

MOA language: English Hindi

SRN of form INC-1

G32846339

Pre-fill

* Table applicable to company as notified under schedule I of the companies Act, 2013

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Table A- MEMORANDUM OF ASSOCIATION OF A COMPANY LIMITED BY SHARES

1. The Name of the Company is

ODISHA RAIL INFRASTRUCTURE DEVELOPMENT LIMITED

2. The Registered office of the company will be situated in the state of

Orissa-OR

3.(a) The objects to be pursued by the company on its incorporation are

- (1) To carry on the business of development, designing, establishment, financing, construction, operations, implementation, maintenance and management of railway projects and facilities, and in particular for the development, establishment, financing, construction, operations, maintenance and management of the common corridor for rail, water and power, railway connectivity and Multi-modal Transport linkage, including without limitation to act as managers, administrators, executors, receivers, operators, custodians, nominees, promoters, developers, agents, attorneys, representatives, counselors, consultants and advisers of railway projects.
- (2) To negotiate loans and advances of all nature and to mobilise capital, to formulate schemes for the purpose of mobilisation of resources and to enter into any arrangement with the Government, Banks, Financial institutions or any other authority or entity for sharing of profits, union of interest, cooperation, concession, lease or otherwise for the development of common corridor facility and to manage the investment of such funds in common corridor projects and to promote, establish, manage and carry on an investment scheme, trust scheme or other participation schemes for investment in all kind of assets including any shares, stocks, debenture stocks, bonds, units, loans, obligations, securitised debt, promissory notes, participation certificates, policies, money market investments, securities of the Central or State Government, Company, Corporations, Banks or Financial Institutions, Municipal or Local or other Body or Authority or obligations or other securities or investments of any kind or description; and to acquire or enter into or deal in any derivative, option and swap, and to carry on the business of arranging or providing financial assistance, both fund based and non fund based, independently or in association with any person, Government or any other agencies, whether incorporated or not for the purposes of railway infrastructure development work or providing railway infrastructure facility or engaged in activities which shall include work or facility or providing of services in relation to or in connection with setting up development, construction, operation, maintenance, modernisation, expansion and improvement of any railway project or facility.
- (3) To promote, assist, advise, render and provide consultative, participative and management services in all matters relating to and all aspects of common corridors, railway projects including policy formulation, promotion, development, implementation, construction, operation, maintenance, management and finance thereof.
- (4) To enter either alone or jointly with any other companies or persons and specially outside India into contracts (on turnkey basis or otherwise) for the erection, construction, maintenance, alteration, repair, pulling down and restoration of railways, factories, mills, industrial plants, engines, machinery, works of all descriptions, including railways, tramways, waterways, road bridges, warehouses, factories, mills, engines, machinery, railway carriages, and wagons, ships and vessels of every description, gas works, electric works, water works, drainage and sewage works and other public utilities, wharfs, docks, piers and buildings of every description.
- (5) To plan, develop, erect and set up terminals of all kinds including LNG receiving terminal(s), Oil tanking terminal(s), etc. for providing terminalling services and activities for receipt (including import), storage, dispatch (including export) handling and treatment of various kinds and forms of crude oil and refined petroleum products, gases, chemicals, liquids and all types of related facilities.

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

- (1) 1. To enter into arrangement with Government of India, Government of Odisha or any other Government, or States, or Local authority for the purpose of carrying out the objects of the company or furthering its interest and to obtain from such Government or authority or persons any charters, subsidies, loans, indemnities, grants, contracts, licenses, rights, concessions, privileges or immunities which the company may think it desirable to obtain and exercise or to comply with any such arrangement, rights, privileges, and concessions.
- (2) To establish and maintain quality control, testing and common facility centre (s) for ensuring standard quality of industrial products and providing such facilities that may be required for the purpose and subscribe or to subsidise or become member of Training Institutions,

Research Laboratories, Research Institutions and Experimental workshop for scientific technical research and experiments.

(3) Subject to Companies Act, 2013 and Regulations made thereunder and the directions issued by RBI, to receive, raise or borrow any sum or loan upon such terms & conditions, in all respects as they may deem fit and to hold in any form, advance and negotiate loans on moveable or immovable property, with or without security whether guaranteed or not, to such persons, firms, institution or body corporate upon such terms & conditions as the Company may deem fit.

(4) To purchase or otherwise acquire, own, import, in all materials, substances appliances, machines containers and such other articles and apparatus and things capable of being used in any of the aforesaid business and to own, lease and otherwise acquire and use facilities of whatever kind as may be convenient or useful or conducive to firm the effective working of the main business of the company.

(5) To acquire, build, construct, alter, maintain, enlarge, remove or replace and to work, manage and control any buildings, offices, factories, mills, shops, machinery, and conveniences which may seem necessary to achieve the main objects of the company and to join with any other person or company in doing any of these things.

(6) To buy, repair, alter, improve, exchange, let out on hire, import, works, plants, machinery, tools, utensils, appliances, apparatus, products, materials substances, articles and things capable of being used in the business of the Company.

