

പതിനാലാം കേരള നിയമസഭ
ഏഴാം സമ്മേളനം

നക്ഷത്രചിഹ്നമിടാത്ത ചോദ്യം നമ്പർ. 93

07.08.2017 ലെ മറുപടിക്ക്.

നോർക്ക റൂട്ട്സിലെ നിയമനങ്ങൾ

ചോദ്യം

ഉത്തരം

ശ്രീ. കെ. സി. ജോസഫ് :

ശ്രീ. പിണറായി വിജയൻ
(മുഖ്യമന്ത്രി)

(എ) നോർക്ക റൂട്ട്സിലെ നിയമനങ്ങൾ (എ) പബ്ലിക് സർവ്വീസ് കമ്മീഷൻ വിടാത്തതിന്റെ കാരണമെന്താണ്;

സർക്കാർ നിയന്ത്രണത്തിലുള്ള പൊതുമേഖലാസ്ഥാപനമായ നോർക്ക-റൂട്ട്സിന് സർക്കാർ അംഗീകരിച്ച സർവ്വീസ് റൂൾസ് നിലവിലില്ല. ആയതിനാൽ നോർക്ക-റൂട്ട്സിലെ നിയമനങ്ങൾ പി.എസ്.സി ക്ക് വിടാൻ നിർവാഹമില്ല.

(ബി) നോർക്ക റൂട്ട്സിൽ നിയമനം (ബി) നടത്തുവാൻ അപേക്ഷകൾ ക്ഷണിച്ചിട്ടുണ്ടോ; ഉണ്ടെങ്കിൽ വിശദാംശങ്ങൾ വെളിപ്പെടുത്തുമോ ;

നോർക്ക-റൂട്ട്സിൽ ഒഴിഞ്ഞു കിടന്നിരുന്ന താഴെ പറയുന്ന തസ്തികകളിൽ സർക്കാർ സ്ഥാപനമായ സി.എം.ഡി വഴി സ്ഥിരം/ കരാർ നിയമനം നടത്തുന്നതിനുള്ള നടപടികൾ സ്വീകരിച്ചു വരുന്നു.

- സിസ്റ്റം അഡ്മിനിസ്ട്രേറ്റർ -2
- അസിസ്റ്റന്റ് മാനേജർ -3 (കരാർ)
- അക്കൗണ്ടന്റ് ഓഫീസർ-1 (കരാർ)
- ജൂനിയർ എക്സിക്യൂട്ടീവ് -4
- അസിസ്റ്റന്റ് -8
- അക്കൗണ്ടന്റ് അസിസ്റ്റന്റ്- 1
- കാൾ സെന്റർ എക്സിക്യൂട്ടീവ് - 1 (കരാർ)
- പേഴ്സണൽ അസിസ്റ്റന്റ് -2
- അറ്റൻഡർ -4
- സ്റ്റീപ്പർ -1

(സി) നോർക്ക റൂട്ട്സിന്റെ ബോർഡിൽ ഇപ്പോൾ ആരെല്ലാമാണ്;

ഡയറക്ടർ (സി) മെമ്പർമാർ

നോർക്ക-റൂട്ട്സിന്റെ ഡയറക്ടർ ബോർഡ് മെമ്പർമാരുടെ വിശദാംശങ്ങൾ ചുവടെ ചേർക്കുന്നു.

1. ബഹുമാനപ്പെട്ട കേരള മുഖ്യമന്ത്രി ചെയർമാൻ

2. ശ്രീ. കെ. വരദരാജൻ - എക്സിക്യൂട്ടീവ് വൈസ് ചെയർമാൻ.

