

MEMORANDUM OF ASSOCIATION  
AND  
ARTICLES OF ASSOCIATION

A company not for  
profit under Section 25 of  
the Companies Act. 1956

National Minorities Development & Finance Corporation  
(A Govt. Undertaking, Ministry of Minority Affairs)

(A Company Limited by Shares not for Profit under  
Section 25 of the Companies Act, 1956)

**MEMORANDUM OF ASSOCIATION OF  
NATIONAL MINORITIES DEVELOPMENT  
AND FINANCE CORPORATION**

- I. The name of the Company is NATIONAL MINORITIES DEVELOPMENT AND FINANCE CORPORATION

**II.** The REGISTERED OFFICE of the Company will be situated within or on the outskirts of the Union Territory of Delhi.

**III (A) MAIN OBJECTS**

The main objects to be pursued by the Company on its incorporation are :

- (i) To promote economic and developmental activities for the benefit of "backward sections" amongst the minorities, preference being given to the occupational groups and women:
- (ii) To assist, 'subject to such income and/or economic criteria as may be prescribed by the Govt. from time to time, individuals or groups of individuals belonging to the minorities by way of loans and advances for economically and financially viable schemes and projects; under micro financing scheme, group of individuals belonging to the minorities will include such groups in which predominantly (75% and above) members belongs to minority community, In very exceptional cases this may include those group also where up to 60% members belong to minority community provided other members belong to Weaker sections including scheduled castes/scheduled tribes, other backward classes and disabled. (as per the EGM held on 1-11-99 & CG approval vide letter 3/17/T-1!2000/D/8278 dt. 9.2.2000).
- (iii) To promote self-employment and other ventures for the benefits of minorities
- (iv) To grant loans and advances at such rates of interest as may be determined form time to time in accordance with the guidelines or schemes prescribed by the Central Government or by the Reserve Bank of India;

- (v) To extend loans and advances to the eligible members belonging to the minorities for pursuing general/professional/technical education or training at graduate and higher levels;
- (vi) To assist in the up gradation of technical and entrepreneurial skills of minorities for proper and efficient management of production units.
- (vii) To assist the Central & State/UT level organizations dealing with the development of the minorities by way of providing financial assistance or equity contribution and in obtaining commercial funding or by way of refinancing;
- (viii) To work as an apex institution for coordinating and monitoring the work of all corporations/boards/other bodies set up by the state government/Union Territory Administrations for, or given the responsibility of assisting the minorities for their economic development; and
- (ix) To help in furthering the Government policies and programmes for the development of minorities.

**(B) ANCILLARY OBJECTS**

**The Objects incidental or ancillary to the attainment of the Main Objects are :**

- i. To procure all pre-requisites for attainment of above objects from inside or outside the country or both as the corporation may deem fit ;
- ii. To undertake financial and commercial obligations, transactions and operations c 11 kinds connected with the attainment of such pre- requisites ;
- iii. To establish branches, offices or agencies of the Corporation at any place in India and to discontinue the same ;

- iv. To "remote and establish such government organizations, advisory boards and other suitable bodies in the different States as well as Union Territories as may be deemed. Necessary in carrying out the foresaid effectively;
- v. To invest the moneys of the Company, not immediately required, in such manner, other than ill the share of the company as from time to time may be determined;

Provided that the company shall be support with its funds, or Endeavour 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.

- Vi Any investment in equity of any Central & State/UT Organisations incorporated/formed with the main objects similar to the objects of the Corporation.;

**(C) OTHER OBJECTS: NIL**

- (iv) The objects of the company extend to whole of India.
- (v)
  - 1) The income and property of the Company, whosoever derived, shall be applied solely for the promotion of its objects as set forth in this Memorandum.
  - 2) No portion of the income or property aforesaid shall be paid or transferred by way of dividend, bonus or otherwise to members of the Company. This will be no bar to payment of reasonable compensation to members as per decision of the Board.

- 3) Except with the previous approval of the Central Government no remuneration or other benefit. in money or money's worth shall be given by the company to any of its members, whether officers or servants 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) Except with the previous approval of the Central Government no member shall be appointed to any office under the company which is remunerated by salary, fees or in any other manner not excepted by sub-clause (3).
- 5) Nothing in this clause shall prevent the payment by the company in good faith of reasonable remuneration to any of its officers or servant (not being members) or to any other person (not being a member) in return for any services actually rendered to the company.

VI) No alteration shall be made to this Memorandum of Association or to the Articles of Association of the Company which are for the time being in force, unless the alteration has been previously submitted to and approved by the Central Government.

VII) The liability of the members is limited.

"The Authorized Share Capital of the company is Rs. 3000,00,00,000/- (Rupees Three Thousand Crores only) divided into 3,00,00,000/- (Three Crores only) 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, submit to any reasonable restrictions, the account 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 accounts ascertained by one or more properly qualified auditor or auditors.
- X) If upon binding-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 the Central Government or 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.
- XI) We, the several persons whose names, addresses and descriptions are subscribed hereto are desirous of being formed into a company not for profit 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.

<b>S. N O.</b>	<b>Name, address description and occupation of Subscriber</b>	<b>No. of equity Shares</b>	<b>Signature of Subscriber</b>	<b>Name, address description and Occupation of witnesses and their signature</b>
1	President of India represented by Mata Prasad S/o. Shri Bali Secretary, Ministry of Welfare. Shastri Bhawan, New Delhi.	Five (5)	Sd/-	I witness the signatures of all subscribers who have signed before me.

