEVELOPMENT CORPORATION OF
KERALA LIMITED

which was incorporated under the Companies Act, 1956, on the
23rd day of **SEPTEMBER** 19 **99**
and which has this day filed a duly verified declaration in the
prescribed form that the conditions of Section 149 (1) (a) to
(d) / 149 (2) (a) to (c) of the said Act, have been complied with
is entitled to commence business.

Given under my hand at Cochin.....
this **7th** day of **OCTOBER** One thousand nine
hundred and **NINETY NINE**


(B.N. HARISH)
Registrar of Companies
KERALA

Form I. R



CERTIFICATE OF INCORPORATION

No 09 -13314 of 19 99

I hereby certify that ROADS AND BRIDGES

..... DEVELOPMENT CORPORATION OF KERALA

..... LIMITED


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

Given under my hand at Kochi.....

this TWENTY THIRD DAY OF SEPTEMBER

ONE THOUSAND NINE HUNDRED AND NINETY NINE

THE 1ST DAY OF ASVINA, 1921 (SAKA).


(R. N. HARJISH)
Registrar of Companies
KERALA

**MEMORANDUM OF ASSOCIATION
OF
ROADS AND BRIDGES DEVELOPMENT CORPORATION OF
KERALA LIMITED**

(Incorporated under the Companies Act, 1956,
The Liability of the members is limited)

CIN : U45203KL1999SGC013314

- I. The name of the company is **ROADS AND BRIDGES DEVELOPMENT CORPORATION OF KERALA LIMITED**.
- II. The Registered Office of the Company shall be situated in the State of Kerala.
- III. A) The main objects to be pursued by the company on its incorporation are:
 1. To construct Highways, Bridges, Roads, Bypasses, Over-bridges, Culverts, Expressways on the property entrusted to and vested with the Company by the Government of Kerala or any other Government and various Governmental or other agencies and organizations and bodies and body corporates and to maintain operate, manage such facilities including improvement, strengthening and rehabilitation of road network identified as core network and to regulate and control the use of the roads vested in, or entrusted to it.
 2. To undertake construction and maintenance of such facilities as Highways, Bridges, Roads, Bypasses, Over-bridges, Culverts, Expressways, for and on behalf of any Government, Governmental agencies and organizations on contract, agency, turn-key, Build Own Transfer, Build Own Operate and Transfer or any other basis and to collect tolls, user charges and such other revenues for the use of such facilities from the public, Government and other agencies.
 3. To raise funds subject to the provisions of the Companies Act 2013 and Reserve Bank of India guideline issued from time to time for construction, maintenance and improvement and operation of Highways, Roads, Bridges, Culverts by way of issue of shares, debentures and through bonds, loans, grants borrowings from Government, Financial Institutions including International Financial institutions, market borrowings and to fund, provide, lend, advance or give credit of amounts to Government/ Governmental organizations or agencies, Corporations and other bodies for construction of Highways, Roads, Bridges, Bypasses, over bridges, Docks and other infrastructural facilities.
- B) Objects incidental or ancillary to the attainment of the above main objects are:-
 1. To identify schemes relating to construction, erection, building, repairing, developing, improving, maintaining roads, buildings, highways, bridges, streets, sideways, underground railroads, which are to be taken up for construction either directly by the Corporation or to be executed under Build-Operate-Transfer (B.O.T) or Build-Own-Operate-Transfer (B.O.O.T) or on any other basis or turnkey basis and to appoint any architect, contractor, agent, consultant, supervisor and other professionals to carry out detailed survey, collect data/information, prepare feasibility report, draw up detailed designs, plans and estimates of such projects and to evaluate out the financial and economic viability of such projects in connection with the business of the company.

