

**പതിനാലാം കേരള നിയമസഭ  
പത്താം സമ്മേളനം**

നക്ഷത്രചിഹ്നമിട്ട ചോദ്യം നം.556		27.03.2018-ൽ മറുപടിയ്ക്ക്	
തദ്ദേശസ്വയംഭരണ സ്ഥാപനങ്ങളുടെ അടിസ്ഥാന സൗകര്യ വികസനം			
ചോദ്യം		ഉത്തരം	
ശ്രീ.വി.കെ.സി.മമ്മത്ത് കോയ ,, എസ്.ശർമ്മ ,, വി.ജോയ് ,, എൻ.വിജയൻ പിള്ള		ഡോ.കെ.ടി.ജലീൽ തദ്ദേശസ്വയംഭരണവും ന്യൂനപക്ഷക്ഷേമവും വഖഫ് ഹജ്ജ് തീർത്ഥാടനവും വകുപ്പ് മന്ത്രി	
(എ)	തദ്ദേശ സ്വയംഭരണ സ്ഥാപനങ്ങളുടെ അടിസ്ഥാന സൗകര്യ വികസന പദ്ധതികൾ ഏറ്റെടുത്ത് നടത്തുന്നതിനായി രൂപീകരിച്ച ഇംപാക്ട് കേരള ലിമിറ്റഡിന്റെ ഘടനയും പ്രവർത്തന രേഖയും അറിയിക്കാമോ;	(എ)	IMPACT Kerala Ltd ന്റെ മാനേജിംഗ് ഡയറക്ടർ നഗരകാര്യ ഡയറക്ടറായ ശ്രീമതി.ഹരിത വികമാർ ഐ.എ.എസ്.ആണ്. കമ്പനിയുടെ ഡയറക്ടർ ബോർഡിന്റെ ഘടന താഴെപറയുന്നവണ്ണം. ശ്രീ.റ്റി.കെ.ജോസ് IAS, തദ്ദേശസ്വയംഭരണവകുപ്പ് അഡീഷണൽ ചീഫ് സെക്രട്ടറി, ചെയർമാൻ & ഡയറക്ടർ ഡോ.ബി.അശോക് IAS, തദ്ദേശസ്വയംഭരണ വകുപ്പ് സെക്രട്ടറി (അർബൻ) ശ്രീമതി.ഹരിത വികമാർ IAS, നഗരകാര്യ ഡയറക്ടർ. ശ്രീമതി.പി.മേരിക്കുട്ടി IAS, പഞ്ചായത്ത് ഡയറക്ടർ. ശ്രീ.കെ.രാമചന്ദ്രൻ IAS, ഗ്രാമവികസന കമ്മീഷണർ. ശ്രീമതി.റ്റി.മിത്ര IAS, മുൻ എക്സിക്യൂട്ടീവ് ഡയറക്ടർ ശുചിത്വമിഷൻ. ശ്രീ.പി.ആർ.സജികുമാർ, തദ്ദേശസ്വയംഭരണ വകുപ്പ് ചീഫ് എഞ്ചിനീയർ. ശ്രീമതി.പ്രീതി ബി.എസ്. ജോയിന്റ് സെക്രട്ടറി, ധനകാര്യ വകുപ്പ്. കമ്പനികളുടെ ആർട്ടിക്ലിൾസ് ഓഫ് അസോസിയേഷൻ (പ്രവർത്തന രേഖ) അനുബന്ധമായി ചേർക്കുന്നു.
(ബി)	നഗര അടിസ്ഥാന സൗകര്യ വികസനത്തിനായുള്ള അമൃത് പദ്ധതിയുടെ പുരോഗതി അറിയിക്കാമോ; നഗരങ്ങളുടെ വികസന മാസ്റ്റർ പ്ലാനിന്റെ അടിസ്ഥാനത്തിലാണോ പദ്ധതി പ്രാവർത്തികമാക്കുന്നത്; പദ്ധതിയുടെ മാർഗ്ഗനിർദ്ദേശങ്ങൾ അറിയിക്കാമോ;	(ബി)	അമൃത് പദ്ധതിയിൽ കുടിവെള്ള വിതരണം, സിവിൽ സപ്ലൈ മാനേജ്മെന്റ്, സ്റ്റോം വാട്ടർ ഡ്രെയിനേജ്, അർബൻ ട്രാൻസ്പോർട്ട്, ഓപ്പൺ സ്വെയ്സ് & പാർക്ക്സ് എന്നീ 5 സെക്ടറുകളിലായി 2356.11 കോടി രൂപയുടെ 389 പ്രോജക്ടുകൾക്ക് 3 വാർഷിക പദ്ധതികളിലായി അംഗീകാരം ലഭിച്ചിട്ടുണ്ട്. ഇതിൽ 371 പ്രോജക്ടുകൾക്ക് വിശദമായ പ്രോജക്ട് റിപ്പോർട്ട് (DPR) തയ്യാറാക്കുകയും 2201.49 കോടി രൂപയുടെ പദ്ധതികൾക്ക് ഭരണാനുമതി നൽകുകയും ചെയ്തിട്ടുണ്ട്. 1092 കോടി രൂപയുടെ 179 പ്രോജക്ടുകൾക്ക് സാങ്കേതികാനുമതി ലഭിച്ചു. 956.38 കോടി രൂപയുടെ 155 പ്രോജക്ടുകൾക്ക് ടെണ്ടർ ക്ഷണിച്ചിട്ടുണ്ട്. 269.79 കോടി രൂപയുടെ 60 പ്രോജക്ടുകൾക്ക് കരാർ നൽകിയിട്ടുണ്ട്. 8 പ്രവൃത്തികൾ പൂർത്തീകരിച്ചിട്ടുണ്ട്. നഗരങ്ങളുടെ ഭൗതികസാഹചര്യങ്ങളുടെ കേന്ദ്രസർക്കാർ നിർദ്ദേശിച്ചിട്ടുള്ള അളവുകോലുകളിലേയ്ക്ക് (Service Level Bench Mark- SLB) എത്തിക്കാൻ ഉപയുക്തമാക്കുന്ന പദ്ധതികളാണ് AMRUT ൽ