2	Sh. M.S. Pandit S/o Late M. M. Pandit Joint Secy., Govt. of India, Min. of Welfare, Shastri Bhawan, New Delhi	One (1)	Sd/-	Sd/- (S.M. Yamin Qureshi) FCA- 81750
3	Uttar Pradesh Alp Sankhyak Vittiya Avam Vikas Nigam Ltd., represented by its Shri Rai Singh S/o. Late Dr. Mohinder Singh	Six (6)	Sd/-	S/o Late Sh. Basheer Ahmed
4	Bihar State Minorities Financial Corporation Ltd. Patna, represented by its Managing Director, Shri M.Q. Azam S/o. S. Wajahat Hussain	Four (4)	Sd/-	Faruqui and Company
5	The Kamataka Minorities Development Corporation, represented by its Managing Director, Shri D.N. Nayak S/o."Narayan Nayak	Four (4)	Sd/-	211, Delhi chamber, Delhi Gate, New Delhi 110002
6	Andhra Pradesh State Minorities Finance Corporation Ltd., represented by its Managing Director, . Shri Lalq Ali Khan S/o. Late Md. Fareed Khan	Four (4)	Sd/-	
	<b>Total</b>	<b>Twenty Four</b>	<b>(24)</b>	



Date : 30.09.1994

Place : New Delhi

(A Company Limited by Shares not for Profit under Section  
25 of the Companies Act, 1956)

## **ARTICLES OF ASSOCIATION OF NATIONAL MINORITIES DEVELOPMENT AND FINANCE CORPORATION**

### **I. Interpretations**

1. In the interpretation of Memorandum and Articles, the following words and expressions shall have the following meanings, unless repugnant to the subject or context:

"The Company" means National Minorities Development and Finance Corporation.

"The Act" or "the said Act" means the Companies Act 1956 (1 of 1956) as may be in force from time to time and includes all rules made there under.

"The Office" means the Registered Office of the Company.

"The Central Government" in the context of Section 25 of the Companies Act 1956 means the Regional Director, Northern Region, Kanpur, Department of Company Affairs, Government of India.

"The Government" Means the Government of India.

"President" means the President of India.

"Minorities" means those communities that are notified as such by the Central Govt. under the National Minorities Commission Act, 1992 or, in the context of states/UTs, those communities that are notified as such by the respective State Governments/UT Administrations.

"Eligible Minorities" mean members of the minorities eligible for the benefits and assistance extended by the Company in terms of any guidelines, rules or instructions framed by the Government from time to time.

"Backward among the Minorities" means such members of the Minorities who are backward in terms of such economic or income criteria as may be fixed by the Government from time to time.

"Channelizing Agency" means the State level Minorities Finance and Development Corporations or any other State Corporation nominated by the respective State Governments/Union Territory Administrations for routing the funds/benefits/assistance of the Company to one or more members of Minorities.

"The Director" means the Directors for the time being of the Company.

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

"Capital", means the capital for the time being raised or authorized to be raised for the purpose of the Company.

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

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

"The Register" means the register of members to be kept pursuant to the Act.

"Seal" means the Common Seal for the time being of the Company.

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

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

Words importing the masculine gender also include the feminine gender.

#### **EXPRESSIONS IN THE ACT TO BEAR THE SAME MEANING IN ARTICLES**

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

#### **COMPANY TO BE A GOVERNMENT COMPANY**

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

#### **TABLE 'A' TO APPLY EXCEPT OTHERWISE PROVIDED**

3. The regulations contained in Table' A' in the First Schedule to the Act shall apply except insofar as they have been specially excluded by/or under these Articles.
4. The Company will be a Private Company and accordingly:
  - a. The number of members of the Company and for time being (exclusive of persons who are in the employment of the Company, persons who have been formerly in the employment of the company, were its members while in such employment, and have continued, and after such employment ceased to be members of the Company) is not to exceed fifty but when two or more persons hold one or more shares in the Company jointly, they shall for the purpose of this paragraph be treated as a single member.
  - b. any invitation to the public to subscribe for any shares in or debentures of the Company is hereby prohibited.
  - c. The right to transfer of shares shall be restricted as hereinafter provided.

## **COMP ANY TO BE GOVERNED BY THESE ARTICLES**

5. The management of the Company will be as per these articles.

## **II) SHARE CAPITAL**

### **CAPITAL**

6. The Authorized Share Capital of the company is Rs. 3000,00,00,000/- (Rupees Three Thousand Crores only) divided into 3,00,00,000/- (Three Crores only) equity Shares of Rs. 1,000/- (Rupees One Thousand only) each.

### **COMPANY'S SHARE TO BE PURCHASED**

7. No. part of the funds of the company shall be employed in the purchase of or in giving loans upon the security of the Company's shares. No share shall be transferred by any holder without prior consent of the Government but this restriction shall not apply to transfers in favour of nominees of the Government.

### **ALLOTMENT OF SHARE**

8. Subject to provisions of the Act and these Articles and to the directions of the president, the shares shall be under the control of the Board of Directors who may allot or otherwise dispose of the same to such persons on such terms and conditions as it may think fit. The Board shall have full discretion to fix the amount of each sum called in respect of a share and to determine the interval between two calls.

### **SHARE CERTIFICATE**

- 9 (a) Every person whose name is entered as a member in the register of members shall be entitled to receive within three months after allotment or within two months of the application for registration of transfer (or within such other periods as the conditions of issue shall provide) one certificate for all his shares without payment. Several certificates, each for one or more of his shares, upon payment of one rupee for every certificate after the first.

(b) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid up thereon.

#### **ISSUE OF NEW SHARE**

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

#### **TRANSFER AND TRANSMISSION OF SHARES**

- 11 The right of members to transfer their shares shall be restricted as follows:
- a) A share can be transferred only to a person approved by the President;
  - b) No fee need be charged for transfer, this being restricted to Government nominees; and
  - c) A notification would be issued by the Company Secretary or other authorized representative of the Company whenever the share transfer takes place on the basis of above.

