

Acknowledgement of Stamp Duty payment for Articles of Association

Name of office of RoC : Registrar of companies , Kerala and Lakshadweep

State/ Union Territory : Kerala

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Corporate Identity Number (CIN) : U74900KL2016SGC040120

Company Name : KERALA STATE POTTERY MANUFACTURING
MARKETING AND WELFARE DEVELOPMENT

Company Address : T C 11/2044/1-14. Ayyankali Bhavan, Kanaka Nagar,,
Vellayambalam, Kowdiar P O,
Trivandrum - 695003,
Kerala, INDIA

This is a MCA21 system generated acknowledgement and does not require any signature.

ARTICLES OF ASSOCIATION

OF

KERALA STATE POTTERY MANUFACTURING MARKETING AND WELFARE DEVELOPMENT CORPORATION LIMITED

1. Preliminary- The regulations contain in Table 'F' in schedule I to the companies Act, 2013 so far as the same may be applicable to a private company subject to the modification here in after contained.
2. Definition —(a) "The Act" means the Companies Act. 2013 or Acts for the time being in force containing the provisions of the legislature in relation to Companies and affecting the Company.
 - (b) "The Company" means " KERALA STATE POTTERY MANUFACTURING MARKETING AND WELFARE DEVELOPMENT CORPORATION LIMITED"
 - (c) "The Office" means the registered office of the Company for the time being.
 - (d) "The Governor" means the Governor of the State of Kerala
 - (e) "The Government" means Government of Kerala
 - (f) "The Directors" means the Directors for the time being of the Company or as the case may be, Directors assembled at a Board.
 - (g) "The Board" or "The Board of Directors" means the Directors of the company collectively or the requisite number of Directors entitled to pass circular resolution in accordance with these Articles.
 - (h) "The Chairman" means the Chairman of the Board of Directors for the time being of the Company.
 - (i) "The Backward caste" will have the same meaning as in the Constitution of India.
 - (j) " Recommended Communities" means communities recommended by the Government of Kerala for inclusion in the list of Backward Classes from among other Backward pottery making classes from time to time and shall include Kusuvan, Kulala, Kubhara, Velan, Odan, Andhra Nair, Anthiru Nair, Moolya etc.

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(k) "Seal" means the common seal of the company.

(l) "In writing" or "written" includes printing, lithography and other models of representing or reproduction of words in visible form.

(m) "Month" means a calendar month and "Year" means the period from 1st of April of each year to 31st March of the succeeding year.

(n) "Government Company". For the purposes of the Act Government company means any company in which not less than fifty-one percent of the paid up share capital is held by the Central Government, or by the State Government or Governments, or partly by the Central Government and partly by one or more State Governments and includes a company which is a subsidiary of a Government company as thus defined.

3. The regulation contained in Table F in the First Schedule to the Act shall not apply to the Company save as otherwise provided by the Act.

4. The regulations for the management of the Company and for the observance of the members thereof and their representatives shall, subject as aforesaid and to any exercise of the statutory powers of the Company in reference to their repeal or alteration of or addition to its regulations by special resolution, as prescribed or permitted by the Act be such as are contained in these articles.

5. The Company is a private limited Company within the meaning of section 2(68) of the Companies Act, 2013 with a minimum paid up capital as may be prescribed and which by its articles.

(a) Restricts right to transfer its shares if any;

(b) Limits number of its members to two hundred not including:-

i) Persons who are in the employment of the company

and

ii) Persons who having been formerly in the employment of the Company where members of the Company while in that employment and have continued to be members after the employment ceased; and

(c) Prohibits any invitation to the public to subscribe for any shares in, or debentures of the Company.

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Provided that where two or more persons hold one or more shares in the Company jointly, they shall, for the purposes of this definition be treated as a single member.

6. The Authorized Share Capital of the company is Rs. 1,00,00,000 /- (Rs. One Crore) only divided into 1,00,000 (One lakh) equity shares of Rs. 100/- each.

7. Subject to the provisions of the Act and with the approval of the Governor, Board of Directors shall have the power to increase or reduce the share capital of the company.

