



**MEMORANDUM
AND
ARTICLES OF ASSOCIATION

OF

HARYANA STATE ROADS & BRIDGES
DEVELOPMENT CORPORATION
LIMITED**



सत्यमेव जयते

प्रारूप एक

Form 1

निगमन का प्रमाण पत्र

Certificate of Incorporation

सं० 05-34240 शक 19 21.....

No. 05-34240..... of 19 99-2000.....

में एतद् द्वारा प्रमाणित करता हूँ कि आज हरियाणा स्टेट रोड्स
एण्ड ब्रिज्स डेवलपमेन्ट कार्पोरेशन लिमिटेड

कम्पनी अधिनियम 1956 (1956 का 1) के अधीन निगमित की गई है और यह कम्पनी परिसीमित है।

I hereby certify that HARYANA STATE ROADS & BRIDGES
DEVELOPMENT CORPORATION LIMITED

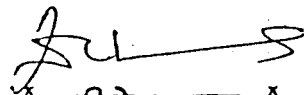
is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the Company is limited.

मेरे हस्ताक्षर से आज ता० 23 वैशाख, 1921 को दिया गया।

Given under my hand at ... NEW DELHI .. this THIRTEENTH

day of MAY One thousand nine hundred and NINETY NINE




दिनेश चन्द्र

सहायक कम्पनी रजिस्ट्रार
रा. रा. क्षेत्र दिल्ली एवं हरियाणा

(DINESH CHAND)

ASSTT Registrar of Companies
N.C.T. OF DELHI & HARYANA

Attested true copy,



Accounts Officer
Haryana State Roads & Bridges
Development Corporation Ltd.
Chandigarh

COMPANY NO ...55-34249.



सत्यमेव जयते

Certificate for Commencement of Business

व्यापार प्रारम्भ करने का प्रमाण-पत्र

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

कम्पनी अधिनियम १९५६ की धारा १४९ (३) के अनुसरण में

I hereby certify that the HARYANA STATE ROADS & BRIDGES DEVELOPMENT CORPORATION LIMITED

मैं एतद द्वारा प्रमाणित करता हूँ हरियाणा स्टेट रोड्स एण्ड ब्रिज्स डेवलपमेंट कॉर्पोरेशन लिमिटेड।

which was incorporated under the Companies Act, 1956 on

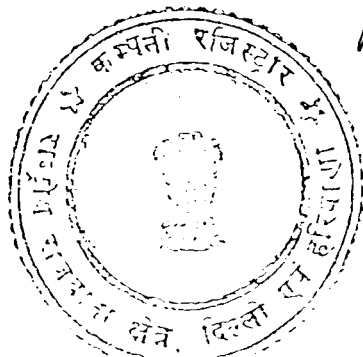
जो कि कम्पनी अधिनियम, १९५६ के अन्तर्गत पंजीकृत की गई थी दिनांक 23 वशाख, 1921.....
the THIRTEENTH day of MAY 1999

and which has filed duly verified declaration in the
और जिस ने कि यथावत् निर्धारित प्रपत्र में सत्यापित घोषणा पत्र प्रस्तुत
prescribed form that the conditions of section
कर दिया है कि उस ने धारा १४९ (२) (क) से (ग)
149 (2) (a) to (c) of the said Act. have been complied with is entitled
को सभी शर्तों का अनुपालन कर दिया है, अतः व्यापार आरम्भ करने का
to commence business.
अधिकारी है।

Given under my hand at NEW DELHI

मेरे हस्ताक्षर से आज दिनांक 14 ज्येष्ठ, 1921.....

this.....FOURTH day of JUNE
ONE day of NINE
One thousand nine hundred and Ninety.....
को जारी किया गया।



Attested true Copy

Jeel

Accounts Officer
Haryana State Roads & Bridges
Development Corporation Ltd.
Chandigarh

Rakesh Chandra

कम्पनी रजिस्ट्रार
दिल्ली एवं हरियाणा
(RAKESH CHANDRA)
Registrar of Companies
DELHI & HARYANA

THE COMPANIES ACT, 1956
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

**HARYANA STATE ROADS & BRIDGES DEVELOPMENT
CORPORATION LIMITED**

[I The name of the company is **HARYANA STATE ROADS & BRIDGES DEVELOPMENT CORPORATION LIMITED.**

[II Registered Office of the Company will be situated at Panchkula in the State of Haryana.

