

ഫോൺ : 0471-2323259

ഇ-മെയിൽ: srip.rickpwd2012@gmail.com
വെബ് സൈറ്റ്: www.rickltd.org



മാനേജിങ് ഡയറക്ടറുടെ കാര്യാലയം,
റോഡ് ഇൻഫ്രാസ്ട്രക്ചർ കമ്പനി കേരള ലിമിറ്റഡ്
പഴയ പിഡബ്ല്യുഡി സ്റ്റോർ കെട്ടിടം, പി എം ജി
വീകാസ് ഭവൻ പി. ഓ
തിരുവനന്തപുരം. 695033

നം. MDRICK-TVM/186/2024-AC-PWD

തീയതി: 14-08-2024

പ്രേഷകൻ

മാനേജിങ് ഡയറക്ടർ

സ്വീകർത്താവ്,

ചീഫ് എഞ്ചിനീയർ

ഭരണ വിഭാഗം , പൊതുമരാമത്ത് വകുപ്പ്
തിരുവനന്തപുരം

സർ,

വിഷയം:- പൊ.മ.വ- വിവരാവകാശ നിയമം 2005- വകുപ്പ് 4(1) പ്രകാരം
വിവരങ്ങൾ സർക്കാർ വെബ് സൈറ്റിൽ പ്രസിദ്ധീകരിക്കുന്നത് -സംബന്ധിച്ച്

സൂചന:- സർക്കാർ കത്ത് നമ്പർ.പൊ.മ.വ-പിഎസ്/253/2022-പൊ മ വ തീയതി : 07.08.2024

സൂചനയിലേക്ക് ശ്രദ്ധ ക്ഷണിക്കുന്നു. വിവരാവകാശ നിയമം 2005 വകുപ്പ് 4(1) പ്രകാരം വിവരങ്ങൾ സർക്കാർ വെബ് സൈറ്റിൽ പ്രസിദ്ധീകരിക്കണമെന്നറിയിച്ച് സൂചന കത്ത് പ്രകാരം ലഭിച്ചിട്ടുണ്ട്. റിക് ലിമിറ്റഡിന്റെ വെബ് സൈറ്റ് നിലവിൽ പ്രവർത്തനക്ഷമമല്ല. ആയതിനാൽ ടി കാര്യാലയത്തിലെ വിവരങ്ങൾ പി.ഡബ്ല്യു. ഡി വെബ് സൈറ്റിൽ പ്രസിദ്ധീകരിക്കണമെന്ന വിവരം അറിയിക്കുന്നു. വിവരങ്ങൾ ഇതോടൊപ്പം ഉൾപ്പെടുത്തുന്നു.

വിശ്വസ്തയോടെ,

LISSY K F

മാനേജിങ് ഡയറക്ടർ

ഉള്ളടക്കം: സൈറ്റിൽ പ്രസിദ്ധീകരിക്കുന്നതിനുള്ള വിവരങ്ങൾ

പകർപ്പ്: എക്സിക്യൂട്ടീവ് എഞ്ചിനീയർ, ഐ റ്റി സെൽ, പൊതുമരാമത്ത് വകുപ്പ്

DETAILS OF STAFF IN ROAD INFRASTRUCTURE COMPANY KERALA LIMITED

Sl. No	Name of staff	Name of Post	No of Post	Mode of Appointment
1	Smt.Lissy KF	Managing Director 8086395008	1	Deputation
2	Sri.Umesh C	Asst.Executive Engineer 8893285662	1	Deputation
3	Sri.Sailendra Kumar	Manager (Admn. & Fin)	1	Contract basis
4	Sri.Anoop P	Asst. Engineer	3	Contract basis
5	Smt.Renjini VS	Accountant	1	Contract basis
6	Smt.Sreeja GJ	Data Entry Operator	1	Contract basis
7	Sri.Dileep KS	Office Attendant	1	Contract basis
8	Sri.Anil Kumar S	Office Attendant	1	daily wage basis
9	Smt.Prameela Lal	Sweeper	1	Kudumbasree

THE COMPANIES ACT, 1956
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
ROAD INFRASTRUCTURE COMPANY KERALA LIMITED

PRELIMINARY

- 1 In these Articles unless there be something in the subject or context inconsistent therewith:

"The Company" means Road Infrastructure Company Kerala Limited **Interpretation**

"The Act" means the Companies Act (1 of 1956) or Acts for the time being in force containing the provisions of the legislature in relation to companies and affecting the company.

"The Governor" means the Governor of Kerala.

"The Government" means the Government of Kerala.

"The Chairman" means the Chairman of the Board of Directors for the time being of the company.

"The Office" means the Registered Office for the time being of the Company.

"The Board" means the Board of Directors of the Company.

"Directors" means the Directors for the time being of the Company.

"In writing" or "written" includes printing, lithography and other modes of representing or reproducing words in a visible form.

"Month" means a Calendar month and "year" means the period from 1st of April of each year to the 31st March of the succeeding year.

"Seal" means the Common Seal for the time being of the Company and as regards the transaction of the business of the company outside India, the Official Seal which shall be used in accordance with the provisions of Section 50 to the Companies Act 1956.

