

**THE COMPANIES ACT, 2013**  
(COMPANY LIMITED BY SHARES)

**MEMORANDUM OF ASSOCIATION**  
**OF**  
**GURUGRAM METRO RAIL LIMITED (GMRL)**  
(Incorporated under Companies Act, 2013)

- I The name of the company is "Gurugram Metro Rail Limited" (GMRL).
- II The Registered office of the company shall be situated in the State of Haryana.
- III The objects for which the company is established are;

**A. Main objects to be pursued by the company on its incorporation are:-**

1. To carry on the business of planning, designing, development, construction, maintenance, operation and financing of mass transit and other urban transport, last mile connectivity and people mover system of all types and description in the State of Haryana either individually or in association with other undertaking(s) or agencies or companies in India and abroad through any turnkey contract, special purpose vehicle or otherwise 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 infrastructural facilities. 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 :-
  - i) Feasibility Reports, Detailed Project Reports, Techno-Economic investigations, site selection, supply of basic engineering and detailed designs and working drawings for construction of the system, equipment selection therein and manufacture of rolling stock and equipment, including their components, spares, assemblies and sub-assemblies of all kinds and disciplines, material handling, preparation of specification and tender documents, tender evaluation and purchases, assistance of all materials and goods pertaining to such projects, expediting inspection and testing, construction supervision, project management, commissioning, operation and maintenance, training of personnel and all other services ancillary thereto.
  - ii) Provision of Engineering, technical and management services including but not limited to engineering, commercial and operational management market research and personnel management, organizational structure, improvement in the systems of administration, traffic forecasts, transport planning, investment planning, modernisation of existing systems and

facilities, modernisation of motive power and rolling stock, improvement in operational and maintenance practices towards optimum utilization of the assets, inter-modal relationship of various forms of transport and engage in research of all problems relating to mass transit, urban transport and other People Mover Systems and promotion or proposition of such methods, studies and measures as may be considered desirable by or beneficial to the interest of the Company.

2. To design, construct, undertake civil works, procure, install systems, rolling stock, tracks, signalling and telecommunication systems, automatic fare collection systems, and other systems / facilities, required for a successful metro links and other means of rapid transport and to enter into contract on a Turnkey basis or otherwise, either individually or jointly with other undertakings & companies or persons abroad or in India, to test, commission, operate and maintain these systems (MRTS) & other urban transport including people mover system of all kinds and all other services including but not limited to :-
  - i) Construction of new systems, including road/ rail over and under-bridges and foot over/ under bridges and sub-ways.
  - ii) Upgradation, strengthening, doubling or conversion of any or all components of existing systems.
  - iii) Laying and renewal of permanent way, urban transit ways including points and crossings, including development of facilities for pedestrians and cyclists in catchment area.
  - iv) Strengthening, rebuilding or regirdering of existing bridges.
  - v) Construction and modernization of manufacturing, remanufacturing and repair workshops and maintenance depots and modernization thereof.
  - vi) Setting up of new production units for manufacture of rolling stock, mass transit vehicles, signaling, interlocking and telecommunication equipment, bridge girders, structures, welded rails, prestressed concrete sleepers, various track components and other requirements for mass transit and other urban transport and People Mover Systems of any kind and description.
  - vii) Manufacture of new signaling, telecommunication and train and traffic control and management systems.
  - viii) Modernisation of existing signalling, telecommunication and train and traffic control systems.
  - ix) Electrification of systems including but not limited to traction and general power supply systems and public utility systems including ITS enabled cycle sharing facility in catchment area of all metro station in metro network to promote green and clear transport.
  - x) Commissioning and operation of mass transit, other urban transport and People Mover System or installations.
  - xi) Maintenance of Ways, Works, all types of fixed installations, rolling stock and other equipment including signalling and interlocking, telecommunication, train contact and electrical installations.