8. Subject to the provisions of the Act and with prior approval of the Governor, the Board of Directors shall have the power to issue the shares of the Company upon terms and conditions and with such rights and priorities and privileges as to payment of allotment money, calls as the Board of Directors may fix.

9. None of the funds of the Company shall be employed directly or indirectly in the purchase of or lent on the security of shares of the Company and the Company shall not, except as authorized by Section 67 of the Companies Act, give any financial assistance for the purpose of or in connection with any purchase of shares in the Company.

10. Shares shall be under the control of the Directors, who may with the approval of the Governor in that behalf and subject to the provision herein after contained, allot or otherwise dispose of the same to such persons on such terms and conditions and at such time as the Directors think fit and with full powers to give to any person the call of any shares whether at par or at a premium or (Subject to the Provisions of the Act) at a discount and for such time and for such consideration as the Directors think fit.

11. The Company shall have power to issue preference shares carrying a right to redemption out of the proceeds of a fresh issue of shares or liable to be so redeemed at the option of the Company and Board of Directors shall with prior approval of the Government and subject to the provision of Section 55 of the Companies Act, exercise such power on such terms and in such manner as may be provided by the Articles.

12. In the event of issue of preference shares by the company as provided in Article 11 above the holders of the preference shares shall be entitled to be paid out of the net profits which the Director shall determine by way of dividend at

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the rate of 6% per annum to a right, on a winding up, to be paid all arrears preferential dividends, whether earned or declared or not, down to the commencement of the winding up, and also to be repaid the amount of capital paid up or credited as paid up on the preference shares held by them respectively in priority to any payment in respect of the equity shares, but shall not be entitled to any other rights in the profits or assets of the Company, subject as aforesaid and to the rights of the holders of any other shares entitled by the terms of issue to preferential payment over the equity shares in the event of the winding up the Company the holder of the equity shares shall be entitled to be repaid the amount of capital paid up or credited as paid up on such shares and all surplus assets thereafter shall belong to the equity shares in proportion to the amount paid up or credited as paid up on such equity shares at the commencement of winding up.

13. If at any time the capital is divided into different classes of shares the rights attached to any class (unless otherwise provided by the term of issue of the shares of that class) may subject to the provisions of the Act and whether or not the Company is wound up be varied:-

(a) with the consent in writing of the holders of not less than $\frac{3}{4}$ th of the issued shares of that class, or

(b) With the sanction of the Special resolution passed at a separate meeting of the holders of those shares and supported by the vote of the holders not being less than $\frac{3}{4}$ of those shares.

To every such meeting the provision of these regulations relating to general meeting shall mutatis mutandis apply but so that the necessary quorum shall be two persons at least holding or representing by proxy $\frac{1}{3}$ rd of the issue shares of the class in question. The articles is not by implication to curtail the power of modification which the Company would have if the Article were omitted.

SHARE CERTIFICATE

14. Every person whose name is entered as a member shall, without payment, be entitled to receive within three months/ two months after allotment/registration of transfer respectively a certificate under the seal of the Company, in such form as the Directors shall prescribe or approve, specifying the share or shares held by him and the amount paid thereon:

Provided that in respect of a Share held jointly by several persons, the Company shall not be bound to issue more than one certificate and delivery of a certificate for a share to one or several joint holders shall be sufficient delivery to all.

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15. Every share certificate shall specify the number and denoting numbers of the shares in respect of which it is issued and the amount paid up thereon and shall be signed by at least one Director Managing Director and Secretary or any other such person authorized by the Board.

16. If a share certificate is defaced, lost or destroyed, it may be renewed on payment of such fee, if any, not exceeding fifty Paise and on such terms, if any as to evidence and indemnity and the payment of out of pocket expenses incurred by the Company in investigating evidence, as the Directors think fit.

CALLS, LIENS AND FORFEITURE OF SHARES

17. (i) The Directors may from time to time make such calls as they think fit upon.

(ii) The members in respect of all moneys unpaid on the shares held by them respectively and not by the conditions of allotment thereof made payable at fixed times, and each member shall pay the amount of every call so made on him to the person and at the time and places appointed by the Directors; A Call may be made payable by installments:

Provided, however, that the Directors may from time to time at discretion extend the time fixed for the payment of any call

18. If the sum payable in respect of any call be not paid on or before the day appointed thereof the holder for the time being or allottee of the share in respect of which a call shall have been made shall pay interest on the same at such rate not exceeding 6% (six percent) per annum as the Directors shall fix, from the day appointed for the payment thereof to the time of actual payment, but the Directors may waive payment of such interest wholly or in part.

19. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

20. A call shall be deemed, to have been made at the time when the resolution, of the Directors authorizing the call was passed. A call may be revoked or Postponed at the discretion of the Directors.

21. Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

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22. Directors may, if they think fit, receive from any member willing to advance the same, all or any part of the money due upon the shares held by him beyond the sums actually called for, and upon the moneys so paid in advance or on such sum there of as from time to time exceeds the amounts of the calls then made upon the shares in respect of which such advance has been made, the Company may pay interest at such rate (not exceeding, without the sanction of the Company in general meeting, 6 per cent per annum) as the members paying such sum in advance and the Directors agree upon, and the Directors may at any time repay the amount so advanced upon giving to such member three months notice in writing.

23. The Company shall have first and paramount lien on every share (not being a fully paid share) for all money (Whether presently payable or not) called or payable at a fixed time in respect of that share, and the Company shall also have a lien on all shares (other than fully paid shares) standing registered in the name of a single person for all moneys presently payable by him or his estate to person, for all moneys presently payable by him or his estate to the Company but the Directors may, at any time, declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any on a share shall extend to all dividends payable thereon.

24. The Company may sell, in such manner as the Directors think fit, any shares on which the company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable nor until the expiration of fourteen days after a notice, in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled by reason of his death or insolvency to the share.

25. The proceeds of the sale shall be applied on payment of such part of the amount in respect of which the lien exists as is presently payable and the residue shall (subjects to a like lien for sums not presently payable as existed upon the shares prior to the sale) be paid to the person entitled to the shares at the date of sale. The purchaser shall be registered as the holder of the shares and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

26. (i) If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Directors may, at any time thereafter during such time as any part of the call or installment remains unpaid serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.

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(ii) The notice afore said shall:-

(a). name a further day(not being earlier than the expiry of fourteen days from the date of service of notice) on or before which the payment required by the notice is to be made; and

(b). State that in the event of non-payment on or before the day so named, the shares in respect of which the call was made will be liable to be forfeited.

(iii) if the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may: at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of Directors to that effect.

(iv) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Directors think fit.

(v) At any time before a sale or disposal as aforesaid, the Directors, may cancel the forfeiture on such terms as they think fit.

27. (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the Forfeiture, remain liable to pay to the Company all moneys which at the date of forfeiture, were presently payable by him to the Company in Respect of the shares.

(ii) The liability of such person shall cease if and when the Company shall have received payment in full and all such moneys in respect of the shares.

28. (i) A duly verified declaration in writing that the declaring is a Director, the Manager or the Secretary of the Company and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.

(ii) The Company may receive the consideration, if any given for share or any sale or disposal thereof and may execute a transfer of the Share in favour of the person to whom the share is sold or disposed of.

(iii) The transferee shall thereupon be registered as the holder of the share.

(iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any

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irregularity or invalidity in the proceedings in reference to the Forfeiture, sale or disposal of the share.

29. The provisions of these articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

TRANSFER AND TRANSMISSION OF SHARES

30. The right of members to transfer their shares shall be restricted as follows:-

- (i) A share may be transferred by a member or other person entitled to transfer to a person approved by the Governor
- (ii) Subject as aforesaid, the Directors may refuse to register any proposed transfer of shares.

31. If the Directors refuse to register the transfer of any shares they shall within two months, send to the transferee and the transferor notice of the refusal.

32. Save as herein otherwise provided, the Directors' shall be entitled to treat the person whose name appears on the register of members as the holder of any share as the absolute owner thereof and accordingly shall not (Except as ordered by a Court of Competent jurisdiction or as by law required) be bound to recognize any benami trust or equity or equitable contingent or other claim to or interest such share on the part of any person whether or not it shall have express or implied notice thereof.

33. The instrument of transfer of any share in the Company shall be executed, both by the transferor and transferee, and the transferor shall be deemed to remain holder of the share until the name of the transferee is entered in the register of members in respect thereof.