Mangesh

Attested

2 The Regulations contained in Table "A" of Schedule I to the Companies Act 1956, so far as the same may be applicable to a private company as defined in the Act, shall apply to this company subject to the modifications hereinafter contained. **Table A will apply**

3 Subject to the provisions of the Act and the Memorandum of Association and subject to the approval of the Governor, the company may by special resolution, alter and make provisions instead of or in addition to any of the regulations of the company whether comprised in these Articles or not. **Alteration of the Articles**

A PRIVATE COMPANY

4 The Company is a Private Company within the meaning of Section 3 (1) (iii) of the Companies Act, 1956 with a minimum paid-up capital of one lakh rupees or such higher paid-up capital as may be prescribed and accordingly,

(a) restricts the right to transfer its shares, if any; **Transfer of shares restricted**

(b) limits the number of its Members to fifty not including **Number of members**

(i) persons who are in employment of the Company; and

(ii) persons who, having been formerly in the employment of the Company, were Members of the Company while in that employment and have continued to be Members after the employment ceased; and

(c) prohibits any invitation to the public to subscribe for any shares in or debentures of the Company; **Prohibits public subscription**

(d) prohibits any invitation or acceptance of deposits from persons other than its Members, Directors or their relatives; **Prohibits invitation or acceptance of deposits**

Provided that where two or more persons hold one or more shares in the Company jointly, they shall, for the purposes of this definition be treated as a single Member."

5 The Company shall be a Government Company within the meaning of Section 617 of the Act in so far as they are applicable to a Government Company and the provisions therein shall be applicable to this Company. **A Government company**

Manoj Jeth

A. H. Kher

SHARE CAPITAL

6

- (a) The Authorised Share Capital of the Company is Rs 50,00,000/- (Rupees Fifty Lakhs only) divided into 50000 Fifty thousand) Equity Shares of Rs 100/- (Rupees Hundred only) each. **Capital**
- (b) The capital of the company will be shared between the Govt. of Kerala and the Kerala Road Fund Board, of which not less than 51% of the shares will be held by Govt. of Kerala and balance by Kerala Road Fund Board.
- 7 Subject to the provisions of the Act and subject to the approval of the Governor, the Board of Directors shall have the powers to increase or reduce the share capital of the Company. **Powers to increase or reduce the capital**
- 8 The shares shall be under the control of the Board, who may, with the approval of the Governor in that behalf and subject to the provisions hereinafter contained, allot or otherwise dispose of the same to such persons on such terms and conditions and at such time as the Directors think fit. **Allotment and disposal of shares**
- 9 The right of members to transfer their shares shall be restricted as follows: **Restriction on transfer of shares**
- i) A share may be transferred by a member to a person approved by the Governor.
 - ii) Subject as aforesaid, the Directors may refuse to register any proposed transfer of shares.

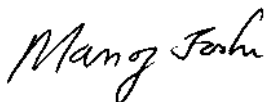
BORROWING POWERS OF THE COMPANY

- 10 Subject to the directions of the Governor, the Board may from time to time borrow any sum or sums of money and/or secure the repayment of such sum or sums of money in such manner and upon such terms and conditions as they think fit and in particular by the issue of bonds or by any mortgage, charge or other security on the undertakings of the Company (both present and future) including its uncalled capital for the time being. **Borrowing powers**
- 11 Bonds or other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued. **Securities assignable**
- 12 Subject to the provisions of the Act, and to the approval of the Governor, any Bonds or other securities may be issued at a discount, premium or otherwise and with any special privileges as to redemption, surrender, drawings and allotment **Issue of securities**

GENERAL MEETING

- | | | |
|----|--|---|
| 13 | The annual general meeting of the Company shall be held in accordance with the provisions of Section 166 of the Act. | Annual General Meeting |
| 14 | The Board may, whenever they think fit, and shall, when so required by the Governor, call Extraordinary General Meeting to transact such business as are not required to be transacted in an Annual General Meeting. | Extraordinary General Meeting |
| 15 | At least 21 clear days' notice in writing specifying the place, day and hour of meeting with a statement of the business to be transacted at the meeting shall be served on every member in the manner provided in the Act. But with the consent in writing of all the members entitled to receive notice of same, any particular meeting may be convened by such shorter notice and in such manner as those members may think fit. | Notice of meeting |
| 16 | The accidental omission to give any such notice to or the non-receipt of any such notice by any member shall not invalidate the proceedings at any meeting. | Omission or non-receipt of notice |
| 17 | Two members present in person of whom one shall be a representative of the Governor shall be the quorum for a general meeting. | Quorum |
| 19 | <ul style="list-style-type: none">i) The Chairman of the Board of Directors shall be entitled to the chair at every general meeting or if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding such meeting or is unwilling to act as Chairman, then the members present shall choose one of their number to be Chairman.ii) The Chairman may, with the consent of any meeting at which a quorum is present and shall, if so directed by the meeting, adjourn that meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.iii) When a meeting is adjourned for 7 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting. | Chairman at a meeting

Adjournment of the Meeting |



DIRECTORS

- 20 Unless otherwise determined by the Governor the number of directors including the Chairman, the Managing Director and such whole time Directors as the Governor may consider necessary, shall not be less than two and not more than nine. All the Directors including the whole time Directors shall be appointed by the Governor. **Number of directors**
- 21 The directors are not required to hold any qualification shares. **Director's share qualification**

APPOINTMENT OF DIRECTORS

- 22
- i) Subject to the provisions of The Companies Act, 1956, the Governor shall have the right to appoint the Directors, excluding the nominee Directors to the Board of the
 - ii) The Governor shall have the power to change or withdraw any Director appointed by him at any time at his absolute discretion and appoint another person in the vacancy resulting there from.
 - iii) The First Directors of the Company shall be the representatives of the Government of Kerala, viz.,

1. Mr. Manoj Joshi
2. Mr. Harikesh Padmam Chandrasekharan Nair

- iv) The Managerial Personnel, including the Managing Director and the whole time Directors be paid such salary and allowances as the Governor may from time to time determine. **Remuneration of Director**
- v) The sitting fee payable to the non official Directors in the Board shall be such amount as may be fixed by the Governor from time to time within the guidelines issued by the Government and until a sitting fee is determined, they shall not be entitled to any sitting fee. However no sitting fee be paid to Officers of the State Government for attending the Board of the Company.
- vi) Officers of State Government serving in the Board of the Company shall be paid TA, DA and other allowances, if any, eligible as per the Kerala Service Rules, on submission of tour details.