2. To facilitate the BOT/BOOT entrepreneur to facilitate to levy and collection of toll/ service charges on all types of vehicles – passenger and goods using the highways, roads, bridges, paths, streets, side-ways, underground railroads, alleys pavements built or otherwise operated/maintained and to decide the toll rates during the concession period under such schemes for the business of the company.
3. To undertake the construction and maintenance of projects executed by the Government or any Governmental organization/agency from its funds and to retain the right of levy and collection of toll/service charges on such projects for the business of the Company.
4. To develop the lands adjacent to the roads, bridges, Highways etc with greenery, Parks and other facilities.
5. To acquire from Central or State Governments, Municipal and other local authority or any individual, firm, association of persons, body of individuals or company any concessions, grants, rights, license, charters, powers and privileges whatsoever, which may seem to the company capable of being turned to account and to work develop, carryout, exercise and turn to account the same.
6. To bring, buy, sell, prepare, repair, convert, hire alter, treat, manipulate, exchange, let/take on hire, import export, dispose of and deal in plant, machinery, equipments, implements, rolling stock, hardware, tools, instruments and to purchase, acquire, install and deal in all or any such assets which may seem to the company capable of being used or required for the purpose of any of the businesses which the company is expressly authorised to carry on or which are usually supplied or dealt in by persons engaged in any such business or which may seem to the company capable of being conveniently carried on in connection with the above or other wise calculated directly or indirectly to enhance the value of any of the property and rights of the company for the time being.
7. To engage professionals, technicians, specialists, trainees and/or others on the basis of full time or part time employment and or on the basis of contracts collectively or severally for purpose of initiating, setting up and running the business of the company.
8. To import, export, deal and stock materials and things of all kinds required for the purpose and use of any business, which the company is authorized, to carry on.
9. To employ and remunerate experts and other agents with a view to secure any of the objects of the company.
10. To acquire from any person, firm, body corporate or incorporate whether in India or elsewhere, any institution, information, known-how, process, data, plant and machinery, equipment, operation process for the company and to acquire or receive any grant, license, right, contract or collaboration.
11. To apply for, purchase, or otherwise acquire any patents, brevets 'D' inventions, licenses, concessions, and the like conferring any exclusive or non-exclusive or limited right to use 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.

12. To pay for any property or rights acquired by the company either in cash or fully or partly paid up shares with or without preferred or deferred rights in respect of dividends or repayment of capital or otherwise or by any securities which the company has power to issue or partly in one mode and partly in another and generally on such terms as the company may determine.
13. Subject to the provisions of the Companies Act, 2013, and RBI regulations issued from time to time to borrow or raise or secure the payment of money in such manner as the company, shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the company's property (both present and future) including its uncalled capital and to purchase or redeem pay off any such securities.
14. To receive grants, loans, advances or other moneys or deposits subject to the provisions of the Companies Act 2013 and RBI Regulations issued from time to time of otherwise from State or Central Government, International agencies, Banking or other Companies, Trustees or individuals with or without allowance of interest thereon provided that such receiving shall not be for the purpose of banking business as defined in the Banking Regulations Act, 1949.
15. To make, draw, accept, endorse, discount, execute and issue cheques, credit notes, circulars, notes, bills of exchange, promissory notes, debentures, bills of lading and other negotiable or transferable instruments or securities.
16. To sell or dispose of the undertaking of the company or any part thereof for such consideration as the company may think fit, and in particular for shares, debentures or Securities of any other company, having objects altogether or in part similar to those of this company.
17. To sell, improve, manage, develop, exchange, lease, mortgage, enfranchise, dispose of, turn to account or otherwise deal with, all or any part of the property and rights of the company.
18. To create any depreciation fund, reserve fund, sinking fund, insurance fund, or any special or other fund, whether for depreciation, or for repairing, improving, extending or maintaining any of the properties of the company, or for redemption of debentures or redeemable preference shares or for any other purpose what so ever conducive to the interests of the company.
19. To provide for the welfare of Directors, employees or ex-employees of the Company or dependents of such persons by building or contributing to the building of houses, dwelling or by grants of money, pensions, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing to provident fund and other funds or trust and by providing or subscribing or contributing towards places of instruction and recreation, hospitals, and dispensaries, medical and other attendance and other assistance as the Company shall think fit and to subscribe or otherwise assist, or to guarantee money to the charitable, benevolent, religious, scientific, national or other institutions or objects, which shall have any moral or other claim to support or aid by the Company, either by reason of locality or operation, or of public and general utility or otherwise subject to the provisions of the Companies Act, 2013."

