
**MEMORANDUM OF ASSOCIATION
AND
ARTICLES OF ASSOCIATION
OF
SHABARI ADIWASI VITTA VA VIKAS
MAHAMANDAL MARYADIT**



प्रारूप. आई. आर

Form. I.R.

निगमन का प्रमाण - पत्र

CERTIFICATE OF INCORPORATION

ता. _____ की सं. _____
No. 25-13247 of Date 1999

मे एतद्वारा प्रमाणित करता हूँ की आज _____

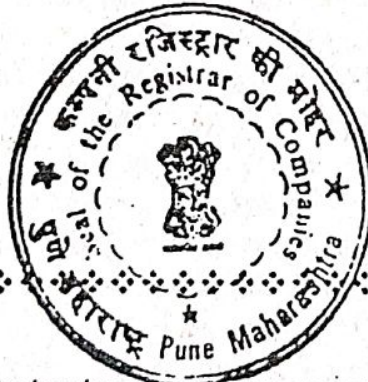
कम्पनी अधिनियम १९५६ का स. १) के अधिन निगमित की गई है और वह कम्पनी परिशिर्षित है।

I hereby certify that SHABARI ADIWASI VITTA VA VIKAS
MAHAMANDAL MARYADIT

is this day incorporated under the Companies Act, 1956 (No. 1 of 1956)
and that the Company is limited.

मेरे हस्ताक्षर से आज ता. _____ को दिया गया।

Given under my hand at PUNE this FIFTEENTH
day of JANUARY one thousand nine hundred and NINTYNINE



(Signature)
(M. S. KARAMBE)
कम्पनी का रजिस्ट्रार, पुणे
Registrar of Companies, Pune.

जे. एस. सी. १

J. S. C. 1

119/एम. एफ. एस./सिविल/कल/92-20,000-3-4-93-भासपुना

119/MFS/CIVIL/CAL/92-20,000-3-4-93-G.I.P.C.

THE COMPANIES ACT, 1956
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
SHABARI ADIWASI VITTA VA VIKAS
MAHAMANDAL MARYADIT

I. The name of the Company is **SHABARI ADIWASI VITTA VA VIKAS MAHAMANDAL MARYADIT**.

II. The Registered Office of the Company will be situated in the State of Maharashtra.

III. The objects for which the Company is established are :-

A. The main objects of the Company to be pursued by the Company on its incorporation are :-

- (1) To plan, promote, aid, counsel, assist, finance, protect and undertake, on its own or in collaboration with Government, statutory bodies, companies, firms, individuals or through such organisations or agencies, programmes of agricultural development, marketing, processing, supply and storage of agricultural produce, small scale industries, building construction, transport and such other business, profession (such as medical, engineering, architecture), trade or activity for the benefit and welfare of Scheduled Tribes.
- (2) To provide capital, credit means, resources, and technical and managerial assistance for the prosecution of the work, business, profession, trade or activity to enable Scheduled Tribes to develop, improve economic conditions/methods and techniques of production, manufacture, management and marketing.
- (3) To enter into contracts with, and take up indents from, the Government of India and State Governments in the Union of India, statutory bodies, companies, firms or individuals or materials, articles and equipment of every description and to arrange for the performance of such contracts and indents by sub-contracting them to, or placing orders in respect thereof, to the persons belonging to Scheduled Tribes or seek the assistance for the fabrication, manufacture, assembly or supply of such agricultural produce, goods, materials, articles or equipment or parts thereof, servicing or processing in connection therewith, or such managerial services as may be necessary for the due performance of such contracts and indents, and to have the agricultural produce, goods, materials, articles and equipment fabricated, manufactured, assembled and supplied.
- (4) To grant or guarantee or recommend the grant of loans to persons belonging to Scheduled Tribes to whom sub-contracts are given or orders are issued, as aforesaid, in order to enable them, in carrying out the sub-contracts or orders. To finance production, plant construction, conversion or expansion,

including the acquisition of land, or to finance the acquisition of equipment, facilities, machinery, supplies or materials, or to supply such concerns with working capital to be used in the manufacture of articles, equipment, supplies or materials under contract to Government or to this Mahamandal, to provide them with such financial, technical managerial and other assistance as may be deemed necessary for the purpose of enabling them to execute and carry out the sub-contracts and orders satisfactorily and to organise production and manufacture for meeting such contracts and sub-contracts and all necessary instruction, assistance, inspection and supervision.

B. Objects incidental or ancillary to the attainment of the main object :-

- (5) To promote and operate schemes for the benefit of the Scheduled Tribes in the State of Maharashtra and for that purpose to prepare and get prepared reports and blue prints and collect statistics and other information.
- (6) To promote and establish such companies, associations, advisory boards and other suitable bodies as may be deemed necessary in order to carry out the aforesaid effectively.
- (7) To procure capital or financial assistance or accommodation for, to provide machinery, equipment, technical and managerial assistance, information, instruction, inspection, supervision and other facilities to any company, person, or association for the purpose of carrying into effect any of the aforesaid objects.
- (8) To apply for, tender, purchase or otherwise acquire contracts and concessions for, or in relation to the construction, execution, carrying out, equipment, improvement, management administration or control of works and convenience and to undertake, execute, carry out, dispose of or otherwise turn to account the same.
- (9) To buy, sell, import, export install work and generally deal in any plant, machinery, substances, tools, materials, goods or thing of any description which, in the opinion of the Company, may be conveniently dealt with by the Company in connection with any of its objects.
- (10) To invest the capital of the Company in, or to deal with shares, stocks, bonds, debentures, obligations and other securities of any Company or Association formed for establishing, executing or working of any industrial undertaking approved by the Company.
- (11) To enter into any partnership or arrangement for joint working in business, sharing of profits, pooling of any agricultural production, industrial undertaking or business joint venture or reciprocal concession or amalgamation with any other Company, firm or persons, carrying on or engaged in agricultural production, housing or any manufacture of business within the object of this Company or similar thereto.

- (12) To establish, promote, subsidise and otherwise assist, any Company or Companies, syndicate or other concern for the purpose of carrying into effect any of the above said objects.
- (13) Generally to purchase, take on lease or in exchange, hire, or otherwise acquire, any real and personal property and any rights or privileges which the Company may think necessary or convenient for the purpose of its business and in particular, any land, buildings, easements, machinery, plant, and stock-in-trade.
- (14) To sell, dispose of by way of lease or on hire or otherwise, transfer business, property and undertaking of the Company or any part thereof, for cash, stock or shares or any other consideration, which the Company may see, fit to accept.
- (15) To sell, improve, manage, develop, exchange, lease, mortgage, enfranchise, dispose of, turn to account or otherwise deal with, all or any part of the property and rights of the Company.
- (16) To accept stock or shares in, or the debentures, mortgage, debentures or other securities of any other Company in payment or part payment for any services rendered or for any sale made or to debt owing from any such Company.
- (17) To construct, maintain, and alter any buildings, or works, necessary or convenient for the purposes of the Company.
- (18) To construct or assist construction of residential flats/houses for the persons of the Scheduled Tribes through such authority, Corporation, Board, Agency or Company or individuals and in furtherance of this object, provide for such financial, technical, managerial and other assistance as may be deemed necessary.
- (19) To apply for and take out, purchase or otherwise acquire any trade-mark, patents, patent-rights, inventions, copyright, designs or secret processes, which may be useful for the Company for any of the objects and to grant licences to use the same, and to work, develop, carry out, exercise and turn to account the same.
- (20) To issue, or guarantee the issue of, or the payment of interest on the shares, debentures, debenture stock, or other securities or obligations of any company or association, and to pay or provide.
- (21) To make, draw, accept, endorse, discount, execute, issue and negotiate, cheques, bills of exchange, promissory notes, debentures and other negotiable or transferable instruments.

- (22) To borrow or raise or secure the payment of money in such other manner as the Company shall think fit and in particular by the issue of debentures, debenture bonds or debenture stock, perpetual or otherwise, mortgage or any other securities charged or based upon the undertaking of the Company of any part of its property, both, present and future, including the uncalled capital and the rights of the Company or without any such security, and upon such terms as to priority or otherwise, and generally to borrow money in such manner as the Company shall think fit.
- (23) To receive grants, loans, advance, or other moneys on deposit or otherwise from the Central Government or State Government, Banks, Companies, Trusts, or individuals with or without allowance of interest thereon.
- (24) To lend money to such persons of Scheduled Tribes or their associations, societies or companies and on such terms as may seem expedient.
- (25) To invest and deal with the moneys of the Company not immediately required in such manner, other than in the shares of this Company, as may, from time to time, be determined.
- (26) To acquire by subscription, purchase or otherwise, and to accept and take, hold and sell shares or stock in any company, society or undertaking, the objects of which shall either in whole or in part, be similar to those of this Company or such as may be likely, directly or indirectly to promote or advance the interests of this Company.
- (27) To establish, maintain, subscribe to or subsidise or become members of educational or training institutions, research laboratories, research institutions and experimental workshop, for social scientific and technical research and experiments.
- (28) To provide for the welfare of persons in the employment of the Company and the wives, widows and families of such persons, by establishing Provident or other Funds, by grants of money, pensions or other payments, and by providing or subscribing to places of instruction and recreation and hospitals, dispensaries, medical and other attendance and other assistance, as the Company shall think fit, and to subscribe money to or for and otherwise help any charitable or benevolent object or any exhibition or any public show or useful object.

