



# **MEMORANDUM OF ASSOCIATION**

**OF**

**RAJASTHAN RAJYA VIDYUT UTPADAN NIGAM LIMITED  
(RVUN)**

**The Companies Act, 1956**  
**(Company Limited by Shares)**  
**MEMORANDUM OF ASSOCIATION**  
**OF**

**RAJASTHAN RAJYA VIDYUT UTPADAN NIGAM LIMITED**

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|--|-------------|--|
| <b>NAME OF COMPANY</b>   | <b>I.</b>   | The name of the company is <b>RAJASTHAN RAJYA VIDYUT UTPADAN NIGAM LIMITED (RVUN)</b> .  |
| <b>REGISTERED OFFICE</b>   | <b>II.</b>  | The Registered Office of the Company will be situated in the State Rajasthan.  |
| <b>OBJECTS</b>   | <b>III.</b> | The objects for which the Company is established are:  |
| <b>MAIN OBJECTS</b>  | <b>A</b>    | <b>Main objects to be pursued by the Company on its incorporation:</b>   |
| Acquire, establish, construct and operate Electric generating stations | 1.          | To acquire, establish, construct, take over, erect, lay, operate, run manage, hire, lease, buy, sell maintain enlarge, alter, renovate, modernise, work and use Electric generating, projects stations. associated lines and all things connected thereto include power station, civil works, cables, wires, lines, accumulators plant, motors, meters, apparatus, materials and things connected with the production, generation, use, storage, measurement and other incidental activities connected there with.   |
| Manufacture, trading coordination.                                     | 2.          | To carry on the business of purchasing, importing exporting, producing, trading, manufacturing or otherwise dealing in electric power and to coordinate, aid and advise on the activities of other companies and concerns including subsidiaries, holding, associates, affiliates engaged in the generation, transmission & distribution of power on all matters concerning the operation and maintenance of electric generating stations, transmission & distribution systems, and in the production, generation, transmission, distribution, use, storage and measurement. |
| Investigate and prepare  | 3.          | To study, investigate, collect information and data, review operations, project reports plan, research, design, prepare feasibility reports, prepare project reports, diagnose operational difficulties and weaknesses, and advise on the remedial measures to improve and modernise existing stations and facilitate and to undertake for and on behalf of others the setting up of electric power plants and generally work for the efficient and economic management of electric power and the optimum utilisation of the resources available.                            |

Captive mining	*4.	To carry on the business of mine owners, mining of coal, lignite, washing of coal, etc. to purchase, take on lease, acquire mines, quarries, tracts and lands in India or elsewhere believed to contain metals, minerals, ores, clays, rare earths, chemical substances, filler materials, deposits, other ingredients which may seem suitable or useful for any of the Company s objects, to acquire any mining rights, powers, privileges and any interest therein, and for these purposes to survey, search, inspect, explore, examine, prospect, work, exercise, develop, process, alter, manipulate, collect, make, improve, reduce, recondition, grind, size, crush, dress, refine, win, carryout and to turn to account the mines, their products, by products, wastage, and to transfer, lease-out, sell such projects.
Mining activities	*5.	To procure, purchase, take on lease, or otherwise acquire and deal with any mines, mining rights and concessions and prospecting or development rights at any place in the world and to acquire by purchase or otherwise lands containing minerals of all descriptions including coal, natural gas, mineral oil, oil-shales, natural tar, bitumen and asphalt, precious and semiprecious gems, building and decorative stones, mineral resins and other rocks and minerals of economic importance in any part of the world and any interests therein and to explore, work, exercise, develop and turn to account the same and also to establish washery (ies) for washing of coal.
<b>INCIDENTAL OBJECTS</b>	<b>A.</b>	<b>Objects incidental or ancillary to the attainment of the main Objects.</b>
Transmission & Distribu- tion of electric power.	1.	To undertake Transmission, Sub-transmission, Distribution & supply of electricity and related associate works to achieve the object.
As a helper and servic- ing agency for the sub-sidiaries.	1A.	To arrange, secure and make available to its subsidiaries, holding and other concerns for the organisations, such facilities, resources, inputs and services as may be required.
To obtain characters, concession, etc.	2.	To enter into any arrangement with the Government of India or Government of Rajasthan or any local or State Government or with Authorities, national, local, municipal or otherwise or with any person for the purpose of directly or indirectly, carrying out the objects or furthering the interest of the Company or its members and to obtain from any such Government, State Authority or person any charters, subsidies, loans, indemnities, grants, contracts, decrees, rights sanctions, privileges, licenses or concessions whatsoever, (Whether statutory or otherwise) which the Company may think desirable to obtain and carry out, exercise and comply with the same.
Borrowing power	3.	Subject to the provision of Section 58A of the Companies Act, 1956 and the rules framed thereunder to borrow money or to receive money or deposits for the purpose of financing the business of the Company either with security or mortgage or other security, charged on the

