

THE COMPANIES ACT 1956
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION

OF

KERALA IRRIGATION INFRASTRUCTURE DEVELOPMENT
CORPORATION LIMITED

- I. The name of the Company is KERALA IRRIGATION INFRASTRUCTURE DEVELOPMENT CORPORATION LIMITED
- II. The registered office of the Company will be situated in the State of Kerala.
- III. **(A) The Main objects to be pursued by the Company on its incorporation are :-**

To construct a Regulator-cum-Bridge at Chamravattom across the river Bharathapuzha, its approach roads, flood banks and all other related works pertaining to this project and to undertake and execute construction of irrigation and water supply projects of major, medium and small size under any of the schemes such as Build, Own and Operate (BOO), Build, Operate and Transfer (BOT), Build, Own, Operate and Transfer (BOOT), Build, Own, Lease and Transfer (BOLT) any where in India.

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

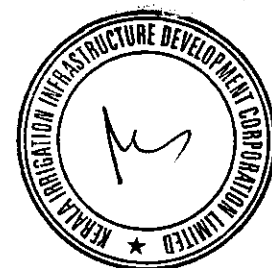
- 1 To collect data and information in order to identify probable projects which can be undertaken and executed under any of the schemes such as BOO, BOT, BOOT or BOLT by conducting detailed survey and to assess the economic and financial viability of the projects identified by preparing detailed project reports/ feasibility reports and for this purpose engage and utilise the services of private consultants, experts, institutions and Government agency.
2. To fix the amount of toll, levy and or service charges and collection of the same from passengers, goods and vehicles making use of the highways, roads, paths, streets, sideways, underground railroads, alleys, pavements built or otherwise maintained.
- 3 To utilise and supply the water stored in the reservoir created in the river course for any utilities like drinking water, irrigation, domestic, industrial, tourism, fisheries or for any other purposes according to the directions of the Government from time to time and to fix such rates as may be necessary for the waters so drawn.



4. To undertake the construction, execution and subsequent maintenance of the existing projects entrusted by the State Government and to retain the right to levy and collection of toll or service charges on such projects.
5. To undertake or render assistance to any individual, firm, society, company, corporation, development authority, municipality, panchayath or any department of Government of Kerala with the object of providing irrigation facilities, water supply and distribution system especially to farmers, agriculturists, cultivators and producers so as to improve all types of operations of farming, periculture, sericulture, horticulture and agriculture thereby resulting in higher yield of their products and to the community and the public at large and for this purpose to construct or dig bore-wells, wells, ponds, tanks, culverts, canals, bunds, water treatment plants and reservoirs.
6. To encourage, undertake, carry out, promote, sponsor, subsidise, activate, assist, participate, manage or organise rural development programme for promoting the social, medical, healthcare, housing, sewage or other development work in any rural area in Kerala and to incur any recurring and non recurring expenditure either directly or through an independent agency or in any other manner.
7. To build, purchase, take on lease or licence or in exchange, hire or otherwise acquire any property, movable or immovable and any rights or privileges 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, easements, plant and machinery, stock-in-trade and on any such lands to erect, construct, alter, maintain, enlarge, remodel, develop, remove or replace, manage and control any buildings, factories, sheds, godowns, roadways, bridges, reservoirs, water courses or other structures and any apartments, houses, flats, rooms, or other accommodations for the residence and amenity of its employees, staff and other workmen.
8. To engage professionals, technicians, specialists, trainees, apprentices, skilled and unskilled workers, labourers and others on the basis of full time or part time employment, by direct recruitment, deputation or contract basis, collectively or severally, and to provide necessary training for the purpose of initiating, setting up, efficient handling and carrying on the business of the Company.
9. To make, draw, accept, endorse, execute, negotiate, purchase, discount, hold, sell and dispose off cheques, bills of exchange, promissory notes, hundies, drafts, bills of lading, air consignment notes, warrants, debentures, other negotiable or transferable instruments and contracts, deeds and other instruments.