- (29) To guarantee to the National Small Industries Corporation, Banks or any or Government of India or Maharashtra Government Corporation in respect of moneys to be paid by an entrepreneur to the Company under the Scheme for the hire purchase of machinery on such conditions as may be prescribed for the purpose.
- (30) To establish, and regulate branches or agencies of the Company at any place in India or elsewhere and discontinue the same.
- (31) To amalgamate with other companies having similar objects.

C. Other Objects – Nil.

IV. The liability of the members is limited.

V. The authorised share capital of the Company is Rs. 1,00,00,00,000 (Rupees One Hundred Crores) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 100 (Rupees One hundred only) each with power to increase or reduce such Capital, from time to time, in accordance with the Regulation of the Company and the legislative provisions for the time being in force in this behalf and with power to divide the shares in the Capital for the time being into Equity Shares Capital or preference Share Capital and to attach thereto respectively and preferential, qualified or special rights, privileges or conditions. If and whenever the Capital of the Company is divided into shares of different classes, the rights of any such class may be varied, modified, effected, extended, abrogated or surrendered as provided in the Articles of Association of the Company and the legislative provisions for the time being in force.

We, the several persons, whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this MEMORANDUM OF ASSOCIATION and we respectively agree to take the number of shares in the Capital of the Company set opposite to our respective names.

Names, addresses, description and occupation of Subscriber	Number of Equity Shares taken by each Subscriber	Signature of Subscriber	Name, address, description and occupation of witness and their signature
Shri. Arjun Pawar S/o. Tulsiram Krishna Nagar, Old Adagaon Naka, Opp. Surana Hospital, In front of New Garden, Tapovan Road, Panchvati, Nasik - 422 005. Occupation : Agriculturist & Social Worker Minister for Tribal Development Maharashtra State, Mumbai.	10 (Ten) Equity Shares	Sd/-	Witness to all Sd/- Satish V. Godbole S/o. Vishnu M. Godbole M. B. House, 1st Floor, 79, Janmabhoomi Marg, Fort, Mumbai - 400 001. Occupation : Chartered Accountant
Shri. Ramanand Tiwari S/o. Late Shri Gajadhar Tiwari 16, Suniti, Gen. J. Bhonsale Marg, Mumbai - 400 021. Secretary, Tribal Development Govt. of Maharashtra	10 (Ten) Equity Shares	Sd/-	
Shri. Vishvanath Bachere S/o. Shri Rakhadu Bachere 30/2046, Abhyudaya Nagar, Kala Chowki, Tank Road, Mumbai - 400 033. Deputy Secretary Tribal Development Department Govt. of Maharashtra	10 (Ten) Equity Shares	Sd/-	

We, the several persons, whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this MEMORANDUM OF ASSOCIATION and we respectively agree to take the number of shares in the Capital of the Company set opposite to our respective names.

Names, addresses, description and occupation of Subscriber	Number of Equity Shares taken by each Subscriber	Signature of Subscriber	Name, address, description and occupation of witness and their signature
Shri. Gorakh Govind Megh S/o. Late Shri Govind Megh 3 Mandar, Babubhai Chinoy Marg, Behind LIC 'Yogakshema' Churchgate, Mumbai - 400 020. Govt. Service (IAS). Managing Director, MSC Tribal Development Corporation Ltd.	10.(Ten) Equity Shares	Sd/-	Witness to all Sd/- Satish V. Godbole S/o. Vishnu M. Godbole M. B. House, 1st Floor, 79, Jannabhoomi Marg, Fort, Mumbai - 400 001. Occupation : Chartered Accountant
Shri. Vilasrao Balkrushna Patil S/o. Late Balkrushna Appajirao Patil 'Veluvan', Golf Club Road, Nashik - 422 002. Govt. Service (IAS) Commissioner, Tribal Development Deptt. Maharashtra State, Nashik	10 (Ten) Equity Shares	Sd/-	
TOTAL	50 (Fifty Equity)		

Dated : 6th day of January, 1999.

Place : Nashik

THE COMPANIES ACT, 1956
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
SHABARI ADIWASI VITTA VA VIKAS
MAHAMANDAL MARYADIT

INTERPRETATIONS

Definitions.

1. In these Articles unless there be something in the subject or context inconsistent therewith.

“The Company” means SHABARI ADIWASI VITTA VA VIKAS MAHAMANDAL MARYADIT.

“The Act” means the Companies Act, 1956 (1 of 1956) as may be in force, from time to time and includes all rules made thereunder.

“The Office” means the Registered Office of the Company.

“The Governor” means the Governor of Maharashtra.

“Scheduled Tribes” means Scheduled Tribes, as notified by the Government of India, from time to time.

“In Writing” and “written” include printing, lithography and other modes representing or reproducing words in a visible form.

“The Directors” means the Directors for the time being of the Company.

“Dividend” includes bonus.

“Executor” or “Administrator” means a person who has obtained Probate or Letters of Administration, as the case may be, from some competent Court.

“Month” means a Calendar month.

“Capital”: means the capital for the time being raised or authorised to be raised for the purpose of the Company and also includes the paid up capital of the Company.

“Shares” means the shares or stock into which the capital is divided and the interest corresponding with such shares or stock.

"Board" means a meeting of the Directors duly called and constituted or as the case may be, the Directors assembled at a Board.

"Persons" includes Corporations as well as individuals.

"Seal" means the common seal for the time being of the Company.

"Financial year" means the period in respect of which any profit or loss account of the Company laid before it in Annual General Meeting is made up, whether that period is a year or not.

Words importing the singular number includes the plural number and vice-versa.

Words importing the masculine gender also includes the feminine gender.

**Expressions
In the Act to
Bear the same
meaning in
Articles.**

Subject as aforesaid any words or expressions defined in the Act shall except where the subject or context forbids, bear the same meaning in these Articles.

**Company to be
a private
Company.**

2. The Company is a Private Company and accordingly-

(a) the number of members of the Company is not to exceed fifty excluding (i) persons who are in the employment of the Company and (ii) persons who having been formerly in the employment of the Company were members of the Company while in that employment and have continued to be members after the employment ceased; but where two or more persons hold one or more shares in the Company jointly, they shall for the purpose of this Article, be treated as a single member;

(b) Any invitation to the public to subscribe for any shares in, or debentures of the Company is hereby prohibited.

(c) The right of transfer of shares, shall be restricted as hereinafter provided.

**Company to be a
Government
Company.**

3. The Company will be a Government Company within the definition of section 617 of the Companies Act, 1956.

**Table 'A' to
apply except
otherwise
provided.**

4. The Regulations contained in Table "A" in the First Schedule to the Act shall apply except in so far as they have been specifically excluded by/or under these Articles.

**Company to be
governed by
these articles.**

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

II. SHARE CAPITAL

- Capital.** 6. The authorised share capital of the Company is Rs. 1,00,00,00,000 (Rupees One Hundred Crores) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 100 (Rupees One hundred only) each.
- Company's share not to be purchased.** 7. No part of the funds of the Company shall be employed in the purchase of or in giving loans upon the security of the Company's shares.
- Allotment of shares.** 8. Subject to the provisions of the Act and these Articles and to the directions of the Governor, the shares shall be under the control of the Board of Directors who may allot or otherwise dispose of the same to such persons on such terms and conditions as it may think fit.
- Commission for placing shares.** 9. The Company may at any time pay a Commission to any persons for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares, debentures or debenture stock of the Company or procuring or agreeing to procure subscription (whether absolute or conditional) for any shares, debentures or debenture stock of the Company, provided that in the Commission in respect of shares is paid, the statutory conditions and requirements shall be observed and complied with any amount of rate of Commission in case of shares shall not exceed 5 per cent. Of the price at which the shares are issued and in case of debentures 2-1/2 per cent. Of the price at which the debentures are issued. The Commission may be paid or satisfied in cash or in shares, debentures or debenture stock of the Company.
- Share Certificates.** 10. Every person whose name is entered as a member in the Register shall without payment be entitled to a certificate under the Common Seal of the Company specifying the share or shares held by him and the amount paid thereon :
- Provided that in respect of a share or shares 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 of several joint-holders shall be sufficient delivery to all.
- Issue of new share certificate in place of one defaced, lost or destroyed.** 11. If a share certificate is defaced, lost or destroyed, it may be renewed on payment of such fee, and on such terms, if any, as to evidence and indemnity as the Board thinks fit.

