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ABSTRACT

Micro, Small and Medium Enterprises Department – Tamil Nadu Startup Innovation Policy 2018 – 2023 – Formation of Tamil Nadu Startup and Innovation Mission (TANSIM) as a Company under Section 8 of the Companies Act, 2013 - To carry out the objectives and programmes of the Tamil Nadu Startup and Innovation policy – Orders - Issued.

MICRO, SMALL AND MEDIUM ENTERPRISES (A) DEPARTMENT

G.O. (Ms.) No.08

Dated: 29.01.2021

சார்வரி வருடம், தை 16

திருவள்ளூர் ஆண்டு 2052

Read:

1. G.O.(Ms.) No.07, Micro, Small and Medium Enterprises (D2) Department, dated 22.01.2019.
2. G.O.(Ms.) No.47, Micro, Small and Medium Enterprises (D2) Department, dated 15.07.2019.
3. G.O.(Ms.) No.49, Micro, Small and Medium Enterprises (D2) Department, dated 18.06.2020.
4. G.O.(Ms.) No.77, Micro, Small and Medium Enterprises (A) Department, dated 02.12.2020.
5. From the Principal Secretary / Director, Entrepreneurship Development and Innovation Institute – Tamil Nadu letter No.431/TANSIM/2019, dated 17.12.2019.
6. From the Director, Entrepreneurship Development and Innovation Institute – Tamil Nadu Letter No.PMO/48/2020/EDII-TANSIM, dated 21.09.2020 and 16.11.2020.

ORDER:

In the Government Order first read above, the Government have approved Tamil Nadu Startup and Innovation Policy 2018-2023 based on the announcement made by the Hon'ble Chief Minister under Rule 110 on the Floor of the Assembly on 13.06.2018 and also nominated Entrepreneurship Development and Innovation Institute – Tamil Nadu as nodal agency to

implement the Startup and Innovation policy through formation of the Tamil Nadu Startup and Innovation Mission (TANSIM) with an independent Officer and adequate staff to carry out the objectives and programmes of the policy.

2. In the Government Order second read above, orders have been issued for the constitution of the Tamil Nadu Startup and Innovation Council (TANSIL) headed by the Chief Secretary to review the implementation of the policy and in the Government Order third read above, orders have also been issued framing the guidelines for Tamil Nadu Startup Seed Grant Fund (TANSEED) Scheme.

3. To implement the above said Government Orders, Government nominated the Director, Entrepreneurship Development and Innovation Institute – Tamil Nadu as the Mission Director of Tamil Nadu Startup and Innovation Mission (TANSIM) in the Government Order fourth read above, to initiate necessary action for the establishment of the Tamil Nadu Startup and Innovation Mission (TANSIM) and also continue to implement the schemes / works pertaining to Startups in the State under Startup and Innovation Policy till the establishment of Tamil Nadu Startup and Innovation Mission (TANSIM) as a company under Section 8 of the Company Act, 2013.

4. The Principal Secretary/Director, Entrepreneurship Development and Innovation Institute – Tamil Nadu in his letter fifth read above has sent proposal to Government for constitution of the Tamil Nadu Startup and Innovation Mission (TANSIM) as a Company under Section 8 of the Companies Act, 2013 along with suggested members of its Board with its powers and functions as given below:-

Functions of TANSIM:

- a) TANSIM will oversee the Tamil Nadu Startup and Innovation Policy and act as a support centre for Startups and stakeholders involved.
- b) It will serve as a network hub to synchronize collaborative effort and partnerships with reputed players in the Startup ecosystem.
- c) It would serve as a single point of contact for the entire Startup ecosystem and enable knowledge exchange and access to funding for Startups in the State.
- d) The Mission will work as a hub, using a hub-and-spoke model, for collaboration with Central Government, Departments and Agencies of the State Government, Indian and Foreign Venture Capital Funds, Angel Networks, Banks, Incubators, Legal Partners, Consultants, Universities & Colleges and R&D institutions.
- e) It will carry out any role assigned by the Tamil Nadu Startup and Innovation Council and the Board of Directors of Tamil Nadu Startup and Innovation Mission (TANSIM) in promoting Startups and Innovation in the State.

