

THE COMPANIES ACT, 1956
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
CLEAN KERALA COMPANY LIMITED

- I. The name of the Company is CLEAN KERALA COMPANY LIMITED.
- II. The Registered office of the Company will be situated in the State of Kerala.
- III (A). **The main object to be pursued by the Company on its incorporation are: -**
 1. To formulate and implement strategies, objectives, plans, guidelines, systems and procedures for protecting the health and well-being of the people and the natural environment by providing reasonable measures for reducing, re-using, recycling, recovery, treatment, disposal, use, control and management of material waste to prevent pollution and ecological degradation preventing epidemics and nurture a broad outlook and attitude among the people of the State by inculcating in them a sense and culture of health and environmental sanitation through self sustained sanitation programmes to be replicated with local initiative.

(B). The Objects incidental and Ancillary to the attainment of the main objects are:

1. To generate model plans to achieve the main objective of the company and to motivate local bodies to adapt and implement them with area specific modifications.
2. To protect the health and wellbeing of the people by providing an affordable waste collection service.
3. To increase the number of job opportunities within the waste services, recycling and recovery sectors.

4. To formulate and implement policies, plans and proposals to promote and attract Small, Medium and Micro Enterprises into waste management sector.
5. To organize shows, programmes, seminars, exhibitions and various other activities to create awareness among the general public and more specifically in schools, colleges and other educational institutions and public and private offices relating to efficient and effective use of our natural resources, general health and sanitation and to inculcate in them a sense of responsibility and sensitivity towards our environment and resources.
6. To enter into all types of national or international collaborations, license arrangements, technical assistance, financial or commercial arrangements for the fulfillment of any Objects herein contained.
7. To apply the principles of Integrated Solid Waste Management (ISWM) involving the use of suitable techniques, technologies and management programs to cover all types of solid wastes from all sources to achieve the twin objectives of waste reduction and effective management of waste.
8. To develop and use advanced solid waste processing techniques including a variety of biological and thermal transformation process like aerobic composting and incineration.
9. To develop and use various waste transformation techniques like shredding, incineration with or without energy recovery or encapsulation techniques to reduce the weight, volume, size or toxicity of waste without any adverse affect on the natural environment.
10. To enable every household, community and local bodies in the State to acquire adequate and appropriate facilities for safe management of solid and liquid waste including human excreta.
11. To formulate and implement Panchayat Environmental Sanitation and Health Programmes through the extensive participation of the local bodies.
12. To focus gender issue in water, sanitation and health.
13. To formulate plans and proposals to attract private investment in waste management and sanitation programmes being launched by the company.
14. To formulate plans and programmes to make sanitation and health of people's movement.

15. To develop effective and simple monitoring system, to develop rapid appraisal techniques to build a data bank system at the local level and to develop objective tools to measure the impact of the programme and the attainment of the objectives of the company.
16. To enter into any partnership or other arrangements for sharing of profits, union of interest, co-operation, joint venture, reciprocal concessions or otherwise, with any person, firm, association, company or corporation 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 or engage in or any business or undertaking or transaction which is capable of being carried on or conducted so as to directly or indirectly benefit the Company and to lend money, to guarantee or contract or otherwise acquire and hold shares or securities of any such person, firm or company and to sell/re-issue with or without guarantee, or otherwise deal with the same.
17. To invest the funds of the Company not immediately required, in any manner from time to time, in such assets, properties, securities, shares, specie or investments or otherwise deal therewith as may, from time to time, be determined by the Board of Directors and sell or vary all such investments and to execute all assignments, transfers, receipts and documents that may be necessary in that behalf.
18. To employ and remunerate experts or consultants, foreign or Indian in connection with planning or development and running of all or any of the business activities incidental to the operation of the company's activities either by cash payment or by allotment to him or them of shares or securities of the company which is paid in full or in part or otherwise.
19. To establish agencies or branch offices in India and abroad and to regulate and discontinue the same in connection with main objects of the company.
20. To apply for, receive, accept, administer and manage grants, aids, subsidies donations from various National and International organizations including World Bank, International Monetary Fund, World Health Organisation, Asian Development Bank and other organizations and agencies.