III. CALL ON SHARES

- Call on Shares.** 12. The Board may, from time to time, make calls upon the members in respect of any moneys unpaid on their shares and specify the time or times of payment and each member shall pay to the Company at the time or times so specified the amount called on his shares :

Provided, however, that the Board may, from time to time, at its sole discretion extend the time fixed for the payment of any call.

When interest on call payable.

13. If the sum payable in respect of any call be not paid on or before the day appointed for payment 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 per cent. Per annum, as the Board may fix, from the day appointed for the payment thereof to the time of actual payment, but the Board may waive payment of such interest wholly or in part.

Payments in anticipation of calls may carry interest.

14. The Board may, if it thinks fit, receive from any member willing to advance the same, all or any part of the moneys due upon the shares held by him beyond the sums actually called for, and upon the moneys so paid in advance or so much thereof as from time to time, exceeds the amount 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 6 per cent. Per annum as the members paying such sum in advance and the Board agreed upon, the Board may at any time, repay the amount so advanced upon giving to such member three months' notice in writing.

Joint-holders' liability to pay.

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

Trust not to be recognised as shareholder.

16. No person shall be recognised by the Company as holding any shares upon any trust and the Company shall not be bound by or required to recognise any equitable, contingent, future or partial interest in any share or any right whatsoever in respect of any share other than an absolute right to the entirety thereof in the registered holder except as by these articles otherwise expressly provided or as by Act required or pursuant to any order of Court.

IV. LIEN

Lien on shares for unpaid calls.

17. (1) The Company shall have a first and paramount lien-

(a) on every share (not being a fully-paid share) for all moneys (whether presently payable or not) called, or payable at a fixed time, in respect of that share, and

(b) on all shares (not being fully-paid shares) standing registered in the name of a single person, for all moneys presently payable by him or his estate to the Company; provided that the Board may at any time declare any share to be wholly or in part exempt from the provisions of this Article.

(2) The Company's lien, if any, on a share shall extend to all dividends payable thereon.

**Enforcement
of lien by sale.**

18. The Company may sell, in such manner as the Board thinks fit, any share on which the Company has a lien, provided that no sale shall be made –

(a) unless a sum in respect of which the lien exists is presently payable; or

(b) 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 of the person entitled thereto by reason of his death or insolvency.

**Sale of shares
on which
company has
lien.**

19. (1) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.

(2) The purchaser shall be registered as the holder of the shares comprised in any such transfer.

(3) The purchaser 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.

**Application of
proceeds of
sale.**

20. (1) The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

(2) The residue, if any, shall subject to like lien for sums and not presently payable as existed upon the shares before the sale. By paid to the person entitled to the shares at the date of the sale.

V. TRANSFER AND TRANSMISSION.

**Transfer and
transmission of
shares.**

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

(a) a share can be transferred by a member or other person entitled to transfer only to a person approved by the Governor.

(b) subject as aforesaid, the Board may, in its absolute and uncontrolled discretion refuse to register any transfer of shares without assigning any reason.

**Notice of
refusal to
register
transfer,
Company not
bound to
recognise any
interest in
shares other
than that of the**

22. If the Board refuses to register the transfer of any share it shall, within two months of the date on which the instrument of transfer is delivered to the Company, send to the transferee and the transferor notice of the refusal. Save as herein otherwise provided, the Board 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 Court or Competent Jurisdiction or by law required) be bound to recognise any benami trust or equity or equitable contingent or other claim to or interest in such share on

registered holders.

the part of any person where or not it shall have express or implied notice thereof.

Execution of transfer.

23. The instrument of transfer of any shares in the Company shall be executed both by the transferor and the transferee, in the form prescribed in that behalf and the transfer or 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.

Form of transfers.

24. Shares in the Company shall be transferred by an instrument in writing in the prescribed form and in accordance with the requirements of the Act.

Instrument of transfer to be left at office and evidence of title to be given.

25. Every instrument of transfer shall be left at the registered office of the Company for registration, accompanied by the certificate of the shares to be transferred, and such evidence as the Company may require to prove the title of the transferor, or his right to transfer the shares. All instruments of transfer shall be retained by the Company but any instrument of transfer which the Board may decline to register shall, on demand, be returned to the person depositing the same, but Board shall have the same right to refuse to register a person entitled to the transfer, by operation of law, to any shares of his nominees, as if he was the transferee, named in ordinary transfer presented for registration.

Transmission by operation of law.

26. Nothing contained in Article 21 shall prejudice any power of the Board to register as share-holder any person to whom the right to any shares in the Company has been transmitted by operation of law.

Fee on transfer.

27. A fee not exceeding two rupees may be charged for each transfer and shall accompany the instrument of transfer at the time of its delivery for registration.

When register of Members or debenture-holders may be closed.

28. The Register of Members or the Register of Debenture-holders may be closed for any period or periods not exceeding in the aggregate 45 days in each year but not exceeding 30 days at any one time, after giving not less than 7 days' previous notice by advertisement in some newspapers circulating in the district in which the registered office of the Company is situated or in such other manner as the Board may deem fit.

Transfer of a share held by a nominee of holding Company.

29. So far as it concerns any share held by any person as a nominee of the Holding Company, on the letter's requiring him to transfer any such share to it or to any other person or persons nominated by it, or on any such person becoming of unsound mind or becoming or being adjudicated as insolvent, or dying, or on such person, being a company, being wound up voluntarily or by the Court or subject to the supervision of the Court, the following provisions shall take effect, namely :-

(a) The Holding Company may at any time serve the Company with requisition to enforce the transfer of any such share.

(b) The Company shall thereupon forthwith give to the holder of such share, or where the holder has become of unsound mind, to his

nominee or other guardian, or where the holder has become or been adjudicated as insolvent to the assignee of his estate and effect or where the holder is dead, to his heirs or legal representatives, or where the holder, being a company, has wound up as aforesaid, to its liquidator notice in writing of the requisition and unless within 14 days afterwards, the holder or, as the case may be, the Committee or guardian or assignee or heirs or legal representatives of such holder, shall execute in favour of the Holding Company or of any person or persons nominated by it, a proper transfer form in respect of such share and hand over the same along with the relative certificate in respect of such share to it or any other person or persons nominated by it and the Holding Company or such other person as may be nominated by it in that behalf may at any time thereafter execute a transfer in respect of such share for and on behalf of such holder or of his estate and the same shall be deemed to have been duly and properly executed for and on behalf of such holder or of his estate and thereupon the holder of his estate shall cease to have any interest whatsoever in such share and the certificate of such share, if not handed over as aforesaid shall thereupon stand cancelled and be and become void and of no effect, and the Company shall be entitled thereafter to issue a new certificate in lieu thereof in favour of the Holding Company or of such person or persons as it may nominate.

**Transfer in
case of death
or insolvency.**

30. Any person becoming entitled to a share in consequence of the death or insolvency of a member shall, upon such evidence being produced, as may from time to time be required by the Board of Directors, have the right, either to be registered as a member in respect of the share, or instead of being registered himself, to make such transfer of the share as the deceased or insolvent person could have made; but the Board shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by the deceased or insolvent person before the death or insolvency.

**No right before
registration.**

31. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he was registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meeting of the Company.

VI. FORFEITURE OF SHARES

**Notice for
payment.**

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

**Terms of
Notice.**

33. The notice aforesaid shall -

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

Forfeiture.

34. 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 the Board to that effect.

**Liability to
pay.**

35. (1) 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.

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

**Declaration of
forfeiture.**

36. (1) A duly verified declaration in writing that the declarant is a Director or the Manager of the Company, and that a share in the Company has been duly forfeited on the 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.

(2) The Company may receive the consideration, if any, given for the share on 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.

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

(4) 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 irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

VIII. ALTERATION OF CAPITAL

**Power to
increase
capital.**

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

On what condition new shares may be issued.

38. Subject to such directions 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. and if no direction be given, as the Board shall determine and in particular such shares may be preference shares, provided that no such shares (not being preference shares) shall be issued carrying voting rights or rights in the Company as to dividend Capital, or otherwise which are disproportionate to the rights attaching to the holders of other shares (not being preference shares).

How far new shares to rank with shares in original capital.

39. 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 provisions herein contained with reference to the payment of calls and instalments, transfer and transmission, lien, voting, surrender and otherwise.

New shares to be offered to members.

40. The new shares shall be offered to the members in proportion to the existing shares held by each member and such offer shall be made by notice specifying the number of shares to which the member is entitled and limiting a time within which the offer, if not accepted will be deemed to be declined; and after the expiration of such time or on receipt of an intimation from the member to whom such notice is given that he declined to accept the shares offered, the Board may dispose of the same in such manner it thinks most beneficial to the Company.

Reduction of capital etc.

41. Subject to the provisions of sections 100 to 104 of the Act, and to such directions as may be issued by the Governor in this behalf, the Company may, from time to time, by special resolution, reduce its capital by paying off capital or cancelling capital, which has been lost or is unrepresented by available assets, or is 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 Board may, subject to the provisions of the Act, accept surrender of shares.

Sub-division and consolidation of shares.

