

MEMORANDUM OF UNDERSTANDING

BETWEEN

THE PRESIDENT OF INDIA;

THE GOVERNOR

of

THE STATE of ASSAM

AND

INDUSTRY PARTNER (S)

NAMELY

a. M/S TATA CONSULTANCY SERVICES LTD.

b. M/S OIL INDIA LIMITED

c. M/S ASSAM ELECTRONICS DEVELOPMENT CORPORATION LTD.
(AMTRON)

d. M/S SREI INFRASTRUCTURE FINANCE LTD.

e. M/S NOVATIUM SOLUTIONS (P) LTD.

f. M/S MEDHASSU e SOLUTIONS (INDIA) PVT. LTD.

FOR


K. Ganesan

Vice President-Human Resources

TATA CONSULTANCY SERVICES LIMITED

200 Ft. Thoraipakkam-Pallavaram Ring Road,
Thoraipakkam, Chennai-600 096, Tamil Nadu, India

SETTING UP OF INDIAN INSTITUTE OF INFORMATION TECHNOLOGY
(IIIT) UNDER PUBLIC PRIVATE PARTNERSHIP (PPP) MODE

Name of IIIT: IIIT, Guwahati

State: Assam



Srei Infrastructure Finance Limited

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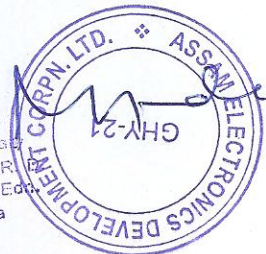



Authorised Signatory


Commissioner & Secretary

Min. of H. R. & Education (Higher) Department
Dispur, Guwahati - 781006

AMITA SH. Additional Secretary
Min. of H. R. & Education
Govt. of India
New Delhi



MEMORANDUM OF UNDERSTANDING

THIS MEMORANDUM OF UNDERSTANDING is made on this 6th day of May, 2013 between the President of India acting through **Smt Amita Sharma, IAS, Additional Secretary (TE), Deptt. of Higher Education, Ministry of Human Resource Development, Government of India**, Shastri Bhawan, New Delhi (hereinafter called '**THE FIRST PARTY**');

The Governor of the State of Assam acting through **Shri H. K. Sharma, IAS, Commissioner & Secretary, Education (Higher/Technical) Department, Government of Assam**, CM Block, Assam Secretariat, Dispur, Guwahati (hereinafter called '**THE SECOND PARTY**')

and the 6 (six) Industry Partner(s), namely **M/s Tata Consultancy Services Ltd.** through **Shri K. Ganesan, Vice President**, Tata Consultancy Services Ltd., TCS House, Raveline Street, Mumbai – 400001

and **M/s Oil India Limited** through **Shri S.R. Krishnan, Company Secretary**, Oil India Limited, Oil House, Plot No. 19, Sector – 16A, Noida - 201301

and **M/s Assam Electronics Development Corporation Ltd. (AMTRON)** through **Shri M.K. Yadava, IFS, Managing Director**, AMTRON, Industrial Estate, Bamunimaidan, Guwahati – 781021

and **M/s Srei Infrastructure Finance Ltd.** through **Shri Subrata Ghosh, Advisor**, Srei Infrastructure Finance Limited, 'Vishwakarma', 86C, Topsia Road (South), Kolkata – 700046

and **M/s Novatium Solutions (P) Ltd.** through **Shri Saugata Chakrabarti, Vice President**, Novatium Solutions (P) Ltd., SP Infocity, Block No. A, II Floor, #40, MGR Salai, Perungudi, Kandanchavadi, Chennai – 600096

and **M/s Medhassu e Solutions (India) Pvt. Ltd.** through **Shri Ravi Chaganty, CEO & Managing Director**, Medhassu e Solutions (India) Pvt. Ltd., #1-2-24, Plot No. 5, F-Block, Kakatiya Nagar Colony, Habsiguda, Secunderabad – 500007

(hereinafter called '**THE THIRD PARTY**').