[III The objects for which the Company is established are:-

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

To construct, erect, build, re-model, repair, execute, develop, improve, administer, manage, control, maintain, demolish, grade, curve, pave, macadamise, cement, highways, expressways, roads, paths, streets, bridges, sideways, bye-passes, tunnels, pavements, reclamation, improvements, road over bridges, road under bridges, underground roads, or any other structural or architectural work and also to do other similar construction, levelling or paving work at present being a part of the activity of the Haryana Public Works Department on Build-Operate and Transfer (BOT) or Build-Own-Operate and Transfer (BOOT) or Build-Operate-Lease and Transfer (BOLT) basis/or on any other Scheme in a manner which will facilitate to undertake the above mentioned work.

(B) The objects ancillary or incidental to the attainment of the main objects of the Company are:-

1. To identify probable schemes under BOT, or BOOT or BOLT programme and to appoint any Government agency or any private consultant in order to collect data and information and to carry out detailed survey and prepare feasibility report and detailed estimate of the projects identified and to carry out the financial and economic viability of such projects.
2. To facilitate the entrepreneur to collect toll/service charges on all or any type of vehicles and goods using the highways, roads, paths, streets, sideways, pavement etc. built or otherwise maintained during the concession period under the BOT/BOLT/BOOT scheme in accordance

with the authorisation in the form of Notifications under the provisions of Section 4 of Haryana Mechanical Vehicles (Levy of Toll). Act, 1996 (Act No. 9 of 1996).

3. To undertake the construction and subsequent maintenance of projects and to collect toll/service charges on such projects.
4. To acquire from Central or State Government, 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 being capable of being turned to account and to work, develop, carry out exercise and turn to account the same and to declare itself as an Infrastructure Development Agency with the consent of the Government of HARYANA.
5. To enter into, make and perform contracts and arrangements of every kind and description on such terms and conditions, which may include that the concessioners will be allowed to derive benefits such as advertisement rights, road side, plantations, motels, with corporate body, municipality, body public, territory, province, State Government or colony or dependency thereof, without limit as to amount and to obtain from the Government or authority any rights, privileges, contracts and concessions which the Company may deem desirable to obtain and to carry out, exercise or comply with any such arrangements, rights, privileges, contracts and concessions.
6. To purchase, take on lease, or otherwise acquire and hold either solely or jointly with others, any movable or immovable or other properties and any rights or privileges which the company may think necessary, expedient or convenient for the purpose of its business.
7. To employ and to source officers and other manpower on deputation basis from Haryana Public Works Department (B&R Branch) or otherwise, as may be found necessary for the efficient handling and carrying on the business of the Company and to employ and source the remaining manpower requirement directly as employees or consultants.
8. To raise funds necessary for the above and other allied objects, by issue of share capital, securing loans from Government and other sources, including financial institutions and banks on reasonable rate of interest to arrange for their utilisation and proper repayment, to obtain the grants available from the Central or/and State Government to achieve the aforesaid objects and to raise funds in the form of loans from World Bank, Asian Development Bank and other such financial institutions.
9. To borrow or raise money from the issue of or upon bonds, debentures, bills of exchange, promissory notes or other obligations or securities of the company, or by mortgage, hypothecation, pledge or charge of all or any part of the property of the Company or making calls of its uncalled capital or in such other manner and their appurtenances.
10. To make, draw, accept, endorse, discount, execute, issue and negotiate cheques, bills of exchange,

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promissory notes, debentures and other negotiable or transferable instruments (but not to do the business of banking as defined in the Banking Regulations Act, 1949 (Central Act 10 of 1949).