42. Subject to the approval of the Governor, the Company in general meeting may, from time to time, sub-divide or consolidate its shares or any of them and exercise any of the other powers conferred by section 94 of the Act and shall file with the Register such notice of exercise of such power as may be required by the Act.

Power to modify.

43. If at any time, the capital, by reason of the issue of preference shares or otherwise, is divided into different classes of shares, all or any of the rights and privileges attached to each class may, subject to the provisions of sections 106 and 107 of the Act, be modified, abrogated or dealt with by agreement between the Company and by any person purporting to contract on behalf of the class, provided such agreement is (a) ratified in writing by the holders of at least three-fourths of the nominal value of the issued shares of that class, or (b) confirmed by a resolution passed at a separate general meeting shall mutatis mutandis apply to every such meeting, except that the quorum thereof shall be

members holding or representing by proxy one-fifth of the nominal amount of the issued shares of that class. This article is not by implication to curtail the power of modification which the Company would have if the Articles were omitted.

VIII. BORROWING POWERS

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| Power to borrow. | 44. Subject to the provisions of section 292 of the Act and subject to the maximum limits as may be imposed by the Governor the Board may, from time to time, borrow or secure the payment of any sum or sums of money for the purposes of the Company. |
| Conditions on which money may be borrowed. | 45. The Board may secure the repayment of such moneys in such manner and upon such terms and conditions in all respect as it thinks fit and in particular, by the issue of bonds, perpetual or redeemable debentures or debenture-stock or by creating 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. |
| Securities may be assignable free from equities. | 46. Debentures, debenture-stock, bonds or other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued. |
| Issue at discount etc. or with special privileges. | 47. Subject to such directions as may be issued by Governor in this behalf and subject to section 76 of the Act any debentures, debenture-stock, bonds or other securities may be issued at a discount, premium or otherwise and with any special privileges as to redemption, surrender, drawings, allotment of shares, appointment of Directors and otherwise. |
| Persons not to have priority over any prior charge. | 48. Whenever any uncalled capital of the Company is charged all persons taking any subsequent charges thereon shall take the same subject to such prior charge and shall not be entitled, by notice to the shareholders or otherwise also obtain priority over such prior charge. |
| Indemnity may be given. | 49. If the Directors or any of them or any other person shall become personally liable for the payment of any sum primarily due to the Company, the Directors may after obtaining the previous approval of the Government execute or cause to be executed any mortgage, charge of security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or persons so becoming liable as aforesaid from any loss of such liability. |

IX. GENERAL MEETINGS

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| General Meetings. | 50. The Company shall in each year hold in addition to any other meeting, a General Meeting as its Annual General Meeting and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. The first Annual General Meeting of the Company shall be held within eighteen months from the date of its incorporation and thereafter subject to the provision of section |
|--------------------------|---|

166 of the Act, the Annual General Meeting of the Company shall be held within 6 months after the expiry of each financial year. Every Annual General Meeting shall be held during business hours on a day other than a public holiday either at the Registered Office of the Company or at some other place within the City, town or village in which the Registered Office is situated.

Extraordinary Meeting.

51. The above mentioned General Meetings shall be called "Annual General Meetings". All other General Meetings shall be called "Extraordinary Meetings".

Board to call Extraordinary Meetings.

52. The Board may call an Extraordinary Meeting, whenever it thinks fit.

Extraordinary Meeting on requisition.

53. The Board shall call an Extraordinary Meeting whenever a requisition in writing is received in accordance with section 169 of the Act.

When requisitionists can hold Extraordinary Meeting.

54. If the Board does not proceed to call a meeting within 21 days from the date of requisition being so deposited to be held not later than 45 days from the date of such deposit then the requisitionists or the majority of them in value or as permitted by sub-clause (b) of sub-section (6) of section 169 of the Act may themselves call the meeting, but any meeting, so called shall not be held after 3 months from the date of such deposit. Any meeting convened under this Article by the requisitionists shall be convened in the same manner as far as possible as that in which meetings are to be convened by the Board.

Notice of Meeting.

55. Seven days' notice at least specifying the place, the day and the hour of meeting and in the case of special business, the general nature of such business accompanied by an Explanatory Statement under section 173 of the Act, shall be given in the manner hereinafter mentioned and as required by section 172 of the Act to such members as are entitled in law to receive notice from the Company :

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

X. PROCEEDINGS OF GENERAL MEETINGS.

Business of Ordinary Meeting.

56. The business of an Annual General Meeting shall be to receive and consider the profit and loss account, the balance-sheet and the report of the Board of the Auditor, to declare dividends and to transact any other business which under these articles ought to be transacted at Annual General Meeting. All other business transacted at such meetings and all business transacted at an Extraordinary Meeting shall be deemed special. All business at Annual General Meeting shall be transacted in accordance with section 173 of the Act.

Quorum.	57. Two Members present in person of whom one shall be a representative of the Governor, shall be a quorum for a general meeting.
Right of Governor to appoint any person as his representative.	58. (1) The Governor, so long as he is a shareholder of the Company may, from time to time, appoint one or more persons (who need not be a member or members of the Company) to represent him at all or any meetings of the Company. (2) Only one of the persons appointed under sub-clause (1) of this Article who is personally present at the meeting shall be deemed to be a member entitled to vote and be present in person and exercise the same rights and powers (including the right to vote by proxy) as he could exercise as a member of the Company. (3) The Governor may, from time to time, cancel any appointment made under sub-clause (1) of this Article and make fresh appointments. (4) The production at the meeting of an order of the Governor authenticated as provided in the Constitution of India shall be accepted by the Company as sufficient evidence of any such appointment or cancellation as aforesaid.
Chairman of General Meeting.	59. The Chairman of the Board or in his absence the Vice-Chairman shall be entitled to take the Chair at every general meeting. If at any meeting both the Chairman and the Vice-Chairman are not present within half an hour after the time appointed for holding such meeting or if they are present but none of them is willing to act as Chairman, the members present shall choose another Director as Chairman and if no Director shall be present, or if all the Directors present decline to take the Chair, then the members present shall choose one of their members to be Chairman of the meeting.
When if quorum is not present meeting to be dissolved and when to be adjourned.	60. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened upon such requisition as aforesaid, shall be dissolved; but in any other case it shall stand adjourned to the same day in the next week at the same time and place and if at such adjourned meeting a quorum is not present those members who are present shall be a quorum and may transact the business for which the meeting was called.
How questions to be decided at meeting.	61. Every question submitted to a meeting shall be decided in the first instance by a show of hands, and in the case of an equality of votes the Chairman shall both on a show of hands and at a poll (if any), have casting vote in addition to the vote or votes to which he may be entitled as a member.
What is to be done in evidence of the passing of Resolution where poll not	62. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or on the declaration of the result of the show of hands, demanded by a member present in person or proxy or by duly authorised representative; and unless a poll is so demanded a declaration by the Chairman that a resolution has, on a show of hands, been carried unanimously or by a particular majority

demand.

or lost, an entry to that effect in the book of proceedings of the Company, shall be conclusive evidence of the fact without proof of the number or proportion of the vote recorded in favour of or against that resolution.

Poll.

63. If a poll is duly demanded it shall be taken in such manner and at such time and place as the Chairman of the meeting directs, and either at once or after an interval or adjournment or otherwise and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand of a poll may be withdrawn.

**Power to
adjourn
General
Meeting.**

64. The Chairman of a general meeting may with the consent of the meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

**In what cases poll
taken without
adjournment.**

65. Any poll duly demanded on the election of a Chairman of the meeting or on any question of adjournment shall be taken at the meeting and without adjournment.

**Business may
proceed
notwithstanding
demand of poll.**

66. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

**Chairman's
decision
conclusive.**

67. The Chairman of any meeting shall be the sole judge of the validity of every vote tendered at such meeting. The Chairman present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll.

XI. VOTES OF MEMBERS

**Votes of
members.**

68. Upon a show of hands every member present in person shall have one vote and upon a poll every member present in person or by proxy or by duly authorised representative shall have one vote for every share held by him.

**No voting by
counting on show
of hands.**

69. No member who is not personally present shall, subject to article 58(2), be entitled to vote on a show of hands.

**Vote in respect of
shares of deceased
and bankrupt
members.**

70. Any person entitled under the transmission clause to any shares may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that seventy-two hours at least before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote he shall satisfy the Board of his right to such shares, unless the Board shall have previously admitted his right to such share or his right to vote and such meeting in respect thereof.

Joint-holders.

71. Where there are joint registered holders of any share any of one such persons may vote at any meeting, either personally or by proxy, in respect of such share, as if he were solely entitled thereto, and if more than one of such joint holders be present at any meeting personally or by

proxy, then one of the said persons present, whose name stands first on the Register in respect of such share, shall alone be entitled to vote in respect thereof. Several executors or administrators or a deceased member in whose name any share stands, shall for the purpose of this clause, be deemed joint-holders thereof.

Vote in respect of pointment of Directors and otherwis

72. A member of unsound mind or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on poll, by his Committee or other legal guardian and any such Committee or guardian may, on a poll, vote by proxy.