(7) To purchase, take on lease or tenancy or in exchange, hire, take options over or otherwise acquire any estate or interest and to hold, develop, work concessions, grants, decrees, licenses, privileges, claims, options, leases, property, real or personal or rights or powers of any kinds which may appear to be necessary or convenient or any business of the Company.

(8) To pay for preliminary and pre-incorporation expenses of the Company.

(9) To exchange, mortgage, royalty or tribute grant licenses, easements, options and other rights over and in other manner deal with or dispose of the whole or any part of the undertaking, property, assets, rights and effects of the Company for consideration as may be thought fit and in particular for stocks, shares debentures whether fully or partly paid-up or securities of any other such company having objects whole or in part similar to those of the Company or as may be approved by the shareholders.

(10) To pay for any rights or property acquired by the Company and to remunerate any person, firm or body corporate rendering services to the Company either by cash payment or by allotment to him or them of shares or securities of the Company as paid up in full.

(11) To lend and advance money, either with or without security and give credit to such persons (including Government) and upon such terms and conditions as the Company may think fit.

(12) To undertake financial and commercial obligations, transactions and operations of all kinds.

(13) To guarantee the performance of any contract or obligation of and the payment of money or dividends and interest on any stock, shares or securities of any company, corporation, firm or person in any case in which such guarantee may be considered directly or indirectly to further the objects of the Company.

(14) To guarantee the payment of money unsecured or secured or payable under or in respect of promissory notes, bonds, debenture stocks, contracts, mortgages, charges, obligations, instruments and securities of any company or of any authority, supreme, municipal, local or of any persons whether incorporated or not incorporated, and to guarantee or become sureties for the performance of any contracts or obligations may be necessary for the purposes of the Company.

(15) To subscribe for, acquire, hold and sell shares, share-stock, debentures, bonds debenture-stock, bonds, mortgages, obligations, securities of any kind issued or guaranteed by any company (body corporate or undertaking) of whatever nature and whatsoever constituted or carrying on business and to subscribe for, acquire, hold and sell shares, debentures and debentures stocks, and debenture-bonds, mortgages, obligations and other securities issued or guaranteed by any government, sovereign ruler, commissioners, trust, municipal, local or such other authority or body of whatever nature, whether in India or elsewhere as may be conducive to the business of the Company.

(16) Subject to applicable provision of Companies Act and the regulation made there under and the directions issued by Reserve Bank of India, to receive money or loan and borrow or raise money in such 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 payment of manner as the Company shall think fit, and in particular by of the issue debentures or debenture-stock (perpetual or otherwise) and to secure the payment of any money borrowed, raised or owing on the mortgage, charge or line upon all or any of the property or assets of the Company (both present or future) including its uncalled capital and also by similar mortgage, charge or lien to secure and guarantee the performance by the Company, or any other such person or Company, of any obligation undertaken by the Company.

(17) To draw, make accept, endorse, negotiate, execute and issue bills of exchange, promissory notes, bills of lading, debentures and such other negotiable or transferable instruments or securities.

(18) To apply for, purpose or otherwise acquire and protect, prolong and renew in any part of the world, any patents, patent rights, brevets, inventions, trade marks, designs, licenses, protections, concessions and the like, conferring any exclusive or non-exclusive or limited right to their use or of any secret or other information as to any invention, process or privileges 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 or privileges in respect of or otherwise turn to account, the property, rights and information so acquired.

(19) To spend money in experimenting upon and testing and in improving or seeking to improve any patents, rights, inventions, discoveries, processes or information of the Company or which the Company may acquire or propose to acquire

(20) To do all or any of the above things either as principals, agents, trustees, contractors or otherwise and either alone or in conjunction with others and either by or through agents, sub-contractors, trustees and otherwise.

(21) To acquire and takeover all or any part of the business, property and liabilities of any person firm or company carrying on or proposing to carry on any business which this Company is authorized to carry on or possess of property suitable for the purpose of the Company.

(22) To procure the registration or recognition of the company in or under the laws of any place outside India.

(23) To form, incorporate or promote any company or companies whether in India or elsewhere having amongst its or their objects the acquisition of all or any of the assets or controls, management or development of the Company or any other objects 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 or about the formation or promotion of the Company or the conduct of its business or in or about the promotion of any other such company in which the Company may have an interest

(24) Subject to the provisions of Companies Act, 2013, to amalgamate or to enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture or reciprocal with any person or persons or company or companies carrying on or engaged in any business which the Company is authorized to carry on.

(25) To enter into any arrangements and take all necessary or proper steps with Governments or with other authorities, supreme, national, local, municipal or otherwise of any place in which the Company may have interests and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the Company or effecting and modification in the constitution of the company or

for furthering the interests of the members and to oppose any such steps taken by any other company, firm or person which may be considered likely, directly or indirectly to prejudice the interest of the Company or its members and to assist in the promotion whether directly or indirectly of any legislation which may seem advantageous to the company and to obtain from any such Government authority and company any charters, contracts, decrees, rights, grants, loans, privileges, or concessions which the company may think it desirable to obtain and carry out, exercise and comply with any such arrangements, charters, decrees, rights, privileges or concessions.

