

(COMPANY LIMITED BY SHARES NOT FOR PROFIT UNDER SECTION 25 OF THE COMPANIES ACT, 1956)

ARTICLES OF ASSOCIATION

OF

KERALA ACADEMY FOR SKILLS EXCELLENCE

TABLE A

1. Subject as hereinafter provided, the regulations contained in Table A in Schedule 1 to the Companies Act, 1956 hereinafter referred to as "Table A" shall apply to this Company in so far as they are applicable to Private Companies.

DEFINITIONS

2. In these articles unless there is something in the subject or context inconsistent therewith:
 - a) 'The Act' or 'Companies Act' means the Companies Act, 1956 or any statutory modifications or any amendments thereof for the time being in force.
 - b) 'The Articles' mean Articles of Association of the Company for the time being in force.
 - c) 'The Board' or "Boara of Directors" means the Board of Directors of the Company, the Directors assembled at a Board or the requisite number of Directors entitled to pass a resolution by circulation in accordance with these Articles.
 - d) "The Company" or "this company" means **KERALA ACADEMY FOR SKILLS EXCELLENCE**
 - e) 'Chairman' means Chairman of the Board of Directors for the time being of the Company.
 - f) 'The Directors' means Directors for the time being of the Company.
 - g) 'Financial Year' means the period of 12 months commencing from 1st April and ending on 31st March every year.
 - h) 'Governor' means the Governor of Kerala.
 - i) 'Government' means the Government of Kerala.
 - j) 'Office' means the Registered office of the company
 - k) "Register" means the Register of Members maintained in pursuant of Section 150 of the Act.
 - l) "Seal" means the Common seal for the time being of the Company and as regards the transactions of the Company outside India the official seal which shall be used in accordance with the provisions of Section 50 of the Companies Act.

- m) 'State' means State of Kerala.
- n) 'Vice Chairman' means Vice Chairman of the Board of Directors for the time being of the Company.
- o) "In Writing" or "Written" include printing, lithograph and other modes of presenting or reproducing the words in a visible form.

PRIVATE COMPANY

3. The Company is a private company within the meaning of Section 3 (1) (iii) of the Companies Act, 1956 with a minimum paid up capital of One Lakh rupees or such higher paid up capital as may be prescribed and accordingly
 - (a) restricts the right to transfer its shares, if any;
 - (b) limits the number of its members to fifty not including-
 - (i) persons who are in the employment of the Company; and
 - (ii) 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; and
 - (c) prohibits any invitation to the public to subscribe for any shares in, or debentures of, the Company;
 - (d) prohibits any invitation or acceptance of deposits from persons other than its Members or Directors.
4. The right to transfer the shares of the company shall be restricted as provided herein below;
 - i) A share can be transferred by a member or other persons entitled to transfer only to a person approved by the Governor.
 - ii) Subject to the aforesaid condition, the Board may, in its absolute and uncontrolled discretion refuse to register any transfer of shares without assigning any reasons.

GOVERNMENT COMPANY

5. The Company shall be a Government Company within the meaning of Section 617 of the Act.

CAPITAL

6. The Authorised Share Capital of the Company shall be such sum as may be prescribed under clause V of the Memorandum of Association divided into such number of equity shares of prescribed face value as amended from time to time, which may be increased or reduced in accordance with the provisions of the Companies Act, 1956.
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, REDUCTION AND 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, 1956.

GENERAL MEETING

9. Subject to the provisions of Section 166 of the Companies Act, 1956 the company shall in each year hold, in addition to any other meeting, a general meeting as its annual general meeting and shall specify the meeting as such in the notices calling it and not more than fifteen months shall elapse between the date of one annual general meeting of the company and that of the next. Provided that the Company may hold its first annual general meeting within a period of not more than eighteen months from the date of its incorporation and if such general meeting is held within that period, it shall not be necessary for the Company to hold any annual general meeting in the year of its incorporation or in the following year. A general meeting may however, with the consent of all the members be held on a shorter notice and in such manner as the members think fit.

QUORUM FOR GENERAL MEETING

10. Two members present in person shall be a quorum for holding a general meeting of the Company.
11. 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.
12. (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 of any such appointment or cancellation as aforesaid.

