

THE COMPANIES ACT 2013

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF BHUBANESWAR SMART CITY LIMITED

- 1st. The name of the company is “**BHUBANESWAR SMART CITY LIMITED**”.
- 2nd. The registered office of the company will be situated in the “**State of Odisha.**”
- 3rd. **(a) The objects to be pursued by the company on its incorporation are:—**
1. To promote Bhubaneswar as a livable city that gives a decent quality of life to its citizens with a clean and sustainable environment.
 2. To undertake comprehensive development by promoting mixed land use, provision of housing for all, creation of walkable localities, preserving and developing open spaces, promoting a variety of transport options including transit oriented development, public transport & last mile para-transport connectivity, making governance citizen friendly and cost effective, giving identity to the city and applying smart solutions to infrastructure and services in order to make them better.
 3. To build develop, erect, install, alter, improve, renovate, recondition, buy or sale, lease, buildings, apartments and structures and to carry on business of all types of civil construction including road, buildings, structures including steels, dams, bridges, canals, embankments, apartments, towers, railway construction, electrical installations, superstructures, infrastructure, information and communication technology based designing & installations and to do all types of earthwork, PCC, RCC works and foundation works.
 4. To appoint consultant, advisor, representative, advocate, signatory, attorney, liasioner, agent, serviceman, middleman, arbitrator, conciliator, auctioneer, liquidator, secretary & solicitor in all its branches such as legal, commercial, industrial, manufacturing, production, engineering, personnel, marketing, advertising, publicity, sales promotion, public welfare, corporate management, business management, company law, taxation, investment, portfolio management, agriculture, construction, transport and on other similar subjects and to make evaluations, feasibility studies, techno-economic feasibility studies, project reports, forecasts, surveys & rehabilitation packages and for the purpose to run, establish, maintain, provide, operate, manage, supervise, arrange and take on hire all necessary services, facilities, conveniences, equipments etc. and develop smart cities to do all incidental acts and things necessary for the attainment of the foregoing objects. To undertake review of activities of the Mission including budget, implementation of projects, preparation of Smart City Proposal (SCP) and co-ordination with other missions / schemes and activities of various Ministries / Departments. To enter into contracts, partnerships and service delivery arrangements with Indian as well

as foreign firms, as may be required for the implementation of the Smart Cities Mission. To collect taxes, surcharges etc. as authorized by the ULB.

(b) Matters which are necessary for furtherance of the objects specified in clause III (a) are: –

1. To acquire and take over the whole or any part of the business property and liabilities of any person or persons, firms or corporation carrying on any business which the Company is authorized to carry on or possessed of any property or rights suitable for the purposes of the Company.
2. To apply for purchase or otherwise acquire any patents, brevets, invention, licenses concessions and the like conferring an exclusive or non-exclusive or limited right to use any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit this Company and to use, exercise, develop grant, licenses in respect of or otherwise turn to account the property right and information so acquired.
3. To enter into any partnership or any arrangement for sharing profits, union of interest, joint adventure, reciprocal concession or otherwise with any individual, firm or Company carrying on or engaged in or about to carry on or engage in any business or enterprise which the company is authorized to carry on or engage in any business or transaction capable of being conducted so as directly or indirectly to benefit this Company and or take of otherwise acquire and hold shares or stock in or securities of and to subsidize or otherwise assist any such Company and to sell, hold reissue, with or without guarantee or otherwise deal with the same.
4. To enter into any arrangement with any Government or authorities supreme, municipal, local or otherwise that may seem conclusive to the Company's objects or any of them and to obtain from any such Government or authority, any right, privileges and concessions, which the Company may think fit desirable to obtain and carry out exercise and comply with any such arrangements, rights, privileges and concessions.
5. From time to time, subscribe render services to any charitable, benevolent or useful object of a public character including exhibition the support of which will in the opinion of the Company tend to increase its repute or popularity among its employees, its customers of the public, to give pension, gratuities or charitable aid to person or persons who have served the Company or to the wives, children or other relatives of such persons and to form and contribute to Provident and benefit funds for the benefit of any persons engaged by the Company.
6. To mortgage, exchange, lease or transfer the Business property and undertaking of the Company or any part thereof for any lawful consideration which the Company may deem fit to accept and particular buy shares fully or partly paid up, debentures, debenture stock, bond mortgages of any other Company and/or to promote any company or companies for the purpose of acquiring all or any of the

properties, rights and liabilities for this Company or any other purposes which may seem directly or indirectly calculated to benefit this Company.