		<p>പ്രാവർത്തികമാക്കുന്നത്. കടിവെള്ള വിതരണം, സെപ്റ്റേജ് &amp; സിവറേജ് മേനേജ്മെന്റ് പദ്ധതികളാണ് AMRUT ലെ മുൻ ഗണനാ പദ്ധതികൾ.</p> <p>അമൃത് പദ്ധതി സംസ്ഥാനത്ത് തിരുവനന്തപുരം, കൊല്ലം, കൊച്ചി, തൃശ്ശൂർ, കോഴിക്കോട്, കണ്ണൂർ എന്നീ 6 കോർപ്പറേഷനുകളിലും പാലക്കാട്, ആലപ്പുഴ, ഗുരുവായൂർ എന്നീ 3 മുനിസിപ്പാലിറ്റികളിലുമാണ് നടപ്പിലാക്കുന്നത്. അടിസ്ഥാന സൗകര്യ വികസനത്തിന് ഊന്നൽ നൽകുന്ന പദ്ധതികളാണ് അമൃത് പദ്ധതിയിൽ വിഭാവനം ചെയ്തിട്ടുള്ളത്.</p> <p>AMRUT പദ്ധതിയുടെ ഫണ്ടിംഗ് താഴെപ്പറയുന്ന രീതിയിലാണ്</p> <p>കേന്ദ്രവിഹിതം - 50%</p> <p>സംസ്ഥാനവിഹിതം - 30%</p> <p>നഗരസഭ വിഹിതം - 20%</p> <p>ഒന്നാം വാർഷിക പദ്ധതിയുടെ 20% തുകയായ 57.60 കോടി രൂപയും രണ്ടാം വാർഷിക പദ്ധതിയുടെ 20% തുകയായ 77.28 കോടി രൂപയും, മൂന്നാം വാർഷിക പദ്ധതിയുടെ 20% തുകയായ 97.36 കോടി രൂപയും കേന്ദ്രവിഹിതമായി ലഭിച്ചിട്ടുണ്ട്. നഗരസഭകളും കേരള വാട്ടർ അതോറിറ്റിയും ചേർന്നാണ് പദ്ധതികൾ നടപ്പിലാക്കുന്നത്.</p>
(സി)	<p>തിരുവനന്തപുരം, കൊച്ചി സ്മാർട്ട് സിറ്റി പദ്ധതികളുടെ പുരോഗതി വിലയിരുത്തിയിട്ടുണ്ടോ; വികസന മാസ്റ്റർ പ്ലാനുകൾ തയ്യാറായിട്ടുണ്ടോയെന്ന് വ്യക്തമാക്കുമോ?</p>	<p>(സി) ഉണ്ട്. തിരുവനന്തപുരം സ്മാർട്ട് സിറ്റി പദ്ധതിയുടെ പുരോഗതി വിലയിരുത്തുന്നതുമായി ബന്ധപ്പെട്ട് 5 ബോർഡ് മീറ്റിംഗുകളും 2 ഹൈപ്പവേഡ് സ്റ്റിയറിംഗ് കമ്മിറ്റി മീറ്റിംഗുകളും ഇതിനോടകം കൂടിയിട്ടുണ്ട്. സ്മാർട്ട് സിറ്റി പ്രൊപ്പോസ്റ്റലുകളുടെ ഭാഗമായി Area Based Development Plan, Panchity Plan എന്നിവ തയ്യാറാക്കിയിട്ടുണ്ട്.</p> <p>കൊച്ചി സ്മാർട്ട് സിറ്റി പദ്ധതിയുടെ പുരോഗതി വിലയിരുത്തുന്നതുമായി ബന്ധപ്പെട്ട് 8 ബോർഡ് മീറ്റിംഗുകളും 11 ഹൈപ്പവേഡ് സ്റ്റിയറിംഗ് കമ്മിറ്റി മീറ്റിംഗുകളും ഇതിനോടകം കൂടിയിട്ടുണ്ട്. സ്മാർട്ട് സിറ്റി പ്രൊപ്പോസ്റ്റലുകളുടെ ഭാഗമായി Area Based Development Plan, Panchity Plan എന്നിവ തയ്യാറാക്കിയിട്ടുണ്ട്.</p> <p>നഗരസമുദ്രണ വകുപ്പിന്റെ കീഴിൽ സ്മാർട്ട് സിറ്റി ഏരിയയുടെ ടൗൺ പ്ലാനിംഗ് സ്കീം തയ്യാറാക്കി കൊച്ചി കോർപ്പറേഷന്റെ അംഗീകാരത്തിനായി സമർപ്പിച്ചിട്ടുണ്ട്.</p>

*Anil*  
 ഫോക്സൻ ഓഫീസർ

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 II/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 the .....day of .....20.....place .....

*Amal*  
 അമൽ അനീസ്