

Certificate of Incorporation

No.23786 of 1958

I hereby certify that “The Chemicals & Allied Products Exports Promotion Council” is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the Company is Limited.

Given under my hand at Calcutta this Twenty-eighth day of March One thousand none hundred and fifty-eight.



Sd/- M.V. Varkerkar
Registrar of Companies

MEMORANDUM OF ASSOCIATION

OF

CAPEXIL

REGISTERED UNDER THE COMPANIES ACT, 1956

(Company Limited by Guarantee)

NAME

1. The name of the Company shall be CAPEXIL.

REGISTERED OFFICE

2. The registered office of the Company shall be in the State of West Bengal.

OBJECTS

3. The objects of which the Company is established are –
 - (1) to support, protect, maintain, increase and promote the exports of all chemicals, pharmaceutical and other allied products including minerals and ores; aluminium metal; salt; granite and other stones; refractories; cement and clinkers; wood and wood manufacturers; paper; books and publications; explosives; fireworks and safety matches; dying and tanning extracts; graphite electrodes; ossein and gelatins; crushed bones; fertilizers and manures; paints; glass and glasswares; soaps and toiletries; ceramics; rubber; enamel together referred to hereinafter as “chemical and allied products’ by such methods as may be necessary or expedient and without prejudice to the generality of the premises by:

- (a) undertaking market studies in individual foreign countries on regular as well as ad hoc basis;
- (b) sending out trade missions to foreign countries;
- (c) appointing representatives, agents or correspondents in foreign markets for the purpose of continuously and regularly reporting the prices, market preferences, reception accorded to actual deliveries of chemical and allied products and other connected matters;
- (d) conducting propaganda so as to bring to the notice of the dealers and the public in foreign countries the advantages of trade and commerce with India in chemical and allied products;
- (e) collecting and circulating statistics and other information regarding manufacture, trade or ultimate use of chemical and allied products in various countries;
- (f) propagating information useful to manufacturers, traders and shippers of chemical and allied products by lectures, discussions, books, correspondence, exhibitions, films or otherwise;
- (g) laying down or maintaining liaison with any agency which has been set up for laying down standards of quality and packing in respect of chemical and allied products intended for export;
- (h) setting up an organization or maintaining liaison with an organization which has been set up, for performing such functions as are necessary to attain the standards of quality and packing laid down, including the conducting of inspection of chemical and allied products intended for export, with this and in view;
- (i) setting up an organization or maintaining liaison with an organization which has been set up for conducting research and experiments;
- (j) rationalizing, wherever necessary, production within India and distribution in foreign markets of chemical and allied products that are exported;

- (k) selecting in foreign countries, firms, persons, etc., who might serve as agents of manufacturers and exporters of chemicals and allied products in India;
- (l) deputing the officers of the Company to witness the inspection of chemical and allied products exported in foreign countries, where such inspection is being conducted by the authorities in the importing countries;
- (m) deputing the officers of the Company to witness the survey of chemical and allied products exported or intended for export, in foreign countries or in India, as a result of any dispute or differences between the parties to a contract for sale and purchase of such products;
- (n) enquiring and investigating into complaints received from foreign importers or Indian exporters in respect of the quality, description or other particulars of chemical and allied products exported from India or the non-performance or non-observance of the terms and conditions of contract relating to such exports and other connected matters and advising the manufacturers or exporters concerned regarding the methods to be adopted to obviate such complaints of a similar nature in future;
- (o) making such recommendations as may be necessary or expedient to Government and public bodies like Chambers of Commerce where the Company on investigation of a complaint received by it is satisfied about its genuineness and that the same has been caused by the willful or negligent act or acts of the manufacturer or exporter of chemical and allied products as the case may be;
- (p) acting as arbitrators or nominating arbitrators or valuers in the settlement of disputes and differences arising out of transactions relating to exports of chemical and allied products between parties who agree to refer the disputes to the Company;
- (q) communicating with Chambers of Commerce and other mercantile and public bodies throughout India, and concert and promote measures for the promotion and advancement of export of chemical and allied products; and

- (2) to keep in communication with Chambers of Commerce of other mercantile and public bodies throughout the world with a view to taking appropriate and necessary measures for maintaining or increasing the exports of chemical and allied products;
- (3) to enunciate just and equitable principles to govern the trade in chemical and allied products and to set up a code or codes of practices for the general guidance of manufacturers, traders and exporters of these products and further to simplify transactions relating to their exports;
- (4) to advice or represent to Governments. 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 industry and / or commerce;
 - (b) the steps to be taken by them to prevent any contravention of the codes of practices laid down by the Council by any of the persons concerned where such contravention would affect the exports of chemical and allied products. Provided that such advice or representation shall be only in so far as such policies or measures have a bearing directly or otherwise on the export of chemical and allied products;
- (5) to purchase, hire or otherwise acquire and maintain suitable buildings, apartments, furniture and other fittings in any country for the establishment of showroom, emporium or other agencies for publicity in regard to chemical and allied products or for the purpose of achieving any of objects for which the Company is established;
- (6) to establish and maintain museums, collections, libraries, compilation of literature and to translate, compile, collect, publish, lend, purchase or sell any literature connected with manufacturer, trade and commerce relating to chemical and allied products;
- (7) to prepare, edit, print, publish, issue, acquire and circulate books, papers, periodicals, gazettes, circulars and other literature treating or

bearing upon industry, trade or commerce, pertaining to chemical and allied products;

- (8) to acquire, purchase or take on lease lands, buildings or other immovable or movable property which the Company may from time to time deem it necessary to acquire, purchase or take on lease;
- (9) to sell, improve, manage, develop, exchange, loan, sublet, mortgage, dispose of, turn to account or otherwise deal with all or any part of property of the Company;
- (10) to enter into contracts;
- (11) (i) to draw, make, accept endorse discount and execute negotiable instruments;

(ii) to deposit or invest the monies of the Company in any bank and/or securities approved in this behalf by the Union Government;

(iii) to collect funds of subscriptions from the members as may be specified in the Articles of Association;
- (12) to subscribe for becoming a member of and cooperate with any other Association whether incorporated 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 fulfil the objects of this Company; and
- (13) to do all such other lawful acts as may be conducive for the maintenance and increase of the export trade and commerce in chemical and allied products 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 regulations or restrictions; which if an object of the Company, would make it a trade union.