34. Shares in the Company shall be transferred in form No. SH 4 provided under Section 56 of the Act.

35. Nothing contained in Article 27 shall prejudice any power of Company to register as share holder any person to whom the right to any shares in Company has transmitted by operation of law.

36. Every instrument of transfer shall be left at the office for registration, Accompanied by the certificate of the shares to be transferred and such

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evidence as the Company may require to prove the title of the transferor, or his right to transfer the shares

37. All instrument of transfer shall be retained by the Company, but any instrument transfer which the Directors may decline to register shall on demand be returned to the person depositing the same.

38. A fee not exceeding two rupees may be charged for each transfer and shall, if required by the Directors be paid before the registration thereof.

39. The transfer books and register of members may be closed for any time or times not exceeding in the whole 45 days in each year but not exceeding 30 Days at a time after giving not less than seven days notice in terms of Section 91 of the Act.

40. Subject to the provisions of Section. 58 of the Act, the Directors shall have the same right to refuse to register a person emptied by transmission to any shares of his nominees, as if he were the transferee named in an ordinary transfer presented for registration.

INCREASE, REDUCTION AND ALTERATION OF CAPITAL

41. Subject to the approval of the Governor, the Directors may, with the sanction of the Company in general meeting increase the share capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe.

42. Subject to such direction as may be issued by the Governor in this behalf, new shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the general meeting resolving upon the creation thereof shall direct.

43. Except so far as otherwise provided by the conditions of issue, or by these articles., any capital raised by the creation of new shares shall be considered part of the original capital and shall be subject to the provision herein contained with reference to the payment of calls and installments, transfer and transmission, lien, voting, surrender and otherwise.

44. Subject to the approval of the Government, the Company may in general meeting alter the conditions of its Memorandum as follows:

- (a) increase its share capital by such amount as it thinks expedient by Issuing new shares.

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- (b) Consolidate and divide all or any of its share capital into shares of Larger amounts than its existing shares.
- (c) Sub-divide shares or any of them into shares of smaller amount than originally fixed by the memorandum subject nevertheless to the provisions of the Act, in that behalf. Subject to these Articles the resolution which any shares are subdivided may determine that as between the holders of the shares resulting from such division on or more of such shares may be given any preference or advantages or otherwise over the others or any others such and shares.
- (d) Cancel shares which at the date of passing of the resolution in that behalf have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the share so cancelled.

45. Subject to the provisions of section 66 of the Act the Company may from time to time, with the approval of the Government, by special resolution reduce its capital by paying off capital or canceling capital which has been lost or is unrepresented by available assets or its superfluous or by reducing the liability on the shares or otherwise as may seem expedient, and capital may be paid off upon the footing that it may be called up again or otherwise, and the Directors may, subject to the provisions of the Act, accept surrender of shares.

BORROWING POWERS

46. Subject to the approval of the Government, the Board may from time to time, borrow any sum or sums' of money in such manner and upon such terms and conditions as they think fit and in particular by the issue of bonds or redeemable debentures stock or any mortgage charge or other security on the undertaking of the whole or any part of the property of the Company (both present and future) including its uncalled capital for the time being.

47. Debentures, debenture stock bonds or other securities may be made assignable free from any equity between the Company and the persons to whom the same may be issued.

48. Subject to the provisions of the Act and with the approval of the Government any debentures, debenture stock, bonds or other securities may be issued at a discount premium or otherwise and with any special privileges as to redeem and surrender.

