THE COMPANIES ACT, 2013
PUBLIC COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
[INSERT NAME OF THE JVC]

I. The name of the Company is [●].

II. The Registered Office of the Company will be situated in the State of [●].

III. (A) The objects to be pursued by the Company on its incorporation are:-

1. To build, construct, operate, develop, finance and maintain viable railway projects, and/or projects with viability gap funding in the territory of India, which will be used for both freight and passenger services and to develop required rail infrastructure including construction of railway lines together with all related rail facilities.

2. To make or cause to be made studies, surveys, detailed project reports and tests to determine the desirability, viability and feasibility of establishing railway projects in the territory of India and to process for sanctioning viable railway projects.

3. To construct, operate and maintain railway infrastructure, accommodation and conveyance along with other related facilities connected with the opening, operation and closing of railway and providing traffic facilities thereto.

4. To carry on all business relating to railways and related business activities, and to enter into contracts in India or abroad, on a turnkey basis or otherwise, either individually or jointly with other undertakings, companies, firms, private or public agencies, associations and persons abroad or in India, including supply, erection and commissioning of equipment and all services ancillary thereto including but not limited to construction of new railway lines, upgradation of the existing railway lines and related infrastructure, construction of bridges, roads, tunnels, ventilation and lighting of tunnels, earth work, including but not limited to:

(a) Making or constructing in or upon, across, under or over any lands (including forest land), or any streets, hills, valleys, roads, railway, tramways, or any rivers, canals, brooks, streams or other waters 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, drains, piers, cuttings and fences, intake wells, tube wells, dams, river training and protection works;

(b) Altering the course of any rivers, brooks, streams or other water courses, for the purpose of constructing and maintaining tunnels, bridges, passages for other works over or under them, and divert or alter, either temporarily or permanently the course of any rivers, brooks, streams or other water courses or any roads, streets or ways, or
raise or sink the level thereof in order to carry them more conveniently over or under or by the side of the railway;

(c) Making drains or conduits into, through or under any lands (including forest land) adjoining the railway for the purpose of conveying water from or to the railway;

(d) Erecting, operating and maintaining or repairing any telephone lines, signal system, electric traction equipment, power supply and distribution installation in connection with the working of the railway;

(e) Making and maintaining works for the accommodation of the owners and occupiers of lands (including forest land) adjoining the railway such as crossing, bridges, over bridges, under bridges, culverts, tunnels, roads, drains, water sources or other passages over, under or by the sides of, or leading to or from the railway;

(f) Making boundary marks or fences, erecting gates, chains, bars, stiles or hand rails in connection with the working in railway;

(g) Establishment of ferries for the accommodation of its traffic, railway or otherwise, providing and maintaining bridges and 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 railway station, which may be required for the reasonable convenience of passengers, animals or goods carried or to be carried on its railway;

(h) Establishment of mass transit and other people mover systems of all types and disciplines (i.e. 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, light rail transit systems, people mover systems, including magnetic levitation systems and monorails;

(i) Doing all other acts necessary for making, operating, maintaining, altering or repairing and using the railway.

5. To incorporate, register, fund and establish subsidiaries and/or special purpose vehicles for the purpose of carrying on all or any of the foregoing objects of the Company.

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

1. To carry on the business of construction work comprising of civil and all infrastructure works, civil contractors, sub-contractors, whether for government, government departments or authorities or semi government bodies or corporation or company or body corporate, and to undertake either alone or jointly with any other company or persons, works relating to construction, improvement, erection, modification, repair, alteration, removal, widening and design of civil works, for a variety of applications including for bridges, tunnels, earth works, railway tracks, railway sidings, whether on turnkey basis or on labour contracts or otherwise.

2. To carry on the business of maintaining and operating rail system, railway tracks, railway
sidings, railway locomotives, coaches, carriages, wagons and allied material equipment and transport vehicles.

3. To acquire by concession, grant, purchase, lease, license or otherwise, either absolutely or conditionally, and, either alone or jointly with others, railway tracks, railway sidings, bridges, and tunnels.

4. To buy, lease or otherwise acquire lands (including forest land), buildings and any other movable or immovable properties on such terms and conditions as the Company may think fit.

5. To obtain licenses, certificates and privileges for carrying on the foregoing objects of the Company from any person, local authorities and central and state government and to renew the same.

6. To enter into agreements and contracts with individuals, companies or other organizations, whether Indian or foreign, for purchase of equipment and for technical, financial or any other assistance that may be required for carrying out all or any of the objects of the Company.

