



# **Karnataka Udyog Mitra**

(A Govt. of Karnataka Organisation)

3<sup>rd</sup> Floor, Khanija Bhavan (East Wing),

No.49, Race Course Road, Bengaluru – 560 001.

**Tel:** 91-080-2228 2392/ 5659, **Fax:** 91-080-2226 6063

**Invitation for Applications  
for Appointment as CEO of Invest Karnataka Forum**

## **Background Document**



**Karnataka Udyog Mitra**  
(A Govt. of Karnataka Organisation)  
3<sup>rd</sup> Floor, Khanija Bhavan (East Wing),  
No.49, Race Course Road, Bengaluru – 560 001  
Ph : 91-080-2228 2392/ 5659 Website: kum.karnataka.gov.in.

No.: KUM/IKF- CEO/2016-17

Date : 31.12.2016

**Invitation for Applications for Appointment as CEO of Invest Karnataka Forum**

The Government of Karnataka has established Invest Karnataka Forum (IKF) as a Non-Profit Company under Section 8 of the Companies Act, 2013. It is proposed to appoint a Chief Executive Officer for this new Company. It is expected that, the candidate for the post of CEO should be of high professional caliber with global exposure and knowledge, vast industry experience, sound knowledge of capital market & investment environment and excellent communication skills with industry leaders and entrepreneurs in India and Abroad.

Karnataka Udyog Mitra (KUM), on behalf of IKF, invites Applications from interested and eligible candidates for selection and appointment as CEO of IKF.

Background Document containing details of IKF, eligibility criteria and other terms & conditions of appointment may be downloaded from the website of KUM or obtained from the office of KUM during working hours. The last date for submission of filled- in Application is 31.01.2017. KUM/IKF reserves the right to reject any or all Applications without assigning any reason, whatsoever.

Sd/-

Managing Director, KUM

## **Section – 1**

### **Information Memorandum**

#### **1.1 Background**

Karnataka is one of the progressive States of the Country and emerging as the most preferred destination of investments. Karnataka has all it takes for companies to succeed and the State Government is committed to provide all support and facilitation to ensure ease of doing business in the State.

The perception of Karnataka as an investment-friendly State grew as it encouraged investments in IT, which in turn impacted the expedited development of other sectors viz., bio technology, aerospace, auto & auto components, electronics, telecom textiles, food processing, heavy engineering, etc.. The Government of Karnataka is doing its best to attract new investments to the State both in green field projects as well as expansion activities.

Karnataka needs to re-strategies and re-align itself with the emerging realities of industry and commerce so that it is well-prepared to become a leading state by 2030.

As part of several strategic initiatives, the State Government has established a non-profit company 'Invest Karnataka Forum' (IKF) for expedited promotion of Industries and Service Sector in Karnataka.

#### **1.2 Structure of IKF**

IKF is a non – profit company established under Section 8 of the Companies Act, 2013. The Hon'ble Minister of Large & Medium Industries, Government of Karnataka is the Chairman of the Company. In addition, the Board has eight Directors, five from Industry, two from Government of Karnataka and the CEO of the company will be the ex-officio Director of the Board.

#### **1.3 Objectives of IKF**

Following are the broad objectives of the Company:

- (a) To be in the activity of enhancing the position of Karnataka as Global Business Destination by attracting investments across all the sectors covering Industry and Services in India and abroad.
- (b) To be in the business of leveraging new and emerging opportunities by creating conducive business environment.
- (c) To facilitate the investors from stage of conceptualization to commissioning of Projects by planning and executing the strategies for ease of doing the business;
- (d) To dream, design and deliver solutions that create value for investors and Companies in Karnataka through continuous dialogue with the Industry and Industry participation in Planning and Advisory.
- (e) To adopt global best practices, processes and governance standards and work closely with the Government of Karnataka and strive to become the trusted business partner of the international investor community.