Board of Directors

The administration of the affairs of the Company, Tamil Nadu Startup and Innovation Mission is vested with the Board of Directors. The following officials shall be appointed as Ex-officio Directors of the Company, by virtue of their office in Government of Tamil Nadu and others:-

Sl. No.	Members	Designation
1	The Secretary to Government, Micro, Small and Medium Enterprises Department, Secretariat, Chennai - 600 009.	Chairperson
2	The Mission Director, Tamil Nadu Startup and Innovation Mission (TANSIM), Chennai - 600 032.	Mission Director
3	The Secretary to Government, Finance Department or his nominee, Secretariat, Chennai - 600 009.	Director
4	The Secretary to Government, Industries Department, Secretariat, Chennai - 600 009.	Director
5	The Secretary to Government, Higher Education Department, Secretariat, Chennai - 600 009.	Director
6	The Secretary to Government, School Education Department, Secretariat, Chennai - 600 009.	Director
7	The Secretary to Government, Information Technology Department, Secretariat, Chennai - 600 009.	Director
8	The Industries Commissioner and Director of Industries and Commerce, SIDCO Complex, Guindy, Chennai - 600 032.	Director
9	The Director, Entrepreneurship Development and Innovation Institute - Tamil Nadu, SIDCO Industrial Estate, Guindy, Chennai - 600 032.	Director
10	The Chief Operating Officer, IITM - Research Park, Chennai.	Director

The Ex-Officio Directors shall hold office of the Director in the Company, so long as they hold their office in the department / office stated above.

The following shall be the first Directors of the Company:-

Sl. No.	Members	Designation
1	Thiru Mangat Ram Sharma, I.A.S., Principal Secretary to Government, Micro, Small and Medium Enterprises Department, Secretariat, Chennai - 600 009.	Chairperson
2	Thiru. S Nagarajan, I.A.S., Mission Director, Tamil Nadu Startup and Innovation Mission (TANSIM), Chennai - 600 032.	Mission Director
3	Thiru S. Krishnan, I.A.S., Additional Chief Secretary to Government, Finance Department, Secretariat, Chennai - 600 009.	Director
4	Thiru N.Muruganandam, I.A.S., Principal Secretary to Government, Industries Department, Secretariat, Chennai - 600 009.	Director
5	Selvi Apoorva, I.A.S., Principal Secretary to Government, Higher Education Department, Secretariat, Chennai - 600 009.	Director
6	Thiru Dheeraj Kumar, I.A.S., Principal Secretary to Government, School Education Department, Secretariat, Chennai - 600 009.	Director
7	Thiru Hans Raj Verma, I.A.S., Additional Chief Secretary to Government (FAC), Information Technology Department, Secretariat, Chennai - 600 009.	Director
8	Tmt. Anu George, I.A.S., Industries Commissioner & Director of Industries and Commerce, SIDCO Complex, Guindy, Chennai - 600 032.	Director
9	Thiru S. Nagarajan, I.A.S., Commissioner, Entrepreneurship Development and Innovation Institute - Tamil Nadu, SIDCO Industrial Estate, Guindy, Chennai - 600 032.	Director
10	Thiru Rajendra Mootha, Chief Operating Officer, IITM - Research Park, Chennai.	Director

The First Directors shall hold office of the Director in the Company, so long as they hold the office in the department / office.

5. The Director, Entrepreneurship Development and Innovation Institute – Tamil Nadu has also furnished all the details of the main objects for which the Company has been established and the objects incidental and /or Ancillary to the attainment of the main objects and the activities of the Company like proceedings of the Meetings of Board, General Meetings and Appointment of Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer etc. in the draft Memorandum of Association and Articles of Association of Tamil Nadu Startup and Innovation Mission (TANSIM) to Government for approval.

6. In this connection, the Director, Entrepreneurship Development and Innovation Institute - Tamil Nadu has requested the Government to issue orders to register Tamil Nadu Startup and Innovation Mission (TANSIM) as a Company under Section 8 of the Companies Act, 2013 and also to approve the draft Memorandum of Association and Articles of Association of Tamil Nadu Startup and Innovation Mission (TANSIM) respectively.

7. After careful examination, the Government have decided to accept the proposal of the Director, Entrepreneurship Development and Innovation Institute – Tamil Nadu and accordingly issue orders permitting the Director, Entrepreneurship Development and Innovation Institute – Tamil Nadu to register Tamil Nadu Startup and Innovation Mission (TANSIM) as a Company under Section 8 of the Companies Act, 2013 to implement the Startup and Innovation Policy and to carry out the objectives and programmes of the policy and also approved the Memorandum of Association and Articles of Association of Tamil Nadu Startup and Innovation Mission (TANSIM) which are annexed to this Government Order as Annexure-I and Annexure-II respectively.

8. This order issues with the concurrence of Finance Department vide its U.O.No.3522/Finance(BPF)/2021, dated 27.01.2021.