- xii) To design, plan, develop, re-develop, remodel existing railways stations, yards, depots, etc. and manage, maintain, operate the facilities so created either on its own or in association with other undertakings or agencies or companies through any turn-key contract, special purpose vehicle or otherwise.
  - xiii) To operate and maintain Mass Rapid Transport or other urban transport and People Mover Systems belonging to the Company through other parties (including bodies corporate) on lease and licence basis.
  - xiv) To provide and arrange integration of various modes of mass transit and other urban transport and People Mover Systems including but not limited to feeder transport services and ancillary arrangements like parking, circulation areas etc.
  - xv) To carry out market research, market surveys and public relation measures.
3. i) To design, establish, provide, maintain and perform engineering, technical and consultancy services for development of urban mass transport projects of all types and descriptions 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 Railways and other mass transit systems, industrial plants and factories pertaining to their working and equipment selection therein and manufacture of Railway 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 management, commissioning and maintenance, training of personnel and any other such services of any kind and description.
- ii) To lend on suitable terms the Company's technicians, experts and others, to parties in India and/ or abroad for development of Urban Mass Transport projects including allied projects in other fields of transportation of all types and descriptions and to send out to foreign countries the company's technicians, experts and others, plans and drawings, plant and machinery and tools in connection with development of Urban Mass Transport and allied projects and employ foreign technicians or experts or advisors on a contract basis.
  - iii) To render technical advice and engineering services and all other connected services, relating to the development and operation of Mass Transit and other Urban Transport and People Mover Systems to any person, firm or body corporate in the public or private sector including but not limited to supply of technological information, know-how.
  - iv) To provide technical know-how and management services to other parties for the manufacture of goods or materials required for Mass Transit and other Urban Transport and People Mover Projects of all kinds and description or for installation or erection of machinery or plant for such manufacture or for developing allied industries in India or abroad.

- v) To lend on suitable terms the Company's technicians, experts and others, to other parties for development of Mass Transit and other Urban Transport and People Mover Systems of all types and descriptions and to send out to foreign countries the Company's technicians experts and other, plans and drawings, plant and machinery and tools etc., in connection with development, maintenance and operation of such projects, and employ foreign technicians or experts or advisers on a contract basis for furtherance of Company's objectives aforesaid.
4. To carry on the business of railway transport, carriers of passengers, by rail and to generally carry on all businesses relating to a Railway Company (as defined in the Indian Railways Act, 1989 as amended from 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:-
- i) making or constructing in or upon, across, under or over any lands, or any streets, hills, valleys, roads, railway, 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 railways, passages, conduits, drain, piers, cuttings and fences, intake wells, tube wells, dams, river training and protection works as the Company thinks proper.
  - ii) altering 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 railways.
  - iii) making drains or conduits into, through or under any lands adjoining the railway for purposes of conveying water from or to the railway.
  - iv) erecting and constructing 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.
  - v) altering, repairing or discontinuing such buildings, works and conveniences as aforesaid or any of them and substitute others in their stead.
  - vi) erecting, operating and maintaining or repairing any telegraph and telephone line, any electric traction equipment, power supply and distribution installation in connection with the working of the railway.
  - vii) making and maintaining works for the accommodation of the owners and occupiers of lands adjoining the railway 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 railway.

- viii) making boundary marks or fences, erecting gates, chains, bars, stiles or hand rails in connection with the working of railway.
  - ix) establishment of ferries for the accommodation of its railway traffic or otherwise providing and maintaining, bridges and roadways, carrying other traffic roadways constructing and maintaining roads for the accommodation of traffic passing, providing and maintaining any means of transport including motor transport or aircraft service with a terminus at or near a station on its railway which may be required for the reasonable convenience of passengers, carried or to be carried on its railway.
  - x) 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 systems, surface elevated or underground, Rapid Rail Transit Systems, People Mover Systems, including magnetic levitation systems, monorails and sky bus or similar systems as may be found successful in operation elsewhere.
  - xi) doing all other acts necessary for making, maintaining altering or repairing and using the railway.
  - xii) To setup and operate Central Clearing House System for payment instruments and any description whatsoever. These payment instruments will facilitate purchase of goods and services at any payment instrument accepting merchant location.
5. To carry out Business of providing dark fibres, Right of way, Duct space, towers for the purpose to grant on lease/rent/sale to the licenses of telecom services licensed under section 4 of Indian Telegraph Act, 1885.
  6. 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.
  7. To take over any existing urban mass transport projects by the state Government departments, boards, corporations/authorities/ agencies with the assets and liabilities, so far as they relate to these projects and to operate these projects.
  8. To plan and carry on activities such as land development, property development, river front development, museums, entertainment centre/zones, malls, commercial complexes, utilities and all other

infrastructure development either individually or in association with local bodies, authorities and/or other undertakings, companies, including body corporate, societies, agencies and organizations and thereby transfer, buy, sell, lease, license or grant right to use of the land or such other property and/or 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, so as to make the metro rail project self sustainable.