PROCEEDINGS AT GENERAL MEETINGS

13. 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 and Auditors in place of those retiring and fix

up the remuneration of the Auditors. All other business transacted at an Annual General Meeting and all business transacted at an Extra Ordinary General Meeting shall be deemed special.

14. 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.
15. (1) The Chairman or in his absence the Vice Chairman of the Board of Directors shall preside as Chairman at every General Meeting of the Company.
- (2) If there is no such Chairman, or Vice Chairman 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 Chairman of the meeting, the members present shall choose another Director as Chairman 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 their member to be Chairman of the meeting.

BOARD OF DIRECTORS

16. The following persons shall be the first Directors of the Company
1. Dr. P. PRABHAKARAN. IAS (Chief Secretary to Government of Kerala)
 2. ANIL XAVIER. IAS (Secretary - Labour and Rehabilitation Department)
 3. Dr. K. M. ABRAHAM. IAS (Principal Secretary - Higher Education Department)
 4. ALKESH KUMAR SHARMA. IAS (Secretary - Industries Department)
 5. PULLUKOTTAYIL HABEL KURIAN. IAS (Secretary - Information Technology Department)
 6. V. P. JOY. IAS (Principal Secretary - Finance Department)
 7. M. SIVASANKAR. IAS (Secretary - General Education Department)
 8. T. K. MANOJ KUMAR. IAS (Secretary - NORKA Department)
 9. BIJU KRISHNANKUTTY. IAS (Director of Employment & Training)
17. The number of Directors shall not be less than two and not more than fifteen at any time including Chairman, Vice Chairman and all kinds of Directors.
18. It shall not be necessary for a Director to hold any qualification shares in the Company.
19. The Directors shall be appointed by the Governor and the Directors other than Government Employees shall be paid such salary and / or allowances as the Governor may from time to time determine.
20. 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.
21. 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.

22. 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 1956 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 nevertheless to any regulations of these articles, to the provisions of the Act and to such Regulations being not in consistent 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.
23. Subject to Section 259 of the Act and approval of the Governor, the Company may from time to time, in General Meeting increase or reduce the number of Directors.
24. The Board shall subject to the provisions of the Act, 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

25. The Governor may appoint one of the Directors to be 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.
26. Notwithstanding anything contained in any other articles hereof, If such Managing Director ceases to be a Director he shall ipso facto and immediately cease to be a Managing Director or the whole-time Director of the Company.
27. The appointment of the Managing Director shall be subject to the provisions of the Act, be for such terms and at such remuneration as the Governor may think fit.
28. 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.
29. Subject to the provisions of the Act, the Directors may from time to time entrust to and confer upon the Managing Director such of the powers authorities exercisable by them under the articles as they may think fit, to be exercised by the Managing 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

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

PROCEEDINGS OF BOARD

31. Subject to the provisions of Section 287 of the Companies Act, 1956, 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.
32. Subject to the provisions of Section 289 of the Companies Act, 1956, 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.
33. 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.
34. 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 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,

confirm to any regulations that may from time to time be imposed upon it by the Board.

- 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, 1956.
- 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, 1956.
- o. From time to time, to make, vary and repeal, rules or by-laws for the regulation of the business of the company, its officers and servants.
- p. To enter in to 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.
- q. 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 292 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.
- r. 1 to fix the rules of the company governing the conditions of service, provident fund and other rules, creation of reserve and capital funds

APPROVAL OF GOVERNOR

35. 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

As Amended in the Extra-ordinary General Meeting held on 22nd Day of June, 2016

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decision of the company and in like manner may vary any directions. The directors shall give immediate effect to such directions or instructions.

36. The following matters shall require the prior approval of the Governor:-
- 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) Winding up of the company;
 - e) Any other matter which in the opinion of the Chairman is of such importance as to be reserved for approval of the Governor;

MINUTES

37. The provisions of Section 193 of the Companies Act, 1956, 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.

ADVISORY COUNCIL

38. An Advisory Council comprising of the following members is constituted by the Government.
- a) Hon. Chief Minister of Kerala - Chairman
 - b) Minister for Labour and Rehabilitation - Vice Chairman
 - c) Minister for Industries, IT & Urban Affairs
 - d) Minister for Finance & Law
 - e) Minister for Education
 - f) Minister for Rural Development, Planning, NORKA and Culture
 - g) Vice Chairman - Planning Board, Kerala
 - h) Domain Expert/(s) nominated by Government from time to time.
39. Governor may at any time reconstitute the Advisory Council, nominate any new member or cancel the appointment of any member and make a fresh appointment at his sole discretion.
40. Any vacancy arising in the Advisory Council shall be filled by Governor.
41. The Advisory Council is vested with the powers to advise the Board of Directors in matters relating to the policies and strategies of the company, whose advice shall be the guiding factors for the decisions of the Board of Directors.
42. Advisory Council may meet at least once in a financial year.