(BY ORDER OF THE GOVERNOR)

**MANGAT RAM SHARMA
PRINCIPAL SECRETARY TO GOVERNMENT**

To

The Additional Chief Secretary to Government,
Finance Department, Chennai - 9.

All Additional Chief Secretaries/ Principal Secretaries / Secretaries to
Government, Secretariat, Chennai - 9.

The Industries Commissioner and Director of Industries and Commerce,
Thiru Vi Ka Industrial Estate,
Guindy, Chennai - 32.

The Director,
Entrepreneurship Development and Innovation Institute – Tamil Nadu,
Guindy, Chennai-32.

The Chief Operating Officer, IITM – Research Park, Chennai.

Copy to

The Chief Minister's Office, Chennai-9.

The Deputy Chief Minister's Office, Chennai-9.

The Special Personal Assistant to
Minister (Rural Industries), Chennai-9.

The Private Secretary to Chief Secretary to Government,
Chennai - 9.

The Senior Private Secretary to
Principal Secretary to Government,
Micro, Small and Medium Enterprises Department,
Chennai-9.

The Micro, Small and Medium
Enterprises (Budget) Department, Chennai-9.

The Finance (Ind.) Department, Chennai-9.

The Industries Department, Chennai - 9.

The Public (SC) Department , Chennai - 9.

The Law Department, Chennai - 9.

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**Sd/-
SECTION OFFICER**


SECTION OFFICER

ANNEXURE – I

To G.O.(Ms.) No.08, Micro, Small and Medium Enterprises (A)
Department, dated 29.01.2021

COMPANIES ACT, 2013
COMPANY LIMITED BY GUARANTEE WITHOUT
SHARE CAPITAL

MEMORANDUM OF ASSOCIATION
OF
TAMIL NADU STARTUP AND INNOVATION MISSION (TANSIM)

- I.** The name of the Company is "Tamil Nadu Startup and Innovation Mission (TANSIM)".
- II.** The Registered Office of the Company will be situated in the **State of Tamil Nadu.**

III.(A) The MAIN objects for which the Company is established are:

- (i) To foster, support and promote innovation culture and entrepreneurship and Startups across the State, enabling Tamil Nadu to become the 'knowledge capital and innovation hub' of India;
- (ii) To serve as a core organization of Government of Tamil Nadu to envision, strategize, develop, promote, facilitate, mentor, collaborate and network to support the startup ecosystem in the State;
- (iii) To identify, select and encourage potential Startups and provide necessary infrastructure facilities, fiscal and non-fiscal assistance in urban and rural areas to facilitate economic development and job creation.

(B) Objects Incidental and/or Ancillary to the attainment of the above Main Objects:

- (i) To construct, build, erect, establish, equip, fabricate, install, own and operate 'Incubation Centres, Innovation Centres and Fabrication Labs', providing incubation and testing facilities and to nurture budding startups to graduate into startups in sectors including but not limited to Transportation and Logistics, Electrical, Health Care and Bio Tech, Agriculture, Renewable energy, Climate change, Fintech, Textile, Information Technology (IT), Internet of Things (IoT), Artificial Intelligence (AI), Machine Learning (ML) and Software-as-a-Service (SaaS);
- (ii) To support Technology Business Incubators, Accelerators, etc., with a view to encourage technology startups and entrepreneurs;
- (iii) To support, encourage, guide, conduct or sponsor research to extend, sharpen and update the know-how in the field of Startup development and innovation;

- (iv) To facilitate data sharing and providing test beds for startups;
- (v) To conduct training programmes, seminars, workshops, conferences, etc. for any institution or groups of individuals directly or indirectly associated with policies and programmes of Startup and innovation promotion and development;
- (vi) To assist, partner, collaborate and co-operate with any other body as decided by the Board of Directors in furtherance of the objectives of Tamil Nadu Startup and Innovation Mission;
- (vii) To co-ordinate with various State, Central, foreign Governments, Public / Private Corporations, agencies at national and international level for effective implementation of the Tamil Nadu Startup and Innovation Policy and any related policies as decided by the Government then and there;
- (viii) To create necessary support system or infrastructure to undertake any Project / Assignments by the Central / State Government / Externally Aided Agencies as warranted under any Project / Mission;
- (ix) To disseminate information regarding the promotion and development of Startups and innovation through various channels and medium;
- (x) To maintain and run an up-to-date library, including a digital library and a documentation facility, audio visual aids and any other research and training instruments;
- (xi) To recruit, train and develop a pool of technical, managerial and administrative personnel including staff, employees, agents, etc. for the Company or any subsidiary, affiliate or group companies or any other company, firm or other person, particularly where such companies, firms or persons are engaged in any business related to the business of the Company;
- (xii) To employ, engage, appoint, retain or otherwise procure, secure or terminate the services of professionals, consultants, engineers, programmers, design consultants technicians, legal and financial advisors, or other experts and to imbibe innovative and modern management techniques in the functioning and businesses of the Company;
- (xiii) To retrench, lay-off, suspend, terminate the appointment of or dismiss Executive, Managers, Assistants, Support staff and other employees and to remunerate them at such rates as may be thought fit;
- (xiv) To acquire from any person, firm or body corporate, whether in India or elsewhere, technical information, know-how, processes, engineering, manufacturing and operating data, plans, lay-outs and blue-prints useful for the design, manufacture, erection and operation of plant and machinery required for the business of the Company and to acquire any

