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Memorandum  
And  
Articles of Association  
of  
**PUNJAB STATE CONTAINER AND WAREHOUSING  
CORPORATION LIMITED**

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**THE COMPANIES ACT, 1956**  
**(COMPANY LIMITED BY SHARES)**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**PUNJAB STATE CONTAINER AND WAREHOUSING**  
**CORPORATION LIMITED**

- I. The name of the Company is PUNJAB STATE CONTAINER AND WAREHOUSING CORPORATION LIMITED.
- II. The Registered Office of the Company shall be situated in the Union Territory of Chandigarh.
- III. The objects for which the Company is established are as under :-
  - (A) The Main Objects to be pursued by the Company on its incorporation are :
    1. To construct, build, set up, acquire and run container freight stations, inland container depots for import, export, transportation of all kinds of goods, materials and substances.
    2. To construct, build, set up, acquire and run storage facilities, transportation facilities, preservation facilities, and all other kinds of infrastructural facilities.
    3. To manufacture, process, sell, purchase, import, export, store, preserve, distribute or otherwise deal in all kinds of products and materials including agricultural and industrial products, materials and substances for carrying out the main business of the Corporation.
    4. To manufacture, process, sell, purchase, import, export, store, preserve, distribute or otherwise deal in all kinds of insecticides, chemicals, preservers and other substances, machineries, equipments, tools and accessories for carrying out the main business of the Corporation.
  - (B) THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE :-
    1. To buy, sell, exchange, alter, improve, manipulate all kinds of plant, machinery apparatus, tools, utensils, receptacles, substances, material, articles and things necessary or convenient for carrying on any of the main business or processes of the company usually dealt in by persons engaged, in such business or processes.
    2. To enter into, make and perform contracts of every kinds and description, agreements and arrangements with any person, firm, association, corporation, municipality, country, State body, political or Government or colony or dependency thereof.
    3. To act as importers, buyers and sellers of merchandise, goods, materials and machinery of all kinds, spare parts, accessories and equipments required for the attainment of main objects of the company.
    4. To carry on Research and development to improve and to innovate the products to be manufactured by the company.
    5. To buy, sell, manipulate, import, substances apparatus and things capable of being used in any business of the company or required by any customers or persons having dealings with the company.
    6. To repair, alter, remodel, clean, renovate, convert, manipulate and prepare for resale and resell any goods from time to time belonging to the company.
    7. To employ experts to investigate and examine into the condition, prospects, value character and circumstances of any business concerns and undertaking and generally of any assets, property or rights.

8. To purchase, take on lease or licence or In exchange hire or otherwise any real and or personal property and any right or privileges, which the company may think necessary or convenient for the purposes of its business or may enhance the value of any other property of the company and in particular, any land (freehold leasehold or other tenure) building, easement, machinery, plant and stock trade and on any such lands to erect buildings, factories, sheds, godowns or other structures for the works and purposes of the company and also for the residence and amenity of its employees, staff and other workmen and erect and install machinery and plant and other equipments deemed necessary or convenient or profitable for the purposes of the company.
9. To built construct, maintain, enlarge, pull down, remove or replace, improve or develop and to work, manage and control any buildings, offices, factories, mills, refineries, godowns, warehouses, shops, machinery engines, roads or other means of transport, water systems, electrical works, gasworks or works operated by any other kind of power and also such other machinery, equipment, conveyance, works and convenience, which may seem calculated directly or indirectly to advance the interests of the company and to subsidise, contribute to or otherwise assist or take part in doing any of these things and/or to join with any other person or company or with any Government or Governmental authority in doing any of these things.
10. To sink wells and shafts, and to make build and construct lay down and maintain reservoirs, waterworks, cisterns, culverts, filter beds, main and other pipes and appliances and to execute and do all other works and things necessary or convenient for obtaining storing, selling, delivering, measuring and distributing water for the purposes of the company.
11. To lend or otherwise dispose of any property belonging to the company, and to help the purchase of any article or articles, whether made by the company or not by way of loans or by the purchase of any such article, or articles, and the letting thereof on the hire purchase system or otherwise howsoever.
12. To sell, lease mortgage, grant licenses, easements and other rights, over and in any manner whatsoever to transfer, or dispose of the undertaking, property assets, rights, and effects of the company or any part thereof, for such consideration as the company may think fit and, in particular for shares, debentures or other securities of any other company whether or not having objects altogether or in part similar to those of the company.
13. Subject to Section 391 to 394 of the act to amalgamate, enter into partnership or into any arrangement for sharing profits, union of interests co-operation, joint adventure or reciprocal concession or for, limiting competition with any person, firm or company carrying or engaged in or about to carry on or engage in, any business or transaction which the company is authorized to carry on or engage into which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the company.
14. To purchase or otherwise acquire and undertake the whole or any part of the business, property rights and liabilities of any person, firm or company, carrying on or proposing to carry on any business which this company is authorized to carry on, or possessed or property or rights suitable for and of the purpose of the company, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the company and to purchase, acquire, sell property, shares, stocks, debenture-stocks of any such person, firm or company, and to conduct, make or to carry into effect any arrangements in regard to the winding up of the business of any such person, firm or company.
15. To enter into partnership or into any arrangement for sharing profits or losses, or for any union of interest, joint adventure, reciprocal concession or co-operation with any person or persons, or company or companies carrying on, or engaged in or being authorized to carry on, or engaged in or about to carry on, or engage in or being authorized to carry on or engage in any business or transaction which this company is authorized to carry on or engage in, or in any business or transaction capable of being conducted so as directly or indirectly to benefit this company.
16. To establish to promote or concur or be -interested in establishing or promoting any company or companies for purpose of acquiring all or any of the property, rights and liabilities of the company of or for other purpose whatsoever and to transfer to any such company any property of this company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such other company and to subsidise or otherwise assist any such

other company.

17. To pay any rights or property acquired by the company and to remunerate any person or company whether by cash payment or by allotment of shares, debentures or other securities of the company credited as paid up in full or in part otherwise.
18. To acquire, hold, use, sell, assign, lease, grant licence in respect of mortgages, pledge, or otherwise dispose of in any part of the world any patents of India, patents rights, licence and privileges, inventions, improvements and processes, copyrights trademarks, trade names, concessions and formula, of any mixture and apply for purchase or otherwise acquire, and protect and renew in any part of the world any patents, patent rights, brevets 'invention' trade marks, designs, licenses, concessions and the like conferring any exclusive or other non-exclusive or limited to their use, or any information as to any invention which may seem capable of being used for any of the purposes of the company, or the acquisition of which may seem calculated directly or indirectly to the benefit of the company, and to use, exercise, develop, or grant licenses in respect of, or otherwise turn to account the property, right or information so acquired and to expend money in experimenting upon, testing or improving any such patents inventions or rights and without prejudice to the generality of the supply and sale of any minerals, metals, products or other substance, materials, articles or things, or equipment for or in relation to the construction execution, carrying out, improvement, management administration or control of any works and conveniences required for the purpose of carrying out any of the business which the company is entitled to carry on and to undertake, execute, carry out, or dispose of, such contracts, monopolies, or concessions.
19. To enter into any arrangement with any Government or authority, Central, State, local or foreign or public body, or person or authority, or from any private individual that may seem conducive to the company's objects or any of them and to obtain from any such Government, authority, persons or company any concessions, grants, decrees, rights, charters, contracts, licences, powers and privileges whatsoever which may seem to the company capable of being turned to account or which the company may think directly or indirectly conducive to any of its objects or capable of being carried on in connection with its business, and to work, develop, carry out and exercise the same.
20. To apply for, promote and obtain, any Act of Parliament, charter, privilege, concession licence or authorisation of any Government, State or municipality, provisional order or licence, of any authority for enabling the company to carry on any of its objects into effect or for extending any of the power of the company or for effecting any modification of the constitution of the company, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated, directly or indirectly, to prejudice the interests of the company.
21. To establish, maintain and conduct training schools, courses and programme in connection with the sale, installation, use, maintenance, improvement or repair of machines, apparatus, appliances or products and of articles, required in the use there- of or used in connection therewith by the company, and establish, provide, maintain and conduct, and or otherwise subsidise research laboratories and experimental workshops for scientific and technical research and experiments and to undertake and carry on with all scientific and technical researches, experiments and tests of all kinds and to promote studies and research, both scientific and technical, investigations and inventions by providing, subsidising, endowing, or assisting laboratories, workshops, libraries, lectures, meetings, and conferences and by providing for the remuneration of scientific or technical professors or teachers and by providing for the award of exhibitions, scholarships, prizes and grants to students or otherwise and to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any of the business which the company is authorised to carry on.
22. To acquire from any persons, firm or body corporate whether in India or elsewhere technical information, know-how, processes engineering, manufacturing and operating data, plans, layouts and blue-prints useful for the design, erection and operation of plant required for any of the business of the company and to acquire any grant or licence and other rights and benefits in the foregoing matters and things.
23. Subject to Section 293A of the Act to make donations to such persons or institutions and in such cases and other of cash or any other assets as may be thought directly or indirectly conducive to any of the company's objects or otherwise expedient and in particular to remunerate any persons or corporation introducing business to this company and also to subscribe, contribute or otherwise assist or guarantee