R. H. Kesh

Manoj Jesh

vii) The Governor shall have the power to remove any Director including the Chairman and Managing Director, from office at any time subject to the terms of appointment of the Chairman and or Managing Director or whole time Director. The Chairman and/or Managing Director or any whole time Director after he ceases to hold the office of Chairman and/or Managing Director or any whole time Director as the case may be, ipso facto and immediately ceases to be the Director unless the Governor otherwise determine.

Removal of Directors

viii) The Governor shall have the right to fill any vacancy in the Office of the Directors caused by retirement, removal, resignation, death or otherwise.

23 Notwithstanding anything contained above, financial institutions or corporate bodies set up for promoting and extending financial assistance, may from time to time nominate/ appoint/ withdraw/ remove at their discretion, one each of their representative to the Board of the Company, subject to the terms contained in the agreements entered into between them and the Company so long as the Company owes monies to them or otherwise required and such Directors shall be included in the maximum fixed in Article 20. Such Directors shall not exceed three in number.

Nominee Directors

24 a) CHAIRMAN

The Minister in charge of Public Works Department in the Government of Kerala shall be the Chairman and the Secretary to Government for Public Works Department shall be Vice-Chairman of the Board of Directors of the Company, until otherwise decided by the Governor.

If at any meeting of the Board of Directors, both the Chairman and Vice-Chairman are not present within fifteen minutes after the time appointed for holding the meeting, the Directors present may choose one of their member to be the Chairman of that meeting.

b) DELEGATION OF POWERS OF BOARD TO COMMITTEES

The Board may, subject to the provisions of the Act, delegate any of its powers to the Managing Director, or a committee(s) consisting of such member or members of its body as it think fit. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

Attkend

Mang Jesu

c) **MANAGING DIRECTOR**

- (1) The Governor may appoint a Managing Director, for such period and upon such terms as the Governor may think fit for the conduct and management of the affairs of the Company, subject to the control and supervision of the Board of Directors. The Managing Director shall be a person who
- Appointment of Managing Director**
- (a) belongs to the All India Service or
 - (b) has the experience in the construction of Roads & Highway Projects not below the rank of Chief Engineer or
 - (c) has the experience in Project Development of Public Private Partnership Projects with a minimum of 10 years of service in the senior management positions.
- (2) The Managing Director shall be paid such salary and allowances as may be fixed by the Governor.
- (3) In the absence of the Managing Director on leave or otherwise, the Board may with the previous approval of the Governor, empower any other Director or principal officer of the Company to perform all or any of the functions and duties of the Managing Director; provided that where such absence is not likely to exceed three months, the previous approval of the Governor shall not be necessary.

PROCEEDING OF THE BOARD OF DIRECTORS

- 25 The Board of Directors may meet together for the transaction of business once at least in every three months and at least four such meetings shall be held every year.
- Meetings of Board**

- 26 Until otherwise determined, one third of the total strength of the directors (any fraction contained in that one third being rounded off as one) or two directors whichever is higher, shall be a quorum, provided that such quorum shall not be complete unless at least one official representing the Public Works Department or the Finance Department of the Government of Kerala, who is for the time being director, is present.
- Quorum**

- 27 **GENERAL POWERS OF COMPANY - VESTED IN DIRECTORS**

Subject to the provision of the Act, the Board of Directors shall be entitled to exercise all such powers and to do all such

Attkerl

Manoj John

acts and things as the Company is authorised to exercise and do, provided that the Board shall not exercise any power to do any act or thing which is directed or required, by any provision of the Act or by the Memorandum or Articles of Association of the Company or otherwise, to be exercised or done by the Company in General Meeting, provided further that in exercising any such order or doing any such act or thing the Board shall be subject to the provisions contained in that behalf in the Memorandum of Association or the Company, or in any regulations not inconsistent therewith and duly made there under including regulations made by the Company in General Meeting.

No regulation made by the Company in General Meeting shall invalidate any prior act of the Board which has been valid if that regulation had not been made.

28 The company shall not exercise the following powers except with the prior approval of the Governor: **Powers of the Governor**

- 1) Sale, lease, exchange, mortgage and/or disposal otherwise of the whole or substantially the whole of the undertaking of the company.
- 2) Formation of subsidiary company/companies.
- 3) To enter into agreements involving foreign collaboration by the company.
- 4) To implement capital projects costing Rs 50 Crores and above. Provided that in cases where detailed project reports have been prepared with the estimates of different component parts and such reports have been approved by the Governor, it shall not be necessary to apply to the Governor for sanction again for implementing the different component parts.
- 5) Division of capital into different classes of shares.
- 6) Foreign tours by Directors or employees of the company for business matters or for study purpose or otherwise.
- 7) Winding up of the company.
- 8) Promotion of company/companies.
- 9) The annual revenue budget of the company in case there is an element of deficit which is proposed to be met by obtaining funds from the Government.
- 10) Matters relating to the revision of scales of pay, T.A., D.A

Attest

Mang Soh

etc. of the employees of the company and allied matters.

- 11) Rules of the company governing the conditions of service of the employees of the company, provident fund and other rules, creation of reserve and special funds.
- 12) Creation and appointment to any post carrying a minimum scale of pay of Rs. 25,000/- and above.
- 13) Matters relating to introduction/revision of schemes for creating benefits involving additional expenditure to the employees, staff etc., of the company.
- 14) Any other matter which in the opinion of the Chairman be of such importance as to be reserved for approval of the Governor.
- 15) Amendments to Memorandum of Association and Articles of Association.