ACCOUNTS

43. The Company shall in compliance with Section 209 of the Companies Act, 1956, 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.
44. 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.

COMPANY SEAL

45. The Board shall provide a Common Seal of the Company and shall provide for the custody of the same.
46. The seal shall not be affixed to any instrument except by authority of resolution of the Board or a Committee of the Board authorized by it in that behalf and unless the Board otherwise determines every deed or other instrument to which the seal is required to be affixed shall, unless the same is executed by the duly constituted attorney for the Company, at least be signed by one Director, in whose presence the seal shall have been affixed and countersigned by the Secretary or Director or such other person as may from time to time be entrusted by the Company, as has been authorized by the Board; provided nevertheless that any instrument bearing the seal of the company and issued for valuable consideration shall be binding on the Company notwithstanding any irregularity touching the authority to issue the same.

DIVIDENDS

47. 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

48. 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.
49. 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.
50. 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.
51. (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 authorise 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

52. Subject to the provisions of the Companies Act, 1956 every Director, Secretary, Auditor, Agent and other Officer or servant of the Company and his heirs, executors and administrators shall be indemnified by the Company against, and it shall be the duty of the Directors to pay out of the funds of the Company, all costs, losses and expenses including traveling expenses incurred by him or to which he has become liable by reason of any contract entered into or act or thing done by him as such officer or servant or in any way in or about the discharge of his duties and the amount for which such indemnity is provided shall on winding up immediately attach as a lien on the property of the company and shall have priority as between members over all other claims.

INDIVIDUAL LIABILITY

53. Subject to the provision of the Companies Act, 1956 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.

APPOINTMENT OF STAFF IN THE COMPANY

54. The creation of posts and mode of recruitment of staff in the company shall be on contract basis or on open recruitment basis relying on merit and competency or on deputation in consonance with the Foreign Services Rules under Chapter XI KSRs Part I as decided by the Board of Directors subject to the approval of the General Body and subject to further concurrence of the Government

54(A) 2Matters relating to introduction, revision of scheme for granting benefit, involving additional expenditure to the employees, staff of the company will be subject to the approval of the Board and subject to the concurrence of the Government."

SUITS BY AND AGAINST BY THE COMPANY

55. The company may sue and be sued in the name of the Managing Director of the company.

CONTRACTS AND AGREEMENTS

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

WINDING UP

57. The Corporation shall be wound up only with the prior approval of the Governor.

58. 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 association or associations, having objects similar to the objects" of this company to be determined by the members of the company at or before the time of dissolution or in default thereof by the High Court of Judicature that have or may acquire jurisdiction in the matter.

Sl. No.	Name, Address and Description and Occupation of Subscriber	Signature
1.	GOVERNOR OF KERALA Represented by : SECRETARY, LABOUR AND REHABILITATION DEPARTMENT, GOVERNMENT OF KERALA THIRUVANANTHAPURAM ANIL XAVIER, IAS S/O. XAVIER XAVIERS DALE THATTAMALA PO KOLLAM - 691020 (GOVERNMENT SERVANT)	Sd/-
	BIJU KRISHNAN KUTTY, IAS S/o. KRISHNAN KUTTY 823/1(24/13 D WINTER MIST P P D-4 KURAVANKONAM, KOWDIAR P.O TRIVANDRUM - 695003 (DIRECTOR OF EMPLOYMENT AND TRAINING, THIRUVANANTHAPURAM)	Sd/-

Dated this 27th March, 2012 at Trivandrum

Witnesses to the above signatures

Name : R. SRIDHAR
S/o. N. Rajagopalan
Address : "SREENIDHI", TC 37/2750020
FORT, TRIVANDRUM - 695.023

Sd/-

Description and Occupation: CHARTERED ACCOUNTANT
(M. No.026343)

Signature