



GOVERNMENT OF KERALA

Abstract

Local Self Government Department – IMPACT Kerala – Articles of Association and Memorandum of Association – Approved – Orders issued.

LOCAL SELF GOVERNMENT (DC) DEPARTMENT

GO(Rt.) No. 3886/2017/LSGD

Dated, Thiruvananthapuram 01.12.2017.

- Read :- (1) GO(Rt) No. 3234/2017/LSGD dated 06.10.2017.
(2) Letter No. DC2-31624/2017 dated 12.10.2017 from the Director of Urban Affairs.
(3) GO(Rt) No. 3436/2017/LSGD dated 27.10.2017.

ORDER

As per Government order read as 1 and 3rd papers above Government have ordered the Constitution of a Special Purpose Vehicle (SPV) "Investment in Municipal and Panchayat Asset Creation for Transformation, Kerala Ltd" (IMPACT Kerala) as a Private Limited Company incorporated under the Companies Act 2013, with an initial authorized capital of Rs. 1 Crore and paid up capital of Rs. 10 lakhs for the implementation of Major Infrastructure Projects to be implemented through KIIFB.

2. As per letter read as 2nd paper above the Director of Urban Affairs has submitted the draft Article of Association and Memorandum of Association of IMPACT Kerala Ltd. for approval.

3. Government have examined the matter in detail and are pleased to approve the Article of Association and Memorandum of Association of IMPACT Kerala for the implementation of Major Infrastructure Projects implemented through KIIFB, as appended to this Government Order.

By order of the Governor,
T.K. Jose,
Principal Secretary to Government.

To

The Director of Urban Affairs, Thiruvananthapuram.
The Principal Accountant General (Audit) / (A&E) / (LBA&A), Kerala, Thiruvananthapuram
The Members of Board of Directors of IMPACT Kerala (through DUA)
The Executive Director, Information Kerala Mission, Thiruvananthapuram.
The Law Department.
The Finance Department.
The Information Officer, I&PRD (web & New Media).
Stock File / Office Copy.

Forwarded / By Order


Section Officer.

THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
IMPACT KERALA LIMITED
(INVESTMENT IN MUNICIPAL AND PANCHAYAT ASSET
CREATION FOR TRANSFORMATION, KERALA LTD.)

1. The regulations contained in Table 'F' in Schedule I of the Companies Act 2013 so far as applicable to private limited companies and to the extent not varied, altered or modified by these regulations shall apply to the Company. These regulations for the management of the Company and for the observance by the members thereto and their representatives shall be subject to deletions, alterations or additions made pursuant to the statutory powers under the Companies Act, 2013 from time to time

INTERPRETATION

2. In the interpretation of these, the following expressions shall have the following meanings unless repugnant to or inconsistent with the subject or context
 - a. **"The Company"** or "this Company" means "Investment in Municipal and Panchayat Asset Creation for Transformation, Kerala Ltd. (IMPACT KERALA)
 - b. **"Act"** means the Companies Act, 2013 and shall include any statutory modification or re-enactment thereof, from time to time;
 - c. **"Applicable Law"** means any statute, law, regulation, ordinance, rule, judgment, order, decree, bye-law, approval from any Competent Authority, directive, guideline, policy, requirement, or other government restriction or any similar form of decision, or determination by, or any interpretation or administration having the force of law of any of the foregoing, by any Competent Authority having jurisdiction over the matter in question, whether in effect or at any time thereafter;
 - d. **"Articles"** or **"Articles of Association"** means these Articles of Association of the Company, as amended from time to time;
 - e. **"Auditor"** means Auditor appointed under section 139 of the Companies Act 2013; (18 of 2013)
 - f. **"Board of Director"** or **"Board"** means the collective body of the directors of the company.
 - g. **"Board Meeting"** means a meeting of the Board at which a Quorum is present;
 - h. **"Business Day"** means any day on which banks are open for business in the State/Union Territory of India.