- grant or license and other rights and benefits in the foregoing matters and to enter into collaboration agreements, to employ and engage foreign technicians and to pay or remunerate such persons for the same, either in a lump-sum or by instalments or by way of fees or royalties or otherwise either in Indian Rupees or in foreign currencies;
- (xv) To develop and/or furnish to any person or body corporate whether in India or elsewhere, technical information, know-how, processes, engineering, manufacturing and operating data, plans, layouts and blue-prints useful for the design, manufacture, erection and operation of plant and machinery required for the business of the Company and to obtain remuneration thereof in any currency;
 - (xvi) To engage in testing, improving or seek to improve any patents rights inventions, discoveries, or information and /or systems, processes that would further the cause of Research and Development;
 - (xvii) To receive funds in the form of donation, subsidy, grants and loans in cash and /or in kind from State / Central Governments and Externally Aided Agencies for the promotion of startup ecosystem;
 - (xviii) To enter into agreement and arrangements with any Government or authorities, supreme, municipal, local or foreign or otherwise which may seem conducive to the Company's objects or any of them and to obtain from any of them any concession rights, grants, decrees, rights, powers, privileges, quotas, lease and licenses;
 - (xix) Subject to the provisions of the Act, to amalgamate with any other company or companies having objects altogether or in part similar to those of this Company;
 - (xx) To open one or more accounts of any kind with any Bank or Banks and to draw, accept, make and or discount and negotiate promissory notes, hundies, bills of exchange, bills of lading and other negotiable instruments connected with the business of the Company;
 - (xxi) To incur debts for the conduct of any business of company and to purchase or hire goods, material or machinery on credit or otherwise for any business or purpose of the Company ;
 - (xxii) To create any Depreciation Fund, Reserve Fund, Sinking Insurance Fund, or any other Special Fund, whether to provide for depreciation or for repairing, improving, extending or maintaining any of the property of the Company, or for any other purpose conducive to the interest of the Company;
 - (xxiii) To appoint financial, management, legal and technical advisors and such other persons as employees, officers, or agents or advisors of the Company;

- (xxiv) To manage and operate the funds related to Seed and Fund of Funds;
- (xxv) Advocate policy amendments and regulatory simplifications to departments concerned to aid startups;
- (xxvi) To purchase or take on lease or in exchange, hire or otherwise acquire and to erect, maintain, reconstruct, and adopt any land, building, workshops, mills, plant, machinery, equipment, accessories, offices and any other kind of real and personal property whether movable or immovable, necessary or convenient, for the purpose of the business of the Company and for that purpose to enter into any Agreement, Deed of Sale or any kind of arrangement with any party and to create any kind of fund (Depreciation, Reserve, Sinking, Insurance, etc) for repairing, maintaining, improving or replacing its assets/properties and also to extend, expand or develop the business of the Company by adding, altering or enlarging all or any of the buildings, premises, machinery or stock in trade, etc. for the time being the property of or in possession of the Company and by expending from time to time, such sums of moneys as may be necessary or expedient for the purpose of improving, repairing and maintaining the buildings, machinery and property for the time being of the Company;
- (xxvii) To sell, assign, mortgage, lease, rent, exchange and otherwise transfer or dispose of, turn to account or otherwise deal with all or any of the property, movable or immovable of Tamil Nadu Startup and Innovation Mission as may be necessary or convenient for the working of TANSIM;
- (xxviii) To do all such things as are / may be necessary / incidental to / conducive to the attainment of any of / all the objectives of Tamil Nadu Startup and Innovation Mission;
- (xxix) To borrow or raise money for the purposes of the Company (TANSIM) on such terms and on such security as may be thought fit;
- (xxx) To invest the moneys of the Company (TANSIM) not immediately required for its purpose in or upon such investments, securities or property as may be thought fit;

(C) OTHER OBJECTS – NIL

- IV.**
1. The objects of the company extend to the whole of India.
 2. The income and property of the Company, whensoever derived, shall be applied solely for the promotion of its objects as set forth in this Memorandum of Association.
 3. No portion of the income or property aforesaid, shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to persons who, at any time are, or have been members of the Company or to any one or more of them or to any persons claiming through any one or more of them.

