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

MEMORANDUM OF ASSOCIATION

OF

KERALA ACADEMY FOR SKILLS EXCELLENCE

I. The name of the company is **KERALA ACADEMY FOR SKILLS EXCELLENCE**.

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 its incorporation are:

1. To promote, establish, set up, monitor, govern and regulate institutions and academies for the skills excellence or development of core employability skills and competency standards that meet the demands of various industries through training methodologies and curricula and to provide a common platform for collaboration amongst employers, training providers and the labour force, not with the motive of the profit
2. To provide control, co-ordination, direction and guidelines for such academies/ institutions for excellence in skills in the State of Kerala by acting as an apex institution; to create communication interlinkages amongst partnering institutions at various points in the spectrum like youth, industry, training institutions and grass root mobilization organizations from public, private and Non Governmental Offices sectors; and to assist in establishing a price mechanism, co-relating and bridging demand – supply asymmetries and creating a viable skill development chain, with particular emphasis on sectors where the market mechanism is ineffective or missing like the unorganized sector jobs.
3. To establish, manage, run and promote or facilitate to establish, manage, run and promote academies, institutes or centers of excellence for imparting skills training in a number of areas and /or imparting education either by itself or associating, partnering, engaging or entering into joint venture with or affiliating with national/ international universities or in collaboration with the experienced or innovative on the ground practitioners, national or international academies, institutions and organizations from different fields, as the sources of innovation, practice dissemination, certification or accreditation, as it deems fit.

B. The objects incidental or ancillary to the attainment of the above main objects are:

- ✓ 1. To establish an institutional mechanism to coordinate participation of the social partners, employers in private sector, training providers, professional societies, labour welfare associations and Non Governmental Offices /Civil Society Groups in the process of skill development.
- ✓ 2. To develop sector specific skill development plans after identifying the skill development needs, on the one hand, and supply chains of labour (including inter regional migratory patterns) and skill shortages within the sector, on the other.
- ✓ 3. To establish or assist in the establishment of sector specific Labour market information Systems (LMIS) and Human Resource Planning (HRP) models, at state level and district levels, in order to continuously update the sectoral skill development plans.
- ✓ 4. To recognize, identify or promote sector specific assessment and certification bodies with proper accreditation to the authorized institutions in this regard, for assessing candidates on the basis of established competency guidelines, awarding certificates to successful candidates, and assisting in continuous up-gradation of sectoral assessment standards and national vocational standards.
- ✓ 5. To institute programmes in collaboration with international agencies in accordance with defined competency standards.
6. To provide "accredited trainer" status to trained persons, for a certain defined duration, to be renewed after lapse of the defined period.
7. To create "guarantee" structures for selected sectors in order to facilitate binding commitments on the side of training institutions and recruiters for the attainment of the object of the company.
- ✓ 8. To promote in institutions, organisations or academies established to facilitate training for skill development in various sectors and categories ranging from lower level workers to higher level supervisory and managerial personnel including training infrastructure, funding training cost specific to sectors or regions.
9. To establish and implement programmes like campus recruitment programmes, fairs and camps for providing a common platform for the recruiters from industry and trainees of various skill development organisations in the state to facilitate easy recruitment, generate demand for the trained workers from such institution and assure better remuneration packages.
0. To build strong and sustainable linkages with funding partners, i.e., industry, national/ international technical collaborators, certification authorities,

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financial institutions, banks, multilateral and bilateral external aid agencies, private equity providers and Ministries/ Departments of Central and State Governments.

11. To set up a fund in the nature of a Provident Fund with contributions from the employers and workers, for continuous updation of skills during the career.
12. To enter into all types of internal or external, foreign collaborations, license arrangements, technical assistance, financial or commercial arrangement for the fulfillment of the objects of the company.
13. To apply for, purchase or otherwise acquire any contracts, sub contracts, licenses and concessions for or in relation to the objects herein mentioned and to undertake, carry out, dispose of or otherwise turn to account the same.
14. To sub-let all or any contracts from time to time and upon such terms and conditions as may be expedient
15. To buy, import, sell, treat and deal in plant machinery apparatus, tools, substances, articles and things necessary or useful for carrying on any of the above objects.
16. To adopt means of making known or promoting the use of all or any of the activities of the Company in any way that may be thought advisable, including the posting of bills or hosting website in relation thereto and the issue of circulars, books, pamphlets, and prospectus and the conducting of competitions, exhibitions and the giving of prizes, rewards and donations.
17. To acquire the whole or part of an undertaking, any business of any person or firm or body corporate, having similar to those of the company and lands privileges, rights, contracts, property or effects held for or used in connection with the business of any company, association, partnership, or person and upon such acquisition to undertake to discharge or remunerate the company.
18. To possess, acquire, purchase, transfer sell or apply for any patents, copy rights, mechanical devices, projects, trade marks, trade names, licenses, concessions, or any secret or other information as to any invention or device which may seem capable of being used for the purpose of the company or the acquisition of which or sale of which as the case may be seem to benefit to the company and to spend money in experimenting upon and testing and improving or seeking to improve any patents inventions or rights which the company may acquire or propose to acquire.
19. To enter into any arrangements with Central Government or any Government of States or authorities or municipal, local, or otherwise, that may seem conducive to the company's objects or any of them and to obtain from any such Government or State or Authority any rights, privileges and