The terms '**THE FIRST PARTY**', '**THE SECOND PARTY**' and '**THE THIRD PARTY**' shall wherever the context permits, deem to include their successor and assigns.

WHEREAS it has been the intent of **THE FIRST PARTY** to address to the increasing skill challenges of the Indian IT industry, as also to develop new knowledge in Information Technology and to provide manpower of global standards for the Information Technology and allied fields;




K. Ganesan

Vice President-Human Resources

TATA CONSULTANCY SERVICES LIMITED

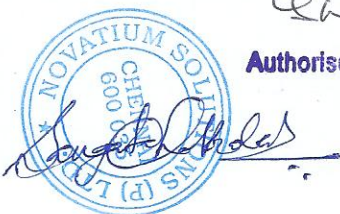
200 Ft. Thoraipakkam - Pallavaram Ring Road,
Thoraipakkam, Chennai-600 096, Tamil Nadu, India



Srei Infrastructure Finance Limited


Authorised Signatory

Commissioner & Secretary
to the Govt. of Assam
Education (Higher) Department
Dispur, Guwahati - 781006



AMITA SHARMA
Additional Secretary
Min. of H.R.D.
D/o Higher Education
Govt. of India
New Delhi

AND WHEREAS in pursuance of the afore mentioned, it is proposed to take up a Scheme for "Setting up 20 new Indian Institutes of information Technology (IIITs) through Public Private Partnership" (hereinafter called THE SCHEME);

AND WHEREAS all the three above named PARTIES commit to set up under this SCHEME an Indian Institute of Information Technology, Guwahati (hereinafter called THE IIIT) registered initially as a Society under the Societies Registration Act, 1860.

THE PARTIES HEREBY AGREE TO THE FOLLOWING:

SECTION A: BOARD OF GOVERNORS

1.0 The society will have a BOARD OF GOVERNORS (hereinafter called THE BOARD) for THE IIIT which would be the principal executive body of the Institute having adequate administrative and financial powers. It would be entrusted with the task of managing the affairs of the IIIT. The composition of the Board, and its powers and functions etc would be according to the terms and conditions spelt out in the Memorandum of Association and Rules and Regulations of the Society appended with this MOU.

1.1 However, the first chairperson of the Board shall be appointed by the First Party, in consultation with the Second Party and Third Party. The other members of the First Board of Governors, who are to be co-opted by the Board, shall be appointed by the Central Government in consultation with the Second Party and Third Party and the Chairperson.

SECTION B: ROLE OF THE FIRST PARTY

1. THE FIRST PARTY shall :

- (i) contribute 50% of the total capital cost of Rs.128.00 crore, over a period of time, for setting up of THE IIIT, including seed money to the extent of Rs. 10.00 crores that would be released by the Central Government during the first financial year of the inception of the Institute.
- (ii) provide partial financial support to the extent of Rs.10.00 crore (Rupees Ten crore) to THE IIIT towards recurring expenditure during the first four years of setting up THE IIIT, depending on actual year-wise requirement of THE IIIT;
- (iii) and provide funds under the Scheme for faculty development programme.

(in respect of North-Eastern Region the Central Government contribution shall be to the extent of 57.5% of the total capital cost)

2. Based on the Institute Development Plan (hereinafter called THE IDP) developed by THE BOARD and approved by the State Steering Committee (hereinafter called THE SSC), the IDP forwarded by THE SSC will be examined by THE FIRST PARTY and the funds will be released within a reasonable period of time.



K. Ganesan

Vice President-Human Resources

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Srei Infrastructure

Authorised Signatory

Commissioner & Secretary

to the Govt. of Assam

Education (Higher) Department

Dispur, Guwahati - 781006



AMITA SHARMA (A)
Additional Secretary
वि. मन्त्रालय/Min. of H.
वि. मन्त्रालय/D/o Hgr. Edn.
भारत सरकार/Govt. of India
नई दिल्ली/New Delhi

3. **THE FIRST PARTY** shall establish a National Steering Committee (hereinafter called 'THE NSC') which will be an Apex body for guiding the implementation and monitoring of THE SCHEME. The NSC shall have representatives of the Central Government, State Governments and Industry Partners of all the IIITs established under the Scheme.

