

Articles of Association

DIGITAL INDIA CORPORATION

(formerly Media Lab Asia)

[CIN : U72900MH2001NPL133410]

A Company Limited by Guarantee under Section 8 of Companies Act 2013
(incorporated under section 25 of Companies Act 1956)

THE COMPANIES ACT, 2013

ARTICLES OF ASSOCIATION

of

DIGITAL INDIA CORPORATION¹

(CIN-U72900MH2001NPL133410)

(Incorporated under Section 25 of the Companies Act, 1956)

A COMPANY LIMITED BY GUARANTEE AND HAVING NO SHARE CAPITAL

PRELIMINARY

1. Save as hereinafter provided, the Regulations contained in Table 'H'² in Schedule I to the Companies Act, 2013³ as amended up-to-date and the other provisions of the Act shall apply to **Digital India Corporation** and constitute its regulations except insofar as they are hereinafter impliedly or expressly excluded, modified or varied.

INTERPRETATION

2. (a) In the construction of these Articles unless inconsistent with the context, the words or expressions given herein-below shall have the following meaning:

“The Act” means the Companies Act, 2013⁴ and includes any statutory modification or re-enactment thereof for the time being in force.

“Board” Board of Directors” means the meetings of the Directors duly called and constituted or, as the case may be, the Directors assembled at a Board Meeting or the requisite number of Directors entitled to pass a circular resolution in accordance with these Articles.

¹ Name of the Company has been changed from Media Lab Asia to “Digital India Corporation” with effect from 8th September, 2017.

² Reference of Table “C” has been changed to “H” as per the Companies Act, 2013 as the Company is limited by Guarantee and not having share capital.

³ and ⁴ –cross reference of the Act has been changed from the Companies Act, 1956 to the Companies Act, 2013.

“**Chairman**” means the Chairman, for the time being, of the Board.

“**The Company**” means **Digital India Corporation**.

“**The Committee**” means a committee duly constituted under these Articles.

“**Deputy Chairman**” means the Deputy-Chairman, for the time being of the Board.⁵

“**The Directors**” means the Directors for the time being of the Company.

“**The Managing Director**” means the Managing Director or Managing Directors of the Company for the time being.

“**Member**” means a member admitted as member of the Company for the time being including members who are subscribers to the Memorandum of Association and Articles of Association.

“**Month**” means the English calendar month.

“**The Office**” means the Registered Office of the Company for the time being.

“**Ordinary Resolution**” and “**Special Resolution**” shall have the meanings assigned thereto respectively by Section 114⁶ of the Act.

“**These presents**” means the Memorandum of Association and these Articles of Association as originally framed or the regulations of the Company for the time being in force.

“**Proxy**” includes an attorney duly constituted under a power of attorney to vote for a Member at a general meeting or poll.

“**Seal**” means the common seal for the time being of the Company.

“**Secretary**” means the secretary of the Company as appointed by the Board from time to time.

“**Vice Chairman**” means the Vice Chairman, for the time being, of the Board

“**Year**” means a calendar year.

“**In writing**” and “**written**” shall include printing, lithography or part printing and part lithography and any other mode or modes of representing or reproducing words in a visible form.

- (b) Subject as aforesaid and except where the subject or context otherwise requires, words or expressions contained in these Presents shall bear the same meaning as in the Act or any statutory modification thereof in force.

⁵ Inserted vide Special Resolution passed through Ballot process on 31st August, 2017.

⁶ Replaced old Section 189 with the New Section 114 under the Companies Act, 2013.

- (c) The words imparting the singular number shall include the plural number and vice versa and words imparting the masculine gender shall also include the feminine gender and vice versa.
- (d) Words imparting persons shall include bodies corporate.
- (e) Headings are inserted for convenience and shall not affect the construction of any of the provisions hereof.

MEMBERS

- 3. The Company shall have Members who have subscribed to the Memorandum and Articles of Association. Further, the Board of Directors of the Company may, from time to time, admit new Members whenever the Company or the business of the Company requires so, subject to a maximum of 210⁷ members.

GENERAL MEETING

- 4. A general meeting may be called by giving not less than fourteen (14) days clear notice in writing. The Annual General Meeting shall be held every year provided that, not more than fifteen (15) months shall elapse between the date of an Annual General Meeting and that of the next.

Provided, however, that any general meeting may be called by giving to the Members notice of seven clear days or a shorter notice if consent thereto is given by Members in accordance with the provisions of Section 102⁸ of the Companies Act, 2013.