(ശ്രീ. കെ. വരദരാജനെ നോർക്ക റൂട്ട്സിന്റെ എക്സിക്യൂട്ടീവ് വൈസ് ചെയർമാനായി ഡയറക്ടർ ബോർഡ് തീരുമാനിക്കുകയും, ടി തീരുമാനം സർക്കാർ അംഗീകരിക്കുകയും അതിൻ പ്രകാരം നോർക്ക റൂട്ട്സിന്റെ ആർട്ടിക്കിൾ ഓഫ് അസോസിയേഷൻ ഭേദഗതി ചെയ്യുന്നതിനുള്ള നടപടി സ്വീകരിക്കുവാൻ നോർക്ക, ചീഫ് എക്സിക്യൂട്ടീവ് ഓഫീസർക്ക് നിർദ്ദേശം കൊടുക്കുകയും ചെയ്തിട്ടുണ്ട്.)

3. പത്മശ്രീ. എം. എ. യൂസഫലി - ഡയറക്ടർ

4. പത്മശ്രീ. സി. കെ. മേനോൻ - ഡയറക്ടർ

5. ഡോ. എം. അനിരുദ്ധൻ - ഡയറക്ടർ

6. ശ്രീ. ഒ. വി. മുസ്തഫ - ഡയറക്ടർ

7. ശ്രീ. ആസാദ് മുഷൻ - ഡയറക്ടർ

8. ഡോ. രവിപിള്ള - ഡയറക്ടർ

9. ശ്രീ. സി. വി. റഷായി - ഡയറക്ടർ

10. ശ്രീ. മനോജ് ജോഷി ഐ. എ. എസ്

പ്രിൻസിപ്പൽ സെക്രട്ടറി, നോർക്ക വകുപ്പ് - ഡയറക്ടർ

11. അഡീഷണൽ സെക്രട്ടറി, ധനകാര്യ വകുപ്പ് - ഡയറക്ടർ

12. ഡോ. കെ. എൻ. രാഘവൻ ഐ. ആർ. എസ്

ചീഫ് എക്സിക്യൂട്ടീവ് ഓഫീസർ - എക്സിക്യൂട്ടീവ് ഓഫീസർ-എക്സിക്യൂട്ടീവ് ഡയറക്ടർ

(ഡി) നോർക്ക റൂട്ട്സിന്റെ ബൈലായുടെയും മെമ്മോറാണ്ടം ഓഫ് അസോസിയേഷന്റെയും പകർപ്പുകൾ ലഭ്യമാക്കുമോ ?

(ഡി) നോർക്ക റൂട്ട്സിന്റെ ആർട്ടിക്കിൾസ് ഓഫ് അസോസിയേഷന്റെയും, മെമ്മോറാണ്ടം ഓഫ് അസോസിയേഷന്റെയും പകർപ്പുകൾ അനുബന്ധമായി ചേർക്കുന്നു.

സെക്ഷൻ ഓഫീസർ.

നോർകാ റൂട്ട്സ്

THE COMPANIES ACT 1956
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
of
NORKA-ROOTS

- I. The name of the Company is 'NORKA-ROOTS.
- II. The Registered Office of the Company will be situated in the State of Kerala.
- III. A. The main objects to be pursued by the Company on its incorporation are:

I. to plan and implement programmes and schemes for the welfare and benefit of Non Resident Indians having origin in the State of Kerala and to address and devise solutions to the problems of Keralites living outside the State such as:

a) to provide assistance of all kinds to Non-Resident Keralites (NRK) in the State of Kerala or anywhere else in India or abroad and to take up with Government of Kerala and Government of India or other Institutions/ Organizations both in India and abroad, any matter concerning the Non resident Keralites;

b) to set up projects/schemes including Pension Scheme for the welfare of Non resident Keralites and to evolve strategies for the resettlement, rehabilitation and reintegration of Non resident Keralites returning to Kerala and other states in India;

c) to give a thrust to the industrial development of the State by channelising the resources and expertise of Non resident Keralites and to help them to set up projects /ventures/ enterprises in Kerala;

d) to facilitate the creation of a high calibre human resource pool, utilizing the educational and traditional advantages inherent in the State, to meet the changing global requirements by helping to set up higher and specialised centres of learning and training aimed at skill upgradation and to assist and monitor human resource export through transparent and lawful methods;