29 LEGAL PROCEEDINGS

The Managing Director or any other person duly authorized by the Board of Directors shall be entitled to make, give, sign and execute all and every warrant to sue or defend on behalf of the Company, all and every legal proceedings and compositions or compromise agreement and submission to, arbitration as may be requisite, and for the purpose aforesaid the Managing Director, or such other person may be empowered to use their or his own name on behalf of the Company, and they or he shall be saved harmless and indemnified out of the funds and property of the Company, from and against all costs and damages which they or he may incur or be liable to by reason of their or his name being soused as aforesaid.

30 COMPANY SECRETARY

The Board shall have power to appoint a Company Secretary a person with prescribed qualifications to perform the duties of the Secretary as provided in the Companies Act, 1956 for such periods and on such terms and conditions. As regard remuneration as they may determine. The Secretary shall have such powers and duties as may, from time to time, be delegated or entrusted to him by the Board of Directors and the Managing Director,

31 BORROWING POWERS

Subject to the consent of Company in General Meeting as provided in Sections 292 and 293 of the Act the Board of

Athar

Mang Joshi

Directors may, from time to time at their discretion raise or borrow or secure the payment of any sum or sums of money for the purpose of the Company. Provided that every resolution passed by the Company in General Meeting in relation to the exercise of the power to borrow as stated above shall specify the total amount up to which monies may be borrowed by the Board of Directors.

32 COMMON SEAL

The Company shall have a common seal and the Board shall provide for its safe custody at the registered office.

The seal of the company shall not be affixed to any instrument **Seal** except by the authority of a resolution of the Board of Directors and in the presence of at least one director and the said director shall sign every instrument to which the seal is so affixed in his presence.

33 RESERVE FUND

Subject to such directions as may, from time to time, be **Reserve Fund** issued by the Governor in this behalf, the board may before recommending any dividend, set aside out of the profits of the company such sums as they think proper as a reserve fund to meet contingencies or for equalising dividends, or for special dividend, or for repairing, improving and maintaining any of the property of the company, and for amortization of capital and for such other purposes as the Board shall in their absolute discretion think conducive to the interests of the company, and may invest the several sums so set aside upon such investments (other than shares of the company) as they think fit from time to time, and deal with and vary such investments and dispose of all or any part thereof for the benefit of the company and may divide reserve funds into such special funds as they think fit, and employ the reserve funds or any part thereof in the business of the company and without being bound to keep the same separate from the other assets.

34 The Board of Directors may, with the approval of the **Dividend** Governor, and subject to the sanction of the company in general meeting and subject to the provisions of Section 205 of the Act, declare a dividend or bonus to be paid or credited as paid up on the shares of the company according to the respective rights of different classes of shares. No larger dividend shall be declared than is recommended by the Board.

35 The Board of Directors may, with the approval of the **Interim dividend** Governor, from time to time pay to the members such interim dividends as appear to them justified by the profits of the



company.

ACCOUNTS

- 36 The company shall in compliance with Section 209 of the Act cause to be kept and maintained proper books of accounts with respect to: **Books of Accounts**
- a) All sums of money received and expended by the company and the matters in respect of which the receipt and expenditure take place.
 - b) All sales and purchases of goods by the company.
 - c) The assets and liabilities of the company.
- 37 Books of account shall be kept at the Registered office of the company or at such place in India, as the directors shall think fit and shall be open to inspection by the directors during business hours. **Keeping of Accounts and Inspections by Directors**
- ## AUDIT
- 38 Once at least in every financial year the accounts of the company shall be examined and the correctness of the profit and loss account and balance sheet ascertained by one or more auditors, as provided in the Act. **Accounts to be audited annually**
- 39 The company shall submit a copy of the balance sheet and profit and loss account with a copy of the Auditor's Report to the Finance Secretary, Government of Kerala who shall have the right to comment upon or supplement to the audit report in such manner as he thinks fit. Any such comment upon or supplement to the auditor's report shall be placed before the Annual General Meeting of the company at the same time and in the same manner as the audit report. **Submission of Annual Accounts to the Finance Secretary, Government of Kerala**
- ## GENERAL
- 40 Notwithstanding anything contained in any of these articles, the Governor may from time to time, issue such directions or instructions as he may consider necessary in regard to the affairs or the conduct of the business of the company or directors thereof and in like manner may vary and annul any such direction or instruction. The directors shall duly comply with and give immediate effect to such directions or instructions so issued. **Directions and instructions of the Governor**
- 41 No member shall be entitled to require discovery of any information respecting any detail of company's trading or any matter which may be in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the company and which in the opinion of the directors it will be inexpedient in the interest of the members of the company to communicate to the public. **Secrecy Clause**
- 42 i) Subject to the provisions of Section 201 of the Act, every Director, Manager, Secretary and other officer or employee of the company shall be indemnified by the **Indemnity**

Atkerl

Mang Joshi

company against, and it shall be the duty of the directors to pay out of the funds of the company, all costs, losses and expenses (including traveling expenses) which any such Director, Manager, Officer or employee may incur or become liable to by reason of any contract entered into or act or deed done by him or them as such Director, General Manager, Officer or servant or in any other way in the discharge of his duties and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the company and have priority on the property over the claims of the members.

- ii) Subject as aforesaid, every Director, Manager, Officer or (with the consent of the Directors) Auditor of the company shall be indemnified against any liability incurred by him or them in defending any proceeding whether civil or criminal in relation to any action by the abovementioned officers acting in the discharge of their duties and on behalf of the company, in which judgment is given in his or their favour or in which he or they have been acquitted or in connection with any application under Section 633 of the Act which relief is given to him or them by the Court.