*The Memorandum of Association(MoA) and Articles of Association(AoA) of IKF, which throw more light on IKF are given at Annexe 1 & 2 respectively.*

#### **1.4 Role and Responsibility of CEO**

As per the Articles of Association of IKF, CEO with the support of four member Executive Management is expected to oversee the day to day functions of the Company. The Executive Management will function under the directions of Board of Directors. The selected CEO of the company would lead the Executive Management, to ensure achievement of objectives, for which IKF has been established. The CEO, to be appointed shall perform all such activities and duties, that are required as per MoA and AoA of IKF.

#### **1.5 Eligibility for selection and appointment**

Candidates shall satisfy all the following minimum eligibility criteria for selection and appointment:

- (i) Should have Masters Degree in any discipline from recognized Institutions in India

- (ii) Should have minimum 15 years experience in industry / corporate sector / financial institutions / academic institutions at top management level.
- (iii) Should have global exposure and knowledge.
- (iv) Should have sound knowledge of capital market and investment environment.
- (v) Should have excellent communication skill with industry leaders and entrepreneurs in India & abroad.

## **1.6 Appointment term and Remuneration**

The appointment would be on contractual basis initially for three years, extendable on mutually agreed terms & conditions. The selected CEO would be offered attractive and negotiable remuneration. CEO is eligible for travelling and halting allowances while on tour, at the rate to be fixed by the Board.

## **1.7 Process of Selection**

Filled-in format submitted by candidates before the last date for submission will be scrutinized for short-listing based on conformity with eligibility criteria. The eligible candidates may be required to make power point presentations on their experience, capacity and capability before the Search Committee. Based on satisfying eligibility criteria, presentations, personal interview and other merits, suitable candidate will be selected for appointment.

The decision of the IKF/KUM /Department of I&C shall be final on the matter of selection for appointment and binding on all candidates.

## **1.8 Submission of Application**

Candidates shall submit the filled-in Application Form and Profile of Candidate as per Formats 1 & 2 respectively, along with all required supporting documents in a sealed envelope, on or before 31.01.2017 at 5 pm , at the office of TECSOK, address of which is given below:

Technical Consultancy Services Organisation of Karnataka (TECSOK)  
3<sup>rd</sup> Floor, VITC Building, Kasturba Road,  
Bengaluru - 560 001, ☎ : 080 - 22866152/22866134/22865544  
email: ceo@tecsok.com

KUM may, in exceptional circumstances, and at its sole discretion, extend the Due Date for submission of Applications.

### **1.9 Right to accept or reject any of the Applications**

- (1) IKF/KUM reserves the right to accept or reject any Application and to annul the selection process, at any time without any liability or any obligation for such acceptance, rejection or annulment, without assigning any reason.
- (2) IKF/KUM reserves the right to reject any Application, if at any time a material misrepresentation is made or uncovered. This would lead to the disqualification of the candidate.
- (3) IKF/KUM reserves the right either to go ahead with selection of CEO or defer the process at its discretion

## Section - 2

### Form-1 : Format for Application

#### Covering Letter Format for submitting Application

[Date]

[Place]

To,

The Managing Director  
Karnataka Udyog Mitra,  
No. 49, Khanija Bhavan  
Race Course Road,  
Bengaluru 560 001

Sir,

**Sub:** Application for appointment as CEO of IKF

**Ref.:** Advertisement No.KUM/IKF-CEO/2016-17, dated 31.12.2016

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In response to the above advertisement inviting Applications for appointment as CEO of IKF, I would like to submit my application for your consideration.

I have gone through and fully understood all Information provided in the Background Document. KUM and its authorized representatives are hereby authorized to conduct any inquiries or investigations to verify the credentials, statements, documents and information submitted in connection with this Application and to seek clarification from any of the employers/clients.

I understand that, IKF / KUM may, in its absolute discretion, reject or accept any Application, cancel the selection process and reject all Applications.

I declare that all statements made by me and all the information pursuant to this letter of Application are complete, true and accurate to the best of my knowledge and belief.

