

ARTICLES OF ASSOCIATION

OF

Kerala Infrastructure and Technology for Education

1. (a) The reference herein to 'The Act' is to the Companies Act, 2013 as amended thereto, from time to time and as applicable.
(b) The headings are given for convenience and shall not affect the construction of these articles.

INTERPRETATION

2. The Regulations contained in Table 'F' in Schedule 1 to the Act as amended from time to time in so far as they are applicable to a private limited company and so far as they are not modified or altered by Articles hereinafter provided, shall apply to this Company.
3. In the interpretation of these Articles, the following expressions shall have the following meanings, unless repugnant to the subjects or context.
 - a. "The Company" or this company means **Kerala Infrastructure and Technology for Education**.
 - b. "Memorandum & Articles" means the Memorandum of Association and Articles of Association respectively of the Company.
 - c. "Chairman" means the Chairman appointed by Government in pursuant to the Articles of Association.
 - d. "Managing Director" means the Managing Director appointed by Government in pursuant to the Articles of Association.
 - e. "Director" means and include all Directors of the Company and except where the context otherwise requires for those Articles shall mean the Board of Directors of the Company, or a properly constituted committee thereof.
 - f. "The Office" means the Registered Office for the time being of the company.
 - g. "The Registrar" means the Registrar of Companies.
 - h. "Seal" means the common seal of the Company.
 - i. "Month" means Calendar Month.
 - j. "Year" means April to March of any Financial Year.
 - k. "Proxy" includes Attorney duly constituted under a power of attorney.
 - l. "Member" means a member of the Company who has duly subscribed to the shares of the company and after due approval of the Board of Directors of the Company from time to time and who continues to be a member for the time being.

- **Amended pursuant GO(MS) No. 177/2018 G.Edn dated 17/12/2018.**

- m. "In Writing Or Written" includes printing, lithography, and other modes of reproducing works in a visible form, which also include thumb impression properly attested.
- n. 'Governor' means the Governor of Kerala.
- o. 'Government' means the Government of Kerala.
- p. 'Tribunal' means National Company Law Tribunal.
- q. 'Office' means the Registered office of the company.
- r. 'State' means State of Kerala.

PRIVATE COMPANY

- 4. (a) The Company is a Private Limited Company within the meaning of Section 2 (68) of the Companies Act, 2013 with a minimum paid-up share capital as may be prescribed as per the Companies (Amendment) Act, 2015 dated 29th May, 2015, and accordingly-
 - i. restricts the right to transfer its shares;
 - ii. except in case of One Person Company, limits the number of its members to 200.

Provided that where two or more persons hold one or more shares in a 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 prohibits any invitation to the public to subscribe for any securities of the Company;

(b) The Company may at any time, with the prior approval of Government, by a special resolution convert itself into a public company within the meaning and subject to the provisions of the Companies Act, 2013.

GOVERNMENT COMPANY

- 5. The Company shall be Government Company within the meaning of Section 2(45) of Companies Act, 2013.

SHARE CAPITAL

- 6. The authorised Share capital of the company shall be as mentioned in Clause 8 of the Memorandum of Association of the Company.
- 7. Subject to the provisions of the Act and with the approval of the Governor, the Board of Directors shall have the powers 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.

INCREASE, DECREASE & ALTERATION OF CAPITAL

8. Subject to the approval of the Governor, the Company in General Meeting, may, from time to time, increase, consolidate or reduce such capital (original, increased or reduced) as may be deemed expedient in accordance with the provisions of the Companies Act, 2013.
9. The Company may, subject to applicable provisions of the Act, and any other consent required under applicable laws, from time to time, by special resolution reduce in any manner:
 - a. its Share capital
 - b. any Capital redemption reserve fund or
 - c. any share premium account.

ANNUAL GENERAL MEETING

10. The first Annual General Meeting of the Company shall be held within eighteen (18) months from the date of incorporation of the Company. The next Annual General Meeting of the Company shall be held by the Company within six (6) months after the expiry of each financial year unless an extension of time is obtained from the Registrar of Companies as provided in the Act. Provided that not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next meeting.