4. The objects for which the Company is established extend to all the States of the Indian Union and also to all the countries of the world.
5. (1) The income and property of the Company howsoever 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 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.

Provided that –

- (a) 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 lent to the Company;
 - (b) 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 clause (a);
 - (c) nothing in this clause shall prevent the payment by the Company in good faith of reasonable remuneration to any of its officers or servants (not being members) or to any other person (not being a member) in return for any services actually rendered to the Company.
6. 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.
 7. The liability of the Members is limited.
 8. Every member of the Company other than the officials of Government undertakes to contribute to the assets of the Company

in the event of the same being wound up during the time that he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Company contracted prior to the date on which he ceases to be a Member, and of the costs, charges and expenses of winding up the same, and for adjustment of the rights of the contributories amongst themselves. Such amount as may be required not exceeding Rs. 500/-.

9. True accounts shall be kept of all sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure take place, and of the property, credits and liabilities of the Company; and subject to any reasonable restriction 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.
10. 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 not be distributed amongst the members of the Company but shall be given or transferred to such other company having objects similar to 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.
11. We, the several persons whose names, addresses, descriptions and occupations are hereunto subscribed, are desirous of being formed into a Company not for profit, in pursuance of this Memorandum of Association :-

NAMES, ADDRESS, DESCRIPTIONS AND
OCCUPATIONS OF SUBSCRIBERS

1. Lala Charat Ram,
President, Indian Chemical Manufactures Association,
India Exchange, India Exchange Place, Calcutta – 700 001.

2. Shri S.P. Sen,
Manager, Bengal Chemical & Pharmaceutical Works Ltd.,
164, Manicktala Main Road, Calcutta – 700 011.

3. Shri B.M. Khaitan,
Director, Khaitan Sons & Co., (Fertilisers) Ltd.,
14, Netaji Subhas Road, Calcutta – 700001.

4. Shri B. Maita,
Managing Director, Calcutta Chemical Co. Ltd.,
35, Panditia Road, Calcutta-700029

5. Shri R. Chakravarty,
Resident Representative, Travancore-Cochin Chemicals Ltd.,
3/1, Mutiny Memorial Road, New Delhi-110001.

6. Shri V. N. Sardesai,
Technical Director, Sardesai Brothers Private Ltd.,
P.O. Sardesai Factory, Billimora. W. Rly.

7. Shri P.C. Chanda,
Director, P. C. Chandra & Co. Ltd.,
P-2, Mission Row Extension, Calcutta-700001.

8. Lala Shridhar,
Director, Allied Distributors & Co.
33, Brabourne Road, Calcutta – 700001.

24.3.1958

Witness to all the above signatures,
Sd/- C.G. CHANDRASEKHAR,
ASST. SECRETARY
Indian Chamber of Commerce, Calcutta-700001

ARTICLES OF ASSOCIATION OF CAPEXIL

CONTENTS

1. DEFINITIONS AND INTERPRETATION
2. EXPORT – IMPORT POLICY
3. CATEGORIES OF MEMBERS AND ELIGIBILITY FOR MEMBERSHIP
4. ELIGIBILITY FOR ELECTIONS
5. APPLICATION FOR MEMBERSHIP
6. FEES FOR MEMBERSHIP
7. RESIGNATION BY MEMBERS
8. DISQUALIFICATIONS FOR MEMBERSHIP
9. CONDUCT OF ELECTIONS
10. REPRESENTATION OF FIRMS
11. PRIVILEGES OF MEMBERS
12. VOTING RIGHTS
13. SUSPENSION OF PRIVILEGES
14. CHANGE IN INTERNAL CONSTITUTION TO BE REPORTED
15. REGISTER OF MEMBERS

16. MEETINGS OF THE COUNCIL
17. PROCEDURE AT MEETINGS OF THE COUNCIL
18. COMMITTEE OF ADMINISTRATION
19. DISQUALIFICATIONS FOR MEMBERSHIP OF COMMITTEES
20. VACANCIES
21. REGIONAL CHAIRMEN
22. REGIONAL COMMITTEES
23. PANELS
24. FUNCTIONS OF THE COMMITTEE OF ADMINISTRATION
25. SEAL
26. PROCEDURE OF THE COMMITTEE
27. CHAIRMAN, VICE-CHAIRMAN AND THE COMPOSITION OF THE COMMITTEE
28. CHAIRMAN OF THE COMMITTEE
29. VICE-CHAIRMAN
30. REMUNERATION
31. POWERS OF THE COMMITTEE
32. RESOLUTION BY CIRCULATION
33. EXECUTIVE DIRECTOR, SECRETARY, OFFICERS AND OTHER EMPLOYEES
34. GENERAL MEETINGS

35. NOTICES OF MEETINGS
36. PROCEEDINGS AT MEETINGS OF THE COUNCIL
37. VOTES OF MEMBERS
38. MINUTES
39. BOOKS AND DOCUMENTS
40. AUDITORS
41. BUDGET ESTIMATES
42. EXPENDITURE
43. CUSTODY AND DISBURSEMENT OF FUNDS
44. INVESTMENT OF FUNDS
45. HEAD OFFICE
46. ACTION PLANS
47. POWERS OF THE CENTRAL GOVERNMENT
48. ALTERATIONS IN ARTICLES
49. REPUGNANCY TO COMPANIES ACT
50. MODIFICATION DURING TRANSITIONAL PERIOD
51. GENERAL POWER TO MODIFY

CAPEXIL

ARTICLES BYE LAWS

1. DIFINITIONS AND INTERPRETATION

1.1 Definitions:

In these articles, unless the context otherwise requires:

- (a) “Act” means the Companies Act, 1956 and includes any statutory modification or re-enactment thereof for the time being in force”;
- (b) “article” means an article forming part of these articles;
- (c) “auditors” means persons appointed, as such, for the time being by the Council;
- (d) “Chairman” means the Chairman of the Council;
- (e) “Committee of Administration” or “Committee” means the Committee of Administration of the Council, constituted, as such, under these articles;
- (f) “Council” means “CAPEXIL”
- (g) “extraordinary general meeting means an extraordinary general meeting of the members of the Council” other than its annual general meeting referred to in article 16.1.
- (h) “general meeting” means a general meeting of the members of the Council;
- (i) “member” means a member of the Council;
- (j) “office” means the registered office for the time being of the Council;

