

ARTICLES OF ASSOCIATION OF KERALA FEEDS LIMITED

1. The regulations contained in Table "A" in Schedule 1 to the Companies Act, 1956 shall apply so far as the same may be applicable to a Public Company except in respect of specific provisions contained herein.

I INTERPRETATION CLAUSE

In these presents the following words and expressions shall have the following meanings unless excluded by subject or context :-

- (a) "The Act" or "The Companies Act"

"The Act" or "The Companies Act"

"The Act" or the Companies Act" shall mean "The Companies Act, 1956 or any statutory modification or re-enactment thereof for the time being in force.

- (b) "The Board or "The Board of Directors"

"The Board or "The Board of Directors" means the Board of Directors of the Company, the Directors assembled at a Board, or the requisite number of Directors entitled to pass a resolution by circulation in accordance with these articles.

- (c) "The company" or "This Company"

"The Company" or "This Company" means Kerala Feeds Limited

(d) "Directors"

"Directors" means the Directors including alternate Directors for the time being of the Company whether in meeting assembled or not.

(e) "Co-operative Society"

"Co-operative Society" means, a society registered under Kerala Co-operative Societies Registration Act.

(f) "Members"

"Members" means members of the Company holding share or shares of any class.

(g) "Paid-up"

"Paid -up" shall include "Credited as Paid up"

(h) "These presents" or these regulations" or "These articles"

"These presents" or these regulations" or "These articles" shall mean these articles of association now framed or altered from time to time and shall include the Memorandum where the context so requires.

(i) "The Seal"

"The Seal" means the common seal for the time being of the company.

U) "Section"

"Sec." or "Section" means section of the act.

(k) "Words"

"Words" imparting the masculine gender shall include the feminine gender and vice versa and except where the context otherwise requires the singular shall include the plural and vice versa.

II. BUSINESS

2. The business of the company may comprise of all or any part of the objects mentioned or include in the Memorandum of Association.

III. CAPITAL

SHARE CAPITAL

3. The Authorised Share Capital of the company is Rs. 70,00,00,000/- (Rupees Seventy Crore only) divided into 70,000 (Seventy Thousand) Equity Shares of Rs. 10,000/- (Rupees Ten Thousand only) each, with power to increase or reduce or alter the capital in accordance with the provisions of the Companies Act, 2013"

4. The shares of the company shall be allotted only to Government of Kerala, Kerala Government companies registered with the Registrar of Companies, Kerala, Primary or Apex Co-operative Societies and other institutions nominated by Government of Kerala.

5. The Board of Directors have the right to decline to register transfer of any shares of the company to any bodies other than those mentioned in para 4 above and if the Board of Directors so decline to register such transfer, the shares involving therein shall be sold by the members who wants to transfer the same to any existing members on a fair value as may be determined by the Government of Kerala for the specific purpose at there request of the Board of Directors.

IV. DIRECTORS

6. Until otherwise determined by the company in general meeting the number of directors shall not be less than three and not more than twelve.

7. Subscribers to the Memorandum shall be the first Directors of the company.

8. DIRECTOR'S SHARE QUALIFICATION

A director shall require no share qualification.

9. APPOINTMENT OF DIRECTORS

Government of Kerala shall be entitled from time to time to nominate the Directors of the Company. The said authority shall be entitled from time to time to remove Director or Directors so appointed and re appoint any other person in that place.

10. ADDITIONAL DIRECTORS

- (a) Subject to the prior approval of Government of Kerala, the Board shall have power at any time to appoint a person as an Additional Director provided the number of Directors and Additional Directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles.
- (b) Such person holds office only upto the date of the next Annual General Meeting of the Company but shall be eligible for appointment by the Company as a Director at that meeting.

11. REMUNERATION TO DIRECTORS

- (a) Subject to the provisions of the Act a Director who is in the whole - time employment of the Company may be paid remuneration either by way of monthly payment or at a specified percentage of the net profits of the Company or partly one way and partly by the other. The fee payable to Director for attending a meeting of the Board or Committee thereof shall be such sum as may be determined by the Board from time to time within the ceiling prescribed under the Companies Act.