10. Subject to the provisions of The Companies Act, 1956, to invest and deal with the funds of the company not immediately required on such securities and in such manner as the Company shall deem fit..
11. To lend, advance or give credit to such persons or companies 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. But the Company shall not do any Banking business as defined in The Banking Regulations Act, 1949.
12. To raise funds necessary for the business of the Company by way of subsidies, gifts, donations or such other financial assistance from Financial Institutions, banks or individuals, local or foreign, either in cash or in kind; grants from Government of Kerala by way of budgetary provision or otherwise; contribution or levies from Local bodies, Kerala Water Authority, Public Works Department and other beneficiaries, who utilise the project, at the rates to be decided by the Government of Kerala / Board of Directors from time to time.
13. To receive money on deposits or loans and to borrow or raise or secure the payments of money in such manner as the company shall think fit and in particular by mortgage, hypothecation, pledge or by the issue of debentures, or debenture stock (perpetual or otherwise) charged upon all or any of the Company's property, both present and future, including its uncalled capital and to purchase, redeem and to pay off any such securities. The acceptance of deposits shall be subject to the provisions of Section 58 A of The Companies Act, 1956, the rules made there under and the directions of the Reserve Bank of India. The company shall not however, carry on the Banking business as defined under Banking Regulations Act, 1949.
14. To enter into any arrangements (partnership or not) for sharing profits, union of interests, co-operation, joint ventures, reciprocal concessions, with any person or Company carrying on or engaged in or about to carry on or engage in any business or transaction capable of being conducted so as to directly or indirectly benefit this company.
15. To negotiate and enter into any arrangement or agreement with the Central or State Government or any other country or with any authorities, municipal, local or otherwise or other persons, firms, associations, corporations or companies in India or abroad that may seem conducive to the company's objects or any of them and to obtain or purchase from them any rights, powers and privileges, licences, grants and concessions which the company may think it desirable to obtain and to carry out, taking on lease or licence or concession or



otherwise exercise and comply with any such arrangements, rights, privileges and concessions.

16. To collaborate with foreign Governments, firms, servicing and maintenance experts for acquiring or offering technical know - how or to employ foreign technicians or experts or advisors on contract basis or other wise and to loan on suitable terms the company's experts, technicians and others to other parties in or outside India for any of the above purposes.
17. To pay for any property, business or rights acquired or agreed to be acquired by the company in cash or fully or partially paid-up shares with or without preferred rights in respect of dividends or re-payment of capital or otherwise or by debentures or by any securities which the Company has power to issue or partially in one mode and partially in another and generally on such terms as the Company may determine.
18. To pay out of the funds of company all expenses which the company may lawfully pay with respect to the formation and registration of the company.
19. To apply for purchase or otherwise acquire and protect, prolong and review in any part of the world any patents, patent rights, brevets, D'invention, trademarks, design, licence and the like, conferring any exclusive or non-exclusive or limited right to their use, or 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, manufacture or grant licences or privileges in respect of or otherwise turn to account the property rights of information, use of licence so acquired and to subsidise, take part in or assist in any experiment, investigations and researches likely to prove beneficial to the company.
20. To do any of the objects of business to be carried on by the Company in India or abroad and to adopt such means of making known the business of the company in any part of the world by advertising in the press and electronic media, by circular, by purchases and exhibition work of art, by publication of books and periodicals and by granting prizes, rewards, or donations.
21. To establish, 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 or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
22. To establish and support or aid in the establishment and support of associations, institutions, trusts, super annuation funds calculated to benefit employees or ex-employees of the company, or the dependents



and to grant pensions and allowances, and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent purpose or for any exhibition or any public, general or useful objects.

