
MEMORANDUM OF ASSOCIATION
OF
KERALA STATE BACKWARD CLASSES
DEVELOPMENT CORPORATION LIMITED

I. The name of the Company is KERALA STATE BACKWARD CLASSES DEVELOPMENT CORPORATION LIMITED.

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

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

A. The main objects to be pursued by the company on its incorporation are:

To promote the comprehensive development of the Backward Classes of Kerala by rendering assistance to their members to set up village, cottage, small scale and medium industries, business undertakings, small trades and service centres, organise and develop fisheries, poultry, dairy farming, sericulture, rabbitry, intensive agricultural operations and such other self-employment programmes, to purchase and lend on hire purchase basis or otherwise plant, machinery and vehicles such as auto-rickshaws, motor cars, buses, lorries and trucks , to acquire house sites and construct houses, to start the profession of Doctor, Engineer, Lawyer, Architect, Chartered Accountant or such other useful professions, giving assistance for establishment of projects, educational institutions, Technical Institutions, to promote employment generation and other services for the uplift of members of Backward Classes Institutions, to promote employment generation and other services for the uplift of members of Backward Classes.

B. Objects Incidental or ancillary to the attainment of the main objects are:-

1. To start or aid to start and develop village, small scale, cottage and medium scale industries, workshops, work-centres and service centres.

2. To undertake or aid production or supply of agricultural implements, materials and articles for construction of buildings for putting up poultry or dairy farms.

3. To organise or advance loans for establishing or developing poultry or dairy farming or intensive agricultural operations.
4. To promote agricultural industries and for that purpose to establish Companies, Associations, or any other suitable organisations and to assist and finance any company whether owned by individuals, groups of persons or societies.
5. To receive, take over, improve and develop any land belonging to the Government of India or Government of Kerala, Local Body or Statutory Body, for the development of agriculture, fisheries, poultry, dairy, sericulture, prawn culture, business, industries and tourism directly or in collaboration with Government of India or Government of Kerala, Local Bodies, Statutory Bodies, Companies or person or groups of persons belonging to Backward Classes of the State whether registered under law as firm, society, company or not.
6. To receive, takeover, improve, reconstruct, maintain any Government Building with or without consideration for setting up any office, work-shed, godown, store or service centre in connection with any scheme purpose and project as approved by the Board.
7. To construct, maintain and alter any buildings or structure necessary or convenient for the company.
8. To set up, run and manage service centres and production centres for the manufacture of goods required for attaining the main, incidental or ancillary objects of the company.
9. To act as guarantors for the loans and advances that may be made by other financial, industrial or developmental institutions to the members of the Backward Classes of the State.
10. To receive loans, advances, grants or other moneys from the Central Government, State Government, Local Bodies, Banks, Companies, Corporations, Co-operative Societies, Kerala Khadi and Village Industries Board, Khadi and Village Industries Commission, Trust or individuals with or without interest in order to carry out the objects of the company.
11. To lend or advance money either upon or without security and to borrow or raise or secure the payment of money in such manner as the Board of Directors may deem fit, and in particular by the issue of debentures, debenture stock, bonds, deposits, obligation and securities of all kinds; but the Corporation will not carry out Banking Business within the meaning of the Banking Regulation Act 1949.

12. To pay all costs charges and expenses incurred or sustained in or about the promotion and establishment of the Corporation which the Board may consider to be in the nature of preliminary expenses including therein the cost of printing , advertising and expenses connected with the formation of branches and agencies.
13. To make draw, accept, endorse discount, execute, issue and negotiate cheques, bill of exchanges, promissory notes, debentures and negotiable or transferable instruments.
14. To employ brokers, commission agents and under-writers and to provide for remuneration of such person for their services for promotion of the business of the company in accordance with the provisions of the Companies Act, 1956.
15. To promote and operate schemes for the benefit of Backward Classes and for that purpose to prepare or cause to get prepared reports, blue prints, statistics and other information.
16. To employ and remunerate experts to investigate and examine the condition, prospects, value and circumstances of any scheme or project for the welfare of the Backward Classes and generally of any asset , property and rights of any person belonging to Backward Classes or group of such persons registered under law as firm, society or company or not.
17. To enter into any partnership or arrangement for joint working with any other company , firm or person carrying on business with the same or similar objects as this corporation .
18. To sell, develop, improve, manage, exchange, lease, mortgage. enfranchise, dispose of , turn to account or otherwise deal with all or any part of the property and rights of the Corporation.
19. 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 service rendered or for any sale made to debt owing from any such company.
20. To acquire and undertake the whole or any part of the business, property and liabilities of any person or company carrying on any business which the company is authorised to carry on, or possessed of property suitable for the purpose of this company .
21. To enter into any arrangements with the Government of India, Government of Kerala or any other Government Corporation, Company, Local Authority or Statutory Body for the purpose of carrying out the objects of the company or for furthering its interests and to obtain from such government or authority , person or body any subsidies, loans,