9. To undertake and / or facilitate transit oriented developmental activities on its own or on behalf of the Central and or state Government or any organizations belonging to or under the direct or indirect control of central, state or local Governments, with a view to encourage dispersed growth and transit oriented development.

**B. Matters which are necessary for furtherance of the objects specified in clause III(A) are:-**

1. To acquire, buy, sell for purposes or investment or resale, properties of any kind, tenure and any interest therein, and to make advances upon the hypothecation, mortgage or security of land or house, or other property of any description, or any interest therein, and generally to deal by way of sale, lease, exchange, or otherwise in land and house property and any other property of any description whether real or personal, movable or immovable, with or without the object of promoting urban agglomeration in and around such properties for the purpose of the objects of the company.
2. To acquire, store, purchase, sell, distribute, export, import any kind of merchandise, machinery, appliances, goods or articles which may directly or indirectly be dealt with or pertain to the main business of the company.
3. To apply for, procure from, obtain from any person or authority, or agency and enter into arrangements with such authority or agency or persons, for the purpose of directly or indirectly carrying out the objects or furthering the interests of the company and to obtain from such authority or agency or person, any licenses, charters, subsidies, loans, indemnities, grants, contracts, decrees, rights, sanctions, privileges, permissions, consents, approvals, or concessions whatsoever, (whether statutory or otherwise) which the company may think it desirable to obtain and further to carry out, exercise and comply with the same and to do anything which the company is authorized or required to do under or by virtue of any license granted to the company for attainment of its objects.
4. Subject to the provisions of the Act and Rules framed there under, 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.

5. To acquire by purchase, lease, exchange, hire or otherwise, or to construct and maintain factories, distribution network, offices, buildings and conveniences of all kinds, land, buildings, apartments, plant, and machinery of any tenure or description, situated in India or in any other part of the world and any estate or interest therein and any rights over or connected with land so situated in any manner as may seem expedient, necessary or expedient to the company for the purposes of its business.
6. To acquire possess and undertake in whole or in part, any business, assets, property, goodwill, rights and liabilities of any person, firm, society, association, corporation, undertaking or agency.
7. 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.
8. To establish, provide, maintain and conduct or otherwise subsidise, research laboratories and experimental workshops for scientific, technical or research purposes and to undertake and carry on directly or in collaboration with other agencies, scientific or technical research experiments and tests of all kinds and to process, improve and invent new products and their techniques of manufacture as to promote, encourage,

reward in any manner, studies and research, scientific and technical investigations and inventions of any kind that may be considered likely to assist, encourage and promote recent advancements in technology, economics, import substitutions and business of the company.

9. To sell, improve, manage, develop, exchange, loan, lease, let out, sublease, sub-let, mortgage, dispose off or deal with in any manner, any rights or property of the company.
10. To accumulate funds and to invest or otherwise, employ monies belonging to or lying with the company and not immediately required, in the purchase or acquisition of any shares, securities or other investments whatsoever, whether movable or immovable, upon such terms as may be thought proper, from time to time, and to vary/dispose off all or any such investments in such manner as the company may think fit.
11. 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 person or institution or company or agency or authority including any Government, 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.
12. 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. 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.



13. To sell or dispose off any 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 associations, agencies, corporations or companies. And also to take over any existing projects/properties owned by the state Government, departments, boards, corporations/authorities with the rights and liabilities and to operate projects, communication systems, power & water supply system, gas operations/ supply systems, other utilities, shopping and commercial complexes, integrated stores and warehousing etc. directly or through public private partnership or by engaging agencies/ consultants etc.
14. To enter into agreements and contracts with individuals, agencies, companies and any other persons for purchase of equipments and for technical, financial or any other assistance, for carrying out of or furtherance of all or any of the objects of the company. And to enter into any arrangement with any Government or agency or authority that may seem conducive to the company's objects and to obtain from any such Government or agency or authority any rights, privileges and concessions and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
15. To establish and maintain agencies, branches and local offices, to procure registration or recognition of the company and to carry on business in any part of the world and to take such steps as may be necessary to give the company such rights and privileges in any part of the world, as may be considered desirable.
16. To create any depreciation fund, reserve fund, sinking fund, insurance fund or any other fund, and to maintain any reserves or make provisions whether in relation to depreciation or for repairing, improving, extending or maintaining any of the properties of the company, or for any other purposes whatsoever conducive to the interests to the company.
17. To open an account or accounts with any bank or bankers and to pay into and withdraw money from such account or accounts, and to operate such account or accounts and close operation of any such account or accounts.
18. To promote or associate in the promotion of any other firm, society, association, corporation or company, the promotion of which shall be considered desirable in furtherance of any of the objects of the company.
19. To act as an entrepreneur on behalf of the central or any state Government for identifying new areas of economic investment and to undertake or help in the undertaking of such investments.
20. To advance money or monies on security of any property or on mortgage of immovable property or against any bank guarantee and to make advances of money or monies, against future supply of goods and services on such terms

as the board of directors may consider necessary and to invest money or monies of the company in such manner as the board may think fit and to sell, transfer and deal with the same.

