



प्रारूप 1
पंजीकरण प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U93000WB2010NPL150601

2010 - 2011

मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स

JUTE PRODUCTS DEVELOPMENT AND EXPORT PROMOTION COUNCIL

का पंजीकरण, कम्पनी अधिनियम 1956 (1956 का 1) की धारा 25 के अधीन आज किया जाता है और यह कम्पनी लिमिटेड है।

यह निगमन-पत्र आज दिनांक तेईस जून दो हजार दस को मेरे हस्ताक्षर से कोलकाता में जारी किया जाता है।

Form 1
Certificate of Incorporation

Corporate Identity Number : U93000WB2010NPL150601

2010 - 2011

I hereby certify that JUTE PRODUCTS DEVELOPMENT AND EXPORT PROMOTION COUNCIL is this day incorporated under Section 25 of the Companies Act, 1956 (No. 1 of 1956) and that the company is limited.

Given under my hand at Kolkata this Twenty Third day of June Two Thousand Ten .



(SWADHIN BARUA)

उप कम्पनी रजिस्ट्रार / Deputy Registrar of Companies

पश्चिम बंगाल
West Bengal

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

Mailing Address as per record available in Registrar of Companies office:

JUTE PRODUCTS DEVELOPMENT AND EXPORT PROMOTION COUNCIL
1, B.K. PAUL AVENUE, KOLKATA - 700005,
West Bengal, INDIA

प्रमाणित सत्य प्रतिलिपि
Certified to be true Copy

सहायक कम्पनी रजिस्ट्रार
Assistant Registrar of Companies
पश्चिम बंगाल / West Bengal
कोलकाता / Kolkata

MEMORANDUM
AND
ARTICLES OF ASSOCIATION

(Public Company U/s 25 of the Companies Act-1956)

**JUTE PRODUCTS DEVELOPMENT AND EXPORT PROMOTION
COUNCIL**

THE COMPANIES ACT, 1956
MEMORANDUM OF ASSOCIATION
OF

JUTE PRODUCTS DEVELOPMENT AND EXPORT PROMOTION COUNCIL

(Public Company not having Share Capital and not for profit under section 25 of the Companies Act, 1956)

NAME

1. The name of the Company is JUTE PRODUCTS DEVELOPMENT AND EXPORT PROMOTION COUNCIL.

REGISTERED OFFICE

2. The Registered Office of the Council is situated in the State of West Bengal.

OBJECTS

3. The objects for which the Company is established are :

(A) Main objects to be pursued by the Company on its incorporation are:

- i) To protect, support, develop, promote, increase and maintain the export of all types of jute, jute blended and jute union products made from fiber, yarn, twine and fabric for conventional, technical and new & diversified uses, and to carry out such activities in such manner as may be necessary or expedient with thrust on growth in diversified products.
- ii) To contribute to the overall development of the jute sector with encouragement of growth of entrepreneurs, investments, markets, human resources, supply bases, environment, and social welfare.

(B) Objects ancillary or incidental to the attainment of main objects are:

- i) To act as a registering authority if so decided by the Central Government.
- ii) To organise or participate in the international level trade shows and buyer-seller meets.
- iii) To undertake and encourage all types of developmental activities relating to infrastructure creation, HR (Human Resource) development, design creation, product engineering, capacity enhancement including setting up of CFC (Common Facility Centre) and Jute Park.
- iv) To undertake market studies in foreign countries.
- v) To send trade delegations/study teams to foreign countries.

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(2)

- vi) To appoint representatives or consultants within and outside the country for the purposes of market information, conducting studies and/or for facilitating trade events.
- vii) To conduct publicity campaigns and propagate within and outside the country through various media.
- viii) To collect statistics and other information.
- ix) To disseminate information useful to the Indian manufacturers and exporters.
- x) To provide and monitor standards of quality.
- Xi) To depute the officers or Members of the Council to inspect members' units.
- Xii) To enquire, investigate and take action on complaints.
- Xiii) To nominate arbitrators or valuers for the settlement of disputes or differences arising out of the transactions relating to the exports between parties who agree to refer their disputes to the arbitrators/surveyors so nominated by the Council.
- xiv) To tie-up with Chambers of Commerce, Trade & Industry Associations and other public bodies within or outside India for the development, promotion and advancement of exports of jute products.
- xv) To enunciate just and equitable principles to govern the trade in jute products and to establish a code or codes of practices for the general guidance of exporters and manufacturers and to further simplify transactions relating to the exports.
- xvi) To advise and/or represent to the Central or State Governments, local and other Authorities, on:
 - a) policies and other measures, including direct and indirect taxes, levies, imposts, etc;
 - b) the steps to be taken by them to prevent any contravention of the code of practices, as laid down by the Council, by any of the persons concerned where such contravention would affect the export of jute products.

Provided that such advice or representation shall be only in so far as such policies or measures have a bearing directly or otherwise on the export of jute products.