- (k) “panel” means a panel of the Council, constituted under these articles;
- (l) “prescribed” means prescribed by the Committee, by virtue of a power conferred by these articles;
- (m) product means any goods or services in regard to which the Council has been recognized for the time being by the Central Government; under the relevant provisions of the Export-Import Policy of the Central Government, as in force for the time being;
- (n) “Regional Committee” means a Regional Committee constituted under these articles;
- (o) “Regional Chairman” means a Regional Chairman holding office under these articles;
- (p) “rules” means the rules of the Council, for the time being in force, made under these articles or under any enactment for the time being in force;
- (q) “Secretary” means the Secretary of the Council and includes any officer of the Council performing secretarial functions;
- (r) “small-scale industry” means an industry so specified by the Central Government, in its policy on the subject, as announced from time to time and tiny and cottage industries so specified in such policy;
- (s) “Vice-Chairman” means Vice-Chairman of the Council;

1.2 Certificate:

For the purpose of determining whether an industry is a small-scale industry, the SSI Registration certificate issued by the Directorate of Industries of the State Government shall be conclusive.

1.3 Words defined in the Companies Act:

Words and expressions used and not defined in these articles, but defined in the Act, shall have the meanings respectively assigned to them by the Act.

1.4 General Clauses Act to apply:

The General Clauses Act, 1897, applies for the interpretation of these articles, as it applied for the interpretation of an Act of Parliament.

2. **EXPORT – IMPORT POLICY**

2.1 Articles to be subject to Export - Import Policy:

The provisions of these articles shall be subject to those of the Export-Import Policy, as notified by the Central Government from time to time

3 **CATEGORIES OF MEMBERS AND ELIGIBILITY FOR MEMBERS**

3.1 Categories of members of the Council:

The Council shall have the following categories of members, namely:

- (a) Associate Members
- (b) Ordinary Members

3.2 Associate Member:

A person shall be eligible for admission to the Council as Associate Member, on receiving the Import-Export Code Number from the Director General, Foreign Trade, Government of India, in respect of the product with which the Council is concerned.

3.3 Ordinary Membership:

In order to be eligible for ordinary membership of the Council, a person must satisfy the following requirement, namely:

- (a) He, or the entity represented by him, must have been an Associate Member of the Council for at least three years.
- (b) He, or the entity represented by him, must have, to his or its credit, during the three financial years immediately preceding average exports in respect of the product, of not less than the amount mentioned below:
 - (i) Small-scale industries Rs. 10 lakhs.
 - (ii) Others Rs. 25 lakhs.

4 ELIGIBILITY FOR ELECTIONS

4.1 Right to vote, etc., confined to ordinary members:

Only an ordinary member shall have the right to vote at, or to offer self as a candidate at elections to various positions in the Council.

4.2 Eligibility of ordinary members:

A candidate for election to any position in the Council must satisfy the following conditions, namely;

- a) He, or the entity represented by him, must have, to his or its credit, during the one financial year immediately preceding, exports of the products of not less than the amount mentioned below:
 - (i) Small-scale industries Rs. 25 lakhs.
 - (ii) Others Rs. 1 crore.

5 APPLICATION FOR MEMBERSHIP

5.1 Form of application:

- (a) Application for membership of the Council as an ordinary or associate member shall be made to the Committee in the prescribed form (or form contained in the Schedule 1)

- (b) Where no such form is prescribed for the time being, the application may be made by an ordinary letter.
- (c) The Application shall, in every case, contain the following particulars;
 - (i) Facts showing eligibility for membership.
 - (ii) Whether the applicant is an individual, firm, company, cooperative society or any other type of entity.
 - (iii) Category of membership applied for.

5.2 Accompaniments:

The application for membership shall be sent to the Secretary together with:

- (i) a certificate of financial soundness from the applicant's bankers, and
- (ii) a cheque for the prescribed entrance fee and annual fee

5.3 Decision on the application:

- (a) The Committee shall take a decision on the application for membership within three months and its decision shall be final.
- (b) The decision of the Committee (whether of acceptance or rejection of the application) shall be communicated by the Secretary to the applicant.

5.4 Commencement of membership:

Where the application for membership is accepted by the Committee, the membership of the applicant shall commence from the beginning of the financial year during which the application is accepted.

6 FEES FOR MEMBERSHIP

6.1 Entrance and annual fees:

Members (other than nominated and co-opted members), shall pay such entrance fee and annual fee and any other fee as may be prescribed.

7 RESIGNATION BY MEMBERS

(a) A member of the Council may resign, by giving to the Secretary notice in writing of his intention to do so and shall thereupon cease to be a member, either immediately or from such date as may be mentioned in the notice, in this regard.

(b) A member who has resigned shall nevertheless continue to be liable to the Council for all amounts due from him to the Council and for any other liability, which he might have incurred towards the Council.

8 DISQUALIFICATIONS FOR MEMBERSHIP OF COUNCIL

8.1 Disqualification:

A person shall be disqualified for being or for continuing, as a member of the Council if:

- (a) he is found to be of unsound mind by a competent court;
- (b) he applies to be adjudicated as, or is adjudicated as an insolvent;
- (c) he is convicted by a court of an offence involving moral turpitude and is sentenced, on such conviction, to imprisonment; for not less than six months;
- (d) he or any firm in which he is a partner or any private company of which he is a Director, commits a violation of section 295 or section 299 of the Act;

- (e) he, becomes disqualified by an order of the court under section 203 of the Act;
- (f) he, ceases to be a member of the entity which he represents or such entity ceases to be member of the Council: or
- (g) his name is removed from the register of members under article 8.2.

8.2 Removal by the Committee:

The Committee may, after giving a member reasonable opportunity of hearing, remove the name of that member from the Register of Members, either for a specified period or indefinitely:-

- (a) if he has violated any condition for membership or
- (b) if he has been in arrears in regard to the payment of membership fee or of any other amounts due from him to the Council for more than six months; or
- (c) if he has been guilty of disorderly conduct at meetings of the Council or of the Committee; or
- (d) if he had otherwise been guilty of conduct unbecoming of a member; or
- (e) if he had become disqualified under article 8.1.