- i. **“Chairperson”** means the chairperson of the Board as appointed under the provision of these Articles of Association.
- j. **“Chief Executive Officer”** means executive officer as defined under section 2(18) of the Companies Act, 2013 (18 of 2013).
- k. **“Circular Resolution”** means resolution within the meaning of section 175 of the Companies Act, 2013 (18 of 2013);
- l. **“Director”** means the Director appointed to the Board of the Company.
- m. **“Employees”** means the employee of the Company;
- n. **“Extraordinary General Meeting”** means an Extra Ordinary General meeting of the members held in accordance with the provisions of section 100 of the Act;
- o. **“Financial Year”** has the meaning assigned to it pursuant to the provisions of section 2 (41) of the Act;
- p. **“General Meeting”** means a meeting of the Members;
- q. **“Government Authority”** or **“Regulatory Authority”** means any court, tribunal, arbitrator, statutory or regulatory authority, agency, commission, official or other instrumentality of India or any other country as applicable;
- r. **“In Writing”** and **“Written”** include printing, lithography and other modes of representing or reproducing words in a visible form.
- s. **“Losses”** means any and all damages, fines, fees, penalties, deficiencies, losses and expenses (including without limitation interest, court costs, fees of legal counsel, accountants and other experts or other expenses of litigation or other proceedings or of any claim, default or assessment);
- t. **“Member”** means the member appointed under section 2(55) of the Companies Act, 2013 (18 of 2013).
- u. **“Memorandum of Association”** means the Memorandum of Association of the Company as amended from time to time;
- v. **“Office”** means the registered office for the time being of the Company.
- w. **“Ordinary Resolution”** and **“Special Resolution”** shall have meanings assigned thereto by section 114 of the Act;
- x. **“Paid-up Capital”** in relation to the Share Capital of the Company means the amount credited as paid up in respect of Shares, which are subscribed, issued and allotted;
- y. **“Proxy”** is an instrument whereby any person is authorized to vote for a member at a general meeting on poll;
- z. **“Quorum”** means a quorum for a Board Meeting, a quorum for a meeting of committee of the Board or a quorum for a General Meeting as prescribed in the Act and as provided herein;
- aa. **“Registrar of Companies”** means the Registrar of Companies, Kerala under whose jurisdiction registered office of the company is for the time being situated;
- bb. **“Register of Member”** means the Register of Members to be kept pursuant to the Act, and the Register and index of beneficial owner maintained by the depository under the Depositories Act, 1996; (22 of 1996)
- cc. **“Seal”** means the common seal of the Company;
- dd. **“Secretary”** means Secretary as defined under section 2(24) of Companies Act 2013;

- ee. **“Shares” or “a share”** means share in the capital of the Company, whether held in tangible or fungible form and includes stock except where a distinction between stock and shares is expressed or implied;
- ff. **“State Government”** means Government of Kerala

The marginal notes used in these articles shall not affect the construction or interpretation thereof. Unless the context otherwise requires, the words or expressions contained in these articles shall bear the same meaning as in the Act. The Word importing the masculine gender shall include the feminine gender. Words importing the singular number only, include the plural number and vice versa.

- 3. Subject to the provisions of the Act and Memorandum of Association and subject to the approval of the Governor, the Company may pass Special Resolution to alter and make provisions instead of or in addition to any of the regulations of the Company whether comprised in these Articles or not.
- 4. The Company is a private Company as defined in Section 2(68) of the Act and accordingly:
 - (i) The right of transfer of the share of the Company is hereby restricted as hereinafter provided
 - (a) A share can be transferred by a member or other person entitled to transfer only to a person approved by the Governor.
 - (b) Subject to the aforesaid conditions, the Board may, in its absolute and uncontrolled discretion refuse to register any transfer of shares without assigning any reason.
 - (ii) Limits the number of its members to two hundred

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

Provided further that –
 - (A) Persons who are in the employment of the Company; and
 - (B) 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,
Shall not be included in the number of members; and
 - (iii) Prohibits any invitation to the public to subscribe for any securities of the company.