indemnities, grants , contracts , licences , rights , concessions, privileges or immunities which the Board of Directors may think it desirable to obtain and exercise and comply with any such arrangements, rights privileges and concessions.

22. To invest the moneys of the Corporation, not immediately required, in such manner other than in the share of this company as determined by the Board of Directors from time to time.
23. To create any depreciation fund, reserve fund, insurance fund or any other special fund whether for depreciation or for repairing, replacing, improving, maintaining or expanding any property of the Corporation or for special dividends or for redemption of debentures or redeemable preference shares or for any other purpose whatsoever and to transfer any such fund or part thereof to any of the other funds therein mentioned.
24. To arrange for the supply of raw materials required by any member or group of such members of the Backward Classes whether registered under law as Firm, Society or Company or not, for taking up any productive scheme .
25. To promote any scheme of business, production and manufacture conducive to the socio-economic uplift of the members of backward classes.
26. To extend financial assistance of various kinds under self employment scheme and other approved schemes to the members of minor communities ie, members of Muslims, Christians, Jain, Budhists, Sikhs and Parsi communities.

C. Other objects for which the Company Is established are:

- 1) To conduct marketing research for and to undertake marketing of products manufactured, collected by members of Backward Classes and services of any member or group of members of Backward Classes whether registered under law as Firm, Society or Company or otherwise.
- 2) To promote and finance service centres such as reprographic centres, public telephone booths, beauty parlours, kiosks for milk and allied products and radio and television repair and assembly units for generating self employment among the members of the backward classes.

- 3) To extend financial aid and promote tourist homes, restaurants, hotels and motels by any member, firm, society or company of such members belonging to Backward Classes.
- 4) To advance loans for the establishment and promotion of export oriented units, transport vehicles for goods and passengers and Air Travel Agencies.
- 5) To undertake and act as agency for implementing any schemes of Government of India, Government of Kerala, Khadi and Village Industries, Khadi and Village Industries Commission of any agency run or approved by the Government of Kerala for the benefit of Backward Classes.
- 6) To start and carry on production of machines, tools and equipment required for small and medium scale industries.
- 7) To establish and run production units for the manufacture of domestic appliances, office equipment and consumer durables.
- 8) To extend financial assistance, stipends and scholarships to those who undergo job oriented courses such as Nursing, Pharmacy and other paramedical courses in Allopathy, Ayurveda and Homoeopathy, Hospitality Science , Catering Technology, Travel, Tourism & Air ticketing Course; Hospital Management Courses and Radio, Television, Video Cassette Recorder and Air-conditioning and Refrigeration Courses.
- 9) To organise or cause to be organised coaching classes for various entrance examinations and other competitive examinations.

IV) The liability of the members is limited :

- V) The Authorised Share Capital of the Company is Rs. 150,00,00,000 (Rupees One hundred & Fifty Crores only) divided into 150,00,000 (one crore&fifty lakh) equity share of Rs. 100/- (Rupees hundred only) each.

(Amended as on 05/03/2018 as per the decision of the Extra Ordinary General Meeting of the Shareholders of the Company vide GO(Ms)No:01/2018/BCDD dt 03.01.2018 enhancing the Authorized Share Capital of the Company from Rs. 100 Crores to Rs.150 Crores)

We, the several persons whose names and addresses are subscribed hereunto 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.

