

# **VISVESVARAYA JALA NIGAM LIMITED**

## **MEMORANDUM OF ASSOCIATION** (in terms of Companies Act, 2013)

**Regd. Office:**

.....

Bengaluru - 5600001

**SCHEDULE I**  
**Section 4 and 5**

**TABLE A**

**INCORPORATED UNDER THE COMPANIES ACT, 2013**  
**(COMPANY LIMITED BY SHARES)**

MEMORANDUM OF ASSOCIATION

- 1<sup>st</sup> The name of the Company is “Visvesvaraya Jala Nigam Limited”.
- 2<sup>nd</sup> The Registered Office of the Company will be in the State of Karnataka.
- 3<sup>rd</sup> The objects for which the Company is established are set out below:-
- (A) The Main objects to be pursued by the Company on its incorporation are:
- (1) To take up and implement the projects based on the study report submitted by the Expert Committee for formulation of permanent irrigation facilities to Kolar and Chikkaballapur Districts and to take over the implementation and management of Yettinahole Integrated Drinking Water Project and the Upper Bhadra Irrigation Project and allied Projects from Karnataka Neeravari Nigam Limited and also other Projects that the Government of Karnataka may entrust from time to time for catering to the water needs of the drought prone areas of Chikkaballapur, Kolar, Bengaluru Rural, Chitradurga, Chickamagalur, Hasan, Davanagere and Tumakuru Districts of Karnataka.
- (2) To plan, investigate, estimate, build, operate and maintain all kinds of infrastructures like Dams, Reservoirs, Barrages, Weirs, Canals, Lift Irrigation Schemes, Solar Irrigation Systems, Pipelines, Road Works, etc., required for the Project for supply of water for irrigation, drinking, power generation and other purposes including the works of Command Area Development Authority (CADA).
- (3) To plan, promote, build, operate and adopt modern irrigation systems /methods like sprinkler, drip, solar water pumps and any other methods or systems for effective utilization of water and build, construct, operate, maintain irrigation project entrusted by the Government of Karnataka including providing rehabilitation of people and places affected by the building of water utilization projects and

promote suitable scheme for afforestation and control flood by adopting suitable ways, means and standards and also providing navigation, leisure / recreation activities, fisheries, etc., in the rivers / water bodies.

(B) Matters which are necessary for furtherance of the Objects specified in Clause 3(A) are:

- (1) Acquire and hold such movable and immovable property as it may deem necessary and to lease, sell or otherwise transfer any such property.
- (2) Build or cause to be built such dams, barrages, reservoirs, irrigation canals and distributaries, roads, drainage canals, navigation works, solar water pumps, power-houses and other power structures, electrical transmission lines and substations and such other works and structures as may be required.
- (3) Prevent pollution of any water under its control and take all measures to prevent discharges into such water of effluents which are harmful to water supply, irrigation, public health or aquatic life.
- (4) Stock its reservoirs or water courses with fish and to regulate or prohibit taking out fish from the water under its control.
- (5) Facilitate the formation and working of co-operative societies and other organizations for the better use of irrigation facilities created by the Company.
- (6) Meet the operation and maintenance cost of the Company, as far as practicable, from water rate demands raised on Government of Karnataka for supply of water by the Company to individuals and groups of farmers and others including industries and statutory authorities like Command Area Development Authorities, Town/City Municipal Councils, etc.
- (7) Open current, savings, fixed deposit, overdraft or other accounts with any Bank or Bankers and pay into and draw moneys from such accounts and draw, accept, endorse, discount and negotiable promissory notes, hundies, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (8) Borrow or raise or secure the payment of money in such manner as the company shall think fit and in particular by the issue of debentures, or debenture stock, perpetual or otherwise, charged upon all or any of the Company's assets (both present and future), including its uncalled capital and purchase, redeem or pay off any such securities.