7. To purchase, or take on lease or exchange, hire or otherwise acquire any real and personal property and right and privileges, which Company may think necessary or convenient for the purpose of its business and in particular purchase any land, building construction, basement's machinery, plant and stock in trade.
8. To invest surplus money of any which the company not required immediately in any form of investment including shares, stocks, bonds, debentures, obligations or other securities of any Company or association or in government securities or in deposit with Bank or Banks, as may be considered desirable and from time to time, to vary such investment.
9. Subject to the provisions of the Companies Act, 2013, to lend money to such persons and on such terms and conditions as may seem expedient with or without security and in particular to customers and others having dealings with the Company and to give any guarantee or indemnity as may see expedient. But the Company will not do banking business as defined under the Banking Regulations Act, 1949.
10. Subject to the provisions of Section 73 and other relevant sections of the Companies Act, 2013 and rules made there under and Directives of Reserve Bank of India, to receive money on deposit with or without allowances of interest, to borrow or raise money with or without security and/or secure the payment of money by mortgage or by the issue of bond, mortgages, hypothecation, lien or any other security founded or based or charged upon all or any of the property or rights of the Company or in such other manner as the Company shall think fit and for the purposes aforesaid to charge all or any of the Company's property or assets movables or immovable liquid or otherwise present and future, including its uncalled capital and collaterally or further to secure any securities of the Company by a trust deed or other assurance and to redeem, purchase or pay off any such security, provided that the Company shall not do banking business as defined in the Banking Regulations Act, 1949.
11. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, hundies, bills of landing warrants, debentures and other negotiable instrument subject to Reserve Bank of India's Directives.
12. To adopt such lawful means of making known the productions of the Company as may seem expedient and in particular by advertising in the press, by circular, by purchases and exhibition of work of art or interest by publication of book and periodicals and by granting prizes rewards and donation.
13. To establish and maintain local registers, agencies and branch places of business and to procure the Company to be registered or recognized and carry on business in any part of the world, subject to law in force.

14. In event of winding up, to distribute any of the Company's property among the members in species or kind.
15. To pay for any right of 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 shares or securities of the Company, paid up in part or otherwise.
16. To pay out of the funds of the Company all expenses of and incidental to the formation, registration, advertisements and establishments of the Company.
17. Subject to the provisions of the Companies Act, 2013 to distribute as bonus shares amongst the members or reserve or otherwise applies as the Company may from time to time determine any money received in payment of dividends accrued on forfeited shares and money realized from the sale by the Company of the forfeited shares or any money received by way of premium on shares or debentures issued at a premium by the Company to invest any surplus money of the Company in such investments (including shares of stock in the Company) as may be thought proper and to hold, sell or otherwise deal with such investment.
18. Subject to the provisions of Section 182 of the Companies Act, 2013, to subscribe or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific national, public or other institution or objects which shall have any moral or other claims to support or aid by the Company either by reasons of locality of operations or of public general utility.
19. To carry on the business as manufactures, buyers, sellers, importers, exporters, agents, fitters, installers, assemblers of and dealers in all types of machineries equipments, components, tools, and spares of compressors.
20. To carry on and conduct workshops, engineering work of every description and kind and foundries of iron and steel, brass and other metals, wood and any other substances.
21. To purchase take on lease or otherwise acquire any mines, mining rights and to acquire Certificate of approval from the Union of India and any interest therein and to prospect, work, exercise, develop and turn to account same.
22. To carry on the business of manufacturer, purchaser, seller of bricks, tiles, wood works, empty cement bags, boards, plywood, aluminium and all other building materials.
23. To carry on the business of running motor lorries, motor taxis, motor mini buses and conveyances of all kinds and on such lines and routes as the Company may think fit and to transport passengers and generally to do the business of common carriers.
24. To carry on the business of manufacturers of or dealers in industrial machinery of all types including bearings, speed reduction units, pumps, machine tools and

agricultural machinery and earth moving machinery including road rollers, bulldozers, dampers, loaders, shovels and drag lines and light engineering goods such as cycles and sewing machines and their components.