4. Except with the previous approval of the State Government, 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 servants of the Company or not, except payment of out-of-pocket expenses, reasonable and proper interest on money lent or reasonable and proper rent on premises let to the Company.
 5. Except with the previous approval of the State Government, no member, shall be appointed to any office under the Company, which is remunerated by salary, fees or in any other manner.
 6. Nothing in this clause shall prevent appointment of employees and the payment by the Company in good faith of reasonable remuneration to any of its officers or servants (not being members), or to any other person (not being a member) in return for any services actually rendered to the Company.
 7. 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 Government of Tamil Nadu and the Regional Director, Ministry of Company Affairs, Southern Region, Chennai - 6 and also by the Commissioner of Income Tax. However, no amendment shall be made that would alter the basic character of the Company and no amendment shall be made that would be repugnant to the provisions of Sections 2(15), 11, 12, 13 and 80G of the Income-tax Act, 1961.
- V.** The liability of the members is limited.
- VI.** 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 contributories among themselves such amount as may be required not exceeding a sum of Rs.1,000/-.
- VII.** True accounts shall be kept of all sums of money received and expended by the Company and the matters in respect of which such receipt 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(s).
- VIII.** The benefits of objects of the Company shall be available to the general public irrespective of caste, creed, religion or sex.

IX. 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 Company but shall be given or transferred to such other Company or Company having objects similar to the objects of this Company and that which enjoys various exemptions under the Income-tax Act, 1961, to be determined by the members of the Company at or before the time of dissolution or in default thereof, by the High Court of Judicature that has or may acquire jurisdiction in the matter.

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

The details of the subscribers to the Memorandum are as follows:

Sl. No.	Name, Address, Description and Occupations of subscribers	Signature of subscribers	Witness (along with Name, Address, Description and Occupation)
1			
2			
3			
4			
5			
6			
7			
8			
9			
10			

**MANGAT RAM SHARMA
PRINCIPAL SECRETARY TO GOVERNMENT**

**Sd/-
SECTION OFFICER**

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SECTION OFFICER

ANNEXURE – II

To G.O.(Ms.) No.08, Micro, Small and Medium Enterprises (A) Department, dated 29.01.2021

ARTICLES OF ASSOCIATION OF TAMIL NADU STARTUP AND INNOVATION MISSION (TANSIM)

1. The regulations contained in Table 'H' of Schedule I of the Companies Act, 2013, shall apply to this Company. In addition, following articles shall apply in so far as they are not inconsistent with Table 'H'.
2. **In the interpretation of these articles, unless repugnant to the subject or context:**
 - a) 'The Act' means The Companies Act, 2013, or any statutory modification or re-enactment thereof for the time being in force.
 - b) 'Annual General Meeting' means a General Meeting of the members held in accordance with the provisions of the Companies Act.
 - c) 'Board' or 'Board of Directors' means the Board of Directors of the Company.
 - d) 'Company' 'The Company' or 'This Company' means the "Tamil Nadu Startup and Innovation Mission (TANSIM)".
 - e) 'Directors' means the Directors for the time being of the Company.
 - f) 'Extra-ordinary General Meeting' means an extra-ordinary General Meeting of the members duly called and constituted and any adjourned holding thereof in accordance with the provisions of the Companies Act.
 - g) 'Member' means a person who agrees to become a Member of the Company.
 - h) 'Meeting' or 'General Meeting' means a meeting of members.
 - i) 'Month' means a calendar month.
 - j) 'Office' means the Registered Office for the time being of the Company.
 - k) 'Person/s' includes a sole-proprietor, partnership, company, association of persons.
 - l) A 'Resolution' shall be an 'Ordinary Resolution' when at a General Meeting of which the notice required under the Act has been duly given, the Votes cast (whether on a show of hands, on a pool, as the case may be) in favour of the resolution (including the casting vote, if any, of the Chairperson) by the members, who, being entitled so to do, vote in person, or where proxies are allowed, by proxy exceed the votes, if any, cast against the resolution by members so entitled and voting.

