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**MEMORANDUM  
AND  
ARTICLES OF ASSOCIATION  
OF  
VEGETABLE AND FRUIT PROMOTION  
COUNCIL KERALAM**

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Form I, R.



## CERTIFICATE OF INCORPORATION

No. U01121KL2001NPL014473

I hereby certify that.....VEGETABLE AND FRUIT.....  
.....PROMOTION COUNCIL KERALAM.....

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

Given under my hand at Kochi.....  
this..... FIFTEENTH DAY OF JANUARY  
..... TWO THOUSAND ONE  
..... THE 25TH DAY OF PAUSA, 1922 (SAKA).

(S.M. AMEERUL MILLATH)  
Registrar of Companies  
KERALA



**COMPANY NO: 09-14473**  
**CERTIFICATE FOR COMMENCEMENT OF BUSINESS**

Pursuant to Section 149 (3) of the Companies Act, 1956

I hereby certify that the **VEGETABLE AND**  
**FRUIT PROMOTION COUNCIL**  
**KERALAM**

which was incorporated under the Companies Act, 1956, on the  
**15th** day of **JANUARY** 2001  
and which has this day filed a duly verified declaration in the  
prescribed form that the conditions of Section 149 (1) (a) to  
(d) / 149 (2) (a) to (c) of the said Act, have been complied with  
is entitled to commence business.

Given under my hand at Cochin.....  
this **7th** day of **FEBRUARY** *one thousand one*  
*hundred and* **TWO THOUSAND ONE**

**S.M. AMEERUL MILLATH**  
Registrar of Companies  
KERALA

**MEMORANDUM OF ASSOCIATION**  
**OF**  
**VEGETABLE AND FRUIT**  
**PROMOTION COUNCIL**  
**KERALAM**

- I. The name of the company shall be "VEGETABLE AND FRUIT PROMOTION COUNCIL KERALAM".
- II. The Registered Office of the Company shall be in the State of Kerala.
- III. **(A) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**
  - I. To support, maintain, increase and promote the commercial production of vegetables and fruits and their consumption by
    - a. facilitating the optimal and sustainable utilisation of technology, human and natural resources
    - b. improving the livelihood security of the dependent small and marginal farmers by empowering them through access to technology, skills, (material) inputs, credit and infrastructure.
    - c. ensuring a better share of income from production through cost effective and producer oriented marketing.

in such a way that the funds available with the Company is used most effectively for the purpose of achieving the objectives of the Company.

2. To sustain the successful activities initiated by Kerala Government's Horticulture Development Programme.

**III. (B) THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE ABOVE MAIN OBJECTS ARE:**

1. To assist setting up farmer Self Help Group and promoting group centered activities.
2. To assist in procurement and use of inputs necessary for production of vegetables and fruits, such as planting materials, manures, pesticides, tools and equipments etc.
3. To disseminate sustainable production technology on cultivation of vegetables and fruits.
4. To give training on appropriate skills and enterprise management in connection with cultivation of vegetables and fruits.
5. To give training to farmers with regard to optimum and safe use of production inputs such as pesticides, fertilisers etc., ensuring safety of workers and also end consumers.
6. To assist farmers in high tech cultivation of vegetables and fruits and better post harvest handling and storage of produce.
7. To do research and development in vegetables and fruits and their products and to develop and sustain higher yielding strains and better farming practices.
8. To provide assistance to the farmers for marketing their products both within and outside the country and also to provide all marketing information.
9. To set up marketing/storing facilities for vegetables and fruits.
10. To undertake market studies anywhere in India and abroad on regular as well as adhoc basis.
11. To provide all assistance to the farmers and other agencies for obtaining credit and working capital requirements directly or indirectly from Banks/Financial Institutions.
12. To propagate the virtues of consumption of adequate quantity of vegetables and fruits for a healthy life.
13. To assist in providing the farmers social security scheme in case of death, permanent incapacitation and accidents.
14. To give opportunities to young professionals in the field of Horticulture, Agriculture and Rural development to acquire first hand field experience.
15. To engage Experts/Consultants in Agro Science to propagate and educate farmers on modern and hi tech agricultural methods suitable to their territory.
16. To appoint agents or managers and constitute branches or agencies of the Company and to conduct the objects of the Company through such agencies or branches within or outside India.
17. To conduct propaganda regularly and continuously so as to bring to the notice of the farmers and the public the advantages of modern agricultural methods.

