



ಕರ್ನಾಟಕ ಸರ್ಕಾರದ ನಡವಳಿಗಳು

ವಿಷಯ: ಕರ್ನಾಟಕ ಮಡಿವಾಳ ಮಾಚಿದೇವ ಅಭಿವೃದ್ಧಿ ನಿಗಮ ನಿಯಮಿತವನ್ನು ಕಂಪನಿ ಕಾಯ್ದೆ 2013ರನ್ವಯ ನೋಂದಾಯಿಸಿ ಸ್ಥಾಪಿಸಲು Memorandum of Association and Articles of Association ಗೆ ಅನುಮೋದನೆ ನೀಡುವ ಬಗ್ಗೆ.

ಓದಲಾಗಿದೆ: 1. ಕರ್ನಾಟಕ ಸರ್ಕಾರದ ಆದೇಶ ಸಂಖ್ಯೆ: ಹಿಂವಕ 22 ಬಿಸಿಎ 2019, ದಿನಾಂಕ: 20/07/2019.
2. ಪತ್ರ ಸಂಖ್ಯೆ: ಮಡಿವಾಳ ಮಾ.ಅ.ನಿ/ಸ್ಥಾಪನೆ /ಸಿಆರ್-03/2019-20, ದಿ:10/05/2019 ಮತ್ತು ದಿ:06.12.2019.

ಪ್ರಸ್ತಾವನೆ:

2019-20ನೇ ಸಾಲಿನ ಸನ್ಮಾನ್ಯ ಮುಖ್ಯಮಂತ್ರಿಯವರ ಆಯವ್ಯಯ ಭಾಷಣದ ಕಂಡಿಕೆ:174 ರಲ್ಲಿ ಮಡಿವಾಳ ಮತ್ತು ಇದರ ಉಪಜಾತಿಗಳ ಸಮಗ್ರ ಅಭಿವೃದ್ಧಿಗಾಗಿ ಕರ್ನಾಟಕ ಮಡಿವಾಳ ಮಾಚಿದೇವ ನಿಗಮವನ್ನು ಸ್ಥಾಪಿಸಲಾಗುವುದು ಎಂದು ಘೋಷಿಸಲಾಗಿತ್ತು.

ಅದರನ್ವಯ ಮೇಲೆ ಓದಲಾದ (1)ರ ಆದೇಶದಲ್ಲಿ ಕರ್ನಾಟಕ ಮಡಿವಾಳ ಮಾಚಿದೇವ ಅಭಿವೃದ್ಧಿ ನಿಗಮ ನಿಯಮಿತದ ಸ್ಥಾಪನೆಗೆ ಬೇಕಾದ ಎಲ್ಲಾ ಕ್ರಮಗಳನ್ನು ಜರುಗಿಸಲು ಪ್ರಾರಂಭಿಕವಾಗಿ ಡಿ. ದೇವರಾಜ ಅರಸು ಹಿಂದುಳಿದ ವರ್ಗಗಳ ಅಭಿವೃದ್ಧಿ ನಿಗಮದ ವ್ಯವಸ್ಥಾಪಕ ನಿರ್ದೇಶಕರನ್ನು ತಾತ್ಕಾಲಿಕವಾಗಿ ಕರ್ನಾಟಕ ಮಡಿವಾಳ ಮಾಚಿದೇವ ಅಭಿವೃದ್ಧಿ ನಿಗಮ ನಿಯಮಿತ ಸ್ಥಾಪನೆಯಾಗುವ ತನಕ ವ್ಯವಸ್ಥಾಪಕ ನಿರ್ದೇಶಕರ ಹುದ್ದೆಯ ಹೆಚ್ಚುವರಿ ಕಾರ್ಯಭಾರವನ್ನು ವಹಿಸಿಕೊಳ್ಳುವಂತೆ ಹಾಗೂ ಸ್ಥಾಪನೆಗೆ ಹಂತ ಹಂತವಾಗಿ ಎಲ್ಲಾ ಅಗತ್ಯ ಕ್ರಮಗಳನ್ನು ಕೈಗೊಳ್ಳುವಂತೆ ಸೂಚಿಸಲಾಗಿದೆ.