Signature of Applicant

**Encl : Filled-in Format - 2**



## Format - 2

**Profile of Applicant**

1	Details of Applicant	:
(a)	Name	:
(b)	Address for communication	:
(c)	Telephone Number (land line)	:
(d)	Mobile No.	:
(e)	E-Mail Address	:
(f)	Date of Birth	:
(g)	Nationality	:
2	Particulars of Candidate with reference to eligibility criteria	:
(a)	Details of Educational Qualification	:

Sl. No.	Qualification along with Discipline / Specialization	University	Year of Passing	%age of marks obtained
1				
2				
3				
....				

(b)	Details of experience in industry / corporate sector / financial institutions / academic institutions at top management level.
-----	--

Sl. No.	Employer / Organization	Designation	From-- To	Role / Responsibility
1				
2				
3				
.....				

(c)	Details of global exposure and knowledge.

(d)	Details of knowledge of capital market & investment environment.

(e)	Details of communication skill with industry leaders and entrepreneurs in India & abroad.

3	Any other information in support of capabilities / expertise

*Supporting documents for all the above claims shall be submitted.*

Signature of Applicant

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## Annexe- 1

**FORM NO. INC-13**  
**(Pursuant to rule 19(2) the Companies (Incorporation) Rules, 2014)**

**COMPANY LIMITED BY GUARANTEE NOT HAVING SHARE CAPITAL**  
**UNDER SECTION 8 OF THE COMPANIES ACT, 2013**

**MEMORANDUM OF ASSOCIATION**  
**OF**  
**INVEST KARNATAKA FORUM**

1. The name of the company is **Invest Karnataka Forum**.
2. The registered office of the company shall be situated in the State of Karnataka
3. The objects for which the company is established are:
  - (a) To be in the activity of enhancing the position of Karnataka as Global Business Destination by attracting investments across all the sectors covering Industry and Services in India and abroad.
  - (b) To be in the business of leveraging new and emerging opportunities by creating conducive business environment.
  - (c) To facilitate the investors from stage of conceptualisation to commissioning of Projects by planning and executing the strategies for ease of doing the business;
  - (d) To dream, design and deliver solutions that create value for investors and Companies in Karnataka through continuous dialogue with the Industry and Industry participation in Planning and Advisory.
  - (e) To adopt global best practices, processes and governance standards and work closely with the Government of Karnataka and strive to become the trusted business partner of the international investor community.

And the doing of all such other lawful things as considered necessary for the furtherance of the above objects.

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, as an object of the company, would make it a trade union.
4. The objects of the company extend to the whole of India and Countries viz USA,UK, Japan Germany, France, UAE, Taiwan, China, Australia, Switzerland, Spain, South Korea, Canada, South Africa and Italy.
  5.
    - (i) The profits, if any, or other income and property of the company, when-so-ever derived, shall be applied, solely for the promotion of its objects as set forth in this memorandum.
    - (ii) No portion of the profits, other 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 persons claiming through any one or more of them.
    - (iii) No remuneration or other benefit in money or money's worth shall be given by the company to any of its members, whether officers or members 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.
    - (iv) Nothing in this clause shall prevent the payment by the company in good faith of prudent remuneration to any of its officers or servants (not being members) or to any other person (not being member), in return for any services actually rendered to the company.
    - (v) Nothing in clauses (iii) and (iv) shall prevent the payment by the company in good faith of prudence remuneration to any of its members in return for any services (not being services of a kind which are required to be rendered by a member), actually rendered to the company;
  6. No alteration shall be made to this Memorandum of Association or to 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 Registrar of Companies. Karnataka and/or the licensing authority.
  7. The liability of the members is limited.

8. Each member, undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member or within one year afterwards, for payment of the debts or liabilities of the Company contracted before he ceases to be a member and of the costs, charges and expenses of winding up and for adjustment of the rights of the contributories among themselves such amount as may be required not exceeding a sum of Rs.1000/-.
9. 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.
10. 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, subject to such conditions as the Tribunal may impose, or may be sold and proceeds thereof credited to the Rehabilitation and Insolvency Fund formed under Section 269 of the Act.
11. The Company can be amalgamated only with another company registered under section 8 of the Act and having similar objects.