Directors and Officers to be indemnified

- 43 Subject to the provisions of Section 201 of the Act, no Director, Manager, Officer or employee of the company shall be liable for the acts, receipts, neglects or defaults of any other Director, Manager, Officer or employee for joining in any receipt or other act of conformity or for any loss or expenses happening to the company through insufficiency or deficiency of the title to any property acquired by order of the directors for or on behalf of the company for the insufficiency or deficiency of any security in or upon which any of the moneys of the company shall be invested, or for any loss or damage arising from the bankruptcy insolvency or tortious act of any person or company, with whom any moneys, securities or effects shall be entrusted or deposited or for any loss occasioned by an error judgment or oversight on his or their part, or for any other loss or damage or misfortune whatever, which shall happen in the execution of the duties of his or their office or in relation thereto unless the same happens through his own dishonesty, negligence, default, misfeasance, breach of duty or breach of trust.

Liability of Directors and Officers

44 **WINDING UP**

Subject to the provisions of the Act as to preferential payments the assets of the Company shall on its winding up, be applied in satisfaction of its liabilities *pari passu* and, subject to such application shall, unless the Articles otherwise provide, be distributed among the members according to their rights and interests in the Company.

Sl.No.	Name, Father's name, Address and Occupation of the subscriber	Signature of the subscriber
1	Governor of Kerala Represented by Secretary, PWD, Mangalash Age 45 years, S/o Brahm Dutt Joshi, Quarter No 7, Govt Quarter Jawahar Nagar, Kowdiar PO Trivandrum Kerala 695003 Din 02103601	Mangalash
2	Mr. Harikesh Padmanabha Chandra- sekharan Nair, Aged 42 years, S/o Kesavapillai Chandrasekharan Nair, 18, Gangotri, Athara Nagar, Velloreambalam, Trivandrum, Kerala - 695010, Chief Executive Officer, Kerala Road Fund Board DIN 02259562	Harikesh

Dated this the 8th March of 2012. witness to the above two signatures.
Both the subscribers were present before me at Trivandrum and signed
on this date.

SMRITHI. A.

Dr. P.N. NIANACHANDRAN NAIR,
T.C. 14/1691, DEVIPRIYA, FORA-C-7, VAZHUTHACAUD,
TRIVANDRUM - 14, PIN-695014, KERALA,
PRACTISING COMPANY SECRETARY
MEMBERSHIP No. ACS 22562
CP.No: 8141



THE COMPANIES ACT, 1956
COMPANY LIMITED BY SHARES

**MEMORANDUM OF ASSOCIATION
OF**

ROAD INFRASTRUCTURE COMPANY KERALA LIMITED

- I. The name of the Company is Road Infrastructure Company Kerala 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:
 - 1) To develop, construct, implement, erect, build, repair, execute, improve, administer, up-grade, modernize, strengthen, resurface, geometrically correct, manage, control, maintain, demolish, grade, curve, pave, macadamize, signalize, marking of expressways, state highways, major district roads, other district roads, access roads, paths, streets, sideways, bye-passes, pavements, reclamations, bridges, tunnels, elevated corridors, road over bridges, road under bridges, subways, drainage facilities, lighting, road side facilities, truck bays, bus bays, toll plazas, integrated check-posts, weigh bridges, vehicle testing centres, passenger amenity centres, logistic centres, bus shelters, bus terminals, foot over bridges, wayside amenities, medical facilities, intelligent transport systems, median developments, cutting, filling, leveling, quarrying, landscaping, road side plantation or any other transport system or facility in the state of Kerala collectively called as 'State Road Improvement Project' either through conventional cash contracts i.e. item rate or percentage or turnkey contracts or engineering-procurement-construct (EPC) contracts or operational & management contracts or public private partnership models including Build-Operate and Transfer (BOT) or Build-Own-Operate and Transfer (BOOT) or Build-Transfer and Operate (BTO) or Annuity models or on any other implementation model which will facilitate to undertake the project from concept to completion including operation and management.
 - 2) To identify, select, prioritize, conduct feasibility studies including environmental impact assessment, topographic surveys, soil & geotechnical investigations, material investigations, traffic studies, stake-holder consultations, demand assessment, willingness to pay surveys, non-destructive testing of existing & new pavements and conduct detailed project reports including detailed planning, design, engineering, costing and financial analysis, project structuring, bundling and un-bundling, packaging,

P. H. K. S.

Mangal

preparation of qualification and bid documents, agreements, inviting applications for qualification, evaluation, empanelment or short-listing of firms, marketing, inviting bids (Request for Proposal), receipt, evaluation of bids received, award of contracts, executing project agreements with or without the assistance of consultants, advisors and technical & legal experts including selecting, appointing, retaining them for implementation of the project.

B. The Objects incidental or ancillary to the attainment of the Main Objects of the Company are:

1. To purchase, acquire and takeover as a going concern, any business considered conducive for achieving the objects of the Company.
2. To establish all facilities for commencing and carrying on the activities of the Company.
3. To buy, take on lease, hire or otherwise acquire and manage or assist in the management of any movable and immovable properties or rights and privileges necessary for furtherance of the objects of the Company.
4. Subject to Section 58A of the Companies Act, 1956 and guidelines issued by RBI from time to time to borrow or raise funds required for the purpose of business of the Company.
5. To construct, reconstruct, alter, repair or keep in good condition, the buildings required for the Company or to demolish such structures not so required.
6. To improve, lease, mortgage, sell or otherwise dispose off such items of properties not required or not found useful by the Company.
7. To acquire, manage and undertake the whole or any part of the business, properties, assets and liabilities of any company, firm, association, institution or person carrying on or proposing to carry on any business which this Company is authorised to carry on.
8. To make bylaws, rules or regulations from time to time for carrying on the business of the Company and to alter, annul or substitute the same.
9. To procure registration from competent authorities wherever required, by the Company for carrying on its business.
10. To enter into contracts, arrangements and Memoranda of Understandings with foreigners, companies or other organizations for technical, financial or other assistance to further all or any of the objects of the Company.
11. To enter into agreement with any Government or state Authority, Municipal, Local or other authority as may be beneficial to the Company's objects or any

Attest

Mangesh

of them and to obtain from any such Government or state or Authority, rights, privileges and concessions for the Company.