ಮೇಲೆ ಓದಲಾದ (2)ರ ಪತ್ರದಲ್ಲಿ ವ್ಯವಸ್ಥಾಪಕ ನಿರ್ದೇಶಕರು, ಡಿ. ದೇವರಾಜ ಅರಸು ಹಿಂದುಳಿದ ವರ್ಗಗಳ ಅಭಿವೃದ್ಧಿ ನಿಗಮ ರವರು ಕರ್ನಾಟಕ ಮಡಿವಾಳ ಮಾಚಿದೇವ ಅಭಿವೃದ್ಧಿ ನಿಗಮ ನಿಯಮಿತ ಸ್ಥಾಪಿಸುವ ಕುರಿತಂತೆ ಉದ್ದೇಶಿತ ಕರ್ನಾಟಕ ಮಡಿವಾಳ ಮಾಚಿದೇವ ಅಭಿವೃದ್ಧಿ ನಿಗಮ ನಿಯಮಿತದ ರೂಪುರೇಷೆಗಳು, ಕಾರ್ಯಗಳು, ಸ್ವರೂಪ ಕಾರ್ಯಕ್ರಮಗಳಿಗೆ ಅನುಗುಣವಾಗಿ Memorandum of Association and Articles of Association ಗೆ ಅನುಮೋದನೆ ನೀಡುವಂತೆ ಕೋರಿರುತ್ತಾರೆ.

ಸದರಿ ಪ್ರಸ್ತಾವನೆಯನ್ನು ಪರಿಶೀಲಿಸಿ ಈ ಕೆಳಕಂಡಂತೆ ಆದೇಶಿಸಿದೆ.

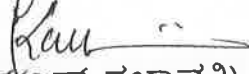
ಸರ್ಕಾರಿ ಆದೇಶ ಸಂಖ್ಯೆ: ಹಿಂವಕ 22 ಬಿಸಿಎ 2019, ಬೆಂಗಳೂರು, ದಿನಾಂಕ:06.12.2019.

ಪ್ರಸ್ತಾವನೆಯಲ್ಲಿ ವಿವರಿಸಿರುವ ಅಂಶಗಳ ಹಿನ್ನೆಲೆಯಲ್ಲಿ, ಕರ್ನಾಟಕ ಮಡಿವಾಳ ಮಾಚಿದೇವ ಅಭಿವೃದ್ಧಿ ನಿಗಮ ನಿಯಮಿತವನ್ನು ಸ್ಥಾಪಿಸಲು Memorandum of Association and Articles of Association ಗಳಿಗೆ ಈ ಕೆಳಕಂಡ ಷರತ್ತಿಗೊಳಪಟ್ಟು ಅನುಮೋದನೆ ನೀಡಿದೆ.