Cont...3

(3)

- xvii) To establish and maintain museums, collections, libraries and compilation of the literature and to translate, compile, collect, publish, lend, purchase or sell any literature connected with the trade and commerce relating to jute products.
- xviii) To borrow money from the Central or State Governments or Banks or financial institutions and accept donations, grants or contributions from the Central Government, State Governments, or other public bodies or authorities, or any other person and to deal with the same as the Council may deem appropriate in the furtherance of its objects provided that the Council shall not deal with or use the funds or money received, by way of grant, borrowing or otherwise, except in the manner or for the purpose specified without prior written approval of the grantor.
- xix) To grant subsidies, loans and advances to its employees or to the manufacturers or exporters of jute products upon such terms and conditions as approved by the Central Government and to realize and recover such subsidies, loans and advances in accordance with such terms and conditions as approved thereof.
- xx) To sell, manage, develop, exchange, loan, sublet, mortgage, dispose of or otherwise deal with all or any part of the property of the Council; and in the case of property acquired with the grant of Government, terms of the grant will apply.
- xxi) To enter into contracts, including guarantee.
- xxii) To draw, make, accept, endorse, discount and execute negotiable instruments.
- xxiii) To deposit and invest the money of the council in any bank approved in this behalf by the Government.
- xxiv) To subscribe to become a member of and cooperate with any other Association, whether incorporated or not, whose objects are similar to those contained in this Memorandum.
- xxv) To construct, purchase, hire or otherwise acquire and maintain suitable buildings, apartments, furniture and other fittings in any country, including arrangements for warehousing, showrooms, expo marts, etc. for the purpose of achieving any of the objects for which the Council is established.
- xxvi) To acquire, purchase, or take on lease, land, building or other movable or immovable property which the Council may from time to time deem it necessary to acquire, purchase or take on lease.

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(C) Other Objects:

- i) To do all such other lawful things as may be incidental or conducive to the attainment of the above objects.

Provided that the Company shall not support with its funds, or endeavour to impose on, or procure to be observed by, its members or others, any regulations or restriction which, if an object of Company, would make it a Trade Union.

4. The objects of the Company extend to the whole of India

5 (1) The income and property of the Company, when so ever derived, shall be

applied solely for the promotion of its objects as set forth in this Memorandum

(2) No portion of the income or the 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 person claiming through any one or more of them.

(3) Except with the previous approval of the Central 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.

(4) Except with the previous approval of the Central Government, no member shall be appointed to any office under the Company which is remunerated by salary, fees or in any other manner not excepted by sub- clause (3)

(5) Nothing in this clause shall prevent 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.

6. No alteration shall be made to this Memorandum of Association or to the Articles of Association of the Company which are for the time being in force, unless the alteration has been previously submitted to and approved by the Regional Director, Eastern Region, Ministry of Corporate Affairs, Kolkata.

7. The liability of the Members is limited.

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8. Each member undertakes to contribute to the assets of the company in the event of its being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts or liabilities of the Company contracted before he ceases to be a member and the costs, charges and expenses of winding up and for adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding Rs 1000/- (One Thousand) only.

9. True account shall be kept of all sum of money received and expended by the Company and the matters in respect of which such receipts and expenditure takes 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 account of the Company shall be examined and the correctness of the Balance Sheet and the Income and Expenditure Account ascertained by one or more properly qualified auditor or auditors.

10. If upon a winding up or dissolution of the Company, there remains, after the satisfaction all the debts and liabilities, any property whatsoever, the same shall not be distributed amongst the members of the Company but shall be given or transferred to such other Company having objects similar to the objects of this Company, 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.

THE COMPANIES ACT, 1956
ARTICLES OF ASSOCIATION
OF

Jute Products Development and Export Promotion Council

(Public Company not having Share Capital and not for profit under section 25 of the Companies Act, 1956)

Save as otherwise provided in the Articles of Association, the provisions of Companies Act, 1956 read with Table 'C' as amended from time to time shall apply to Jute Products Development and Export Promotion Council.

INTERPRETATION

1. In the interpretation of these Articles, the following words and expressions shall have the following meanings, unless repugnant to the subject or context:

"Act" means the Companies Act, 1956 and the Rules framed there under or any modification or re-enactment for the time being in force.

"Annual General Meeting (AGM)" means a General Meeting of the members held in accordance with the provisions of section 166 of the Act.

"Auditors" mean the properly qualified person or persons appointed in compliance with the Companies Act, 1956.

"Authorized Representative" or "Authorized Representative of a Member" means a person registered as such.

"Bye Laws" mean the Bye Laws of the Council for the time being in force, made under or in pursuance of the Articles of Association for the time being or under or by virtue of any enactment.

"Central Government" means the department and/or Department of Government of India concerned with the promotion of export of jute products.

"Chairman" means Chairman of the Council for the time being.

"Committee" means Central Management Committee (CMC) duly constituted by the Members of the Council, which shall exercise the powers vested in a Board of Directors of a company and, in relation to Council, shall be equivalent to such Board for the purposes of the Act.

"Convener" means convener who is elected or appointed from within eighteen elected members of the Committee for one of the five regions and / or the six Products - groups.

(2)

"Co-opted Member" means a member who has been co-opted by the Committee.

"Council or Company" means Jute Products Development and Export Promotion Council being a company registered under section 25 of the Act.

"Exporter" means any person, firm or company or any other persons or bodies engaged in the export of jute products from India.

"Extraordinary General Meeting" means an Extraordinary General Meeting of the members duly called and conducted and any adjourned meeting thereof.

"Jute Products" mean as defined in the Memorandum or as otherwise determined by the Central Government from time to time for the purpose of export from India.

"Member" means a member of the Council for the time being and whose name is entered in the Register of Members of the Council.

"Office" means the Registered Office of the Council.

"Seal" means the common seal of the Company.

"Secretary" means a Secretary for the time being of the Council and includes any person acting as such.