- 5. Every notice of the meeting shall specify the place and the day and hour of the meeting and shall contain a statement of the business to be transacted thereat. Where any business consists of 'special business' under the provisions of the Act, there shall be annexed to the notice a statement complying with Section 102⁹ of the Act.
- 6. Notice of every meeting of the Company shall be given to every Director and Member of the Company and to the Auditors of the Company.
- 7. Where any resolution is intended to be passed as a Special Resolution at any general meeting as required by Section 114¹⁰ of the Act, notice of such meeting specifying the intention to propose the resolution as a Special Resolution shall be served.
- 8. The Board may, whenever it thinks fit, call an extraordinary general meeting.

⁷ Altered vide Special Resolution passed through Ballot process on 31st August, 2017 and approved by the Registrar of Companies on 8th September, 2017.

⁸ Replaced old Section 171 with New Section 102 of the Companies Act, 2013.

⁹ Replaced old Section 173(2) and 173(3) with New Section 102 of the Companies Act, 2013.

¹⁰ Replaced old Section 189(2) with New Section 114 of the Companies Act, 2013.

9. If at any time sufficient number of directors capable of acting and sufficient in number to form a quorum are not present in 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.

PROCEEDINGS AT GENERAL MEETINGS

10. The ordinary business of an annual general meeting shall be to receive and consider the Profit and Loss Account, the Balance Sheet and the Reports of the Directors and of the Auditors, to appoint Directors and to appoint Auditors and fix their remuneration. All other business transacted at an annual general meeting and all business transacted at any other general meeting shall be deemed to be special business.
11. No business shall be transacted at any general meeting unless a specified quorum of Members is present at the time when the meeting proceeds to transact business. Save as herein otherwise provided, five (5) Members present in person shall be the quorum or through a duly authorised representative, in case of a Member which is a company.
12. Every Director of the Company shall have the right to attend any meeting of the Company and also to take part in the discussion.
13. The Chairman, if any, of the Board shall preside as Chairman at every general meeting of the Company.
14. If there is no such Chairman or if he is not present within fifteen (15) minutes after the time appointed for holding the meeting or is unwilling to act as Chairman of the meeting, the Directors present shall elect one of the Directors to be the Chairman of the meeting.
15. If at any meeting no Director is willing to act as Chairman or if no Director is present within fifteen (15) minutes after the time appointed for holding the meeting, the Members present shall choose one of the Members to be Chairman of the meeting.
16. (a) If within half an hour from the time appointed for holding the meeting, a quorum is not present, the meeting, if called upon the requisition of Members, shall be dissolved.

(b) In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Board may determine.

(c) If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present shall be a quorum.

17. (a) The Chairman 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.

(b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(c) 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.

(d) Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
18. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second or casting vote.
19. Any business other than that upon which a poll has been demanded may be preceded with, pending the taking of the poll.

VOTES OF MEMBERS

20. Every Member shall have one vote.
21. A Member of unsound mind who has been declared as such by a competent Court may be represented in a 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.
22. (a) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

(b) Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.

23. Where a Company or a body corporate is a Member of the Company (hereinafter called "Member Company"), a person, duly appointed by resolution in accordance with the provisions of Section 113¹¹ of the Act to represent such Member Company at a meeting of the Company, shall not, by reason of such appointment, be deemed to be a proxy, and the lodging with the Company at the office or production at the meeting of a copy of such resolution duly signed by one Director or the Company Secretary or any other authorised representative of such Member Company and certified by him as being a true copy of the resolution shall be accepted by the Company as sufficient evidence of the validity of his appointment. Such a person shall be entitled to exercise the same rights and powers, including the right to vote by Proxy on behalf of the Member Company which he represents, as that Member Company could exercise if it were an individual Member.
24. The instrument appointing a Proxy shall be in writing under the hand of the appointee or his Attorney duly authorised in writing or if such appointee is a body corporate under its common seal or the hand of its Director, or the Company Secretary or any other authorised representative. A Proxy who is appointed for a specified meeting only shall be called a Special Proxy. Any other Proxy shall be called a General Proxy. A Special Proxy shall be valid only for the meeting to which it relates and it cannot be used for more than one meeting.
25. A person may be appointed as a Proxy though he is not a Member of the Company and every notice convening a meeting of the Company shall state this and that a Member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote instead of himself.
26. The instrument appointing a Proxy and the Power of Attorney or other authority (if any) under which it is signed or a notarized certified copy of that power or authority, shall be deposited at the Office not less than forty-eight (48) hours before the time for holding the meeting at which the person named in the instrument purports to vote in respect thereof and in default the instrument or Proxy shall not be treated as valid.
27. 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 authority under which the Proxy was appointed.