money for charitable, scientific, religious or benevolent, national, public or political or other institutions objects or for any exhibition or for any public, general or other objects.

24. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory provident, pension or superannuation funds for the benefit of and give or procure the giving of donations gratuities, pension, allowances or emoluments to any persons who are or were at any time in the employment or service of the company or of any company which is a subsidiary of the company or is allied to or associated with the company or with any such subsidiary company or of who are or were at any time the directors or officers of the company or any such other company as aforesaid and the wives, widows, families and dependents of any such persons and also establish and subsidise and subscribe to any institutions, associations, clubs or funds calculated to the benefit of or to advance the interests and well being of the company or of any such other company as aforesaid and make payments to or towards the insurance of any such person as aforesaid and to any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
25. To give to any officers, servants or employees of the company any share or interest in the profits of the company's business or any branch thereof and whether carried on by means or through the agency of any subsidiary company or not and for that purpose to enter into any arrangements the company may think fit.
26. To train or pay the training in India or abroad of any of the company's employees or any candidate in the Interest of or for furtherance of the company's objects.
27. To provide residential and/or sleeping accommodation for workmen and others and In connection therewith: to afford to such persons facilities and conveniences for washing, bathing, cooking, reading, writing, and finding employment, and for the purchase, sale and consumption of provisions, both liquid and solid, and for the safe custody of goods.
28. To refer or agree to refer any claim, demand, dispute or any other question, by or against the company or In which the company is interested or concerned and whether between the company and the member or members or his or their representatives, or between the company and third parties to arbitration in India or at any place outside India, and to observe and perform and to do all acts, deeds, matters and things to carry out or enforce the awards.
29. To pay out of the funds of the company all costs, charges and expenses which the company may lawfully pay with respect to the promotion, formation and registration of the company and/or issue of its capital or which the company shall consider to preliminary, including therein the cost of advertising, printing and stationery and commission for obtaining application for taking placing the underwriting of debentures or other securities of the company and expenses, attendant upon the formation of agencies, branches, and local boards.
30. Upon any issue of shares, debentures or other securities of the company, to employ brokers, commission agents and underwriters and to provide for the remuneration of such persons for their services by payment in cash or by the issue of shares, debentures or other securities of the company or by the granting of options to take the same, or in any other manner allowed by law.
31. Subject to section 58A, 292 and 293 of the Act and rules made there-under. To borrow or raise money, or to receive money, on deposit or loan at interest or otherwise in such manner as the company may think fit, and in particular by the issue of debentures or debenture-stock (perpetual or otherwise) and convertible into shares of this or any other company or not to secure the repayment of any such money borrowed, raised, or received, or owing by mortgage, pledge, charge or lien upon all or any of the property, assets or any of the property, assets or revenue of the company (both present and future) including its uncalled capital and to give the lenders or creditors the powers of sale and other powers as may seem expedient and to purchase, redeem or payoff any such securities and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company or other person, firm or company of any obligation undertaken by the company or any other person, firm or company as the case may be.
32. To lend and advance money or to give credit to such persons or companies and on such terms as may seem expedient and in particular to customers and others having dealings with the company and to guarantee the performance of any contract or companies and generally to give guarantees and indemnities

and to invest and deal with moneys of the company in such manner as may from time to time be determined.

33. To take or concur in taking all such steps and proceedings as may seem best calculated to uphold and support the credit of the company and to obtain and justify public confidence and to avert or minimise financial disturbances which might affect the company.
34. To confer upon any encumbrance or trustee for any encumbrances of uncalled capital, such powers of making and enforcing calls and of voting the transfer of shares not fully paid up as may be thought fit.
35. To issue or guarantee the issue of or the payment of interest on the shares, debentures, debenture-stock or other security or obligations of any company or association and to pay or provide for brokerage, commission and underwriting in respect of any such issue.
36. To draw, make, accept, endorse, discount, execute and issue and negotiate bills of exchange, hundies, bills of lading, promissory notes, warrants, debentures and other negotiable or transferable instruments or securities.
37. Subject to section 58A, 292 and 293 of the Act and rules made there-under and directions of Reserve Bank of India, to receive money on deposit with or without allowance of interest thereupon and to guarantee the debts and the Contracts of customers and others.
38. To subsidise, assist, and guarantee the payment of money by or the performance of any contract, engagement or obligation by any person or Companies and in particular, customers of the company any person or companies with whom, the company have or intend to have business relations.
39. To vest any real or personal property, right, or interest acquired by or belonging to the company in any person or company or on behalf of or for the benefit of the company and with or without any declared trust in favour of the company.
40. To act as agents or brokers and as trustee for any person or company and to undertake and perform sub-contract and do all or any of the above things in any part of the world and as principals, agents, contractors, trustees or otherwise and by or through agents, sub contractors or trustees or otherwise and either of jointly with others.
41. To procure the incorporation, registration or other recognition of the Company in any country, State or place and to establish and regulate agencies for the purpose of the company's business.
42. Subject to the provisions of Section 205 of the Companies Act, 1956, or any other law for the time being in force, to distribute in specie otherwise as may be resolved any property or assets of the company or any proceeds of sale or disposal of any property or assets of the company including the shares, debentures, or other securities of any other company formed to take over the whole or any part of the assets or liability of the company but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
43. To carry on any business or branch of business which this company is authorised to carry on by means or through the agency of any subsidiary company or companies and to enter into arrangement with any such Subsidiary company for taking the profits and bearing the losses of any business or branch so carried on, or for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangements, which may seem desirable with reference to business or branch so carried on, including power at any time either temporarily or permanently to close any such business or branch and to act as managers or to appoint directors or managers of any such subsidiary company.
44. To do all or any of the above things either as principals, agents; trustees, contractors or otherwise and either by or through agents, sub-contractors, trustees, or otherwise, and either alone or in conjunction with others and to do all such things as are incidental or conducive to the attainment of the above objects.
45. To do all and everything necessary suitable or proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein before set-forth either alone or in association with other corporate bodies, firms or individuals, and to do every other act or thing or things, incidental or appurtenant to or growing out of connected with the aforesaid business or powers of any part or parts thereof, provided the same be not in consistent with the laws of the Union of India.