12. We, the several persons whose names, addresses, descriptions and occupations are herewith subscribed are desirous of being formed into a company not for profit, in pursuance of this Memorandum of Association:

<b>SL. No.</b>	<b>Names, Addresses, Descriptions of the Subscribers</b>	<b>Photo &amp; Signatures of the Subscribers</b>	<b>Name, Address, Occupation of the Witness to the Signature</b>
1.	Sri D.V. Prasad, IAS., Additional Chief Secretary to Govt., Commerce & Industries Department, Room No. 107, 1st Floor, Vikasa Soudha, Bengaluru - 560 001		
2.	Sri Gaurav Gupta, IAS., Commissioner for Industrial Development and Director, Industries & Commerce, 2 <sup>nd</sup> Floor, Khanija Bhavan, Race Course Road, Bengaluru - 560 001.		

## TABLE-H

**COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING SHARE CAPITAL  
(UNDER SECTION 8 OF THE COMPANIES ACT, 2013)**

**ARTICLES OF ASSOCIATION  
OF  
INVEST KARNATAKA FORUM**

**I. Interpretation:**

1. In the interpretation of these Articles of Association, unless the context requires otherwise, the following terms and expressions shall have the same meaning ascribed to them below:
  - (a) “**Act**” means the Companies Act, 2013 read with the rules framed there-under or the Companies Act, 1956 to the extent applicable or any statutory modification or re-enactment thereof;
  - (b) “**AGM**” means the annual general meeting of the Members convened and held in accordance with the Act and these Articles;
  - (c) “**Applicable Law**” includes the Act and all statutes, enactments, acts of legislature, laws, ordinances, rules, byelaws, regulations, notifications, guidelines, policies, directions, directives and orders of any Governmental Authority, court, tribunal, board or stock exchange recognised by any Governmental Authority in India;
  - (d) “**Articles**” mean these articles of association of the Company, as amended from time to time;
  - (e) “**Auditors**” means the statutory auditor of the Company appointed in accordance with the Act and these Articles;
  - (f) “**Board**” means the board of Directors;
  - (g) “**Board Meeting**” means the meeting of the Board;
  - (h) “**Company**” means the section 8 Government of Karnataka Company by name “*Invest Karnataka Forum*”;
  - (i) “**CEO**” means the Chief Executive Officer to be appointed by the Board based on proven management and administrative skills through global search and he would be ex-officio member of the Board.



- (j) “**Director**” means a director of the Company;
- (k) “**EGM**” means the extraordinary meeting of the Members convened and held in accordance with the Act and these Articles;
- (l) “**Executive Management**” means a group of 5 members led by the CEO to oversee the day to day function of the Company;
- (m) “**Financial Year**” means a financial year of the Company, which shall be the period commencing on 1<sup>st</sup> of April of a calendar year and ending on 31<sup>st</sup> of March of the immediately following calendar year;
- (n) “**General Meeting**” means an AGM or an EGM;
- (o) “**Governmental Authority**” means any governmental or statutory authority, government department, any state or other instrumentality or political subdivision thereof (including any district or city), and any entity exercising executive, legislative, judicial, military, regulatory or administrative functions of India;
- (p) “**Member**” means a person who evinces interest in availing the services of the Company by paying ‘membership fee’ as decided by the Board from time to time;
- (q) “**Membership Certificate**” means a certificate issued to ‘subscribed members’ which can be transferred or transmitted to keep the Company as a perpetual entity.
- (r) “**Person**” includes any natural person, limited or unlimited liability company, corporation, general partnership, limited partnership, proprietorship, trust, union, association, court, tribunal, agency, government, ministry, department, commission, self-regulatory organisation, arbitrator, board, or other entity, enterprise, authority, or business organisation;
- (s) “**RoC**” means the Registrar of Companies in whose jurisdiction the **registered** office of the Company is situated.
- (t) “**Subscribed Member**” means a Person who is a subscriber to the Memorandum of Association and his / her subsequent replacements and the person who undertakes to contribute to the assets of the company in the event of its being wound up while he is a member or within 1 (one) year afterwards, for payments of the debt or liabilities of the Company contracted before he ceases to be a member and of the cost, charges and expenses of winding up, and for adjustment of the rights of the contributories among themselves

such amount as may be required not exceeding a sum of Rs.1000/- each, from time to time.