- m) 'Seal' means the Common Seal of the Company.
- n) 'Special Resolution' shall have the meaning assigned thereto in accordance with the provisions of the Companies Act.
- o) 'Written' and 'In writing' include printing, lithography and other modes of representing or reproducing words in a visible form.
- p) 'Year' means the calendar year and 'Financial Year' shall have the meaning assigned thereto in accordance with the provisions of the Companies Act.
- q) 'Words importing the singular number include, where the context admits or requires, the masculine gender also include the feminine / any gender.
- r) 'These present' or 'Regulations' shall means these Articles of Association as originally framed or altered from time to time and shall include the Memorandum where context so requires.
- s) 'Section' or 'Sec' means a Section of the Companies Act, 2013.
- t) "Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof enforce at the date at which these regulations become binding on the company"

PRIVATE LIMITED COMPANY

3. The Company is a Private Company Limited by Guarantee without Share Capital within the meaning of the Companies Act, 2013 and accordingly-
 - a) **Limits the maximum number of its members to fifty not including-**
 - 1) persons who are in the employment of the Company ;and
 - 2) persons who having been formerly in the employment of the Company, were members of the Company while in that employment and have continued to be members after the employment ceased ;and
 - b) Prohibits any invitation to the public to subscribe for any debentures of the company;
 - c) Prohibits any invitation or acceptance of deposits from persons other than its members, directors or their relatives.

MEMBERSHIP

4. NUMBER OF MEMBERS

- a) The number of members for the purpose of registration is 50.
- b) The subscribers to the Memorandum and such other persons as the Board shall admit to membership shall be members of the company.

5. Termination of Membership

- a) The Government may determine the periods for which the Chairperson and / the Mission Director are to be held by them in their respective officers;
- b) The Government shall have the powers to remove any Director including the Chairperson and / the Mission Director from office at any time in their absolute discretion;
- c) The Government shall have the right to fill up any vacancy in the office of the Directors caused by removal, resignation, death or otherwise;
- d) In the absence of the Mission Director on leave or otherwise, the Board may, with the previous approval of the Government, empower any other Director or Chairperson or any Principal Officer of the Company to perform all or any of the function and duties of the Mission Director;
- e) Appointment of Directors and also the revocation of appointment of Directors shall vest entirely with the Government. The tenure for the official Directors shall be co-terminus with that of their main official post.

6. REGISTER OF MEMBERS

Subject to the provisions of the Companies Act, 2013, a separate register of members shall be maintained in which the name and address shall be entered and such other information about each member as the Board of Directors may from time to time decide.

ADMINISTRATION & MANAGEMENT

7. BOARD OF DIRECTORS

- (a) The administration of the affairs of the Company shall be vested with the Board of Directors.
- (b) Unless otherwise determined by the Company in the General meeting the number of Directors of the company including nominated directors shall not be more than twelve and not less than three.
- (c) The following persons shall be appointed as Ex-officio Directors of the Company, by virtue of their office in Government of Tamil Nadu and others:

Sl. No.	Members	Designation
1	The Secretary to Government, Micro, Small and Medium Enterprises Department, Secretariat, Chennai - 600 009.	Chairperson -Ex-officio
2	The Mission Director, Tamil Nadu Startup and Innovation Mission (TANSIM), Chennai - 600 032.	Mission Director

3	The Secretary to Government, Finance Department or his nominee Secretariat, Chennai - 600 009.	Director
4	The Secretary to Government, Industries Department, Secretariat, Chennai - 600 009.	Director
5	The Secretary to Government, Higher Education Department, Secretariat, Chennai - 600 009.	Director
6	The Secretary to Government, School Education Department, Secretariat, Chennai - 600 009.	Director
7	The Secretary to Government, Information Technology Department, Secretariat, Chennai - 600 009.	Director
8	The Industries Commissioner and Director of Industries and Commerce, SIDCO Complex, Guindy, Chennai - 600 032.	Director
9	The Director, Entrepreneurship Development and Innovation Institute - Tamil Nadu, SIDCO Industrial Estate, Guindy, Chennai - 600 032.	Director
10	The Chief Operating Officer, IITM - Research Park, Chennai.	Director

The Ex-Officio Directors shall hold office of the Director in the Company, so long as they hold their office in the department / office stated above.