25. To carry on the business as manufacturers, dealers, stockiest, exporters, and importers of bolts, nuts, and nails, hinges hooks and all other hardware items of all types and descriptions.
26. To produce, manufacture, purchase, refine prepare, import, sell and generally to deal in Iron and/or by-products thereof.
27. To undertake and execute the contracts for works involving supply and use of any machinery and to carry out any ancillary or other works comprised in the contract.
28. To do all types of Interior decoration work, repair, fabrication processing work according to customers, specifications in furnishing the buildings.
29. To carry on business or businesses of manufacturers, importers, exporters and dealers in sheets, metal (ferrous and non-ferrous) and sheet metal articles of all kinds in particular (i) aluminium and steel doors, windows, levers and automatic door closers, (ii) galvanized buckets, fire buckets, bath tubs, mugs, drums, tanks, tin containers and other articles for carrying or storing water oil and other solid or liquid materials (iii) all kinds of steel and metal furniture (iv) chimneys copes, ridgins, ventilators, roofings, hand carts, municipal carts and all other such articles.
30. To carry on the business of garage keepers and suppliers in and dealers of petrol or other motive power to motors and other things.
31. To carry on the business of buying, selling exchanging, altering, importing, improving, assembling, distributing motor vehicles, trucks, tractors implements electrical goods, refrigerators, household and commercial appliances iron and steel furniture and other manufacturing.
32. To carry on and undertake the business of finance, investment and trading, hire purchase, leasing and to finance hire purchase and lease operations purchasing, selling, hiring or letting on hire plant and machinery and equipment including transport, vehicles, earth moving machinery, computers, software, computer consumables domestic appliances and furniture that the Company may think fit.

4th. The liability of the members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

5th. The share capital of the company is Rs. 5,00,00,00,000/- (Rupees Five Hundred Crores only) divided into 5,00,00,000 (Five Crore) equity shares of Rs. 100/- (Rupees Hundred only) each, with power to increase, modify and reduce the Capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified, or special rights, privileges or conditions as may determined under the provisions of the Companies Act 2013 or any other applicable Act(s), Rule(s) and Regulation(s) etc.

6th. 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:—

Sl. No	Name, address, description and occupation of the Subscribers	No. of Shares taken	Signature of Subscribers	Name, address description and occupation of the Witness
1.	<p>Governor of Odisha through Housing & Urban Development Department, Govt. of Odisha.</p> <p><i>Represented by</i></p> <p>Shri Govindarajan Mathivathanan Commissioner-Cum-Secretary to Government of Odisha, Housing & Urban Development Department S/o. Kumarasamy Govindarajan Type 5R-5, Unit-I, Bhubaneswar, Odisha- 751001 DOB - 03.01.1966 Occ - Government Service</p>	1,12,49,997 (One Crore Twelve Lakh Forty Nine Thousand Nine Hundred Ninety Seven)	Sd/- Shri Govindarajan Mathivathanan Commissioner-cum-Secretary to Govt. Housing & Urban Development Deptt.	<p>I witness to subscriber who have subscribed and signed in my presence on 3rd March, 2016, Further I have verified their identity details for their identification and satisfied myself of their identification particulars as filled it.</p> <p>Sd/- CS Saroj Kumar Ray, FCS Saroj Ray & Associates Company Secretaries N6/215, IRC Village, Ground Floor, Bhubaneswar-751015 Occupation -Practising Company Secretaries.</p>
2.	<p>Bhubaneswar Development Authority , Akash Shova Building, Sachivalaya Marg, Bhubaneswar-751001</p> <p><i>Represented by</i></p> <p>Shri Krishan Kumar S/o. Laxman Dass B-5/10, Unit- 9, Bhubaneswar, Khurda, Odisha -751022 Occ - Governmnet Service DOB- 04.09.1976</p>	24,99,999 (Twenty Four Lacs Ninety Nine Thousand Nine Hundred Ninety Nine)	Sd/- Shri Krishan Kumar Vice-Chairman Bhubaneswar Dev. Authority Bhubaneswar	