QUORUM FOR GENERAL MEETING

11. Two members present in person shall be a quorum for holding a general meeting of the Company.
12. The accidental omission to give notice of any meeting to or the non-receipt of any such notice by any of the members shall not invalidate any resolution passed at any such meeting.
13. (a) The Governor 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 meeting of the company.
 - (b) Any one of the persons appointed under sub 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 shall be entitled to represent the Governor at all its meetings and to vote on his behalf whether on a show of hands or on a poll.
 - (c) The Governor may from time to time cancel any appointment made under sub clause (a) of this Article and make a fresh appointment.
 - (d) The production at the meeting of an order of the Governor evidenced as provided in the Constitution of India shall be accepted by the company as sufficient evidence or any such appointment or cancellation as aforesaid.

PROCEEDINGS AT GENERAL MEETINGS

14. The business of an Annual General Meeting shall be to receive and consider the audited Income & Expenditure Account, the audited Balance Sheet, the Report of Directors and Report of Auditors, to elect Directors in place of those retiring, to take note of the appointment of Auditor by Comptroller & Auditor General of India and fix up the remuneration of the Auditors. All other business transacted at an Annual General

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Meeting and all business transacted at an Extra Ordinary General Meeting shall be deemed special.

15. If within half an hour after the time appointed for the holding of a General Meeting a quorum be not present the meeting if convened on the requisition of members shall be dissolved and in every other case the meeting shall stand adjourned. If at the adjourned meeting the quorum be not present, those members who are present, and entitled to vote, shall form a quorum whatever be their number and the amount of shares held by them and may transact business for which the meeting was called.
16. (1) The Chairperson or in his absence the Vice Chairperson of the Board of Directors shall preside as Chairman at every General Meeting of the Company.
 (2) If there is no such Chairperson, or Vice Chairperson if, at any meeting, 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 members present shall choose another Director as Chairperson of the meeting, and if no Directors be present or if all the Directors declined to take the chair, then the members present shall choose someone of then number to be Chairperson of the meeting.
17. (a) All General Meetings other than the Annual General Meetings shall be called Extra-Ordinary General Meetings.
 (b) The Board of Directors may, whenever it thinks fit, call an Extra Ordinary General Meeting.
 (c) If at any time Directors capable of acting who are sufficient in number to form a quorum are not within India, any Director or two members of the Company may call an Extra Ordinary General Meeting in the same manner as nearly as possible as that in which such a meeting may be called by the Board of Directors.

BOARD OF DIRECTORS

18. The first Board of Directors shall comprise of the following three persons
 - i. Dr. Usha Titus IAS - Secretary, General Education Department
 - ii. Sri. K V Mohan Kumar - Director of Public Instruction
 - iii. Sri. Anvar Sadath Kunnasseri. - Executive Director, IT @School Project
19. The Directors shall be appointed by the Governor. They shall hold their posts in official capacity
20. Unless otherwise decided by the Governor, the number of Directors including the Chairperson, Vice Chairperson and all other Directors shall not be less than three and not more than fifteen at any time. Subject to Section 149 of the Act the Governor may vary the number of Directors from time to time.
21. The Governor may, from time to time, nominate any experts in the field of education or information technology to the Board as it deems fit.
22. Secretary- General Education shall be the Chairperson of the Board. The Governor may from time to time appoint a vice chairman or designate any director as vice chairman of the Board.
23. The Governor may from time to time appoint Executive Director/(s) to manage the affairs of various verticals of the Company, who shall also be a member of the Board.
24. It shall not be necessary for a Director to hold any qualification shares in the Company.

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25. Subject to the provisions of the Act, the Directors shall hold office during the pleasure of the Governor and shall not be liable to retire by rotation.
26. 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 the Director caused by retirement, removal, resignation, death or otherwise.
27. The business of the company shall be managed by the Directors who may pay all expenses incurred in getting up and registering the company and all other expenses incidental thereto and may exercise all such powers and authorities of the company as are by the Companies Act, 2013 or any statutory modifications thereof for the time being in force or by these articles required to be exercised by the company in General Meeting, subject to regulations of these articles, to the provisions of the Act and to such Regulations being not inconsistent with the aforesaid Regulations or provisions as may be prescribed by the Company in General meeting; but no Regulation made by the company in General Meeting shall invalidate any prior act of the directors which would have been valid if that Regulation had not been made.
28. The Board shall subject to the provisions of the Act and approval of the Governor, and upon such terms and conditions as the Board may deem fit, be entitled to agree with any person, firm, bank, corporation, Central or State Government that he or it shall have the right to appoint his or its nominee on the Board of directors of the company with liberty to remove such nominee from his office as such Director and also that on such removal or a vacancy being caused for whatsoever reasons, to reappoint another nominee in his place and stead. The director appointed under this article shall be called "Nominee Director".