Sl. No.	Name of the Subscribers	Address, Occupations and description of the subscribers	No. of equity shares taken by each subscriber	Signature
1)	Sri.M.G.K. Murthy IAS S/o Late M.Ratnadas	Commissioner and Secretary to Govt. Revenue Department, (1/C of SC & ST Development Department, Secretariat, Thiruvananthapuram	One	Sd/-
2)	Sri.V.R.Padmanabhan S/o Late V.K.Raman	Addl. Secretary to Government SC/ST Development Department, Secretariat, Thiruvananthapuram	One	Sd/-
3)	Sri.Kumaraswamy Chettiar S/o Late Velayudhan Chettiar	Deputy Secretary to Government, SC/ST Development Department, Secretariat, Thiruvananthapuram	One	Sd/-
Total number of shares taken Dated this the 23 rd day of February 1995			Three	

Witness to the above signatures:

Name, Address, Description and Occupation of Witness:

K.Rose, IAS (Retd.)
Special Officer for the formation of
Kerala State Backward Classes Development Corporation
Thiruvananthapuram.

ARTICLES OF ASSOCIATION OF KERALA STATE BACKWARD CLASSES DEVELOPMENT CORPORATION LIMITED

PRELIMINARY

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

Definitions

- a. The 'Act' means the "Companies Act, 1956 (1 of 1956)" or Acts for the time being in force containing the provisions of the Legislature in relation to companies and affecting the Company.
- b. The "Company" means "The Kerala State Backward Classes Development Corporation Limited".
- c. The "Office" means the Registered Office of the company for the time being.
- d. The "Governor" means the Governor of Kerala.
- e. The "Directors" means the Directors for the time being of the Company or as the case may be, Directors assembled at a Board.
- f. The "Board" or the "Board of Directors" means the Directors of the Company collectively or requisite number of Directors entitled to pass circular resolution in accordance with these articles.
- g. The "Chairman" means the Chairman of the Board of Directors for the time being of the Company.
- h. "Seal" Means the common seal of the company and as regards the transaction of the business of the Company outside India the Official Seal which shall be used in accordance with the provisions of Section 50 of the Companies Act 1956.

- i. "In writing" or "Written" includes printing, lithography, reprography and other modes of representing words and symbols in a visible form. Words importing the singular shall include the plural and vice-versa and words importing the masculine shall include the feminine and words importing persons shall include bodies corporate.
 - j. "Backward Classes" mean the classes declared as other Backward Classes by the State Government from time to time.
 - k. "Members" mean persons belonging to any Backward Class as in (j) above.
- 2. The regulation contained in Table 'A' in the First Schedule to the Act shall not apply to the Company except to the extent repeated or contained herein, but instead thereof the following shall be the Regulations of the Company.

	Table 'A' not to apply
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- 3 Subject to the approval of the Governor, the Company may by special resolution alter and make provisions instead of or in addition to any of the regulations of the company whether comprised in these articles or not.

	Alterations or additions to regulation
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- 4 The Company is a Private Limited Company within the meaning of Section 3 (1)(iii) of the Act and accordingly.

	Private Limited Company
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 - a. The number of members of the Company shall not exceed fifty exclusive of

	Number of members
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 - 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 while in that employment and have continued to be members after the employment ceased.
 - b. Any invitation to the public to subscribe for any shares in or debentures of the Company is hereby prohibited.

	No public subscription
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 - c. The right of transfer of shares shall be restricted as herein after provided

	Transfer of shares restricted
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 - i A share can be transferred by a member or other persons entitled to transfer only to a person appointed by the Governor.

- ii Subject to the aforesaid conditions, Boards may, in its absolute and uncontrolled discretion refuse to register any transfer of shares without assigning any reasons.

CAPITAL

- 5. The share capital of the Company is Rs.150,00,00,000 (Rupees one hundred & fifty crore only) divided into 150,00,000 (one crore & fifty lakh) equity shares of Rs 100/- (Rupees Hundred only) each.