"Sub-committee" means the Sub-committee for administration of specified activities within territorial limit and product -group, the convener of which will be from amongst the elected members of the Committee.

"Terms" means Annual General Meeting to next Annual General Meeting.

"Year" means financial year from April 1st to March 31st.

BYE LAWS

2. The Council may from time to time frame such Bye-laws as may be considered appropriate for the efficient conduct of the affairs of the Council including, but not limited to Bye-laws, admission of members to the Council for determination of the representation to the Council to be granted to industrial, commercial or public bodies specifying the period for which they shall be continued as member in conformity with provisions of the Act. The Council may in like manner at any time and from time to time rescind or alter or add to any of the Bye-laws passed by special resolution and approved by the Central Government.

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MEMBERSHIP

3. The number of members with which the Council is proposed to be registered is seven, which may be increased to an indefinite number at the discretion of the Central Committee and depending upon the volume of the activities of the Council, subject to the approval of the members of the Council and the Central Government.

4. **Eligibility for Membership**

Any person, firm, or association of persons, joint stock company or other Corporation or co-operative society who shall be engaged in the business of export of jute products and who shall satisfy the requirements of the Bye-Laws, if any, framed by the Council in this behalf shall be eligible for membership of the Council.

5. **Application for Membership**

- i) All applications for membership shall be sent to the Secretary along with a Cheque / Demand Draft for the prescribed entrance and annual fees and the required documents. The Committee shall have power to prescribe the form of application.
- ii) On receipt of any such application, the secretariat will process the same and have it approved by Secretary and in his absence, the Chairman or the Vice-Chairman. The Secretary shall put up it for ratification of such membership in ensuing meeting of Central Management Committee and issue a membership certificate.
- iii) If any application is rejected, the Secretary shall notify the applicant of such rejection. The applicant has a right to appeal to the Committee for re-consideration / review of his admission.
- iv) If the Committee accepts any application, the Secretary shall notify the applicant of such approval and thereupon the applicant shall immediately become a Member, provided that all fees and other dues payable by such applicant to the Council have been paid by him/her.
- v) Membership of the Council shall commence from the date of acceptance by the Committee.

Notwithstanding the provisions of sub-clause, the signatories to the Memorandum of Association shall be the first members of the Council on registration thereof.

6. Resignation from Membership

- i) Any member wishing to resign from the Council shall give to the Secretary two calendar months notice in writing of his/her intention to resign and until such notice is given and until the expiry thereof, he/she shall be deemed to continue to be a member and shall be liable to pay his/her annual fee and all other dues, if any, to the Council.
- ii) No fees shall be refunded to a member resigning as aforesaid. Such resignation shall also not affect any liability of the member to contribute to the assets of the Council as provided in the Memorandum of Association.
- iii) Notwithstanding anything to the contrary contained hereinabove, the Committee may refuse to accept the resignation of a member unless and until all arrears of subscription and any other sums which may be due on the date of receipt of notice of resignation by the member to the Council have been paid.

7. Members' Rights & Privileges

Apart from and without prejudice to any other rights and privileges conferred on Council Members either by the Memorandum of Association or by these Articles, Council Members shall have the following rights and privileges:

- i) To vote for election of members of the Committee.
- ii) To stand for election to the Committee subject to the fulfillment of eligibility conditions.
- iii) The right of requisition as mentioned hereinafter to call a Meeting of the Council;
- iv) The right to receive the Annual Report of the Committee;
- v) The right to receive publications of the Council on the terms fixed by the Committee from time to time.
- vi) The right to see the members' list and accounts of the Council.

8. Fees for Membership

- i) A one time entrance fee and annual subscription fee shall be paid by every member as under or at rates amended from time to time by the Committee. The Committee may levy charges payable by members of the Council for various services rendered like sending circulars, participation in trade fairs, recommending for MDA (Market Development Assistance) grant, etc.

(5)

- ii) An entrance fee and annual subscription fee shall be paid by every member as under:
 - a) Entrance fee Rs.1,000 at the time of enrollment.
 - b) Annual subscription fee Rs.3,500/-every year by every member.

9. Cessation of Membership

The Membership of the Council shall ipso-facto cease if:

- i) The member voluntarily submits his resignation in writing to the Secretary of the Council, provided that, such member shall vacate such membership only after the acceptance thereof by the Committee.
- ii) A member being a corporate body or cooperative society or firm, a resolution is passed for its dissolution/winding up or an order for its dissolution/winding up is made by a court of competent jurisdiction.
- iii) A member is in default in payment of subscription to the Council
- iv) He ceases to be a member under any other regulation of the Articles of Associations of the Council.
- v) In case of an individual, upon his death.
- vi) He is expelled from the Council by a resolution passed by $\frac{2}{3}$ rd (Two third) of its members present, by reason(s) of failure to observe the Articles of Association, rules, regulations and bye-laws of the Council or any decision of arbitration of the Committee.
- vii) He is removed or de-registered in accordance with the Provisions of the EXIM policy and Procedures in force.
- viii) Such member being an individual, he, or if such member is a company or corporation, any officer or Director thereof as the case may be, is pronounced guilty of an offence which, in the opinion of the Committee, amounts to an act/conduct in contravention of the rules, regulations and/or bye-laws of the Council or is otherwise detrimental to the interest of the Council.
- ix) He or firm of which he is a partner or a private company of which he is a Director, without the sanction of the Council, accepts or holds any office of profit under the Council, other than that of a Legal Adviser, professional or of a Banker.