1. "Karnataka Madiwala Machideva Development Corporation Limited" (ಕರ್ನಾಟಕ ಮಡಿವಾಳ ಮಾಚಿದೇವ ಅಭಿವೃದ್ಧಿ ನಿಗಮ ನಿಯಮಿತ)ವನ್ನು ಕಂಪನಿ ಕಾಯ್ದೆ 2013ರ ಸೆಕ್ಷನ್ -7ರಡಿಯಲ್ಲಿ ನೋಂದಾಯಿಸಿ ಸ್ಥಾಪಿಸತಕ್ಕದ್ದು.
2. ಈ ಆದೇಶಕ್ಕೆ ಲಗತ್ತಿಸಿರುವ ಅನುಬಂಧದಲ್ಲಿರುವಂತೆ ಕರ್ನಾಟಕ ಮಡಿವಾಳ ಮಾಚಿದೇವ ಅಭಿವೃದ್ಧಿ ನಿಗಮ ನಿಯಮಿತದ Memorandum of Association and Articles of Association ಗಳನ್ನು ಅನುಮೋದಿಸಿದೆ. ಅದರಂತೆ ಕ್ರಮಕೈಗೊಳ್ಳತಕ್ಕದ್ದು.
3. ಕರ್ನಾಟಕ ಮಡಿವಾಳ ಮಾಚಿದೇವ ಅಭಿವೃದ್ಧಿ ನಿಗಮ ನಿಯಮಿತವನ್ನು ಕಂಪನಿ ಕಾಯ್ದೆ 2013ರಡಿಯಲ್ಲಿ ಕಂಪನಿಯಾಗಿ ರಿಜಿಸ್ಟ್ರಾರ್ ಆಫ್ ಕಂಪನೀಸ್, ಕಾರ್ಪೊರೇಟ್ ಅಫೇರ್ಸ್ ಮಂತ್ರಾಲಯ, ಭಾರತ ಸರ್ಕಾರ ಇವರಲ್ಲಿ ನೋಂದಾಯಿಸತಕ್ಕದ್ದು. ಈ ಪ್ರಕ್ರಿಯೆಗೆ ಅವಶ್ಯವಿರುವ ಎಲ್ಲಾ ಕೆಲಸಗಳನ್ನು ನಿರ್ವಹಿಸಲು ವ್ಯವಸ್ಥಾಪಕ ನಿರ್ದೇಶಕರು, ಡಿ. ದೇವರಾಜ ಅರಸು ಹಿಂದುಳಿದ ವರ್ಗಗಳ ಅಭಿವೃದ್ಧಿ ನಿಗಮ ನಿಯಮಿತ ಇವರಿಗೆ ಅಧಿಕಾರ ನೀಡಿದೆ.
4. ಈ ಆದೇಶವನ್ನು ಆರ್ಥಿಕ ಇಲಾಖೆಯ ಟಿಪ್ಪಣಿ ಸಂಖ್ಯೆ: ಆಇ 39 ವೆಚ್ಚ-3 /2019 ದಿನಾಂಕ:11/11/2019 ಮತ್ತು ಸಾರ್ವಜನಿಕ ಉದ್ಯಮಗಳ ಇಲಾಖೆ, ಇವರ ಟಿಪ್ಪಣಿ ಸಂಖ್ಯೆ: ಸಾಉಇ 68 ಎಆರ್ ಯು 2019 ದಿನಾಂಕ:13/11/2019 ರಲ್ಲಿ ನೀಡಿರುವ ಸಹಮತಿಯನ್ವಯ ಹೊರಡಿಸಿದೆ.

ಕರ್ನಾಟಕ ರಾಜ್ಯಪಾಲರ ಆದೇಶಾನುಸಾರ

ಮತ್ತು ಅವರ ಹೆಸರಿನಲ್ಲಿ


(ಎಸ್.ಎನ್. ಕಲಾವತಿ)

ಸರ್ಕಾರದ ಅಧೀನ ಕಾರ್ಯದರ್ಶಿ-1,

ಹಿಂದುಳಿದ ವರ್ಗಗಳ ಕಲ್ಯಾಣ ಇಲಾಖೆ.

ಪ್ರತಿಯನ್ನು ಮಾಹಿತಿಗಾಗಿ:

1. ಪ್ರಧಾನ ಮಹಾಲೇಖಪಾಲರು (ಎ ಮತ್ತು ಇ, ಲೆಕ್ಕಪರಿಶೋಧನೆ-1 ಮತ್ತು 2), ಕರ್ನಾಟಕ, ಬೆಂಗಳೂರು.
2. ಸರ್ಕಾರದ ಪ್ರಧಾನ ಕಾರ್ಯದರ್ಶಿ, ಸಾರ್ವಜನಿಕ ಉದ್ಯಮಗಳ ಇಲಾಖೆ, ಬಹುಮಹಡಿಗಳ ಕಟ್ಟಡ, ಬೆಂಗಳೂರು.
3. ಮಾನ್ಯ ಮುಖ್ಯಮಂತ್ರಿಯವರ ಅಪರ ಮುಖ್ಯ ಕಾರ್ಯದರ್ಶಿರವರ ಆಪ್ತ ಕಾರ್ಯದರ್ಶಿ, ವಿಧಾನಸೌಧ, ಬೆಂಗಳೂರು.
4. ಸರ್ಕಾರದ ಎಲ್ಲಾ ಇಲಾಖಾ ಪ್ರಧಾನ ಕಾರ್ಯದರ್ಶಿಗಳು/ಕಾರ್ಯದರ್ಶಿಗಳು, ಬೆಂಗಳೂರು.