23. Subject to the provisions of The Companies Act, 1956, to remunerate any person, Society, Firm or Company and either in the form of Brokerage, commission or otherwise for any services rendered to the Company, or for introducing business, obtaining subscription for or guaranteeing the subscription or for placing or assisting to place or guaranteeing the placing of any of the shares, debentures, debenture stock or other securities of the Company or for services rendered or to be rendered in or about the formation and registration of the Company or the conduct of its business whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid -up in full or in part.
24. To import, export, deal and stock materials and things of all kinds required for the purpose and use of any business which the Company is authorised to carry on.
25. To undertake, carry out and operate any work connected with the object of the Company anywhere outside India and for that purpose obtain licences, permits, Grants, Concessions, Protocols from any foreign Governments / Countries / Authorities.
26. To establish, provide, maintain and conduct or otherwise subsidise research laboratories and workshops for scientific and technical research and experiments and to undertake and carry on all scientific and technical research experiments and tests of all kinds and to promote studies and research both scientific and technical investigation by providing, subsidising, endowing or assisting laboratories, workshops, lectures, meetings and conferences, and by providing for the award of scholarships, prizes and grants to students or intending students or otherwise generally to encourage, promote and reward studies, researches, investigations, experiments, tests and innovations of any kind that may be considered likely to assist the business which the company is authorised to carry on.
27. Subject to the provisions of The Companies Act, 1956, to place, to reserve or distribute as dividend or bonus among members or otherwise to apply as the Company may from time to time think fit, any monies received by way of premium on shares or debentures issued at premium by the Company and any monies received in respect of dividends accrued or forfeited shares or from unclaimed dividends.
28. To undertake and execute any trusts, the undertaking of which, may seem to the company desirable, either gratuitously or otherwise.



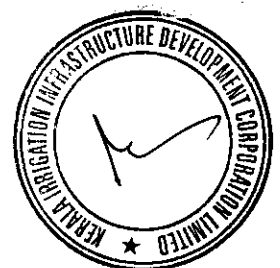
29. To create any depreciation fund, reserve fund, sinking fund, insurance fund or any other special fund, whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the company or for redemption of debentures or redeemable preference shares or for any other purpose conducive to the interest of the company.
30. To refer or agree to refer to arbitration all questions, disputes or differences (whether present or future) arising between the Company and any other Company, Society, Firm or individual in connection with or in respect of any matters relating to the business or affairs of the Company or otherwise, to any arbitrator, either in India or abroad, in such manner and upon such terms and conditions as the Company and such other party 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 or in accordance with any other foreign system of law or in accordance with the Rules of any Chamber of Commerce (either Indian or foreign).
31. Subject to the provisions of the Companies Act, 1956, or any other enactment in force, to indemnify and keep indemnified members, officers, 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 and which shall happen in the execution of the duties of their office or in relation thereto.
32. To carry on the activity of acquiring, processing including desalination, treating, producing and merchandising bottled drinking water and for that purpose acquire, establish, contract, lay down, promote, erect, build, install, commission, carry out and run all necessary processing units, work shops, repair shops or any other facility or property required for the purpose of carrying on such business and buy, import, export, procure, process, pack, repack, add, remove, heat, preserve, store, forward, consign, distribute, franchise, dispose, develop, assemble, handle and transport, supply as stockiest, commission agent or otherwise to deal in bottled water.
33. To carry on in India or elsewhere the business of generating, producing, refining, receiving, improving, buying, selling, reselling, acquiring, using, transmitting, accumulating, employing, distributing, developing, handling, supplying and to act as producer, agent, broker, representative, consultant, collaborator or otherwise to deal in undertake, assist, encourage, promote development of scientific, technical, engineering, research activities associated with generation, transmission and distribution of power which is derived through conventional/ non conventional methods including hydel, thermal, turbine, thermo electric generator, thermionic convertor, hydrogen magneto hydro dynamic, fuel cell technology, solar energy, wind energy, tidal energy and deal in all



apparatus and things required for or capable of being used in connection with generation, transmission, distribution, energy conservation, development of means, modes and methods for conservation and efficient utilization of energy, measuring the output and improving the efficiency thereof, supply or otherwise trade in accumulation and employment of electricity, all power that may directly or indirectly be derived there from and for that purpose acquire, establish, contract, lay down, promote, erect, build, install, commission carry out and run all necessary power sub stations, work shops, repair shops or any other facility or property required for the purpose of carrying on such business for captive, commercial uses.