Share capital and variation of rights

5. The Authorized Share Capital of the Company shall be such amount as stated in Clause V of the Memorandum of Association of the Company including amendments thereto, if any.
6. Subject to the provisions of the Act and subject to the approval of the Governor, Directors shall have the power to increase or reduce the share capital of the Company.
7. Subject to the provisions of the Act and with the prior approval of the Governor, 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 and calls as the Board of Directors may determine.
8. The shares in the capital shall be numbered progressively according to their several denominations, and except in the manner herein mentioned, no share shall be subdivided.

Borrowing Powers

9. The Board may, from time to time at its discretion, subject to the provisions of section 180 of the Act, raise or borrow any sum or sums of money and secure repayment of such sum or sums of money in such manner and upon such terms and conditions as they think fit.
10. If the Directors or any of them or any other persons, shall become personally liable for the payment of sum primarily due from the Company, the Directors may subject to the provisions of the Act execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets, of the Company by way of indemnity to secure the Directors or persons so becoming liable as aforesaid from any loss in respect of such liability.
11. Subject to the approval of the Governor and subject to the provisions of the Act, any debentures may be issued by the Company.

Alteration of Capital

12. The Company may with the approval of Governor , from time to time alter the conditions of its Memorandum of Association as follows that is to say:
 - (i) It may increase the share capital by such amount as it thinks expedient by issuing new shares.
 - (ii) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares

- (iii) Subdivide its shares, or any of them, into shares of smaller amount than its existing shares.

Capitalization of Profits

13. Subject to the provisions of section 63 of the Act, the Company with the approval of Governor may on the recommendation of the Board, resolve that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the company's reserve account or to the credit of the profit and loss account or otherwise available for distribution.

Buy-back of shares

14. Notwithstanding anything contained in these articles but subject to the provisions of section 67 to 70 and any other applicable provisions of the Act or any other law for the time being in force, the Company may purchase its own shares or securities or give loans for purchase of such shares.

General Meeting

15. The Annual General Meeting of the Company shall be held in accordance with the provisions of section 96 of the Act and not more than fifteen months shall elapse between the date of one annual general meeting and that of the next.

Provided that in case of first annual general meeting, it shall be held within a period of nine months from the date of closing of the first financial year of the company and in any other case, within a period of six months from the date of closing of the financial year.

Provided further that the Registrar may, for any special reasons, extend the time within which any annual general meeting, other than the first annual general meeting shall be held by a period not exceeding three months.

16. The Directors may, whenever they think fit and shall whenever so required by the Governor, call an extra ordinary general meeting .

Proceedings at general meeting

17. A general meeting of the Company may be called by giving not less than twenty one days' notice in writing specifying the place, day and hour of the meeting with a statement of the business to be transacted at the meeting. Such notice shall be served on every member in the manner provided in the Act. However with the consent in writing of all members entitled to receive notice of the same, any particular meeting may be convened by such shorter notice and in such manner as the members think fit.

Quorum

18. Two members personally present of whom one shall be a representative of the Governor shall be the quorum for a general meeting.
- (a) The Governor so long as he is a share holder of the Company may from time to time appoint one or more persons (who need not be a member of the Company) to represent him at all or any meetings of the company.
 - (b) Any of the persons appointed under clause (a) of this Article who is personally present at the meeting shall be deemed to be a member entitled to vote and be present in person and shall be entitled to represent the Governor at all or any such meetings and to vote on his behalf whether on a show of hands or on poll.
 - (c) The Governor may from time to time cancel any appointment made under clause (a) of this Article and make fresh appointment
 - (d) The production at the meeting of an order of the Governor evidenced as provided in section 112 of the Act shall be accepted by the Company as sufficient evidence of any such appointment or cancellation as aforesaid.

Adjournment of meeting

19. The Chairperson of a general meeting, may with the consent of the meeting adjourn the same from time to time and from place, but no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place.