18. To propagate information useful to the growers and farmers by lectures, discussions, books, correspondence or otherwise.
19. To lay down or maintain liaison with any agency which has been set up for laying down the standards of quality and packing in respect of Vegetables and Fruits and food products based on them.
20. To communicate with chambers of commerce and other mercantile and public bodies throughout India and abroad and concert and promote measures for the promotion and advancement of export of vegetable and fruit products.
21. To advise or represent to Government, Local Authorities and Public Bodies on
  - a. the policies and other measures, including direct and indirect taxation, adopted by them in relation to their effect on vegetables and fruits market.
  - b. the steps to be taken by them to prevent any contravention or undue unfair advantage by any of the farmers concerned where such contravention would affect the produce/price of vegetable and fruits.
22. To promote hygienic handling of vegetable, fruits and their products and certifying (collecting fees) minimum standards for shops/storage and handling facilities, to promote a code of conduct and ethics among traders for facilitating trade inland and abroad.
23. To receive and manage funds received from the European Union, World Bank, Government of India, Government of Kerala, other National and International Agencies in connection with agricultural and horticultural developmental activities.
24. To maintain, control, administer and manage the revolving funds specially constituted for credit, seed processing, agro processing and any other activities related to development of vegetables and fruits.
25. To construct, purchase, hire or otherwise acquire and maintain suitable buildings, apartments, furniture and other fittings in any country for the establishment of show rooms, emporia or other agencies for publicity in regard to agricultural/horticultural produce or for the purpose of achieving any of the objects for which the company is established.
26. To establish and maintain museums, collections, libraries and compilation of literature and to translate, compile, collect, publish, lend, purchase or sell any literature connected with vegetable and fruits.
27. To prepare, edit, print, publish, issue, acquire and circulate books, papers, periodicals, gazettes, circulars audio and video mediums and other literature relating to or bearing upon industry, trade or commerce relating to vegetable and fruits.
28. To construct, acquire, purchase or take on lease lands, buildings or other immovable or movable property which the company may be from time to time deem it necessary to acquire, purchase or take on lease.
29. To sell, improve, manage, develop, exchange, loan, sublet, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property of the company.
30. To enter into contracts in connection with the objectives of the Council.

31. i) To draw, make, accept, endorse, discount, and execute negotiable instruments;  
ii) To invest the money of the Council in any Bank approved by the Board of Directors.
32. To subscribe for, become a member of and co operate with any other Association whether incorporate or not, whose objects are, altogether or in part, similar to those contained in this Memorandum and to obtain from and communicate to any such Association such information as may be likely to fulfill the objects of this Company.
33. To do all such other lawful acts as may be conducive for the overall development of vegetables and fruits or incidental to the attainment of the above objects or any of them. Provided that the company shall not support with its funds or endeavor to impose on or procure to be observed by its members or others any regulation or restriction which, if an object of the company would make it a Trade Union.
34. To construct building or buildings by the Council on the lands acquired or purchased by the Council and dispose of any surplus area of land or buildings by appropriate means after meeting the requirements of the Council.
35. To avail of loans, borrowings and financial facilities from banks, financial institutions, companies or corporations and to furnish security by way of mortgage, charge etc. of the Council's properties and assets.
36. To manage the Company with an institutional framework with independent and autonomous authority, responsibility and flexibility for dynamic operation to achieve the following:
  - a. Competent people from within the country as well as expatriate Indians abroad and others are encouraged and attracted to participate in the activities of the Council.
  - b. Mobility of staff from other organisations including the various Government Departments, State/Central Public Sector undertakings and Autonomous Organisations and Societies to the Company and back is made possible.
  - c. Special procedures are established to facilitate and enable smooth functioning of the Council and various activities including matters relating to recruitment, personnel, finance, administration, purchase and travel.
37. To act as insurance agent for members/farmers enrolled in the Council for all types of insurance schemes mainly crop, life, medical and all other general insurance as part of farmer welfare schemes in connection with main objects of the Council.