8.3 Conversion into Associate membership:

The Committee may, after giving a member reasonable opportunity of hearing, convert the membership of an ordinary member into an associate membership, if his performance as an exporter of the product has during the financial years immediately preceding been below the average mentioned in clause (b) of article 3.2.

9 CONDUCT OF ELECTIONS

9.1 Duty of Council:

- (a) It shall be the responsibility of the Council of ensure that elections to various posts in the Council are held in time.
- (b) Elected members shall automatically retire on completion of their tenure.

9.2 Failure to hold elections:

If a Council fails to ensure timely elections as provided in article 9.1 the Central Government may, after giving it a reasonable opportunity of being heard, order a fresh election to be held and may make such arrangements as may be necessary for that purpose.

9.3 Mode of conducting elections:

The following matters shall be provided for by rules, to be made by the Council, namely:

- (a) the tenure of members elected to various posts in the Council (except as otherwise provided in these articles);
- (b) Mode of conducting elections (except as otherwise provided in these articles).

10 REPRESENTATION OF FIRM

10.1 Authorisation:

- (a) Any firm, which is a member of this Council shall by consent of all partners, authorize any one of its partners to act as it representative at any meeting of the Council or of the Committee.
- (b) In the absence of any such authority in the case of any firm, any one partner whose name has been registered in the records of

the Council shall be entitled to act as a representative of the firm at any meeting of the Council or of the Committee.

- (c) Any Company or Cooperative society or other Corporation which is a member of this Council shall, by a resolution of its Directors (or any person in the position of Directors) authorize any of its Director or any person in the position of Directors to act as its representative at any meeting of the Council or of the Committee.
- (d) A sole proprietary firm of Hindu undivided family firm shall be represented by its proprietor or Karta, as the case may be.
- (e) A person authorized to represent an entity by or under clause (a), (b), (c) or (d) of this article shall thereupon be entitled to exercise the same rights and powers on behalf of the member whom he represents, as if he were an individual member of the Council, of the same class as the firm, company, society or other corporation, as the case may be.
- (f) Any authority granted under clause (a) or (c) of this article shall be effective, only on expiry of seven days from the date on which it is lodged with the Council.

11 PRIVILEGES OF MEMBERS

11.1 Ordinary members:

Without prejudice to any other rights conferred on ordinary members by the Memorandum of Association of the Council, but subject to the other provisions of these articles, ordinary members shall have the following rights and privileges, namely;

- (a) right to stand as a candidate, and to vote at the election of the members of the Committee and the right to vote on all matters brought before a meeting of the Council, provided there are no arrears of subscription or other dues or charges payable by them to the Council on 1st April in the year of voting.
- (b) Right to requisition a meeting as provided in these articles;

- (c) Right to receive the annual reports of the Committee, on payment of the prescribed fee.
- (d) Right to receive publications of the Council, on the prescribed conditions; and
- (e) Right to uses all such facilities as may be made available to such member by the council from time to time on the prescribed conditions.

11.2 Associate Members:

Without prejudice to any other rights conferred on associate members by the Memorandum of Association of the Council, such members shall have the following rights and privileges, namely:

- (a) right to receive the Annual Reports of the Committee, on payment of the prescribed fee:
- (b) right to receive the publications of the Council, on prescribed conditions:
- (c) right to use all such facilities may be made available from time to time by the Committee, on the prescribed conditions.

11.3 Nominated and Co-opted Members:

A nominated or co-opted member shall have no right to vote.

12 VOTING RIGHTS

12.1 Persons who can vote:

- (a) An ordinary member (or his authorized representative) shall alone be entitled to vote at the general meetings including annual general meetings and extraordinary general meetings of the Council.
- (b) Every such member shall have only one vote.

- (c) The Chairman shall have, in addition, a casting vote.

12.2 Chairman's declaration of Result of voting conclusive:

- (a) No objection shall be taken to the validity of any vote cast at a meeting, except at the meeting at which such vote was tendered, and every vote not disallowed at such meeting shall be deemed to be valid for all the purposes of such meeting.
- (b) The Chairman of a meeting shall be the sole judge of the validity of every vote tendered at such meeting.

13 SUSPENSION OF PRIVILEGES

13.1 Non-payment of subscription:

If a member (ordinary or associate) fails to pay his annual subscription by the 30th April of the year for which it has become due, then

- (a) he shall not be entitled to exercise any right or privilege as such member and
- (b) the Committee may suspend his membership, which suspension shall remain operative until he pays the arrears and the Committee accepts in writing such arrears and restores his membership after revoking this suspension.

14 CHANGE IN INTERNAL CONSTITUTION TO BE REPORTED

14.1 Changes in Constitutions:

Where there is a change in the constitution for entity which is a member of the Council or a change in its authorized business activities, the change should be reported by the entity to the committee within one month.

15 REGISTER OF MEMBERS

15.1 Register:

The Council shall keep a Register of Member (ordinary and associate) and enter therein the following particulars of its members, namely:

- (a) the name, address and occupation of the member;
- (b) the name of the proposing and the seconding member of such member;
- (c) the class of membership of such member;
- (d) the date on which each member was entered in the register; and
- (e) the date on which he ceased to be a member.

16 MEETING OF THE COUNCIL

16.1 Annual General Meeting:

The Council shall hold a general meeting, which shall be styled its annual general meeting in accordance with the provisions of the Act.

16.2 Business:

- (a) The annual general meeting shall be held at any time during business hours, on a day (not being a public holiday) decided by the Committee.
- (b) The notice calling the meeting shall specify it as the annual general meeting

17 PROCEDURE AT MEETINGS OF THE COUNCIL

17.1 Scope of the articles:

Subject to the provisions of the Act and of these articles, the provisions of the following articles shall apply, in regard to meetings of the Council.

17.2 Quorum:

- (a) No business shall be transacted at any general meeting, unless the requisite quorum is present at the commencement of the business.
- (b) The quorum for a general extraordinary general meeting shall be one-tenth of the total number of ordinary members or 50 (fifty), whichever is less.

17.3 Venue:

Every general meeting of the Council shall be held in the city in which the registered office of the Council is situated at such place as may be decided by the Committee.