21. To arrange, receive and collect all relevant information in regard to any business carried on by the company, to organize an information cell and /or a data bank relating to the consumer profiles and to utilize and/or provide to third parties, the information contained in the company's database in such manner as the company deems fit.
22. Generally to do all such other things as may be deemed incidental or conducive to attainment of the above objects or any of them and to carry on any business which may be conveniently carried on in connection with any of the company's objects or are expected directly or indirectly to enhance the value of or render profitable of the company's property or rights.
23. To enter into various contracts such as build own transfer(BOT), build own and operate(BOO), build own lease and transfer (BOLT), build operate own and transfer (BOOT) or any other type of contracts, with any person or entities, to further the objects of the company.
24. To subscribe for, underwrite, purchase, or otherwise acquire and to hold, dispose off and deal with the shares, stocks or any other form of securities and any option or rights in respect thereof.
25. To acquire and hold shares or loan capital or other securities of any other company and to sell or dispose of or transfer any such shares, loan capital and securities.
26. To promote, organize or carry on the business of consultancy services in any field of activity that may be relevant for the company.
27. 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.
28. To enter into contracts, agreements or arrangements with any local authority or person or organization.
29. 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 ) as intercity or intra-city services or BRT feeder bus services for the purpose of carrying, conveying, transporting passengers, goods,

merchandise, animals or other thing, for the efficient running of the mass transit system.

30. 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.
31. 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.
32. 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.
33. To acquire, establish, construct, provide, maintain and administer factories, 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.
34. 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.
35. 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.

36. 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.
37. 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.
38. 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.
39. To manufacture 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.
40. 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.
41. To undertake construction of or facilitate road capacity improvement works such as new roads, road widening, parallel roads, slip roads, junction

improvements, bridges, road over bridges, road under bridges, flyovers, signalization, bus bays, parking facilities, foot over bridges and sub ways.

42. 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.
43. 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.
44. 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.
45. To set-up, 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.
46. 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.
47. 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.

48. 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.
49. 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.
50. 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.
51. Doing all other acts necessary for making, maintaining, altering or repairing and using the railway.
52. To form subsidiary company or Special Purpose Vehicles (SPV's) for any purpose whatsoever for furtherance of the business of the Company.
53. 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.
54. 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.
55. 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.
56. 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.

57. 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.
58. 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.
59. To receive, hold and disburse funds on behalf of Government and other individuals and bodies, corporate or otherwise, for any activity related to the Company.
60. 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.
61. 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.
62. 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.
63. 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.
64. 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.

65. 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.
66. 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.
67. To distribute or otherwise as may be resolved, any property or asset of the Company or any proceeds of sale or disposal of 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.
68. 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.
69. 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.
70. 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.
71. 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.



72. 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..
73. To arrange and provide necessary security for the assets of the Company and users of its services.
74. 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.
75. 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.
76. 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.
77. 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.

78. 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.
79. 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.
80. 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.
81. 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.
82. 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.
83. 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.
84. 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.
85. 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.
86. To undertake and execute any trust, the undertaking whereof may seem desirable either gratuitously or otherwise.

87. 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.
88. To form subsidiary companies for any purpose whatsoever.
89. 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..
90. 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.
91. 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.
92. 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.
93. 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.