4. The **FIRST PARTY** would, after establishment of 5-10 IIITs, on the recommendations of the Boards of the IIITs, constitute a Council of IIITs which would take over the functions of the National Steering Committee. The composition of the Council will be decided by the Central Government in consultation with the concerned State Governments and Industry partners.

SECTION B : ROLE OF THE SECOND PARTY :

1. **THE SECOND PARTY** shall contribute 35% of the total capital cost of Rs.128.00 crore, for setting up of THE IIIT ;

2. Provide 50-100 acres of land, free of cost for setting up THE IIIT, duly registered in the name of the Society.

3. After signing of the MOU to forthwith have the Society registered under the relevant Societies Registration Act.

4. Establish the State Steering Committee (SSC) with the following composition:

(i) Sri S. Ramadorai, Advisor to the Hon'ble Prime Minister of India, National Council on Skill Development, Govt. of India, as the Chairperson;

(ii) Hon'ble Minister for Education, Govt. of Assam, Vice Chairperson

(iii) Chief Secretary, Govt. of Assam, Co Vice Chairperson

(iv) Sri Ranjit Barthakur, Advisor (Investment) to Hon'ble Chief Minister of Assam

(v) Additional Chief Secretary, Revenue & Disaster Management, Govt. of Assam

(vi) Additional Chief Secretary, Finance Department, Govt. of Assam

(vii) Principal Secretary, Planning & Development Department, Govt. of Assam

(viii) Principal Secretary, Power Department, Govt. of Assam

(ix) Principal Secretary, Information Technology, Govt. of Assam

(x) Commissioner & Secretary, Education (Higher/ Technical), Govt. of Assam, as Member Convenor

(xi) Commissioner & Secretary, PWD (Buildings), Govt. of Assam, for construction works

(xii) Managing Director, Assam Electronics Development Corporation Ltd. (AMTRON), Govt. of Assam, as Member Co Convenor & Ex-Officio Secretary

(xiii) Deputy Commissioner of Kamrup (Rural), Govt. of Assam

(xiv) Deputy Commissioner of Kamrup (Rural), Govt. of Assam

(xv) Prof. Rajeev Sangal, Director, IIT BHU

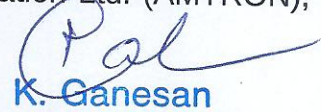
(xvi) Prof. M. S. Ananth, Ex-Director, IIT Chennai

(xvii) Sir David King, Director of the Smith School of Enterprise and the Environment at the University of Oxford, UK

(xviii) Prof. Satish Tripathi, President, University of Buffalo, State University of New York

(xix) Sri O.P. Bhatt, Former Chairperson, State Bank of India


(xx) Dr. Devi Shetty, Chairperson, Narayana Hrudayalaya Private Limited, Bangalore


K. Ganesan

Vice President-Human Resources

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Commissioner & Secretary
to the Govt. of Assam
Education (Higher) Department
Dispur, Guwahati - 781006




Srei Infrastructure Finance Limited


Authorised Signatory

- (xxi) Prof. Gautam Barua, Director, IIT Guwahati, Representative of Govt. of India, Ministry of HRD
 (xxii) Representative of Govt. of India, Ministry of Information Technology
 (xxiii) Director, Technical Education, Assam
 (xxiv) One nominee each from amongst the Industry-Partners (TCS, SREI Infrastructure Finance Ltd, Medhassu eSolutions (India) Pvt Ltd, NOVATIUM Solutions (P) Ltd, Oil India Limited, AMTRON);

(Whereas **THE SECOND PARTY** has already constituted the State Steering Committee vide Notification No. ATE.32/2011/85 dated 30th September, 2011 and No. ATE.32/2011/Pt-I/ dated 4th February, 2012)

5. **THE SECOND PARTY** will

- establish and maintain a State Implementation Cell (hereinafter called 'THE SIC'), with adequate staff to discharge its functions; and
- assist the BOARD in any other manner to help achieve the objectives of improving quality of education and thereby provide better employment opportunities.