17.4 Adjournment:

- (a) If after the expiration of half an hour from the time appointed for holding a general meeting of the Council, the quorum is not present then:
 - (i) If the meeting is convened by or upon the requisition of the members, it shall stand dissolved.
 - (ii) In any other case, the meeting shall stand adjourned to the same day, after one week (if that day is not a public holiday) at the same time and place or to such other day and at such other time and such other place (in the same city) as the Committee may determine.

- (b) If even in any such adjourned meeting quorum is not present at the expiration of half an hour from the time appointed for holding the meeting, then the members present shall constitute the quorum and may transact the business for which the meeting was called.

17.5 Chairman:

- (a) Chairman of the Council shall be entitled to take the chair at every general meeting of the Council.
- (b) If there is no Chairman or if he is not present within 15 minutes from the time appointed for holding such meeting or if he is unwilling to act, then the Vice-Chairman of the Council (if present and willing) shall preside.
- (c) If the Vice-Chairman is not present and willing, the members of the Committee who are present may choose a member of the Committee to preside at the meeting.
- (d) If there be no member of Committee willing to take the chair, the ordinary members of the Council who are present shall elect one of themselves to be the Chairman of the meeting of the Council.

17.6 Adjournment : General Provision:

- (a) The Chairman may, with the consent of the meeting, adjourn any meeting from time to time and no business shall be transacted at the adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place.
- (b) No notice of the adjourned meeting shall be necessary, unless the meeting is adjourned for more than ten days.

17.7 Voting on resolution:

- (a) At any general meeting a resolution put to vote at the meeting shall be decided on a show of hands, unless a poll by secret ballot is ordered under clause (b) of this article.

- (b) A poll by secret ballot (before or on the declaration of the result of voting on any resolution on show of hands).
 - (i) may be ordered to be taken by the Chairman of the meeting of his own notion:
 - (ii) shall be ordered by the Chairman, if it is demanded by at least five members having the right to vote on the resolution and present in person or by authorized representative.

17.8 Minutes conclusive:

An entry in the Minute Book of the Council in regard to any resolution moved at the meeting shall be conclusive evidence of the fact that the resolution was carried out:

- (a) unanimously; or
- (b) adopted by majority; or
- (c) lost.

As the case may be.

18. COMMITTEE OF ADMINISTRATION

18.1 Formation of the Committee:

- (a) The council shall have a Committee of Administration to perform the functions assigned to it by these articles.
- (b) The composition of the Committee shall be as provided in article 27.

19. DISQUALIFICATIONS FOR MEMBERSHIP OF THE COMMITTEE

19.1 Disqualification for membership of the Committee:

- (a) A person shall be disqualified for being, or for continuing as a member of the Committee, if he becomes subject to any of the

disqualifications enumerated in article 8.1 in regard in the membership of the Council.

- (b) Before declaring a member to be disqualified, the Committee shall give him a reasonable opportunity of being heard and shall follow such procedure as may be prescribed.

20. VACANCIES

Casual vacancies:

- (a) If there arises a casual vacancy in the office of any member of the Committee (other than Regional Chairmen and members who are nominated or co-opted), it shall be filled up by the Committee. Provided that when the vacancy is for a period not exceeding two months, the Committee may, if it so chooses, decide not to fill up the vacancy, so long as the number of vacancies so left unfilled does not exceed three.
- (b) A person appointed to fill up a casual vacancy shall hold office only for the remainder of the term of the original member.

Member going out of India:

If a member of the Committee (other than a nominated or co-opted member and other than the Regional Chairman) desires to go out of India, the following provisions shall apply.

- (a) Such member shall intimate to the Secretary the date of his expected return to India and obtain leave of absence from the Committee for a period not exceeding four months.
- (b) If his absence is expected to exceed four months or if he does not obtain leave as above, his seat shall be deemed to fall vacant and the provisions or article 20.1 of these articles shall apply.
- (c) If his expected absence does not exceed four months and he has obtained leave as aforesaid, the Committee may appoint such person as it thinks fit to be member of the Committee for the period of absence of the member going out of India.

21. REGIONAL CHAIRMEN

21.1 Regional Chairmen:

- (a) Regional Chairmen shall be ex-officio members of the Committee of Administration.
- (b) Election of the Regional Chairman may be held along with a the Chairman and Vice-Chairman, etc., of the Council at the first meeting of the newly elected committee and to be regulated by rules to be made by the Committee.

22. REGIONAL COMMITTEES

Formation of Regional Committees:

- (a) The Committee of Administration shall form a Regional Committee for each region, except where the products with which the Council is concerned are mainly confined to one region.
- (b) The geographical extent of such region shall be determined by the Committee of Administration.
- (c) The Regional Committee shall consist of the Following:
 - (i) the Regional Chairman and
 - (ii) such number of other members as may be nominated by the Committee of Administration.

Functions of Regional Committees:

- (i) Each Regional Committee shall function under the general control, superintendence and direction of the Committee.
- (ii) Each such Committee shall

(a) take steps to stimulate exports of the product from its region, and

(b) perform such other functions as the Committee may lay down from time to time

23. PANELS

Panels: composition and functions:

(a) The Committee may from time to time constitute panels to perform such functions as the Committee may lay down and may define their composition.

24. FUNCTIONS OF THE COMMITTEE OF ADMINISTRATION

24.1 The Function of the Committee:

Function of the Committee of Administration shall be as follows:

- (a) To administer the general affairs of the Council;
- (b) To determine what work shall be undertaken by the Council and to arrange for the conduct of such work.
- (c) To receive and deal with reports and recommendations of the various Sub-Committees (where such Sub-Committees have been constituted):
- (d) To arrange for the publication of reports and other documents issued by the Council;
- (e) To collaborate in kindred activities with other Export Promotion Councils in India and similar bodies in foreign countries and with international organizations working in the field;
- (f) To control the finances of the Council;
- (g) To control the staff of the Council;

- (h) To take steps to conduct timely elections to various posts contemplated by these rules;
- (i) From time to time, to make rules for the proper conduct and management of the affairs of the Council including matters which are to be prescribed under these articles;
- (j) To do all such other lawful acts as would be conducive to the interests of the Council.