concessions which the company may think is desirable to obtain, and to carry out, exercise, and comply with any such arrangements, rights, privileges and concessions.

20. To amalgamate enter into partnership or any arrangement with any persons, firm or body corporate for sharing profits or joint ventures or reciprocal concessions or engage in any work for the benefit of the Company either directly or indirectly provided that the activities are within the objects of the company.
21. To establish promote or concur in establishing or promoting any company or companies for the purpose of expansion or promotion of the objects of the company.
22. To form subsidiary company or companies and to promote the objects of the other concerns and / or subsidis e or aid or organize concerns related to the objects of the company.
23. To establish, own, run, erect, construct, manage, take on lease or otherwise acquire buildings, structures, apartments, and other premises for the purpose of carrying on the objects of the company.
24. To insure any of the properties, undertakings, contracts, guarantees, or obligations of the company of every nature and kind in any manner and whatsoever.
25. To borrow or raise money or mobilize funds with or without security of the assets of the company and accept deposits, subject to the provisions of Section 58A of the Companies Act, 1956, and Reserve Bank of India's Regulations issued from time to time in this matter, or raise loans from Bank, financial institutions, Co-operative Societies and other persons or entities on such terms as the Company may approve and to guarantee payment of debts and performance of the contracts of members of the Company or persons having dealings with the Company or others; but the Company shall not carry on Banking business within the meaning of Banking Regulation Act, 1949.
26. Subject to the provisions of the Companies Act, to give guarantee or become surety or furnish security for any persons, firm or company and in particular persons having dealing with the Company and to guarantee the payment of money secured by or under or in respect of debentures, mortgage, charges or security of any company or a person, to guarantee the performance of any contract or obligation of person or company.
27. Subject to the provisions of the Companies Act, sell, lease mortgage or otherwise dispose of property or assets or undertaking of the company or any part thereof at such consideration as the company may think fit and in particular for shares, stock, debentures or other securities of any other Company whether or not having objects similar to those of the Company.
28. To enter into Partnership, or any arrangements for sharing profits, union of

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interest, co-operative, joint ventures, reciprocal concessions, or otherwise with any person or Company engaged in or about to carry on any activity or engage in transactions capable of being conducted so as to directly or indirectly benefit the Company.

29. To invest the surplus funds and moneys of the Company in any debentures, debenture stocks, bonds, other obligations and / or securities issued or guaranteed by any corporation or lawfully constituted body, Government, government department, municipality, public body or authority and / or invest the funds and moneys of the company in any immovable property, land or buildings or in any right to or interest in any immovable property, land or buildings and to vary such investment in such manner as the directors of the company may time to time determine.
30. To subscribe or contribute or otherwise assist or to grant money to charitable benevolent, religious, national, public or any useful institutions subject to provisions of the Companies Act, 1956.
31. To undertake and execute any trust or undertaking which may seem desirable, whether gratuitously or otherwise.
32. To open saving bank accounts, current accounts or deposit accounts with any bank or bankers and pay into and draw moneys from such accounts and operate on such accounts.
33. To draw, make, accept, endorse, discount, issue, negotiate and otherwise deal in negotiable instruments, including bill of exchange, promissory notes, hundies, bill of lading and warrants in connection with the object of the company.
34. To refer to or agree to refer to arbitration, dispute present or future between the Company and any other Company, firm or individual and to submit the same to arbitration to an arbitrator in India or abroad.
35. To procure the registration or other recognition of the Company in any country, state or place and to establish and regulate offices and agencies for the purpose of the Company's objects.
36. To create any reserve fund, sinking fund, insurance fund or any other special fund whether for depreciation or for repair maintenance, improvement or extension of any property of the company or for any other purpose conducive to the interest of the company.
37. To employ foreign and other technicians or experts or advisers or Consultants on contract basis for furtherance of the Company's objectives as aforesaid.
38. To appoint legal and technical advisors as the directors may think fit and appoint bankers, auditors and such other persons as employees, officers or agents or advisors of the company as the directors may think fit and pay out of the funds of the company.