MANAGING DIRECTOR

29. The Governor may from time to time appoint a Managing Director, who shall also be a member of the Board or appoint one of the Directors as the Managing Director, who shall be a full time Director in the Board of Directors for the conduct and management of the business of the company subject to the supervision control and direction of the Board of Directors. The first Managing Director of the company shall be Dr Usha Titus IAS, Secretary, General Education Department.
30. Notwithstanding anything contained in any other articles here-of, if such Managing Director ceases to be a Director he shall ipso facto and immediately cease to be the Managing Director of the Company.
31. The appointment of the Managing Director shall, subject to the provisions of the Act, be for such terms and at such remuneration as the Governor may think fit.
32. Notwithstanding anything herein contained, the Governor may at any time remove or dismiss any Director from the office of the Managing Director and appoint another in his place, in his absolute discretion. If the Managing Director appointed by Governor is removed from office subsequently by the Governor, he shall cease to be a member of the Board of Directors also, unless otherwise specified by Governor.
33. Subject to the provisions of the Act, the Directors may from time to time entrust to and confer upon the Managing Director or Executive Director/(s) of such of the powers authorities exercisable by them under the articles as they may think fit, to be exercised by the Managing Director or Executive Director/(s) from time to time for such purpose, with such restriction as they may consider expedient. The Directors may revoke or withdraw or vary all or any of authorities.

SITTING FEES

34. Every Director other than Government servants attending the meeting of the Board of Directors or the committees shall be entitled to be paid such sitting fee not exceeding Rs.1000 per meeting or as the Government may from time to time determine. The

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Directors other than Government servants shall also be paid Travelling Allowance as applicable to Grade 1 Officers in State Government for attending the meeting of the Board or other committees.

PROCEEDINGS OF BOARD

35. Subject to the provisions of Section 174 of the Companies Act, the quorum necessary for the meeting of the Board of Directors shall be 1/3rd of the total strength of the Board of Directors or two whichever is higher.
36. Subject to the provisions of Section 175 of the Companies Act, any proceedings circulated among all the Directors and approved and signed by the majority of the Directors for the time being, shall be as valid as a resolution passed at a duly constituted meeting of the Board of Directors.
37. If a meeting of the Board cannot be held for want of quorum, then the meeting shall stand adjourned to such day, time and place as the Director or Directors present at the meeting may fix.
38. The Directors shall have the following powers:
 - a. To pay costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the company.
 - b. To open, operate and close accounts in the name of the Company with any branch/branches of scheduled/ commercial/ nationalized/ State Banks / Government Treasuries as decided by the Board from time to time.
 - c. Subject to the provisions of the Act, the Directors may from time to time borrow any money for the purpose of the Company from any person or from the members or out of themselves and may also likewise lend money of the Company without the sanction of the General Meeting to any persons whom they deem fit. Subject to the provisions of the Act, the Directors may borrow any sum by mortgaging or creating a charge by pledge, hypothecation or otherwise on the Company's properties, book debts, stock in trade, raw materials and other assets, when it appears to them to be necessary for the business, benefit and interest of the Company.
 - d. To purchase or otherwise acquire for the company property, rights or privileges, which the company is authorized to acquire at such price and generally on such terms and conditions as they think fit.
 - e. At their discretion, to pay for any property, rights or privileges acquired by, or for services rendered to the company, either wholly or partially in cash or in shares, bonds, debentures or other securities of the company and any such shares may be issued, either as fully paid up or with such amount credited as paid up thereof as may be agreed upon, and any such bonds, debentures or other securities may be either specifically charged upon all or any part of the property of the company and its uncalled capital or not so charged.
 - f. To secure the fulfillment of any contracts or agreement entered into by the company, by mortgage or charge of all or any of the property of the company and its uncalled capital for the time being or in such other manner as they think fit.
 - g. The board may, subject to the provisions of the Act, from time to time delegate any of its powers to any Director or a committee consisting of such Director or Directors, members or non members as it thinks fit, and may from time to time revoke such delegation. Any committee so formed shall, in exercise of the powers so delegated, conform to any regulations that may from time to time be imposed upon it by the Board.