**(C) OTHER OBJECTS FOR WHICH THE COMPANY IS ESTABLISHED :**

1. To carry on the business as shippers, advertising agents, travelling Agents, transport agents, forwarding and clearing agents, estate agents and hardware merchants.
2. To produce, manufacture, use, buy or otherwise acquire, sell, distribute, deal in and dispose of alkalis and acids gases, compounds, fertilizers, chemicals and chemical products of every nature and description and compounds, intermediate derivatives and bye-products thereof and products to be made therefrom (hereinafter for convenience referred to generally as chemicals and products) including specifically, calcium carbide, calcium cyanamide vat, solubilised vat, azoic salts, nephthols, all type of flotation reagents, wetting agents, insecticides and fumigents, plastics and resins, dyestuffs, explosive, catalytic agents, foods direct colours basic and rapid fast colours, pigments, drugs biologicals, pharmaceuticals serums, vitamin products, hormones satures, ligature, drugs for disease or disabilities, in man or animals; and products derived from phosphate mines, limestone quarries, bauxite mines, petroleum, natural gas and other natural deposits useful or suitable in the manufacture of chemicals and chemical products as hereinabove defined.
3. To carry on the business of developers, designers, processors, manufacturers, dealers, Importers and exporters of all types of PVC leather cloth and other products of PVC resins, chemicals, rubber, fibreglass and plastics, including tiles, blocks, sheets, tubing, pipes, linolium floor and wall coverings, foam rexine, drill rexine etc. and of all types of leather cloth and allied products whether made from PVC or plastics or other chemicals or natural fibres.
4. To carry on the business of manufacturers; processors and dealers in rubber, synthetic rubber, automobile tyres and tubes, tubing for medical and surgical use, surgical gloves and other rubber products.
5. To carry on the business of manufacturers and dealers, importers, and exporters of natural and synthetic resins moulding, powders, adhesives, and cements, oils paints, distempers, cellular paints, colours, varnishes, enamels, gold and silver leaf enamels, spirits and other allied articles.
6. To manufacture, prepare, import, export, buy, sell, and otherwise deal in all kinds of glass, glassware, glass goods, mirrors, looking glass, scientific glasswares, sheet and plate glass, bangles, false pearls, bottles, phials and all kinds of articles prepared of glass and to carry on the business of glass patent solvers, glass embosser, acclesiastical lead worker, tablet, show card and show case manufacturers.
7. To manufacture, produce, assemble, distribute, stock, barter, exchange, pledge, repair, buy, sell, import and export and otherwise deal in all types of scientific instruments, and their accessories, testing instruments, process control instruments, electrical and electronic instruments, nautical, aeronautical and survey instruments, optical and ophthalmic Instruments, general laboratory medical and surgical instruments, apparatuses, scientific laboratory glassware, photographic, chemical and other instruments, apparatuses, appliances, equipments, devices, contrivances, their accessories and components.
8. To manufacture, produce, assemble, buy sell, import, export and otherwise deal in all types of electronics equipment and components including telecommunication equipment, Computers including Software and computer stationery entertainment, goods and consumable durables.
9. To carry on the business of manufacturers of and dealers in all kinds of papers and pulps such as transparent, writing, printing, glazed, absorbent, newspaper printing, drapping, tissue, cover, blotting, filter, bank or bond, badami, brown, buff, Coloured, lined, craft carbon, envelope, straw duplex and triplex board and all kinds of articles in the manufacture or which paper or board in any form, paper or board is used.
10. To carry on the business of crushing, processing refining physically, chemically, or biologically hydrogenating and oxygenating all types of oil seeds and other agriculture produce or bye products like rice bran, cakes and to manufacture, buy, sell, import, export and otherwise deal in all or any types of edible and non-edible oils, solvents, cakes, soaps, glycerine and other bye products.
11. To carry on the business of manufacturers, processors, importers, exporters and dealers in pharmaceuticals, including bulk drugs, tablets, capsules, liquids, injectibles, powders, medical, industrial and other preparations, drugs, soaps, toileries, oils and halogenous and saponaceous substances.
12. To carry on the business of farming, horticulture, floriculture, sericulture, dairies, cultivators and processors of all kinds of food grains, seeds, fruits, proprietors of orchards and traders, exporters, dealers, and sellers

of the products of farming, dairy, horticulture, floriculture, sericulture, and pisciculture and manufacturers of drinks, alcoholic or otherwise, including beverages produced from such products, snack food, ready to eat food, extruded food, and baby food items, or otherwise, to carry on the business of cultivators, growers, manufacturers, millers, grinders, rollers, processors, cold stores, canners and preservers, and dealers of food-grains and other agricultural, dairy, horticultural and poultry products, fruits, vegetables, herbs, medicines, flowers, drinks, fluids, gas and other fresh and preservable products and to extract by-products and derivatives, whether edibles, pharmaceutical medicine or of any other kind or nature whatever any food preparations and generally to carry on the business of manufacture of and trading in preserved, dehydrated, canned or converted agricultural products, fruits and vegetables, provisions, foods, dairy and poultry products and to set up and run machinery for processing and preserving the same.






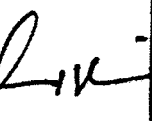

13. To engineer, develop, design, assemble, manufacture, produce, import, export, buy, sell, operate, run, let on hire and otherwise deal in :
  - (a) All kind of earth moving and agricultural machines, petrol and diesel engines, tools, plants, tractors, equipments, spares, appliances, implements and accessories, mobile or otherwise.
  - (b) Heavy vehicles and machines for agricultural and land reclamation, drainage, irrigation, waterworks, engineering, forest clearing, pumping and other purposes.
  - (c) Spraying machines, vehicles and equipments, whether mobile or otherwise.
  - (d) Mobile workshops and garage, equipments for repair and service stations.
  - (e) Tubewells, pumps, floating or otherwise, motors and irrigation machinery.
  - (f) Transportation equipment for movement of products or stores, machines or personnel and as general purpose freight carriers.
  - (g) All kinds of textile and oil machinery.
14. To undertake the business of distribution and application of chemicals, fertilizers, and pesticides, aerial or otherwise and to maintain and run vehicles, aeroplanes equipments for spraying and to run the said aeroplane for hire and as passengers carrying crafts also.
15.
  - (a) To construct a cinematography theatre, and other building and works and conveniences, for the purpose thereof and to manage, maintain and carry on the said theatre and to let out the buildings so erected or constructed.
  - (b) To carry on the business of proprietors and managers at theatre (cinemas, picture places and concert halls) and to provide for the production, representation, and performance (whether by mechanical means or otherwise) of operas, stage plays, operettas, burlesques, vaudevilles, revues ballets, pantomimes, spectacular pieces, promenade, and other concerts and other musical and dramatic performance and entertainments.
  - (c) To manufacture films and other appliances and machines in connection with mechanical reproduction or transmission of pictures, movements, music and sounds and to organise and conduct theatrical production and entertainments of all kinds.
  - (d) To enter into agreements with authors and other persons, for the dramatic or other rights of operas, plays, films operettas, burlesques, vaudevilles, revues, ballet pantomimes, spectacular pieces, musical compositions and other dramatic and musical performances and entertainments, or for the representation thereof in India and elsewhere, as well as of foreign rights and to enter into engagements of all kinds with artists and other persons.
16. To carry on the business as tourists agents and contractors, and to facilitate travelling and to provide for tourists and travellers and promote the provisions of conveniences of all kinds in the ways of through tickets, circular ticket, sleeping cars or berths reserved places, hotel and lodging accommodation, guides safe deposits inquiry bureaus, libraries, lavatories, reading room, baggage, transport and otherwise.
17. To carry on the business of hotel, restaurant, cafe, tavern, beer house, restaurant room, boarding and lodging house keepers, licensed victuallers, wine beer, and spirit merchants, maltsters, manufacturers of



aerated minerals and artificial waters and other drinks purveyors, caterers for public amusements, generally coach cab, carriage and motorcar proprietors, livery, stable and garage keepers, importers and brokers of food, live and dead stock, hairdressers, perfumers, chemists, proprietors of clubs, baths, dressing room, laundries, reading, writing and newspaper rooms, libraries, grounds and places of amusements and recreation, sport entertainment and instruction of all kinds, tobacco and cigar merchants, agents for railway, road, air and shipping companies and carriers, theatrical and opera box office proprietors.