### **III. ALTERATION OF CAPITAL**

#### **POWER TO INCREASE CAPITAL**

- 12 Subject to the approval of the Central Government, Board may, with the sanction of the Company in a general meeting increase the share capital by such sum, to be divided into shares of such amount, as the resolutions shall prescribe.

#### **ON WHAT CONDITIONS NEW SHARES MAY BE ISSUED**

- 13 Subject to such directions as may be issued by the President in this behalf, new shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the general meeting resolving upon the creation there of shall direct and if no direction be given as the Board shall determine.

## **HOW FAR NEW SHARES TO RANK WITH SHARES IN ORIGINAL CAPITAL**

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

## **REDUCTION OF CAPITAL ETC.**

- 15 Subject to the provisions or sections 100 to 104 of the Act, and to such directions as may be issued by the President in this behalf the company may, from time to time by special resolution reduce its capital by paying off capital or cancelling capital, which has been lost or is unrepresented by available assets, or is superfluous, or by reducing the liability on the shares or otherwise as may seem expedient and capital may be paid off upon the Tooting that it may be called up again or otherwise, and the Board may, subject to the provisions of the Act, accept surrender of shares.

## **SUBDIVISION AND CONSOLIDATIONS OF SHARES**

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

## **IV POWER TO RAISE FUNDS**

### **POWER TO BORROW**

- 17 Subject to the Provisions of Section 58A and 292 of the Act and subject to the maximum limits as may be imposed by the Board, from time to time, the Company may receive grants,

borrow or secure moneys on such terms and conditions and from such sources as determined by the Board, for advancing the objectives of the Company.

### **SECURITIES MAY ASSIGNABLE FREE FROM EQUITIES**

- 18 Debentures, debentures stock, bonds or other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued

### **ISSUE AT DISCOUNT OR WITH SPECIAL PRIVILEGES**

19. Subject to such directions as may be issued by President in this behalf and subject to section 76 of the Act, any debentures, debentures stock, bonds or other securities may be issued at a discount. Premium or otherwise and with any special privileges as to redemption, surrender, drawings, allotment of share, appointment of Directors and otherwise.

### **PERONS NOT TO HAVE PRIORITY OVER ANY PRIOR CHARGE**

20. Whenever any uncalled capital of the Company is charged, all persons taking any subsequent charges thereon shall take the same subject to such prior charge and shall not be entitled, by notice to the share holders or otherwise also obtain over such prior charge.

## **V. GENERAL MEETING**

### **GENERAL MEETING**

21. The company shall, in each year, hold, in addition to any other meeting, a General Meeting as its Annual General Meeting. Not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next.

The first Annual General Meeting of the company shall be held within eighteen months from the date of its incorporation and, thereafter, subject to the provisions of section 166 read with section 210 of the Act, the Annual General Meeting of the Company shall be held within 6 months after the expiry of each financial year.

## **EXTRAORDINARY MEETING**

22. All general meetings other than Annual General Meetings shall be called “Extraordinary General Meetings”.

## **BOARD TO CALL EXTRAORDINARY MEETING**

23. The Board may call an Extraordinary General Meeting whenever it thinks fit.

## **EXTRAORDINARY MEETING ON REQUISITION**

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

## **WHEN REQUISITIONISTS CAN HOLD EXTRAORDINARY MEETINGS**

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

## **NOTICE OF MEETING**

26. At least seven days notice specifying the place, the day and the hour of meeting and in the case of special business, the general nature of such business accompanied by an explanatory statement under section 173 of the Act, shall be given in the manner hereinafter mentioned and as required by section 172 of the Act to such members as are entitled in law to receive notice from the company.



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

## **VI PROCEEDINGS OF GENERAL MEETING**

### **BUSINESS OF GENERAL MEETINGS**

27. The business of an Annual General Meeting shall be to receive and consider the income and expenditure account, the balance sheet and the report of the Board and of the auditor, and to transact any other business which under these Articles ought to be transacted at Annual General Meeting. All other business transacted at such meetings and all business transacted at an Extraordinary General Meeting shall be deemed special.

### **QUORUM**

28. Two members present in person of whom one shall be a representative of the President shall be a Quorum for a general meeting.

### **RIGHT OF PRESIDENT TO APPOINT ANY PERSON AS HIS REPRESENTATIVE**

- 29 (1). The President, so long as he is a share holder of the Company may, from time to time, appoint one or more persons (who need not be a member or members of the Company) to represent him at all or any meetings of the Company.
- (2) Only one of the persons appointed under sub-clause (1) or this Article who is personally present at the meeting shall be deemed to be a member entitled to vote and be present in person and exercise the some rights and powers (including the right to vote by proxy) as he could exercise as a member of the Company.
- (3) The President may, from time to time, cancel any appointment made under subclause (a) of the Article and make fresh appointment.

### **CHAIRMAN OF GENERAL MEETING**

30. The Chairman of the Board or, in his absence, a Director on the Board shall be entitled to take the Chair at every general meeting.

#### **WHEN IF QUORUM NOT PRESENT MEETING TO BE DISSOLVED AND WHEN TO BE ADJOURNED**

31. If within half an hour from the time appointed for the meeting quorum is not present, the meeting if convened upon such requisition as aforesaid, shall be dissolved, but in any other case it shall adjourn to the same day in the next week at the same time and place and, if at such adjourned meeting, quorum is not present, the members present shall be a quorum and may transact the business for which the meeting was called.

#### **HOW QUESTIONS TO BE DECIDED AT MEETING**

32. Every question submitted to meeting shall be decided in the first instance by a show of hands, and in the case of an equality of votes, the Chairman shall, both on a show of hands and at a poll (if any), have casting vote in addition to the vote or votes to which he may be entitled as a member.