5. ಸರ್ಕಾರದ ಕಾರ್ಯದರ್ಶಿ, ಆರ್ಥಿಕ ಇಲಾಖೆ (ವೆಚ್ಚ), ವಿಧಾನಸೌಧ, ಬೆಂಗಳೂರು.
6. ಆಯುಕ್ತರು, ಹಿಂದುಳಿದ ವರ್ಗಗಳ ಕಲ್ಯಾಣ ಇಲಾಖೆ, ಬೆಂಗಳೂರು.
7. ಎಲ್ಲಾ ಜಿಲ್ಲೆಯ ಜಿಲ್ಲಾಧಿಕಾರಿಗಳು ಆಯುಕ್ತರ ಮುಖೇನ.
8. ರಿಜಿಸ್ಟ್ರಾರ್ ಆಫ್ ಕಂಪನೀಸ್, ಕಾರ್ಪೊರೇಟ್ ಅಫೇರ್ಸ್ ಮಂತ್ರಾಲಯ, ಭಾರತ ಸರ್ಕಾರ, ನವದೆಹಲಿ, ಇವರಿಗೆ ಮಾಹಿತಿಗಾಗಿ.
9. ವ್ಯವಸ್ಥಾಪಕ ನಿರ್ದೇಶಕರು ಡಿ. ದೇವರಾಜ ಅರಸು ಹಿಂದುಳಿದ ವರ್ಗಗಳ ಅಭಿವೃದ್ಧಿ ನಿಗಮ (ನಿ), ಡಿ. ದೇವರಾಜ ಅರಸು ಭವನ, ವಸಂತನಗರ, ಬೆಂಗಳೂರು.
10. ವ್ಯವಸ್ಥಾಪಕ ನಿರ್ದೇಶಕರು ಕರ್ನಾಟಕ ಸವಿತಾ ಸಮಾಜ ಅಭಿವೃದ್ಧಿ ನಿಗಮ ನಿಯಮಿತ, ಡಿ. ದೇವರಾಜ ಅರಸು ಭವನ, ವಸಂತನಗರ, ಬೆಂಗಳೂರು.

ಪ್ರತಿ ಮಾಹಿತಿಗಾಗಿ:

1. ಮಾನ್ಯ ಹಿಂದುಳಿದ ವರ್ಗಗಳ ಕಲ್ಯಾಣ ಸಚಿವರ ಆಪ್ತ ಕಾರ್ಯದರ್ಶಿಯವರು, ವಿಧಾನಸೌಧ, ಬೆಂಗಳೂರು.
2. ಸರ್ಕಾರದ ಕಾರ್ಯದರ್ಶಿ, ಹಿಂದುಳಿದ ವರ್ಗಗಳ ಕಲ್ಯಾಣ ಇಲಾಖೆಯವರ ಆಪ್ತ ಕಾರ್ಯದರ್ಶಿ, ವಿಕಾಸಸೌಧ, ಬೆಂಗಳೂರು.
3. ಸರ್ಕಾರದ ಅಪರ ಕಾರ್ಯದರ್ಶಿ, ಇವರ ಆಪ್ತ ಸಹಾಯಕರು, ಹಿಂದುಳಿದ ವರ್ಗಗಳ ಕಲ್ಯಾಣ ಇಲಾಖೆ, ವಿಕಾಸಸೌಧ, ಬೆಂಗಳೂರು.
4. ಸರ್ಕಾರದ ಅಧೀನ ಕಾರ್ಯದರ್ಶಿ-1 ಮತ್ತು 2 ರವರ, ಆಪ್ತ ಸಹಾಯಕರು, ಹಿಂದುಳಿದ ವರ್ಗಗಳ ಕಲ್ಯಾಣ ಇಲಾಖೆ, ವಿಕಾಸಸೌಧ, ಬೆಂಗಳೂರು.
5. ಶಾಖಾ ರಕ್ಷಾ ಕಡತ/ಹೆಚ್ಚುವರಿ ಪ್ರತಿಗಳು.