- (9) Employ brokers, commission agents and underwriters for any issue of shares, debentures or any other securities of the Company and remunerate such persons for their services by payment in cash or in any other manner allowed by law.
- (10) Enter into partnership or any arrangement for sharing profits, union of interest, co-operation, joint venture, reciprocal concession or otherwise, or collaborate with any person or company, carrying on or engaged in any business or transaction, either in India or abroad, which the Company is authorized to carry on or engage in or any business or transaction, capable of being conducted so as directly or indirectly to benefit the Company.
- (11) Act in conjunction with, unite or amalgamate with, create or constitute or assist in creating or constituting any other company or association of a kind similar wholly or partially to this Company for the purpose of acquiring all or any of the properties, rights and liabilities of the Company, and to buy up or absorb all or any part of the business or property of any such company or association and to acquire and secure membership, seat or privilege in and of any associated exchange, market or institution in India or any other part of the world.
- (12) Enter into any arrangements with any Government or authorities, municipal, local or otherwise, or any person or company in India or abroad that may seem conducive to achieving the objects of the Company and to obtain from any such Government authority, contracts, licenses and concessions.
- (13) Alter, manage, develop, exchange, lease, mortgage, underlet, sell, give in gifts or otherwise dispose of, improve or deal with the land, property, assets and rights and resources and undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares, stocks, debentures, or securities of any other company having objects altogether or in part similar to those of this Company.
- (14) Pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Company or which the Company shall construe to be preliminary, including therein the cost of the advertising, commission for underwriting, brokerage, printing and stationery and other expenses attendant upon the formation of agencies and local boards.
- (15) Procure the incorporation, registration or other recognition of the Company in India, and establish and regulate agencies for the purpose of the Company's business, and apply, or join in applying to Government, Local Municipal or other authority or body, for concessions, orders, rights or privileges that may seem conducive to the Company's objects or any of them and to oppose any proceedings or applications which may

seem calculated, directly or indirectly, to prejudice the Company's interest.

- (16) Create posts of all categories and employ technical, managerial and support staff, all officers and experts/consultants as may be found necessary for the efficient handling and conduct of the business of the Company, including through deputation from State/Central Government or any Corporation of the State/Central Government and on contract from the public or private sector.
- (17) Provide for the welfare of Directors, employees and ex-employees of the Company and the wives, widows and families of such persons by building or by contributing to the building of dwelling houses or by grant of money, pensions, gratuity allowances, or other payments or by creating and from time to time subscribing to provident, superannuation and other funds.
- (18) Provide for schools, places of instruction/recreation, hospitals, dispensaries, medical and other attendance and assistance for people in the project areas as the Board of Directors shall think fit.
- (19) Buy, sell, let on hire, repair and deal in all kinds of machinery, component parts, accessories and other spare parts and fittings which can be profitably dealt, with, in connection with the business of the Company.
- (20) Sell, dispose of or transfer the business, property and/or undertaking of the Company or any part thereof for any consideration which the Company may deem fit to accept and in particular for shares, stock, debentures, debentures stock, bonds or securities of any other company or companies for the purpose of its or their acquiring all or any of the property, rights or liabilities of this Company or for any other purpose which may seem calculated to benefit this Company.
- (21) Sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.
- (22) Accept stock or shares or debentures, mortgage debentures or other securities of any other Company in payment or part-payment or any services rendered or for any sale made to or debt, owing from any such company.
- (23) Employ and remunerate experts to investigate and examine the conditions, prospects, value character and circumstances of any business or industrial concern and undertaking and generally of any assets, property or rights which may seem calculated to benefit this Company.





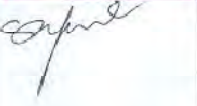
- (24) Let-out on lease or on hire all or any of the property of the Company either immovable or movable.
- (25) Create any reserve fund, sinking fund, insurance fund, dividend equalization fund or any other special fund whether for depreciation or for repairing, improving, replacing, extending or maintaining any of the property of the Company or for any other purposes conducive to the interest of the Company.
- (26) Place, to reserve or distribute as dividend among the members or otherwise to apply as the Board of Directors may from time to time think fit, any moneys received in respect of dividends accrued on forfeited shares and moneys arising from the sale by the Company of forfeited shares.
- (27) Aid, subscribe or contribute or otherwise to assist or guarantee moneys for public purpose, such as education, science, knowledge, art, trade or industry and funds and to any other institution's funds or purposes which in the opinion of Board of Directors are likely to promote the interest or the business of the Company and to further its objects and/or to any charitable and other funds whatsoever whether directly relating to the business of the Company or not, or for the welfare of its employees or for any other purpose conducive to the interest of the Company.
- (28) Indemnify members, officers, directors, agents and servants of the Company against proceedings, costs, damages, claims and demand drafts in respect of anything done or ordered to be done by them for and in the interest of the Company or any loss, damage or misfortune whatever which may happen in the execution of the duties of their office or in relation thereof.
- (29) Invest in, hold, dispose of shares or securities of Unit Trusts whether of fixed or variable character and in Fixed Deposits, Mutual Funds and such other securities and also to enter into arrangements with other Karnataka Government PSUs to act as Brokers/Facilitators for their investments in Mutual Funds and such other money market operations.
- (30) Enter into arrangements with the Government of Karnataka and/or any State or Central Government undertakings, Municipal or local authority or otherwise which may seem conducive to the Company's objects or any of them and to obtain from any such Government, Corporation or Authority moneys, concessions, grants or decree rights or privileges whatsoever which the Company may think fit or which may seem to the Company capable of being turned to account and to comply with work, develop, carryout, exercise and turn to account any such arrangements, concessions, grants, decrees, rights or privileges.