**III. (C) OTHER OBJECTS OF THE COMPANY NOT INCLUDED IN A AND B ABOVE ARE:**

The Company has no other objectives other than the main objects.

- IV. The objects of the Company extend to the whole of India.
- V.
  1. The income and property of the Company, when so ever derived, shall be applied solely for promotion of its objects as set forth in this Memorandum.
  2. No portion of the income or property aforesaid shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to persons who, at any time are, or have been Members of the Company or to any one or more of them or to any person claiming through any one or more of them.

3. Except with the previous approval of the Central Government, no remuneration or other benefit in money or moneys worth shall be given by the Company to any Members, whether officers or employees of the Company or not, except payment of out of pocket expenses, reasonable and proper interest on money lent, or reasonable and proper rent on premises let to the Company.
4. Nothing in this clause shall prevent the payment by the Company in good faith of reasonable remuneration to any of its officers or employees or to any other person in return for any services actually rendered to the Company.
- VI. Any change, alteration or modification shall be made in the Memorandum and Articles only after compliance of the provisions of The Companies Act, 1956.
- VII. The liability of the Members is limited
- VIII. The authorised Share Capital of the Company is Rs.1,00,00,000/ (Rupees One Crore Only) divided into 10,000/ (Ten Thousand) Equity Shares of Rs.1,000/ (Rupees One Thousand Only) each.
- IX. True accounts shall be kept of all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Company and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Company for the time being in force, the accounts shall be open to the inspection of the Members. Once at least in every year, the accounts of the Company shall be examined and the correctness of the Balance Sheet and the Income and Expenditure Account ascertained by one or more properly qualified Auditor or Auditors.
- X. If upon a winding up or dissolution of the Company, there remains, after the satisfaction of all the debts and liabilities, any property whatsoever, the same shall not be distributed amongst the Members of the Company but shall be given or transferred to such other Company having objects similar to the objects of the Company, to be determined by the Members of the Company at or before the time of dissolution or in default thereof by the High Court of Judicature that has or may acquire jurisdiction in the matter.

We, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association:

Sl. No.	Name, father's / husbands' name, address and occupation		No. of Shares Subscribed	Signature
1	Krishnan Kaniyan Parambil S/o. Kittu (Late) Minister of Agriculture Government of Kerala Secretariat, Thiruvanthapuram	Social Service	One	Sd/-
2	P K Sivanandan S/o. Shri. P.K.Kunjappan(Late) Agricultural Production Commissioner, Government of Kerala Secretariat, Thiruvanthapuram	Government Service	One	Sd/-

3.	P.K. Mohanty S/o. Sri. Prafulla Kr. Mohanty Secretary (Agriculture) Government of Kerala Secretariat Thiruvananthapuram	Government Service	One	Sd/-
4.	V.S. Senthil S/o. V. Shanmugham Secretary (Finance Expenditure) Government of Kerala Secretariat Thiruvananthapuram	Government Service	One	Sd/-
5.	D. Saratchandran S/o. Sri. K. Devarajan Special Secretary (Law) Incharge of Secretary to Government, Law Department, Government of Kerala Secretariat Thiruvananthapuram	Government Service	One	Sd/-
6.	L. Sundaresan S/o. S. Lakshmanam Director of Agriculture Government of Kerala Vikas Bhawan Thiruvananthapuram	Government Service	One	Sd/-
7.	P.K. Kesavan S/o. P.K.U. Nambiar Programme Director Kerala Horticulture Development Programme PDR Bhawan, Foreshore Road COCHIN - 16	Government Service	One	Sd/-

Dated this 10th day of January 2001

Witness to the above signatures:

SD/-  
P.P. ZIBI JOSE  
S/O. P.C. PATHROSE  
COMPANY SECRETARY  
61/2939, 'TENROSE', S.R.M ROAD, KOCHI — 682 018  
C.P. No. 1222