#### **WHAT IS TO BE DONE IN EVIDENCE OF THE PASSING OF RESOLUTION WHERE POLL NOT DEMANDED**

33. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or on the declaration of the result of the show of hands, demanded by a member present in person or proxy or by duly authorized representative, and unless a poll is so demanded a declaration by the Chairman that resolution has, on a show of hands, been carried unanimously or by a particular majority or lost. An entry to that effect in the book of proceedings of the company shall be conclusive evidence of the fact without proof of the number or proposition of the votes recorded in favour of or against that resolution.

## **POLL**

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

## **POWER TO ADJOURN GENERAL MEETING**

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

## **IN WHAT CASES POLL TAKEN WITHOUT ADJOURNMENT**

36. Any poll duly demanded on the election of a Chairman of the meeting or on any question of adjournment shall be taken at the meeting which adjournment.

## **BUSINESS MAY PROCEED NOT WITHSTANDING DEMAND OF POLL**

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

## **CHAIRMAN'S DECISION CONCLUSIVE**

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

## **VII VOTES OF MEMBERS**

## **VOTE OF MEMBER**

39. Upon the 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 authorized representative shall have one vote on a show of hands.

## **NO VOTING BY PROXY ON SHOW OF HANDS**

40. No member who is not personally present shall be entitled to vote on a show of hands.

## **VOTE IN RESPECT OF SHARES OF DECEASED, BANKRUPT MEMBERS**

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

## **JOINT HOLDERS**

42. Where there are joint registered holders of any share, anyone of them may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, and if more than one such joint holders be present at any meeting personally or by proxy; then one of the said persons present, whose name stands first on' the register in respect of such share, shall alone be entitled to vote in respect thereof. Several executors or Administrators of a deceased member in whose name any share stands, shall, for the purpose of this clause, be deemed to be joint holders thereof.

## **VOTE IN RESPECT OF SHARE OF MEMBERS OF UNSOUND MIND**

43. A member of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on poll, by his legal guardian.

**PROXIES PERMITTED**

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

**INSTRUMENT APPOINTING PROXY TO BE IN WRITING**

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

**INSTRUMENT APPOINTING PROXY TO BE DEPOSITED AT OFFICE**

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

**WHEN VOTE BY PROXY AUTHORITY REVOKED**

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

**FROM OF PROXY**

48. An instrument appointing a proxy may be in the following form, or in any other form which the Board shall approve:  
National Minorities Development and Finance Corporation I .....of  
.....at ..... Being a member of the National Minorities  
Development & Finance Corporation, .....hereby.....appoint  
..... As my proxy to vote for me and on my behalf at the (ordinary or extraordinary,  
as the case may be) general meeting of the company to be held on the day of .....  
and at any adjournment, there of ..... signed this ..... day of .....

**NO MEMBERS ENTITLED TO VOTE ETC. WHILE CALLS DUE TO COMPANY.**

49. No member shall be entitled to be present, or to vote on any question either personally or by proxy, or as proxy for another member, at any general meeting or upon a poll reckoned to the company in respect of any of the shares of such member.

**TIME FOR OBJECTION TO VOTE**

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

**RESOLUTION IN WRITING OF BOARD IN CERTAIN CASES TO BE EQUIVALENT TO RESOLUTION OF GENERAL MEETING.**

51. Any resolution passed by the Board notice where of shall be given to the members in the manner in which notices are hereinafter directed to be given and which shall within one month after it, shall have been so passed, be rectified and confirmed in writing by

members entitled at a poll to three fifths of the vote, shall be as valid, and effectual as a resolution of a general meeting. But this clause shall not apply to a resolution for winding up of the Company or to a resolution passed in respect of any matter which by the Act or by these Articles ought to be dealt with by a special resolution.

## VIII BOARD OF DIRECTORS

### NO. OF DIRECTORS

52. Subject to the provisions of Section 252 of the Companies Act, 1956 and until otherwise determined by the company in a General Meeting, the number of Directors shall not be less than four and not more than thirteen (As per EGM held on 26/3/96 and Central Government approval vide Lt. NO. 12-1/95-MC (Pt.) dt.10/2/98 the words Thirteen in place of Eleven inserted. The composition of Board of Directors will be, as far as possible as under:

- |   |    |
|---|----|
| (i) Nominees of State Level Minorities Development Corporation (By Rotation)<br>(As per Central Government approval vide mail approving SRN C34498428 dated-09.12.2014) | 05 |
| (ii) Representative of Financial Institutions SIDBI/NABARD  | 02 |
| (iii) Additional Secretary/ Joint Secretary, Ministry of Welfare  | 01 |
| (iv) Functional Directors not exceeding Two in number<br>(Till these posts are Filled up, the vacancies may be filled up from (i) and (iii) above.                      | 02 |
| (v) Managing Director   | 01 |
| (vi) Non-Functional and Non-official Director<br>(as per EGM held on 26/3/1996 & CG approval vide Lt. No. 12-1/ 95 MC(Pt.) dt. 10/201998, additional 2 posts created.   | 02 |

The Directors are not required to hold any qualification shares. The first Directors till the constitution of Board will be:

1. Shri MD. Shafi Pandit, Joint Secretary (Minorities) to Government of India, Ministry of Welfare.
2. Shri Surendra Mohan Kanwar, Managing Director, National Backward Classes Finance and Development Corporation.
3. Shri Raj Singh, Chairman/Managing Director, UP Alp Sankhyak Vittiya Avam Vikas Nigam Limited.
4. Shri MD. Quamar Azam, Managing Director, Bihar State Minority Financial Corporation Limited, Patna.
5. Shri D.N. Nayak, Managing Director, Karnataka State Minorities Finance Corporation Limited.
6. Shri MD. Laiq Khan, Managing Director, AP State Minorities Finance Corporation Limited