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- x) The Committee by a $3/4^{\text{th}}$ (three fourth) majority decides that a member has ceased to exist or to represent the commercial interest which he sought to represent.
- xi) A member indulges in an act detrimental to the interest of the Council or of its members or against national/public interest.
- xii) A member engages in misconduct including moral turpitude,
- xiii) A member indulges in the defamation of the Council.

10. Register of Members

- i) The Council shall keep a register of its Council members in which shall be set forth the names and addresses of the members for the time being, the date on which each person was entered in the Register as a Member; the date on which any person ceased to be a Member and all changes in membership taking place from time to time shall be recorded.
- ii) Any changes in the constitution, ownership, address of Council Members will have to be notified within 3 months of such change. However, the Central Management Committee of the Council may condone delay up to 3 months beyond initial 3 months' period provided it is satisfied that the delay in notifying the change was not due to willful negligence. Failure to notify such change within the stipulated time will render the member liable to cancellation of his/her membership.

11. Representation

- i) A member of the Council shall be represented by Proprietor of the proprietorship Firm, Karta in case of H.U.F., one of the Partners or Authorized Representative in case of Partnership Firm to act as its representative at any Meeting of the Council provided that such representation is duly authorized on the letter head of the Firm, duly signed by the Authorized Member, unless revoked.
- ii) Any joint stock company or other Corporation or Co-operative Society which is a Member of this Council shall by a Resolution of its Directors or any persons in the position of Directors authorize any of the Directors or any person in the place of the Directors to act as authorized representative at any meeting of the Council.
- iii) The person so authorized as aforesaid shall thereupon be entitled to exercise the same rights and powers on behalf of the member whom he represents as if he/she were an individual member of the Council as the firm, company or Corporation or Co-operative Society.

CENTRAL MANAGEMENT COMMITTEE

12. The first Directors of the Central Management Committee of the Council shall be;

- (a) Mr Sushil Khaitan
- (b) Mr Toshak Raje Vaid
- (c) Mr Suseelan Subhash Koncherry

13. Formation and Composition

- i) The direction and management of the affairs of the Council shall vest in the Committee which shall have, not more than twelve (12) members consisting of two Government nominees, eight elected members and two co-opted members.
- ii) There shall be two Government nominees on the Central Management Committee as non retiring members. The Government may change their nominees from time to time.
- iii) There Shall be eight members to be elected by the members of the Council on the basis of proportionate representation amongst members in each of the five Regions (as defined in Article 17 hereunder) of the country, subject to a minimum of one member from each region. The number of seats for each Region shall be determined by Returning Officer nominated by Central Government or any other designated senior Government officer authorized in this behalf or in case no Returning Officer is nominated as said above, the Secretary in his capacity as the ex-officio Returning Officer shall determine the same.
- iv) There shall be two co-opted members on the Central Management Committee to be nominated by the Central Management Committee.
- v) There shall be one Chairman and two Vice-Chairmen of the Committee who shall be elected by the members of the Committee from amongst themselves subject to eligibility criteria of minimum export performance of Rs.25 lakhs cumulatively in the last three consecutive years.
- vi) Minimum 5 (Five) seats for the elected members on the Committee shall be reserved for the small and medium enterprises.

14. Eligibility

The member contesting the election of the Committee shall have export performance of Rs. 5 lakh each year or a cumulative export performance of Rs. 15 lakh, in the preceding three years from the year of election.

15. Disqualification and Cessation from Membership of the Committee

The office of a Member of the Committee shall ipso-facto become vacant if:

- i) he is found to be of unsound mind by the Court of competent jurisdiction.
- ii) he has applied to be adjudicated as an insolvent.
- iii) he is adjudged as an insolvent.
- iv) he has been convicted by a court of any offence involving moral turpitude and sentenced in respect thereof to imprisonment for not less than six months, and a period of five years has not elapsed from the date of expiry of the sentence.
- v) he absents himself from three consecutive meetings of the Committee or from all meetings of the committee for a continuous period of three months, whichever is longer, without obtaining leave of absence from the Committee.
- vi) he or any firm in which he is a partner or any private company of which he is a Director accepts loan or any guarantee or security for a loan from the Council or otherwise if he contravenes the provision of section 295 of the Act.
- vii) he acts in contravention of Section 299 of the Act.
- viii) he becomes disqualified by the order of Court under Section 203 of the Act.
- ix) he is removed in pursuance of Section 284 of the Act.
- x) he is disqualified under section 274(1)(g) of the Act

Provided that in case of members nominated by the Central Government such members may only be removed or replaced by the Central Government at its discretion and not otherwise except in the event of death of such member

16. Vacancies in the Committee

- i) In the event of a casual vacancy arising by way of resignation, demise, removal, etc. or prior to the annual election, the Committee shall be empowered to instantly fill up such casual vacancy in the Central Management Committee by another eligible member, who meets the eligibility criteria as provided under Article 14. The member so appointed shall hold the office only for the remaining term of the Committee.

(9)

- ii) If a member of the Committee desires to go out of India for a period exceeding three months at any one time, he shall intimate to the Secretary the date of his expected departure from India and shall obtain the leave of the Committee.