- (b) If any Director be called upon to perform extra services or special exertions or effects which expression shall include work done by a Director as a Member of any Committee formed by the Directors, the Board may arrange with such Directors for such special remuneration for extra services or special exertions or efforts either by a fixed sum or otherwise as may be determined by the Board with the sanction of the Company in General Meeting and with the consent, if any required, of the Central Government and such remuneration may be either in addition to or in substitution for his remuneration above provided.
- (C) The Board may allow and pay to any Director, who is not a bonafide resident of the place where the meeting of the Board is held and who shall come to such place for the purpose of attending a meeting, such sum as the Board may consider fair compensation for traveling, boarding, lodging and other expenses, in addition to his fee for attending such meeting as above specified; and if any Director be called upon to go or reside out of the ordinary place of his residence on the Company's business, he shall be entitled to be paid and reimbursed any travelling or other expenses incurred in connection with the business of the Company.

12. CASUAL VACANCY

Subject to the approval of Government of Kerala, if the office of any Director becomes vacant before the expiry of the period of Directorship in normal course, the resulting casual vacancy may be filled by the Board of Directors at a meeting, thereof. Any person so appointed shall hold office only upto the date which the Director in whose place he is appointed would have held office if it had not become vacant as aforesaid.

13. ALTERNATE DIRECTORS

- (1) Subject to the approval of the Government of Kerala, the Board of Directors may appoint alternate directors as under
- (2) Subject to the provisions of Section 313 of the Companies Act, 1956, the Board of Directors of the Company may appoint Alternate Director to act for a Director (hereinafter called in this clause "the Original Director") during his absence for a period of not less than three months from the State of Kerala.
- (3) An alternate director appointed under sub clause (1) shall not hold office as such for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate office if and when the original Director returns to the State of Kerala.
- (4) If the term of Office of the Original Director is determined before he so returns to the State of Kerala, any provision for the automatic re-appointment of retiring Directors in default of another appointment shall apply to the Original Director and not to the Alternate Director.

14. CHAIRMAN

The Government of Kerala shall appoint one among the Directors as Chairman of the Board of Directors and shall determine the period for which he is to hold office.

V. GENERAL MEETING

15. ANNUAL GENERAL MEETING

- (1) The company shall in each year hold in addition to the other meetings a general meeting which shall be styled as its annual general meeting at intervals and in accordance with the provisions specified below:
- (2) The first annual general meeting of the company shall be held within eighteen months of its incorporation.
- (3) The next annual general meeting of the company shall be held within six months after the expiry of the financial year in which the first annual general meeting was held and thereafter company within six months after the expiry of each financial year, subject however to the power of the Registrar of Companies to extend the time within which such a meeting can be held for a period not exceeding three months, and subject thereto not more than fifteen months shall elapse from the date of one annual general meeting and that of the next.
- (4) Every annual general meeting shall be called for at a time during business hours on a day that is not public holiday and shall be held either at the Registered Office of the company or at some place with the city, town or village in which the Registered Office of the company is situated.
- (5) Notice calling such meetings shall specify them as Annual General Meetings.
- (6) All other meetings shall be referred to as Extra-ordinary General Meetings.

16. EXTRA ORDINARY GENERAL MEETING

The Board may whenever they think fit convene an Extra-ordinary General Meeting at such time and at such place as they deem fit. Subject to the directions if any given by the Board, the Secretary may convene Extra - ordinary General Meetings.

17. LENGTH OF NOTICE FOR CALLING MEETING

A general meeting of the company may be called by giving not less than 21 days notice in writing, provided that a General Meeting may be called after giving shorter notice if consent thereto is accorded in the case of the Annual General Meeting by all the members entitled to vote thereat and in the case of any other meeting, by members of the company holding not less than 95% of that part of the paid up share capital which gives the right to vote on the matters to be considered at the meeting. Provided that where any members of the company are entitled to vote only on some resolutions or resolutions to be moved at a meeting and not on the others, those members shall be taken into account for purpose of this Article in respect of the former resolution or resolutions and not in respect of the later.