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 was present.

¹¹ Replaced old Section 187 with New Section 113 of the Companies Act, 2013

BOARD OF DIRECTORS

28. (a) The Company shall be managed by its Board of Directors. The number of Directors shall not be less than three (3) and not more than fifteen (15) or as decided by the Board, subjected to the provisions of the Companies Act, 2013¹².

(b) The first Directors of the Company shall be:

1. Shri Pramod Mahajan, (ex-officio, Minister, Information and Technology, Government of India)
2. Professor Nicholas Negroponte
3. Shri Rajeeva Ratna Shah (ex-officio, Secretary, Ministry of Information and Technology, Government of India)
4. Shri V. Ranganathan, (ex-officio, Chief Secretary, Government of Maharashtra)
5. Professor Alex Pentland

(c)

- (i) The Chairman of the Board shall be Hon'ble Minister of Electronics and Information Technology (ex-officio).¹³
- (ii) The Deputy- Chairman of the Board shall be Hon'ble Minister of State for Electronics and Information Technology (ex-officio).¹⁴
- (iii) Secretary, Ministry of Electronics and Information Technology, Government of India. (ex-officio).¹⁵
- (iv) Chief Secretary, Government of Maharashtra (ex-officio).¹⁶

Except for the four¹⁷ ex-officio Directors representing the Government of India and the State of Maharashtra, all Directors will serve in their private, individual capacities and not on behalf of any other organizations.

¹² Consequential changes in view of the enactment of the Companies Act, 2013.

¹³ Altered vide Special Resolution passed through Ballot process on 31st August, 2017 and approved by the Registrar of Companies on 8th September, 2017.

¹⁴ Altered vide Special Resolution passed through Ballot process on 31st August, 2017 and approved by the Registrar of Companies on 8th September, 2017.

¹⁵ Altered vide Special Resolution passed through Ballot process on 31st August, 2017 and approved by the Registrar of Companies on 8th September, 2017.

¹⁶ Altered vide Special Resolution passed through Ballot process on 31st August, 2017 and approved by the Registrar of Companies on 8th September, 2017.

¹⁷ Altered vide Special Resolution passed through Ballot process on 31st August, 2017 and approved by the Registrar of Companies on 8th September, 2017.

(d) The Directors shall continue in office on their own volition and at any time before the expiration of the period of office, may resign if such volition ceases, in which case the office of the Director so resigning shall stand vacated with effect from the date of such resignation.

29. The Company shall be managed by the Board of Directors who may exercise, by themselves or through Committees and/or Managing Director(s), all such powers of the Company as are not restricted by the Act or any statutory modification thereof for the time being in force or by these Articles, required to be exercised by the Company in a general meeting, subject nevertheless, to any regulations of these Articles, to the provisions of the Act, and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in a general meeting. Nothing shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.
30. The Directors shall be paid traveling and other expenses for attending and returning from meetings of the Board or Committee thereof (including hotel expenses) and any other expenses properly incurred by them in connection with the business of the Company. The Directors shall also be entitled to such sitting fees, if any, as may be determined by the Board of Directors from time to time.
31. Subject to the provisions of Sections 188¹⁸ and 184¹⁹ of the Act, no Director shall be disqualified from his office for contracting with the Company, nor shall any such contract entered into by or on behalf of the Company in which any Director shall be in any way interested be void, nor shall any Director contracting or being so interested be liable to account to the Company for any profit realized by any such contract by reason only of such Director holding that office or of the fiduciary relations thereby established but it is declared that the nature of his/her interest must be disclosed by him/her at the meeting of the Board at which the contract is determined if his/her interest then exists or in any other case, at the first meeting of the Board after he/she acquires such interest.
32. All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be by such person(s) in such manner as the Board shall from time to time by resolution determine.