Proxies permitted.

73. On a poll, votes may be given either personally or by proxy or by duly authorised representative.

Instrument appointing proxy to be in writing.

74. A member entitled to attend and vote at a meeting may appoint another person (whether a Member or not) as his proxy to attend a meeting and vote on a poll. No member shall appoint more than one proxy to attend on the same occasion. A proxy shall not be entitled to speak at meeting or to vote, except on a poll. The instrument appointing a proxy shall be in writing and be signed by the appointer or his attorney duly authorised in writing or if the appointer, a body corporate, be under its seal or be signed by an officer or an attorney duly authorised by it.

Instrument appointing Proxy to be deposited at office.

75. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power of authority, shall be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the meeting at which the person named in the instrument proposed to vote, and in default, the instrument of proxy, shall not be treated as valid.

When vote by Proxy valid to authority revoked.

76. A vote given in accordance with the terms of an Instrument of proxy shall be valid notwithstanding the previous death of the principal, or revocation of the proxy provided no intimation in writing of the death or revocation shall have been received at the Office of the Company before the meeting.

Form of Proxy.

77. An instrument appointing a proxy may be in the following form, or in any other form which the Board shall approve.

SHABARI ADIWASI VITTA VA VIKAS MAHAMANDAL MARYADIT

No members entitled to vote extra while calls due to company.

I, of in the district of being a member of Shabari Adiwasi Vitta Va Vikas Mahamandal Maryadit hereby appoint of as my proxy to vote for me and on my behalf at the (ordinary or extraordinary, as the case may be) general meeting of the Company to be held on the day of And at any adjournment thereof. Signed this day of

Time for objection
to vote.

Resolution in
writing of Board
in certain cases to
be equivalent to
resolution of
General Meeting.

Number of
Directors.

78. No member shall be entitled to be present, or to vote on any question, either personally or by proxy, or as proxy for another member, at any general meeting or upon a poll or reckoned in a quorum, whilst any call or other sum, shall be due and payable to the Company in respect of any of the shares of such member.

79. No objection shall be made to the validity of any vote except at the meeting or poll, at which such vote shall be tendered, and every vote whether given personally or by proxy, not disallowed at such meeting or poll shall be deemed valid for all purposes of such meeting or poll whatsoever.

80. Any resolution passed by the Board, notice whereof shall be given to the members in the manner in which notices are hereinafter directed to be given and which shall within one month after it, shall have been so passed, be rectified and confirmed in writing by members entitled at a poll to three-fifths of the vote, shall be as valid and effectual as a resolution of a general meeting; but this clause shall not apply to a resolution for winding up the Company or to a resolution passed in respect of any matter which by the statute or by these Articles ought to be dealt with by a special resolution.

XII. BOARD OF DIRECTORS

81. Subject to the provision of the section 252 the Companies Act, 1956 and until otherwise determined by the Company in a General Meeting the number of Directors shall not be less than two and not more than Twelve* The Directors are not required to hold any qualification shares. The first Directors shall be :-

SHRI. ARJUN TULSHIRAM PAWAR - Chairman

Hon. Minister

SHRI. RAMANAND GAJADHAR TIWARI - IAS - Director
Secretary

SHRI. VISHVANATH RAKHADU BACHERE - Director
Deputy Secretary

SHRI. GORAKH GOVIND MEGH - IAS - Managing Director
MD. MSCTDC LTD.

SHRI. VILASRAO BALKRUSHNA PATIL - IAS - Director
Commissioner.

TRIBAL DEVELOPMENT

(A) The Minister of Tribal Development will be the Ex-officio Chairman of the board.

(B) The Vice-Chairman of the Board will be appointed by the Government of Maharashtra.

(C) Principal Secretary (if any)/ The Secretary (if any), Joint Secretary (if any)/ Deputy Secretary (if any) dealing with the corporation, the Managing Director, Maharashtra State Co-operative Triable Development Corporation, Nashik and the Commissioner Tribal Development shall be appointed Ex-officio Directors of the company of the board.

(D) The state Government may appoint other official and non-official members limited to a maximum of four as Directors of the Company on the Board.

(E) The Central Government after it contributes to the Share Capital of the Company may nominate Directors Limited to a maximum of four on the Board of the Corporation.

Appointment of Directors.

82. (1) The Directors shall be appointed by the Governor.

(2) The Governor shall appoint one of the Directors to act as a Chairman of the Board of Directors. Till any Chairman is appointed by the Governor, the Board will appoint one of its Directors to act as a Chairman.

(3) The first Directors shall be for a period of three years. Thereafter at every annual General Meeting of the company one-third of the Directors, including Chairman for the time being, or if their number is not three or multiple of three, the number nearest to one-third, shall retire from office by rotation. A retiring Director including the Chairman, shall be eligible for re-appointment.

(4) The Governor shall have the power to remove a Director including the Chairman at any time in his absolute discretion.

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

Remuneration of Directors.

83. (1) The remuneration of each Director shall be such fee for each meeting of the Board or a Committee thereof attended by him as may be determined by the Governor.

(2) The Board may with the sanction of the Governor allow and pay to the Director who has to travel on Company's Business or for the purpose of attending a meeting such sums as the Board may consider fare for travelling, boarding, lodging and other expenses in addition to his fee for attending such meeting as may be specified, and if any Director be called upon to go and reside out of town in which he normally resides on the Company's business or for the purpose of attending the meeting he shall be entitled to be paid or reimbursed any travelling or other expenses incurred in connection with the business of the Company.

Members of Legislatures or Parliament not entitled to any remuneration other than compensatory allowances as Director.

84. Notwithstanding anything contained in the last preceding Article or any other Article if a Member of the State Legislature or of parliament is appointed as the Chairman or other Director, he shall not be paid any salary or any remuneration, but he shall be paid the travelling allowance, the daily allowance and such other allowances which may be payable to him for the purpose of meeting the personal expenditure incurred in attending meetings of the Board or its Committees or in performing any other functions as the chairman or other Director as the case may be.

General powers of the Company vested in Board.

XIII. POWERS OF BOARD OF DIRECTORS

85. (1) Subject to the provisions of the Act the Board of Directors of the Company shall be entitled to exercise all such powers, and to do all such acts and things as the Company is authorised to exercise and do :

Provided that the Board shall not exercise any power or to do any act or thing which is directed or required, where by the Act or by any other Act or by the Memorandum of Articles of Association of the Company or otherwise, to be exercised or done by the Company in General Meeting :

Provided further that in exercising any such act or thing, the Board shall be subject to the provision contained in that behalf in the Act or any other Act, or in the Memorandum or Articles of the Company or in any regulation not inconsistent therewith any duly made thereunder including Regulations made by the Company in General Meeting.

(2) No Regulation, made by the General Meeting shall invalidate any prior act of the Board, which would have been validated if that regulation had not been made.

Specific powers to the Board.

To acquire property.

Works of capital nature.

To pay for property in debentures etc.

To secure contract by mortgage.

To appoint officers etc.

To appoint Trustees.

86. Without prejudice to the general powers conferred by the last preceding Article and the other powers conferred by these Articles and subject to the Act the Board shall have the following powers, that is to say, power :-

(1) To purchase, take on lease or otherwise acquire for the Company, property rights or privileges which the Company is authorised to acquire at such terms and conditions as it thinks fit ;

(2) To authorise the undertaking of works of a capital nature, subject to the condition that a capital budget involving expenditure on acquisition of fixed assets and assets costing more than Rs. 1 lakh shall be submitted to Administrative Department for obtaining prior approval of Government.

(3) To pay for any property, rights of privileges acquired by or services rendered to the Company either wholly or partially in cash or in shares, bonds, debentures or other securities of the Company and any such shares may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon and any such bonds, debentures or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or no so charges;

(4) To secure the fulfillment of any contracts or engagements entered into by the Company by mortgage or charge on all or any of the property of the Company and its uncalled capital for the time being or in such manner they may think fit;

(5) To appoint and at their discretion, remove or suspend such managers, secretaries, officers, agents and servants for permanent, temporary or special services as it may from time to time fit, and to determine its powers and duties and fix their salaries or emoluments and to require security in such instances and to such amount as it thinks fit, provided that no appointment the maximum pay of which is more than Rs. 1,800 per mensem shall be made without the prior approval of the Governor;

(6) To appoint any person or persons (whether incorporated or not) to accept and hold in trust for the Company, any property belonging to the Company or which it is interested or for any other purposes and to execute and do all such deeds and other things as may be requisite in relation to any such trust, and to provide for the remuneration of such trustee or trustees;