18. (a) To purchase, sell, develop, take in exchange, or on lease, hire or otherwise acquire, whether for investment or sale or working the same, any real or personal estate, including lands, mines, houses, cottages, shops, deposits and warehouses, in consideration for a gross sum or rent or partly in one way and partly in the other or for any other consideration.
- (b) To carry on the business as proprietors of flats and buildings and to let on lease or otherwise apartments therein and to provide for the convenience commonly provided in flats, suites and residential quarters.
19. To establish experimental farms and research stations any where in India for conducting experiments, test and research for developing better qualities of food grains and agricultural products and for developing milch strain in cattle by cross breeding or otherwise and increasing egg laying capacity in poultry and also for finding other ways and means of improving other agricultural crops, produce seed etc. fodder crops and cattle feed of all kinds.
20. To organise, run, maintain, operate, promote the business of interior decorators, furniture and carpet designers and manufacturers, boutiques, operators of fashion centres, fashion shows and to make, acquire, deal in any way in handicrafts, objects or art, precious stones, jewellery, whether artificial or otherwise, and articles wherein precious metal or precious stones may be used.
21. To carry on the business of Electrical and mechanical engineers, mechanists, fitters, millwrights, founders, wire drawers, tube makers, metallurgists, saddlers, galvanizers, japanners enamellers, electroplaters & painters.
22. To carry on the business as general, commercial, colour, craft and process printers, lithographers, photographers, engravers, diemakers, publishers of newspapers, books, magazines, art and musical production, plan and chart printers, press and advertising agents, ink, die, colour and chemical manufacturers of metal and other signs, manufacturers and dealers of containers and dealers in printing machinery, type and all printers suppliers, book binders and stationers and dealers in all kinds of suppliers and equipment for mercantile and other uses.
- V. The Authorised Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty Five Crore only) divided into 25,00,000 (Twenty Five Lac) Equity Shares of Rs. 100/- (Rupees One Hundred) each.
- VI. The liability of the members is limited.

We the several persons, whose names and addresses are subscribed below, 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 our respective names :

Names, Addresses Description and Occupation of Subscribers	No. of equity shares taken by each Subscriber	Signature of Subscribers	Name and Address, Description, Occupation & Signature of the Witness
1. Bhupinder Kumar S/o. Lt. Sh. Bhagat Ram Manager (Finance & Credit) P.S. State Warehousing Corpn. CHD	10		<p>I hereby witness the signing of this Memorandum of Association of the company</p> <p style="text-align: right;">At this place (ANIL K. AGGARWAL) S/o. Late Sr. S. Sachdev, Secy Company Secretary, C.P. No. 1338 1170, Sector 26-S, Chandigarh.</p>
2. Haran Singh S/o. Sh. V.R. Singh Manager Commercial P.S. State Warehousing Corpn, Chandigarh.	10		
3. Jaspal Singh S/o. S. Mohan Singh Dy. Mgr. Warehouse P.S. CHD	10		
4. O.P. Touni S/o. Late Sh. Dharam Singh Manager Quality Control P.S. of State Warehousing Corporation CHD	10		
5. Surinder Singh Oberoi Manager Estt, P.S.W.C Chandigarh	10		
6. Kishore Chahal Dy. Manager (Commercial) P.S. State Warehousing Corpn.	10		
7. Jashpal S/o. Sh. Bhagat Ram Manager Store P.S. State Warehousing Corpn CHD	10		

Place: Chandigarh.

**(THE COMPANIES ACT, 1956)**  
**ARTICLES OF ASSOCIATION**

OF

**PUNJAB STATE CONTAINER AND WAREHOUSING  
CORPORATION LIMITED**

1. The regulations contained in Table A in the first Schedule to the Companies Act, 1956, shall not apply to this Company, but the regulations for the management of the Company and for the observance by the members thereof and their representatives shall, subject to any exercise of the statutory powers of the Company in reference to the repeal or alteration of, or addition to its regulations by Special Resolution, as prescribed by the said Companies Act, 1956, be such as are contained in these Articles, unless the same are repugnant or contrary to the provisions of the Companies Act, 1956.
- Table 'A' not to apply but company to be governed by these Articles.

**INTERPRETATION**

2. In the interpretation of these Articles the following expressions shall have the following meaning, unless repugnant to the subject or context :-
- Interpretation clause
- "The Act" means "The Companies Act, 1956" as amended upto date. "The Act"
- "The Board" or "The Board of Directors" means a meeting of the Directors duly called and constituted, or, as the case may be, the Directors entitled to pass a Circular Resolution in accordance with these Articles. "The Board" or "The Board of Directors"
- "The Company" or "This Company" means PUNJAB STATE CONTAINER AND WAREHOUSING CORPORATION LIMITED "The Company" or "This Company"
- "Directors" means the Directors for the time being of the Company or, as the case may be, the Directors assembled at a Board. "Directors"
- "Dividend" includes bonus. "Dividend"
- Words importing the masculine gender, also include feminine gender. "Gender"
- "Month" means an English Calendar Month. "Month"
- "Office" means the Registered Office for the time being of the Company. "Office"
- "Persons" includes body corporate as well as individuals. "Persons"
- Words importing the singular number include the plural number and vice versa. "Number"
- "These Presents" or "These Regulations" means these Articles of Association as originally framed or altered from time to time. "These presents" or "These Regulations"
- "Seal" means the Common Seal for the time being of the Company. "Seal"
- "In Writing" and "Written" shall include printing and lithography and any other mode or modes of representing or reproducing words in a visible form. "In writing" and "written"
- Subject to 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. Expression in the Act to bear the same Meaning in these Articles.
- The marginal notes hereto shall not affect the construction hereof. Marginal Notes

- Copies of Memorandum and Articles of Association to be given to members
3. Copies of the Memorandum and Articles of Association and other documents mentioned in Section 39 of the Act shall be furnished by the Company to any member at his request within seven days of the requisition subject to the payment of a fee of Rupee One.

#### COMMENCEMENT OF BUSINESS

- Commencement of business.
4. The Company shall not commence business or exercise any borrowing powers until the requirement of Section 149 of the Act shall have been complied with.

#### CAPITAL AND INCREASE AND REDUCTION OF CAPITAL

- Capital
5. The Authorised Share Capital of company is Rs. 25,00,00,000 (Rupees Twenty Five Crore only) divided into 25,00,000 (Twenty Five Lacs) Equity Shares of Rs. 100/- (Rupees One Hundred only) each and with power to increase or reduce the capital and to attach thereto respectively such preferential, qualified or special rights privileges or conditions as may be determined in accordance with these presents and to modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be permitted by the Act, or provided by these presents.
- Restriction allotment etc.
6. The Board shall observe the restrictions as to allotment contained in Sections 69 and 70 of the Act, as the case may be, and shall cause to be made the returns as to allotment according to Section 75 of the Act.
- Corporation's shares not to be purchased
7. No part of the funds to the Company shall be employed in purchase of or in loans upon the security of the Corporation's shares.
- Allotment of shares
8. The shares shall be under the control of the Board of Directors who may allot or otherwise dispose of them on such terms and conditions as it considers fit subject to such directions as the Governor may issue from time to time and to the provisions hereinafter contained.
- Trusts not recognised
9. Save as herein otherwise provided, the Corporation shall be entitled to treat the member registered in respect of any share as the absolute owner thereof and accordingly shall not, except as ordered by a court of competent jurisdiction or as by statute required, be bound to recognise my equitable or other claim to or interest in such shares on the part of any other person.