Board of Directors

20. The number of Directors shall not be less than two and shall not be more than fifteen. The Directors are not required to hold any qualification shares.
21. The Directors shall be appointed by the Governor and shall be paid such salary and / or allowances as the Governor may from time to time determine.
22. Subject to the provisions of the Act, the Directors shall hold office during the pleasure of the Governor.
23. The Governor shall have power to remove any Director appointed by him from office at any time, in his absolute discretion and fill up any vacancy in the office of a Director caused by retirement, removal, resignation, death or otherwise.
24. The first Directors of the Company shall be:
- (i) Sri. T.K. Jose IAS

(ii) Smt. Haritha V. Kumar IAS

Chairman

25. The Governor may nominate a Director as Chairman of the Board of Directors and determine the period for which he is to hold office.
26. The Chairperson shall be entitled to preside over all meetings of the Board of Directors and the General Body and shall exercise such powers as are from time to time delegated to him by the Board of Directors.
27. The Chairperson shall reserve for the decision of the Governor any proposals of the decisions of the Board of Directors of any matter brought before the Board which, in the opinion of the Chairman, raises an important issue and which is on that account fit to be reserved for decision of the Governor.

Proceedings of the Board

28. Subject to the provisions of section 173 of the Act, Directors may meet together for the despatch of business once at least in every three calendar months and adjourn and otherwise regulate their meetings and proceedings as they think fit. The quorum for all the general meetings shall be one third of the total strength or two directors whichever is higher.

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

29. A Chief Executive Officer of the Company will be appointed by the Governor from time to time.
30. Board of Directors will appoint Chief Financial Officer, Company Secretary and Manager as per the provisions of section 203 of the Act.

The Seal

31. The Board of Directors shall provide a Seal for the purpose of the Company and shall have power, from time to time to destroy the same and substitute a new Seal in lieu

thereof, and shall provide for the safe custody of the Seal for the time being and, the Seal shall never be used except under the authority of the Board of Directors.

Dividend and Reserve Fund

32. The Board of Directors may declare dividend for any year subject to the provisions of Section 123 of the Act and notifications issued in this regard.
33. The Directors may with the approval of the Governor, from time to time pay to the members such interim dividends as appear to them justified by the profits of the Company.

Accounts

34. The Books of Accounts shall be kept at the Registered Office of the Company or at such other places as the Directors shall think fit and shall, subject to the provisions of the Act, be open to inspection by the Directors or their nominees during business hours.
35. The Company shall submit a copy of the balance sheet and profit and loss accounts with a copy of the Auditor's Report to the Finance Secretary to the Government of Kerala who shall have the right to comment upon or supplement to the audit report in such manner as he may think 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. The Governor may call for such returns, accounts and other information with respect to the property and activities of the Company as may be required from time to time.

Directions from the Governor

36. Notwithstanding anything contained in any of these articles, the Governor may from time to time subject to the provisions of the Act, issue such directives or instructions as he may deem necessary in regard to the finances and the conduct of the business and affairs of the Company and in like manner may vary or annul any such directives. The Directors shall give immediate effect to such directives or instructions.
37. The following matters shall require the prior approval of the Governor

- (i) Appointment to the post of General Manager and posts carrying a maximum pay of Rs.1,00,000/- or more per month
- (ii) Any programme of capital expenditure for an amount which exceeds Rs.20 lakhs in cases which do not form part of the sanctioned estimates.
- (iii) Agreements involving foreign collaboration proposed to be entered into by the Company.
- (iv) Sale, lease, exchange, mortgage or disposal otherwise of the whole of substantially the whole of the undertaking of the Company.
- (v) Formation of subsidiary company / companies
- (vi) Winding up of the Company.
- (vii) Five Year and Annual Plans of development and capital budget of the Company.
- (viii) Division of capital into different classes of shares.
- (ix) Promotion of a Company / Corporation
- (x) Rules of the Company governing the conditions of service, provident fund and other rules, creation of reserve and other funds.
- (xi) Foreign tours by the Directors, Officers and employees of the Company on business matter or for study purpose or otherwise.
- (xii) Subscribing or otherwise acquiring or holding shares in any other Company
- (xiii) Purchase of land and other immovable properties.