20. To Subscribe or contribute to any charitable, benevolent or useful objects of a public character, the support of any which will in the opinion of the Directors tend to increase the repute or popularity of the company among its employees or the public.
21. To place, to reserve, or to distribute among the members, or to otherwise apply, as the company may, from time to time think fit, any moneys received by way of premium on shares or debentures issued at a premium by the company and any moneys received on forfeited shares, and also any moneys arising from the sale by the company of forfeited shares.
22. To issue debentures, debenture stock, bonds, obligations and securities of all kind, and to frame, constitute and secure the same, as may seem expedient, with full power to make the same transferable by delivery or the instrument of transfer or otherwise and either perpetual or terminable and either redeemable or otherwise and to charge or secure the same by trust deed or otherwise, on the undertakings of the company, or upon any specific property and rights, present and future of the company (including if thought fit, uncalled capital), or otherwise howsoever.
23. To apply for, subscribe, accept, purchase, acquire, hold, sell and exchange any equity or preference shares and any stock, bond, debenture, mortgage or other security in any company, Corporation or Government.
24. To promote, institute, enter into, carry on, assist or participate in any and every description of financial, commercial, mercantile, industrial, manufacturing, mining and agency business, works, contracts, undertakings and operations of all kinds incidental and related to the above objects at the discretion of the Directors.
25. To remunerate any person company for services rendered, or to be rendered in placing or assisting to place or guaranteeing the placing of any of the shares in company's capital, or any debentures, debenture stock or other securities of the company or in or about the formation or promotion of the company or the conduct of its business.
26. To lend money to such persons or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the company and to guarantee the performance of contracts by any such persons or companies, but not to do the business of Banking as defined in the Banking Regulations Act, 1949.
27. To invest and deal with the moneys of the company not immediately required in such manner as may from time to time be determined.
28. To enter into any arrangement or agreement with any Government, State Authority, Municipal or Local authority or Corporations, Companies or persons that may seem conducive to the attainment of the main objects of the company or any of them and to obtain from any such Government, State, Authority, Corporation, Company or person, any rights, privileges or concessions and to carry out, exercise and comply with such arrangement or agreement.
29. To apply for, promote, and obtain any Act of Legislature or other Authority for enabling the company to carry out any of its objects into effect and to oppose any proceedings or applications which may seem calculated directly, or indirectly to prejudice the company's interests.

30. To form, incorporate or promote any company or companies, whether in India or elsewhere either on its own or on joint venture basis, having amongst its or their objects the acquisition of all or any of the assets or control, management or development of the company or any other objects or object which in the opinion of the company could or might directly or indirectly assist the company in the management of its business or the development of its properties or otherwise prove advantageous to the company and to pay all or any of the costs and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or company in any manner it shall think fit for services rendered or to be rendered in obtaining subscriptions for or for guaranteeing the subscription of or the placing of any shares in the capital of the company or any bonds, debentures, obligations or securities of the company or any stock, shares, bonds, debentures, obligations or securities of any other company held or owned by the company or in which the company may have an interest or in or about the formation or promotion of the company or the conduct of its business or in or about the promotion of formation of any other company in which the company may have an interest.
31. To take, subscribe for or invest in, or otherwise acquire, and hold shares, debentures and bonds in any other company or companies having objects altogether or in part similar to those of this company or carrying on any business, capable of being conducted so as directly or indirectly to benefit this company.
32. To acquire, absorb and undertake the whole or any part of the business, property and liabilities, of any person or company carrying on any business, which the company is authorized to carry on, or possessed of property suitable for the purpose of this company.
33. To enter into (Partnership or not) any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession, or otherwise, with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction capable of being conducted so as directly or indirectly to benefit this company.
34. To amalgamate or merge with any other company whose objects are or include objects similar to those of this company, whether by sale or purchase (for fully or partly paid up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid with or without winding up or by sale or purchase (for fully or partly paid up shares or otherwise) of all the shares or stock of this or and such other company as aforesaid or by partnership or in any arrangement of the nature of partnership or in any other manner.
35. To establish and support and aid in the establishment and support of associations, institutions, funds, trusts annuity funds, superannuation funds and conveniences calculated to benefit employees or ex-employees of the company (or its predecessors in business) or the dependents or connections of such person, and to grant pensions and allowances and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition, or any public, general or useful objects.
36. To take part in the management, supervision or control of the business or operation of any company or undertaking and for that purpose, to appoint and remunerate any Directors or other Experts or Officers.