11. To lend and advance or give credit 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 any contract or obligations and the payment of money to any such persons or Companies, and generally to give guarantees and indemnities.
12. To invest any money of the company not for the time being required for any of the purposes of the Company in such investments (other than shares or stocks in the Company) as may be considered proper and to hold or otherwise deal with such investments.
13. To receive money on deposit or loan and borrow or raise money in such a manner as the Company shall think fit and in particular by the issue of debentures, or debenture stock perpetual or otherwise, and to secure the repayment of any money borrowed, raised or raised by mortgage, charge or lien upon all or any of the property or assets of the Company both present and future, including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or Company, as the case may be. The Company shall however, not carry on the Banking Business as defined under Banking Regulations Act, 1949, but can accept deposits or money subject to section 58A of the Companies Act, 1956 and the directives of the Reserve Bank of India.
14. To enter into partnership or into any arrangements for sharing profits, union of interests, co-operation, joint venture, reciprocal concession, or otherwise, with any person or company or companies carrying on or engaged in or about to carry on, or engage in any business or transaction which this company is authorised to carry on, engage in or any business of transaction capable of being conducted so as directly or indirectly to benefit this Company. And to lend money to, guarantee the contracts of, or otherwise assist, any such person, firm or Company and to take or otherwise acquire shares and securities of any such company and to sell, hold, reissue, with or without guarantee, or otherwise deal with the same.
15. To subscribe for, take, or otherwise, acquire and hold shares, stocks, debentures, or other securities of any other Company having objects altogether or in part similar to those of the Company.
16. To apply or promote and obtain any act or thing, charter, privilege, concession license or any authorisation of any Government State or Municipality, provisional order or license of the Board of Trade or other authority for enabling the Company to carry on any of any of its objects into effect or for extending any of the powers of the Company or for effecting any modification of the constitution of Company.
17. To pay out of the funds of the Company all expenses which the Company may lawfully pay with

respect to the formation and registration of the Company or the issue of its capital including brokerage and commission for obtaining applications for or taking, placing or underwriting of shares debentures or other securities of the Company.

18. To pay for any rights or property acquired by the Company, and to remunerate any person or Company whether by cash payment by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part of otherwise.
19. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or super-annuation funds for the benefit of, and give or procure the giving of gratuities, pension, allowance or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any Company which is subsidiary of the Company or is allied to or associated with Company or with such subsidiary Company or of any such other Company as aforesaid and wives, widows, families and dependents of any such persons and also establish, subsidise and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit or to advance the interest and well being of the Company as aforesaid, and make payments to or towards the insurance of any such persons as aforesaid, and or any of the matters aforesaid, either alone or in conjunction with any such other Company as aforesaid.
20. To get the Company recognised in any part of the country outside Haryana State for procurement of works.
21. To establish or promote or-concur in establishing or promoting any Company or Companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such other Company.
22. To divide amongst the members in specie or kind the whole or any part of the assets of the Company or any proceeds or sales or disposal of any property of the Company with the sanction of the special resolution of the Company in the event of winding up subject to the provision of the Company Act, 1956.
23. To adopt such means of making known the business of the Company as they seem expedient and in particular by advertising through the press, by issuing circulars, by purchases and execution work of art or interest, by publication of books and periodicals and by granting prizes, rewards, or donations.
24. To undertake and execute any trusts, the undertaking of which, may seem to the Company desirable, either gratuitously or otherwise.
25. To remunerate any person or Company for services rendered or to be rendered in placing or assisting to placing or assisting to place or guaranteeing the placing of any shares in the Company

capital or any debentures, stock or other securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business, subject to Section 76 of the Companies Act, 1956.

26. To create any reserve funds, sinking funds, insurance fund or any other special fund whether for depreciation or for repairing, improving extending or maintaining any of the property of the Company or for any other purpose conducive to the interest of the Company.

27. To distribute as bonus shares among the members or to place or reserve or otherwise to apply as the Company may from time to time think fit any money received by the way of premium of shares or debentures issued at premium by the Company and the money arising from the sale by the Company on forfeited shares subject to the provisions of the Company Act, 1956.

28. To refer all questions, disputes or differences (whether present or future) arising between the Company and any other person whomsoever in connection with or in respect of any matters either relating to business or affairs of the Company or otherwise to arbitration either in India or abroad in such manner and upon such terms and the conditions as the Company and such other person may mutually agree upon and such reference to arbitration may be made in accordance with the provisions of any law in India relating to arbitration.