ACCIDENTAL OMISSION TO GIVE NOTICE NOT TO INVALIDATE MEETING

The accidental omission to give notice of any meeting to or the non- receipt of any such notice by any of the members shall not invalidate the proceedings of, or any resolution passed at, such meeting.

DIRECTIONS FROM THE GOVERNMENT OF KERALA

Notwithstanding anything contained if any of these articles, the Government of Kerala may from time to time, subject to the provisions of the Act, issue such directives or instruction as they may deem necessary in regard to the finances and the conduct of the business and affairs of the company and in like manner may vary or annual any such directives. The Directors shall give immediate effect to such directive(s) or instruction(s).

PROCEEDINGS AT GENERAL MEETINGS

QUORUM

Five members personally present shall be a quorum for a General Meeting and no business shall be transacted at annual General Meeting unless the requisite quorum is present at the time when the meeting proceeds to business.

IF QUORUM NOT PRESENT WHEN MEETING TO BE DISSOLVED AND WHEN TO BE ADJOURNED

If within half an hour from the time appointed for the meeting, if called upon at the requisition of members, if a quorum is not present it shall be dissolved; in any other case, it 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 as the Board may determine and 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.

CHAIRMAN OF GENERAL MEETING

The members present shall choose someone of their Member to be Chairman of the meeting.

ADJOURNMENT OF THE MEETING

The Chairman may, with the consent of any meeting at which a quorum is present and shall, if so directed by the meeting, adjourn that meeting from time to time and from place to place; but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. 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. Same 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.

24. QUESTIONS AT GENERAL MEETING HOW DECIDED

At any General Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is, before or on the declaration of the result of the show of hands, demanded, in accordance with the provisions of Section 179. Unless a poll is so demanded, a declaration by the Chairman at a resolution has, on a show of hands, been carried unanimously or by a particular majority or lost and an entry to that effect in the book of the proceedings of the company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

PROCEEDINGS OF DIRECTORS

25. MEETING OF THE BOARD

- (1) The Board may meet for the despatch of business, adjourn and otherwise regulate the meetings, as they think fit; provided that a meeting of the Board shall be held at least once in every three calendar months and not more than two months shall intervene between the last day of the calendar month in which such meeting is held and the date of the next meeting.
- (2) The Secretary may as and when necessary, and shall on the requisition of a Director, at any time summon a meeting of the Board.

26. QUORUM

The quorum for a meeting of the Board shall be one third of the total strength (any fraction contained in that one-third being rounded off as one) or two Directors whichever is higher. The total strength of the Board shall mean the number of Directors actually holding office as Directors on the date of the resolution or meeting, that is to say, the total strength of the Board after deducting there from the number of Directors, if any whose places are vacant at the time.

27. COMMITTEE

- (1) The Board of Directors may from time to time, appoint one or more Committees consisting of one or more members of their body as the Board may deem fit.
- (2) The quorum of a committee may be fixed by the Board and until so fixed if the committee is of a single member or two members the quorum shall be one and if more than two members, it shall be two.

28. ELECTION OF THE CHAIRMAN OF THE COMMITTEE

If the Chairman of the Board is a member of the committee, he shall preside over all meetings of the committee. If the Chairman is not a member thereof, the committee may elect a Chairman of its meetings; if so 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 member of the committee present may choose one.

29.

ACTS DONE BY BOARD OR COMMITTEE VALID NOT WITHSTANDING DEFECTIVE APPOINTMENT

All acts done by any meeting of the Board or of a Committee thereof, or by any person acting as Director shall not withstanding 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 and such person had been duly appointed and was qualified to be a Director.

30.