Sl. No	Name, address, description and occupation of the Subscribers	No. of Shares taken	Signature of Subscribers	Name, address description and occupation of the Witness
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3.	<p>Bhubaneswar Municipal Corporation (BMC) Vivekananda Marg Bhubaneswar, Odisha-751014</p> <p>Represented by</p> <p>Shri Alok Kumar Kar Addl. Commissioner, Bhubaneswar Municipal Corporation (BMC) S/o. Upendra Nath Kar QR. No- VA- 17/3, Unit- II Bhubaneswar, Odisha - 751009 Occ- Govt. Service DOB- 05.04.1965</p>	1,12,50,000 (One Crore Twelve Lakh Fifty Thousand)	<p>Sd/- Shri Alok Kumar Kar Addl. Commissioner Bhubaneswar Municipal Corporation</p>	<p>I witness to subscriber who have subscribed and signed in my presence on 3rd March, 2016, Further I have verified their identity details for their identification and satisfied myself of their identification particulars as filled it.</p> <p>Sd/- CS Saroj Kumar Ray, FCS Saroj Ray & Associates Company Secretaries N6/215, IRC Village, Ground Floor, Bhubaneswar-751015 Occupation -Practising Company Secretaries.</p>
4	<p>Sri Sisir Kumar Ratho Special Secretary to Government of Odisha Housing & Urban Development Department S/o. Narasingha Nath Ratho QTR No- 3/1, Type VI- D/S, Unit-II, Mahatma Gandhi Marg, Bhubaneswar, Odisha- 1 Occ- Govt. Service DOB- 01.07.1962</p>	1 (One)	<p>Sd/- Sri Sisir Kumar Ratho Spl. Secy., H & U.D</p>	
5	<p>Dr. Ajit Kumar Mishra Joint Secretary to Government of Odisha, Housing and Urban Development Department S/o. Ratnakara Mishra At-Dy-1, Satyasai Apartment Lewis Road, Bhubaneswar- 751002, Occ- Govt. Service DOB- 05.04.1965</p>	1 (One)	<p>Sd- Dr. Ajit Kumar Mishra Jt. Secretary to Govt. U.D. Department of Odisha</p>	

Sl. No	Name, address, description and occupation of the Subscribers	No. of Shares taken	Signature of Subscribers	Name, address description and occupation of the
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6	Shri Belalsen Behera Under Secretary to Government (Project & Reform) Housing and Urban Development Department S/o. Niranjana Behera E/161, Baramunda Housing Board Colony, Bhubaneswar, Odisha- 751003, Occ- Government Service DOB- 26.01.1964	1 (One)	Sd/- Shri Belalsen Behera Under Secretary to Govt. H & U.D. Department Odisha	I witness to subscriber who have subscribed and signed in my presence on 3 rd March, 2016, Further I have verified their identity details for their identification and satisfied myself of their identification particulars as filled it. Sd/- CS Saroj Kumar Ray, FCS Saroj Ray & Associates Company Secretaries N6/215, IRC Village, Ground Floor, Bhubaneswar-751015 Occupation -Practising Company Secretaries.
7	Mr. Ranjan Kumar Das Secretary Bhubaneswar Development Authority(BDA) S/o. Akshaya Kumar Das Plot No- 288/2683, Bajrang Nagar Jharpada, Near Canal Ps. Laxmi Sagar, Bhubaneswar, Odisha-751006. Occ- Govt. Service DOB- 27.05.1964	1 (One)	Sd/- Mr. Ranjan Kumar Das Secretary Bhubaneswar Development Authority Bhubaneswar	
	TOTAL	2,50,00,000 (Two Crore Fifty Lakhs)		

Date : 03.03.2016

Place: Bhubaneswar