(Amended as on 05/03/2018 as per the decision of the Extra Ordinary General Meeting of the Shareholders of the Company vide GO(Ms)No. 01/2018/BCDD dated 03/01/2018 enhancing the Authorized Share Capital of the Company from Rs.100 Crores to Rs.150 Crores)

- 6 Subject to provisions of the Act and approval of the Governor, the Board of Directors shall have power to increase or reduce the share capital of the Company.
- 7 Subject to the provisions of the Act and with the approval of the Governor the Board of Directors shall have the power to issue the shares of the Company upon such terms and conditions and with such rights, priorities and privileges as to payment of allotment, money, calls etc. as the Board of Directors may determine.
- 8 Subject to approval of the Governor and provisions of Section 292 of the Act, the Board of Directors may borrow any sum or sums of money and secure the repayments of such sums of money in such manner and upon such terms and conditions as they think fit and in particular by the issue of other security on the undertaking of the whole or any part of the property of the Company (both present and future) including the uncalled capital for the time being.
- 9 Debentures, debenture-stock, bonds or other securities may be made assignable free from any equities between the Company and the persons to whom the same may be issued.

Alteration of Capital

Issue of Shares

Borrowing Powers

Securities assignable

10 Subject to the provisions of Section 76 of the Act and with the approval of the Governor, any bonds, debentures, debenture-stocks or other securities may be issued at a discount, premium or otherwise and with any special privileges as to redemption, surrender, drawings and allotment of shares.

Issue of Securities

11 If the Directors or any of them or any other person shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or 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 in respect of such liability.

Indemnity to Directors

GENERAL MEETINGS

12 The Annual General Meetings of the Company shall be held in accordance with the provisions of Section 166 of the Act

Annual General Meeting

13 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 Directors and of the Auditors, to declare dividend and to transact any other business which under these Articles ought to be transacted at Annual General meetings. All other business transacted at an Annual General Meeting and all business transacted at an Extra-Ordinary General Meeting shall be transacted in accordance with Section 173 of the Act.

Business at General meeting

14 The Directors may, whenever they think fit and shall whenever so required by the Governor call an Extra - ordinary General Meeting and Extra-ordinary General Meeting shall also be called on such requisition by two members or in default may be called by such requisitionists as provided by the Act.

Extra - Ordinary General Meeting

15 At least seven days' notice in writing specifying the place, day and hour of the meeting with a statement of business to be transacted at the meeting shall be served on every member in the manner provided in the Act. However with the consent in writing of all the members entitled to receive notice of same, any particular meeting may be convened by such shorter notice and in such manner as those members may think fit.

Notice of Meeting

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| <p>i. Provided, however, that where any resolution is intended to be passed as a special resolution at any General Meeting as required b) Section 189 (2) of the Act not less than twenty one days of notice of such meeting specifying the intention to propose the resolution as a special resolution shall be served.</p> | <p>Notice of Special resolution</p> |
| <p>ii. Provided, further, that if all the members entitled to attend and vote at such meeting so agree, a resolution may be proposed and passed as a special resolution at a meeting of which less than twenty one days 'notice' has been given.</p> | <p>Waiver of Notice</p> |
| <p>16 The accidental omission to give any such notice or the non-receipt of any such notice by any member shall not invalidate the proceedings at any meeting.</p> | <p>Omission or Non receipt of Notice</p> |
| <p>17 Three members present in person of whom one shall be a representative of the Governor shall be the quorum for a general meeting.</p> | <p>Quorum</p> |
| <p>18 i. The Governor, so long as he is a share holder of the Company, may from time to time, appoint one or more persons (who need not be a member of members of the Company) to represent him at all or any meeting of the Company.</p> | <p>Governor may nominate his representative</p> |
| <p>ii. Any one of the persons appointed under sub-clause (i) 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 shall be entitled to represent the Governor at all or any such meetings and to vote on his behalf whether on a show of hands or on a poll.</p> | <p>Rights of nominees</p> |
| <p>iii. The Governor may, from time to time cancel any appointment made under sub-clause(i) above of this Article and make fresh appointments.</p> | <p>Cancellation and re nomination</p> |
| <p>iv. The production at the meeting, of an order of the Governor evidenced as provided in the constitution of India shall be accepted by the company as sufficient evidence of any such appointment or cancellation as aforesaid.</p> | |