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- h. To accept from any member, on such terms and conditions as shall be agreed upon, a surrender of his shares or stock or any part thereof.
- i. To appoint any person or persons (whether incorporated or not) to accept and hold in trust for the Company any property belonging to the Company or in which it is interested or for any other purpose and to execute and do all such deeds and things as may be required in relation to any such trust and to such trustees.
- j. To institute, conduct, defend, compound or abandon any legal proceedings by or against the company or its officers or otherwise concerning the affairs of the Company and also to compound and allow time for payment or satisfaction of any debts due and of any claim or demands by or against the company subject to the provisions of the Companies Act,2013.
- k. To refer any claims or demands by or against the Company to arbitrations and observe and perform the awards.
- l. To make and give receipts, releases and other discharges for money payable to the Company and for the claim and demands of the Company.
- m. To determine who shall be entitled to sign on the Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, releases, contracts and documents.
- n. To invest and deal with any of the moneys of the Company not immediately required for the purpose thereof, upon such securities(not being shares in company) and in such manner as they think fit and from time to time vary or realize such investments, subject to the provisions of the Companies Act,2013.
- o. From time to time, to make, vary and repeal, rules or bye-laws for the regulation of the business of the company, its officers and servants.
- p. To formulate organisation structure of the company and appoint or recruit necessary staff.
- q. To fix the rules of the company governing the recruitment, remuneration and conditions of service of employees, provident fund and other rules and rules for creation of reserve and capital funds.
- r. To enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the company as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company.
- s. In furtherance and subject to the general power conferred by the Act and the other powers conferred by these Articles and subject to the provisions of section 179 of the Act and restriction contained in these Articles it shall be lawful for the Directors to carry out all or any of the objects set forth in the Memorandum and to do all acts necessary for the working and management of the company which vests in the Directors.
- t. All the activities undertaken by the IT@School Project along with its assets and liabilities shall be taken over by the company. *

APPROVAL OF GOVERNOR

- 39. Notwithstanding anything contained in any of these articles, the Governor may, from time to time, subject to the provisions of the Act, issue such direction or instruction as he may deem necessary in regard to the finance and the conduct of the business and decision of the company and in like manner may vary any directions. The directors shall give immediate effect to such directions or instructions.
- 40. The following matters shall require the prior approval of the Governor:-

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- a. Any programme of capital expenditure for any amount which exceeds Rupees Fifty Crores.
- b. Sale, lease, exchange, mortgage or disposal otherwise of the whole or substantially the whole of the undertaking of the company.
- c. The annual budget of the company in case there is an element of deficit which is proposed to be met by obtaining funds from the Government.
- d. Matters relating to introduction, revision of scheme for granting benefits, involving additional expenditure to the employees, staff of the company.
- e. Any other matter which in the opinion of the Chairperson is of such importance as to be reserved for approval of the Governor.

MINUTES

41. The provisions of Section 118 of the Companies Act, in this regard shall be followed with regard to the recording of Minutes of the proceedings of the General Meetings, Board of Directors Meetings and the committee, if any, appointed by the Board of Directors.

ACCOUNTS

42. The Company shall in compliance with Section 128 of the Companies Act, cause to be kept and maintained proper books of Accounts with respect to:
 - a. All sums of money received and expended by the company and the matters in respect of which the receipt and expenditure takes place.
 - b. All sales and purchases of goods or services by the Company.
 - c. The assets and liabilities of the Company.
 - d. Books of account shall be kept at the Registered office of the Company or at such place in India as the Directors shall think fit and shall be open to inspection by any Director during business hours.

DIVIDENDS

43. No dividend shall be paid to the share holders out of the profit of the company. The profit earned every year, if any, will be utilized for the furtherance of the objects of the company.