(d) The following shall be the first Directors of the Company:-

Sl. No.	Members	Designation
1	Thiru Mangat Ram Sharma, I.A.S., Principal Secretary to Government, Micro, Small and Medium Enterprises Department, Secretariat, Chennai - 600 009.	Chairperson
2	Thiru. S Nagarajan, I.A.S., Mission Director, Tamil Nadu Startup and Innovation Mission (TANSIM), Chennai - 600 032.	Mission Director
3	Thiru S. Krishnan, I.A.S., Additional Chief Secretary to Government, Finance Department, Secretariat, Chennai - 600 009.	Director

4	Thiru N.Muruganandam, I.A.S., Principal Secretary to Government, Industries Department, Secretariat, Chennai - 600 009.	Director
5	Selvi Apoorva, I.A.S., Principal Secretary to Government, Higher Education Department, Secretariat, Chennai - 600 009.	Director
6	Thiru Dheeraj Kumar, I.A.S., Principal Secretary to Government, School Education Department, Secretariat, Chennai - 600 009.	Director
7	Thiru Hans Raj Verma, I.A.S., Additional Chief Secretary to Government (FAC), Information Technology Department, Secretariat, Chennai - 600 009.	Director
8	Tmt. Anu George, I.A.S., Industries Commissioner and Director of Industries and Commerce, SIDCO Complex, Guindy, Chennai - 600 032.	Director
9	Thiru S. Nagarajan, I.A.S., Commissioner, Entrepreneurship Development and Innovation Institute - Tamil Nadu, SIDCO Industrial Estate, Guindy, Chennai - 600 032.	Director
10	Thiru Rajendra Mootha, Chief Operating Officer, IITM - Research Park, Chennai.	Director

- (d) The First Directors shall hold office of the Director in the Company, so long as they hold the office in the department / office.
- (e) The Directors including the Chairperson and / the Mission Director shall be appointed by the Government and shall be paid such salary, allowances and sitting fees as per the orders of the Government issued from time to time. The Government may also appoint the same person as Chairperson and Mission Director, subject to the provision of Section 188 of the Act, such reasonable additional remuneration as may be fixed by the Government may be paid to any one or more of the Directors for extra or special services rendered by him or by them.

8. PROCEEDINGS OF MEETINGS OF BOARD

- a) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meeting, as it thinks fit.
- b) The Chairperson, and in his absence the Mission Director may on the requisition of a Director shall, at any time, summon a meeting of the Board.
- c) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
- d) In case of equality of votes, the Chairperson of the Board shall have a second or casting vote.
- e) 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.
- f) 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.
- g) Any Committee so formed shall, in the exercise of powers so delegated may elect a Chairperson of its meetings.
- h) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the Directors present may choose one of their members to Chair the meeting.
- i) A Committee may meet and adjourn as it thinks proper.
- j) Questions arising at any meeting of the Committee shall be determined by a majority of votes of the members present. And in case of an equality of votes, the Chairperson shall have a second or casting vote.
- k) 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
- l) Save as otherwise expressly provided in the Act a resolution in writing, signed by all the members of the Board or a Committee thereof for the time being entitled to receive notice of a meeting of the Board or Committee, shall be as valid and effectual as if it had been passed at a meeting of the Board or Committee, duly convened and held.

m) Quorum

The Quorum for a Meeting of the Board shall be 8 Members or twenty five percent of its total strength, whichever is less, and the participation of the Directors by video conferencing or by other audio visual means shall also be counted for the purposes of quorum under this subsection provided that the quorum shall not be less than two members.

n) Decision by the Majority

The decisions taken at any Board Meeting shall be on the basis of decision by the majority. For the purposes of majority, each Director including the Chairperson shall have one vote. In case of equality of votes, the Chairperson shall have a second casting vote.

o) Powers of the Mission Director:

The Board may, from time to time, entrust to and confer upon the Chairperson and / the Mission Director or any other officer for the time being such of the powers excisable under these Article by the Board of Directors as it may think fit and may confer such powers for such time and to be exercised for such object and purpose and upon such terms and conditions with such restrictions as it may think expedient, subject always to the superintendence, control and directions of the Board and the Board may from time to time, revoke, withdraw, alter or vary all or any of such powers.

9. GENERAL MEETINGS AND THE PROCEEDINGS THERE OF

- (a) All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- (b) The Board may, whenever it thinks fit, call an Extraordinary General Meeting.
- (c) If at any time, Directors capable of acting, who are insufficient in number to form a quorum, are not with 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 such a meeting may be called by the Board.
- (d) No Business shall be transacted at any General Meeting unless a quorum of the members is present at the time when the meeting proceeds to business.
- (e) Save as herein otherwise provided, three Members present in person shall be a Quorum.
- (f) If within half an hour from the time appointed for holding a meeting, a quorum is not present, the meeting, if called upon, the requisition of members shall be dissolved. 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 the Board may determine.
- (g) 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.
 - (h) The Chairperson, if any, of the Board shall preside as Chairperson at every General Meeting of the Company. If there is no such Chairperson, or if he is not present within 15 minutes of 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 members to be Chairperson of the meeting.
 - (i) The Chairperson may, with the consent of any meeting at which quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and place to place
 - (j) No business shall be transacted at any adjourn meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - (k) In case of an equality of votes, whether on a show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