**ARTICLES OF ASSOCIATION  
OF  
VEGETABLE AND FRUIT PROMOTION  
COUNCIL KERALAM**

**DEFINITIONS**

1. In these Articles, unless there be something in the subject or context inconsistent therewith:
  - "Council"** means the Company called **"VEGETABLE AND FRUIT PROMOTION COUNCIL KERALAM"**
  - "Member"** means a Member of the Council for the time being
  - "General Meeting"** means a General Meeting of the Members.
  - "Chairperson"** means the Chairperson of the Council for the time being and shall always be the person occupying the position of Minister of Agriculture.
  - "CEO"** means Chief Executive Officer of the Council appointed by the Government of Kerala.
  - "Board"** means the Board of Directors of the Council for the time being constituted under these Articles.
  - "Secretary"** means a Secretary to the Council for the time being and includes any person acting as such or appointed to perform the duties of the Secretary temporarily.
  - "Government"** means the Union or State Government as the case may be.
  - "Year"** means the Financial year.

**"KHDP"** means Kerala Horticultural Development Programme set up by Government of Kerala vide the Government Order No.GO (MS) No.237/92/AD dated 28.08.1992 with the assistance of the European Union and includes its successors or assigners as may be constituted by any enactment of law or other statutory orders of Government.

**"The Act"** means the Indian Companies Act, 1956 including any amendments thereto.

**"Farmers"** means any person who cultivates fruits and/or vegetables coming under purview of small and Marginal farmers as per the norms fixed by the Central/State Govt. /RBI /Other Govt. Agencies from time to time and is a member of the SHG and has been allotted a code number by KHDP or the Council.

**"SHG"** means Self Help Group of farmers in different locations of Kerala set up by the KHDP or by the Council having a code number provided by KHDP/Council and functioning for at least three months.

### **SHARE CAPITAL**

2. The Authorised Share Capital of the Company is Rs.1,00,00,000/ (Rupees One Crore Only) divided into 10,000/ (Ten Thousand) Equity Shares of Rs.1,000/ (Rupees One Thousand Only) each, which may be increased or reduced in accordance with the provisions of the Companies Act, 1956.

### **MEMBERS OF THE COUNCIL**

3. The membership of the Council is restricted as follows:-
  - i) Not less than 50% To SHGs who may nominate one representative each to the Council meetings.
  - ii) Not more than 30% To Government of Kerala.
  - iii) Not more than 20% To Banks, Research Institutions, Trade Associations, Marketing Agencies etc. directly related to the activities of the Council who may nominate one representative each to the Council meeting.

No member in the category (i) and (iii) above can hold more than 1% of the paid up capital of the Company.

The above shareholding pattern will be applicable immediately after the incorporation of the Council and the subscribers to the Memorandum and Articles of Association may hold their subscription of shares at the time of incorporation of the Company exclusive of the above shareholding pattern.

The Council Membership will be kept open only during the months of January and February of every year.

4. The number of members of the Council shall be unlimited subject to the Authorised Capital of the Company, but the Board may from time to time whenever the Company or the business of the Company requires it fix a minimum or maximum.
5. The subscribers to the Memorandum shall also be members of the Council.
6. Further, the Board may draw up procedures from time to time:

- a) As may be necessary generally for admission as members of the Council except in the case of persons nominated by the Board/Government be persons, firms, joint stock companies, or other corporations engaged in the promotion and production of Agriculture/Horticulture produce and products.
- b) Specifying the period for which they shall be continued as Members and
- c) Specifying the circumstances in which a member shall cease to be a member
- d) for disqualifying for membership

#### **REGISTER OF MEMBERS**

7. A Register of Members shall be kept in which shall be set forth:
  - a) the name and address and the occupation, if any, of each member.
  - b) the date at which each member was entered in the Register as a member; and
  - c) the date at which any member ceased to be a member

#### **TRANSFER OF SHARES**

8. Transfers of shares shall be governed by the provisions of the Companies Act subject to the condition that the transferee shall also be an eligible person by these Articles