Subject to the provisions of the Companies Act, 1956, or any other enactment in force, to indemnify and keep indemnified officer, directors, agents, employees and servants of the Company against proceedings, costs, damages, claims and demands in respect of anything done or ordered to be done by them for and in the interest of the Company and for any loss damage or misfortune whatever which shall happen in the execution of the duties of their office or in relation thereto.

Other Objects

To commercially exploit Government land in the possession of the Public Works Department and employ the proceeds for Roads and Bridges Infrastructure.

To carryout the works assigned by Haryana PWD (B&R) out of the funds raised in form of loans from World Bank, Asian Development Bank, NABARD and other financial institutions.

To carryout the works entrusted by other departments/ agencies as deposit works.

Liability of the members is limited.

The Authorised Share Capital of the company is Rs. 125,00,00,000 (Rs. One Hundred & Twenty Five Crores) divided into 125000000 (Twelve Crores Fifty lacs) Equity Shares of Rs. 10/- (Rs. Ten) each."

Several persons, whose names, descriptions and addresses are here under 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 capital of the Company set opposite our respective names :

S. No.	Name, Address, Description and Occupation of Subscriber	Number of Shares taken by each Subscriber (Equity Shares)	Signature of Subscriber	Witness and Signatures with Address, Description and Occupation
1.	On and behalf of Govt. of Haryana (Governor of Haryana) Sh. VIRENDRA NATH S/o Sh. Indrajit Gupta Financial Commissioner PWD (PH) Deptt. (Govt. Service) House No. 1023, Sector 24,	10 (Ten)	Sd/- (VIRENDRA NATH)	Witness to all :- Sd/- Sumeet Singh Dhir, Chartered Accountant, SCO 18, 2nd Floor, Sector 17-E, Chandigarh
2.	Chandigarh. On and behalf of Govt. of Haryana (Governor of Haryana) MRS. URVASHI GULATI W/o Sh. Naresh Gulati Commissioner & Secretary to Govt. of Haryana Public Works B&R Deptt. (Govt. Service) House No. 56, Sector 7-A, Chandigarh- 160 019	10 (Ten)	Sd/- (URVASHI GULATI)	
3.	On and behalf of Govt. of Haryana (Governor of Haryana) Sh. AJIT MOHAN SHARAN S/o Sh. Krishan Mohan Sharan Commissioner & Secretary Town & Country Planning Deptt. Haryana (Govt. Service) House No. 693, Sector 7, Chandigarh.	(10 (Ten)	Sd/- (AJIT MOHAN SHARAN)	

S. No.	Name, Address, Description and Occupation of Subscriber	Number of Shares taken by each Subscriber (Equity Shares)	Signature of Subscriber	Witness and Signatures with Address, Description and Occupation
4.	On and behalf of Govt. of Haryana (Governor of Haryana) Sh. KUNJ BEHARI LAL SINGAL S/o Sh. Harbans Rai Engineer-in-Chief Haryana PWD B&R Chandigarh (Govt. Service) House No. : 625, Sector 6, Panchkula - 134 109	10 (Ten)	Sd/- (KUNJ BEHARILAL SINGAL)	Witness to all :- Sd/- Sumeet Singh Dhir, Chartered Accountant, SCO 18, 2nd Floor, Sector 17-E, Chandigarh
5.	On and behalf of Govt. of Haryana (Governor of Haryana) Sh. AMIT JHA S.o Sh. Balbir Jha Joint Secretary to (Finance) Govt. of Haryana (Govt. Service) House No. 1404, Sector 19-B, Chandigarh- 160 019	10 (Ten)	Sd/- (AMIT JHA)	
6.	On and behalf of Govt. of Haryana (Governor of Haryana) Sh. MADAN MOHAN SETH S/o Sh. Thakar Das Chief Engineer Haryana PWD B&R Chandigarh (Govt. Service) House NO. 1033, Sector 11-B, Chandigarh.	(10 (Ten)	Sd/- (MADAN MOHAN SETH)	
7.	On and behalf of Govt. of Haryana (Governor of Haryana) Sh. BHART SINGH S/o Sh. Simru Ram Under Secretary, (Govt. Service) House No. 1323, Sector 11, Panchkula.	10 (Ten)	Sd/- (BHART SINGH)	
		70 (Seventy Only)		

ated : 15th April 1999 at Chandigarh