7. To employ engineers, mechanics, masons, carpenters, scaffold-setters, painters, electricians and other technicians, commercial and administrative staff and such other staff as may be found necessary for the efficient handling and conduct of the business of the Company.

8. To manufacture, buy, sell, exchange, install, work, alter, improve, import or export, prepare for market, let on hire 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.

9. To apply for purchase or otherwise acquire and protect, prolong and renew trademarks, trade names, intellectual property rights, know-how, designs, secret processes, patent rights, invention, licenses, protections and concessions which may appear likely to be advantageous or useful to the Company and to spend money in experimenting upon and testing and improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire or develop.

10. To amalgamate or enter into partnership with any company or companies having business altogether or in part similar to that of this Company.

11. To enter into partnership or into any agreements for sharing profits, union of interest, cooperation, joint-venture, reciprocal concessions or otherwise with any person, firm or company carrying on or engaged in, or about to carry on or engage in any business or transaction which the company is authorized to carry on.

12. To be interested in, promote and undertake the formation and establishment of such institutions, business-pools, combines, syndicates as may be considered to be conducive to the profit and interest of the Company and to acquire, promote and/ or subsidize
interests in any industry or undertaking.

13. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any persons, firm or company carrying on any business which the company is authorized to carry on or which is conducive to Company's objects or which possess property or rights suitable for any of the purposes of the Company and to conduct any arrangement in regard to the winding up of the business or any such person, firm or company.

14. To buy explosive products and accessories of all kinds for facilitating construction works.

15. To enter into any agreement with any government or authorities (municipal, local or otherwise) or any corporations, companies, bodies or persons which may seem conducive to the Company's objects or any of them and to obtain from any such government, authorities, corporations, companies, bodies or persons any contracts, rights, privilege and concessions which the Company may think desirable and to carry out, exercise and comply with any such contracts, rights, privileges and concessions.

16. To obtain any act of central or state legislature, provisional order, license of autonomous body or authority for enabling the company to carry out any of its objects, or for effecting any modification of the company's constitution, or for any other purposes which may seem expedient, and to oppose any proceedings or application which may seem calculated directly or indirectly to prejudice the company's interest.

17. To purchase, take on lease, under concession or otherwise, lands (including forest land), 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 to account the same.

18. 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 business of the Company and to acquire any grant or license and other rights and benefits.

19. To acquire, establish, construct, provide, operate, maintain and administer workshops, townships, estates, permanent way, building yards, walls, water reservoirs, channels, pumping installations, purification plants, pipe lines, garages, storage sheds and accommodation of all descriptions.

20. To engage in the business of engineering, contracting, designing, manufacturing, constructing, erecting, operating, altering, repairing and installing plants, roads, buildings, structures, ways, works, tunnels, systems and mechanical, electrical and electronic machinery, equipment, apparatus and devices, as covered by objects clause, and to carry on the business of civil engineers, mechanical engineers, electrical engineers, signaling and telecommunication engineers, sanitary and water engineers and plumbers, brass-founders, metal workers, mechanist, smith and tool makers, and other businesses similar or ancillary thereof.
21. To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary or convenient with reference to any of its objects or capable of being profitable if dealt with in connection with any of the Company's property or rights for the time being and in particular any land (including forest land), buildings, easements, licenses, patents, machinery, plant and stock in trade.

22. To lend or deposit money belonging to or entrusted to, at the disposal of the Company to such person or company and in particular to those dealing with the Company with or without security, upon such terms and conditions as may be thought proper and to guarantee the performance of contracts by such person or company.

23. To make advances upon or for the purchase of materials, goods, machinery, stores and other articles or services required for the purpose of the Company.

24. To borrow and raise money with or without security, or to receive money and deposit at interest or otherwise in such manner as the Company may think fit and in particular by the issue of bonds, debentures or debenture stock (perpetual or otherwise) including bonds, debenture or debenture stock convertible into shares of the Company and in security of any such money so borrowed, raised or received, to mortgage, pledge or charge the whole or any part of the property, assets or revenue of the Company, present or future, including its uncalled capital and to purchase, redeem or pay off any such securities.

25. To pay all the costs, charges and expenses of and incidental to the promotion and formation, registration and establishment of the Company and for the issue of its capital including any commissions, brokerage fee and charges in connection therewith including costs, charges, expenses of negotiations and contracts and arrangements made prior to and in anticipation of the formation and incorporation of the Company.

