

Table A

MEMORANDUM OF ASSOCIATION OF A COMPANY LIMITED BY SHARES

1. The Name of the Company is **KERALA WATERWAYS AND INFRASTRUCTURES LIMITED**

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

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

To establish, organise, manage, and operate water based infrastructure facilities for transporting passengers, goods, articles, cargo on all routes and lines on rivers, canals, backwaters, waterways, roads, subject to law in force, through all sorts of carriers like vessels, boats, house boats, barges, and all types of motor vehicles owned or taken on lease by the company whether propelled by petrol, diesel, electricity, steam, oil or any other form of power and to engage in and carry out the business of all types of infrastructure development such as development of land, construction of roads, canals, bridges, de-silting, bank protection, parks, parking bays, boat terminals, convention centres, hotels, auditoriums, complexes, townships and any other type of buildings alongside the waterways to promote water transportation and tourism.

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

1. To collaborate or enter into agreement with any Government, Authorities of water transport, road transport, sea port, airport, airline operators, technical advisors, experts and consultants in the related areas in India or abroad by utilising their knowledge, expertise and services and also to make use of the facilities and services available for the promotion of the Company's business including utilisation of the existing National and State Waterways for passenger cruise vessels and bulk cargo movements.

2. To incur expenditure for the purchase, maintenance and operation of boats, houseboats, barges, dredgers, jankars and motor vehicles of any type, on outright purchase, lease, hire purchase or instalment basis and to enter into contract in this respect.

3. To hire or take on lease boats, house boats, barges, dredgers, jankars and motor, vehicles of any type for any specified period for operation on any waterways such as rivers, canals, backwater or on land, roads or any other transportation routes for any purpose directly or on lease basis, as may be required from time to time and to make payment of hire charges, lease rent, security deposit and to provide guarantee to the parties concerned.
4. To engage, train, and utilise the services of crew members, engineers, technicians, skilled and semi-skilled employees either by direct employment by the company on regular or contract basis or on deputation from government, private owners and operators of boats, house boats, barges, dredgers, jankars and motor vehicles of any type on the basis of the service rules to be made applicable to them.
5. To pay navigation charges, parking charges, or any other charges levied by any authorities where the boats, house boats, barges, dredgers, jankars and motor vehicles operated by the company are parked or otherwise required to pay any such charges.
6. To pay operating charges, inspection charges or any other charges in respect of any service provided by any authorities or any other agencies rendering services to the company.
7. To establish, construct, maintain, run and operate landing and embankment jetties, terminal facilities, fuel facilities etc. along the alignment at designated locations.
8. To establish, run and operate boat building yards for manufacture of all types of boats and to maintain workshops for repair and maintenance of vessels, boats and motor vehicles of any type belonging to the company or otherwise.
9. To develop, layout and prepare any land owned or acquired by the company or taken on lease or in which it is interested for the purpose of any of the activities of the company and constructing, altering, maintaining any buildings, structures, townships, works, sewage and drainage systems, amenities or such other things for the purpose of carrying on the business of the company, equip them with all modern facilities and operate them.
10. To purchase, own or take on lease jankars and dredgers and provide jankar services for transportation of vehicles, goods, animals and cargo and to engage in dredging activities of canal, river and back water and to lease out the jankars and dredgers when not in use by the company