The Companies Act, 2013

Schedule I

Table A

MEMORANDUM OF ASSOCIATION OF A COMPANY LIMITED BY SHARES

1	The name of the company is "KARNATAKA MADIWALA MACHIDEVA DEVELOPMENT CORPORATION LIMITED".
2	The registered office of the company will be situated in the State of KARNATAKA.
3 (a)	<p>The objects to be pursued by the company on its incorporation are:—</p> <p>(i) To extend financial and technical assistance to any viable project under Business, Service, Transport, Industries, Agriculture and allied activities to the persons belonging to Madiwala Machideva Community in Karnataka for their economic development and to promote avenues for self employment.</p> <p>(ii) To extend financial assistance to the students belonging to Madiwala Machideva Community, for pursuing general competitive examinations / professional / technical courses / any degree in India and abroad. And to advance loan / subsidy to setup private business as Doctors, Engineers, Lawyers, Architects, Chartered Accountants or such other useful professions.</p> <p>(iii) To extend financial assistance for traditional / occupational group activities, setting up of mechanised laundry, dealers in washing appliances and detergents, to provide training to upgrade skills in latest technological inputs, to extend the assistance for providing marketing of products and to establish marketing linkage, providing opportunities to participate in trade fairs and exhibitions.</p> <p>(iv) To extend irrigation facility to the small and marginal farmers among the Madiwala Machideva Community under individual and community irrigation scheme, lift irrigation scheme and to extend support to landless among the said community for acquiring dry/wet land to take up agricultural activities.</p> <p>(v) To assist the unemployed entrepreneurs belonging to Madiwala Machideva Community in Karnataka to start their own business or vocation or industry under self-employment programme and also to impart industrial and technical training and assistance to them for setting up their business / professional with the support of the share capital/ grants funded by the Government of India and Government of Karnataka and by availing credit facilities from specialised financial institutions established by the Government of India.</p>
3(b)	Matters which are necessary for furtherance of the objects specified in clause 3(a) are:-
	<p>1. To undertake or aid production or supply of materials and articles for construction of buildings for putting up Dairy farms and Agricultural implements.</p>

2. To advance loans for organizing and developing Dairy Farming and intensive agricultural operations, to start and develop cottage industries, workshops and work centres.
3. To sponsor Madiwala Machideva Community Candidates to take up competitive examinations like IAS, KAS, IIM, IIT, IISC, Ph.D, Fellowship and banking examination etc. through reputed institutions who impart these kind of training.
4. To receive loans, advances, grants or other moneys from the Central Government, State Government, Local Bodies, Banks, Companies, Corporation, Co-Operative societies, Karnataka Khadhi and Village Industries Commission, Trusts or individuals with or without interest in order to carry out the objects of the company.
5. To pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Corporation which the Board may consider to be on the nature of preliminary expenses including therein the cost advertising, printing and expenses attendant upon the formation of branches and agencies.
6. To construct, acquire, maintain and alter any buildings, or works necessary or convenient for the purpose of the company.
7. To improve or develop any land belonging to the Government of Karnataka, or the Government of India, Local Body or Statutory Body for Agricultural, Industrial development, directly or in collaboration with Government, Local Body, Company or any member belonging to Madiwala Machideva Community or group of such persons whether registered under law as firm or society or company or not, where it has been legally oriented, transferred, shifted, leased to the company.
8. To set up, run and manage work production centres for manufacture of goods required for attaining the main objects of the company.
9. To employ brokers, commission agents and under-writers and to provide for remuneration of such persons for their services for promotion of the business of the company in accordance with the provisions of the Companies Act, 2013.
10. To promote and operate any residual schemes apart from the above listed, for the benefit of Madiwala Machideva Community and for that purpose to prepare or cause to be prepared feasibility reports, blue prints, statistics and other information.
11. To employ and remunerate experts to investigate and examine the condition, prospects, value and circumstances of any scheme for the welfare of Madiwala Machideva Community and generally of any assets, property and rights of any person belonging to Madiwala Machideva Community and generally of any assets, property and rights of any person belonging to Madiwala Machideva Community and/or group of such persons registered under law as Firm or Society or Company or not.