#### **BUY BACK OF SHARES**

9. Subject to the provisions of the Companies Act, the Council may buy back the shares of the Council.

#### **BOARD OF DIRECTORS**

10. The Board of Directors shall consist of not less than six and not more than Twelve members as follows :

**A. Not more than four persons nominated by Government of Kerala from among:**

Chairman 1. The Minister for Agriculture

Government of Kerala

CEO 2. To be appointed by Government of Kerala

Members 3. To be nominated by Government of Kerala

4. To be nominated by Government of Kerala

**B. Not more than four persons elected from the members as mentioned in Articles 3(i) of which at least one shall be a woman .**

**C. Not more than three persons from the following categories may be nominated by the Board:**

1. Representatives of participating banks on rotation.
2. Representative from national agency on horticulture sector.
3. Director of Agriculture, Department of Agriculture, Government of Kerala

The members of the Board representing as per Articles 10 (A) and (C) will occupy their position as Director as long as they continue in their official positions as above. The members will automatically cease to be Directors on relinquishment of their respective official positions.

D. A person nominated by European Union.

11. At the time of the adoption of these Articles the following constitute the first Directors of the Company:

1. Minister for Agriculture, Government of Kerala
2. Agricultural Production Commissioner
3. Secretary Finance
4. Programme Director, KHDP

Nominated Directors as per Clause 10A & C are not liable to retire by rotation. All the other Directors will retire as per the provisions of the Companies Act.

12. At the first Annual General Meeting of the Company the former Directors will be elected by the members. Nomination Papers for election as Directors representing SHGs and others should be forwarded to the Company at least 21 days prior to the holding of the Annual General Meeting proposed and seconded by a minimum of 25 members each of the Council. Election of Directors shall always be done by Ballot.
13. A retiring Member of the Committee shall be eligible for re election.
14. The Council at the General Meeting at which a Member of the Board retires in the manner aforesaid may fill up the vacated office by electing a person thereto.
15. If at any meeting at which an election of members for the Board ought to take place, the places of the vacating members of the Board are not filled up, the meeting shall stand adjourned till the same day in the next week at the same time and place, and if at the adjourned meeting the places of the vacating members of the Board are not filled up, the vacating Members of the Board or such of them as have not had their places filled up shall be deemed to have been re elected at the adjourned meeting.
16. If a Member of the Board desires to go out of India for a period exceeding three months at any one time, he/she shall intimate to the Secretary the date of expected departure from India and the date of expected return to India and shall obtain the leave of the Board. The Board may fill up a temporary vacancy so caused by co opting another Member from among Members of the Council.
17. The Office of a Member of the Board shall ipso facto be vacated if:
  - a) he/she becomes of unsound mind or becomes bankrupt or insolvent or suspends payment or compounds with his/her creditors;
  - b) he/she or any firm of which he/she a partner or a private company of which he/she is a Director, without the sanction of the Council accepts or holds any office of profit under the Council, other than that of a Legal Adviser or a Banker; or
  - c) he/she is convicted of a criminal offence under the Indian Penal Code involving moral turpitude; or
  - d) he/she or the firm, Joint Stock Company or Corporation of which he/she is the representative in the Committee ceases to be a member of the Council.
  - e) if he/she has defaulted/suspended any payments due to the Council in the ordinary course.

### **PROCEEDINGS OF THE BOARD**

18. The Chairperson of the Council and in his absence one of the Directors nominated by him/ her shall preside over the meetings of the Board and the General meetings of the Council.
19. The Board shall meet at such times as they may deem advisable, and may make such regulations as they think proper as to the summoning and holding of the meetings of the Committee, and for the transaction of business at such meetings. The record of their proceedings shall be open for examination to the members, subject to such regulations, as the Committee may from time to time deem expedient.
20. Each member of the Board shall have one vote and in the event of an equality of votes the Chairperson shall have a casting vote.