#### **APPOINTMENT OF DIRECTORS**

53. (1) The Directors shall be appointed by the President.
- (2) The president shall appoint one of the Directors to act as a Chairman of the Board of Directors. Till Chairman is appointed by the President, the Board will appoint one of its Directors to act as a Chairman. (As per Central Government approval vide mail approving SRN C34498428 dated-09.12.2014)



- (3) The non-official Directors and other part-time Directors to be appointed by rotation out of the Managing Directors of State level Minorities Corporations/State Channelizing Agencies dealing with the minorities shall have tenure of three years. The functional Directors including the managing Director shall be appointed for a period of five years. The earlier Directors including the chairman shall be eligible for reappointment. An official Director shall automatically retire on attaining the age of superannuation. The tenure of part time Government Director will be coterminous with his/her tenure in the Ministry/Department.
- (4) The President may appoint any two possessing requisite qualifications and experience of financial matters and procedures to be full-time Directors (Finance) for a period of five years on such remuneration and terms and conditions as he may think fit.
- (5) The President shall have the power to remove a Director including the Chairman at any time.
- (6) The President shall have the right to fill any vacancy in the office of a Director caused by retirement, removal, resignation, death or otherwise.

#### **REMUNERATION OF DIRECTORS**

54. (1) The remuneration of each Director shall be such fee for each meeting of the Board or of a Committee thereof attended by him as may be determined by the Board.
- (2) The Board may allow and pay to the Director who has to travel on Company's business or for the purpose of attending a meeting such sums as the Board may consider fair for travelling, boarding, lodging and other expenses in addition to his fee for attending such meeting as may be specified.

#### **IX POWER OF BOARD OF DIRECTORS**

## **GENERAL POWERS OF THE COMPANY VESTED IN BOARD**

55. (1) Subject to the provisions of the Act, the Board of directors of the Company shall be entitled to exercise all such powers, and to do all such acts and thing as the Company is authorized to exercise and do,

Providing the Board shall not exercise any power or do any act or thing which is required, by the Act or by any other Act or by Memorandum or Articles of Association of the Company in General Meeting.

Providing further that in exercising any such power or doing any such act or thing, the Board shall be subject to the provisions contained in that behalf in the Act or any other Act, or any other Act, or in the Memorandum or Articles of the Company or in the regulations not inconsistent there with and duly made there under including Regulations made by the Company and General Meeting

- (2) No regulation made by the Company in General Meeting shall invalidate any prior act of Board, which would have been validate if that regulation had not been made.
- (3) The Company shall pursue the main objects as laid down in its Memorandum of Association and shall work in close coordination with similar bodies in the State for developing a network. It shall also avoid overlapping in the disbursement of Government money on the same target Group.

## **SPECIFIC POWERS TO THE BOARD**

56. Without prejudice to the general powers conferred by the preceding Article and other powers conferred by these articles and subject to the provisions of the Act, the Board shall have the following powers.

### **To acquire property**

- (1)To purchase, take on lease or otherwise acquire for the Company, property rights or privilege which the Company is authorized to acquire at such price, and generally on such terms and conditions as it thinks fit:

### **Work of capital nature**

- (2) To authorize the undertaking of works of a capital nature, subject to the condition that a special budget involving expenditure on acquisition of fixed assets other than the replacement of existing assets and assets costing more than Rs. 50.00 lacs shall be submitted to Administrative Department for obtaining prior approval of Government.

### **To pay for property in debentures etc.**

- (3) 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 such shares may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon and any such bonds debentures or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.

### **To secure contract by Mortgage**

- (4) To secure the fulfillment of any contracts or commitments entered into by the Company by mortgage or charge and its uncalled capital for the time being or in such manner as they may think fit:

### **To create posts and appoint officers etc.**

- (5) (i) To create posts of officers and staff for the company from time to time.  
(ii) To appoint and, at their discretion, remove or suspend such officers and staff for permanent, temporary or special services as it may from time to time think fit and to determine its powers and duties and keeping in view the general guidelines issued by the Bureau of Public Enterprises on the subject and fix their salaries or emoluments and to require security in such instances and to such amount as it thinks fit.

**To appoint trustees**

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

**To bring and defend action etc.**

- (7) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers, or otherwise concerning the affairs of the company and also to compound and allow time for payment or satisfaction of any claims or demands by or against the Company.

**To refer to arbitration**

- (8) To refer any claim or demand by or against the Company to arbitration and observe and perform the awards.

**To give receipts**

- (9) To make and give receipts. Release and other discharges for money payable to the Company and for the claims and demands of the Company.

**To authorize acceptance etc.**

- (10) To determine who shall be entitled to sign on Company's behalf bills, receipts, acceptances, endorsements, cheques, release contracts and documents:

**To appoint attorneys**

- (11) To provide from time to time for the management of the affairs of the Company in such manner as it think fit, and in particular to appoint any person to be the attorney or agent of the Company (power to sub-delegate) and upon such terms as may be thought fit.

**To invest money**

- (12) To invest subject to such general or special directives, if any, given by the Government in this behalf, in securities or in any other Scheduled Bank or Banks or their subsidiaries and government companies to be specifically decided by the Board for having call deposit and opening saving/current accounts and deal with any of the money of the Company upon such investment authorized by the Memorandum of Association of the Company (not being shares in this Company) and in such manner as it thinks fit, and from time to time to vary or release such investment:

**To sell or transfer the business or property**

- (13) Subject to the provisions regarding consent of the president to sell or dispose of or transfer the business activity or property, if any of the Company or any part thereof for such consideration as the Company may deem proper and in particular for shares, debentures or securities of any other Company having objects altogether or in part similar to these of the Company.