12. To enter into any partnership or arrangement for joint working with any other company, firm or person carrying on business with the same or similar objects of this Corporation.
13. To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account and otherwise deal with all or any part of the property and rights of the Corporation with the approval of the Board of Directors finally the Government of Karnataka.
14. To enter into any arrangements with Government of India, Government of Karnataka or any other Government, Corporation, Company, Social authority or Statutory Body for the purpose of carrying out the objects of the Corporation or furthering its interests and to obtain from such Government or authority, persons or body any charters, subsidies, concessions, privileges or immunities which the Board of Directors may think it desirable to obtain and exercise and Company with such arrangements, rights, privileges and concessions.
15. To invest the moneys of the Corporation, not immediately required, in such matter other than in the share of this Company as from time to time may be determined.
16. To create any depreciation fund, reserve fund, sinking fund, insurance fund or any special or other fund whether for depreciation or for repairing, replacing, improving expending or maintaining any of the property of the Corporation or for special dividends or for redemption of debentures or redeemable shares or for any other purpose whatsoever, and to transfer any such fund or part thereof to any of the other funds therein mentioned.
17. To undertake the marketing or to enable the marketing of the produce, products and material belonging to, legally collected or produced by any member of Madiwala Machideva Community or group of such persons whether registered under law as Firm, Society or Company or not.
18. To promote, finance or conduct directly or in collaboration with any member of Madiwala Machideva Community or firm or Society or Company of such person, hostels / old age homes exclusively for the members of the Madiwala Machideva Community.
19. To undertake or act as agency for implementing any schemes of Government of Karnataka, Government of India, Karnataka Khadi and Village Industries Board, Khadi and Village Industries Commission or any agency approved by Government of Karnataka for the benefit of Madiwala Machideva Community.
20. To extend micro credit facilities to promote Self Help Groups at nominal rate of interest, provide margin or seed capital and subsidy under various schemes.
21. To assist for acquiring or construction of living-cum-work shed to develop self employment by members of the Madiwala Machideva Community.
22. Encourage for promotion of art, culture and literature among Madiwala Machideva Community.

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4	The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.				
5	The Authorized Share Capital of the Company is 10,00,000/- rupees, divided into 10,000 Equity Shares of 100/- rupees each. All the shares are held in by the Government of Karnataka, which is the sole shareholder.				
6.	We, the several persons, whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this memorandum of association, and we respectively agree to take the number of shares in the capital of the company set against our respective names:—				
Sl. no.	Subscriber Details				
	Name, Address, Description and Occupation	DIN/PAN/Passport Number	No. of shares taken	DSC	Dated
1.	Shri. Mohammad Mohsin, IAS Secretary to Government, Backward Classes Welfare Department, Government of Karnataka (For and behalf of Governor of Karnataka)		600 Equity		
2.	Shri.P. Vasanthakumar, IAS Commissioner, Backward Classes Welfare Department, Government of Karnataka (For and behalf of Governor of Karnataka)		200 Equity		
3.	Shri.G.Jagadeesh, Managing Director, D. Devaraj Urs Backward Classes Development Corporation Limited (For and behalf of Governor of Karnataka)		100 Equity		
4.	Shri. D.S. Sudharshan Kumar Deputy Secretary to Government, (Welfare) Finance Department Government of Karnataka (For and behalf of Governor of Karnataka)		100 Equity		
	Total shares taken		1000 Equity		
Signed before me					
Name	Address, Description, occupation	DIN/PAN/Passport Number/ Membership Number	DSC	Dated	

(W)

The Companies Act, 2013

Schedule I

TABLE -F

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

KARNATAKA MADIWALA MACHIDEVA DEVELOPMENT CORPORATION LIMITED

Interpretation

1 (1) The Regulations contained in Table "F" in Schedule I to the Companies Act, 2013 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.

(1) In these regulations --

(a) 'Company'/Corporation' means KARNATAKA MADIWALA MACHIDEVA DEVELOPMENT CORPORATION LIMITED.

(b) "the Act" means the Companies Act, 2013,

(c) "Government" means Government of Karnataka.

(d) "Governor means the Governor of Karnataka

(e) 'office' means registered office of the Company.

(f) "the seal" means the common seal of the company.

(g) "Directors" mean Directors of the Company and includes persons occupying the position of the Directors by whatever names called.

(h) "MADIWALA, MACHIDEVA" - means and includes persons belonging to Madiwala and sub-castes of the Backward Classes as listed under category IIA, Sl.No. 1(k - mentioned in the Government Order No. SWD 225 BCA 2000, dated: 30-03-2002.

(2) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

Share capital and variation of rights

2 1. 1. Subject to the approval of the Government and the provisions of the Act, the Corporation shall have the power to increase or reduce the share capital of the Company.

2. Subject to the approval of Government and the provisions of the Act, The Board of Directors shall have the power to issue the shares of the Company upon such terms and conditions and with such rights and priorities and privileges as to payment of allotment money, calls etc., as the Board of Directors may determine.

Transfer of shares

3 (i) No share or shares in the Company can be transferred by one member to another person unless the such transfer of shares is directed by the Government.

(ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

Alteration of capital

4 Subject to the approval of the Government and the provisions of the Act, the Corporation shall have the power to increase or reduce the share capital of the Company from time to time.

- 5 Subject to the provisions of section 61, the company may, by ordinary resolution,—
- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - (b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
 - (c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
- 6 The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,—
- (a) its share capital;
 - (b) any capital redemption reserve account; or
 - (c) any share premium account.

Capitalisation of profits

- 7 (i) The company in general meeting may, upon the recommendation of the Board and **approval of the Government** resolve—
- (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
 - (b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- (ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—
- (A) paying up any amounts for the time being unpaid on any shares held by such members respectively;
 - (B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
 - (C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);
 - (D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;
 - (E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.
- 8 (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—
- (a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and
 - (b) generally do all acts and things required to give effect thereto.
- (ii) The Board shall have power—
- (a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and
 - (b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment

by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;

- (iii) Any agreement made under such authority shall be effective and binding on such members.

Buy-back of shares

9 Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

General meetings

10 All general meetings other than annual general meeting shall be called extraordinary general meeting.

- 11 (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.
(ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

Proceedings at general meetings

- 12 (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
(ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.

13 The Chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.

14 If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.

15 If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

Adjournment of meeting

- 16 (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place
(ii) 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 thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
(iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Proxy

17 The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the

person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

18 An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.

19 A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Board of Directors

20 The number of the directors shall not be less than two and shall not be more than 10 and will be decided by the Government.

The Government is empowered to appoint such number of Non-official Directors within the above limit from time to time and such Directors are not required to hold any qualification shares.

The first Directors and all the subsequent Directors shall unless otherwise, determined by the **Government** from time to time, be appointed by the Government. The Government shall be entitled from time to time to remove any Director from the office and in the event of any such removal or in the event of any vacancy in the office of the Directors caused by resignation, death, or otherwise, the Government shall be entitled to appoint another in the vacancy.

The first directors are:

1. Shri. Mohammad Mohsin, IAS, Secretary to Government, Backward Classes Welfare Department, Government of Karnataka.
2. Shri. P. Vasantha Kumar, IAS, Commissioner, Backward Classes Welfare Department, Government of Karnataka
3. Shri. G. Jagadeesh, Managing Director, D. Devaraj Urs Backward Classes Development Corporation Limited,
4. Shri. D.S. Sudharshankumar, Deputy Secretary to Government (Welfare), Finance Department, Government of Karnataka
5. Smt. Hemalatha, Deputy Secretary, Department of Public Enterprises, Government of Karnataka

21

- (i) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—
- (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or
- (b) in connection with the business of the company.

22 The Board may pay all expenses incurred in getting up and registering the
company.

23 All cheques, promissory notes, drafts, *hundis*, bills of exchange and other
negotiable instruments, and all receipts for monies paid to the company, shall be
signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by
such person and in such manner as the Board shall from time to time by
resolution determine.

24 Every director present at any meeting of the Board or of a committee thereof
shall sign his name in a book to be kept for that purpose.

Proceedings of the Board

25 (i) The Board of Directors may meet for the conduct of business, adjourn and
otherwise regulate its meetings, as it thinks fit.

(ii) A director may, and the manager or secretary on the requisition of a director
shall, at any time, summon a meeting of the Board.

26 (i) Save as otherwise expressly provided in the Act, questions arising at any
meeting of the Board shall be decided by a majority of votes.

(ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a
second or casting vote.

27 The continuing directors may act notwithstanding any vacancy in the Board; but,
if and so long as their number is reduced below the quorum fixed by the Act for
a meeting of the Board, the continuing directors or director may act for the
purpose of increasing the number of directors to that fixed for the quorum, or of
summoning a general meeting of the company, but for no other purpose.

28 (i) The Government shall appoint the Chairman of the Company who will be the
Chairperson of the meetings of the Board and determine the period for which he
is to hold office.

(ii) If at any meeting the Chairperson is not present within fifteen minutes after the
time appointed for holding the meeting, the directors present may choose one of
their number to be Chairperson of the meeting.

29 (i) The Board may, subject to the provisions of the Act, delegate any of its powers
to committees consisting of such member or members of its body as it thinks fit.

(ii) 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.