### **RESOLUTION BY CIRCULATION**

21.
  - i) Any business which it may be necessary for the Board to transact may be carried out by circulation of paper among all its members and any resolution so circulated and approved by the majority of such members signing shall be so effectual and binding as if the resolution had been passed at a meeting of the Board.
  - ii) When any business is so referred to the Members of the Board by circulation, a period of not less than seven clear days shall be allowed for the receipt of replies from such Members, such period being reckoned from the date on which the notice of the business is issued.
  - iii) If a resolution is circulated, the results of the circulation shall be communicated to all members of the Board present in India and recorded in the minutes of the next meeting of the Board.

### **POWERS OF THE BOARD**

22. The Board shall be the managing body of the Council and in addition to the powers and authorities by statute or by these Articles expressly conferred upon them may exercise all such powers and do all such acts and things as shall be by statute or by these Articles of Association directed or authorised to be done by the Council as a company limited by guarantee, and which are not by these Articles or by statute expressly directed to be done by the Council in General Meeting.
23. No remuneration other than out of pocket travelling expenses computed according to the rules made by the Council shall be paid to any member of the Board for attending the meetings of the Board.

### **POWERS OF THE CHIEF EXECUTIVE OFFICER**

24. The Chief Executive Officer shall have all the powers, subject to the supervision, control and direction of the Board, for the management of the whole of the activities of the Company and of all its affairs and shall exercise all powers and perform all duties, in relation to the management of the affairs and transactions of the Company, except such powers and such duties as are required by law or by these presents to be exercised or done by the Company in General Meeting or by the Board of Directors and also subject to such conditions or restrictions imposed by the Act or by these presents.

## **QUALIFICATIONS OF THE CHIEF EXECUTIVE OFFICER**

25. The Chief Executive Officer of the Council shall be professionally qualified in Horticulture/ Agriculture/Rural Development, Agricultural Financing with experience in implementation of Developmental Projects. The tenure of appointment of the CEO is five years which is extendable by one more term.

## **APPOINTMENT OF SECRETARY**

26. The Council may appoint a Secretary to the Council on such terms and conditions as fixed by the Board and he/she will be assigned duties and responsibilities as determined by the Board from time to time in addition to his/her statutory duties as Secretary.
27. The Board may, in respect of the Secretary and other employees of the Council, make by laws to regulate:
- a) the conditions of service
  - b) appointment, promotion and disciplinary action including termination of services
  - c) the grant of pay, leave, allowances, gratuities, and compassionate allowances
  - d) the payment of travelling allowances; and
  - e) the establishment and maintenance of a Provident Fund. Provided that the grant of leave and allowances to Government employees whose services have been lent or transferred to the Council shall be decided with the previous approval of the Government competent to sanction his/her transfer to the services of the Council.

## **GENERAL MEETINGS**

28. The General Meeting of the Council shall be held at least once a year, being the Annual General Meeting. The Board may direct the Secretary to call other meetings as and when considered necessary by them or under these Articles.
29. The principal business of an Annual General Meeting shall be to receive and pass the report of the proceedings of the Board and also the report and accounts for the preceding financial period, to elect new members of the Board, to appoint auditors and to fix their remuneration and to consider or transact any business which under these Articles ought to be transacted at an Annual General Meeting.
30. If one tenth of all the members, requisition in writing addressed to the Board and setting forth the reasons therefore to call for a meeting of the Council, the Board shall, within ten days of the receipt of the requisition, issue notice convening a meeting of the Council. Such requisitioned meeting shall be known as Extra ordinary General Meeting.
31. 1) A General meeting of the Council may be called by giving not less than twenty one days notice in writing.
- 2) Every notice shall specify the place and the day and hour of the meeting and shall contain a statement of the business to be transacted in the meeting.
- 3) Notice of every meeting of the Council shall be given:
- i) to every member of the Council and
  - ii) to Board Members for the time being of the Council.

- 4) The accidental omission to give notice to, or the non receipt of notice by, any member or other person to whom it should be given, shall not invalidate the proceedings of the meeting.
32. No remuneration or allowance of any kind shall be paid to any Member for attending any meetings of the Council.