¹⁸ Replaced old Section 297 with new Section 188 of the Companies Act, 2013

¹⁹ Replaced old Section 299 with new Section 184 of the Companies Act, 2013

33. Subject to the provisions of Section 161²⁰ of the Act, the Board may appoint any person to be an alternate Director to act for a Director (hereinafter called the original Director) during his absence for a period of not less than three (3) months from the State in which meetings of the Board are ordinarily held, but such alternate Director shall, ipso facto, vacate office if and when the original Director returns to the State in which the meetings of the Board are ordinarily held.
34. The Board shall have the power, at any time and from time to time, to appoint any person as Director in addition to the existing Directors so that the total number of Directors shall not at any time exceed the number fixed for Directors in these presents. Any Director so appointed shall hold office only until the next following annual general meeting, but shall be eligible thereat for re-election as Director.
35. The Company may, by ordinary resolution, of which special notice has been given in accordance with the provisions of Section 115²¹ of the Act, remove any Director including the Managing Director, if any, before the expiration of the period of his office, notwithstanding anything contained in these regulations or in any agreement between the Company and such Director.
36. If the Director appointed by the Company in a general meeting vacates office as a Director before his term of office expires in the normal course, the resulting casual vacancy may be filled by the Board, at a meeting of the Board, but any person so appointed shall retain his office so long only as the vacating Director would have retained the same if the vacancy had not occurred.
37. Section 164²² of the Act shall apply regarding vacation of office by Director. A Director shall also be entitled to resign from the office of Director from such date as he may specify while so resigning.

MANAGING DIRECTOR OR WHOLE TIME DIRECTOR

38. The Board may, from time to time, subject to the provisions of Section 196²³ of the Act, appoint one or more of the Directors to the office of the Managing Director or whole time Director for such period and on such terms as they think fit and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. Such appointment will be automatically terminated if the Director concerned ceases to be a Director.
39. The Managing Director shall be responsible for the day to day management of the Company.

²⁰ Replaced old Section 313 with new Section 161 of the Companies Act, 2013

²¹ Replaced old Section 190 with New Section 115 of the Companies Act, 2013

²² Replaced old Section 283 with New Section 164 of the Companies Act, 2013

²³ Replaced old Section 197A with New Section 196 of the Companies Act, 2013

40. The Board, subject to Section 179²⁴ of the Act, may entrust to and confer upon a Managing Director or whole time Director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit and either collaterally with or to the exclusion of their own powers and may, from time to time, revoke, withdraw or alter or vary all or any of such powers.

PROCEEDINGS OF BOARD

41. Quorum for Meetings of the Board

The quorum for a meeting of the Board of Directors of the Company shall be either eight (8) members or twenty five percent²⁵ of its total strength whichever is less provided that the quorum shall not be less than two members.²⁶

42. Resolutions by Circulation

A resolution not being a resolution required by the Act or by these Articles to be passed only at a meeting of the Board or a Committee of Directors, may be passed without the meeting of the Board or the Committee provided that the resolution has been circulated in draft together with necessary papers (through any mode including through electronic communication), if any, to all the Directors or to all the Members of the Committee then in India (not less than the quorum fixed for a meeting of the Board or committee, as the case may be) and to all other Directors or Members at their usual addresses in India, and has been approved by such of the Directors as then in India or by a majority of such of them as are entitled to vote on the resolution.

43. Meetings of the Board through Electronic Communications

Subject to provisions of Sections 173 and 174²⁷ of the Act, , a Director may participate in and vote at a meeting of the Board by means of a telephone, video conferencing or similar communications equipment which allows all persons participating in the meeting to hear each other and record the deliberations. Where any Director participates in a meeting of the Board by any of the means above, the Company shall ensure that such Director is provided with a copy of all documents referred to during such Board meeting atleast two days prior to the commencement of this Board meeting. The quorum requirements for meetings of the Board as provided in Article 41 shall be applicable to any meeting of the Board in terms of this Article 43.

²⁴ Replaced old Section 292 with New Section 179 of the Companies Act, 2013.

²⁵ Consequential alteration in accordance with the provisions of Section 174 of Companies Act, 2013.

²⁶ Consequential alteration in accordance with the provisions of Section 174 of Companies Act, 2013.

²⁷ Consequential alteration in accordance with the provisions of Section 174 of Companies Act, 2013.