2. Unless the context otherwise requires, words or expressions contained in these regulations shall have the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

## **II. Guarantee Company:**

1. *The Company is limited by guarantee without share capital and therefore the Company does not have any share capital whether authorized or paid up.*
2. *No invitation shall be issued to the public to subscribe for any debentures of the Company.*

## **III. Members**

1. Subscribed Members:*The number of subscribed Members with which the Company proposes to be registered is 2 (Two) Members but the Board may, from time to time, whenever the Company or the business of the Company requires it, register an increase of Members according to the provisions of CA 2013 for a private limited Company.*
  - 1.1. *A person nominated by the GoK will become subscribed member. Any person from the Industry can apply for membership, which should be proposed and seconded by the existing members, but it can be rejected by the discretion of any two Directors, without an obligation of giving any reason for such rejection.*

- 1.2. *When an application for Membership is rejected the applicant is debarred from making a fresh application within [12 (twelve) months] from the date of rejection of such application.*
2. *Members: It shall be open to the Company to admit as its Member, any Person that conforms to the eligibility criteria and minimum standards of business practice and professional skills prescribed by the Company for the purpose from time to time, and agrees to pay the prescribed Membership fees of the Company as may be laid down.*
3. *Application for Membership:*
  - 3.1 *The admission of a Person as a Member shall be introduced by any one of the existing members or in any manner / discretion of the management of the Company.*
  - 3.2 *The application for Membership shall be in writing and signed by the Person and his introducer.*
  - 3.3 *The application shall be sent to the registered office of the Company together with the necessary fees as prescribed by the Board from time to time. Membership application received would be considered by the Board in accordance with the procedure which may be laid down from time to time.*
  - 3.4 *The Board may from time to time determine the various types of Membership categories, eligibility criteria, subscription procedure for the same, bye laws and code of conduct for Members and such other rules and regulations as may be required.*
4. *Membership Fees:*
  - 4.1 *Every Member of the Company will have to pay a one-time Membership fee and an annual Membership fee or such other revised fee as may be determined by the Board from time to time.*
  - 4.2 *Every Member of the Company shall pay the annual Member fees within 30 (thirty) days of the commencement of the new Financial Year.*

- 4.4 *The billing and the renewal notice shall be sent to the Member 1 (one) month before the end of the Financial Year.*
5. *Cessation Of Membership:*
- 5.1 *A Member shall cease to be a Member:*
- 5.1.1 *On submitting resignation from Membership in writing;*
- 5.1.2 *On becoming insane or insolvent;*
- 5.1.3 *On being convicted for any offence in connection with the formation, promotion, management and/or conducting the affairs of the Company or any offence involving moral turpitude;*
- 5.1.4 *On death;*
- 5.1.5 *On failure to pay the Membership fees due to the Company within a period of 2 (two) calendar months after the same shall have become due;*
- 5.1.6 *If any statement contained in the application for Membership given was found subsequently at any time, after being selected as Member, to be incorrect or that any material particular was omitted, such application of the Membership is required to be proposed and seconded again;*
- 5.1.7 *If the Member being a limited company, partnership, corporation or institution is wound up or dissolved;*
- 5.1.8 *If his/her/its acts or behavior are detrimental to the interest of the Company, his/her/its Membership can be cancelled by the Board and such cancellation shall be confirmed at the meeting of the Members. However, the Member will be given opportunity to represent his case to the Members present at the meeting of the Members called for the purpose;*
6. *Consequences of Cessation of Membership:*
- 6.1 *A Person ceasing to be a Member shall nevertheless remain liable for and shall pay to the Company all monies which at the time of the cessation may be due to the Company.*