#### NOTICES

33. A document may be served by the Company on any members thereof either personally, or by sending it by post to him/her to his registered address, or if he/she has no registered address in India, to the address if any, within India supplied by him/her to the Company for the giving of notice and serving of documents on him/her.

#### PROCEEDINGS AT MEETINGS OF THE COUNCIL

34. No business shall be transacted at any meeting unless a quorum of twenty five members is present at the commencement of the business and if no such quorum is present within half an hour from the time appointed for the commencement of the meeting, the meeting shall be adjourned to next week on the same day same time, same place and the members present in that meeting shall constitute the quorum.
35. At any meeting a resolution put to the vote of the Meeting shall be decided by a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairperson or by at least five members and unless a poll is so demanded a declaration by the Chair person that the resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book of the proceedings of the meetings of the Council shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
36. The Chairperson of a Meeting may, with the consent of the Meeting, adjourn the same from time to time and place to place; but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

#### VOTES OF MEMBERS

37. In the meetings of the Council every member present shall be entitled to one vote and in the event of a tie, the Chairperson shall be entitled to exercise a casting vote.
38. No person other than a member shall be entitled to vote the meeting of the Council; provided that a person, firm, joint stock company or corporation being a member shall nominate in writing a person to represent him/it, at a meeting or meetings of the Council and to vote on his/its behalf.

#### MINUTES

39. The minutes of the proceedings of the meetings of the Council and of the Board shall be regularly and properly recorded and maintained and it shall be signed by the Chair person of the same meeting of the Council or the Board as the case may be or the Chair person of the next meeting. Copies of the minutes of the Board shall be circulated to the Members of the Board within 14 days of the meeting, and any objection made by any member shall be recorded and placed before the next meeting of Board.

## BOOKS AND DOCUMENTS

40. The Board shall cause to be kept proper books of Account with respect to:
- a) all sums of money received and expended by the Council and the matters in respect of which the receipt and expenditure takes place
  - b) all sales and purchases of goods by the Council
  - c) the assets and liabilities of the Council

The books of account shall be kept at the Registered Office of the Council or at such other place as the Board think fit, and shall be open to inspection by the Members of the Board during office hours.

41. 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 Council or any of them shall be open to the inspection of the Members not being Members of the Board and no Member (not being a Member of the Board) shall have any right to inspect any Account or book or document of the Council except as conferred by law or authorised by the Board or by resolution of the Council in General Meeting.

Provided that the Accounts and books of the Council shall be open for inspection by an officer duly authorised in this behalf by the Union Government for ascertaining or verifying the income and expenditure of the Council or for such other purposes as may by agreement between the Council and the Union Government be specified in this regard.

42. i) At all Annual General Meetings the Board shall lay before the Members a Balance Sheet, and an Income and Expenditure Account made up to a date not earlier than the date of the meeting by more than nine months.
- ii) The said Balance Sheet be in the form given in Schedule VI to the Companies Act, 1956, or as near thereto as circumstances permit.
- iii) The Income and Expenditure Account shall in addition to the matters referred to in Sub sections (2),(3) and (4) of Section 210 of the Companies Act, 1956 show arranged under the most convenient heads the amount of gross income distinguishing the several sources from which it has been derived, and the amount of gross expenditure, distinguishing the expenses of the establishment salaries and other like matters. Every item of expenditure fairly chargeable against the years income shall be brought into account, so that just balance of profit and loss may be laid before the meeting. In cases where any item of expenditure which may in fairness be distributed over several years has been incurred in any one year, the whole amount of such item shall be stated, and further the reason why only a portion of such expenditure is charged against the income of the year shall be stated, unless the Members of the Council in General Meeting shall determine otherwise.
- iv) The Auditors report shall be attached to the Balance Sheet and Income and Expenditure Account or there shall be inserted at the foot thereof a reference to the report, and the report shall be read before the Members in general meeting and shall be open to inspection by any member.

43. Every such Balance Sheet and Income and Expenditure Account shall be accompanied by a Report of the Committee as to the state and conditions of the Council such report being in

addition and separate from the report specified under Article 25 thereof and the Account, Report and Balance Sheet shall be signed by the Chair person on behalf of the Committee.