(26) To acquire any kind of immovable property, real estate on leasehold and or freehold basis and to develop, construct, improve the same and for these purposes, if required, raise any funds in shape of loans or any other source and to hold, manage and dispose off the same.

(27)(a) To undertake executive any trust, the undertaking of which may seem to the Company desirable and either gratuitously or otherwise and vest any real or personal property, rights of interests acquired by or belonging to the company in any person of Company on behalf of or for the benefit of the company and with or without any declared trust in favour of the Company.

(b) To accept gifts including by way of Awards/prizes from Govt. and semi-Govt. bodies and to give gifts and donations to create trusts for the welfare of employees, members, directors and/or their dependants, heirs and children and for deserving object for and such other persons also to act as trustee.

(28) To apply the assets of the Company in any way in or towards the establishment, maintenance or extension of any association, institution or fund in any way connected with any particular trade or business or with trade or commerce and particularly with the trade, including any association, institution or fund for the interests of masters, owners and employers against loss by bad debt, strike, combination, fire, accident or otherwise of for the benefit of any clerk, workman or others at any time employed by the Company or any its predecessors in business or their families or dependants and whether or not in common with other persons or classes of persons and in particular of friendly, co-operative and other societies, reading rooms, libraries, educational and charitable institutions, dining and recreation rooms, churches, chapels, schools, and hospitals and to grant gratuities, pensions and allowances and to contribute to any funds raised by public or local subscription for any purpose .

(29) To aid peculiarly or otherwise, any association, body or movement having for an object the solution, or settlement of industrial or labour problems or troubles or the promotion of industry or trade.

(30) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition subject to the provisions of section 293A of the Act.

(31) The Company has power to make and receive gifts either in cash or other such moveable or immovable properties of all kinds

(32) To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefits of and give, procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or is allied to or associated with the company or with any such subsidiary company or who are or were at any time Directors or officers of the company as aforesaid and the wives, widows, families and dependants of any such persons and also establish and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interest and well-being of the Company or of any such other Company as aforesaid and do any of the matters aforesaid, either, alone or in conjunction with any such other company as aforesaid.








(33) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

4. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

5. The share capital of the company is rupees, divided into,


100,000,000.00	Equity	shares of	10.00	rupees each	
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6 We, the several persons, whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this memorandum of association, and we respectively agree to take the number of shares in the capital of the company set against our respective names:

S.No.	Subscriber Details					
	Name, Address, Description and Occupation	DIN/PAN/Passport Number	No. of shares taken	DSC	Dated	
1	Manoj Kumar Mishra S/o- Manamohan Mishra At- Qtr- B/5, Rail Kunj, Chandrasekharpur, Bhubaneswar-751017 DOB: 25/10/1975, Occupation: Government Service	07408164	26009990	Equity	MANOJ KUMAR MISHRA 	
2	Sanjay Rastogi S/o- R.M Rastogi 1559, Sector-15 II, Gurgaon, Haryana DOB: 24/01/1967 Occupation: Government Service	07722405	5	Equity	SANJAY RASTOGI 	
3	Rengaraju Balakrishnan S/o- Rengaraju Alagarwamy Qtr No.- 5R-9, Unit-1, Bhubaneswar DOB: 06/11/1958 Occupation: Government Service	07455942	5	Equity	RENGARAJU BALAKRISHNAN 	
4	Raghavendra Sharan Dubey S/o Ramkrishna Dubey At- Qtr No.- B-80, Railvihar, Chandrasekharpur, Bhubaneswar, Odisha, DOB: 01/07/1959 Occupation: Government Service	07730637	24989970	Equity	RAGHAVENDRA SHARAN DUBEY 	
5	Arun Kumar Chaudhary S/o- Yogendra Chaudhary At- A-7, Rail Kunj, Chandrasekharpur, Bhubaneswar-751017, Odisha DOB: 02/10/1965 Occupation: Government Service	07703663	10	Equity	ARUN KUMAR CHAUDHARY 	
6	Narottam Singh Uikey S/o B S Uikey At- Bungalow no. 5, Rail Kutir, Chandrasekharpur, Bhubaneswar, Odisha DOB: 12/04/1963 Occupation: Government Service	07706397	10	Equity	NAROTTAM SINGH UIKEY 	
7	Arvind Kumar Singh S/o- Vishwanath Singh Bungalow No.-3, Ground floor, Rail Kunj, Chandrasekharpur, Bhubaneswar DOB: 20/04/1964 Occupation: Government Service	07727316	10	Equity	ARVIND KUMAR SINGH 	
Total Shares taken			51,000,000.00	Equity		

Signed before Me

Name	Address, Description and Occupation	DIN/PAN/Passport Number/ Membership Number	DSC	Dated

FCA	Swati Kejriwal	At- A-17/10, Suryanagar, Bhubaneswar, odisha-751003 Occupation: Professional	067891	 SWATI TI KEJRI IWAL	
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