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GENERAL MEETINGS

49. The annual general meetings of the Company shall be held in accordance with the provisions of section 96 of the Act.
50. The Board may whenever they think fit, and shall, when so required by the Government, call Extraordinary General Meeting to transact such business as are not required to be transacted in an Annual General Meeting.
51. Atleast 21 (twenty one) clear days' notice in writing specifying the place, day and hour of meeting with a statement of the business to be transacted at the meeting shall be served on every member in the manner provided in the Act. But with the consent in writing of all the members entitled to receive notice of the same, any particular meeting may be convened by such shorter notice and in such manner as those members may think fit.
52. The accidental omission to give any such notice to or the non receipt of any such notice by any member shall not invalidate the proceedings at any meeting.
53. Three (3) members personally present to whom at least one shall be a representative of the Government either from Finance Department or from Administrative Department shall be the quorum for a general meeting:
- (i) The Governor so long as the share-holder of the Company may from time to time appoint one or more persons to represent Government at all or any meetings of the company.
 - (ii) Any one of the persons appointed under clause (a) of the article who is personally present at the meeting shall be deemed to be member entitled to vote and shall be entitled to represent the Government at all its meetings and to vote on his behalf whether on a show of hands or on a poll
 - (iii) The Government may from time to time cancel any appointment made under sub clause (i) of the article and make fresh appointments.
 - (iv) The production at the meeting, of an order of the Governor evidenced as provided in the constitution of India shall be accepted by the Company as sufficient evidence of any such appointment or cancellation as aforesaid

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The Chairman of the Board of Directors shall be entitled to the chair at every general meeting or if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding such meeting or is unwilling to act as Chairman, then the members present shall choose one of their members to be the Chairman.

DIRECTORS

54. (1). Unless otherwise determined by the Government the number of Directors including the Chairman, the Managing Director and such whole time Directors as the Government may consider necessary, including the representative of Finance and concerned Administrative Department and Expert from the relevant field shall not be less than three and not more than nine. All the Directors including the whole time Directors shall be appointed by the Government for tenure of five years and they shall be paid such sitting fees for allowances as the worth fix remuneration time to time.

(2) The following shall be the First Directors of the Company

1. SHERAIN FRANCIS PALCIBAI FRANCIS
2. CHANDRIKA OTTUPURATH
3. JOSHI VALAMMANAL RAMANKUTTY

(3) The Directors are not required to hold any qualification shares.

(4) The Government shall have the power to remove any Director including the Chairman and Managing Director, from office at any time subject to the terms of appointment of the Chairman and/or Managing Director or whole time Directors. The Chairman and/or Managing Director or any whole time Directors after he ceases to hold the office of Chairman and/or Managing Director or any whole time Directors as the case may be, ipso facto and immediately ceases to be the Director unless the Government, otherwise determines.

(5) The Government shall have the right to fill any vacancy in the office of the Directors caused by retirement, removal, resignation, and death or otherwise.

MANAGING DIRECTOR

55. (1) The Government may appoint one of the Directors to be the Managing Director who shall be a whole time employee of the Company for the conduct and management of the business of the Company subject to the supervision, control and direction of the Board of Directors Subject to the provisions of Section 179 of the Act, the Managing Director duly appointed can

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be authorised and entrusted by the Board to exercise such powers in relation the affairs of the Company as are not required to be done by the Company at the General Meeting under the Act.

(2). The Managing Director shall be paid such salary and allowances as may be fixed by the Government.

(3). In the absence of the Managing Director on leave or otherwise, the Board may, with the previous approval of the Government, empower any other Director or any principal officer of the company to perform all or any of his functions and duties; provided that where such absence is not likely to exceed three months, the previous approval of the Government shall not be necessary.

PROCEEDINGS THE BOARD OF DIRECTORS

56. The Board of Directors may meet together for the transaction of business once at least in every three months and at least four such meetings shall be held every year.

57. Until otherwise determined, one-third of the total strength of Directors (any fraction contained in that one-third being rounded off as one) or two Directors whichever is higher, shall be a quorum, provided that such quorum shall not be complete unless at least one officer of the Government of Kerala, who is for the time being Director, is present.

58. The company shall not exercise the following powers except with the prior approval of the Government:-

1. Sale, Lease, exchange, mortgage and/or disposal otherwise of the whole or substantially the whole of the undertaking of the company in excess of Rs.25 lakhs.
2. Formation of Subsidiary Company/companies.
3. To enter into agreements involving foreign collaboration by the company.
4. To incur any expenditure of capital nature exceeding Rs. 50 Lacks. Provided that in cases where detailed project reports have been prepared with the estimates of different component parts and such reports have been approved by the government, it shall not be necessary to apply to the Government for sanction again for implementing the different component parts.
5. Division of capital into different classes of shares.
6. Foreign tours by Directors of the company for business matters or for study purpose or otherwise
7. Winding up of the company