Indemnity

Subject to the provisions of section 201 of the Act, every Director, Chairperson, Officer or Servant of the Company shall be indemnified by the Company against, and it shall be the duty of Directors, out of the funds of the Company, to pay all costs, charges, losses and expenses which any such officer or servant may incur or become liable to, by reason of any contract entered into, or acts done by him as such officer or servant or during the discharge of his duties, including expenses and, in particular, and so as not to limit the generality of the foregoing provisions, against all liabilities incurred by him as such Director, Chairperson, Officer or servant in defending any proceedings, whether civil or criminal in which judgment is given in his favour or he is acquitted or in connection with any application under section 463 of the Act in which relief is granted by the Court, and the amount, if any, shall be treated as a lien on the property of the Company.

Winding Up

39. The Company shall be wound up only with the prior approval of the Government.

Secrecy Clause

- 40 (i) Every Director, Manager, Secretary, Auditor, Treasurer, Trustee, member of a committee, officer, servant, agent, accountant or any other person employed in the business of the Company shall, if so required by the Directors, before entering upon his duties, sign a declaration pledging himself to observe strict secrecy respecting all transactions and affairs of the Company with the customers and the state of the accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by law or by the person to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions in these presents contained.
- (ii) No member shall be entitled to visit or inspect any works of the Company without the permission of the Directors or to require discovery of or any information respecting any details of the Company's trading, or any matter which is or may be in the nature of a trade secret, mystery of trade, secret process or any other matter which may relate to the conduct of the business of the Company and which in the opinion of the Directors, it would be inexpedient in the interest of the Company to disclose.

We, the several persons whose names, addresses and descriptions are subscribed are desirous of being formed into a company in pursuance of these Articles of Association and we respectfully agree to take the number of shares in the capital of the company opposite our names.

Subscriber Details

Sl. No.	Name, addresses description and occupation of subscribers	DIN/PAN/ Passport number	Signature of Subscriber	Date
1	T.K.Jose representing H/E Governor of Kerala S/o Kuriakose Ouseph Aged 55 years D.O.B 07/06/1962 244 C, Silpa, 10, Pullamkonam, Kudappanakkunnu, Thiruvananthapuram. Principal Secretary, LSGD,	01750512		

	Government of Kerala			
2	Haritha V. Kumar D/O Vijayakumar R, Aged 31 years D.O.B -21/11/1985 277, Chitralayam, Fort Ward, Neyyattinkara, Thiruvananthapuram, Kerala Director of Urban Affairs	07896977		

Dated theday of20.....place

THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
IMPACT KERALA LIMITED

**(INVESTMENT IN MUNICIPAL AND PANCHAYAT ASSET
CREATION FOR TRANSFORMATION, KERALA LTD).**

- I. The name of the Company is ' IMPACT 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 incorporation are:
 - (i) To implement projects, strategies, schemes, systems and procedures for improving the living standards of residents throughout the State of Kerala , focussing on development initiatives without compromising on health and environmental issues.
 - (ii) To develop schemes and projects to be pursued by the Company or by local bodies in the State of Kerala
 - (iii) To act as an agency to source and expend funds for developmental activities throughout the State of Kerala on behalf of local bodies or other public agencies .
- B. The objects incidental or ancillary to the attainment of the main objects are:
 1. To receive loans, advances, grants or other moneys from the Central Government, State Government, Local Bodies, Banks, Companies or Co – operative societies.
 2. To lend or advance money either upon or without security and to borrow or raise or secure the payment of money in such manner as the Board of Directors may deem fit for achieving the object mentioned in the Object clause, but the Company

shall not carry on banking business within the meaning of Banking Regulation Act, 1949.

3. To generate model plans to achieve the main objectives of the Company and to motivate local bodies to adapt and implement them with area specific modifications.