25. SEAL

25.1 Seal:

- (a) The Committee shall have a seal and shall provide for its safe custody;
- (c) The seal of the Council shall not be affixed to any document, except under the general or specific authority of the Committee and shall also not be affixed to any instrument except in the presence of two members of the Committee or such other persons as the Committee may appoint for the purpose and these two members or other persons shall sign every legal instrument to which the seal of the Council is so affixed in their presence.

26. PROCEDURE OF THE COMMITTEE

26.1 Conduct of meetings of the Committee:

- (a) The Chairman of the Council shall, when present, preside at all meetings of the Committee;
- (b) If the Chairman is not present at any meeting of the Committee, the Vice-Chairman shall preside at the meeting;
- (c) In the absence of the Chairman and Vice-Chairmen the members of the committee present at the meeting shall elect one amongst themselves to be the Chairman of that particular meeting;

- (d) At least four meetings of the Committee shall be held every year;
- (e) The Chairman may himself require the Secretary to call a meeting of the Committee at any time;
- (f) If a requisition in writing is made to the Chairman by not less than one-fifth of the members of committee having voting rights on the date of requisition but with a minimum of three, the Chairman shall require the Secretary to call a meeting of the Committee within a reasonable time which shall not exceed 15 days;
- (g) Not less than seven clear day's notice of every meeting of the Committee shall be given to each member of the Committee who shall, for the time being, be in India;
- (h) At any meeting of the Committee, one-third of the total strength of the Committee (as then constitute) shall be the quorum;
- (i) Each member of the Committee, including the Chairman shall have one vote and in case of tie the Chairman shall, in addition to his own vote, have a casting vote;
- (j) There shall be no proxy at meetings of the Committee;
- (k) The Committee shall meet at such times, as they may be considered advisable and may make such rules, as are considered necessary, as to the summoning and holding of the meetings of the Committee and for the transaction of business at such meetings;
- (l) The record of the proceedings of the Committee shall be open for examination by the members of the committee.

27. CHAIRMAN, VICE-CHAIRMAN, ETC., AND THE COMPOSITION OF THE COMMITTEE

Chairman's term of office:

The Chairman shall hold office for a period of two years and;

- (a) shall retire accordingly; and
- (b) shall not be eligible for re-election (at the immediately) at the next election.

Vice-Chairman of the Committee:

- (a) There shall be a Senior Vice-Chairman and a Vice-Chairman who shall be elected by the Committee for a term of two years.
- (b) On completion of their term of 2 (two) years Senior Vice-Chairman shall be endorsed by the Committee to succeed the Chairman unless he is unwilling to accept chairmanship or he has incurred any of the disqualifications enumerated in Article 8.1 regarding membership of the Council. Simultaneously the Vice-Chairman shall be endorsed by the Committee to succeed Senior Vice-Chairman.

Composition of the Committee:

- (1) The Committee of Administration shall have the following members:
 - (a) elected members with a minimum of ten and maximum of twenty (including the Regional chairman):
 - (b) nominated members, not exceeding three in number.
- (2) Subject to the provisions of clause (1) the number of members of the Committee shall be laid down by rules made by the committee.

Reservation:

- (a) At least one-third of the seats for the elected members of the Committee shall be reserved for representatives of small-scale industries.
- (b) In addition, at least one-third of the seats for elected members of the Committee shall be reserved for exporters who fall within the category of export houses, trading houses, star

trading houses, and superstar trading houses for the purpose of the Export-Import Policy for the time being in force or who have for the time being similar status under the said policy.

- (c) Where any seat reserved under clause (a) or (b) of this article cannot be filled up by a candidate of the reserved category that seat deemed to be unreserved.

Co-opted members:

The Committee may co-opt such members, as it considers necessary for the efficient conduct of its business in relation to specific types of activities.

Certain further provisions as to nominated members:

- (a) The term of office of members of the Committee who are nominated by the Central Government shall be coterminus with the term of the committee.

Provided that, if a member is nominated during the term of the committee his term of office shall be such as the Central Government may specify.

- (b) The Central Government may, at any time, require such a nominee to relinquish his office and may appoint another person in his place.

Retirement of elected members:

- (a) One-third of the elected members of the Committee shall automatically retire on the completion of two years of their term, but shall be eligible for re-election.
- (b) The names of members who shall retire on the expiry of the first and the second term (of two years each) respectively shall be determined by lot.

Elections of the Committee and Returning Officer:

- (a) Elections to the Committee (in respect of seats of elected members falling vacant) shall be conducted every two years, well before the expiry of the terms of the retiring members.
- (b) The Committee shall appoint a returning officer for conducting elections.

Rules:

Rules made by the Committee shall make provisions regarding the elections to the officers of the Chairman and Vice-Chairman, on matters not provided for these articles.

28. CHAIRMAN OF THE COMMITTEE

28.1 Committee Chairman:

- (a) The Chairman of the Council shall ordinarily be the Chairman of the Committee of the Council and shall be responsible for the proper functioning of the Council.

29. VICE-CHAIRMAN

29.1 Vice-Chairman:

- (a) The Vice-Chairman, shall be in the absence of the Chairman, have the power to perform the duties of the Chairman.
- (b) The Vice-Chairman may also perform any other functions that may be entrusted to him by the Chairman.

30. REMUNERATION

30.1 No right to remuneration:

Members of the Committee shall not be entitled to any remuneration for attending its meetings or for any other function performed by them as such members.

31. POWERS OF THE COMMITTEE

31.1 Powers of Management:

- (a) The Committee shall be the Managing Body of the Council and in addition to the powers and authorities conferred by statute or by these articles, may exercise all such powers and do all such acts and things as shall, by statute or by these articles, be directed or authorized to be done by the Council in a general meeting.
- (b) Such acts of the Committee as are not regulated by statute or by these articles, shall be subject to such regulations or directions as may, from time to time, be decided upon or given at any annual or extraordinary general meeting of the Council.

Provided that no such regulation or direction shall invalidate any prior act of the Committee which would have been valid, if the regulation or direction had not been made or given.

32. RESOLUTION BY CIRCULATION

32.1 Circulation:

- (a) Any business which may be necessary for the committee to transact may, if the Chairman so directs, be carried out by papers among all its member's and any resolution so circulated and approved by the majority of such member shall be as effectual and binding, as if the resolution had been passed at meeting of the Committee, provided that at least the number of members who constitute the quorum of the Committee have recorded their views on the resolution.
- (b) When any business is so referred by circulation to the members of the Committee, 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.
- (c) If a resolution is circulated; the result of the circulation shall be communicated to all members of the Committee present in

India and shall be recorded in the minutes of the next meeting of the Committee.