**To execute mortgages by way of indemnity**

- (14) To execute after obtaining the previous approval of the government in the name and on behalf of the company in favour of any Director or other person who may incur or be about to incur any liability for the benefit of the Company such mortgages of the Company's property (present and future) as it thinks fit and any such mortgage may contain a power of sale and such other powers, covenants and provisions as shall be agreed upon.

### **To made bye laws**

- (15) To make, vary and repeal from time to time bye laws for the regulation of the business of the Company, its officers and servants:

### **To made contracts etc.**

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

### **To delegate powers**

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

### **SPECIFIC POWR OF BOARD**

57 Without prejudice to the generally of the above provision, the Board shall reserve for decision of the President:-

- (1) Sale, lease or disposal otherwise of the whole or substantially the whole of the undertaking of the Company.
- (2) Formation of a subsidiary Company.

### **X. APPOINTMENT OF MANAGING DIRECTOR**

58. 1) The President may appoint any person with appropriate qualification and experience (other than those who may be members of the State Legislature or Parliament) to be the Managing Director for such period and upon such terms as he may think fit, for the conduct of management of the business of the Company subject to the control and supervision of the Board of Directors.

The Managing Director so appointed may be authorized by the Board to exercise such of the powers and discretion in relation to the affairs of the Company as are specifically delegated to him by the Board and are not required to be done by the Board of Directors of the Company at the General Meeting under the Act.

2) In the absence of Managing Director on leave or otherwise, the Board may empower any other Director or any Principal officer of the Company to perform all of his functions provided that the previous approval of President shall be necessary when such absence is likely to exceed three months.

#### **XI. COMPANY SECRETARY**

59. Subject to the applicable provisions of the Act, a Company Secretary may be appointed by the Board for such time and at such remuneration and upon such conditions as it may think fit and any secretary so appointed may be removed by the Board.

#### **BOARD TO CAUSE MINUTES TO BE MADE IN BOOKS**

#### **XII. MINUTES**

60. The Directors shall cause minutes to be made in books provided for the purpose in accordance with the provisions of Section 193 of the Act:

(a) Of all appointments of officers made by the Directors.

(b) Of the names of the Directors present at each meeting of the Directors and of any committee of the Directors:

(c) Of all resolutions and proceedings at the meetings of the Company, and of the Directors, and of the committees of the Directors: and every Director present at any meeting of Directors of committee of Directors shall sign his name in a book to be kept for that purpose.

### **XIII SEAL**

61. The seal shall not be affixed to any instrument (other than a Share Certificate) except by the authority of a resolution of the Board of Directors and in the presence of one Director at the least provided, however, the Board of Director may authorize by resolution the Managing Director or any other Director to affix the seal on any instrument (other than a share certificate) whenever it is legally required. In the case of Share Certificate the seal shall be affixed in the presence of (i) two Directors or persons acting on behalf of the Directors under a duly registered power of attorney: and (ii) the secretary or some other person appointed by the Board for the purpose.

### **XIV DISQUALIFICATION OF DIRECTORS**

62. The Office of a Director shall become vacant if:
- (a) he is found to be of unsound mind by a Court of competent jurisdiction:
  - (b) he applies to be adjudicated an insolvent:
  - (c) he is adjudged an insolvent:
  - (d) he is convicted by a Court in India for any offence and is sentenced in respect thereof to imprisonment for not less than six months.
  - (e) he fails to pay any call in respect of Shares of the Company held by him, whether alone or jointly with others, within six months from the last date fixed for payment of the call:
  - (f) he absents himself from three consecutive meetings of the Board or from all meetings of the Board for a continuous period of 3 months, whichever is longer, without obtaining leave of absence from the Board.
  - (g) he or any firm in which he is a partner or any private company of which he is a Director, accepts a loan or any guarantee or security for a loan, from the Company:



- (h) he fails to disclose the nature of his concern or interest in any contract or agreement or proposed contract or arrangement entered into by/or on behalf of the Company as required under section 299 of the Act:
- (i) he becomes disqualified by order of the Court under section 203 of the Act:
  
- (j) he is removed in pursuance of section 284 of the Act:
- (k) he has retired resigned or otherwise removed from the official position on account of which he was nominated to the Board.
- (l) he is concerned or participates in the profits of any contract with Company provided, however,

No Director shall vacate his office by reason of his becoming a member of any Company which has entered into contract with or done any work for the Company of which he is Director but a Director shall not vote in respect of any such contractor work and if he does so, his vote shall not be counted.

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

- (a) for thirty days from the date of adjudication, sentence or order:
- (b) Where any appeal or petition is preferred within 20 days aforesaid against the adjudication, or conviction resulting in the sentence or order, until the expiry of seven days from the date on which such appeal or petition is disposed of: or
- (c) Where within the seven days of aforesaid, any further appeal or petition in respect of the adjudication, sentence, conviction, or order and the appeal or petition, if allowed would result in the removal of the disqualification, until such further appeal or petition is disposed of.

## **XV PROCEEDINGS OF BOARD OF DIRECTORS**

### **MANAGING DIRECTOR MAY SUMMON MEETING HOW QUESTION TO BE DECIDED**

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

### **MEETING OF THE BOARD AND THEIR NOTICE**

64. A meeting of the Board of Directors shall be held for the dispatch of the business of the Company at least once in every three calendar months and at least four such meetings shall be held every calendar year as required under section 285 of the Act.

### **QUORUM FOR MEETING**

65. The quorum for a meeting of the Board of the Company shall be one third of its strength (total strength as determined by the Act and any fraction in that one-third being rounded off as one) or two directors whichever is higher provided that where at any time, the number of interested Directors exceeds or is equal to two-third of the total strength, the number of remaining Directors who are not interested not being less than two shall be quorum during such time.