17. Regional Committee

- i) The Central Management Committee may form Regional Committee for the 5 (Five) regions on the basis of following geographical distribution;

WESTERN REGION	Goa, Gujarat, Maharashtra, Madhya Pradesh, Chattisgarh, Dadar & Nagar Haveli
NORTHERN REGION	Rajasthan, Punjab, Haryana, Himachal Pradesh, Jammu & Kashmir, Delhi & Chandigarh, Uttaranchal, Uttarpradesh
SOUTHERN REGION	Tamilnadu, Karnataka, Kerala, Puducherry, Andhra Pradesh, and Lakshwadeep
NORTH-EASTERN REGION	Tripura, Manipur, Meghalaya, Nagaland, Assam, Mizoram, Arunanchal Pradesh, Sikkim
EASTERN REGION	West Bengal, Orissa, Bihar, Jharkhand, Andaman & Nicobar Islands

- ii) The Regional Committee shall consist of the following:
- The Regional Chairman duly elected from the region.
 - Such number of other members as may be nominated by the Regional Chairman.
 - Each Regional Committee shall function under the guidance and direction of the Central Management Committee.
 - Tenure of the Regional Committee shall be the same as that of the Central Management Committee.

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18. Product Sub-committee

- i) The Central Management Committee may also form Product Sub-committees covering following product groups:

Group - A	Packaging / Fabrics / Packaging Bags.
Group - B	Hand & Shopping Bags.
Group - C	Yarn / Twine.
Group - D	Floor Coverings.
Group - E	Home Furnishings /Decorative / Apparel.
Group - F	(i) Technical Textiles (ii) New Products (iii)New Uses

- ii) The above Product groups can be regrouped or modified by the Central Management Committee.

- iii) Product Sub-committee shall consist of the following:

- Chairman to be nominated from the Central Management Committee.
- Such number of other members as may be nominated by the Sub-committee Chairman.
- Sub-committee shall function under the guidance and direction of the Central Management Committee.
- Tenure of the Sub-committee shall be the same as that of the Central Management Committee

19. Functions of the Central Management Committee

Functions of the Central Management Committee shall be as follows:

- To administer the general affairs of the Council;
- To determine activities of the Council;
- To set up committee or sub-committees generally or for particular purpose as the Committee may consider necessary;
- To review activities, reports and recommendations of the Regional Committees and Sub-committees;

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- v) To arrange for publication of reports and other documents of the Council;
- vi) To collaborate with activities of other Export Promotion Councils and Apex Bodies in India and foreign countries and with international organizations working in the field;
- vii) To control the finances of the Council;
- viii) To control the staff of the Council;
- ix) To ensure conduct of timely elections;
- x) To make, add, alter and repeal, with the approval of the Council, all such bye-laws as may be deemed necessary or expedient for the proper conduct and management of the Council. All these additions, alterations, etc. shall become effective only after the same have been approved by the Central Government;
- xi) To provide a seal of the Council and also provide for its safe custody.
- xii) To do all such other lawful acts conducive to the interests of the Council

20. Proceeding of the Central Management Committee

- i) The Committee may meet for the conduction of business, adjourn and otherwise regulate its meetings as it thinks fit.
- ii) Subject to the provisions of Section 285 of the Act, at least four meetings of the Committee shall be held every year.
- iii) The Chairman shall call or on requisition in writing signed by 1/5th of the Members of the Committee, shall require the Secretary to call Committee meeting at any time and on the receipt of such requisition, the Secretary shall forthwith call such a meeting.
- iv) Not less than seven days' notice of every meeting of the Committee shall be required to be served on the members who shall for the time being be in India.
- v) At any meeting of the Committee, one-fifth of the total strength of the Committee shall constitute a quorum subject to section 287 of the Companies Act, 1956.

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- vi) In the absence of the Chairman, one of the Vice-Chairmen shall preside over the meeting. If the Chairman and both Vice-Chairmen are absent, the members present shall elect one amongst themselves to preside over the meeting.
- vii) Each member of the Committee including the Chairman shall have one vote and in case of a tie, the Chairman shall, in addition to his own vote, have a casting vote. There shall be no proxy.
- viii) Save as otherwise expressly provided in the Act, question arising at any meeting of the Committee shall be decided by a majority of votes.
- ix) Save as herein provided and subject to the provisions of Section 285 of the Act, the Committee shall have the power to regulate its own proceedings and may frame such Bye-laws in this behalf as it may deem appropriate.
- x) The record of the proceedings of the Committee shall be open for examination to the members, subject to the provisions of the Act and to such regulations and in consistence therewith as the Committee may from time to time deem expedient.

21. Resolution by Circulation

- i) Any business which it may be necessary for the Committee to transact may, if the Chairman so directs, and subject to the provisions of Section 289 of the Act, be carried out by circulation of paper among all members of the CMC and any resolution so circulated and approved by majority of such members signing shall be as effectual and binding as if the resolution had been passed at a meeting of the Committee, provided that at least eight members of the Committee have recorded their views on the resolution.
- ii) When any business is so referred to the members of the Committee by circulation, a period of not less than fourteen clear days shall be allowed for the receipt of replies from such members; such period being reckoned from the date on which the notice of the business is issued.
- iii) If a resolution is circulated, the result of the circulation shall be communicated to all members of the Committee present in India.

22. Powers of the Committee

- i) The Central Management Committee shall be the managing body of the Council and in addition to the powers and authorities conferred by

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the statute or by these Articles, may exercise all such powers and do all such acts as shall be directed or authorised by the Council in a general meeting.