RESOLUTION BY CIRCULATION

Save as otherwise expressly provided in the Act, a resolution in writing circulated in draft together with necessary papers, if any, to all the Directors or to all the members of the Committee, then in India, not being less in number than the quorum fixed for the meeting of the Board or of the Committee as the case may be and to all other Directors or members of the Committee at their usual addresses in India and approved by such of the Directors as are then in India or a majority of such of them as are entitled to vote on the resolution shall be as valid and effectual as if it had been a resolution duly passed at a meeting of the Board or Committee duly convened and held.

POWERS AND DUTIES OF DIRECTORS

- (a) The business of the company shall subject to the provisions thereof be managed by the Board of Directors, who may exercise all such powers of the company as are not by the Act or any statutory modification thereof for the time being in force, or by these presents; required to be exercised by the company in General Meeting, subject nevertheless to any regulation of these presents, to the provisions of the said Act, and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the company in General Meeting; but no regulation made by company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.
- (b) Without prejudice to the generality of the powers conferred by the last preceding clause, and other powers conferred by these presents, it is hereby expressly declared that the Directors shall have the following powers, that is to say, power
 - (1) To carry on and transact several kinds of business specified in Clause III of the Memorandum of the Association of the Company.
 - (2) To draw, accept, endorse, discount, negotiate and discharge on behalf of the company all bills of exchange, promissory notes, cheques, hundies, drafts, railway receipts, dock warrants, delivery orders, Government promissory notes, other Government instruments, bonds, debentures or debenture stocks of Corporations, Local Bodies, Port Trusts, Improvement Trust or other Corporate bodies and to execute transfer deeds for transferring stock share or stock certificates of the government and other local or corporate bodies in connection with any business or any subject of the company.

- (3) To acquire by purchase, lease, exchange, or otherwise lands, estates, fields, buildings, office showrooms, godowns and other buildings in the State of Kerala elsewhere, machinery, engine, plant, rolling stock, tools, outfits, stores, hardware and any other materials of whatever description either for credit or for cash and present or future delivery.
- (4) At their discretion, to pay for any property rights or privileges acquired by or services rendered to the company, either wholly or partially in cash or in shares, bonds, debentures or other securities of the company, and any such shares may be issued either as fully paid up or with amount credited as paid up thereon as may be agreed upon; and any such bonds, debentures, or other securities may be either specifically charged upon all or any of the property of the company or not so charged.
- (5) To engage and in their discretion to remove, suspend, dismiss and remunerate bankers, legal advisers, accountants, cashiers, clerks, agents, commission agents, dealers, brokers, foremen servants, employees of every description and in employ such professional or technical or skilled assistants as from time may in their opinion be necessary or advisable in the interest of the company and upon such terms as to duration of employment, remuneration or otherwise and may require security in such instances and to such terms as to duration of employment, remuneration or otherwise and may require security' in such instances and to such amounts as the Directors may think fit.
- (6) To secure the fulfillment of any contracts of agreements entered into by the company, by mortgage or charge of all or any of the property of the company or in such other manner as they may think fit.
- (7) To institute, conduct, defend, compound or abandon any actions, suits and legal proceedings by or against the Company or its Officers or otherwise concerning the affairs of the company and also to compound or compromise submit to arbitration of the same actions, suits and legal proceedings.
- (8) To plant, develop, improve, cut down, process sell or otherwise dispose of the products of the company and to incur all expenses in this behalf.
- (9) To make and give receipts, releases and other discharges for money payable to the company and for the claims and demands of the company.
- (10) To determine who shall be entitled to sign on the Company's behalf bills of exchange, promotes, dividend warrants, cheques and other negotiable instruments, receipts, acceptances, endorsements, releases, contracts, deeds and documents.
- (11) From time to time to provide for the management of the affairs of the company in any specific locality in India or abroad in such particular to appoint any persons to be the attorneys or agents of the company either abroad or in India with such power to sub-delegate and upon such terms as may be thought fit.
- (12) To invest and deal with any of the moneys of the company not immediately required for the purposes thereof upon such securities as they think fit.