21. To open bank accounts and to draw, make, accept, endorse, discount, negotiate, purchase, execute, hold, sell and dispose of cheques, promissory notes, hundies, drafts, charter parties, bills of exchange, bills of lading, warrantis, debentures, air consignment notes and other negotiable instruments in course of the company's business.
22. To create any Depreciation Fund, Sinking Fund, Reserve Fund, Insurance Fund, Development Fund or any other Special Funds whether for depreciation or for repairing, improving, extending or maintaining any of the property of the Company, or for any other purpose conducive to the interests of the Company.
23. To purchase, take on lease or in exchange or otherwise acquire for the purpose of the business of the Company, improve, manage, develop, cultivate, work, sell, exchange, surrender, lease, mortgage, charge, convert, turn to account, dispose of and deal with movable and immovable property and rights and privileges of all kinds and in particular lands, buildings, easements, mortgages, shares, debentures, securities, produce, concession, options, contracts, patents, licenses, machinery stock-in-trade, business concerns and undertakings and claims, privileges, concessions and chose-in-action of all kinds.
24. Subject to the Provisions of the Companies Act 1956, 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.
25. To acquire, merge, amalgamate or reach arrangements with any other company whose objects are or include objects, similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares) of the undertaking subject to liabilities of this or any such other company as aforesaid, with or without winding up or by sale or purchase (of fully or partly paid-up shares or otherwise) all shares or stock of this or any such other company as aforesaid, or by partnership, or in any other manner.
26. To obtain legislative sanctions, provisional order, license or other authority for enabling the company to carry out the objects into effect or for any other purposes which may seem expedient and to oppose

by lawful means proceedings or applications calculated to prejudice the company's interests.

27. To remunerate any person or company and pay commission or brokerage in cash or otherwise, for services rendered for the Company.
28. Subject to the Provisions of the Companies Act, 1956 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 in good faith or ordered to be done by them for and in the interests 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.
29. To insure against losses, damages, risks and liabilities of any kind all or any of the properties, undertaking, contracts, guarantees or obligations of the company in any manner whatsoever.
30. To lease, let out on hire, mortgage, charge, pledge, hypothecate, sell or otherwise dispose of the whole or any part or parts of the undertaking of the Company or any land, business, property, rights or assets of any kind of the Company, or any share or interest therein respectively, in such manner and for such consideration as the Company may think fit and in particular, for shares, debentures or securities of any other body corporate, having objects altogether or in part similar to those of the Company.
31. To take into consideration and to approve and confirm all acts, deeds or things that may be done or entered into with any person, firm or body corporate by promoters of the Company and further to enter into any arrangements, agreements or contracts with the promoters and to reimburse them for all costs and expenses incurred by them in connection with the formation or promotion of the Company.
32. To support, donate, contribute, subscribe, to give and to pay in cash or in kind to any individual or body of individuals and also to contribute, donate and subscribe to any charitable, religious, educational or, other public institutions, trusts, funds, clubs, societies or individual or body of individuals, subject to the provisions of the Companies Act, 1956, or any other statutory provision applicable from time to time, but not intended to serve any political cause or purpose.

33. To apply for, purchase, or otherwise acquire, and protect and renew in any part of the world, any patents, patent rights, invention, trademarks, designs, licenses, concessions 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 which may be capable of being used for any of the purpose of the Company, or the acquisition of which may be directly or indirectly to benefit the Company.
34. To acquire from any Government, Central, State, Local or Foreign or Public Body, or persons or authority, or from any private individual any concessions, grants, decrees, rights, powers and privileges whatsoever which may seem to the Company capable of being beneficial / useful or which the Company may think directly or indirectly conducive to any of its objects or capable to being carried on in connection with its business, and to work, develop, carry out, exercise and turn to account the same.
35. To promote and form and to be interested in and take, hold and dispose of shares in other companies and to transfer to any such company, property of this Company, and to take or otherwise acquire, hold and dispose of shares, debentures and other securities in or of any such company and to subsidize or otherwise assist any such company.
36. To sell, lease, mortgage or otherwise dispose of or transfer the business, property, assets or undertaking of the company or any part thereof for such consideration as the Company may think appropriate and in particular for shares, stocks, debentures or other securities of any other company, whether or not having objects altogether or in part similar to those of the Company.
37. To distribute in specie or otherwise as may be resolved, any property or assets of the Company or any proceeds of sale or disposal of any property or assets of the Company including the shares, debentures or other securities of any other company formed to take over the whole or any part of the assets or liabilities of the Company but so that no distribution amounting to a reduction of capital be made except with the sanction, if any, for the time being required by law.
38. To give any officers, servants or employees of the Company, any share or interest in the profits of the Company's business, or any branch thereof, and whether earned by means or through the agency of any subsidiary company or not, and for that purpose, to enter into any arrangements, the Company may think fit.