- ii) Such acts of the Committee as are not regulated by statute or by these Articles, shall be subject to such regulations or directions as may, from time to time, be decided upon or given at any general meeting of the Council.
- iii) The Committee shall be empowered to invite special invitees to the Committee subject to a maximum of four subject specialists, whose services may be required to contribute to the quality of deliberations of the CMC and to the Council in decision making process.

Provided that no such regulation or direction shall invalidate any prior act of the Committee which would have been valid had the regulation or direction not been made or given.

23. Term of Chairman, Vice Chairman and the Committee

- i) The Chairman and Vice-Chairmen so elected shall hold office for two terms subject to the provision of Article 13 (v) from the date of election. They shall not be eligible for re-election to the same office until the expiry of next two terms. The maximum period for which the Chairman and the Vice Chairmen shall hold office shall not exceed three terms of two terms each.
- ii) The Chairman/Vice-Chairmen and CMC members not fulfilling prescribed threshold eligibility criteria as provided under Article 13 (v) and 14 for Chairman/Vice-Chairmen/CMC members, as the case may be, shall ipso – facto demit the office they were holding.
- iii) All the eighteen elected members of the Central Management Committee shall be retiring members in accordance with section 255 of the Act and at every subsequent term one-third of the elected members shall retire by rotation from office in accordance with section 256 of the Act. Retiring members of Committee are eligible for re-election
- iv) The term of co-opted members shall be from the date of appointment till the conclusion of next immediate Annual General Meeting. A retiring co-opted member is eligible for re-appointment.
- v) The term of member of Regional Committee and Product Subcommittee shall be from the date of appointment till the conclusion of next immediate Annual General Meeting. A retiring member is eligible for re-appointment.

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24. Rights and Privileges of Members of Committee/s

- i) The Co-opted members shall be at par with any other categories of members therein and shall enjoy the same rights and privileges as other members in the Committee of the Council.
- ii) Special invitees shall not be eligible for any remuneration, fees, etc. but shall be entitled to the payment or reimbursement of out of pocket expenses or reasonable traveling or other expenses incurred or to be incurred for attending the meetings of the Committee.
- iii) Travel expenses for meetings shall be reimbursed to Committee Members/Co-opted Members/Special Invitees/Regional Committee Members/Product Sub-committee Members, as given below:

(a) Domestic Travel

- i) If Government or the Council invites Committee member / Chairman / Vice-Chairmen, the Council will reimburse the travel expenses to Committee member / Chairman / Vice-Chairmen.
- ii) If Committee member is attending a CMC meeting or Sub-committee or any other meeting called by the Council, the council will reimburse the travel expenses to the committee member.
- iii) If Committee member is taking a delegation, the Committee will decide the reimbursement of travel expenses.
- iv) All other travel by Committee member / Chairman, Vice-Chairmen will be funded by himself / themselves.
- v) Any payment or reimbursement of out of pocket expenses or other expenses incurred or to be incurred for attending the above meetings will be decided by the committee.

(b) Overseas Travel

- i) If member is a part of Government delegation, the Council will make the payment for to and fro air travel, hotel, per diem and entertainment allowance.
- ii) If Committee member travels as a member of delegation of Sales-cum-Study Team or any other Council/Government approved program, travel expenses shall be reimbursed as per rules.
- iii) Any other travel by Committee member / Chairman / Vice-Chairmen will be funded by himself/ themselves.

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(a) Domestic Travel

- i) If Government or the Council invites Committee member / Chairman / Vice-Chairmen, the Council will reimburse the travel expenses to Committee member / Chairman / Vice-Chairmen.
- ii) If Committee member is attending a CMC meeting or Sub-committee or any other meeting called by the Council, the council will reimburse the travel expenses to the committee member.
- iii) If Committee member is taking a delegation, the Committee will decide the reimbursement of travel expenses.
- iv) All other travel by Committee member / Chairman, Vice-Chairmen will be funded by himself / themselves.
- v) Any payment or reimbursement of out of pocket expenses or other expenses incurred or to be incurred for attending the above meetings will be decided by the committee.

(b) Overseas Travel

- i) If member is a part of Government delegation, the Council will make the payment for to and fro air travel, hotel, per diem and entertainment allowance.
- ii) If Committee member travels as a member of delegation of Sales-cum-Study Team or any other Council/Government approved program, travel expenses shall be reimbursed as per rules.
- iii) Any other travel by Committee member / Chairman / Vice-Chairmen will be funded by himself/ themselves.

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- iv) The committee will decide the reimbursement of out of pocket expenses to a member as a part of Delegation / Buyer-Seller Meet / Exhibition, etc. The out of pocket expenses will consist of hotel accommodation, travel charges, per diem. The criteria / selection of such members will be decided by the CMC.
- v) In case Chairman is the leader of delegation / other official business engagements duly deputed by the Central Management Committee for the purpose, the Council will make the payments for to and fro business class air travel, hotel, per diem, entertainment allowance, etc.

The scale of such allowances shall be decided by the Central Management Committee.