44. A printed copy of such Income and Expenditure Account and Balance Sheet as audited together with the report of the Auditors and Board shall at least 21 days previous to the meeting be sent to the registered address of every Member and a copy shall also be deposited at the office for the inspection of Members during a period of at least 21 days before the meeting.

#### **ACCOUNTS AND AUDIT**

- 4J. The Accounts of the Council shall be audited every year by a qualified Chartered Accountant of good reputation appointed in this behalf by the Council
46. The remuneration of the Auditors shall be fixed by the Council at a General Meeting.
47. The Auditors shall have the right of access at all time to the books of Account of the Council and Shall be entitled to require from the Board or the Officers of the Council such information and explanation as may be necessary for the due performance of their duties as Auditors.
48. The Auditors shall make report to the Members on the Accounts examined by them and on every Balance Sheet and Income and Expenditure Account laid before the Members in Annual General Meeting during their tenure of office and the report shall state:
- i) Whether or not they have obtained all the information and explanations they have required; and
  - ii) Whether or not in their opinion the Balance Sheet and the Income and Expenditure Account referred to in the report are drawn up in conformity with the law; and
  - iii) Whether or not such Balance Sheet exhibits a true and correct view of state of affairs of the Council according to the best of their information and explanations given to them, and as shown by the Books of the Council; and
  - iv) Whether in their opinion books of account have been kept by the Council as required by Section 209 of the Companies Act, 1956.
49. The Auditors shall be entitled to receive notice of and to attend any General Meeting of the Council at which any Accounts which have been examined or reported on by them are to be laid before the Members and may make any statement or explanation they desire with respect to the Accounts.
50. Every Account of the Council when audited and approved by the General Meeting shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within that period the Account shall forthwith be corrected and henceforth shall be conclusive.

#### **SEAL**

51. The Board shall provide a common seal for the Council. The seal shall be deposited with the Secretary and shall never be affixed to any document except in the presence of any two Members of the Board and in pursuance of a resolution of the Board.
52. Deeds, Bonds and other contracts under Seal made on behalf of the Council, sealed with the common seal of the Council and signed by any two Members of the Board and countersigned by the Secretary shall be deemed to be duly executed.

## MODIFICATION TO ARTICLES

53. Any change or alteration or modification shall be made in any of the Articles only after compliance of the provisions of the Companies Act.

Sl. No.	Name, father's / husbands' name, address and occupation	Signature
1.	Krishnan Kaniyan Parambil S/o. Kittu Minister for Agriculture, Government of Kerala Secretariat, Thiruvananthapuram	Sd/-
2.	P.K. Sivanandan S/o. Shri. P.K.Kunjappan (Late) Agricultural Production Commissioner Government of Kerala Secretariat, Thiruvananthapuram	Sd/-
3.	P.K. Mohanty S/o. Sri. Prafulla Kr. Mohanty Secretary (Agriculture), Government of Kerala Secretariat, Thiruvananthapuram	Sd/-
4.	V.S. Senthil S/o. V. Shanmugham Secretary (Finance Expenditure) Government of Kerala Secretariat, Thiruvananthapuram	Sd/-
5.	D. Saratchandran S/o. Sri. K. Devarajan (Late) Special Secretary (Law) Incharge of Secretary to Government (Law) Government of Kerala Secretariat, Thiruvananthapuram	Sd/-
6.	L. Sundaresan S/o. S. Lakshmanam Director of Agriculture, Government of Kerala Secretariat, Thiruvananthapuram	Sd/-
7.	P.K. Kesavan S/o. P.K.U. Nambiar Programme Director Kerala Horticulture Development Programme PDR Bhavan, Foreshore Road, COCHIN — 16	Sd/-

Dated at Ernakulam on 10th January 2001

Witness to the above signatures:

SD/-  
P.P. ZIBI JOSE  
S/O. P.C.PATHROSE  
COMPANY  
SECRETARY  
61/2939, 'TENROSE', S.R.M.ROAD, KOCHI - 682 018