AUDIT

44. The Auditor of the company shall be appointed or re-appointed by the Central Government on the advice of the Comptroller and Auditor General of India.
45. Once at least in every year the accounts of the company shall be examined and the correctness of the Income and Expenditure Account and Balance Sheet ascertained by one or more Auditors so appointed.
46. The Auditors of the Company shall be entitled to receive notice of and to attend any general meeting of the company at which any accounts which have been examined or reported on by them are to be laid before the company and may make any statement or explanation they desire with respect of the accounts.
47. (a) The Comptroller and Auditor general shall have powers:-
 - (i) To direct the manner in which company's accounts shall be audited by the Auditor and to give such instructions to the auditor in regard to any matter relating to the performance of his functions as such

- (ii) To conduct a supplementary or test Audit of the company's accounts by such person as he may authorize in this behalf and for the purpose of such audit, to have access at all reasonable times to all accounts, account books, vouchers, documents and other papers of the company and to require information or additional information to be furnished to any person or persons and in such forms as the comptroller and auditor General may by general or special orders, direct.
- (b) The Auditor aforesaid shall submit a copy of his audit report to the Comptroller and Auditor General who shall have the right to comment upon supplement the audit report in such manner as he may think fit.
- (c) Any such comment, upon or supplement to the audit 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 is placed

INDEMNITY

48. Every officer or agent of the Company for the time being 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 connection with any application under Section 463 of the Act, in which relief is granted to him by the Court.

INDIVIDUAL LIABILITY

49. Subject to the provision of the Act, No Director, Secretary or Officer, or the heirs, executors and administrators of the Director, Secretary or Officer shall be liable for the acts, receipts, neglects or defaults of any other Director, or officer for joining in any receipts or in any other act for conformity, not for any loss or expenses happening to the company through the insufficiency or deficiency of title to any property acquired by the order of the Director for and on behalf of the Company nor for the insufficiency or deficiency of any security in or upon which any or the money of the Company shall be invested nor for any loss or damage arising from bankruptcy, insolvency or tortuous act of person, company or corporation, with whom any moneys, securities or effect of the Company shall be deposited or misfortune whatsoever which shall happen to the company in the execution of the duties of the respective officer or in relation thereto, unless the same happened through his dishonesty. This provision shall however in no way affect the provisions of any special contracts that may be entered into between the company and its officers.

CONTRACTS AND AGREEMENTS

50. All contracts and agreements for and behalf of the company shall be signed by the Managing Director.

WINDING UP

51. The Company shall be wind up only with the prior approval of the Government.
52. If upon winding up or dissolution of the company there remains after the satisfaction of all debts and liabilities any property whatsoever, the same shall not be distributed amongst the members of the company, but shall be given or transferred to such other company having objects similar to the objects of this company, subject to the approval of Government of Kerala and subject to such conditions as the Tribunal may impose, or may be sold and proceeds thereof credited to the Insolvency and Bankruptcy Fund formed under section 224 of the Insolvency and Bankruptcy Code, 2016.

SECRECY

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53. Every Director, Managing Director Manager, Trustee for the Company, Member or Debenture holders, Member of Committee, officer, servant, agent, accountant or other person employed in or about the business of the Company shall, if so required by the Board of Directors before entering upon his duties, sign a declaration pledging all transactions of the Company with his customers and state of accounts with individuals and in matters relating thereto, and shall subject to 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 Board of Directors or by a Court of law and except so far as may be necessary in order to comply with any of the provisions contained in these Articles.

We, the several persons whose names, addresses, description, and occupation are hereunto are desirous of being formed in to a company not for profit, in pursuance of this Articles of Association:-

Sl. No.	Name, Address, Description and Occupation of the Subscribers	Signature of the Subscriber
1.	<p>Governor of Kerala</p> <p>Represented</p> <p>by : Secretary, General Education Department to Government of Kerala, Thiruvananthapuram</p> <p>Dr. Usha Titus D/o. Mr. Thomas P A,</p> <p>Registrar's Quarters, IIT Madras Campus, Chennai -600036</p> <p>(Government Servant)</p> <p>Aged Years</p>	

2	<p>Anvar Sadath Kunnasseri S/o Mr.Abdulla Kunnasseri, XV/1006, Thanal, Nedumpara, Karakulam PO, Trivandrum – 695564 (Executive Director, IT @ School and Special Officer, Government of Kerala) Aged Years</p>	