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8. Promotion of the company/Companies
 9. The annual revenue budget of the company in case there is an element of deficit which is proposed to be met by obtaining funds from Government.
 10. Matters relating to creation of posts and the revision of scales of pay, T.A., D.A., etc. of the employees of the Company and allied matters
 11. Rules of the company governing the conditions of service of the employees of the Company, provident fund and other rules, creation of reserve and special funds.
 12. Managerial and supervisory post appointments need to be made subject to Government approval and any Government rule in force.
 13. Matters relating to introduction/revision of schemes for creating benefits involving additional expenditure to the employee, staff etc., of the Company;
 14. Any other matter which in the opinion of the Chairman be of such importance as to be reserved for approval of the Government.
 15. Any amendments in the Memorandum and Articles of Association of the Company.
 16. Increase or decrease in the share capital structure of the Company.
 17. Winding up of the Company.
 18. Such other matters in respect of which Government orders are required under existing circumstances.
59. The principle of reservation as applicable to Government appointments shall be followed in the matter of all appointments.

THE SEAL

60. The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and in the presence of atleast two Directors including Managing Director if any and such other person as the Board may appoint for the purpose and the said Directors and the person aforesaid shall sign every instrument to which the seal is so affixed in his presence

RESERVE FUND

61. Subject to such directions as may, from time to time, be issued by the Government in this behalf, the Board may before recommending any dividend set aside out of the profits of the company such sums as they think proper as a reserve fund to meet contingencies or for equalizing dividends, or for special dividend or for repairing, improving and maintaining any of the property of the company.

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62. The Board of Directors may with the approval of the Government and subject to the sanction of the company in general meeting and subject to the provisions of Section 123 of the act, declare a dividend or bonus to be paid or credited as paid up on the shares of the company according to the respective rights of the different classes of shares. No larger dividend shall be declared than is recommended by the Board.

63. The board of directors may, with the approval of the Government, from time to time pay to the members such interim dividends as appear to them justified by the profits of the company.

ACCOUNTS

64. The company shall in compliance with Section 128 of the Act cause to be kept and maintained proper books of accounts with respect to:-

- a) All sum of money received and expended by the company and the matters in respect of which receipt expenditure take place.
- b) All sales and purchase of goods by the company.
- c) The assets and liabilities of the company.

65. Books of account shall be kept at the registered office of the company or at such place in India as the Directors shall think fit and shall be open to inspection by the Directors during business hours.

AUDIT

66. Once at least in every financial year the accounts of the company shall be examined and the correctness of the profit and Loss account and balance sheet ascertained by one or more auditors, as provided in the Act.

a) The Auditor/Auditors of the Company shall be appointed or re-appointed by the Central Government on the advice of the Comptroller and Audit General of India.

b) Auditors of the Company shall be entitled to receive a notice of invitation to any general meeting of the Company at which any account which have been received or reported on by them are to be laid before the Company and may make statement or explanation they desire with respect to the accounts.

The Comptroller and Audit General of India shall have powers:-

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1. To direct the manner in which the Companies accounts shall be audited by the auditor/auditors and to give such auditor/auditors instructions in regard to any matter relating to the performance of his/their functions as such.
2. To conduct a supplementary or test audit of the Company's accounts by such person or persons as he may authorize in this behalf and for the purpose of such audit, to have access at all reasonable times, to all accounts, account books, vouchers, documents and other papers of the Company and to require information and additional information to be furnished to any person or persons and in such form as the Comptroller and Auditor General may by general/special order direct.
3. The Auditor/Auditors aforesaid shall submit a copy of his/their audit report to the Comptroller and Auditor General, who shall have the right to comment upon or supplement the audit report in such manner as he may think fit.
4. Any such comment upon supplement to the audit report shall be placed before the annual general meeting of the Company

67. The Company shall submit a copy of the Balance Sheet and Profit and Loss account with a copy of the Auditors Report to the Finance Secretary to the Government of Kerala who shall have the right to comment upon or supplement to the audit report in such manner as he may think fit. Any such comments upon or supplement to the Audit Report shall be placed before the Annual General Meeting of the Company at the same time and in the same manner as the audit report.