DIRECTORS

- 19 Subject to the provisions of the Section 252 of the Act, the Governor shall from time to time determine in writing the number of Directors of the Company which shall not be less than two and not more than eleven. The Directors are not required to hold any qualification shares. The first Directors are Smt.K.Rose IAS (Rtd) (Managing Director) and Shri.V.R.Padmanabhan, Addl. Secretary to Government, SC, ST Development Department
- Number of Directors and qualifications
- 20 i. The Directors (including the chairman) shall be appointed by the Governor and shall be paid such salary and / or allowances as the Governor may from time to time determine.
- Appointment and remuneration of directors
- ii. Subject to the provisions of the Act, the Directors shall hold the office during the pleasure of the Governor.
- Tenure of Directors
- iii. The Governor shall have powers to remove any Director appointed by him from office at any time, in his absolute discretion and fill up any vacancy in the office of the Director caused by retirement, removal, resignation, death or otherwise.
- Removal of Directors
- 21 Without prejudice to the general powers conferred by the articles herein before and herein after, it is hereby expressly declared that the Directors shall, subject to the provisions of those articles and of the Companies Act, have the following powers: That is to say powers:
- Powers of Directors
- i. To pay costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company.
- ii. To purchases or otherwise acquire for the Company any property, rights or privileges, which the Company is authorized, to
- acquire at such price and generally on such terms and conditions as they think fit.
- iii. At their discretion, to pay property, rights or privileges acquired by or services rendered to the Company either wholly or partially in cash or in shares, bonds,

debentures or other securities of the Company and any such shares may be issued either as fully paid up or with 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 not so charged.

- iv. To secure fulfillment of any contracts or agreements entered into by the Company, by mortgage or charge of all or any of the property of the Company and its uncalled capital for the time being or in such other manner as they may think fit.
- v. To appoint, and at their discretion, remove or suspend such managers, secretaries, officers, clerks, agents and servants for permanent, temporary or special service as they may from time to time think fit, and to determine their powers and duties and fix their salaries or emoluments and to require security in such instances and for such amounts as they think fit. Provided that no appointment the maximum pay of which is more than Rs 2,660/- per mensem shall be made without the prior approval of the Governor.

Provided further that the principle of the reservation as applicable to Government appointments shall be followed in the matter of all appointments.

- vi. 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 in which it is interested or any other purposes, and to execute and do all such deeds and things as may be requisite in relation to any such trust, and to provide for the remuneration of such trusts or trustees.
- vii. Institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officer or otherwise concerning the affairs of the

Company and also to compound and allow time for payment or satisfaction of any debt, due and or any claims or demands by or against the company.

- viii. To refer any claims or demands by or against the Company, to arbitration and perform the award.
- ix. To make and give receipts, releases and other discharges for money payable to the Company, and for the claims and demands of the Company.
- x. To determine who shall be entitled to sign on the Company's behalf bills, notes, receipts, acceptances, endorsements, cheques, releases, contracts and other documents.
- xi. From time to time provide for the management of the affairs of the Company abroad in such manner as they deem fit, and in particular to appoint any persons to be the attorneys or agents of the Company with such powers including power to sub-delegate and upon such terms as may be through fit.
- xii. To invest and deal with any of the money of the Company not immediately required for the purposes of the company upon such securities not being shares in this Company in such manner as they may think fit, and from time to time vary or realize such investments.
- xiii. To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability for the benefit of the Company, such mortgages of the Company's property present and future with such covenants and provisions as shall be agreed upon or otherwise indemnify by paying him from the funds of the Company or by sale to him of the assets of the Company.
- xiv. From time to time make, vary and repeal bye-laws or the regulations of the business of the company, its officers, and servants with the approval of the

Government.

xv. To enter into all such negotiations and contracts and resend and vary all such contracts, and execute deeds and do all such acts, 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.

xvi. The Directors may appoint General Managers, Financial Adviser and Chief Accounts Officer and other officers of the Company for such terms and at such remuneration as they may think fit and may from time to time remove them from office and appoint others in their place. The Directors may from time to time entrust to and confer upon a General Manager or Financial Adviser and Chief Accounts Officer for the time being or any other officer such of the powers of the Directors as they may think fit and may confer such powers for such time and to be exercised for such objects and purposes on such terms and conditions and with such restrictions as they may think expedient, and from time to time revoke, withdraw, after or vary all or any of such powers.

xvii. The Directors may from time to time entrust and confer upon the Chairman and the Managing Director, for the time being such of their powers exercisable under these Articles as they may think fit.