e) to undertake the establishment, management and monitoring of a world-wide net-work of associations, organizations and groups of Keralites residing and working outside the State, assist and encourage their activities, and to channelise the contribution of Non Resident Keralites for the all round development of the State;

with no intention to distribute the surplus, if any, and any surplus money generated shall be ploughed back for the development and the functioning of the company

amended as per approval letter No. F.No.2/K-5529/2002 dated 19/02/2005 issued by the Regional Director, Ministry of Company Affairs, Government of India, Southern Region, Chennai.

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Handwritten Signature
NORKA-ROOTS

B. The objects incidental or ancillary to the attainment of the main objects are:

1. to set up offices in Kerala, or anywhere in India or abroad either by itself or with the aid and assistance of associations of Non resident Keralites/Indians as well as Government or other agencies to attend to the problems faced by Non resident Indians have origin in the State of Kerala;
2. to act in co-ordination with Government departments and agencies at the State and Central Government level and also with such departments/agencies both inside India and abroad and also with other associations of Non resident Keralites;
3. to draw, execute and oversee projects and schemes for the welfare of Non Resident Keralites or Non Resident Kerala returnees, by itself or in association with other governmental and non-governmental agencies;
4. to design and initiate programmes and campaigns for the reorientation, retraining and resettlement of the persons of Kerala origin who have returned to Kerala permanently;
5. to carry on or solicit or procure pension and insurance business, both life and non life (medical, accident and death) and such other welfare schemes for the benefit of Non resident Keralites and/or returnees, either by itself or in association with other institutions and also to function as agents for firms running such schemes;
6. to collect, update and disseminate information regarding Government policies, investment opportunities, incentives and facilities offered, Government initiatives, concessions and relevant materials for the benefit of Non resident Keralites /returnee Non resident Keralites to set up business/ industries;
7. to support Non resident Keralites and returnee entrepreneurs by providing assistance & obtaining necessary clearances, arranging for infrastructural facilities including setting up and maintenance of exclusive industrial estates and parks, and providing advisory and consultancy services;
8. to conduct studies, surveys seminars, conferences, workshops to focus on the potential for Non Resident Keralite investment, on Non resident Keralites preferences and avenues available for channelising Non resident Keralites investment for the development of the State of Kerala;
9. to liaise with Governmental and other agencies for financing Non resident Keralites ventures through promotional and linkage activities, including the setting up of financial institutions with credit operations such as investment board, Labour and Cooperative banks etc and also to establish and maintain mutual fund, growth fund, asset management companies,

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Chitra Lakshmi
NORKA-ROOTS

- trusts etc for the benefit of and/ or with the resources of Non resident Keralites;
10. to set up mechanism for providing reliable information regarding the employment scenario abroad and monitor the process of human resource export and ensure that the same is through transparent and lawful means;
 11. to set up Employment Exchanges for Non resident Keralites and facilitate to identify avenues for the re-employment of Non resident Keralites;
 12. to establish close links with expatriates belonging to the State of Kerala and Malayali Associations around the world and create a comprehensive database of individuals and Associations and facilitate interaction and information dissemination among the Non resident Keralites Community worldwide;
 13. to encourage and assist educational, recreational and cultural activities of Non resident Keralites organisations in India and abroad and co-ordinate exchange programmes and schemes in academic, cultural, sports and other fields;
 14. to receive grants, gifts, subscriptions, donations or any other financial contribution in cash and security and of any property, either movable or immovable from within the country or abroad including international agencies and Government of India and also raise loans, fixed deposits, debentures or other borrowings subject to prevailing laws and to invest and deal with funds and moneys of the Company and to vary, alter or transfer such investments from time to time;
 15. to maintain a fund to which shall be credited in full or partly, for the purpose of attainment of main objects,
 - i) Moneys provided by the Central and State Governments.
 - ii) Fees and other charges received by the company;
 - iii) Moneys received by way of grants, gifts, donations, benefactions, bequests, etc.
 - iv) Moneys received by the company as investments, loan or in any other form from private sector or any other sources
 16. to maintain and operate accounts with any bank or banks and deposit/invest the income generated by the company in such manner as may be desirable with, however, no motive to make profits but with the intension to utilise such amounts and the surplus money generated if any, for the development and functioning of the institution and for the purpose of attainment of its main objects;
 17. to pay all expenses preliminary or incidental to the setting up of the company and to meet all expenses connected with the operation of the