- (13) To execute in the name and on behalf of the company in favour of any Director or other person who may incur or be about to incur any personal liability for the benefit of the Company such mortgage of the company's property (Present and future) as they think fit and any such mortgage may contain a power of sale and such other powers, covenants and provisions as shall be agreed on.
 - (14) To give any person employed by the company a commission on the profits of any particular business or transactions, or a share in the general profits of the company, and such commission, or share of profits, shall be treated as part of the working expenses of the company.
 - (15) From time to time to make, vary and repeal byelaws for the regulation of the business of the company, its officers and servants.
 - (16) To enter into all such negotiations, and contracts, and rescind and vary all such contracts, and execute and do all such act, deeds and things in the name and on behalf of the company as they may consider expedient for or in relation to any of the matters aforesaid, or otherwise for the purposes of the company.
 - (17) To pay gratuities, bonus, rewards, presents and gifts to employees or dependents of any deceased employees, to charitable institutions or purposes, to subscribe for provident funds, and other associations for the benefit of the employees.
 - (18) The principles of reservation as applicable in Government should be followed in the matter of all appointments in the Company
- (c)(1) The Board shall exercise the following powers on behalf of the company only by resolution passed at a meeting of the Board.
- (i) Power to make calls on shareholders in respect of money unpaid on their shares.
 - (ii) Power to issue debentures
 - (iii) Power to borrow moneys otherwise than on debentures.
 - (iv) Power to invest the funds of the company; and
 - (v) Power to make loans.
- (2) The Board may by a resolution passed at a meeting delegate to any committee of the Board if any, any powers specified in subclauses (iii), (iv) and (v) of clause (1) above.
- (3) Every resolution delegating the power set out in sub clause (iii) of clause (1) above shall specify the total amount outstanding at anytime upto which the moneys may be borrowed by the said delegate.
- (4) Every resolution delegating the power referred to in sub clause (iv) of clause (1) above shall specify the total amount upto which the funds may be invested and the nature of investments which may be made by the delegate.
- (5) Every resolution delegating the power referred to in sub clause (v) of clause (1) above shall specify the total amount upto which loans may be made by the delegate, the purpose for which the loans may be made and the maximum amount of the loan that may be made for each purpose in individual cases.

31.

APPOINTMENT & POWERS OF MANAGING DIRECTORS.

- (1) Subject to the provisions of the Act, the Government of Kerala may from among the directors of the company, appoint a Managing Director at such remuneration and upon such conditions as they think fit.
- (2) A Managing Director shall not, while he continues to hold that office, be subject to retirement by rotation, and he shall not be reckoned as a Director for the purpose of determining the rotation of retirement of Directors or in fixing the number of Directors to retire, but (subject to the provisions of any contract between him and the company) he shall be subject to the same provisions as to resignation and removal as the other Directors of the company, and he shall, ipso facto and immediately, cease to be a Managing Director if he ceases to hold the office of the Director from any clause.
- (3) Subject to the provision of the Act and to the general supervision and control of the Board, and the Managing Director shall have the general direction, management and superintendence of the business of the company with power to do all acts, matters and things deemed necessary, proper or expedient for carrying on the business and concerns of the company, including power to appoint, suspend and dismiss officers, staff and workmen of the company, to make and sign all contracts and receipts and to draw, accpt, endorse and negotiate on behalf of the company all such bills of exchanges promissory notes, hundies, cheques, drafts, Government promissory notes or other Government papers and other instruments as shall be necessary, proper or expedient for carrying on the business of the company and ,to operate on the bank accounts of the company and to represents the company in all suits and all other legal proceedings and to engage Solicitors, Advocates and other agents and to sign the necessary papers, documents and instruments of authority, to appoint agents or other Attorneys and to delegate to them such powers as the Managing Director or Managing Directors may deem fit and at pleasure, such powers to revoke and generally to exercise all such powers and authorities as are not by the companies Act for the time being in force or by these Articles expressly directed to be exercised by the Board of Directors or by the company in General Meeting.
- (4) The Managing Director shall not exercise the powers to :
 - (a) Make calls on shareholders in respect of money unpaid on their shares in the company.
 - (b) issue debentures and except to the extent mentioned in the resolution passed at the Board meeting under section 292 of the Act, shall also not exercise the power to :-
 - (c) Borrow money's otherwise than on debentures
 - (d) Invest the funds of the company, and
 - (e) Take loans