4. To implement major projects like,

- a. Establishment of modern slaughter houses
- b. Establishment of markets/fish markets
- c. Septage treatment plants
- d. Processing of solid and liquid waste including sanitary landfill
- e. Modern scientific crematorium
- f. Decentralized sewage treatment projects

5. To enter in to any agreement with any individual, association of persons, partnership, body corporate, companies including holding company, by virtue of its position as promoter of this company and its other subsidiary companies for taking on lease or otherwise; partly or fully the business being carried out now or in future by such party and for this purpose to take into possession the existing stock being held or to be acquired by such party at any period of time and to place order with their existing suppliers and to compensate such parties for the services rendered or the right or stock transferred by way of monetary payment as lease rent, royalty or such other method including allotment of ordinary or preference shares, debentures as may be mutually agreed upon.

6. To negotiate and enter into any arrangement or agreement with the Central or any State Governments or any other country or with any authorities, municipal, local or otherwise or other persons, firms, associations, corporations or companies in India or abroad for obtaining or providing technical, management, advisory, financial or any other such assistance, for carrying out all or any of the objects of the Company and also for the purpose of research and development on the basis of know-how, financial participation and for technical collaboration and to acquire or

provide necessary intellectual property rights for furthering the objects of the Company.

- 7.** To conduct any researches, survey, resurvey analysis or any studies for analysing the requirements of the various stake holders of the society.
- 8.** To pay operating charges, inspection charges or any other charges in respect of any service provided by any authorities or any other agencies rendering services to the Company.
- 9.** To develop, layout and prepare any land owned or acquired by the Company or taken on lease for the purpose of any of the activities of the Company and constructing, altering, maintaining any buildings, structures, townships, works, sewage, drainage and sanitary systems, factories, amenities or such other things for the purpose of carrying on the business of the company, equip them with all modern facilities and deal with and dispose of them as may be thought desirable.
- 10.** To incur expenses in connection with the insurance of moveable and immovable assets of the company, its engineers, technicians and other persons, employed by the Company or engaged on contract basis or in any other manner in connection with the operation of them and also to insure the machineries, equipments, accessories, spares and all other properties belonging to the Company or taken on hire or lease.
- 11.** To purchase, take on lease or licence or in exchange, hire or otherwise acquire and to erect, maintain, construct, reconstruct, and adopt any real and personal property, whether movable or immovable, necessary or convenient for the purpose of the business of the company and for that purpose to enter into any Agreement, Deed of Sale or any kind of arrangement with any party and to create any kind of funds (depreciation, reserve, sinking, insurance), or any other funds for repairing, maintaining, extending, improving or replacing its assets/ properties and also to extend, expand, develop the business of the Company by adding or altering, enlarging all or any of the offices, equipment and stock in trade for the time being the property of or in possession of the Company and by expanding from time to time, such sums of money as may be necessary or expedient for the purpose of

- improving, repairing and maintaining the buildings, equipment and any of the property for the time being of the Company.
- 12.** To promote, form and register and aid in the promotion, formation, registration of any Company, subsidiary or otherwise, and to co-ordinate their activities, to determine their economic and financial objectives/targets and to review, control, guide and direct their performance with a view to secure optimum utilization of all resources placed at their disposal.
 - 13.** To pay, reimburse or to give credit for all cost, charges and expenses out of the funds of the Company which are incidental to the promotion, formation, registration and establishment of the Company as are incurred by the promoters in its preliminary or pre – incorporation stage.
 - 14.** To allot equity and /or preference shares for cash or for consideration other than cash on account of lease rent or purchase value of land, machinery, equipments, furniture , infrastructure properties or facilities provided to the Company by any Government, authorities, body corporate or institutions by virtue of the position as the promoter of the Company on special terms and conditions as the Board may deem fit and subject to the provisions of the Companies Act, 2013.
 - 15.** To receive grants, subsidies, gift, donations, user fees, taxes, levies or such other financial helps from Government, banks, companies, trust, institutions, individuals either in India or abroad, in cash or kind.
 - 16.** To negotiate and enter into any agreement or arrangement with the Central or any State Government or any other country or with any authorities – municipal, local or otherwise or other persons, firms or associations, corporations or companies in India or abroad that may seem conducive to the Company's objects or any of them and to obtain/ purchase from them any rights, powers and privileges, licenses , grants and concessions which the Company may think it desirable to obtain , to carry out, to taking on lease or licences or concession or to oversee, exercise and comply with any such arrangements, rights, privileges and concessions.