11. To establish, promote, maintain and run either directly or in collaboration with individuals, institutions, companies, body corporate and any other agencies, restaurants, hotels, recreation centres, conference halls, multiplexes, shopping malls, trade fair centres, amohi theatres, kala gramam, water sports centres, guest houses with boarding and lodging facilities to crew members, passengers, tourists, officials and general public.
12. To pay commission, allowance or any other monetary incentives to the travel agents and flight couriers appointed or empanelled by the company in connection with the booking of tickets for tourists or transportation of cargo by any mode.
13. To act as travel agents, passenger and cargo booking agents either directly or in association with individuals, companies or body corporate engaged in similar activities and to undertake any contract or assignments from government, or other authorities to carry out all such incidental acts and things necessary for the attainment of any of the foregoing objects of the company.
14. To incur expenses in connection with the insurance of the boats, house boats, barges, dredgers, jankars and motor vehicles of any type and crew members, engineers, technicians and other persons employed by the Company or engaged on contract basis or in any other manner in connection with the operation of them and also to insure the passengers, goods, mail, cargo, parcels, machineries, equipments, accessories, spares and all other properties belonging to the company or taken on hire or lease.
15. To pay, reimburse or give credit for all cost, charges and expenses out of the funds of the company which are incidental to the promotion, formation, registration and establishment of the company as are incurred by the promoters in its preliminary or pre- incorporation stage.
16. To allot equity and or preference shares for cash or for consideration other than cash on account of lease rent or purchase value of land, machinery, equipments, furniture, infrastructure properties or facilities provided to the company by any Government, authorities, body corporate or institutions on special terms and conditions as the Board may deem fit.
17. To receive fees, stipends, scholarships, grants, subsidies, gifts, donations or such other financial helps from government, banks, companies, trusts, institutions, or individuals either in India or abroad in cash or kind.

18. To render all assistance to provide link services to any place in India or abroad to domestic and international passengers either through water transport or road transport operated by the company or otherwise.
19. To negotiate and enter into any agreement or arrangement 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 / 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 licences or concession or to oversee exercise and comply with any such arrangements, rights privileges and concessions.
20. To amalgamate, enter into partnership, or into any arrangements for sharing profits, union of interests, co-operation, joint ventures or reciprocal concessions, or for limiting competition with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which the company is authorised to carry on or engage in or which can be carried on in conjunction therewith or which is capable of being conducted so as to directly, or indirectly benefit the company.
21. To establish, promote or concur in establishing or promoting any institution, 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 acquire and undertake the whole or any part of the undertaking, assets or business property and liabilities of any person, firm, association, society, or company carrying on any business which the company is authorised to carry on or possessed of property suitable for the purpose of this company and to take over or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of this company or carrying on the business capable of being conducted so as to directly or indirectly to benefit this company and to pay for the same by debentures or shares either fully paid-up or partly paid-up or by cash.
23. To carry on in India or any part of the world all incidental acts and things necessary for the attainment of any of the objects under these presents.

24. To build, purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges and in particular any land, buildings, easements, machinery, plant and stock-in-trade which the company may deem necessary or convenient for the purpose of its business.
25. To apply for purchase or otherwise acquire and protect, prolong and review in any part of the world any patents, rights, brevets, invention, licences, concessions, trademarks, design and the like, conferring any exclusive or non-exclusive right of 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 to 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.
26. Subject to the provisions of the Companies Act, 2013 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.
27. To advance money to such persons, institutions, societies, firms or companies having dealings with the company on such terms as may seem expedient and to guarantee the performance of contracts by the obligations of any person or companies and to give indemnities in relation to the company's business. But the company shall not do any banking business within the meaning of the Banking Regulation Act, 1949.
28. To open Bank accounts and to draw, make, accept, endorse, execute, negotiate, purchase, discount, hold, sell and dispose of cheques, promissory notes, bills of exchange, hundies drafts, charter parties, bills of lading, air consignment notes, warrants, debentures and other negotiable instruments and contracts, deeds and other instruments.
29. 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, in particular by mortgage or by the issue of debenture 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 deposit shall be subject to the provisions of The Companies Act, 2013 and the rules framed there under.

30. Subject to the provisions of the Companies Act, 2013 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 in placing the shares, bonds, 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 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.
31. To improve, manage, develop, grant rights or privileges in respect of or otherwise deal with all or any part of the property whether movable or immovable, or any part of the rights of the company.
32. To establish and support or aid in the establishment of associations, funds, trusts and conveniences calculated or benefit the employees of the company or the dependants or connections of such persons and to grant pensions and allowances and to make payment towards insurance and provident fund.
33. 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 moral or other claims to support or aid by the company either by reason of locality of operation or public general utility or otherwise.
34. To create any depreciation fund, reserve fund, insurance fund, sinking fund or any other special fund whether for depreciation or repairs, replacement, improving, extending or maintaining any of the property of the company or for any other purposes conducive to the interest of the company.
35. Subject to the provisions of the Companies Act, 2013, to place, to reserve or to distribute as dividend or bonus among members or otherwise to apply as the company may from time to time think fit, any moneys received by way of premium on shares or debentures issued at premium by the company and any moneys received in respect of dividends accrued or forfeited shares or from unclaimed dividends.
36. To establish, maintain and operate technical training institutions and hostels for technical staff of all categories of the company and to make such other arrangements that may be expedient for the training of all categories of officers, workers, clerks, technical and other personnel likely to be useful to assist in any business which the company is authorised to carry on.