**IV. General meetings**

1. All general meetings other than annual general meeting shall be called extraordinary general meeting.
2. The Board may, whenever it thinks fit, call an extraordinary general meeting.
3. If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

**V. Proceedings at general meetings**

1. No business shall be transacted at any general meeting unless a quorum of subscribed members is present at the time when the meeting proceeds to business.
2. Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.
3. The Chairperson of the Board shall preside as Chairperson at every general meeting of the company.
4. If there is no such Chairperson, or if he/she 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 directors present shall elect one of their subscribed members to be Chairperson of the meeting.
5. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their subscribed members to be Chairperson of the meeting.

**VI. Adjournment of meeting**

1. The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.
2. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

3. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
4. Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

## VII. Voting rights

1. Every subscribed member shall have one vote.
2. Provisions relating to Proxy will not apply to this Company. Subscribed members alone can act as proxies.
3. A subscribed member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
4. Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.
5. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the 'interest in membership' in respect of which the proxy is given:
6. **Provided** that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.
7. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
8. Any business other than that upon which a poll has been demanded may be preceded with, pending the taking of the poll.
9. **Annual Meeting of "members" other than subscribed members:**
  - i. The Board will convene every year a meeting to which members other than 'subscribed members' will be called.

- ii. No member shall be entitled to attend the general meeting unless all sums presently payable by him to the company have been paid.
- iii. The Chairperson or in the absence of Chairperson, any of the Board Member will conduct the proceedings of the meeting to place before the members the Annual Report and the audited financials.
- iv. The members will discuss the Industry and business related matters in their meeting.

### **VIII. Board of Directors**

1. There shall be minimum 2 (two) and maximum 9 (nine) Directors on the Board of the Company. The composition of Board of Directors will be as under:
  - (a) The Honorable Minister of Large & Medium Industries, Government of Karnataka will be the Chairman and chair all kinds of meetings;
  - (b) An industry leader nominated by the Government of Karnataka will be the co-chairperson;
  - (c) Two Directors from Government of Karnataka;
  - (d) Four Directors from Industry.
  - (e) The CEO to be appointed by the duly constituted Board will be the ex-officio Director of the Board.
2. The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them. The following will be the first Directors of the Company:
  - (i) Sri D V Prasad, IAS, having DIN- 01280303
  - (ii) Sri Gaurav Gupta, IAS, having DIN- 02184763
3. In pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them –
  - (a) In attending and returning from meetings of the Board of directors or any committee thereof or general meetings of the company; or

(b) In connection with the business of the company.

## **IX. Proceedings of the Board**

1. The Board of directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit, subject to compliance of the provisions of the CA 2013 relating to convening of Board Meetings.
2. A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.
3. Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
4. In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
5. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.
6. The Hon'ble Minister of Large and Medium Industries, GOK, will be the Chairperson of all kinds of meetings.
7. An Industry leader nominated by the Government of Karnataka will be co-chairperson of all kinds of meetings;
8. In the absence of Chairperson, a Director representing GOK authorised by him/her or any other Directors will be elected as Chairperson of the meeting.
9. The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.
10. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
11. A committee may elect a Chairperson of its meetings.
12. A committee may meet and adjourn as it thinks proper.



13. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the chairman shall have a second or casting vote.
14. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be as valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

**X. Duties of the Directors:**

1. *Subject to the provisions of the Act, the Directors shall act under the supervision of GoK and in accordance with these Articles;*
2. *A Director shall act in good faith in order to promote the objects of the Company for the benefit of its Members as a whole, and in the best interests of the Company, its employees, the Members, the community and for the protection of environment;*
3. *A Director shall exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment;*
4. *A Director shall not be involved in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company;*
5. *A Director shall not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such Director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the Company;*
6. *A Director shall not assign his office and any assignment so made shall be void.*

**XI. Books of Accounts:**

1. *The Books of Account will be kept at the registered office or at such other place in India as the Directors think fit and will be open to inspection by any Director or Member during business hours, as per the provisions of the Act.*