WINDING UP

68. Subject to the provisions of Chapter XX of the Act and Rules made thereunder:-

(1) 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 Act

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GENERAL

69. Notwithstanding anything contained in any of these articles the Government may from time to time issue such directions or instructions as they may consider necessary in regard to the affairs or the conduct of the business of the Company or Directors thereof and in like manner may vary and annual any such direction or instruction. The Directors shall duly comply with and give immediate effect to such directions or instructions so issued.

70. No member shall be entitled to require discovery of any information respecting any detail of Company's trading or any matter which may be in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the Company and which in the opinion of the Directors it will be inexpedient in the interests of the members of the Company to communicate to the public.

71. (i) Subject to the provisions of companies Act 2013, every Director, Manager, Secretary and other officer or employee of the Company shall be indemnified by the Company against, and it shall be the duty of the Directors to pay out of the funds of the Company, all costs, losses and expenses (including travelling expenses) which any such Director, Manager, officer or employee may incur or become liable to by reason of any contract entered into or act or deed or thing done by him or them as such Director, General Manager, Officer, or servant or in any other way in the discharge of his duties and the amount for which such indemnity is provided shall immediately attach as lien on the property of the Company and have priority on the property over the claims of the members.

(ii) Subject as aforesaid, every Director, Manager, Officer or (with the consent of the Directors) Auditor of the Company shall be indemnified against any liabilities incurred by him or them in defending any proceeding whether civil or criminal in relation to any action by the above mentioned officers acting in the discharge of their duties and on behalf of the Company in which judgment is given in his or their favour or in which he or they have been acquitted or in connection with any application under section 463 of the Act which relief is given to him or them by the Court.

(iii) Subject to the provisions of companies Act 2013, no Director, Manager or Officer or employee of the Company shall be liable for the acts, receipts,

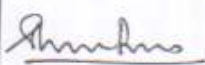


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neglects or defaults of any other Director, Manager or Officer or employee for joining in any receipt or other act of conformity or for any loss or expenses happening to the Company through insufficiency or deficiency of the title to any property acquired by order of the Directors for on behalf of Company for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person or Company with whom any moneys securities or effects shall be entrusted or deposited or for any loss occasioned by an error of judgments or oversight on his or their part, or for any other loss or damage or misfortune whatever which shall happen in the execution of the duties of his or their office or in relation thereto unless the same happens through his or in relation thereto unless the same happens through his own dishonesty negligence, default, misfeasance, breach of duty or breach of trust.

Shrinivas

Chandrabh

SL. NO	Name, Address, Descriptions and Occupations of the Subscribers	Signature	Signature, name, address, description and occupation of witness
1	For GOVERNOR OF KERALA Smt. Shreemati Francis Pater Bai Francis Chella Bhawan, Keston Road Thiruvananthapuram Kerala, India, 695003 D/o Samuel Francis Joint Secretary Backward classes Development Department		 V.S. SUBASH. M.COM, LL.B, FCS S/O. K. N. VELAPPAN NAIR PRACTISING COMPANY SECRETARY 51, DPF STREET, FIRST FLOOR, PN PALAYAM, COIMBATORE-641037 COIMBATORE- 641037 STATIONED AT: THIRUVANANTHAPURAM
2	Chandrika Ozhupurath 167 Karamudi 12 Nelliyodu Thiruvallom Thiruvananthapuram Kerala India 695027 D/o Sivarama Menon Pillathu Deputy Secretary Backward Classes Development Department		

Date: 8/01/2016

Place: Thiruvananthapuram.



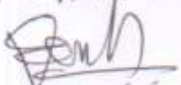
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I WITNESS TO SUBSCRIBERS WHO
HAVE SUBSCRIBED AND SIGNED
IN MY PRESENCE AT THIRUVANANTHAPURAM
ON 8/01/2016, FURTHER I HAVE
VERIFIED THEIR IDENTITY DETAILS
FOR THEIR IDENTIFICATION AND
SATISFIED MYSELF OF THEIR IDENTIFI-
CATION PARTICULARS AS FILLED IN.

Stationed at: Thiruvananthapuram


V.S. SUBASH. M.COM, LL.B, FCS
PRACTISING COMPANY SECRETARY
Fes. No. 3907, PCS No. 2671