#### SHARE CERTIFICATE

- 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 Corporation 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 Corporation 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 certificate in place of one defaced, lost or destroyed
11. If a share certificate is defaced, lost or destroyed, it may be renewed on a payment of such fee if any, and on such terms, if any as to evidence and indemnity as the Directors think fit.

#### CALLS ON SHARES

- Calls on Shares
12. The Board, may, from time to time, subject to the terms on which any shares may have been issued, and subject to the provisions of Section 91 of the Act, make such calls as the Board thinks fit upon the members in respect of all moneys unpaid on the shares held by them respectively, and not by the conditions of allotment thereof made payable at fixed times, and each member shall pay the amount of every call so made on him to the persons and at the

time and place appointed by the Board. A call may be made payable by instalments and shall be deemed to have been made when the resolution of the Board authorising such call was passed.

13. (i) If the sum payable in respect of any call or instalment be not paid on or before the day appointed for payment thereof the member for the time being in respect of the share for which the call shall have been made or the instalment shall be due shall pay interest for the same at the rate of 12 percent per annum from the day appointed for the payment thereof to the time of the actual payment or at such lower rate, if any, as the Board may determine. Failure to pay calls
- (ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.
14. If by the terms of issue of any share or otherwise any amount is made payable at any fixed time or by instalments at fixed times whether on account of the amount of the shares or by way of premium, every such amount or instalment shall be payable as if it were a call duly made by the Board and of which due notices had been given, and all the provisions herein contained in respect of calls shall relate to such amount or instalment accordingly. When amount payable
15. The Board may, if it thinks fit, receive from any member willing to advance the same, all or any part of the money due upon the share held by him beyond the sums actually called for, and upon the money so paid or satisfied in advance or so much thereof as from time to time exceeds the amount of the calls then made upon the share 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 member paying such sum in advance and the Board agree upon. Money so paid in excess of the amount of calls shall not participate in profit or rank for dividends. The Board may at any time repay the amount so advanced upon giving such member not less than three months' notice in writing and if the payments is not accepted by the shareholder within the time specified in the notice interest on that amount shall cease. Calls in advance
16. A call may be revoked or postponed at the discretion of the Board. Revocation of call

#### LIEN

17. The Company shall have a first and paramount lien upon every share not being fully paid up registered in the name of each member (whether solely or jointly with other), and upon the proceeds of the sale thereof for moneys called or payable at a fixed time in respect of such share whether the time of payment thereof shall have actually arrived or not and no equitable interest in any share shall be created except upon the footing and condition that Article 9 hereof is to have full effect. Such lien shall extend to all dividends from time to time declared in respect of such share. Company's lien on shares.

#### TRANSFER AND TRANSMISSION OF SHARES

18. The Company shall keep a book to be called the Register of transfer and therein enter the particulars of transfer or transmission of any shares. Transfer of Shares
19. (i) The right of members to transfer their shares shall be restricted as follows : To whom to be transferred
- (a) a share may be transferred by a member or other person entitled to transfer or by operation of law to a person approved by Governor ;

(b) subject as aforesaid, the Director may, in their absolute discretion refuse to register any proposed transfer of shares.

Form of transfer (ii) Share in the Company shall be transferred in the form as may be prescribed in the Companies (Central Government) General Rules and Forms 1956, from time to time.

Evidence of transfer 20. The Board may also decline to recognise any instrument of transfer unless; the instrument of transfer is accompanied by the certificate of the shares to which it relates and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer.

### **INCREASE, REDUCTION AND ALTERATION OF CAPITAL**

Power to increase 21. The Board may with the sanction of the Corporation by ordinary resolution increase the share capital by such sum to be divided into shares of such amount, as the resolution shall prescribe.

Conditions for issue of new shares 22. Subject to such directions as may be issued by the Governor in this behalf, new shares shall be issued upon such terms and conditions as 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.

Reduction of Capital 23. 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 Corporation may, from time to time, by special resolution reduce its capital by paying off capital or cancelling capital which has been lost 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 shares.

Sub-division and consolidation of shares 24. Subject to the approval of the Governor, the Corporation may, by ordinary resolution, 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.

Power to modify 25. If at any time, the capital by reason of issue of preference shares or otherwise is divided into different class of shares, all or any of the rights and privileges attached to each class may, subject to approval of the Governor and subject to the provision of the Sections 106 and 107 of the Act be modified, abrogated or dealt with by agreement between the Corporation and by any person purporting to contract on behalf of that class, provided such agreement is (1) ratified in writing by the holders of at least three-fourths of the nominal value of the issued shares of that class, or (2) confirmed by a special resolution passed at a separate general meeting and supported by the votes of at least three-fourths of the holders of shares of that class and all the provision hereinafter contained as to 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.

### **BORROWING POWERS**

Power to borrow. 26. Subject to such limits as may be sanctioned by the Government the Board may from time to time borrow or secure the payment of any sum or sums of money for the purposes of the Corporation.

Conditions on which may be borrowed. 27. The Board may, subject to the approval of the Governor, secure the repayment of such money in such manner and upon such terms and conditions in all respects as they think and in particular by the issue of bonds perpetual or redeemable debentures, debenture-stock or any mortgage, charge or other

security on the undertaking of the whole or any part of the property of the Corporation (both present and future).

28. Debentures, Debenture-stock, bonds or other securities, may be made assignable free from any equities between the Corporation and the person to whom the same may be issued. Securities may be assignable free from equities
29. Subject the approval of the Governor, and the provisions of Sections 76 and 117 of the Act, debentures, debenture stock, bonds or otherwise securities may be issued at a discount, premium or otherwise, and with any special privileges as to redemption, surrender, drawings, allotment of shares, attending general meetings of the Corporation, appointment of Directors and otherwise. Issue of debenture etc., at a discount or with special privilege.

### GENERAL MEETINGS

30. All General Meetings other than annual general meetings shall be called extraordinary general meetings. General Meeting
31. (i) The Board may, whenever it thinks fit, and shall, when so required by the Governor call an extraordinary general meeting. When extraordinary General Meeting to be called.
- (ii) If at any time there are not within India Directors capable of acting who are sufficient in number to form a quorum, any Director or any two members of the Corporation may call an extraordinary general meeting in the same manner as nearly as possible as the one that may be called by the Board.
32. Subject to the provisions of Section 166 of the Act, the Corporation shall in each year hold in addition to any other meetings, a General Meeting which shall be styled as its Annual General Meeting, at the intervals and in accordance with the provisions specified below and not more than 15 months shall elapse between the date of one Annual General Meeting of the Corporation and that of the next provided :
- (a) (i) subject to Section 210 (3) (a) of the Act, that the first Annual General Meeting shall be held by the Corporation within 18 months of its incorporation;
- (ii) the next Annual General Meeting of the Corporation shall be held within six months after the expiry of the financial year in which the first Annual General Meeting was held.
- (b) Every annual general meeting shall be called for a time during business hours on a day that is not a public holiday and shall be held either at the office of the Corporation or at some other place within the city, town or village in which the office of the Corporation is situated and the notices calling the meeting shall specify it as the Annual General Meeting.
33. Any general meeting of the Corporation may be called by giving not less than 21 days or such other minimum notice in writing as required under Section 171 of the Act, subject to compliance of procedure laid down in the section. Notice of meeting

### PROCEEDINGS AT GENERAL MEETING

34. Five members present in person shall be a quorum for a general meeting. Quorum
35. The Chairman shall take the Chair at every general meeting, or if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes, after the time appointed for holding such meeting or if unwilling to act as Chairman, the members present shall choose another Director as Chairman and if no Directors shall be present within fifteen minutes after the Chairman of General Meeting.

time appointed for holding the meeting or if all the Directors present decline to take the Chair, then the members present shall choose one of their member to be Chairman.