- (5) The company shall not appoint or employ, or continue the appointment or employment of a person as its Managing or whole time Director who;
- (a) Is an undischarged insolvent, or has, at any time been adjudged as insolvent
 - (b) Suspends, or has at any time, suspended, payment to his creditors, or makes or has at any time made a composition with them, or
 - c) is, or has at any time, been convicted by a court of an offence involving moral turpitude.

32.

LEGAL PROCEEDINGS

Any Managing Director or the Secretary for the time being or any other person duly authorized by the Directors shall be entitled to make give, sign and execute and all every warrant to sue or defend on behalf of the company, all and every legal proceedings and compositions, or compromise, agreement, and submission to arbitration and agreement to refer to arbitration as may be requisite, and for the purposes aforesaid, the Secretary or such other person may be empowered to use their or his own name on behalf of the company, and they or he shall be saved harmless and indemnified out of the funds and property of the company, from and against all costs and damages which they or he may incur or be liable to by reason of their or his name being so used as aforesaid.

33.

POWERS TO DELEGATE TO DIRECTORS

Subject to the provisions of Section 292 and the other provision of the Act, the Board may delegate from time to time and at anytime to a committee formed out of the Directors or to any Directors jointly or severally or to anyone director, any of the powers, authorities and discretion for the time being vested in the Board and any such delegation may be made on such terms and subject to such conditions as the Board may think fit.

34.

ATTORNEY OF THE COMPANY

The Board may appoint at any time and from time to time by a power of Attorney under the Company's seal any person to be the Attorney of the Company for such purposes and with such powers, authorities and discretion not exceeding those vested in or exercisable by the Board under these articles and for such period and subject to such conditions as the Board may from time to time think fit and any such appointment may, if the Board think fit be made in favour of the members, directors, nominees or manager of any firm or company or otherwise in favour of any fluctuating body of persons, whether nominated directly or indirectly by the Board, and any such power of attorney may contain such provisions for the protection or convenience of persons dealing with such attorney as the Board may think fit.

DUTY TO MAINTAIN REGISTERS

The Board shall duly comply with the provisions of the Act and in particular with the provisions in regard to the registration of the particulars of the mortgages and charges affecting the properties of the company or created by it and keeping a register or the Directors and to sending the register an annual list of members and a summary of particulars of shares and stock and copies of the Board as are required to be filled with the Register under Section 192 and a copy of the Register of Directors and notification of any changes therein.

SECRETARY

The Board shall have power to appoint as the Secretary, a person fit, in their opinion, for, the said office, for such period and on such terms and conditions as regards remuneration and otherwise as they may determine. The secretary shall have such powers and duties as may, from time to time, be delegated or entrusted to him by the Directors.

POWER AS TO COMMENCEMENT OF BUSINESS FOR BRANCH OF BUSINESS

Any branch or kind of business which by the Memorandum of Association of the company or these presents is expressly or by implication authorized to be undertaken by the company, may be undertaken by the Board at such time or times as they shall think fit and further may be suffered by them to be in abeyance whether such branch or kind of business may have been actually commenced or not so long as the Board may deem fit expedient not to commence or proceed with such branch or kind of business.