33. EXECUTIVE DIRECTOR, SECRETARY, OFFICERS AND OTHER EMPLOYEES

Executive Director:

- (a) There shall be an Executive Director of the Council, who shall be under the control and direction of the Committee and shall be in overall charge of the administration of the Council; and shall supervise the work of all officers of the Council. The Executive Director of the Council shall be member Secretary of the Committee of Administration in ex-officio capacity but without voting right.
- (b) If necessary, the Council may have a Secretary, who shall, however, work under the administrative control of the Executive Director.

Secretary if appointed:

- (a) The Secretary shall have charge of all correspondence and shall keep an account of the funds of the Council and of funds connected with, or in any way controlled by the Council.
- (b) He shall keep accurate minutes of all the meetings of the Council and of the Committee.
- (c) He shall take proper care of all assets belonging to the Council.
- (d) He shall give notice to members, of all meetings of the Council or the Committee.
- (e) He shall duly notify members of their appointment, shall countersign all cheques signed by the Chairman or by any member or members of the Committee duly authorized in this behalf and shall collect all money due to the Council.
- (f) He shall prepare an Annual Report of the Council.

- (g) He shall generally perform all such functions as are incidental to his office or as may be assigned to him by the Committee or Executive Director from time to time.

Officers:

The officers of the Council, including the Secretary (if appointed), shall devote themselves entirely to such business and affairs of the Council as may be assigned to them by the competent authority.

Employees (rules regarding):

- (1) The Committee may in respect of all employees of the Council, make rules to regulate the following matters, namely:
 - (a) Conditions of service:
 - (b) Appointment Promotion and Dismissal:
 - (c) Grant of pay, leave, allowances, pensions, gratuities and compassionate allowances;

Provided that the grant of leave and allowances to Government servants whose services have been lent or transferred to the Council shall be decided with the previous approval of the Government officer competent to sanction his transfer to the Council.

- (d) Payment of traveling allowances; and
- (e) The establishment and maintenance of a Provident Fund and other funds for the welfare of the employees.

Internal resources:

At least 40 per cent of the internal resources of the Council excepting those derived from Government grants shall be utilized for development activities like market studies, dissemination of trade information buyers-sellers meets, etc.

34. GENERAL MEETINGS

General Meeting of the Council:

- (a) A general meeting of the Council shall be held within eighteen months of the incorporation of the Council and thereafter once at least in every calendar year on such date (not being more than fifteen months after the preceding general meeting) and at such places, as the Committee may consider convenient for the dispatch of business.
- (b) At the general meeting, a report of the activities of the Committee for the year under review and the yearly audited accounts including a statement of income and expenditure and a Balance Sheet made up to the date not earlier than the date of the meeting by more than six months shall be submitted.
- (c) Such meeting shall be called annual general meeting; and all other general meetings of the Council shall be called extraordinary general meetings.

Business for the annual general meetings:

The ordinary business to be transacted at an annual general meeting of the Council shall be:

- (a) To receive and consider the accounts and the reports of the Committee and auditors;
- (b) To place on record the names of the Committee members;
- (c) To appoint and fix the remuneration of the auditors.

Requisition for meeting:

If one-tenth of all the members having voting rights on the date of requisition, by requisition in writing setting forth the reasons therefore and signed by them and addressed to the Committee, request the Committee to call a meeting of the Council, the Committee shall,

within 21 days of the receipt by it of the requisition, cause to be sent out a notice calling a meeting of the Council, for such date and time as may be determined by the Committee.

No right to remuneration:

Members of the Council shall not be entitled to any remuneration for attending its meeting or for performance any other functions as such members.

35. NOTICES OF MEETINGS

Notice how given:

- (a) In regard to every annual general meeting of the Council not less than fourteen day's notices to the members specifying the place, date and hour of meeting (with a statement of the business to be transacted there at) shall be given.
- (c) A notice may be given to any member either personally or by sending it by post or by fax or by a courier approved by the Committee to such member's registered address or (if a member has no registered address in India) to the address, if any, within India furnished by the member for the giving of notices.
- (d) Where a notice is sent by post, the service shall be deemed to have been effected at the expiry of 48 hours after it is posted, as provided in section 53 of the Act.

Address:

If a member has no registered address in India and has not supplied to the Council an address within India for the giving of notice, a notice addressed to such member and advertised in a newspaper circulating in the neighborhood of the registered office of the Council shall be deemed to be duly given to such member on the day on which the advertisement appears in the newspaper.

Service of notice:

- (a) Any notice required to be given by the Council to the members for any of them and not expressly provided for by these articles, shall be sufficiently given, if given by advertisement and any notice which is required to be, or which may be, given by advertisement shall be advertised once at least in one or more newspaper circulating in the neighbourhood of the registered office of the Council.
- (b) The non-receipt by any member, of any notice of meeting required by these articles to be given to the member shall not invalidate any proceedings of any resolution passed at any meeting.

36. PROCEEDINGS AT MEETINGS OF THE COUNCIL

Business and Quorum:

No business shall be transacted at any meeting of the Council, unless the quorum laid down in article 17.2 is present at the commencement of the business; and if no such quorum is present within half an hour of the meeting, then the provisions of article 17.4 shall apply.

Conduct of meeting: who to preside:

The provisions of article 17.5 shall apply regarding presiding at meetings of the Council.

Voting:

At any general 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 Chairman or such members as is provided in section 179 of the Act, and unless a poll is so demanded, a declaration by the Chairman that the resolution has, on a show of hands, been carried unanimously, or by a particular majority, or lost, shall be conclusive; and an entry, to entry, to that effect, in the book of the proceedings of the meetings of the

Council and signed by the Chairman shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour, or against, that resolution.

Adjournment:

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

Voting confined to ordinary members:

No member other than an ordinary member of the Council shall vote at its meetings.

37. VOTES OF MEMBERS

Voting:

At any meeting of the Council, every ordinary member present shall be entitled to one vote and in the event of an equality votes; the Chairman shall have a casting vote, in addition to his own. No member shall nominate any other person to vote on his behalf; except as otherwise provided in these articles.