94. To carry on the business of a water-works Company and its branches 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, main 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.
95. 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.
96. To plan, install, operate, provide and maintain all types of local, national and international communication and telecommunication networks, systems, services, including but not limited to basic/fixed line services, cellular/mobile services, wireless services, leased line communication services, broadband services, GSM, LTE, tetra networks and to procure all such licenses, authorizations, sanctions, registrations, approvals and permissions from the relevant authorities as may be required from time to time for provision and carrying out of such services, activities and businesses, and to secure any renewals, extensions for all such licenses, authorizations, sanctions, registrations, approvals and permissions and to carry on the business of setting up of telecommunication spectrum as per the provision of the land and to carry out business as internet service provider and to provide, render or make available and operate, sell, export, import, trade, maintain, improve, repair, service, research, develop all kinds of services and to provide services in respect of and relating to bandwidth, hosting of websites, broadcasting, telecommunications or wireless communications through internet or any other electronic media, and deal or trade in accessories, assemblies, apparatus, spares, hardware and software for such services for use for the business of the Company or its associates otherwise.
97. To undertake the business of advertising, publicity and mass communication through digital or print media or otherwise and carry on advertising research, graphic designing and manufacturing advertising objects, novelties, packaging and other advertising materials and to carry on business of advertisement and publicity agents and contractors in various ways and manners including outdoor and indoor, newspapers, magazines, books, screens, slides, walls, buses, railways, other transport vehicles and public places, audio visual display and to prepare, advice, manufacture and construct advertising devices and to publish or advertise the same through any media whatsoever for advertisement of the business of the Company, its associates or otherwise and to carry on any other business which may be usefully carried on with the business of the Company.

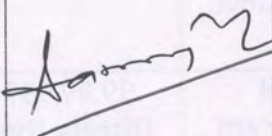
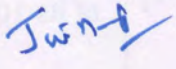
#### **IV LIMITED LIABILITY**

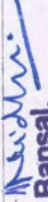
The liability of the members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

#### **V SHARE CAPITAL**

The authorised share capital of the company is Rs.20,00,00,000 (Rupees Twenty Crore Only) divided into 2,00,00,000 (Two crores only) equity shares of Rs.10/- (Rupees Ten) each.

We the several persons, whose names and addresses are subscribed below, are desirous of being formed into a company in pursuance to 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.

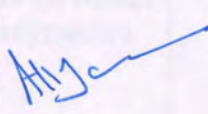
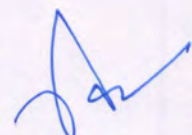
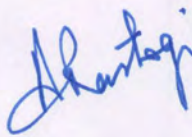
Sl. No.	Names, Addresses, descriptions and occupations of subscribers	No. of Shares taken by each subscriber	Signature of Subscriber	Signature, Names, Addresses, Descriptions and Occupations of witnesses
1.	<b>Shri Sanjeet,</b> (DIN:09833776) S/O AVINASH SHARMA CHANDRA R/O 54/A, RAILWAY OFFICERS ENCLAVE, S P MARG, CHANAKYAPURI, NEW DELHI, 110021, IN Joint Secretary & Financial Advisor, MoHUA (as a nominee of Govt. of India).	1 (one) share of Rs 10 each		I witness to subscribers, who have subscribed and signed in my presence. Further, I have verified their Identity Details (ID) for their identification and satisfied myself of their identification particulars as filled in
2.	<b>Shri Jaideep</b> (DIN: 08558063) S/O KAILASH NATH SRIVASTVA R/O K N SRIVASTAVA, D-G TOWER 2 NEW MOTI BAGH, CHANKYA PURI New Delhi 110021, IN OSD (UT) & E.O. Joint Secretary, MoHUA (as a nominee of Govt. of India).	1 (one) share of Rs 10 each.		

  
Nidhi Bansal,  
Company Secretary,  
HMRTG NIDHI BANSAL  
COMPANY SECRETARY - HMRTC  
ACS - 23220



CS GIRISH MADAN  
C.P - 3577, FCS - 3577  
GIRISH MADAN & ASSOCIATES  
COMPANY SECRETARIES  
# 623, SECTOR-B, PANCHKULA



3.	<b>Shri Amit Kumar Jain,</b> <b>(DIN:10119187)</b> S/O VINOD PRASAD JAIN R/O 256-2B, Railway Officers Enclave P. K. Road New Delhi, Central Delhi 110001, IN Director/Operations & Services, DMRC. (as a nominee of Govt. of India).	1 (one) share of Rs 10 each		I witness to subscribers, who have subscribed and signed in my presence. Further, I have verified their Identity Details (ID'S) for their identification and satisfied myself of their identification particulars as filled in.
4.	<b>Shri Yogesh Antil</b> <b>(PAN: ALCPA8972C)</b> S/O RAM KARAN ANTIL (DIN : 09661430) R/O 1/2, K Block, MS Flats, Sector 13, R.K. Puram, South West, Delhi, 110066, IN Director (MRTS-I), MoHUA (as a nominee of Govt. of India).	99,99,997 (Ninety Nine Lakh Ninety Nine Thousand Nine Hundred Ninety Seven) shares of Rs. 10 each.		
5.	<b>Shri Anurag Rastogi,</b> <b>(DIN: 00124372)</b> S/O RAJ KUMAR RASTOGI R/O HOUSE NO. 54, SECTOR-5, CHANDIGARH 160009 Additional Chief Secretary Finance Department, Haryana. (as a nominee of Govt. of Haryana).	1 (one) share of Rs 10 each		