SECTION C : ROLE OF THE THIRD PARTY

1 To participate in THE SCHEME, **THE THIRD PARTY** has to:

- nominate its representative as members of THE BOARD.
- contribute 15% of the total capital cost of Rs.128.00 crore, for setting up of THE IIIT, provided that in respect of North-Eastern Region the Industry contribution, shall be to the extent of 7.5% only. 50% of the money to be contributed by the Industry Partner(s) towards the scheme may be provided at the time of signing of the MoU in the form of an irrevocable Bank Guarantee in the name of the State Government from a Nationalized Bank by the Industry Partner(s). Once the MOA & Rules are framed and the IIIT is registered, the industry shall deposit in case 50% of its contribution in the name of the concerned IIIT. The remainder contribution would be made by the Industry Partner(s) depending upon the progress of the Scheme.
- to contribute towards research labs and projects, internship, faculty chairs etc., from time to time, in furthering the objects of THE SCHEME.

SECTION D : MONITORING MECHANISM

All the three stakeholders shall be responsible for monitoring the implementation of the scheme. The responsibilities of all the PARTIES are as under:

- With the broad objective of improving the quality of education leading to better employability, all the three parties shall jointly agree and finalise Key Performance Indicators (KPIs) as yearly targets for next five years, for improving the internal as well external efficiency of THE IIIT against the base line information. These parameters shall be used to evaluate the success of THE SCHEME. An agreed KPIs and signed by the BOARD Chairman on behalf of BOARD and **THE SECOND PARTY** shall be appended to this Memorandum and shall be deemed to be an integral part of this Memorandum.

Poe
K. Ganesan

Vice President-Human Resources
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[Signature]
Authorised Signatory

Page No. 5 of 8

[Signature]
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 Education (Higher) Department
 Dispur, Guwahati - 781006



(AMIT K. SHARMA)
 Additional Secretary
 Min. of P.W.D.
 Govt. of India
 New Delhi

- ii) THE BOARD shall develop monitoring mechanism to review the performance of THE IIIT and submit quarterly reports to THE SSC.
- iii) THE SSC shall also monitor the implementation of THE SCHEME on the basis of reports submitted by THE BOARD on quarterly basis and furnish a consolidated report to the National Steering Committee / Council of IIITs.
- iv) In case of unsatisfactory performance in implementation of THE SCHEME, including achievement of KPIs, THE BOARD shall submit a detailed report to THE SSC within 30 days of receipt of a notice in this regard, interalia indicating the reasons for failure and measures required to be taken.
- v) THE SSC shall forward this report to THE NSC with their comments. THE NSC shall fix responsibility for such failure and ensure that necessary action is taken.

SECTION E : RELEASE OF FUNDS, ITS UTILISATION

1. The funds received by THE BOARD shall be kept in a separate bank account opened in the name of THE BOARD. Any private contributions, special grants received from State Government and revenue generated by THE BOARD shall also be deposited in this bank account.
2. The funds may be used for the following purposes:
 - i) Civil works in the IIIT,
 - ii) For procurement of machinery and equipment.
 - iii) For activities directly related to infrastructure under THE SCHEME such as, engaging consultants for preparation of IDPs, hiring contract faculty for running courses, etc.
3. Any deviation from the above pattern of use of funds has to be justified in the IDP and has to be approved by **THE FIRST PARTY** on case to case basis.
4. Each IIIT shall meet its operating expenditure on its own within five years of commencement out of students' fees, research and other internal accruals.

SECTION F : MISCELLANEOUS

1. For effective implementation & monitoring of THE SCHEME as envisaged in the Memorandum, the Bureau Head dealing with IIITs in the Ministry of Human Resource Development, Government of India, New Delhi will be the Nodal Officer on behalf of THE FIRST PARTY; the **State Commissioner and Secretary dealing with Technical Education in the Government of Assam** will be the Nodal Officer on behalf of 'THE SECOND PARTY' and the **MD, AMTRON** will be the Nodal Officer on behalf of THE THIRD PARTY.
2. The draft MOA and the first Rules and Regulation of the Society / Institute shall be in accordance with those appended with the MOU.
3. The efforts of all the parties shall be to resolve the issues, if any, amicably. However, in case of misunderstanding, the matter shall be placed before Minister for Human Resource Development, Government of India, whose decision shall be final and binding on all the three parties.