- Power to adjourn Meetings. 36. (i) The Chairman may, with the consent of any meeting at which a quorum is present and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place;
- (ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place;
- (iii) When a meeting adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting;
- (iv) Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- Casting vote of Chairman. 37. In the case of an equality of votes, whether on a show of hands or on a poll the Chairman of the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to second or casting vote.
- Business may proceed notwithstanding demand of a poll. 38. Any business other than that upon which a poll is demanded may be proceeded with, pending the taking of the poll.

#### VOTES OF MEMBERS

- Votes of Member 39. 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.
- Votes by joint holder 40. In the case of joint-holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint-holders.
- For this purpose, seniority shall be determined by the order in which the names stand in the Register.
- Proxy 41. On a poll, votes may be given either personally or by proxy or by duly authorised representative.
- Time for objection to vote. 42. (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes.
- (ii) Any such objection made in the due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.
- Form of proxy 43. An instrument appointing a proxy may be in either of the forms prescribed in Schedule IX to the Act or in form as near thereto as circumstances admit.
- When Proxy's vote valid through authority revoked. 44. A vote given to accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation of transfer shall have been received at the office of the Corporation before the commencement of the meeting or adjourned meeting at which the proxy is used.
45. Subject to the approval of the Governor, the number of Directors of the Corporation shall not be less than three and not more than twelve or such other



numbers as the Government may determine excluding the technical Director appointed under article 46 (i) (c). The Directors shall not be required to hold any share in the capital of the Corporation.

- 45 (i) The persons names hereinafter are the first Directors of the Company.
1. Sh. D.S. Jaspal, IAS,
  2. Sh. Kulbir Singh, IAS,
  3. S. Chanan Singh,
  4. Sh. Bhupinder Kumar,
- 46 (i) (a) The Directors shall be appointed by the Governor and except the Managing Director and any whole-time Director, no Director shall be paid any salary, remuneration or honorarium. Appointment of Directors
- (b) The Governor may from time to time appoint from amongst the Directors, Chairman, Vice-Chairman, Managing, Whole-time Directors and determine the period for which either of them is to hold their office. Appointment of Chairman, Managing/Wholetime Director
- (c) The Board may co-opt any competent person as Technical Director of the Corporation on such terms and conditions as board may determine from time to time. The technical director so appointed under this article shall be in addition to the directors appointed under proceeding articles and will not be liable to retire by rotation. The technical director will not be required to hold any qualification shares. The Technical Director
- The functions of the technical director in addition to the ordinary functions of the director as a member of the Board, shall be responsible to the Managing Director in all technical matters and such of the functions as may be given by the board of Directors from time to time.
- (d) The Governor shall have the powers to remove any Director from office at any time in his absolute discretion to fill Removal of Director
- (i) The Governor shall have the right to fill any vacancy in the office of the Directors caused by removal, resignation, death or otherwise. Governor to fill vacancies
- (ii) At every annual general meeting of the Corporation all the Directors except the Chairman, the Managing Director, the whole-time director, nominees appointed by the Govt., shall retire from office. The Chairman, the Managing Director, the whole-time Director and other govt. nominees shall retire on their ceasing to hold their respective offices. A retiring Director shall be eligible for reappointment. Government nominees means the directors who are in the whole time employment of the Govt. Retirement of Directors
- (iii) Each Director may receive out of the funds of the Corporation travelling and other out of pocket expenses for attending the meting of the Board or Committee thereof (including hotel expenses) and any other out of pocket expenses as may be determined by the Board of Directors from time to time in connection with the business of the Corporation. Sitting Fees and travelling allowances to Directors.
47. (i) Without prejudice to the other powers conferred by these Articles and subject to the provisions of Sections 291, 292, 294 and 297 of the Act, the Board shall have the following powers, that is to say, powers : right or privileges which the Company is authorised to acquire at such price, and generally on such terms and conditions as they think fit. Power of Directors

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| To authorise works of a capital nature                                | (ii) to authorise the undertaking of work of a capital nature subject to the condition that all cases involving a capital expenditure exceeding rupees ten crores shall be referred to the Government for their approval before authorisation;   |
| To pay for property and rights in cash or shares, bonds or debentures | (iii) to pay for any property, rights or privileges acquired by or services rendered to the Company either wholly or partially in cash or in shares, bonds, debentures or other securities of the Company and any such shares may be issued either as fully paid up or with 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 Company and its uncalled capital or not so charged; |
| To secure contracts by mortgage.                                      | (iv) to secure the fulfilment of any contracts or engagements 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;  |
| To appoint officers etc.  | (v) to appoint at their discretion remove or suspend such managers, secretaries, officers, clerks, agents and servants for permanent, temporary or special services, 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 of such amount as they think fit in such instances;   |
| To appoint trustees   | (vi) to appoint any person or persons (whether incorporated or not) to accept and hold in trust for Company any property belonging to the Company or in which it is interested or for any other proposes, and to execute and do such deeds and 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.                                       | (vii) 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   | (viii) to refer any claims or demand by or against the Company to arbitration, and observe and perform the awards;   |
| To give receipts  | (ix) to make and give receipts, release and other discharges for money payable to the Company and for the claims and demands of the Company;   |
| To authorise endorsement of cheques etc.                              | (x) to determine the person who shall be entitled to sign on the Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, releases, contracts and documents;  |
| To appoint attorney or agent.   | (xi) 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 deem fit;  |
| To invest moneys  | (xii) to invest in the Reserve Bank of India or in such securities as may be approved by the Government and deal with any of the moneys of the Company Upon such investments authorised by the Memorandum of Association of the Company (not being shares in this Company) and in such manner as they think fit and from time to time to vary or release such investments;   |

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| (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) as they think fit and any such mortgage may contain a power of sale and such other powers covenants and provisions as shall be agreed upon.  | To create a mortgage                              |
| (xiv)   | subject to the approval of the Government to give to 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 give Commission                                |
| (xv)    | from time to time make, vary and repeal bye-laws for the regulation of the business of the Company, its officers and servants;  | To make bye laws                                  |
| (xvi)   | to give award or allow any bonus, pension gratuity or compensation to any employee of the Company of his widow, children or dependents that may appear to the Directors just or proper, whether such employee, his widow, children or dependents have or have not a legal claim upon the Company;   | To give bonus etc.                                |
| (xvii)  | before declaring any dividend and subject to the approval of the Government, to set aside such portion of the profits of the Company as they may think fit; to form a fund to provide for such pensions, gratuities or compensation or to create any provident or benefit fund in such manner as the Directors may deem fit;  | Make provision for pension etc.                   |
| (xviii) | from time to time and at any time to establish any Local Board for managing any of the affairs of the Company in any specified locality in the State of Punjab, or out of the State of Punjab 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 and of the powers, authorities and discretion for the time being vested in the Directors other than their power to make call; and to authorise the members for the time being of any such Local board 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 Directors, may think fit and the Directors may at any time remove any person so appointed and may annul or vary any such delegation; | To establish Local Boards                         |
| (xix)   | 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 matter aforesaid or otherwise for the purpose of the Company; and   | To make contracts                                 |
| (xx)    | subject to section 292 of the Act to sub delegate all or any of the powers, authorities and discretion for the time being vested in them, subject however, to the ultimate control and authority being retained by them.  | To sub delegate powers, etc.                      |
| 48.     | Notwithstanding anything contained in any of these Articles the Governor, may, from time to time issue such directives or instructions as may be considered necessary in regard to the conduct of business affairs of the Corporation. The Corporation shall give immediate effect to the directives or instructions so issued.   | Rights of the Governor to issue directives        |
| 49.     | Every Director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.   | Directors present in a meeting to sign in a book. |