BORROWING

- (1) The Board of Directors may from time to time but subject to such consent of the Company in general meetings as may be required under Section 293 of the Act, raise any money or any moneys or sums of money for the purpose of the Company provided that the moneys to be borrowed by the company apart from temporary loans obtained from the company's bankers in the ordinary course of business shall not without the sanction of the company at a general meeting exceed the aggregate of the paid up capital of the company and its free reserves that is to say reserves not set apart for any specific purpose and in particular but subject to the provision of Section 292 of the Act, the Board may from time to time at their discretion raise or borrow or secure the payment of any sum or sums of money for the purpose of the company, by issue of debentures perpetual or otherwise including annuities and in security of any such money so borrowed, raised or received mortgage, pledge or charge, the whole or any part of the property, assets, or revenue of the company present or future including its uncalled capital, by special assignment or otherwise, or to transfer or convey the same absolutely in trust and to give the lenders powers of sale and other powers as may be expedient and to purchase, redeem or pay off any such securities

Provided that every resolution passed by the company in General Meeting in relation to the exercise of the power to borrow as stated above shall specify the total amount up to which money may be borrowed by the Board of Directors.

- (2) The Directors may, by a resolution at a meeting of the Board, delegate the above power to borrow money otherwise than on debentures to a committee of Directors within the limits prescribed.
- (3) Subject to the provisions of the above sub-clauses, the Directors may, from time to time at their discretion, raise or borrow or secure the repayment of any sum or sums for the purpose of the company, at such time and in such manner and upon such terms and conditions in all respects as they think fit and in particular, by promissory notes, or by opening current accounts, or by receiving deposits and advances with or without security, or by the issue of bonds perpetual or redeemable debenture stock of the company charged upon all or any of the part of the property of the company (both present and future) including its uncalled capital for the time being or by mortgaging or charging or pledging any lands, buildings, goods or other property and securities of the company or by such other means as to them may seem expedient.
- (4) Such debentures, debenture - stock, bonds or other securities may be made assignable free from any equities between the company and the person to whom the same may be issued.

39.

CHARGE IN FAVOUR OF DIRECTOR OR INDEMNITY

If the Directors or any of them or any other persons, shall become personally liable for the payment of any such primarily due from the company, the Board may execute or cause to be executed and mortgage, charge or security over the affecting the whole or any part of the assets of the company by way of identity to secure the directors or other persons so becoming liable as aforesaid from any loss in respect of such liability.

VI. DIVIDENDS

40.

DECLARATION OF INTERIM DIVIDENDS

The Board may from time to time pay to the members such interim dividend as may appear to it to be justified by the profits or by the financial position of the company but the Directors shall be entitled to withhold such payment, if before actual payment it is ascertained that it will, if paid, have to be paid out of the capital.

41.

APPROPRIATION OF THE PROFIT

- (a) The Board may, before recommending any dividend, set aside out of all the profits of the company such sum as it thinks proper as reserve which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application may at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time think fit.
- (b) The Board may also carry forward any profits which it may think prudent not to

VII ACCOUNTS

BOOKS OF ACCOUNT

42.

The Board shall cause proper books of account to be kept with respect to all sums of money received and expended by the company and the matters in respect of which such receipts and expenditures take place, all sales and purchases of goods by the company and the liabilities of the company as required by Section 209 of the Companies Act, 1956.

43.

MAINTENANCE OF ACCOUNTS

All the aforesaid books shall give a true and fair view of the Company or its branch office as the case may be with respect to the matters afore said and explain its transactions.

44.

PLACE WHERE BOOKS OF ACCOUNT ARE TO BE KEPT

The books of account shall be kept at the Registered office or at such other place as the Directors think fit in accordance with the provisions of Section 209 of the Companies Act, 1956.

45.

INSPECTION OF BOOKS

Subject to the provisions of the companies Act 1956, no member (not being a Director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorized by the Board or by the company in General Meetings. The Books of accounts shall be open to inspection by any officer of the Government during business hours as required by Section 209 of the companies Act 1956.

VIII AUDIT

46.