39. To undertake and perform sub-contracts and to do all or any of the above things in any part of the world as principals, agents, contractors, trustees or otherwise by or through agents, sub-contractors or trustees or otherwise and either alone or jointly with others.
40. To establish, provide, maintain and conduct research and other laboratories, training colleges, schools, and other institutions for the training, education and instruction of students and others who may desire to avail themselves of the same and to provide for the delivery and holding of lectures, demonstrations, exhibitions, classes, meetings and conferences in connection therewith.
41. To promote or finance or assist in promoting or financing any business, undertaking or industry, incidental or ancillary to the business of the company, whether existing or new and to develop the same.
42. To refer or to agree to refer 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.


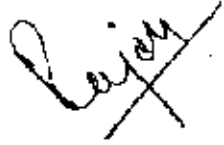

(C). The other objects of the Company not included in A and B above are:


To develop and promote a range of cost effective, location specific and appropriate technology options for a participatory environmental sanitation programme.


IV. The liability of the members is limited.

V. The Authorized Share Capital of the Company is Rs.10,00,00,000/- (Rupees Ten Crore Only) divided into 100,000 (One Lakh) equity shares of Rs 1000/- (Rupees Thousand only) with the power to increase or reduce the 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 or 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, 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 opposite our respective names.

Sl.No	Name, Description, Address and Occupation of Subscribers	No of equity shares taken	Signature
1	<p>Governor of Kerala represented by James Varghese S/o Abraham Elimulil Varghese Aged 56 years TC 19/689, East Pattom Pattom Palace, P.O Trivandrum - 695004, Kerala Principal Secretary Local Self Government, Dept Govt of Kerala DIN 01612976</p>	494 (four hundred and ninety four only)	
2	<p>Rajan Khobragade S/o Khobragade Nandurao Aged 47 years 14D, Lake Leaf, Heera Swiss Inn Surya Gardens Sasthamangalam 695010 Secretary, Local self Govt Dept Govt of Kerala. DIN 06705427</p>	1 (One only)	
3	<p>Devadasan S/o Gopalan Aged 54 years 2B, Madhava Residency Ambalamukku Thiruvananthapuram 695005 Director, Urban Affairs Govt of Kerala DIN 06642370.</p>	1 (One only)	

4.	<p>Rajesh Kumar Sinha S/o Rishi Kant Sinha Thakker Aged 47 Years C54, Millennium Apartments Jagathy, Onycond. P.O Pinarayam - 695014 Secretary, Finance (Expudhru) Dept. Govt of Kerala DIN 05351383</p>	1 (One only)	<u>Ra</u>
5.	<p>Rachna Shah S/o Hari Ram Sharma Aged 45 Years Flat No 1, 3217, Pocket B3 Vasant Kunj New Delhi 110070 Secretary, Planning & Economic Affairs Dept Govt of Kerala DIN 06643094</p>	1 (One only)	Rachna
6.	<p>Saleem kaitthayil S/o Moideen kuzh kaitthayil Aged 52 Years 24/761, Shaller Arghavattam, Calicut 673007 Business DIN 00442092.</p>	1 (One only)	

7.	Abdulla Zubair s/o Zubair Aged 66 Years Payyngadi . P.O Kannur Dist Kannur - 670303 Business DIN 01840180 .	1 (One only)	
Total number of equity shares		500 (Five hundred only)	

Dated this the 20th day of October 2013

Witness to the above seven (7) signatures who have signed before me at
 Thiruvananthapuram .

Cs. Chitra. V.S
 D/o M. Sasitharom
 Sarada Mandirams
 Chalakkudy Road
 Medical College. P.O
 Thiruvananthapuram 695004 .
 Practising Company Secretary
 (AET 20901, CP9138)