## PROCEEDINGS OF BOARD

- Meeting of Directors 50 (i) The Board of Directors may meet for the despatch of business adjourn and otherwise regulate its meetings, as it thinks fit, provided, however, the requirements of Section 285 of the act are complied with.
- Director may summon meetings (ii) A Director may, and the Secretary on the requisition of a Director shall, at any time, summon a meeting of the Board.
- How questions to be decided. 51 (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
- Casting vote. (ii) In case of equality of votes, the Chairman of the Board, if any, shall have a casting vote.
- Chairman of Director's meeting. 52. If at any meeting the Chairman, Vice-Chairman is not present within fifteen minutes after the time for holding the same or no Chairman has been appointed by the Governor, the Directors present may choose one of their members to be chairman of the meetings.
- Chairman and board may reserve any proposal for the decision of the Governor. 53. The Chairman shall reserve for the decision of the Governor any proposals or decision of the Board, or of any committee thereof, in any matter which in his opinion is of such importance as to be reserved for approval of the governor. No action shall be taken by the Corporation in respect of any such proposal or decision reserved for the approval of the Governor as aforesaid until the approval to the same has been obtained. With out prejudice to the generality of the above provision, the Board shall reserve for the decision of the Governor—
- (i) sale, lease or disposal of the whole or substantially the whole of the undertaking of the Corporation;
  - (ii) formation of subsidiary companies;
  - (iii) division of capital into different classes of shares; and
  - (iv) winding up of the Corporation.
- Delegation of powers to Committees. 54. Subject to the provision of the Act, the Board may delegate any of their powers to committees consisting of such numbers of members their body as they think fit and may from time to time, revoke such delegation. Any Committee so formed shall in the exercise of the powers so delegated, conform to any regulations that may, from time to time be imposed upon it by the Board. The proceeding of such committee shall be placed before the Board at its next meeting.
- Chairman of meeting of Committees. 55. A committee may elect a chairman of its meetings; if, such Chairman is elected, or if at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the same, the members present may choose one of them as the Chairman of meeting.
- Meeting of Committee 56. (i) A committee may meet and adjourn as its thinks proper.
- Questions to be decided by a majority. (ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of equality of votes, the chairman shall have a second or casting vote.
- Passing of resolution by circulation 57. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or Committees shall be as valid and effectual as if it had been passed at a meeting of the Board or Committee, duly convened and held.

58. (i) For administrative convenience, units of the Corporation (hereinafter referred to as the Constituent Units) may be formed in different localities. Each constituent unit shall be subject to the control and supervision of the Board. For the conduct and management of the business of each constituent unit, the governor may, on the recommendation of the Board appoint a Director to be the Resident Director of the unit or any person to be the General Manager of such unit, and determine the period for which he would hold that office.
- (ii) A Resident Director or the General Manager so appointed shall be paid such remuneration as may be fixed by the Governor.

Formulation of constituent units.

**MANAGEMENT OF THE CORPORATION**

59. (i) There shall be a Financial Advisor and a Chief Accounts Officer at the Headquarter of the Corporation who shall be appointed by the Board of Directors.
- (ii) A Deputy Financial Advisor and a Chief Accounts Officer for each of the constituent unit of Corporation may also be appointed on the recommendation of the Board of Directors.

Financial Advisor and other Officers

Provided that the same person if need be may be appointed as Financial Advisor and Chief Accounts Officer.

**THE SEAL**

60. (i) The Board shall provide for the safe custody of the seal.
- (ii) The seal of the Corporation shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of atleast one director and of the Secretary or such other person as the Board may appoint for the purpose; and that one director and the Secretary or other person as aforesaid shall sign every instrument to which the seal of the Corporation is so affixed in their presence.

Seal and its use.

**DIVIDENDS AND RESERVES**

61. (i) Subject to such directions as may from time to time be issued by Government in this behalf, the Corporation in general meeting may declare a dividend to be paid to the members according to the rights and interest in the profits but no dividend shall exceed the amount recommended by the Board with the prior consent of the Governor.
- (ii) The declaration of the Board as to the amount of the net profits of the Corporation shall be conclusive.
62. The Board may from time to time pay to the members such interim dividends as in its judgment the position of the Corporation justifies.
63. (i) The Board may, before recommending any dividend, set aside out of the profits of the Corporation such sums as it thinks proper as reserve or reserves which shall at the discretion of the Board, be applicable for any purpose to which the profits of the Corporation may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may at the like discretion either be employed in the business of the Corporation or be invested in such investments (other than shares of the Corporation) as the Board may, from time to time think fit.

Declaration of Dividends

Interim Dividend

Creation of Reserve Fund

- (ii) No amount paid or credited as paid on a share in advance of calls shall be treated for this purpose of the regulation as paid on the shares.
  - (iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion/s of the period in respect of which the dividend is paid, but if any share is issued on terms providing that it shall rank for dividend from a particular date such shares shall rank for dividend accordingly.
  - (iv) The Board may also carry forward any profits which it may think prudent not to divide without setting them aside as reserve.
- Payments of Dividends 64. Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends, shall be declared and paid according to the amount paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Corporation, dividends may be declared and paid according to the amounts of the shares.
- Transfer of share must be registered 65. A transfer of share shall not pass the right to any dividend declared thereon after such transfer and before registration of the transfer.
- Dividend how to be remitted 66. (i) Any dividend, or other moneys payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder, or, in the case of joint-holders, to the registered address of that one of the joint-holder, who is first named in the Register or to such person and to such address as the holder or joint-holders may in writing direct.
- (ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
- Dividend to joint holders 67. Any one of the two or more joint-holders of share may give effectual receipt for any dividend, bonuses or other moneys payable in respect of such share.
- ACCOUNT**
- Accounts to be kept 68. (i) The Corporation shall keep at its office proper books of account in accordance with Section 209 of the Companies Act, 1956.
- Inspection of books (ii) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the Corporation, or any of them, shall be open to the inspection of members not being Directors.
- Inspection by Members (iii) No member (not being a Director) shall have any right of inspecting any account or book or document of the Corporation except as conferred by law or authorised by the Board or by the Corporation in General Meeting.
- Annual Accounts Balance Sheet 69. The Directors shall at some date not later than 18 months after the incorporation of the Corporation and subsequently once atleast in every financial year lay before the Corporation in Annual General Meeting a Balance Sheet and Profit and Loss Account, in case of the first account since the incorporation of the Corporation 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 Section 210 of the Act.
- Annual Report of Directors 70. The Directors shall as per section 217 of the Act, make out and attach to every Balance Sheet a Report with respect to the state of the Corporation's affairs, the amount, if any which they recommend should be paid by way of dividend and the amount if any, which they propose to carry to the reserve fund, general

reserve or reserve account shown specifically on the Balance Sheet. The report shall be signed by the Chairman of the Directors on behalf of the Directors if authorised, in that behalf by the Directors and when he is not so authorised shall be signed by such number of Directors, as are required to sign by such number of Directors, the Balance Sheet and the Profit and Loss Account by virtue of Sub-sections (1) and (2) of Section 215 of the Act.