10. Appointment of Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer.

Subject to the provisions of the act, -

- (i) A Chief Executive Officer may be appointed by the Government and the Manager, Company Secretary or Chief Financial Officer may be appointed by the Board or by the Government as the case may be for such term, at such remuneration and upon such conditions as it may think fit; and Manager, Company Secretary or Chief Financial Officer so appointed may be removed by means of a resolution of the Board or by the Government as the case may be;
- (ii) A Director may be appointed as Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer;
- (iii) A provision of the Act or these regulations requiring or authorizing a thing to be done by or to a Director and Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer.

11. VOTE OF MEMBERS

- (a) Every member shall have one vote
- (b) A member of unsound mind, or in respect to 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.
- (c) No member shall be entitled to vote at any General Meeting unless all the sums presently payable by him to the Company have been paid.

12. FUNDS

- (a) The funds of the Company shall be deposited in Banks and sums as shall not be required for current expenses, at the discretion of the Board of Directors. The authorized signatory decided by the Board of Directors from time to time shall operate the accounts of the Company with Banks.
- (b) Subject to the generality of the above funds that are not immediately required for the Business of the Company shall be invested in accordance with the provisions of the Income Tax Act 1961.

13. SECRETARY

A Secretary may be appointed by the board for such term at such remuneration and upon such conditions as it may think fit: and the Board shall remove a Secretary so appointed.

14. SEAL

- (a) The Board may provide for the safe custody of the Seal.
- (b) The Seal of the company shall be affixed to any instrument executed by the authority of the resolution of the company or of a committee of the company authorized by it in that behalf and the seal so affixed shall be in the presence of the two Directors of the Board or as are authorized by the Board for this purpose.
- (c) Deeds, bonds debentures, negotiable instruments and contracts made on behalf of the company and attested and sealed as aforesaid shall be deemed to be duly executed.

15. ARBITRATION

Any dispute arising between any members of the Company in connection with any business transaction or in connection with the management of the company or any other persons that may be referred to the Company or any dispute between the company and any of the contractors employed by the Company in connection with the business of the Company or any dispute between the company and any of the occupants, shall be decided by arbitration under the rules of the company which may be framed for this purpose by the Board of

Directors or in the absence of such rules as may be directed by the Board of Directors or any Sub-Committee authorized by it.

16. INDEMNITY

Every member(s) or office bearer(s) of the Board or any Committee / Sub-Committee and other officer (s) or servant(s) of the Company (TANSIM) for the time being shall be indemnified by Company against any loss, damage or misfortune which shall happen in relation in the execution of the duties of his office unless the same happens through his own dishonesty or willful neglect or default.

17. SECRECY

A member shall be entitled to inspect the Company's Books, require discovery of any information respecting secret process or trade mystery which may relate to the conduct of the business of the Company.

18. DISSOLUTION

Subject to the prior approval of Government, the Company may be wound up by a resolution passed at a General Meeting of the Company convened on the recommendation of the Board of Directors, or on the requisition of not less than one fourth of the member and a meeting to wind up the Company must be comprised of not less than three fourths of the members of the Company and the resolution upon the winding up shall not be effective unless passed by a majority consisting of three fourth of the votes of the members present and entitled to vote and voting at such General Meeting of the Company.

19. Accounts

- (i) The Board shall cause the proper books of accounts to be kept in accordance with Section 128 of the Companies Act, 2013;
- (ii) The books of accounts shall be kept at the office or such other place in India as the Board may decide and when the Board so decides, the Company shall, within seven days of the decision, file with the Registrar of the Companies the notice in writing giving the full address of that other place.

20. Miscellaneous:

Notwithstanding anything contained in any of these Articles, the Governor of Tamil Nadu may from time to time issue such directions or instructions as he may consider necessary in regard to the affairs or the conduct of the business of the company or the Directors thereof and in like manner may vary and annul such directions or instructions.

We, the several persons, whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this memorandum of association.

Sl. No.	Name, Address, Description and Occupations of subscribers	Signature of subscribers	Witness (along with Name, Address, Description and Occupation)
1			
2			
3			
4			
5			
6			
7			
8			
9			
10			

MANGAT RAM SHARMA
PRINCIPAL SECRETARY TO GOVERNMENT

Sd/xxxx
SECTION OFFICER

//True Copy//

 20/12/2024
SECTION OFFICER