44. Preparatory Meetings and Discussions of the Board

- a) In the absence of applicable law permitting the participation of Directors in meetings of the Board otherwise through physical presence, the Board or its members, may from time to time decide to conduct discussions through audio conferencing, video conferencing or net conferencing and Directors shall be allowed to participate from multiple locations through modern communication equipments for ascertaining the views of such Directors as have indicated their willingness to participate by audio conferencing, video conferencing or net conferencing, as the case may be.
 - b) The rules and regulations for the conduct of the meetings of the Board, including for matters such as quorum, notices for meeting and agenda, as contained in these Articles or in the Act, insofar as applicable, shall apply to discussions through audio conferencing, video conferencing or net conferencing, as the case may be.
 - c) Upon the discussions being held by audio conferencing, video conferencing or net conferencing, as the case may be, the Chairman or the Secretary shall record the deliberations and get confirmed the views expressed, pursuant to a circular resolution or by a subsequent meeting of the Directors to reflect the decision of all the Directors participating in such discussions.
 - d) Unless overridden by a resolution approved by a majority of the total strength of the Board at a subsequent meeting of the Board or by a resolution by circulation, any decision taken by a majority of the Directors participating in the discussions held by audio conferencing, video conferencing or net conferencing, as the case may be, shall not be reversed by the Board.
- 45 Subject to the provisions of Section 173²⁸ of the Act, a meeting of the Board shall be held at least once in every six (6) calendar months. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit.
- 46 Notice of every meeting of the Board of Directors of the Company shall be given in writing, including by facsimile, to every Director of the Company at his usual address and telecopier number or at the address and telecopier number intimated to the Company by a Director in the event of such Director being accessible at his usual address and telecopier number.
- 47 Every notice convening a meeting of the Board of Directors shall set out the agenda of the business to be transacted thereat in full and sufficient detail provided that with the unanimous consent of all the Directors present, any item of business not included in the agenda can be transacted at the meeting.

²⁸ Replaced old Section 285 with New Section 173 of the Companies Act, 2013

- 48 Subject to the foregoing, the Managing Director or a Director or a Secretary upon the requisition of Director(s), may at any time convene a meeting of the Board.
- 49 The vote of a majority of the Board present at a meeting duly called at which a quorum is present shall be required for any act or decision of the Board.
- 50 A meeting of the Board for the time being, at which a quorum is present, shall be competent to exercise all or any of the authorities, powers and discretion by law or under these Articles and regulations for the time being vested in or exercisable by the Board.
- 51 The Directors may elect a Chairman and Vice Chairman of the Board from amongst the Directors and determine the period for which he is to hold office. If at any meeting the Chairman is not present within five (5) minutes of the time appointed for holding the same or is unwilling to preside, the Vice-Chairman shall be the Chairman of such meeting. If neither the Chairman nor the Vice Chairman is present within five (5) minutes of the time appointed for holding the same or is unwilling to preside, the Directors present may choose a Director to be the Chairman of such a meeting.
- 52 (a) Save as otherwise expressly provided in this Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
- (b) In case of an equality of votes, the Chairman shall have a second or casting vote.
- 53 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.
- 54 (a) The Board may, subject to the provisions of the Act, delegate any of its powers to a Committee or Committees consisting of members of the Board and non-members, as decided by the Board.
- (b) Any Committee so formed shall, subject to the overall superintendence and control of the Board, exercise the powers so delegated to them by the Board. They shall in the exercise of the powers, conform to the terms and conditions of the appointment of such committee and perform the functions and duties in accordance with the authority conferred on them.
55. (a) A Committee may elect a chairman of its meetings.
- (b) If no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their number to be chairman of the meeting.

56. (a) A Committee may meet and adjourn as it thinks proper.
- (b) 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 of the Committee shall have a second or casting vote. The minimum quorum of any committee shall be two members, except where the Board has delegated any of its functions to a single person committee.
57. All acts done by any meeting of the Board or of a Committee thereof, or by any person acting as a Director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such Directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such Director or such person had been duly appointed and was qualified to be a Director.

POWERS AND DUTIES OF DIRECTORS

58. Subject to provisions of the Act and these presents, the Board shall have power of general direction, management and superintendence of the business of the Company with full powers to do all such acts, matters and things deemed necessary, proper or expedient for carrying on the business of the Company, and to make and sign all such contracts and to draw and accept on behalf of the Company all such bills of exchange, hundis, cheques, drafts and other Government papers and instruments that shall be necessary, proper or expedient, for the authority and direction of the Company except only such of them as by the Act or by these presents are expressly directed to be exercised by Members in the general meeting.

THE SEAL

59. The Company shall have a common seal and the Board shall provide the safe custody thereof. The Seal shall not be applied 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 in the presence of one Director or such other person as the Board may appoint for the purpose, and such Director or other person aforesaid shall sign every instrument to which the Seal of the Company is so affixed in his presence.