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

1. To buy, sell, get, work, shape, hew, carve, polish, crush, use and deal in all and every kind of iron, steel, wood, brick cement, ceramic, granite limestone or other stone or material and other products and by products and for such purpose to acquire, take on lease or in exchange or otherwise any or part of forests, mines, lease undertaking, lands, buildings or properties, to purchase or otherwise acquire any devices, inventions, trademarks, formulae, goodwill and other rights and to deal with, dispose off the same in any manner what-so-ever.
2. To construct, execute, undertake, carry-out, run, establish, acquire, maintain, remodel, alter, develop, work, control, manage, take on lease, purchase or acquire under any other terms and conditions any residential buildings, factories, hotels, clubs, water tanks, schools, hospitals, restaurants, amusement parks, garden, libraries, reading rooms, pavillions, shops, garages, dairy farms or other works which the Company may think appropriate or useful in this behalf.
3. To promote, institute, enter into, carry on, assist or participate in any and every description of financial, commercial, mercantile, industrial, manufacturing and agency business, works, contracts, undertakings and operations of all kinds incidental and related to the above objects.
4. To own and operate transport vehicles and vessels for transporting all materials, equipments, products and other goods and things required or dealt in by the Company.
5. 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 any allied objects or which may advantageously or conveniently be combined with the business of the Company in a profitable way.



- IV. The liability of the members is limited.
- V. The Authorised Share Capital of the Company is Rs. 10,00,00,000/- [Rupees Ten Crores only], divided into 1,00,00,000 [One Crore] Equity shares of Rs.10/- [Rupees Ten only] each, with power to increase or reduce Capital in accordance with the provisions of The Companies Act, 1956 and the shares forming part of the capital for the time being may be sub-divided, converted, cancelled, consolidated or divided into such class and be held upon such terms as may be prescribed by the Articles of Association and regulations of the Company for the time being or otherwise.

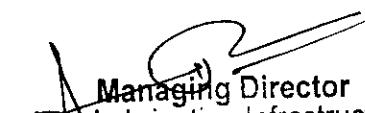
We, the several persons whose names and addresses are subscribed, are desirous of being respectively agree to take the number of shares in the capital of the Company set opposite our respective names:



Sl No	Name, Address, Description and Occupation of Subscriber	No of Equity Shares taken	Signature of Subscriber
1	V P Ramakrishna Pillai S/o Parameswaran Pillai Minister for Irrigation Thiruvananthapuram	1 One	Sd/-
2	Paloli Mohammed Kutty, S/o Idru Minister for Local Administration Government of Kerala	1 One	Sd/-
3	Elias George S/o K.P. George Secretary (Irrigation) Kerala	1 One	Sd/-
4	K.M Abraham S/o K A Mathew Mappillai Secretary (Finance-Resources) Government of Kerala Thiruvananthapuram	1 One	Sd/-
5	S.M Vijayanand S/o Sri. P. Murukaiah Secretary (Local Self-Govt-Rural) Government of Kerala Thiruvananthapuram	1 One	Sd/-
6	P. A Mohammad Salih S/o P B Abdul Khader Chief Engineer Irrigation and Administration Thiruvananthapuram	1 One	Sd/-
7	V.J.KURIAN, S/o V.J. Joseph 2nd Floor, Freethi Buildings M.V.Road, Palarivattom KOCHI-682 025	1 One	Sd/-

Total Shares Taken 7 (Seven Only)

Dated this 1st day of August, 2000 at Ernakulam


Managing Director
 Kerala Irrigation Infrastructure
 Development Corporation Ltd.
 Vasanth Vihar Gardens
 Kumarapuram, Medical College P.O,
 Thiruvananthapuram- 695011