Delegation of powers

22 The Board of Directors may, from time to time delegate any of their powers to any director, Directors or Committee of Directors

23 The Governor may appoint one of the Directors to be the Managing Director who shall be a whole time employee of the Company for the conduct and management of the business of the company subject to the supervision, control and direction of the Board of Directors.

Managing Director

24 The appointment of the Managing Director shall subject to the provisions of the Act and be for such terms and at such remuneration as the Governor may think fit.

Provided that notwithstanding anything herein contained the Governor may at any time remove or dismiss any Director and appoint another in his place.

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| 25 | The business and management shall be carried on by the Managing Director subject to the supervision, control and direction of the Board of Directors. | Power of the Managing
Director |
| 26 | The Governor may nominate one of the Directors to be the Chairman and determine the period for which he is to hold office. | Chairman |
| 27 | The Chairman shall be entitled to preside over all meetings of the Board of Directors and the General-Body and shall exercise such powers as are from time to time delegated to him by the Board of Directors. | |
| 28 | The Chairman shall reserve for the decision of the Governor any proposals or the decisions of the Board of Directors or any matter brought before the Board which in the opinion of the Chairman raises an important issue and which is on that account fit to be reserved for the decision of the Governor. | |
| 29 | Subject to the provisions of Section 285 of the Act the Directors may meet together for the dispatch of business once at least in every three calendar months and adjourn and otherwise regulate their meetings and proceedings as they think fit, one-third of the total strength of Directors (any fraction contained in that one-third being rounded off as one) or three Directors whichever is higher shall be a quorum. | Proceedings of Board of
Directors |
| 30 | The seal shall not be affixed to any instrument except by authority of a resolution of the Board of Directors and in the presence of at least one Director, the Managing Director and such other persons appointed by the Board. | Seal of the Company |
| 31 | The Board of Directors may with the approval of the Governor and subject to the provisions of Section 205 of the Act declare a dividend or bonus to be paid or credited as paid up on the shares of the company and according to the proxy and respective rights of the different classes of shares. No larger dividend shall be declared than as recommended by the Board. | Dividend and Reserve fund |

32 Subject to such directions as may from time to time be issued by the Governor the Directors may before recommending any dividend set aside, out of the profits of the Company, such sums as they think proper as a reserve fund to meet contingencies or for equalizing dividends or for special dividends or for repairing, improving and maintaining any property of the company and amortization of capital and for such other purposes as the Directors shall in their discretion think conducive to the interests of the Company and may in their discretion invest such fund in such investments (other than shares of the Company) or employ the reserve funds in the business of the Company as they may from time to time deem fit.

Reserve Fund

33 i. The Directors may, with the approval of the Governor, from time to time pay to the members such interim dividends as appear to them justified by the profits of the Company.

ii. Subject to the provisions of Section 205 of the Act any General Meeting declaring a dividend may resolve that such dividend be paid wholly or in part in cash or by issuing fully paid up bonus shares or paying up any amount for the time being unpaid on any shares held by the Company.

iii. Where any difficulty arises in such distribution, the Board may settle the same as it thinks fit and expedient and in particular may issue fractional certificates and fix the value of distribution so that cash payment shall be made to any members upon the footing of the value fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees as may deem expedient to the Directors.

34 Every officer or agent for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings whether civil or criminal in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 633 of the Act in which relief is granted to him by Court.