\*Inserted by Special resolution passed by the members in the 5th Annual General Meeting held on 29.9.2005.

		undertaking or all or any of the assets of the Company including uncalled capital and to increase, reduce or pay off any such securities.
To acquire and lease property	4.	To acquire by purchase, lease, exchange, hire or otherwise or to construct and maintain factories, works, buildings and conveniences of all kinds, land, buildings, apartments, plant, machinery and hereditament of any tenure or description, situated in India or in any other part of the world and any estate or interest therein and any rights over to connected with land so situated and turn the same to account in any manner as may seem 'expedient, necessary or convenient to the Company for the purpose of its business.
To acquire Business/ companies	5.	To acquire, possess and undertake the whole or any part of the business, assets, property, goodwill, rights and liabilities of any person, firm, society, association, corporation or company carrying on any business which the company is authorised to carry on.
To obtain authority to carry out its objects	6(a)	To obtain, apply for, arrange for the issue or enactment of order or Act of the Legislature or Act of Authority in India or any other part of the world for enabling the Company to obtain powers, authority, protection, financial and other help, necessary or expedient to carry out or extend any of the objects of the company or for any other purpose which may seem expedient and to oppose any proceedings or applications or any other endeavors, steps, or measures which may seem calculated directly or indirectly to prejudice the company's interests;
	6(b)	To establish, maintain, generate, operate, run, manage, conduct, limited right to use electrical generation for achievement or carrying out all or any of the objects.
To acquire know-how ect.	7.	To apply for, purchase or otherwise acquire any trade marks, patents, brevets or inventions, licences, concession and the like, conferring any exclusive or non-exclusive or limited right to use of any secret or other information as to any invention which may seem capable of being used for any of the purpose .of the company or the acquisition of which may seem calculated, directly or indirectly, to benefit the company and to use, excrcise; develop or grant licences in respect of or otherwise turn to account the property, right or information so acquired.
Reimbursement of preliminary expenses	8.	To payout of the funds of the company all costs, charges and expēnses prevailing & incidental to the promotion, formation, establishment & registration of the company.
To undertake research, Development and training	9(a)	To establish, provide, maintain and conduct or otherwise subsidise research laboratories and experimental workshops for scientific, technical or research experiments and to undertake and carry on directly or in collaboration with other agencies, scientific and technical research experiments and tests of all kinds and to process, improve and invent new products and their techniques of manufacture as to promote,

encourage, reward in every manner, studies and research, scientific and technical investigations and inventions of any kind that may be considered likely to assist, encourage and promote recent advances in technology, economics, import substitution or any business which the Company is authorised to carry on.