26. To remunerate or make compensation to (by cash or other assets or by the allotment of fully or partly paid-up shares, or by a call or option on shares, debentures, debenture stocks, bonds or securities or the company, or in any other manner, whether out of the Company's capital, profits or otherwise) any person or firm or company for services rendered or to be rendered in introducing any property or assisting to place or guarantee the subscription of any shares, debenture, debenture stock, bonds or other securities of the Company or for any other reason as the Company may think proper.

27. To draw, issue and accept and to endorse, discount and negotiate promissory notes, hundies, bills of exchange, bills of lading, delivery orders, warrants, warehouse keeping's certificates and other negotiable or commercial or mercantile instruments connected with the business of the Company.

28. To apply for the tender, purchase or otherwise acquire any contracts and concessions for or in relation to the construction, execution, carrying out, equipment, improvement, management, administration or control of works, and conveniences and to undertake, execute, carry out, dispose of or otherwise turn to account the same.
29. To vest any immovable or movable property, rights 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 favor of the Company.

30. To sell, mortgage, assign, lease or in any other manner deal with or dispose of the undertaking or property of the Company or any part thereof, whether movable or immovable, for such consideration as the Company may think fit and in particular for shares, debentures and other securities of any other company having objects altogether or in part similar to those of this Company.

31. To improve, manage, work, develop, alter, exchange, lease, mortgage, turn to account, abandon or otherwise deal with all or any part of the property, rights and concessions of the Company.

32. To let out on hire all or any of the properties of the company including every description of apparatus and appliances of the company.

33. To open account or accounts with any individual, firm or company or with any bank or banks and to pay into and to withdraw moneys from such account or accounts.

34. To invest, apply for and acquire, or otherwise employ money belonging to or entrusted to or at the disposal of the Company upon securities or without securities, upon such terms as may be thought proper and from time to time to vary such transactions in such manner as the company may think fit.

35. To carry out or to have carried out experiment, trial run and research in laboratory, pilot plant and industrial scale and to incur expenses necessary thereof with a view to improve on the present method and process of working of the Company.

36. To guarantee the payment of money or become sureties or guarantors for the performance of any contracts or obligations.

37. To repair, alter, remodel, clean, renovate, convert, manipulate and prepare for resale and resell any goods from time to time belonging to the Company.

38. To employ expert(s) to investigate and examine into the state of affairs, prospects, value, and circumstances of the Company (including any special purpose vehicles or subsidiaries set up by it) generally of any assets, property or rights for the attainment of its objects.

39. To create any depreciation fund, reserve fund, sinking fund, insurance fund or any special or other fund whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company or for redemption of debentures or for special dividends or equalizing dividends or for any other purpose whatsoever, and to transfer any such fund or part thereof to the other funds herein mentioned or created thereon.

40. To provide for the welfare of employees of the Company and the wives, widows, families or the dependents or connections of such persons by building or contributing to the building of houses, dwelling or by grants of money, pensions, gratuity, bonus, payment towards insurance or otherwise or by creating and from time to time subscribing or contributing to
aiding of supporting provident funds, trusts or conveniences, and by providing or subscribing or contributing towards places of instruction, hospitals and dispensaries, medical and other assistance as the Company may think fit.

41. To train and pay for the training in India or abroad of any of the Company's (including any special purpose vehicles or subsidiaries set up by it) employees, whether permanent or temporary, on deputation or on roster or any other candidates or to recruit and employ foreign experts in the interests of or in furtherance to the Company's objects.

42. To construct, set-up or open and maintain or wind up branch offices, liaison offices and/or new offices in India or elsewhere as may be necessary to protect and promote the interests of the Company.

43. To subscribe, contribute, guarantee money or otherwise to assist charitable, benevolent, scientific, educational, national or other institutions or objects or for any public, general or useful objects.

44. To distribute any of the property of the company amongst the members in specie or kind upon the winding up of the Company.

45. To appoint directors or managers of any subsidiary company or of any other company in which this Company is or may be directly or indirectly interested.

46. To do all or any of the above things and all such other things as are incidental or may be thought conducive to attainment of the above objects or any of them or any other things as necessary to implement the foregoing.

IV. 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. The Authorized Share capital of the company is INR [____] (Rupees [____]) divided into [____] ([____]) Equity Shares of INR 10 (Rupees Ten) each.
VI. We, the several persons whose names and addresses have been subscribed hereunder are desirous of being formed into a Company in pursuance of the Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

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