25. Election and Voting :

- i) The Committee constituted under these Articles shall hold Office until the first Annual General Meeting of the Council, provided that the Central Government may reconstitute the Committee prior to such Annual General Meeting, if in its opinion, such reconstitution is necessary.
- ii) The Election of the Central Management Committee shall be held at the end of every term to elect new members in place of those who are retiring as per Election Rules so framed by the Committee and circulated in advance.
- iii) Each member of the Council shall have right to cast eighteen Votes or the total number of vacancies in the Committee at the time of election.
- iv) In any meeting of the Council every member present shall be entitled to one Vote and in the event of an equality of Votes; the Chairman shall have a casting Vote, in addition to his own.
- v) No person other than a Council Member or an authorized representative or nominee appointed in accordance with Article 11 and subject to the provision of Section 187 shall be entitled to Vote at the meeting of the Council provided such intimation in writing is received in the Council's office at least 48 hours prior to the commencement of the meeting.
- vi) A firm, joint stock company or Corporation or Co-operative Society being a Member may nominate in writing a person to represent it at a Meeting of the Council and Vote in its behalf as defined in Article 20..
- vii) Members shall also be entitled to Vote at the time of election of the Committee by Postal Ballot.

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26. CHAIRMAN

The Chairman shall preside over all the Meetings of the Committee and all General Meetings of the Council. He shall perform all such duties as are incidental to his office and shall also have power to countermand any orders, instructions and notices issued by the Secretary which he deems to be prejudicial to the interests of the Council.

27. VICE-CHAIRMEN

In the absence from India for more than one month of the Chairman, the First Vice-Chairman and in the absence of the Chairman and the First Vice-Chairman, the Second Vice-Chairman shall have powers and shall perform the duties of the Chairman.

28. APPOINTMENT OF SECRETARY, OFFICERS AND OTHER EMPLOYEES

There shall be a Secretary and such other officer(s) in the Council as may be determined from time to time by the Council.

- i) The Committee may appoint and at its discretion, remove or suspend its employees. However, the appointment, removal or suspension of the Secretary or the Deputy Secretary or any officer equivalent to them shall require prior approval of the Central Government. The Committee shall determine the powers and duties of all officers and staff and give/determine their salaries and emoluments. The Committee may constitute staff Sub-Committee or competent authority as per service rules.
- ii) The Secretary of the Council shall be the Secretary of the Committee and that of Regional Committee (s) / Sub-committee(s).
- iii) The Secretary shall function as Chief Executive for ensuring implementation of policies and decisions of the committee. The Secretary shall administer all business and affairs of the Council. The Secretary shall report to the Chairman. The Secretary shall keep accurate minutes of the Council and the Committee. He shall perform all the duties and functions as assigned to him by the Chairman from time to time. The Secretary shall prepare an Annual Report of the Council and generally perform all such duties as are incidental to his office. The officers and staff of the Council shall report to the Secretary.
- iv) The Secretary shall have such financial powers as assigned to him by the Committee from time to time which he/she will discharge jointly with the members of the committee. Financial powers shall also include sub-delegation of powers to Senior Officers of the Council. Individual limits of financial powers for the Senior Officer shall be fixed by the Secretary in consultation with the Committee.

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- v) The other officers of the Council shall devote themselves entirely to such business and affairs of the Council as may be assigned to them by the Committee or the Secretary, as the case may be.

GENERAL MEETING & EXTRAORDINARY MEETING

29. i) A General Meeting shall be held within eighteen months of the incorporation of the Council. Thereafter, once at least in every calendar year at such time, not being more than fifteen months after the preceding General Meeting and at such places (Subject to the provisions of the Act) as the Committee may consider convenient for the dispatch of business, at which a report of the proceedings of the Committee for the year under review (Copies of which shall be circulated to the members at least fourteen days prior to the date fixed for the holding of the General Meeting to which they are to be submitted) and yearly audited accounts including a statement of income and expenditure and a balance sheet made up to the date not earlier than the date of the Meeting by more than six months shall be submitted. Such Meeting shall be called Annual General Meeting.
- ii) The business of an Annual General Meeting shall be as follows:
- a) to receive and pass the report of the proceedings of the Committee.
 - b) to receive, consider and adopt the Annual Accounts and the Auditors' Report for the preceding financial period.
 - c) to constitute the Committee as per available vacancies.
 - d) to appoint Auditors and fix their remuneration; and
 - e) to consider or transact any business which under these Articles ought to be transacted at an Annual General Meeting.
- iii) If one-tenth of all Members by requisition in writing setting forth the reasons there of and signed by them and addressed to the Committee request the Committee to call a Meeting of the Council, the Committee shall, within twenty one days of the receipt by them of the requisition, cause to be sent out a notice calling a Meeting of the Council for such date and time (subject to the provisions Section 169 of the Act) as may be determined by the Committee. Meeting called by such requisition shall be known as Extraordinary General Meeting.

NOTICE

30. i) A notice may be given to any member either personally or by sending it by post to such members at the last known registered address.

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- ii) Not less than fourteen days notice to the Members specifying the place, date and hour of Meeting with statement of business to be transacted at the Meeting, shall be given.
- iii) Where a notice is sent by post Under Certificate of Posting service of the Notice shall be deemed to be duly effected in time.
- iv) The non-receipt by any Member of any notice required by these Articles to be given to the Members shall not invalidate the proceedings of any Meeting or any resolution passed thereat.

PROCEEDINGS AT MEETINGS OF THE COUNCIL

31. No business shall be transacted at any General Meeting of the Council unless the quorum of Members, present at the commencement of the business is in accordance with provisions of section 174 of the Companies Act, 1956 and if no such quorum is present within half an hour from the time appointed for the commencement of the meeting, the meeting, if called upon the requisition of members, shall be dissolved.
- i In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Committee may determine.
 - ii 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.
 - iii No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - iv In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place, or at which the poll is demanded shall be entitled to a second or casting vote.
 - v Each member shall be entitled to cast one Vote only on any resolution to be passed in any general meetings

MINUTES

32. Subject to the provisions of Section 193 of the Companies Act, 1956, minutes of the proceedings of the Meeting of the Council and the Committee and Sub-Committee, if any, shall be kept and shall be signed by the person presiding over that Meeting. Copies of the minutes of the Committee or Sub-Committee shall be circulated to the Members of the Committee or the Sub-Committee, as the case may be, as soon as possible after the Meeting.