- (b)
- To improve property etc. 10. To sell, improve, manage, develop, exchange, loan or lease or let, under lease, sub-let, mortgage, dispose of, deal with in any manner, turn to account or otherwise deal with any rights or property of the Company.
- To invest money 11. To accumulate funds and to invest or otherwise employ monies belonging to or with the Company and not immediately required, in the purchase or acquisition of any shares, securities or other investments whatsoever, whether movable or immovable, upon such terms as may be thought proper and from time to time, to vary all or any such investments in such manner as the Company may think fit.
- To undertake joint ventures 12. To amalgamate or enter into partnership or enter into any consortium or arrangement for sharing of funding or profits in a cooperative or joint venture with any person or company or body or authority including Government, Central, State or local carrying on or engaged in any operation capable of being conducted so conveniently in co-operation with the business of the Company or directly or indirectly to benefit the company or to the activities for which the company has been established.
- To provide for welfare of employees 13. To provide for the amelioration and welfare of persons employed or formerly employed by the Company and or its predecessor and the spouse, families, dependents of such persons by building or contributing to the building or houses, dwellings or by grants of money, pensions, allowances, bonuses, or other payments or by creating and from time to time subscribing or contribution to provident fund and other associations, institutions, funds or trusts or by helping persons employed by the Company to effect or maintain insurance or their lives by contributing to the payment of premium or otherwise and by providing or subscribing for contributing towards places of instructions and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit.
- To sell property 14. To sell or dispose of an undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular

		for shares, debentures or securities of any other association, corporation or company, to promote or aid in the promotion of any other company or partnership for the purpose of acquiring all or any of the properties rights or liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
To enter into contracts	15(a)	To enter into agreements and contracts with individuals, companies or other organisations for purchase of equipment's and for technical. financial or any other assistance, for carrying out all or any of the objects of the Company.
	(b)	To enter into any arrangement with any Government or Authority, Central, State, Municipal, Local or otherwise that may seem conducive to the Company's objects and to obtain from any such Government or Authority any rights, privileges and concessions and to carry out. excercise and comply with any such arrangements, rights, privileges and concession.
	(c)	To enter into contracts of indemnity and guarantee.
	(d)	To apply for, tender, purchase or otherwise acquire any contracts and concessions for or relating to the main objects of other company.
To establish agencies etc.	16.	To establish and maintain agencies, branches and local registers, to procure registration or recognition of the Company and to carry on business in any part of the world and to take such steps as may be necessary to give the Company such rights and privileges in any part of the world as are possessed by the local companies or partnership or as may be thought desirable.
To subscribe for shares	17.	To subscribe for, underwrite, purchase, or otherwise acquire and to hold, dispose of and deal with the shares, stocks, securities and evidences of indebtedness, or the right to participate in profits or other similar documents issued by any Government Authority, Corporation or body or by any company or body of persons and any option or right in respect thereof.
To create depreciation funds	18.	To create any depriciation fund, reserve fund, sinking fund, insurence fund or any other fund, whether for depreciation or for repairing improving, extending or maintaining any of the properties of the company or redeemable preference shares or for any other purposes whatsoever conducive to the interests to the Company.
To open accounts in banks	19.	To open an account or accounts with any firm or company or with any bank or bankers and to pay into and withdraw money from such account or accounts.

To acquire part of companies	20.	To acquire and hold all or any of the share or loan capital or with securities of any other company or body having similar objects as the Company, and to sell or dispose or transfer any such shares, loan interest, securities.
To carry on consultancy services	21.	To promote, organise or carry on the business of Consultancy services in any field of activity in which it is engaged.
To Promote other companies	22.	To promote or concur in the promotion of any company the promotion of which shall be considered desirable in furtherance of the objects of the Company.
To Carry on convenient business	23.	Generally to do all such other things as may be deemed incidental or conducive to attainment of the above objects or any of them and to carry on any business which may be conveniently carried on in connection with any of the Company's objects or are calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
To act as an entrepreneur on behalf of Central or state Government	24.	To act as an entrepreneur on behalf of the Central or any State Government, to identify new areas of economic investment and to undertake or help in under taking of such investments.
To advance money	25.	To advance money on mortgage of immovable property or against Bank guarantee and to make advance of money against future supply of goods and services on such terms as the Directors may consider necessary and to invest money of the company in such manner as the Directors may think fit and to sell, transfer or deal with the same.
To collect information	26.	To arrange, receive and collect all relevant information in regard to any business carried on by the Company.
Registration	27.	Subject to the provision of Companies Act 1956 & FERA Act, to procure the registration or other recognition of the company or its branches in any foreign state and to make all deposits or money or securities and do all things necessary for compliance with the laws and regulations of India or of any foreign Government, places of India or of any foreign Government, places where company may be desirous of transacting of its business.
Collaboration	28.	To enter into any collaboration or arrangement with the Government of India or any foreign Government. or companies with any State or any authorities or with any other person, that may seem conducive to the Company's objects or any of them and to apply for and obtain and to purchase or otherwise acquire from any such government, State authorities or persons any rights, powers privileges, licences, decrees, sanctions, grants and concessions whatsoever whether statutory or

otherwise) which the company may think it desirable to obtain and to acquire and to carry out exercise and comply with any such arrangements, rights, powers, privileges, licences, decrees, sanctions grants and concessions.