71. The Corporation shall send a copy such Balance sheet, and Profit and Loss account together with a copy of the auditors report and every other document required by law to be annexed or attached as the case may be, to the balance sheet to the registered address of every member of the Corporation in the manner in which notices are to be given hereunder atleast 21 days before the meeting at which it is to be laid before the members of the Corporation and shall deposit a copy at the Office of the Corporation for inspection of the members of the Corporation during the period of atleast seven days before that meeting. Balance Sheet and Profit and Loss Account to be sent to members.
72. The Directors shall in all respects comply with the provisions of Sections 209 to 211 and 215 to 222 of the Act or any statutory modification thereof for the time being in force. Compliance of Directors

### CAPITALISATION TO PROFITS

73. (i) Subject to such directions as may from time to time be issued by the Government in this behalf, the Corporation in general meeting may, upon the recommendation of the Board, resolve: Capitalisation
- (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Corporation's reserve account, or to the credit of the Profit and Loss Account, or otherwise available for distribution; and
  - (b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions :
- (ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provisions contained in clause (iii), either in or towards—
- (a) Pay up in full, unissued shares of the Corporation to be allotted and distributed credited as fully paid up, to and amongst such members in the proportions aforesaid; or
  - (b) Partly in the way specified in sub-clause (a).
- (iii) A share premium account and capital redemption reserve account may, for the purpose of this regulation, only be applied in the paying up of unissued shares to be issued to member of the Corporation as fully paid bonus shares.
- (iv) The Board shall give effect to the resolution passed by the Corporation in pursuance of this regulation.
74. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall : Giving effect of resolution of capitalisation.
- (a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and allotments and issues of fully paid shares; and
  - (b) generally do all acts and things required to give effect there to.

- (ii) The Board shall have full power :
  - (a) to make such provision, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in the fractions; and also.
  - (b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Corporation providing for the allotment to them respectively credited as fully paid up, of any further share to which they may be entitled upon such capitalisation, or (as the case may require) for the payment up by the Corporation on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised of the amounts or any part of the amounts remaining unpaid on their existing shares.
- (ii) Any agreement made under such authority shall be effective and binding on all such members.

#### AUDIT

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| Accounts to be audited.                            | 75. Once at least in every financial year the accounts of the Corporation shall be examined and the correctness of the Profit and Loss Account and Balance Sheet ascertained by one or more auditors.  |
| Appointment of Auditors                            | 76. (i) The Auditor or Auditors of the Corporation shall be appointed or reappointed by the Comptroller and Auditor General of India and his/ their remuneration, rights and duties shall be regulated by sections 224 to 233 of the Act.<br><br>(ii) The Auditors of the Corporation shall be entitled to receive notice of and to attend any General Meeting of the Corporation at which any accounts which have been examined or reported on by them are to be laid down before the Corporation and may take any statement or explanation they desire with respect to the accounts.   |
| Powers of Comptroller and Auditor General of India | 77. The Comptroller and Auditor General of India shall have power: <ul style="list-style-type: none"> <li>(i) to direct the manner in which the Corporation's accounts shall be audited by the Auditor/s and to give such Auditor/s instructions in regard to any matter relating to the performance of his/their functions as such;</li> <li>(ii) to conduct a supplementary test audit of the Corporation's accounts by such person/s as he may authorise in this behalf and for the purpose of such audit, to have access at all reasonable times to all accounts, accounts books, vouchers, documents and other papers of the Corporation and to require information or additional information to be furnished to any person/s and in such form as the Comptroller and auditor General may, by General or special order, direct;</li> <li>(iii) the Auditor/s aforesaid shall submit a copy of his/their 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;</li> <li>(iv) any such comment upon or supplement to the Audit Report shall be placed before the annual general meeting of the Corporation at the same time and in the same manner as the auditors' report.</li> </ul> |
| Directives of Governor                             | 78. 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 affairs of the Corporation or the Board thereof and in like manner  |



may vary and annul any such directives. The Board shall give immediate effect to the directives so issued.

### SERVICE OF NOTICE AND DOCUMENTS

79. Every person who by operation of law, transfer or other means, whatsoever, becomes 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 shares being notified to the Corporation, was duly given to the person from whom he derives his title to such share. Notice
80. (i) Where a notice or other document is sent by post : Effect of Notice
- (A) service thereof shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice or document, provided that where a member has intimated to the Corporation in advance that notice or documents should be sent to him under a certificate of posting or by registered post with or without acknowledgement due and deposited with the Corporation a sufficient sum to defray the expenses of doing so, service of the notice or documents shall not be deemed to be effected unless it is sent in the manner intimated by the member; and
- (B) such service shall be deemed to have been effected :
- (a) in the case of a notice of a meeting at the expiration of forty-eight hours after the letter containing the same is posted, and
- (b) in any other case, at the time at which the letter would be delivered in the ordinary course of post.
- (ii) A notice or other document advertised in a newspaper circulated in the neighbourhood of the Office shall be deemed to be duly served on the day on which the advertisement first appeared in the newspaper.
81. A notice or other document may be served by the Corporation on the member registered jointly in respect of a share by giving the notice to the member named first in the Register. Effect of notice by advertisement
82. The signature to any notice to be given by the Corporation may be written or printed. Mode of signature
83. No member shall be entitled to require discovery of or any information respecting any detail of the Corporation's trading or any matter which may be in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the Corporation and which in the opinion of the Board it will be inexpedient in the interest of the members of the Corporation to communicate to the public. Secrecy Clause
- ### INDEMNITY
84. Every officer or agent of the Corporation shall be indemnified out of the assets of the Corporation against any liability incurred by him in defending any proceedings, whether civil or criminal, in which relief is granted to him by the Court. Officers and their right to indemnity
85. No Director or other officer of the Corporation shall be liable for the acts, receipts, neglects or default of any other Director or officer of the Corporation or for joining any receipt or other act for conformity, or for any loss or expenses happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the order of the Board for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon Individual responsibility of Directors

which any of the moneys of the Corporation 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 for any error of judgment or oversight on his part or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happens through his own negligence, default, misfeasance or breach of trust.

#### WINDING UP

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|-------------------------------|---------|---|
| Distribution of Assets        | 86. (i) | If the Corporation shall be wound up, the liquidator may, with the sanction of a special resolution of the Corporation and any other sanction required by the Act, divide amongst the members in specie or kind, the whole or any part of the Assets of the Corporation, whether they shall consist of property of the same kind or not.  |
| Value on division of property | (ii)    | For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.   |
| Trustees                      | (iii)   | The liquidator may, with the like sanction, vest, the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, shall think fit, but, so that no member shall be compelled to accept any shares or other securities where on there is any liability. |

Names, Addresses Description and Occupation of Subscribers	Signature of Subscribers	Name and Address, Description, Occupation & signature of the witness
1. Janglin No S. Michan Lin by mgr. Prominent. Proc cha computer service.		
2. Surinder Singh Oberoi Manager Estt PSWC Chandigarh		P. Nagar No. 776/1, Sec. 41A chd.
3. K. S. K. CHAND by Manager (Comm) PSWC, Chandigarh		witness the signatures of the subscribers to the Articles of Association of the company
4. Deepinder Kumar S/o Late Sh. Bhagat Ram manager (Finance Account) P.B. State Warehousing Corp. CHD		witness the signatures of the subscribers to the Articles of Association of the company
5. Gurnar Singh S/o Late G. N. Singh Manager Commercial P.B. State Warehousing Corp. Chandigarh		witness the signatures of the subscribers to the Articles of Association of the company
6. O.P. Tomer, S/o. Late Sh. Pran Singh Manager Amal Singh & Co. CHD		witness the signatures of the subscribers to the Articles of Association of the company
7. Jashwant Singh Bhayal Manager S/O P.B. State Warehousing Corp.		witness the signatures of the subscribers to the Articles of Association of the company

Witness  
Ajit Singh  
CAMIL K. ASSAR WAL  
S/o Late Sh. Lachman Dass  
Company Secretary, C.P. No. 1398,  
1140, Sector 36-C, Chandigarh.

CHD