- (12) To promote and undertake the formation and establishment of such institutions, business pools, companies or syndicate for rendering any service or activity allowed under the objects of the Company.
- (13) To apply for, tender, purchase or otherwise acquire any contract for or in relation to the main objects of the Company.
- (14) To enter into any contract or arrangement for more efficient conduct of the business of the Company or any part thereof and to sub contract the same from time to time, upon such conditions as may be thought expedient by the Company.
- (15) To purchase or by any other means acquire and protect, prolong and renew any patents, rights and licenses which may appear likely to be advantageous or useful to the Company, and to use, turn to account and manufacture under licenses or privileges in respect of the same and to spend money in experimenting upon and testing and improving or seeking to improve any patent, or rights which the Company may acquire or propose to acquire.
- (16) Subject to the provisions in the Companies Act, 1956 to take or otherwise acquire and hold shares in any other company having objects, altogether or in part, similar to those of this Company and to take or otherwise acquire shares in any other company if the acquisitions of such shares seem likely to promote further or benefit the business or interest of the Company.
- (17) To enter into any agreement for sharing profits, union of interest, co-operation, joint venture or reciprocal concession with any person, firm or Company, in India or elsewhere carrying on or engaged in or about to carry on or engage in any business or transaction capable to benefit the Company and to subsidise, assist, co-operate, or enter into arrangements, whatsoever, with any such person, firm or Company.
- (18) To sell, lease, let out, exchange or otherwise deal with the assets of the Company or any part thereof for such consideration as the Company may think fit such as cash, shares, debentures or securities of any other company having objects altogether or in part similar to the Company.
- (19) To pay for any properties, rights or privileges acquired by the Company, either in shares of the Company or partly in shares and partly in cash or otherwise.
- (20) To promote any other company for the purpose of acquiring all or any part of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly benefit the Company.
- (21) To open bank accounts and to draw, accept, endorse, execute and issue cheques, promissory notes, bills of exchange and other negotiable or transferable instruments for and on behalf of the Company.
- (22) Subject to the provisions of the Companies Act, 1956, to invest and deal with the monies of the Company not immediately required in any securities, shares, investments, properties movable or immovable in such manner as may from time to time be determined and to sell, transfer or deal with the same.
- (23) To establish branches and to grant franchises for and in connection with any of the objects of the Company.

Attkend

Mang J. L.

- 24) To amalgamate with any other company having objects altogether or in part similar to those of this Company.
- 25) To acquire or take over with or without consideration and carry on the business by themselves or in partnership with others, companies or partnership concerns whose objects may be similar in part or in whole, to, those of this Company.
- 26) To borrow money on mortgage of immovable property or on hypothecation or pledge of movable property or without security, from financial institutions, banks or any other individuals.
- 27) To borrow or raise funds by such means and upon such terms and conditions and in such manner as may be determined by the Company and in particular, by the issue of debentures charged upon all or any of the Company's property (present or future or both) including its uncalled capital, and to purchase, redeem or pay off any securities.
- 28) To appoint professional agencies for managing the Company or any other activity of the Company and fix their terms and conditions.
- 29) 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 handing and carrying on the business of the Company.
- 30) To remunerate any person, firm or Company for services rendered or to be rendered in the conduct of the business of the Company.
- 31) To remunerate any person, firm or Company for services rendered or to be rendered for placing or assisting to place or guaranteeing the placing of any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- 32) To insure the Company against the losses, damages, risks and liabilities of any kind which may affect the Company either wholly or in part and if thought fit to effect any such insurance, by joining or becoming members of any mutual insurance, protection or indemnity association, federation of society and to accept any such insurance or any part thereof for the account of the Company.
- 33) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound or allow time for payment or satisfaction of any debts due and of any claim or demand by or against the Company.
- 34) 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 India or Foreign).

Atkesh

Mang Tosh.

35. To provide funds for the training of personnel including directors required for carrying on the business of the Company anywhere in India or abroad.
36. To lend and advance money or give credit on such terms as may seem expedient to members, customers and others having dealing with the Company and to give guaranties and or become sureties for any such person. But the Company shall not do any banking business as defined in Banking Regulation Act, 1949.
37. To pay out of the funds of the Company all costs, charges and expenses of and incidental to the formation and incorporation of the Company, organizations promoted by the Company and properties and assets acquired for the Company.
38. To raise and seek finances for implementation of the project through government budgetary allocations and borrowings from multilateral and/or bilateral agencies and/or from commercial banks and/or financial institutions and/or from issuing bonds, debentures and/or from levying user charges and/or lease rentals of land and facilities created and/or from collecting development fees, charges, premia etc.

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

1. To conduct, sponsor, organise or otherwise participate in training programmes, events, exhibitions, courses, seminars and conferences etc.
2. To carry on the business of agents, distributors, suppliers and stockists of equipment, machinery and any type of requisites, stores and consumables for construction of infrastructure facilities.
3. To carry on the business as carriers, exporters, importers, dealers, forwarding and clearing agents and all other connected occupations.
4. To promote, undertake and develop all computer aids and IT softwares required by traffic management experts involved in traffic signaling, traffic signages and road side information boards etc.

IV. The Liability of the Members is limited.

V. The Authorised Share Capital of the Company is Rs 50,00,000/- (Rupees Fifty Lakhs only) divided into 50,000 (Fifty thousand) Equity Shares of Rs 100 (Rupees Hundred only) each.



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 opposite our respective names.