Indemnity

35 i. Every Director, Auditor, Trustee, Member of Committee, Officer, Servant, Agent,

Secrecy

Accountant or other person employed in the business of the Company shall if so required by the Board of Directors before entering upon his duties, sign a declaration pledging himself not to reveal any of the matters which may come to his knowledge in the discharge of duties except when required to do so by the Board of Directors or a court of law or by the provisions of the Act or by the person to whom such matter relates and except so far as may be necessary in order to comply with any of the provisions in these presents contained;

- ii. No member shall be entitled to enter upon the property of the Company or to request discovery of or any information requiring any details of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process or which may relate to the conduct of the business of the Company and which in the opinion of the Directors will be inexpedient in the interest of the members of the Company to communicate to the public
- 36 The Company shall prepare an annual budget every year and submit the same for approval of the Governor by the end of April every year Budget
- 37 The Books of Accounts shall be kept at the registered office of the Company or at such other places as the Directors shall think fit and shall, subject to the provisions of the Act, be open to inspection by the Directors or their nominees during business hours. Books of Account
- 38 Once at least in every financial year the accounts of the Company shall be examined and the correctness of the profits and Loss Accounts and Balance Sheet ascertained by one or more auditors as provided in the Act. Audit
- 39 The Auditor / 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. Auditors
- 40 The Auditors of the Company shall be entitled to receive a notice of invitation to attend any General Meeting of the 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 accounts.

- 41 a. The Comptroller and Auditor General Staff have power.
- i) To direct the manner in which the Company's accounts shall be audited by the Auditor / Auditors and to give such Auditor / Auditors instructions in regard to any matter relating to the performance of his/their functions as such.
 - ii) The conduct a supplementary or test audit of the Company's accounts by such person / persons as he may authorize in this behalf and for the purpose of such audit, to have access at all reasonable times, to all accounts, account books, vouchers, documents and other papers of the Company and to require information or additional information to be furnished to any person or persons and in such form as the Comptroller and Auditor General, may be general or special order, direct.
- b. The Auditor / Auditors aforesaid shall submit a copy of his / their audit report to the Comptroller and Auditor General, who shall have the right to comment upon or supplement the audit report in such manner as he may think fit.
- c. Any such comment upon or supplement to the audit report shall be placed before the Annual General Meeting of the Company at the same time and in the same manner as the audit report.

Power of Comptroller and Auditor General

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

Right of Finance

43 Notwithstanding anything contained in any of these articles, the Governor may from time to time, subject to the provisions of the Act issue such directives or instructions as he may deem necessary in regard to the finance and the conduct of the business and affairs of the company and in like manner may vary or annul any such directives. The directors shall give immediate effect to such directive or instruction.

Directions from the
Governor

44 The following matters shall require the prior approval of the Governor.

- i. Appointment to any post carrying a maximum pay or more than Rs 2,660/- per month.
- ii. Any programme of capital expenditure for an amount which exceeds Rs 25 lakhs in cases which do not form part of the sanctioned estimates.
- iii. Agreements involving foreign collaboration proposed to be entered into by the Company.
- iv. Sales, lease or disposal otherwise of the whole or substantially the whole of the undertaking of the Company.
- v. Formation of subsidiary Company.
- vi. Winding up of the Company
- vii. Matters relating to the revision of scales of pay, Dearness Allowance, Travelling Allowance etc. of the employees of the Company.
- viii. Rules of the Company governing conditions, of service, provident fund, creation of revenue and capital funds etc.

Matters requiring prior
approval of Governor

Sl. No.	Name of the Subscribers	Address, Occupations and description of the subscribers	Signature
1)	Sri.M.G.K. Murthy IAS S/o Late M.Ratnadas	Commissioner and Secretary to Govt. Revenue Department, (1/C of SC & ST Development Department, Secretariat, Thiruvananthapuram	Sd/-
2)	Sri.V.R.Padmanabhan S/o Late V.K.Raman	Addl. Secretary to Government SC/ST Development Department, Secretariat, Thiruvananthapuram	Sd/-
3)	Sri.Kumaraswamy Chettiar S/o Late Velayudhan Chettiar	Deputy Secretary to Government, SC/ST Development Department, Secretariat, Thiruvananthapuram	Sd/-

Total number of shares taken Three
Dated this the 23rd day of February 1995

Witness to the above signatures:

Name, Address, Description and Occupation of Witness:

Sd/-

K.Rose, IAS (Retd.)
Special Officer for the formation of
Kerala State Backward Classes Development Corporation
Thiruvananthapuram.