39. To formulate and promote schemes that will facilitate the operation of the main objects.
40. To pay out of the Company's fund the cost and expenses incurred in connection with matters preliminary and incidental to the formation, promotion, registration of the company or any subsidiary or joint venture.
41. To provide training of personnel, techno-commercial advice and services related to the products and services dealt with by the Company.
42. To grant subsidies, loans, grants, concessions or other benefits to the entrepreneurs, units, stake holders for developing, promoting and implementing various schemes for skill development in the State of Kerala.

Provided that the company shall not support with its funds or endeavour to impose on or procure to be observed by its members or others any regulation or restriction which if an object of the company would make it a trade union.

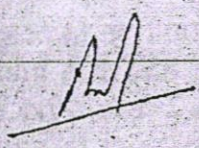
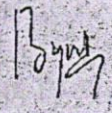
C. The other objects of the company and not included in (A) and (B) above are NIL

IV. The objects of the company extend to whole of India.

- V. (1) The income and property of the company, whensoever derived, shall be applied solely for the promotion of its objects as set forth in this Memorandum of Association.
- (2) No portion of the income or property aforesaid shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to persons who, at any time are, or have been members of the company or to any one or more of them or to any person claiming through any one or more of them.
- (3) Except with the previous approval of the Central Government, no remuneration, or other benefit in money or moneys worth shall be given by the company to any of its members, whether officers or servants of the company or not, except payment of out of pocket expenses, reasonable and proper interest on money lent, or reasonable and proper rent on premises let to the company.
- (4) Except with the previous approval of the Central Government, no member shall be appointed to any office under the company which is remunerated by salary, fees, or in any other manner not excepted by sub-clause (3).
- (5) Nothing in this clause shall prevent the payment by the company in good faith of reasonable remuneration to any of its officers or servants (not being members) or to any other person (not being a member) in return for any services actually rendered to the company.

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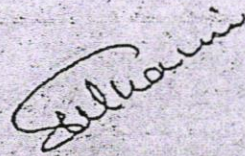
- VI. No alteration shall be made in this Memorandum of Association and/or in the Articles of Association of the Company which are for the time being in force, unless the alteration has been previously submitted to and approved by the Central Government and Ministry of Corporate Affairs.
- VII. The Liability of the Members is limited.
- VIII. The Authorized Share Capital of the Company is Rs.30,00,00,000/- (Rs. Thirty Crores Only) divided into 30,00,000 (Thirty Lakhs) equity shares of Rs.100/- (Rupees One Hundred Only) each.
- IX. True accounts shall be kept of all sums of money received and expended by the company and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the company; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the company for the time being in force, the accounts shall be open to the inspection of the members. Once at least in every year, the accounts of the company shall be examined and the correctness of the balance-sheet and the income and expenditure account ascertained by one or more properly qualified auditor or auditors.
- X. If upon a winding up or dissolution of the company, there remains, after the satisfaction of all the 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, 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 has or may acquire jurisdiction in the matter.
- XI. We, the several persons whose names, addresses, descriptions, and occupations are hereunto subscribed are desirous of being formed into a company not for profit, in pursuance of this Memorandum of Association.

Sl No.	NAME, ADDRESS DESCRIPTION AND OCCUPATION OF SUBSCRIBERS	SIGNATURE	NO. OF EQUITY SHARES TAKEN BY EACH SUBSCRIBER
1.	GOVERNOR OF KERALA Represented by. SECRETARY, LABOUR AND REHABILITATION DEPARTMENT GOVERNMENT OF KERALA THIRUVANANTHAPURAM. ANIL XAYIER IAS S/O. XAYIER XAYIER DALE THATTAMALA PO. KOLLAM - 691020 (GOVERNMENT SERVANT)		24999 (Twenty four Thousand Nine hundred ninety nine.)
2.	BIZU KRISHNANKUTTY, IAS S/O KRISHNANKUTTY 823/1 (2A/13D WINTER MIST PPD-4 KURAVANKONAM, KONDIAK TRIVANDRUM - 695003 (DIRECTOR OF EMPLOYMENT AND TRAINING, THIRUVANTHAPURAM)		1 (ONE)
TOTAL SHARES			25000 (TWENTY FIVE THOUSANDS)

Dated the 27th MARCH, 2012. at TRIVANDRUM

Witnesses to the above signatures

Name : R. SRIDHAR  
S/O. N. RAJAGOPALAN  
Address : "SREENIDHI" TC 37/275  
FORT, TRIVANDRUM 695023



Description and Occupation: CHARTERED ACCOUNTANT Signature  
N.No. 26343