30 (i) A committee may elect a Chairperson of its meetings.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not
present within five minutes after the time appointed for holding the meeting, the
members present may choose one of their members to be Chairperson of the
meeting.

31 (i) A committee may meet and adjourn as it thinks fit.

(ii) Questions arising at any meeting of a committee shall be determined by a
majority of votes of the members present, and in case of an equality of votes, the
Chairperson shall have a second or casting vote

32 All acts done in any meeting of the Board or of a committee thereof or by any
person acting as a director, shall, notwithstanding that it may be afterwards
discovered that there was some defect in the appointment of any one or more of
such directors or of any person acting as aforesaid, or that they or any of them
were disqualified, be as valid as if every such director or such person had been
duly appointed and was qualified to be a director.

33 Save as otherwise expressly provided in the Act, a resolution in writing, signed

by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer

34 Subject to the provisions of the Act,—

(i) A Chief Executive officer, Manager, Company Secretary or Chief Financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any Chief Executive officer, Manager, Company Secretary or Chief Financial officer so appointed may be removed by means of a resolution of the Board;

(ii)

a. The Managing Director of the company shall be appointed by the Government for such period on such terms and on such remuneration as it may think fit and remove him from office and appoint another in his place. Provided the Director so appointed shall ipso facto vacate his office as the Managing Director if he ceases to be a Director of the Company.

b. The Board of Directors may with the previous approval of the Government may from time to time entrust to and confer upon the Managing Director such of the powers exercisable under these articles by the Directors as they may think fit and may confer such powers for such time and such objects and purposes and upon subject to such terms and restrictions as they may think fit and they may confer such powers to be exercised either collaterally with or to the exclusion of and in substitution for all or any of the powers of the Directors in that behalf, and the Board with the prior approval of the Government may from time to time revoke, withdraw, alter or vary all or any of such powers.

35 A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

The Seal

36 (i) The Board shall provide for the safe custody of the seal.

(ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

Accounts

37 (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.

(ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised

by the Board or by the company in general meeting.

Winding up

- 38 Subject to the provisions of Chapter XX of the Act and rules made thereunder—
- (i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.
- (ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
- (iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability

Indemnity

- 39 Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

Others

- 40
1. Prior approval of the Government shall be obtained for:-
 - (a) Programmes of capital expenditure exceeding Rs 1.00 crore.
 - (b) Appointment to the vacant posts as per the Cadre & Recruitment Regulations.
 - (c) Sale, lease or disposal of the whole or substantially whole of the undertakings.
 - (d) Formation of the subsidiary Corporation and winding up of the Corporation and
 - (e) Appointment of Financial Adviser.
 2. Notwithstanding anything contained in any of these articles the Government may from time to time subject to the provisions of the Act, issue such directives as he may consider necessary in regard to the conduct of the business of the Company or directors thereof and in like manner may vary or annul any such directives. The Directors shall duly comply with and give immediate effect to the directives so issued.
 3. The Board of Directors shall reserve for the decision of the Government any proposals or decision of the Board of Directors in any matter which in their opinion is of such importance as to be reserved for such decision. No action shall be taken by the Company in respect of any proposal or decision of the Board of Directors reserved for approval of the Government as aforesaid until its approval to the same has been obtained.

Subscriber Details

Sl. No	Name, Address, Description and Occupation	DIN/PAN/Passport Number	DSC	Dated
1.	Shri. Mohammad Mohsin, IAS Secretary to Government, Backward Classes Welfare Department, Government of Karnataka (For and behalf of Governor of Karnataka)			
2.	Shri.P. Vasanthakumar, IAS Commissioner, Backward Classes Welfare Department, Government of Karnataka (For and behalf of Governor of Karnataka)			
3.	Shri. G.Jagadeesh, Managing Director, D. Devaraj Urs Backward Classes Development Corporation Limited (For and behalf of Governor of Karnataka)			
4.	Shri. D.S. Sudharshan Kumar Deputy Secretary to Government (Welfare), Finance Department, Government of Karnataka. (For and behalf of Governor of Karnataka)			
5	Smt. Hemalatha, Deputy Secretary, Department of Public Enterprises, Government of Karnataka (For and behalf of Governor of Karnataka)			

Signed before me

Name	Address, Description, occupation	DIN/PAN/Passport Number/ Membership Number	DSC	Dated

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