- To bring and defend action etc.**
- (7) To institute conduct, defend compound or abandon any legal proceedings by or against the Company or its officers, or otherwise concerning the affairs of the Company and also to compound and allow time for payment or satisfaction of any claims or demands by or against the Company;
- To refer to arbitration.**
- (8) To refer any claim or demand by or against the Company to arbitration and observe and perform the awards;
- To give receipts.**
- (9) To make and give receipts, releases and other discharges for money payable to the Company and for the claims and demands for the Company;
- To authorise acceptance etc.**
- (10) To determine who shall be entitled to sign on the Company's behalf, bills, receipts, acceptances, endorsements, cheques, release, contracts and documents;
- To appoint attorneys.**
- (11) To provide from time to time for the management of the affairs of the Company in such manner as it thinks fit, and in particular to appoint any person to be the attorney or agent of the Company with such powers (including power to sub-delegate) and upon such terms as may be thought fit;
- To invest moneys.**
- (12) To invest subject to such general or special directives, if any, given by the Governor in this behalf, in securities or in any other Scheduled Bank or Banks to be specifically decided by the Board for having call deposit and opening current account and deal with any of the money of the Company upon such investment authorised by the Memorandum of Association of the Company (not being shares in this Company) and in such manner as it thinks fit, and from time to time to vary or release such investment;
- To sell or transfer business or property**
- (13) Subject to the provisions regarding consent of the Governor, to sell or dispose of or transfer the business or property, if any, of the Company or any part thereof for such considerations as the Company may deem proper and in particular for shares, debentures or securities of any other Company having objects altogether or in part similar to those of the company;
- To execute mortgages by way of indemnity.**
- (14) To execute after obtaining the previous approval of the Government in the name and on behalf of the Company in favour of Director or other person who may incur or be about to incur any liability for the benefit of the Company such mortgages of the Company's property (present and future) as it thinks fit and any such mortgage may contain a power of sale and such other powers, covenants and provisions as shall be agreed upon;
- To give percentage.**
- (15) Subject to the approval of the Governor to give any person employed by the Company a commission on the profits of any particular business transaction, or a share in the general profits of the Company, and such commission or share of profits shall be treated as part of the working expenses of the Company;
- To make bye-laws.**
- (16) To make vary and repeal from time to time bye-laws for the regulation of the business of the Company, its officers and servants;
- To establish Local Board.**
- (17) To establish from time to time and at any time any Local Board for managing any of the affairs of the Company in any specified locality in the State of Maharashtra, or out of Maharashtra and to appoint any persons to be members of such Local Board and to fix their remuneration; and from time to time and at any time to delegate to any person so appointed any of the powers, authorities and discretion for the

time being vested in the Board of Directors other than their powers, to make calls; and to authorise the members for the time being of any such Local Boards or any of them to fill up any vacancies therein and to act notwithstanding vacancies and any such appointment or delegation may be made in such terms and subject to such conditions as the Board of Directors may think fit and the Board of Directors may at any time remove any person so appointed and may annul or vary such delegation:

**To make
contracts etc.**

(18) To enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company;

**To delegate
powers.**

(19) To delegate all or any of the powers, authorities and discretion for the time being invested in it, subject however to the ultimate control being retained by it.

**Specific
powers of
Board to make
rules.**

87. Without prejudice to the generality of the above provisions, the Board shall reserve for decision of the Governor :-

(1) rules of the Company governing the conditions of services of the employees Provident Fund and other rules, creation of Reserve and Special Funds;

(2) sale, lease or disposal otherwise of the whole or substantially the whole of the undertaking of the Company;

(3) formation of a Subsidiary Company.

XIV. MANAGING DIRECTORS

**Appointment of
managing
Directors.**

88. (1) The Governor may appoint any one or more of the Directors of the Board (other than those who may be Members of the State Legislature or Parliament) to be Managing Director and/or Joint Managing Director for such terms as he may think fit, for the conduct of management of the business of the company subject to the control of supervision of the Board of Directors. The Managing Directors or Joint Director so appointed may be authorised by the Board to exercise such of the powers and discretion in relation to the affairs of the Company as are specially delegated to him/them by the Board and are not required to be done by the Board of Directors of the Company at the General Meeting under the Act.

(2) The Managing Director or Managing Directors shall be paid such salary and allowances as may be decided by the Governor.

(3) In the absences of Managing Director on leave or otherwise the Board may with the previous approval of Governor empower any other Director or any principal officer of the Company to perform all or any of this functions : provided when such absence is not likely to exceed 3 months the previous approval of Governor shall not be necessary.

XV. FINANCIAL ADVISER AND CHIEF ACCOUNTS OFFICER

Appointment of financial Advisor and Chief Accounts Officers.

89. The governor may appoint Financial Advisor and Chief Accounts Officer for such term and at such remuneration as he may think fit and may from time to time remove him from office and appoint another in his place.

XV-A. SECRETARY

90. A secretary may be appointed by the Board for such time and at such remuneration and upon such conditions as it may think fit and any secretary so appointed may be removed by the Board.

XVI. MINUTES

Board to cause minutes to be made in Books.

91. The Board shall cause proper minutes to be made of all General Meetings of the Company and also of all appointments of officers and of the proceedings of all meetings of the Directors and Committees and of attendance thereat and all business transacted at such meetings, in accordance with the provisions of section 193 of the Act and any such minutes of general meeting, if purporting to be signed within 14 days from the conclusion of such general meeting by the chairman of such meeting, or in accordance with the provisions of sub-section 1A(b) of section 193 of the Act in case of minutes of Director or committee of Directors by the chairman of the meeting or chairman of the succeeding meeting, shall be conclusive evidence without any further proof of the facts therein stated.

XVII. SEAL

Seal.

92. (1) The seal shall not be affixed to any instrument (other than a Share Certificate) except by the authority of a resolution of the Board of Directors and in the presence of one Director at the least; provided however, the Board of Directors may authorise by a resolution the Managing Director or any Director to affix the seal on any instrument (other than a Share Certificate) wherever it is legally required. In the case of Share Certificate the seal shall be affixed in the presence of: (1) two Directors and (2) the Secretary or some other person appointed by the Board for the purpose.

(2) The Board shall provide for safe custody of the seal.

XVIII. DISQUALIFICATION OF DIRECTORS

Disqualification of Directors.

93. The office of a Director shall become vacant if:-

(a) he is found to be of unsound mind by a Court of competent jurisdiction:

(b) he applies to be adjudicated an insolvent;

(c) he is ~~adjudged~~ an insolvent;

(d) he is convicted by a Court in India for any offence and is sentenced in respect thereof to imprisonment for not less than six months;

(e) he fails to pay any call in respect of shares of the Company held by him, whether alone or jointly with others, within six months from last date fixed for payment of the call.

(f) he absents himself from three consecutive meetings of the Board for a continuous period of 3 months, whichever is longer, without obtaining leave of absence from the Board;

(g) he or any firm in which he is partner or any private company of which he is a Director, accepts a loan or any guarantee or security for a loan, from the Company;

(h) he fails to disclose the nature of his concern or interest in any contract or arrangement or proposal contract or arrangement entered into by/or on behalf of the company as required under section 299 of the Act;

(i) he becomes disqualified by order of the Court under section 203 of the Act;

(j) he is removed in pursuance of section 284 of the Act;

(k) he is concerned or participates in the profits of any contract with the Company : Provided however, no Director shall vacate his office by reason of his becoming a member of any Company which has entered into contract with or done any work for the of which he is Director but a Director shall not vote in respect of any such contract or work and if he does so vote, his vote shall not be counted.

Disqualified referred to in sub-clauses (c),(d) and (i) above, shall not take effect:-

(a) for thirty days from the date of adjudication, sentence or order;

(b) where any appeal or petition is preferred within 30 days aforesaid against the adjudication, or conviction resulting in the sentence or order; until the expiry of seven days from the date on which such appeal or petition is disposed of; or

(c) where within the seven days of aforesaid, any further appeal or petition in respect of the adjudication, sentence, conviction, or order and the appeal or petition, if allowed would result in the removal of the disqualification, until such further appeal or petition is disposed of.

XXI. PROCEEDINGS OF BOARD OF DIRECTORS

Managing Director may summon meeting. How questions to be decided.

94. The Managing Director or in his absence the Secretary may at any time convene a meeting of the Board of Directors. Questions arising at any meeting decided by majority votes. The Chairman shall have second or casting vote.

Meetings of the Board and the notice.

95. A meeting of the Board of Directors shall be held for the despatch of the business of the Company at least once every three calendar months and at least four such meetings shall be held every year as required under section 285 of the Act. Notice of every meeting of the Board of Directors of the Company shall be given in writing to every Director for the time being in India and at his usual address in India to every other Director.

Quorum for Meeting.

96. The quorum for a meeting of the Board of Directors of the Company shall be one-third of its strength (total strength as determined by the Act and any fraction in that one-third being rounded off as one), or two Directors whichever is higher; provided that where at any time, the number of interested Directors exceeds or is equal to two-third of the total strength the number of remaining Directors that is to say the number of

Directors who are not interested not being less than two shall be the quorum during such time.

Powers of Quorum.

97. A meeting of the Board of Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretion by or under the Articles of the Company for the time being vested in or exercisable by the Board of Directors generally.

Chairman and Vice-Chairman of Directors meetings.