37. To pay out of the funds of the company, either in cash, fully paid shares or otherwise, all the costs, charges, expenses, of all parties of and incidental to the promotion, formation and registration of the company and of any other company and the issue of its share capital and generally or preliminary expense whatever incurred in relation to the company including registration and stamp fees, legal expenses, printing and other similar expenses.
38. To expend money in experimenting upon and testing and improving or securing any process or processes or patent or patents or protecting any invention or inventions which the company may acquire or propose to acquire or deal with.
39. To undertake and execute any trusts the undertaking whereof may seem desirable, either gratuitously or otherwise.
40. To own and operate transport vehicles and vessels for transporting all materials, equipments products and other goods and things required or dealt in by the company.
41. To establish branches or offices or agencies anywhere into India or outside for the purpose of enabling the company to carry on its business.
42. To undertake, carry out and operate any work connected with the object of the Company anywhere outside India and for that purpose obtain licenses, permits, Grants, Concessions, Protocols from any foreign Government / Countries / Authorities.
43. To carry on any other business which may seem to the company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value, of or render profitable any of the company's property or rights.

C) The other objects of the company not included in A and B above are: -

1. To undertake, construct, execute, implement infrastructural projects such as Power, Ports, Transport, including Mass Rapid Transit System, Telecommunications, Petroleum, Railways in the core sector.
2. To build, take on lease, purchase or acquire in any manner whatsoever any apartments, houses, flats, rooms or other accommodations for men or animals and to let or dispose of the same in installment basis, hire purchase basis or by outright sales whether by private or by auction or in any other mode of disposition all or any integral part thereof.
3. To sink wells and shafts, and to make, build and construct, lay down and maintain dams, reservoirs, waterworks, cisterns, culverts, filter-beds, mains and other pipes, and fittings and appliances, cement tiles and marbles, figured or plain, coloured or white to fix them or decorate, and to execute and do all other acts and things necessary or convenient for obtaining storing, selling, delivering, measuring, distributing and dealing in water.
4. To buy, sell, get, work, shape, hew, carve, polish, crush. Use and deal in all and every kind of manufactured, raw or manufactured iron, steel, wood, brick, cement, ceramic, granite, limestone or other stone or material and other products and by products and for such purpose to acquire, take on lease or in exchange or otherwise any or part of forests, mining, lease undertaking, lands, buildings or

properties, to purchase or otherwise acquire any Patent right, letter-patent, devices, inventions, trademarks, formulate, goodwill and other rights and to deal with and dispose of the same in any manner whatsoever.