Assist any projects 29.

To aid and assist any industrial undertakings, projects, enterprises having similar objects whether owned or run by Government of Rajasthan, firm or individual for execution of its work and business.

Manufacture, assemble, import, buy and sell meters power cables and etc. 30.

To manufacture, assemble, import, buy, sell, exchange, improve, develop and otherwise deal with electrical Killo Watt Hour meters electrometer, power cables, voltameters & other type of measuring instruments, transformers of all types, circuit breakers for consumer commercial, educational and research purposes & all other products which are directly or indirectly used in such type of power business.

**OTHER OBJECTS B.**

**Other Objects:**

To carry on the business by land etc. 1.

To carry on the business of carriers by land, sea and air as may be required from to time to time.

To deal with goods etc. dealt with by subsidiaries 2.

To carry on the business of trading in and dealing in any manner whatsoever in all commodities, goods and things, manufactured, produced or dealt with in any manner by any of the subsidiaries of the Company.

And it is hereby declared that:

The word "Company" save when used in reference to this Company, in this clause, shall be deemed to include any partnership or other body of persons whether incorporated or not incorporated, whether domiciled in India or elsewhere.

**LIMITED LIABILITY IV.**  
**SHARE CAPITAL V.**

The liability of the members is limited.

The Authorized Share Capital of the Company is Rs. 10,000 Crores (Rupees Ten Thousand Crores) divided into 1000,00,00,000 equity shares of Rs.10/- (Rupees Ten) each with the rights, privileges and conditions attached thereto as are provided by the regulations of the Company for time being. The Company has power, from time to time, to increase or decrease its capital and to divide the shares, in the original or increased capital for the time, into several classes and to attach thereto such preferential rights, privileges or conditions as may be determined, by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions may be permitted by law.





We, the several persons whose names and address 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 :-

S.No.	Names of subscriber, address description and occupation, with their signatures	No. of equity shares taken by each subscriber	Signature of witness, their address, description and occupation
1	Sd/- CHANDRA SHEKHAR RAJAN, S/O Sh. K. T. Rajan, 1/10, Somya Marg, Gandhi Nagar, Jaipur. (Govt. Service)	1 (One)	Sd/- PRAVEEN KUMAR SINGHVI S/O SHRI S.K. SINGHVI GUTTAN HOUSE BEHIND KHAITAN BHAWAN M.I ROAD JAIPUR-302 001. (Chartered Accountant)
2	Sd/- SUBHASH GARG, C/O S.R. Garg 131, Nemi Nagar, Jaipur. (Govt. Service)	1 (One)	
3	Sd/- KULDEEP SHARMA S/O Sh. S.S.Sharma D-627, Sawai Jai Singh Highway, Jaipur. (Govt. Service)	1 (One)	
4	Sd/- N.L. BAIRWA, S/O Sh. R.S. Bairwa Plot No. 63A, Ambedkar Nagar, Kartarpura, Jaipur. (Govt. Service)	1 (One)	
5	Sd/- S.K. MITTAL, S/O Sh. Madanlal 02/138, New Vidhyadhar Nagar, Jaipur-302012 (Govt. Service)	1 (One)	
6	Sd/- V.K. GUPTA, S/O Sh. C.R. Gupta, III/94, Gandhi Nagar, Jaipur. (Govt. Service)	1 (One)	
7	Sd/- S.S. KHANDELWAL, S/O Sh. J.P. Khandelwal, 53/ 116, V.T. Road, Mansorovar, Jaipur. (Govt. Service)	1 (One)	
	Total	7 (SEVEN)	

Place: Jaipur

Date: 19-06-2000