98. The Governor may, from among the Directors nominate one as Chairman and another as Vice-Chairman of the Board of Directors' meetings the period for which they are to hold office. In any meeting, if the Chairman is not present the Vice-Chairman are not present within 30 minutes after the time of holding the same, the Directors present may choose one of their members to be chairman of the meeting.

Delegation of powers to committee.

99. The Board of Directors may subject to the provisions of sections 292 and 297 of the Act, delegate any of the powers to a committee consisting of such member or members of their body as they think fit; any Committees so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board. Proceedings of such Committees shall be placed before the Board of Directors at the next meeting.

Chairman of Meeting committees.

100. If not Chairman or Vice-Chairman is nominated or it at any meeting the such nominated Chairman or Vice-Chairman is not present within 30 minutes after the time appointed for holding the same, the members present may choose one of their members to be Chairman of the Meeting.

When acts of Directors of Committee valid not withstanding appointment etc.

101. All acts done by any meeting of the Board, or of a committee of Directors, or by any person acting as a Director, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of such Directors or persons acting as aforesaid or that they or any of them were disqualified, be as valid as of every such person had been duly appointed and was qualified to be Director, provided that nothing in this Article shall be deemed to give validity to acts done by a Director after his appointment has been shown to the Company to be invalid or to have terminated.

Resolution without Board meeting valid.

102. A resolution in writing signed by all the Directors shall, subject to section 289 of the Act, be as valid and effectual as if it has been passed at a meeting of the Board of Directors duly called and constituted.

XX. RESERVE FUND

Reservation Fund.

103. The Board may, before recommending any dividend, set aside out of the profits of the company such as they may think proper as a reserve fund, to meet contingencies or for equalising dividends or for repairing, improving and maintaining any of the property of the Company and for such other purposes as the Board shall in its absolute discretion think conducive to the interest of the Company and may invest the several

sums so set aside upon such investments (other than shares of the Company) as it thinks fit from time to time deal with and very such investments and dispose of all or any part thereof for the benefit of the Company and may divide the reserve funds into such special funds as it thinks to fit and employ the reserve funds or any part thereof in the business of the Company; and that without being bound to keep the same separate from other assets.

XXI. DIVIDENDS

Dividends.

104. The profits of the Company available for payment of dividend subject to the special rights relating thereto created or authorised to be created by these presents and subject to the provision of these presents as to reserve funds shall, with the approval of Governor, be Provided always that (subject as aforesaid) any capital paid-up on a share during the share during the period in apportioned amount of such dividend as from the date of payment.

Capital paid-up in advance.

105. Where capital is paid-up on any shares in advance of calls upon the footing that the same shall carry interest, such capital shall not, whilst carrying interest confer a right to participate profits.

Declaration of the Dividends

106. The Company, in general meeting may declare a dividend to be paid to the members according to their rights and interest in the profits and may fix the time for payment but no dividend shall exceed the amount recommended by the Board.

Dividends out of profit and not to carry interest.

107. No dividends shall be payable otherwise than out of profits of the year or other period or any other undistributed profits of the Company and no dividends shall carry interest as against the Company, subject to the provision of section 205A of the act.

When to be deemed net profits.

108. The declaration of the Board as to the amount of the net profits of the Company shall be inclusive.

Interim Dividends.

109. The Board may, from time to time, pay to the members the interim dividends as in their judgment the position of the Company justifies.

Debts may be deducted.

110. The Board may retain any dividends on which the company has a lien and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.

111. Any general meeting declaring the dividend may resolve that such dividend be paid wholly or in part by the distribution of specific assets, and in particular or paid-up shares, debentures or debenture-stock of the Company or paid-up shares, debentures or debenture-stock of any other company, or in any one or more of such ways; any general meeting may resolve that any money's investments, or other assets forming undivided

profits of the Company standing to the credit of the Reserve funds, or in the hands of the Company and available for dividend or representing premia received on the issue of shares, and standing to the credit of the shares premium account be capitalised, and distributed among the shareholders in accordance with the rights on the footing that they become entitled thereto as capital, and that all or any part of such capitalised fund be applied on behalf of shareholder in paying up in full any un-issued shares of the Company and that such un-issued shares so fully paid be distributed accordingly amongst the shareholders in the proportions in which they are entitled to receive dividends and shall be accepted by them in full satisfaction of their interest in the said capitalised sum. For the purpose of giving effect to any resolution under this Article, the Board may settle any difficulty which may arise in regard to the distribution as it think expedient and in particular may issue fractional certificates, and may fix the value for distribution of any specific assets and may determine that cash payment shall be made to any member upon the footing of the value so fixed or that fractions of less than Rupee 1 may be disregarded in order to adjust the rights of all parties and may vest any such cases of specific arrests in trustees upon such trusts for the person entitled to the dividend or capitalised funds as may seem expedient to the Board, where required by law, a proper contract shall be filled in accordance with section 75 of the Act, and the board may appoint any person to sign such contract on behalf of the person s entitled to the dividend or capitalised fund, as such appointment shall be effective.

Effect of transfer

112. A transfer of shares shall not pass the right to any dividend declared thereon after such transfer and before the registration of the transfer.

Retention in certain cases

113. Subject to the provision of the Board may retain the dividend s payable, upon shares in respect of which any person under the transmission clause (Article 24) entitled to become a member of which any person under that clause is entitled to transfer until such person shall become a member I respect of such shares or shall duty transfer the same.

Dividends to joint -holders

114. Any one of the several persons who are registered as the joint -holders of any shares, may give effectual receipts for all dividends and payments on account of dividends in respect of such shares.

Dividend to be in cash

115. Except as otherwise provided in articles 111 and 112 no dividend shall be payable except in cash and shall be paid within forty two days of its declaration.

Payment by post

116. unless otherwise directed any dividend maybe paid by cheque or warrant sent through the post to the registered address of the member or the person entitled or in the case of joint -holders, to the registered address of that one whose name stands first on the register in respect of the joint-holding, and every cheque or warrants so sent shall be made payable to the order to the person to whom it is sent.

Notice to dividends

117. Notice of the declarations of any dividend, whether interim or otherwise shall be given to the holders of registered shares in the manner hereinafter provided.

XXI ACCOUNTS

Account to be kept

118. The Company shall cause to be kept proper books of account with respect to

(a) All sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place.

(b) All sales and purchases of goods of Company.

Inspection of Account books

119. The books of account shall be kept at the Registered Office of the Company or at such other places as the Board shall think fit and shall be open to inspection by directors during business hours.

Inspection by members

120. The board shall from time to time, determine whether and to what extent and at what time and places and under what conditions and regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being directors and no member not being a director shall have any right of inspecting any account or book or document of Company except as conferred by law or authorised by Board or by resolution by Company in general meeting.

Annual account and balance sheet

121. The Board shall at some date not later than 18 months after the incorporation of the Company and subsequently once at least in every financial year lay before the Company in annual general meeting balance sheet and profit and loss account in the case of the first account since the incorporation of the Company and in any other case since the preceding account made up to a date not earlier than the date of the meeting by more than 6 months in accordance with the provisions of sections 166 and 200 of the act.

Annual report of the Board

122. The Board shall make out and attach to every balance sheet report with respect to the state of the Company's affairs the amount, if any, which it recommends should be paid by way of dividend and the amount, if any, which it proposes to carry to the reserved fund, general reserve or reserve account shown specifically on the balance sheet or to a reserved fund, general reserve or reserve account to be shown specifically in subsequent balance sheet. The report shall be signed by the chairman of the Board of the directors on behalf of the Board if authorised in that behalf by the Board.

Contents of the profits and loss account

123. The profit and loss account shall subject to the provisions of section 211 of the act and the schedule VI referred to therein show arranged under the most convenient heads the amount of gross income, distinguishing the several sources from which it has been derived, and the amount of gross expenditure, distinguishing the expenses of the establishment, salaries and other like matters, every item of expenditure fairly chargeable against the year's income shall be brought into account so that a just balance of profit and loss may be laid before the meeting and in case where any item of expenditure which may in fairness be distributed over several years has been incurred in any one year, the whole amount of

such item shall be stated with the addition of the reason why only a portion of such expenditure is charged against the income of the year.

Balance sheet profit and loss account to be sent to members.

124. The Company shall send a copy of such balance sheet and profit and loss account together with a copy of auditors report to the registered address of every member of the Company in the manner in which notices are to be given here under at least 4 days before the meeting at which it is to be laid before the members of the Company.

Board to comply with sections 209 to 222 of the Act.

125. The Board shall in all respects comply with the provisions of sections 209 and 222 of the act or any statutory modifications thereof for the time being in force.

XXIII. AUDIT

Accounts to be audited annually.

126. Once at least in every financial year the accounts of the Company shall be examined and the correctness of the profit and loss account of balance sheet ascertained by one or more auditors.

Appointment of auditors and their remuneration.

127. The auditors of the Company shall be appointed or re-appointed by the central Government on the advice of the comptroller and auditor general of India and his\their remuneration, right and duties shall be regulated by sections 224 to 233 of the act.