5. To carry on the business of generation and supply of electric power in all its branches including conventional and non-conventional methods and to construct, lay down establish fix and carry out all necessary power station, cables, wires, lines accumulators, lamps and works and to generate, accumulate, distribute and supply electricity and to light cities, towns, streets, docks, markets, theatres, buildings and places, both public and private.
 6. To undertake and transact all kinds of agency business and to carry on and promote any business, commercial or otherwise, under sound principles and or to act as distributors, agents, underwriters, brokers, estate agents, middleman, contract man, representatives and indenting agents on commission and/or allowance as may be deemed fit in all commodities, merchandise and other allied articles and lines of business.
 7. To carry on the profession of consultants on technical, management, and other matters relating to industry and business and to act as employment agents.
 8. To conduct research and investigations relating to Highways, Roads, Bridges, Over-bridges, Culverts, Dams, Expressways.
 9. To under take any other activities entrusted by Government in furtherance of the objectives for which the Corporation is established;
 10. To take measures for protection of environment, maintenance of ecological balance and prevention of pollution in carrying on its activities;
 11. To do all such other things and perform such acts as may be necessary for or incidental or conducive to any matters, which are necessary for furtherance of the objectives for which the Corporation is established.
 12. To establish, run, maintain service stations, automobiles Workshops, Telephones and Telecommunication system including Internet & Website, rest rooms, Restaurants, Motels and such other facilities for promoting Travel and Tourism and for generating revenue for application and for providing infrastructural facilities connected with development of roads and bridges.
 13. To provide technical, engineering, financial and management consultancy services to Government, Governmental agencies, Organisations, Corporations and other bodies and institution for any works or matters connected with the above objects of the Company.
- IV. The liability of the members is limited.
- V. The Authorized Share Capital of the Company is Rs.1,40,00,00,000/- (Rupees One Hundred and Forty Crores Only), divided into 14,00,00,000 (Fourteen Crores only) Equity shares of Rs.10/-(Rupees Ten only) each with the power to increase or reduce the Capital in accordance with the provisions of the Companies Act, 2013 and the shares forming the capital for the time being may be subdivided, converted, cancelled or consolidated into such classes and be held upon such terms as may be prescribed by the Articles of Association and regulations."

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 opposite our respective names.

Sl. No	Name and Address of Subscribers	Description and Occupation	Number of Equity Shares taken	Signature
1.	Babu Jacob 2nd Floor, South Block, Govt. Secretariat, Thiruvananthapuram	S/o. late K. Jacob Sebastian, Principal Secretary to Govt. of Kerala, PWD	1	Sd/-
2.	Ramani Abraham 2nd Floor, South Block, Govt. Secretariat, Thiruvananthapuram	D/o. late K.K. Abraham, Additional Secretary to Govt. of Kerala, PWD	1	Sd/-
3.	C.P. Sreelatha 2nd Floor, South Block, Govt. Secretariat, Thiruvananthapuram	D/o. Late C.P. Narayanan Additional Secretary to Govt. of Kerala, PWD	1	Sd/-
4.	S. Lalithabika Devi 2nd Floor, South Block, Govt. Secretariat, Thiruvananthapuram	D/o. Late Ramavarma Thirumulpad Joint Secretary to Govt. of Kerala, PWD	1	Sd/-
5.	T.J. Mathew Room No. 705 Govt. Secretariat, Thiruvananthapuram	S/o. Joseph, Deputy Secretary to Govt. of Kerala, PWD	1	Sd/-
6.	D.E.Vijaya Sunder Singh 2nd Floor, South Block, Govt. Secretariat, Thiruvananthapuram	S/o. J. Daniel, Joint Secretary to Govt. of Kerala, PWD	1	Sd/-
7.	C. N. Ranjendra Prasad 2nd Floor, South Block, Govt. Secretariat, Thiruvananthapuram	S/o. M. Narayanan Nair, Under Secretary to Govt. of Kerala, PWD	1	Sd/-
Total			7	

The above mentioned subscribers signed before me at Government Secretariat

Place: Thiruvananthapuram

Date: 17-9-1999

Signature, Name, Address, Description
And occupation of the witness

P. Sasidharan
2nd Floor, South block
Government Secretariat
S/o.A.Parameswaran
Under Secretary to Government
Public Works Department.