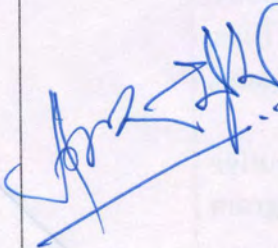
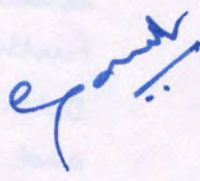
HMRTC  
 Company Secretary  
 HMRTC  
 ACS - 23220

Nidhi Bansal  
 Nidhi Bansal HI BANSAL  
 Company Secretary  
 HMRTC  
 ACS - 23220




CS GIRISH MADAN & ASSOCIATES  
 CP-3577, SO17  
 GIRISH MADAN & ASSOCIATES  
 COMPANY SECRETARIES  
 # 623, SECTOR-8 - PANCH KULA

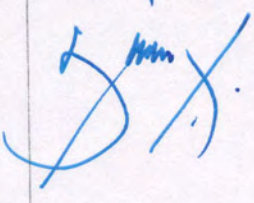



6.	<p><b>Shri Arun Kumar Gupta</b>  <b>(DIN: 05265538)</b>  S/O BANWARI LAL GUPTA  R/O HOUSE No. 506 SECTOR-16, CHANDIGARH 160015, IN  Additional Chief Secretary, Town &amp; Country Planning Department, Haryana. (as a nominee of Govt. of Haryana).</p>	<p>99,99,997  (Ninety Nine Lakh Ninety Nine Thousand Nine Hundred Ninety Seven) shares of Rs. 10 each.</p>		
7.	<p><b>Shri T.L. Satyaprakash</b>  <b>(DIN: 02964717)</b>  S/O LAKSHMANAPPA TIMMAPPA  R/O HOUSE NO. 1620 SECTOR-39B, CHANDIGARH 160038, IN  Managing Director, Haryana Mass Rapid Transport Corporation Limited (HMRTC) (as a nominee of Govt. of Haryana).</p>	<p>1 (one) share of Rs 10 each</p>		<p>I witness to subscribers, who have subscribed and signed in my presence. Further, I have verified their Identity Details (ID) for their identification and satisfied myself of their identification particulars as filled.</p>

*Nidhi*  
**Nidhi Bansal,**  
**Company Secretary,**  
**HMRTC**  
**COMPANY SECRETARY - HMRTC**  
ACS - 23220

  
CS GIRISH MADAN & ASSOCIATES  
CP-3577  
GIRISH MADAN & ASSOCIATES  
COMPANY SECRETARIES  
#623, SECTOR-8 - PANCH KULA



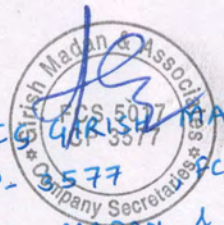
8	<p><b>Shri A. Sreenivas</b>  <b>(DIN: 06611894)</b>  S/O ANUMULAPURI  RAMALAKSHMAN  R/O 8-2-601/P/11,  Road No -10,  Panchwati Colony,  Banjara Hills,  Hyderabad, Telangana,  500034, IN  Chief Executive  Officer, Gurugram  Metropolitan  Development  Authority (CEO,  GMDA)  (as a nominee of Govt.  of Haryana).</p>	1 (one) share of Rs 10 each		
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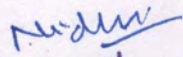
Total 20,000,000 (Two Crores) Equity Shares of Rs. 10/- (TEN) per equity share.

Place: PANCHKULA

Dated 14.02.2024

I witness to subscribers, who have subscribed and signed in my presence. Further, I have verified their Identity Details (ID) for their identification and satisfied myself of their identification particulars as filled in.

  
**GIRISH MADAN & ASSOCIATE**  
**COMPANY SECRETARIES**  
# 623, SECTOR- 8, PANCHKULA

  
**Nidhi Bansal,**  
**Company Secretary,**  
**HMRTC**  
**COMPANY SECRETARY**  
- HMRTC  
ACS - 23220