### **CHAIRMAN OF DIRECTORS MEETING**

66. The president may, from among the Directors, nominate one as Chairman of the Board of Directors meetings and determine the period for which he is to hold office. In any meeting, if the Chairman is not present, a senior Director shall preside over the meeting.

### **DELEGATION OF POWER TO COMMITTEE**

67. The Board of Directors may, subject to the provisions of sections 292 and 297 of the Act, delegate any of the powers to a committee consisting of such member or members of their

body as they think fit. Proceedings of such Committees shall be placed before the Board of Directors at the next meeting.

**WHEN ACTS OF DIRECTOR OF COMMITTEES VALID NOT WITH STANDING DEFECTIVE APPOINT ETC.**

68. All acts done by any meeting of the Board or of a Committee of Directors, or by any person acting as a Director, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of such Director or persons acting as aforesaid or that they or any of them were disqualified be as valid as if every such period had been duly appointed and was qualified to be Director.

**RESOLUTION WITHOUT BOARD MEETING VALID**

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

**XVI . RESERVE FUND**

**RESERVE FUND**

70. The Board may set aside, out of the profits of the Company or otherwise, such sums as they may think proper as a reserve fund, to meet contingencies or for repairing, improving and maintaining any of the property of the company and for such other purposes as the Board shall in its absolute discretion think conducive to the interest of the Company and may invest the several sums so set aside upon such investments (other than shares of the Company) as it thinks fit from time to time deal with and vary such investments and dispose of all or any part thereof in the business of the Company, and that without being bound to keep the same separate from the other assets.

## **XVII ACCOUNTS**

### **ACCOUNTS TO BE KEPT**

71. The Company shall cause to be kept proper books of accounts with respect to:
- (a) All sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place.
  - (b) All sales and purchase of goods by the Company.
  - (c) The assets and liabilities of the Company.

### **INSPECTION OF BOOKS OF ACCOUNTS**

72. The books of accounts shall be kept at the Registered Office of the Company or at such other place as the Board shall think fit and shall be open to inspection by Directors during business hours as per conditions laid down by the Board subject to provisions of law in this respect.

### **ANNUAL ACCOUNT AND BALANCE SHEET**

73. The Board shall at some date not later than 18 months after the incorporation of the company and subsequently once at least in every financial year lay before the Company in Annual General meeting a balance sheet and income and expenditure account as per provisions of section 210 of the Act.

In the case of the first Annual General Meeting of the company to the period beginning with the incorporation of the company and ending with a day which shall not precede the day of the meeting by more than nine months and

In the case of and subsequent annual general meeting of the company to the period beginning with the day immediately after the period for which the account was last

submitted and ending with a day which shall not precede the day of the meeting by more than six months, or in case where an extension of time has been granted for holding the meeting under the second provision to sub-section (1) of section 166, by more than six months and the extension so granted.

### **ANNUAL REPORT OF THE BOARD**

74. the Board shall make out and attach to every Balance Sheet a report with respect to the state of the Company's affairs, the amount, if any which it recommends should be paid by way of dividend and the amount, if any, which it proposes to carry to the Reserve Fund, General Reserve or Reserve Account shown specifically on the Balance Sheet or to a Reserve Fund, General Reserve or Reserve Account to be shown specifically in subsequent Balance sheet. The report shall be signed by the Chairman of the Board of the Directors on behalf of the Board, if authorized in that behalf by the Board.

### **CONTENTS OF INCOME AND EXPENDITURE ACCOUNTS**

75. The income and Expenditure account subject to the provisions of Section 211 of the Act and Schedule VI referred to there in 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 expenses of the establishment, salaries and other like matters every item of expenditure fairly chargeable against the year's income shall be brought into account so that a just balance of income and expenditure may be laid before the meeting and in case where any item of expenditure which may in fairness be distributed over several years have been incurred in any one year, the addition of the reason why only a portion of such expenditure is charged against the income of the year.

### **BALANCE SHEET INCOME AND EXPENDITURE ACCOUNTS TO BE SENT TO MEMBERS**

76. The Company shall send a copy of such Balance Sheet and income and Expenditure account together with a copy of the auditor's report to the registered address of every member of the

Company in the manner in which notice are to be given there under at least four days before the meeting at which it is to be laid before the members of the Company.

#### **BOARD TO COMPANY WITH SECTION 209 TO 222 OF THE ACT**

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

#### **XVIII . AUDIT**

##### **ACCOUNT TO BEE AUDITED ANNUALLY**

78. Once at least in every financial year the accounts of the Company shall be examined and the correctness of income and expenditure account and Balance Sheet ascertained by one or more auditors.

##### **APPOINTMENT OF AUDITORS AND THEIR REMUNERATION**

79. The auditors of the Company shall be appointed or reappointed by the Central Government on the advice of the Comptroller and Auditor General of India and his/their remuneration, rights and duties shall be regulated by section 224 to 233 of the Act.

##### **AUDITORS RIGHT TO ATTEND MEETING**

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

##### **POWER OF THE COMPTROLLER AND AUDITOR GENERAL**

81. The Comptroller and Auditor General of India shall have power:

- (a) to direct the manner in which the Company's account shall be audited by the auditor/auditors appointed in pursuance of Article 80 hereof and to give such auditor/auditors instructions in regard to any matter relating to the performance of his/their functions as such.
- (b) to conduct a supplementary or test audit of the Company's accounts by such person or persons as he may authorize 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 Company and to require information or additional information to be furnished to any person or persons so authorized on such matters by such person or persons and in such form as the Comptroller and Auditor General may by general or special order, direct.