Sl. No.	Name, Address, Description and Occupation of the Subscribers	Number of Equity Shares taken (initial paid up capital)	Signature of Subscribers
1.	Governor of Kerala Represented by Secretary, PWD, Mangalash Age 45 years, S/o Brahm Dutt Joshi, Quarter No 7, Cent Quarters, Jawahar Nagar, Kowdear PO Trivandrum 695003 DIN No 02103601	2550 (Two thousand five hundred and fifty only)	Mangalash
	Harikesh Padmasam Chandrasekhara Nair, Aged 42 years, S/o Kesavapillai Chandra sekharan Nair, 18, Gangothri, Athara Nagar Vellayambalam, Trivandrum, Kerala-695010 DIN 02259562 Chief Executive Officer	2450 (Two thousand four hundred and fifty only)	Harikesh

TOTAL NUMBER OF SHARES TAKEN [FIVE THOUSAND] 5000

Witness to the above TWO Signatures, DATED THIS THE 8th DAY OF MARCH 2012,
BOTH THE SUBSCRIBERS WERE PRESENT BEFORE ME AT TRIVANDRUM AND SIGNED
ON THIS DATE.

SMRITHI.A.

DR. P.N. NIANACHANDRAN NAIR,
T.C. 14/1691, DEVIPRIYA, FORA-C-7,
VAZHUTHACAUD, TRIVANDRUM-14
PIN- 695014, KERALA,
PRACTISING COMPANY SECRETARY
MEMBERSHIP.No : 22562 ACS
C.P.No : 8141

The Road Infrastructure Company Kerala Limited has implemented the Right to Information Act 2005. Citizens who wish to get information or permitted documents as per the provisions of this Act can contact the Public Information Officer.

Right to Information Act 2005 – Publication of Information

The Government of India, in order to ensure greater and more effective access to the information to the citizens has enacted 'Right to Information Act, 2005' [hereinafter called RTI Act]. The Act came into force from 12-10-2005.

The main object of the Act is to provide right to information and to secure access to information under the control of the Public Authorities to the citizens in order to promote transparency and accountability in the working of Public Authority.

The right to information includes an access to the information which is held by or under the control of any public authority and includes the right to inspect the work, document, records, taking notes, extracts or certified copies of documents / records and certified samples of the materials and obtaining information which is also stored in electronic form.

The Act provides under Sections 8 and 9, certain categories of information that are exempt from disclosure to the citizens. The public may also refer to the relative sections of the Act before submitting a request for information.

Any citizen can request for information by making an application in writing in English / official language of the area, in which the application is being made together with the prescribed fees, to the concerned Public Information Officer.'

Keeping in view provisions of the RTI Act, we hereby provide the information as per terms of Sec. 4[1] of the RTI Act.

List of Board of directors

- **Adv. P A Muhammad Riyas – Chairman, Minister of Public Works & Tourism (Government of Kerala)**
- **Shri. Biju K IAS – Vice Chairman, Secretary to Government, Public Works Department**
- **Shri. KG Sanal Kumar – Secretary, Law Department**
- **Smt. Suneeta Beegum – Joint Secretary-Finance Department**
- **Shri. Ashok Kumar – Chief Executive Officer, KRFB**
- **Smt. Lissy KF – Managing Director, RICK Ltd**

Display of Information as per the Requirement of Section 4(1) (b) of the Right to Information Act, 2005 is furnished here under

Section No.	Provision requirement	Information
4 .1.b.i	Particulars of its Organization , function's and duties	<p>The Road Infrastructure Company Kerala Ltd. (RICK Ltd.) is a Special Purpose Vehicle formed by Government of Kerala to implement State Road Improvement Project (SRIP), with the objective to develop an excellent State of the art road network by improving the existing State Highways (SH) and important Major District Roads (MDRs) the state. Accordingly, a special purpose vehicle namely Road Infrastructure Company Kerala Limited has been incorporated under the provisions of Companies Act, 2013 on 19th March 2012 with a paid up capital of Rs.5,00,000/- with contribution by State Government (51%) and the Kerala Road Fund Board (49%) with appropriate provision in the State Budget. Registered office is situated at PWD Old Store Building, PMG, Vikas Bhavan P.O, Thiruvananthapuram-695033 Kerala.</p> <p>The functions and duties of the company are defined in the Memorandum and Articles of Association of the company.</p>
4.1.b.ii	The powers and duties of its officers and employees	The powers and duties of officers and employees are decided by the Board of Directors and in terms of Kerala Service Rules.
4.1.b.iii	The procedure followed in the decision making process, including channels of supervision and	Different powers have been delegated by the Board of Directors to the officers at various levels for smooth functioning. In order to exercise

Section No.	Provision requirement	Information
	accountability	supervision and fix accountability / responsibility various control measures have been put in place.
4.1.b.iv	The norms set by it for the discharge of its functions	Directions received from , Government of India and Government of Kerala approved by our Board of Directors are the guiding principles for discharging various functions.
4.1.b.v	The rules, regulations, instructions, manuals records, held by it or under its control or used by its employees for discharging its functions:	Periodical guidelines are made available to all employees for discharging various functions.
4.1.b.vi	A statement of the categories of documents that are held by it or under its control:	Documents, as required under law, rules and regulations, such as, Balance Sheets, record of the staff are made available on our website: www.rickltd.in
4.1.b.vii	The particulars of any arrangement that exists for consultation with or representation by, the members of the Public in relation to the Formulation of its policy or implementation thereof.	Board of Directors, which formulates and implements its policy under the guidance and direction of Government of Kerala.
4.1.b.viii	A statement of the boards, councils, committees and other bodies consisting of two or more persons constituted as its part or for the purpose of its advice,	Board of Directors are constituted under the Companies Act, 2013. Public are not entitled to participate in the meetings of the Board / Committees and minutes are not accessible to Public.