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MAINTAINANCE OF ACCOUNTS

- 33.
- i) The Committee shall cause the accounts of the Council to be maintained in such manner as to provide fair and true view of the affairs of the Council and shall be responsible for presentation of the Balance Sheet and annual accounts in the Annual General Meeting of the Council in strict compliance with the provisions of the Act and the Memorandum of Association of The Council.
 - ii) The Accounts of the Council shall be audited by auditors appointed in this behalf by the Council and or by the Central Government in terms of clause 9 of the Memorandum of Association and the provisions of the Act to the extent applicable.

BUGET ESITMATES & SUPPLEMENTARY ESTIMATES

- 34.
- i) The Committee shall each year prepare a budget (which shall include the Supplementary Budget, if any) for the ensuing year and shall submit it to the Central Government on or before such date as may be determined by the Central Government. No expenditure shall be incurred until the Budget is sanctioned by the Committee in consultation with the Central Government.
 - ii) The Budget shall be in such form as the Committee may direct and shall include a statement of:
 - a) the estimated opening balance;
 - b) the estimated receipts;
 - c) the proposed expenditure classified under different major heads or such other; heads as the Central Government may direct;
 - d) dissemination of information.

CUSTODY AND DISBURSEMENT OF FUNDS

35. The Committee may, subject to approval of the Central Government, make rules for the custody and disbursement of funds provided that:
- i) The current account of the Council shall be kept in one or more scheduled Nationalised Bank and all monies at the disposal of the Council, with the exception of petty cash and imprest, shall be kept into such account.
 - ii) The funds not required for current expenditure may be placed in fixed deposit with any Scheduled Bank approved in this behalf by the Central Government or in any security in which trust property may lawfully be invested under the Indian Trust Act, 1882.

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HEAD OFFICE AND BRANCHES

36. The Registered Office of the Council shall be in the State of West Bengal. The Council may also establish Regional Offices at different places, as the Committee may consider appropriate, but with the approval of the Central Government.

SEAL

37. i) The Committee shall have a Seal and shall provide for its safe custody.
- ii) The Seal of the Council shall not be affixed to any instrument except under the authority of the Committee and in the presence of two Members of the Committee or such other person or persons as the Committee may appoint for the purpose.

POWERS OF THE CENTRAL GOVERNMENT

38. Notwithstanding anything contained in the Bye-laws of the Council, the Central Government (the concerned Administrative Ministry thereof) may from time to time issue such directives or instructions as may be considered necessary in regard to the financial or other affairs of the Council. In particular, the Central Government will have the powers:

- i) To give directions to the Council as to the exercise and performance of its functions in matters involving national security or substantial public interest.
- ii) To call for such reports, returns and other information with respect to the property and other activities of the Council as may be required from time to time.
- iii) To approve the revenue and Capital Budget of the Council, i.e., the Revised Estimates and Budget Estimates.
- iv) To approve agreement involving foreign collaboration, if any, proposed to be entered into by the Council.
- v) To obtain from members of the Council and to prepare for the Council as a whole, action plans for promotion of exports, development of export markets, generation of production for exports, setting of export targets generally and in relation to specific countries and commodities on an annual basis and for such medium and longer terms as may be considered desirable and to ensure/undertake execution of such plans.

No change, addition, alteration or modification shall be made in any of these articles without the prior concurrence of the Government.

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(21)

We, the several persons whose names, addresses, descriptions and occupations are here-into subscribed are desirous of being formed into a company U/S 25 of The Act in pursuance of this Article of Association

S.N.	Names, Description and Addresses	Occupation	Signature	Signature of Witnesses
1	Sushil Khaitan S/o. Late K.P. Khaitan 43, Bondel Road Kolkata - 700019	Business	S. Khaitan	
2	Rajiv Bapma S/o Sri Prasad Bapma 7, Bright St. 6th Floor Kolkata - 700019	Business	Rajiv Bapma	
3	TOSHAK RASE VAD 40 MR KISHORE 72 HASVILLAGE, SEC 93A NOIDA - 201304	BUSINESS	Toshak Rase Vad	
4	HAUSH KATARIA S/O CHANDRA BHANU KATARIA 32, ARMENIAN ST. KOLKATA - 700001	BUSINESS	Haush Kataria	
5	Dr. K.S. Sukhash S/o Late C.V. Suresh Chandra Koncherry House Mayapuri P.O. Kolkata - 700039	Business	Dr. K.S. Sukhash	
6	SUNIL KUMAR GOEL S/O BRAHMANAND GOEL 31 GANESH CHANDRA KOLKATA 700013	BUSINESS	Sunil Kumar Goel	
7	V. BHOPAL S/O D. VARADHARAJAN 8/23 China Street Egmore Chennai - 8	BUSINESS	V. Bhopal	

witnessed all
Premraj
LAXMI NIVAS
8/10 - Dwarka Rd
Q, S N Ganjee Road
Kolkata - 700013
Chartered Accountants

Place: Kolkata Dated 30th Day of MARCH 2010