Auditors rights to attend the meeting.

128. The auditors of the Company shall be entitled to receive notice of and to attend any general meetings of Company at which any accounts which have been examined or reported on by them are to be laid before the Company and may make any statement or explanation they desire with respect to the account.

Power of the Comptroller and Auditor-General.

129. The Comptroller and Auditor-General of India shall have power -
(a) to direct the manner in which the Company's accounts shall be audited by the Auditor/Auditors appointed in pursuance of article 129 hereof and to give such Auditor(s) instructions in regard to any matter relating to the performance of his\their functions as such.

(b) To conduct a supplementary or test audit of the Company's accounts by such person or persons as he may authorise in his behalf and for per pose of such audit to have access, at all reasonable times to all account. Account books, vouchers, Documents and other papers of the and other papers of the Company or additional information to be furnished to any person or persons so authorised on such matters by such persons in such form as the Comptroller and Auditor-General may, by general or special order, direct.

Comments upon or supplement to audit report by the Comptroller and Auditor-General to be placed before general meetings.

130. The auditor/auditors aforesaid shall submit a copy of his/her audit report to the Comptroller and Auditor-general of India who shall have the right to comment upon or supplement 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 of the audit report.

Annual report to be laid before State Legislative.

131. The State Government shall cause an annual report on the working and affairs of the Company to be -

(a) prepared within the three months of its Annual General Meeting before which the audit report is placed, and

(b) as soon as may be after much preparation, laid before both the Houses of the State Legislative with a copy of the audit report and comments or supplements referred to the Article 131.

When account deemed finally settled.

132. Every account of the Board, when audited and approved by a general meeting, shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error discovered within the period, the account shall forthwith be corrected and henceforth shall be conclusive.

XXIV. RIGHTS OF THE GOVERNOR

Rights of the Governor.

133. Notwithstanding anything contained in any of these Articles, the Governor may, from time to time, issue such directives as he may consider necessary in regard to the finances, conduct of the business and affairs of the Company and in like manner vary and annul such directives. The Company shall give the immediate effect to the directives so issued. In particular the Governor will have the power-

(i) to give directions to the Company as to the exercise and performance of its functions in matters involving national security and substantial public interest;

(ii) to call for such returns, accounts and other information with respect to the property and activities of the Company as may be required by time to time

(iii) to approve the Company's Five Year Plans, Annual Plans of development and the Company's Capital Budget;

(iv) to approve the Company's Revenue Budget in case there is element of deficit which is proposed to be met by obtaining funds from Government; and

(v) to approve agreements involving foreign collaboration proposed to be entered into by Company.

XXV. NOTICES

How notice to be served on members

134. A notice may be given by the company to any member either personally or by sending it by post to him to his registered address, or (if he has no registered address) to the address, if any, supplied by him to the Company for the giving of notice to him.

Notification of address by a holder of registered shares having no registered place of address.

135. A holder of registered share who has no registered place of address may, from time to time, notify in writing to the Company address, within the meaning of the last preceding article.

When notice may
be given by
advertisement

136. If a member has no registered address and has no supplied to the Company an address for the giving of notices to him, a notice addressed to him and advertised in a news paper circulating in the neighborhood of the registered office of the Company shall be deemed to be duty given to him on the day on which advertisement appears.

Notice to joint
holders

137. a notice may be given by the company to the joint holders of the shares by giving the notice to the joint -holder whose names appear first in the register in respect of share.

How notice to be
given to
representatives of
deceased
or bankrupt
member

138. a notice may be given by the Company to the persons entitled to the shares in consequence of the death or insolvency of the member by sending it through the post in a prepaid letter addressed to them by name or by title or representatives of the deceased, or assignee of the insolvent or by the like description, at the address (if any) supplied for the purpose by the persons claiming to be so entitled or (until such an address has been so supplied) by giving notice in any manner in which the same might have given if the death or insolvency had not incurred.

To whom
Notice of General
Meetings be given
Transferees etc.
bound by prior
notice.

139. Notice of every general meeting shall be given in the same manner authorized to (a) every member of the Company except those members who having no registered address have not supplied to the Company an address for the giving of notice to them and also to (b) every person entitled to a share in consequence of the death or insolvency meeting, provided the Company the due notice, (c) every person who, by operation of the law, transfer or other means what so ever, shall become entitled to any share shall be bound by every notice in respect of such share which previously to his name and address and title to the share being notified to the Company shall be duty given to the person from whom he derives his title to such share.

How notice to
be signed.

140. The signature to any notice to be given by the Company may be written or printed.

Period of notice
how circulated.

141. Where a given number of days' notice or notice extending over any other period is required to be given, the day of services shall, unless it is otherwise provided, be counted in such number of days or other period.

XXVI. WINDING UP

Distribution of
assets on winding
up.

142. If the Company shall be wound up and the assets available for distribution among the members as such shall be insufficient to repay the whole of the paid-up capital such assets shall be distributed so that as nearly as may be, the losses shall be borne by the members in proportion to the capital paid up, or which ought to have been paid up, at the commencement of the winding up on the shares held by them respectively. And if in a winding up the assets available for distribution amongst the members shall be more than sufficient to repay the whole of the capital paid-up at the commencement of the winding up, the excess shall be distributed among the members in proportion to the capital at the

commencement of the winding up , paid up or which ought to have been paid on the shares held by them respectively. But this clause is to be without prejudice to the rights of the holders of shares issued upon special terms and conditions .

XXVII. SECRACY CLAUSE

Secrecy Clause

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

XVIII. INDEMNITY

Indemnity.

144. Subject to the provision of section 201 of the Act, every Director, Manager, Auditor, Secretary and other officer or servant of the Company shall be indemnified by the Company against , and it shall be the duty of the Board to pay , out of the funds of the Company, all costs, losses and expenses which any such officer or servant may properly incur or become liable to by reasons of any contract entered into or act or thing done by him as such officer or servant or in any way in the discharge of his duties; and the amount for which such indemnity is provided shall immediately be attached as a lien on the property of the Company and have priority as between the members over all other claims .

145. No Director, or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or officer of the Company or for joining in any receipt or other act for conformity, or for any loss or expanse caused to the Company through the insufficiency or deficiency of title to any property acquired by the order of the Board for or on behalf of the Company or 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 with whom any moneys, securities or effects shall be deposited or for any loss occasioned by any error of judgement or oversight on his part, for any loss, damage or misfortune whatever, which shall be caused in the execution of the duties of his office or in relation thereto unless the same happens through his own gross negligence , willful defaults, serious (misfeasance) deliberate breach of duty or breach of trust.

We, the several persons, whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of these ARTICLES OF ASSOCIATION.

Names, addresses, description and occupation of Subscriber	Signature of Subscriber	Name, address, description and occupation of witness and their signature
<p>Shri. Arjun Pawar S/o. Tulsiram Krishna Nagar, Old Adagaon Naka, Opp. Surana Hospital, In front of New Garden, Tapovan Road, Panchvati, Nasik - 422 005. Occupation : Agriculturist & Social Worker Minister for Tribal Development Maharashtra State, Mumbai.</p>	Sd/-	<p>Witness to all Sd/- Satish V. Godbole S/o. Vishnu M. Godbole M. B. House, 1st Floor, 79, Janmahoomi Marg, Fort, Mumbai - 400 001. Occupation : Chartered Accountant</p>
<p>Shri. Ramanand Tiwari S/o. Late Shri Gajadhar Tiwari 16, Suniti, Gen. J. Bhonsale Marg, Mumbai - 400 021. Secretary, Tribal Development Govt. of Maharashtra</p>	Sd/-	
<p>Shri. Vishvanath Bachere S/o. Shri Rakhadu Bachere 30/2046, Abhyudaya Nagar, Kala Chowki, Tank Road, Mumbai - 400 033. Deputy Secretary Tribal Development Department Govt. of Maharashtra</p>	Sd/-	

We, the several persons, whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of these ARTICLES OF ASSOCIATION.

Names, addresses, description and occupation of Subscriber	Signature of Subscriber	Name, address, description and occupation of witness and their signature
<p>Shri. Gorakh Govind Megh S/o. Late Shri Govind Megh 3 Mandar, Babubhai Chinoy, Marg, Behind LIC 'Yogakshema', Churchgate, Mumbai - 400 020. Govt. Service (IAS). Managing Director, MSC Tribal Development Corporation Ltd.</p> <p>Shri. Vilasrao Balkrushna Patil, S/o. Late Balkrushna Appajirao Patil 'Veluvan', Golf Club Road, Nashik - 422 002. Govt. Service (IAS) Commissioner, Tribal Development Deptt. Maharashtra State, Nashik</p>	<p>Sd/-</p> <p>Sd/-</p>	<p>Witness to all Sd/- Satish V. Godbole S/o. Vishnu M. Godbole M. B. House, 1st Floor, 79, Janmabhoomi Marg, Fort, Mumbai - 400 001. Occupation : Chartered Accountant</p>