Section No.	Provision requirement	Information
	and as to whether meetings of those boards, councils, committees and other bodies are open to the public, or the minutes of such meetings are accessible for public:	
4.1.b.ix	A directory of its officers and employees:	
4.1.b.x	The monthly remuneration received by each of its officers and employees, including the system of compensation as provided in its regulations:	Remuneration of the Managing Director is fixed by the Government of Kerala As regards the remuneration of other officers/employees, the same is fixed as per the service regulations framed by the Government of Kerala. The list of officers is already available in the website for reference apart from the details attached below.
4.1.b.xi	The budget allocated to each of its agency, indicating the particulars of all plans, proposed expenditures and reports on disbursement made:	Not applicable
4.1.b.xii	The manner of execution of subsidy programs, including the amounts allocated and the details of beneficiaries of such programmes	Not applicable

Section No.	Provision requirement	Information
4.1.b.xiii	Particulars of recipients of concessions, permits or authorizations granted by it:	Not applicable
4.1.b.xiv	Details in respect of the information available to or held by it reduced in an electronic form:	Details of services offered by the company are made available on our website:
4.1.b.xv	The particulars of facilities available to citizens for obtaining information, including the working hours of a library or reading room, if maintained for public use:	Public can obtain information on our various services from our head office. Further the information is also made available on our website: Company is not maintaining any Library/Reading Room for Public.
4.1.b.xvi	The names, designations and other Particulars of the Public Information Officers.	List of Public Information Officers and Appellate Authority placed at Head Office is made available in this folder below.
4.1.b.xvii	Such other information as may be prescribed:	

Details of designation and remuneration of employees

Sl.No.	Name of post	No. of posts	Scale of Pay
1	Managing Director	1	129300-166800
2	Assistant Executive Engineer	1	63700-123700
3	Assistant Engineer	1	44020
4	Manager (Fin & Admin)	1	40000
5	Accountant	1	28100
6	Data Entry Operator	1	21175
7	Office Attendant	2	18390
8	Casual sweeper	1	8000

The details of Public Information officer and Appellate Authority at Head Office

Name and address of the Appellate Authority

Smt. Lissy KF

Managing Director/ Chief Engineer
Road Infrastructure Company Kerala Limited
PWD Old Store Building, PMG, Vikas Bhavan P.O,
Thiruvananthapuram-695033
Tel:0471-2323259

Name and Address of the Public Information Officer**Shri. Umesh C**

Assistant Executive Engineer
Road Infrastructure Company Kerala Limited
PWD Old Store Building, PMG, Vikas Bhavan P.O,
Thiruvananthapuram-695033
[Tel:0471-2323259](tel:0471-2323259)

The right to information (regulation of fee and cost) rules, 2005**How to get Information**

Citizens can seek information about the activities of Road Infrastructure Company Kerala Limited by submitting a written request with details like Name, address, contact telephone number and particulars of the information sought. The reason for seeking request may be addressed to the Public Information Officer. If the reply is not received in time or if the information is not given, you can appeal to the Appellate Authority.

Procedure for Seeking Information

A request for obtaining information under sub-section (1) of section 6 of the Act shall be made to the concerned State Public Information Officer or through the State Public Information Officer, as the case may be, accompanied by an application fee of rupees ten.

The application fee shall be paid in any of the following manners, namely:-

- **By cash remittance against proper receipt in the office of the State Public Information Officer/State Assistant Public Information Officer, as the case may be; or**

- **By demand draft payable to Managing Director, Road Infrastructure Company Kerala Limited; payable at Thiruvananthapuram.**

An application under sub-rule (1) may specify, as far as possible, the particulars mentioned in the Form appended herewith

[Please Download the File form.pdf](#)

Gist of Fee Structure

What is the effective date for the Right To Information (Regulation of Fee and Cost) Rules, 2005?

The Rules shall come into force on the date of its publication in the Official Gazette.

Whether any amount is to be given along with the application for information U/S 6 (1) of the RTI Act?

Yes, the request for information under Section 6 (1) of the RTI Act, shall be accompanied by an application fee of Rs. 10/- (Rupees Ten Only).

What is the rate of application fee to be accompanied along with the request for information U/S 7 (1) of the RTI Act?

The information under Section 7 (1) of the RTI Act, shall be charged in the following rates:

- **Rs. 3/- (Rupees Three only) for each page in A-4 size paper, created or copied;**
- **Actual charge or cost price of a copy in larger size paper;**
- **Actual cost or price for samples or models; and**
- **For inspection of records, no fee for the first hour; and a fee of Rs. 10/- (Rupees Ten only) for each Thirty minutes (or fraction thereof) thereafter.**

Whether any fee can be collected from the persons categorized as below poverty line?

No. In case the request for information is given by a person belongs the category below poverty line, then in such case the information shall be given free of cost.

How the application fee can be paid by the person seeking information?

The application fee may be remitted by way of cash against proper receipt or by way of DD.

Instruction to Applicants

An application under RTI Act, 2005 should contain the following:

- **Name and address of the applicant for communication**
- **Nature of request should be specific.**
- **Application fee can be remitted by way of DD or cash, made payable to the Managing Director Road Infrastructure Company Kerala Limited at Thiruvananthapuram. Persons living below poverty line are exempted from payment of application fee of Rs. 10/-, if they produce BPL Certificate issued by the Competent Authority.**
- **Applicants should submit their RTI application to the concerned Public Information Officer. The name and address of the PIO and others are mentioned above.**
- **Applicants and the public are requested to refer to the Right to Information Act, 2005 for further information or clarification.**

Right to Appeal

If the applicant is not satisfied with the reply/information provided by the Public Information Officer of the company, Applicant can file the First Appeal before the concerned First Appellate Authority, against the decision of the Public Information Officer.

The Applicant still has right to Second Appeal before the State Information Commissioner, Thiruvananthapuram against the decision of the First Appellate Authority. For further information/details visit website of Central Information Commission : www.cic.gov.in