38. MINUTES

38.1 Minutes:

Minutes of the meetings of the Council shall be kept in the manner prescribed in section 193 of the Act.

39. BOOKS AND DOCUMENTS

Books and accounts:

The Committee shall cause to be kept proper books of accounts with respect to:

- (a) all sums of money received and spent by the council and the matters in respect of which the receipt and expenditure took place;
- (b) all sales and purchases of goods by the Council; and
- (c) the assets and liabilities of the Council.

Books where kept:

The books of accounts referred to in article 39.1 shall be kept at the registered office of the Council or at such other places as the Committee thinks fit and shall be open for inspection by the members of the Committee during office hour.

Time and place:

The Committee shall, from time to time, by rules determine whether and to what extent and at what times and places and under what conditions, the accounts and books of the Council or any of them shall be open for the inspection of the members (not being members of the Committee) and no member (not being member of the Committee) shall have any right to inspect any account or book or document of the Council, except as provided by law or authorized by the Committee or by a resolution of the Council in a general meeting.

Provided that, the accounts and books of the Council shall be opened for inspection by an officer duly authorized in this behalf by the Central 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 Central Government, be specified in this regard.

Balance Sheet and Report:

A printed copy of the audited Income and Expenditure Account and Balance Sheet of the Council, together with the report of the Auditor and of the Committee, shall at least fourteen days previous to the annual general meeting of the Council, be sent to the registered

address of every member and a copy shall also be kept at the registered office of the Council for the inspection of members during a period of at least fourteen days before the meeting.

Copies:

After the balance sheet and Income and Expenditure account have been laid before the members in the annual general meeting, three copies of the Balance Sheet signed by the Executive Director or Secretary, shall (in the case of a Council incorporated under the Companies Act, 1956) be filed with the competent officer as required by the Companies Act 1956.

40. AUDITORS

40.1 Auditors:

- (a) Auditors shall be appointed at the annual general meeting of the Council each year;
- (b) The rights and duties of the auditors shall be regulated in accordance with the provisions of the Act;
- (c) Any casual vacancy in the office of the Auditor may be filled by the Committee.

41. BUDGET ESTIMATES

41.1 Budget:

- (a) The committee shall each year prepare a budget for the ensuing year and shall submit it to the council on or before such date as may be determined by the Committee.
- (b) No expenditure shall be incurred until the budget is sanctioned by the Committee.
- (c) The budget shall be in such form as the Committee may direct from time to time.

- (d) Supplementary estimates of expenditure shall be submitted for the sanction of the Committee in such form and on such date as may be specified by the Committee.

42. EXPENDITURE

42.1 Expenditure:

- (a) Subject to the provisions of these and the rules framed there under. The committee may incur such expenditure as it may think fit and write off any sums and may delegate to the chairman or executive director or other officer(s) of the council. Such financial powers as it may consider expedient.
- (b) The committee may subject to control of the Council and the Council may subject to the provisions of these articles, incur expenditure outside India.
- (c) Subject to the provisions of any law for the time being in force and subject to the provision of these articles, to expenditure outside of India may be incurred by the council and subject to its control by the committee.

43. CUSTODY AND DISBURSEMENT OF FUNDS

43.1 Custody:

- (a) The Committee shall make rules for the custody and disbursement of funds of the Council:
- (b) The account of the Council shall be opened in a scheduled bank and all moneys at the disposal of the Council with the exception of petty cash and imprest shall be paid into such account.

44. INVESTMENT OF FUNDS

44.1 Investment:

The funds of the Council, which are not required for current expenditure may be placed in fixed deposit with any scheduled bank

or may be invested in any security in which first property may lawfully be invested under section 20 of the Indian Trusts Act. 1882, subject to such instructions as may be issued from time to time by the Government of India, in the Department of Public Enterprises with reference to investment.

45. HEAD OFFICE

45.1 Head office of the Council:

The Head Office of the Council shall be at “World Trade Centre (2nd Floor), 14/1B Ezra Street, Kolkata – 700 001.

46. ACTION PLANS

46.1 Duty of Council:

- (1) The Council shall, from time to time, obtain from its members proposals for export and then prepare an integrated action plan for -
 - (a) the promotion of exports,
 - (b) the generation of production for exports, and
 - (c) the setting of exports targets generally and also in relation to specific countries and commodities.
- (2) Such plans shall be prepared for every financial year or for such longer or shorter period as may be considered desirable in the circumstances by the Council.
- (3) The Council shall make all possible efforts to secure prompt execution of such plans.

47. POWERS OF THE CENTRAL GOVERNMENT

Power to give directions:

- (1) The Central Government shall have power to give directions to the Council as to the performance of its functions, where the Government considers such directions to be necessary:
 - (a) in the interests of national security, or
 - (b) in the interests of the national economy, or
 - (c) otherwise in the public interest.
- (2) The Central Government shall also have power to call for such reports, returns and other information with respect to the property and affairs of the Council, the conduct of its business and other matters connected with the performance of its functions, as the Central Government may consider necessary.
- (3) The Council shall be bound to comply with all directions issued by the Central Government under sub-article (1) or (2) of this article and all provisions contained in the Export-Import Policy of the Central Government for the time being in force.

Foreign Collaboration:

All agreements between the Council and any foreign collaborator shall require prior approval of the Central Government.

48. ALTERATION IN ARTICLES

No addition to modification in or deletion of any of these articles shall be made without the prior approval of the Central Government.

49. REPUGNANCY TO COMPANIES ACT

Where in relation to a Council to which the Companies Act, 1956 applies, there is a repugnancy between the provisions of these articles and the procedures of that Act, the procedures of the Act shall to the extent of the repugnancy overrule the provisions of these articles.

50. MODIFICATION DURING THE TRANSITIONAL PERIOD

In order to effect a smooth transition from the position prevailing before the adoption of these articles to the position resulting from the application of these articles. The Committee may propose to the Central Government to make such additions to or modification in these articles as it may consider appropriate during a period of three years from such adoption.

51. GENERAL POWER TO MODIFY

The Central Government may at any time direct by an order in writing that the provisions of these articles shall stand modified in such manner as the Central Government may direct, as in relation to a group of Councils or a particular Council where such a direction appears to be necessary in public interest.