- 17.** To amalgamate, enter into partnership, or into any arrangement for sharing profits, union of interests, co-operation, joint venture or reciprocal concessions, or for limiting competition with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which the Company is authorized to carry on or engage in or which can be carried on in conjunction therewith or which is capable of being conducted so as to directly or indirectly benefit the Company.
- 18.** To establish, promote or concur in establishing or promoting any institution, company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the company or for any other purpose which may seem directly or indirectly calculated to benefit the company.
- 19.** To acquire and undertake the whole or any part of the undertaking, assets or business property and liabilities of any person, firm, association, society or company carrying on any business which the Company is authorized to carry on, or possessed of any property suitable for the purpose of this Company and to takeover or otherwise acquire and hold shares in any other Company having objects altogether or in part similar to those of this Company or carrying on the business capable of being conducted so as to directly or indirectly to benefit this Company and to pay for the same by debentures or shares either fully paid-up or partly paid-up or by cash.
- 20.** To open bank accounts in India or abroad with any scheduled, co-operative, nationalized, private or foreign banks of all descriptions, applications and uses and to operate, draw, accept, make, endorse, execute, issue, discount, negotiate and transfer promissory notes, hundies, bill of lading, bill of exchange, warrants, debentures, obligations, acceptances, commitments and other negotiable instruments subject to the provisions of the Banking Regulation Act, 1949 in connection with the business of the Company.
- 21.** Subject to the provisions of the Companies Act, 2013 to sell, lease or otherwise dispose of the property, assets or undertaking of the Company or any part thereof for such consideration as the Company may think fit.
- 22.** To apply for purchase or otherwise acquire and protect, prolong and review in any part of the world any patents, rights, brevets, invention, licences, concessions,

trade marks, designs and the like, conferring any exclusive or non-exclusive right of use or any secret or other information as to any invention, process or privileges which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, manufacture or grant licences or privileges in respect of or otherwise to turn to account the property rights of information, use of licence so acquired and to subsidise, take part in or assist in any experiment, investigation and researches likely to prove beneficial to the Company.

23. To improve, manage, develop, grant rights or privileges in respect of or otherwise deal with all or any part of the property whether movable or immovable, or any part of the rights of the Company.
24. To advance money to such persons, institutions, societies, firms or companies having dealings with the Company on such terms as may seem expedient and to guarantee the performance of contracts by the obligations of any person or companies and to give indemnities in relation to the Company's business. But the Company shall not do any banking business within the meaning of the Banking Regulation Act, 1949.
25. To pay for any property, business or rights acquired or agreed to be acquired by the Company in cash or fully or partly paid-up shares with or without preferred rights in respect of dividends or repayment of capital or otherwise or by debentures or by any securities which the Company has power to issue or partly in one mode and partly in another and generally on such terms as the Company may determine.
26. Subject to the provisions of the Companies Act, 2013 to invest and deal with the funds of the Company not immediately required, on such securities and in such manner as the Company shall deem fit.
27. To acquire, construct, alter, maintain, enlarge, remodel, develop, pull down, remove or replace and to work, manage and control any buildings, offices, factories, office complexes, shops, machinery, engines, roadways, tramways, railways, bridges, reservoirs, watercourses, wharves, electric & other works, conveniences, etc., which may seem calculated directly or indirectly to advance

the interest of the Company and to join with any other person whether company, association of persons, partnership, society or individual in doing any of these things.