INDEMNITY

60. Subject to Section 197²⁹ of the Act, every Director, officer or agent for the time being of the Company shall be indemnified out of the assets of the Company against any liability, cost or expense incurred by him in defending any proceedings (including attorneys' fees and expenses), whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 463³⁰ of the Act in which relief is granted to him by the Court. The Directors of the Company shall be indemnified by the Company in the ordinary course of acting as Directors and for all acts done by them in good faith.
61. Wherever in the said 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 to carry out such transaction as has been permitted by the Act, without there being any specific regulation in that regard herein provided.

MANAGER OR SECRETARY

62. (a) A manager or secretary may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any manager or secretary so appointed may be removed by the Board.
(b) A Director may be appointed as manager or secretary.
63. A provision of the Act or these regulations requiring or authorising anything to be done by or to a Director and the manager or secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the manager or secretary.

TRANSITORY PROVISIONS

64. Immediately upon the incorporation of the Company and in the absence of the Managing Director there shall be a Committee whose terms shall be one year or sooner as determined by the first meeting of the Board to look after the day to day management of the company and which shall consist of the following persons:
1. Prof. Alex Pentland
 2. Prof. Sanjay G. Dhande
 3. Shri. S. Ramakrishnan

²⁹ Replaced Old Section 201 with the New Section 197 of the Companies Act, 2013

³⁰ Replaced Old Section 633 with the New Section 463 of the Companies Act, 2013.

4. Dr. Michale Best

Prof. Sanjay G Dhande, Shri S. Ramakrishnan and Dr. Michale Best are not directors of the Company.

65. Subject to the provisions of the Act, till the first meeting of the Board of Directors, the Managing Committee as described in Article 64 shall exercise such powers and authorities required to set up the activities and establish the business of the Company with full powers to do all such acts, matters and things deemed necessary, proper or expedient for carrying on the business of the Company.
66. The Board shall determine whether the interim Managing Committee is to continue and the Board shall delegate or curtail such powers and functions of the Managing Committee as it may deem fit. The Board may decide to confirm a longer term for the Managing Committee and may decide upon its powers and functions from time to time. Subject to the superintendence and control of the Board, the Managing Committee shall function in accordance with the provisions of these presents. All members of the Managing Committee from time to time constituted shall serve in their individual capacities on behalf of the Company and not as representatives of any organization.
67. In the event that at any time, the Board determines that there shall be appointed a Managing Director and a Managing Committee simultaneously, the Board shall determine the delineation and extent of powers of the Managing Director and the Managing Committee, so as to avoid conflict of powers and functions as far as possible.

WINDING UP

68. The Company shall be wound up voluntarily whenever a special resolution is passed requiring the Company to be wound up and Clause X of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

69. ** EXECUTIVE COMMITTEE

**deleted vide special Resolution passed by the members on 29th September, 2003 & alterations were approved by the Regional Director vide letter No.RD:19/25(8)/10/2003/7056 dated 21st October, 2003.

We, the several persons whose names and addresses are subscribed below, are desirous of being formed into a company not-for-profit in pursuance of this Articles of Association:

Names, Addresses, Descriptions and Occupations of Subscribers	Signature of Subscribers	Signature, Names, Addresses, Description and Occupation of Witness
1. Rajeeva Kabra Shah Secretary Govt of India Ministry of Info Technology New Delhi	<i>Rajeev</i>	I WITNESS THE SIGNATURES OF ALL THE SIGNATORIES.
2. Dr. A.K. Chakravarti Advisor, Ministry of Information Technology Govt. of India, New Delhi	<i>A.K. Chakravarti</i>	
3. P. Lalitha Narayanan Joint Secy to Govt of India Ministry of Information Technology	<i>P. Lalitha</i>	
4. Anubir Kaur Singh Joint Secretary Ministry of Information Technology	<i>Anubir</i>	
5. Ravi Prakash Sinha Principal Advisor Planning Commission New Delhi Govt of India.	<i>Ravi Prakash</i>	
V. RANGANATHAN Chief Secretary Govt of Maharashtra	<i>V. Ranganathan</i>	<i>Uday Vats</i> (ACS-14514)
Member, Shrihari Bhandari State Bank of India, Mumbai 400-035	<i>Shrihari</i>	UJANG VATS %o. BHURE LAL 67, LODHI ESTATE NEW DELHI-3

Dated this 30 day of June, 2001

Place: Mumbai