**COMMERNTS UPON OR SUPPLEMENT TO AUDIT REPORT BY THE COMPTROLLER AND AUDITOR GENERAL TO BE PLACED BEFORE GENERAL MEETING**

82. The auditor/auditors 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 to the audit report in such manner as he may think fit. Any such comments upon or supplement to the audit report shall be placed before the Annual General Meeting of the Company at the same time and in the same manner as the Audit Report.

**ANNUAL REPORT TO BE LAID BEFORE PARLIAMENT**

83. The Central Government shall cause an annual report on the working and affairs of the Company to be:
- (a) Prepared within three months of its Annual General Meeting before which the audit report is place, and
  - (b) As soon as may be after such preparation, laid before both the Houses of the Parliament with a copy of the audit report and comments or supplement referred to in Article 131.

## **WHEN ACCOUNTS BEEMED FINALLY STTLED**

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

## **XIX RIGHTS OF THE PRESIDENT**

### **RIGHTS OF THE PRESIDENT**

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

- (i) to give direction to the Company as to the exercise and performance of its functions in matters involving national security and substantial public interest:
- (ii) to call for such returns, accounts and other information with respect to the property and activities of the Company as may be required from time to time;
- (iii) to approve agreements involving foreign collaboration proposed to be entered into by the company; provided that all directives issued by the President shall be in writing addressed to the Chairman. The Board shall except where the President considers that the interest of the national security requires otherwise, incorporate the contents of directives issued by the President in the annual report of the company and also indicate its impact on the financial position of the Company.

## **XX NOTICE**

### **HOW NOTICE TO BE SERVED ON MEMBERS**

86. A notice may be given by the Company to any member either personally or by sending it by post to him at his registered address.



## **WHEN NOTICE MAY BE GIVEN BY ADVERTISEMENT**

87. If a member has no registered address and has not supplied to the Company an address for the giving of notice to him, a notice addressed to him and advertised in newspaper circulating in the neighborhood of the Registered Office of the Company shall be deemed to be duly given to him on the day on which the advertisement appears.

## **NOTICE TO JOINT HOLDERS**

88. A notice may be given by Company to the joint holders of a share by giving the notice to the joint holder whose name appears first in the register in respect of the share.

## **HOW NOTICE TO BE SIGNED**

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

## **PERIOD OF NOTICE HOW CIRCULATED**

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

## **XXI. WINDING UP**

### **DISTRIBUTION OF ASSETS ON WINDING UP**

91. The president may wind up the Company, if he is satisfied that the Company is no longer required to pursue the objectives for which it has been set-up or is convinced that it is unable to manager its affairs as per provision made hereunder these Articles and in accordance with law. For winding up, the President shall issue a gazette notification which will also spell out the manner in which the assets and liabilities of the Company will be disposed of and/or handled.

## **XXIII. SECRECY CLAUSE**

## **SECURITY CLAUSE**

92. No member shall be entitled to require discovery of or any information respecting any detail of the Company's activities which in the opinion of the Board it will be inexpedient in the interest of the members of the Company to communicate to the public.

## **XXIII. INDEMNITY**

### **INDEMNITY**

93. Subject to the provision of Section 201 of the Act every Director, Manager, auditor, secretary and other officer or servant of the Company shall be indemnified by the Company and it shall be the duty of the Directors out of the funds of the Company to pay all costs, losses and expenses which any such officer or servant may incur or become liable to by reason of any contract entered into, or act or thing done by him as such officer or servant, or in any way indemnity is provided shall immediately attach as a lien on the property of the Company; and have priority as between the members over all other claims.

## **INDIVIDUAL RESPONSIBILITY OF DIRECTORS**

94. No Director, or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or officer of the Company or for joining in any receipt or other act for conformity, or for any loss or expenses happening to the Company through the insufficiency or deficiency of title to any property acquired by the order of the Directors for and on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any moneys, securities or effects shall be deposited or for any loss occasioned by any error of 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 there to unless the same happens through his own negligence or dishonest.

XXIV We. The several persons whose names, addresses and descriptions are subscribed here to are here as to desirous of being formed into a company not for profit 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.

<b>S. N O.</b>	<b>Name, address description and occupation of subscriber</b>	<b>No. of equity Shares</b>	<b>Signature of Subscriber</b>	<b>Name, address description and Occupation of witnesses and their signature</b>
1	President of India represented by Mata Prasad S/o. Sh Bali Secretary, Ministry of Welfare. Shastri Bhawan, New Delhi.	Five (5)	Sd/-	I witness the signatures of all subscribers who have signed before me.  Sd/- (S.M. Yamin Qureshi) FCA-81750  S/o Late Sh. Basheer Ahmed  Faruqui and Company
2	Sh. M.S. Pandit S/o Late Sh. M. M. Pandit Joint Secy., Govt. of India, Min. of Welfare, Shastri Bhawan, New Delhi	One (1)	Sd/-	
3	Uttar Pradesh Alp Sankhyak Vittiya Avam Vikas Nigam Ltd., represented by its Shri Rai Singh S/o. Late Dr. Mohinder Singh	Six (6)	Sd/-	
4	Bihar State Minorities Financial Corporation Ltd. Patna, represented by its Managing Director,	Four (4)	Sd/-	
	Shri M.Q. Azam S/o. Sh. S. Wajahat Hussain			

5	The Kamataka Minorities Development Corporation, represented by its Managing Director, Shri D.N. Nayak S/o. Sh. Narayan Nayak	Four (4)	Sd/-	211, Delhi chamber, Delhi Gate, New Delhi 110002
6	Andhra Pradesh State Minorities Finance Corporation Ltd., represented by its Managing Director, . Shri Lalq Ali Khan S/o. Late Md. Fareed Khan	Four (4)	Sd/-	
	<b>Total</b>	<b>Twenty Four (24)</b>		

Date : 30.09.1994

Place : NEW DELHI