- 4<sup>th</sup> The liability of the members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
- 5<sup>th</sup> The Authorized Share Capital of the Company is Rs.5,000,00,00,000 (Rupees Five Thousand Crores) divided into 5,00,00,000 (Five Crores) Equity shares of Rs.1000/- (One thousand ) 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 against our respective names:-

Sl.No.	Names, Addresses, Description and Occupations of Subscribers	No. of Equity Shares taken by each Subscriber	Photo, Signature of the Subscribers	Signature, Name, Address, Description and Occupation of the Witness
1	Arvind Jadhav S/o. Marutirao Narsing Rao Jadhav, D-1/159, Satya Marg Chankyapuri New Delhi-110021 India Camp at Bengaluru Occupation: Principal Secretary to Government of Karnataka DOB: 05/06/1956 (As a nominee of Government of Karnataka)	One Share	 	I witness to Subscribers, who have subscribed and signed in my presence on 22/03/2024 at Bengaluru, Further I have verified his or their Identity details for their Identification and satisfied myself their identification particulars filled in  Signature G S Prakash S/o..... H. S. GOLINATHA RAO Address: NO24, POORNAPRAGNA LAYOUT BANSHANKRI 3RD STAGE BANGALORE 560085 IN  .Company Secretary: Karnataka Neeravari Nigam Limited M NO FCS 1250 
2	K Ratna Prabha D/o. Kathi Chandraiah, 8-2-541/A Road No.7, Banjarahills Hyderabad Telangana India-500034 Camp at Bengaluru Occupation: Additional Chief Secretary to GOK 13/03/1958 (As a nominee of Government of Karnataka)	One Share	 	

(G.S. Prakash)  
Company Secretary  
Karnataka Neeravari Nigam Limited  
Bangalore.

3	<p>Inturi Srinivas Nagesh Prasad  S/o Inturi Balaiah  H.No.C-2,1st B Main Road  Block-7, HSR Layout,  Sector-VI, Bengaluru  Karnataka,India-560034  Occupation: <i>Additional chief Secretary of GOK</i>  DOB: 15/06/1963  (As a nominee of Government of Karnataka)</p>	One Share		<p>I witness to Subscribers, who have subscribed and signed in my presence on <i>22/09/2024</i> at Bengaluru, Further I have verified his or their Identity details for their Identification and satisfied myself their identification particulars filled in</p>
4	<p>Rakesh Singh  S/o B P Singh  No 1, Bangalore Diary Quarters,  Dr. MH Marigowda Road, Bengaluru  Karnataka India - 560029  Occupation: <i>Principal Secretary of Gok</i>  DOB: 20/05/1964  (As a nominee of Government of Karnataka)</p>	One Share	 <i>Rakesh</i>	<p>Signature  G S Prakash  S/o. <i>H. S. Gokarathna R.B.</i>  Address:  NO24, POORNAPRAGNA LAYOUT BANSHANKRI 3RD STAGE-BANGALORE 560085 IN</p>
5	<p>Luthfulla Khan <i>Atkeeg</i>  S/o Kalimulla Khan,  No.84, M.C.H.S. Layout, H.S.R.,  Sector-4, Bengaluru  Karnataka India - 560102  Occupation: <i>Principal Secretary to CM, Gok</i>  14/01/1965(As a nominee of Government of Karnataka)</p>	One Share	 <i>Luthfulla</i>	<p>Company Secretary:  Karnataka Neeravari Nigam Limited  M NO Fcs 1290  <i>Mo</i></p>
6	<p>R.Rudraiah  S/o Rudraiah Guravayyu,  PWD, CE Quarters, Opp. Methodist Church, Aiwan Shai Road, Gulbarga Camp at Bengaluru  Occupation: <i>MD, KNNL</i>  12/12/1959(As a nominee of Government of Karnataka)</p>	One Share	 <i>R.Rudraiah</i>	<p>(G.S. Prakash)  Company Secretary  Karnataka Neeravari Nigam Limited  Bangalore.</p>

7	Belfur Gurappa Gurupadaswamy S/o Gurappa, 137, 6 <sup>th</sup> Cross, Bapuji Layout, Vijayanagar, 2 <sup>nd</sup> Stage Bengaluru Karnataka- India -560040 Occupation: <i>Secretary of Govt</i> 14/03/1961 (As a nominee of Government of Karnataka)	Four Share	 <i>[Signature]</i>	 <i>(G.S. Prakash)</i> Company Secretary Karnataka Neeravari Nigam Limited Bangalore.
	Total	10	10000	<i>(G.S. Prakash)</i> Company Secretary Karnataka Neeravari Nigam Limited Bangalore.

Dated this the *29<sup>th</sup>* day of *September* 2016 at Bengaluru