37. 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.
 38. Subject to the provisions of the Companies Act, 2013 or any other enactment in force, to indemnify and keep indemnified members, officers, directors, agents and servants of the company against proceedings, costs, damages, claim 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 execution of the duties of their office or in relation thereto.
 39. To establish branches or appoint agencies for or in connection with the objects of the company.
 40. To refer or to agree to arbitration, disputes, present or future between the company and any other company, society, firm, or individual and to submit the same to arbitration to any arbitrator in India or abroad.
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 90,000,000.00 rupees, divided into, 9,000,000 Equity shares of 10 rupees each.
 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:

Subscriber Details

Sl. No	Name, Address, Description and Occupation	DIN/PAN/ Passport No.	No. of shares taken		DSC	Dated
1.	Cochin International Airport Limited 35, 4 th Floor, GCDA Commercial Complex, Marine Drive, Cochin 682031 Represented by its Managing Director, Vattavayalil Joseph Kurian, S/o. Vattavayalil Joseph Joseph, Vattavayalil House, Pappali Lane, Vazhakkala, Kakkanadu (W) P.O, Ernakulam 682030	AAXPK0438R	70,000	Equity	Sd/-	21/09/17
2.	Sunil Chacko, S/o. Vattolil Chacko Chacko, 29/1245B, Vattolil House, Vattolil Lane, Vyttila P.O, Ernakulam - 692019, Chief Financial Officer, Cochin International Airport Limited	07434481	2	Equity	Sd/-	21/09/17
3.	Saji Kodankandath George, S/o. George Kodankandath Joseph, Kodankandath House, Vyloppilly Nagar, Nellangara, Trichur 680005, Company Secretary, Cochin International Airport Limited	01581503	1	Equity	Sd/-	21/09/17
4.	Jose Thomas Periappuram, S/o. Periappuram Mathan Thomas, 118/A2, Periappuram House, Soumya Nagar, Alinchuvadu, Vennala P.O, Ernakulam - 682028 General Manager, Cochin International Airport Limited	02905126	1	Equity	Sd/-	21/09/17
5.	Joseph Peter Painunkal, S/o. Peter Thomas Painunkal 28/20160A, Painunkal House, Chilavannoor, Kadavanthra P.O, Ernakulam - 682020 DGM, Commercial Cochin International Airport Limited	07872980	1	Equity	Sd/-	21/09/17

Sl. No	Name, Address, Description and Occupation	DIN/PAN/Passport No.	No. of shares taken		DSC	Dated
6.	Jayarajan Viswanathan, S/o. Viswanathan Nair Krishna Kripa, Near Nair Samajam, Eroor North Post, Thripunithura - 682036 DGM, Human Resources Cochin International Airport Limited	07872989	1	Equity	Sd/-	21/09/17
7	Sankar Venkidakrishnan, S/o. Venkida Krishnan, 32/1018A, Sankar Nivas, Nettaikodath Road, Palarivattom P.O, Ernakulam - 682025 Senior Manager Cochin International Airport Limited	07872991	1	Equity	Sd/-	21/09/17
Total Shares taken			70,007	Equity		

Signed before me

Name		Address, Description and Occupation	DIN/PAN/Passport Number/ membership Number	DSC	dated
FCS	Sathish Vadavattath	S/o. Achath Sivadasan B.Com, LLB, PGDT, ACMA, FCS Practicing Company Secretary B1, I Floor, Periallath Towers Jawahar-Mahatma Road, Vytila, Cochin – 682 019	8005	Sd/-	21/09/17