K. Ganesan

Vice President-Human Resources

TATA CONSULTANCY SERVICES LIMITED

Scheme envisaged in the Memorandum, the Bureau Head dealing with IIITs in the Ministry of Human Resource Development, Government of India, New Delhi will be the Nodal Officer on behalf of THE FIRST PARTY; the **State Commissioner and Secretary dealing with Technical Education in the Government of Assam** will be the Nodal Officer on behalf of 'THE SECOND PARTY' and the **MD, AMTRON** will be the Nodal Officer on behalf of THE THIRD PARTY.

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Commissioner & Secretary
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Education (Higher) Department
Dispur, Guwahati - 781006



Authorised Signatory

AMITA S. ARMA
Additional Secretary
Min. of Human Resource Development
Govt. of India
New Delhi

4. Through this MEMORANDUM OF UNDERSTANDING, all the three parties affirm their commitment to carry out the activities and achieve the objectives as mutually agreed upon herein in true letter and spirit.


5. For successful implementation of THE SCHEME, this Memorandum may be amended by deleting, adding or revising the clauses during implementation of THE SCHEME, in consultation with all the three parties.

Signed at New Delhi on 6th day of May, 2013.


For and on behalf of
The Governor of the
State of Assam

For and on behalf of
The Industry
Partner(s)

For and on behalf of
The President of
India


(H.K. Sharma)
Commissioner & Secretary
Education (Higher/Technical)
Government of Assam


(Shri K. Ganesan)
Vice President
TCS Ltd.


(Amita Sharma)
Additional Secretary(TE)
Higher Education Deptt.
Ministry of HRD
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(अमिता शर्मा/AMITA SHARMA)
अपर सचिव/Additional Secretary
वा. सं. वि. मन्त्रालय/Min. of H. R. D.
उच्चतर शिक्षा विभाग/D/o High. Edn.
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नई दिल्ली/New Delhi


(Shri S.R. Krishnan)
Company Secretary
Oil India Limited

S.R. KRISHNAN
B.Com, BL, FCS, CAIIB
Company Secretary
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(Shri M.K. Yadava)
Managing Director
AEDC Ltd. (AMTRON)

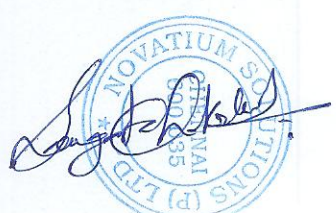
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Sri Infrastructure Finance Limited

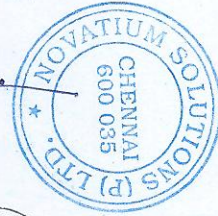

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Shri Subrata Ghosh
(Shri Subrata Ghosh)
Advisor
Srei Infrastructure Finance Limited

Saugata Chakrabarti
Authorised Signatory
(Shri Saugata Chakrabarti)
Vice President
Novatium Solutions (P) Ltd.



Ravi Chaganty



(Shri Ravi Chaganty)
CEO & Managing Director
Medhassu e Solutions (India) Pvt. Ltd.

Witnesses

1. *K.V. Vidya*
K.V. VIDYA, TCS
2. *Dr. A. B. Bora*
Director of Technical Education
Assam, Kahilpara, Guwahati-781019

Witnesses

1. *CSK Senapati*
Oil India Ltd.
2. *Dr. R. MANDAL*
SREI - INF
3. *V. Gopinath*
Medhassu e Solution (India) Pvt Ltd.
4. *Sayil Datta*
Novatium
5. *Sanjib Kr. Sommar*
APTRON
6. *Page No. 8 of 8*

Witnesses

1. *Prisca Mathew*
DIRECTOR, MURD
2. *Prisca Mathew*
MRS PRISCA MATHEW
UNDER SECRETARY, MURD

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Vice President-Human Resources
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