AUDIT OF BOOKS:

Every Balance Sheet and Profit and Loss Account shall be audited by one or more auditors as per the provisions of the Companies Act, 1956

- 46 (a). The Company shall submit a copy of the Balance Sheet and Profit and Loss Account with a Copy of the Auditors Report to Principal Secretary (Finance), Government of Kerala who shall have the right to comment upon the Audit Report in such manner as he/she thinks fit. Any such Comment to the Auditors' Report shall be placed before the Annual General Meeting at same time and in the same manner as the Audit Report

IX SEAL

47.

COMMON SEAL AND CUSTODY:

The Board shall provide a common seal of the company and they shall have power, from time to time, to destroy the same and substitute a new seal in lieu thereof and the common seal shall be kept at the Registered Office of the company and committed to the custody of the Directors. All the document purported to be executed by the company shall bear the signature of the Managing Director under the affixation of the common seal of the company.

X WINDING UP

48. a) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the companies Act, 1956 divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not;
- b) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members;
- c) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trust for the benefits of the contributories as the liquidator, with the like sanction, shall think fit, but so that no member shall be compelled to accept any share or other securities whereon there is no liability; and
- d) If the company shall be wound up, the surplus assets, after payment of the costs, liabilities and expenses of the winding up, shall be applicable without prejudice to the rights of the holders issued upon such terms and conditions.

XI. SECRECY CLAUSE

49. Every Director, Manager, trustee, member of any committee, officer, servant, agent, accountant or other person employed in the business of the company shall, if so required by the Directors before entering upon his duties, sign a declaration pledging himself to observe a strict secrecy respecting all transactions of the company with customers and the state of accounts, with individuals and in matters relating thereto and by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required to do so by the Directors or by any general meeting or by a Court of law or by the person to whom such matters relate and except, so far as may be necessary, in order to comply with any of the provisions these present contained. No member shall be entitled to visit or inspect the company's laboratories and work shops without permission of the Directors or to require discovery of or any information respecting any details of the company's trading or any matter which is or may be in the nature of a trade secret or process of the company and which, in the opinion of the Directors, will be inexpedient in the interest of the members of the company to communicate to the public.

XII. INDEMNITY

50. Every Director, Secretary or Officer of the company or any person (whether an officer of the company or not) employed by the Company shall be indemnified out of the funds of the company against any liability incurred by him in defending any proceedings whether civil or criminal in which he is acquitted, or in connection with any application under Section 633 of the Companies Act, 1956, in which relief is granted to him by the Court.

| Sl No | Name of Subscribers | Address and Description of the subscribers | Signature of Subscribers |
|-------|--|---|--------------------------|
| 1. | K. Jose Cyriac S/o. K.J. Syriac | I.A.S. Colony Vattiyoorkavu Trivandrum - 695013. | Sd/- |
| 2 | Lida Jacob W/o. Jacob Punnen | A 24, Kanaka Nagar Kowdiar Trivandrum - 3. | Sd/- |
| 3. | Dr. P.P. Vava S/o. Panikily | Madhaviram N.C.C. Road Ambalamukku P.O. Trivandrum. | Sd/- |
| 4. | Matew P. Chandy S/o. C.M. Chandy | Vellamattam T.C. No. XI/991 Koonamkulam Lane Medical College P.O. Trivandrum. | Sd/- |
| 5. | Dr. P.J. Joseph S/o. Kurian Joseph | Cherukara T.C. No. XXVII/1671 Vanchiyoar Trivandrum. | Sd/- |
| 6. | M.N. Ramachandran S/o. M.S. Nanoo | M.P.I. Quarters Edayar P.O. Koothattukulam. Managing Director M.P.I. Ltd. | Sd/- |
| 7. | Dr. T.K. Jose S/o. T.J. Kunjuvareed | Thottappilly Karoar P.O. 680683 | Sd/- |

Dated this the tenth day of October, 1995

Witness to the above signatures:

Name : M. Rajan

Sd/-

Address : Madathil House,
Nayarambalam P.O.
Ernakulam District

Occupation : Government Servant