28. To draw, make, accept, endorse, execute, negotiate, purchase, discount, hold, sell and dispose of cheques, promissory notes, bills of exchange, hundies, drafts, charter parties, bills of lading, air consignment notes, warrants, debentures and other negotiable instruments and contracts, deeds and other instruments.
29. To receive money on deposits or loans and to borrow or raise or secure the payments of money in such manner as the Company shall think fit, in particular by mortgage and/ or hypothecation of properties or by the issue of debenture or debenture stock (perpetual or otherwise) charged upon all or any of the Company's property both present and future, including its uncalled capital and to purchase, redeem and to pay off any such securities.
30. To establish and support or aid in the establishment of associations, funds, trusts and conveniences calculated or benefit the employees of the Company or the dependents or connections of such persons and to grant pensions and allowances and to make payment towards insurance and provident fund.
31. Subject to the provisions of the Companies Act, 2013 to remunerate any person, society, firm or company and either in the form of consultancy charges, fees, commission or otherwise for any services rendered to the Company, or for introducing business, obtaining subscription for or guaranteeing the subscription or for placing or assisting in placing the shares, bonds, debentures, debenture stock or other securities of the Company or for services rendered or to be rendered in or about the formation or registration of the Company whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid-up in full or part.
32. To subscribe or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national, public or other institution or objects which shall have moral or other claims to support or aid by the Company either by reason of locality of operation or public general utility or otherwise.

33. To create any depreciation fund, reserve fund, insurance fund, sinking fund or any other special fund whether for depreciation, repairs, replacement, improving, extending or maintaining any of the property of the Company or for any other purposes conducive to the interest of the Company.
34. To establish, provide, maintain and conduct or otherwise subsidise research laboratories and work shops for scientific and technical research and experiments and to undertake and carry on all scientific and technical research experiments and tests of all kinds and to promote studies and research both scientific and technical investigation by providing, subsidising, endowing or assisting laboratories, work shops, lectures, meetings and conferences, and by providing for the award of scholarships, prizes and grants to students or intending students or otherwise generally to encourage, promote and reward studies, researches, investigations, experiments, tests and innovations of any kind that may be considered likely to assist the business which the Company is authorized to carry on.
35. To register or to get recognised the Company in any part of the world and to do all or any of the objects of the business to be carried on by the Company in India and abroad.
36. To undertake and execute any trusts, the undertaking whereof may seem desirable and whether gratuitously or otherwise.
37. Subject to the provisions of the Companies Act, 2013 or any other enactment in force, to indemnify and keep indemnified members, officers, directors, agents and servants of the Company against proceedings, costs, damages, claim and demands in respect of anything done or ordered to be done by them for and in the interest of the Company and for any loss, damage or misfortune whatever and which shall happen in execution of the duties of their office or in relation thereto.
38. To insure against losses, damages, risks and liabilities of any kind all or any of the properties, undertakings, contracts, guarantees or obligations of the Company in any manner whatsoever.

39. To refer or to agree to arbitration, disputes, present or future between the Company and any other company, society, firm or individual and to submit the same to arbitration process in India or abroad.

40. To carry on in India or any part of the world all incidental acts and things necessary for the attainment of any of the objects under these presents.

IV. The liability of the members is limited.

V. The authorized Share Capital of the Company is Rs1,00,00,000/- (Rupees One Crore only) divided into 10,000 equity shares of Rs: 1,000/- (Rupees One Thousand) each.

VI. Subscription Clause

We, the several persons whose names and addresses are subscribed below are desirous of being formed into a company in pursuance of this Memorandum of Association and we respectfully agree to take the number of shares in the capital of the company set opposite to our respective names.

SL.NO.	Name, Address, Description and Occupation	DIN/PAN/Pass port Number	No. Of shares taken	Signature	Dated
1.	His Excellency Governor of Kerala represented by T.K.Jose S/o Kuriakose Ouseph Aged 55 years, D.O.B.07/06/1962 244C, Silpa, 10, Pullamkonam, Kudappanakkunnu, Thiruvananthapuram Principal Secretary LSGD, Government of Kerala	01750512	990		

2.	HARITHA V. KUMAR D/o Vijayakumar R. Aged : 31 years, D.O.B 21/11/1985 277, Chithralayam, Fort Ward, Neyyattinkara, Thiruvananthapuram, Kerala Director of Urban Affairs, Government of Kerala	07896977	10		
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Dated theday of20.....

Witnesses in the above signature.