**XII. Audit:**

1. *The Books of Account shall be examined and the correctness of the financial Statements determined by the Auditors at least once every year.*

**XIII. Appointment of Auditors:**

1. *The first Auditors shall be appointed by the Board within 30 (thirty) days from the date of incorporation of the Company and in case of failure of the Board to*

*appoint such Auditor, it shall inform the Members, who shall within 90 (ninety) days, at an EGM appoint such Auditor and such Auditor shall hold office until the conclusion of the first AGM.*

2. *Subject to the provisions of the Act, the Company shall at the first AGM appoint an individual or a firm as an Auditor who shall hold office from the conclusion of that meeting till the conclusion of next AGM and will be reappointed according to the options available in the Act of 2013.*

**XIV. Auditor's Report:**

1. *The Auditor's report shall be read before the Company in a General Meeting and shall be open to inspection by any Member of the Company.*

**XV. Operation of Bank Accounts:**

1. *The Board will have the power to open bank accounts, and may authorise Director(s) or any other authorised person to sign cheques on behalf of the Company and to receive payments, make endorsements, draw and accept negotiable instruments, hundies and bills or may authorise any other persons to exercise such powers.*

**XVI. General authority:**

1. *Wherever in the Act it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorised by its Articles, then, and in that case, this regulation hereby authorises and empowers the Company to have such right, privilege or authority and to carry such transaction as has been permitted by the Act without there being any specific regulation in that behalf therein provided.*

**XVII. Notices and Documents:**

1. *Any notice and other communication provided for in these Articles shall be in writing and shall be first transmitted by electronic means either by e-mail or facsimile telecommunication and then confirmed by internationally recognized courier service or registered mail, in the manner as selected by the party giving such notice, addressed to such person and on such address of the receiving party as such receiving party may have informed in writing. Any Member may, from time to time, change its address or representative for receipt of notices provided for in these Articles by giving to the other parties not less than 30 (thirty) days prior written notice.*
2. *All notices shall be deemed to have been validly given on: (a) the Business Day immediately after the date of transmission with confirmed answer back, if transmitted by facsimile transmission; or (b) the Business Day of receipt, if transmitted by courier or registered airmail; or (c) by hand delivery; or (d) any other mode that Companies Act, 2013 recognises from time to time.*
3. *Any document or notice to be served or given by the Company may be signed by the Secretary or a Director or some person duly authorised by the Board.*
4. *Notices to the Company shall be sent to the registered office of the Company.*

**XVIII. Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer**

1. Subject to the provisions of the Act, –
  - (a) A Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it thinks fit; and any chief Executive Officer, Manager, Company Secretary or Chief Financial Officer so appointed may be removed by means of a resolution of the Board.

**XIX. The Seal:**

1. It is optional to have 'common seal' as provided in the Companies Act, 2013. If Board decides to have it, the Board shall provide for the safe custody of the seal.
2. If Board decides to have it, the seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

**XX. Indemnity:**

1. *Every officer of the Company 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 which relief is granted to him by the court or the Tribunal.*

**XXI. Winding Up:**

1. *In all respects the winding up proceedings of the Company when taken up shall be governed by applicable provisions of law.*

We, the several persons whose names, addresses, descriptions and occupations are herewith subscribed are desirous of being formed into a company not for profit, in pursuance of this Memorandum of Association:

SL. No.	Names, Addresses, Descriptions of the Subscribers	Photo & Signatures of the Subscribers	Name, Address, Occupation of the Witness to the Signature
1.	Sri D.V. Prasad, IAS., Additional Chief Secretary to Govt., Commerce & Industries Department, Room No. 107, 1st Floor, Vikasa Soudha, Bengaluru - 560 001		
2.	Sri Gaurav Gupta, IAS., Commissioner for Industrial Development and Director, Industries & Commerce, 2 <sup>nd</sup> Floor, Khanija Bhavan, Race Course Road, Bengaluru - 560 001.		

\*\* End \*\*