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 Chief Executive Officer
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company including expenses incurred in the exercise of its powers and discharge of the functions, as also, payment of the salaries, allowances, wages, etc. for the purpose of attainment of main objects;

18. to prepare and maintain accounts and other relevant records and to prepare the financial statements and annual reports of the Company in such form and manner as may be required, for the purpose of attainment of main objects;
 19. to constitute one or more Committees as the Board of the Company may deem necessary for the disposal of any of its business or for tendering advice in any matter pertaining to it, for the purpose of attainment of main objects;
 20. to delegate any power vested in the Board of Directors of the Company to any Committee or Committees constituted by it, for the purpose of attainment of main objects;
 21. to subscribe or contribute to any charitable, benevolent or useful objects which may tend to increase the repute or popularity of the Company among its employees or the public, for the purpose of attainment of main objects;
 22. to take over or acquire institutions with similar objects and to render assistance for establishing similar companies under franchise or otherwise, for the purpose of attainment of main objects.
- C. Other objects for which the Company is established are: Nil
- IV. The objects of the company shall extend to the whole of India and abroad.
- V. i) All the incomes, earnings, movable and immovable properties of the Company shall be solely utilised and applied solely for the promotion of the objectives set forth in this Memorandum of Association.
- ii) No portion of the income or property aforesaid shall be paid or transferred directly or indirectly to any person or persons claiming through any one or more of the members.
- VI. a) 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 Regional Director, Department of Company Affairs, Chennai.
- b) No alteration shall be made to this Memorandum of Association or to the Articles of Association of the Company unless the alteration has

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Chief Executive Officer
NORKA-ROOTS

been previously submitted to and approved by the Income Tax Authorities.

- VII. The liability of the members is limited.
- VIII. The authorized share capital of the company is Rs.200,00,000 (Rs. 2 Crores) divided into 80,000 equity shares of Rs.100/- each with 100 % of voting rights and 1, 20,000 equity shares of Rs. 100 each with 50% voting rights.
- 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 the property, credits and liabilities of the company and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the company for the time being in force the accounts shall be opened 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 ascertained by one or more properly qualified auditor or auditors.
- X. If upon winding up of the company there remains after the satisfaction of all the debts and liabilities of the company, any property whatsoever, the same shall not be distributed amongst the members of the company but shall be given or transferred to such other company having objects similar to the objects of the company to be determined by the members of the company at or before the time of dissolution or in default thereof by the High court of Kerala

We the several persons whose names addresses descriptions and occupations hereunder subscribed are desirous of being formed into a company not for profit, in pursuance of this Memorandum and Association.

Sd/-
Chairman
NORKA-ROOTS

Sd/-
Director & Chief Executive Officer
NORKA-ROOTS

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Arul Kumar
Chief Executive Officer
NORKA-ROOTS

ARTICLES OF ASSOCIATION OF NORKA-ROOTS

APPLICATION OF TABLE-A

1. The Regulations contained in Table A of the first schedule to the Companies Act, 1956 so far as they are applicable to a private limited company shall apply to this company save in so far as they are otherwise expressly or impliedly excluded/provided by the provisions of these Articles. In case of any conflict between the provisions herein contained and the regulations of Table A, provisions herein contained shall prevail.

INTERPRETATION

2. (i) "The Act" means The Companies Act, 1956 and the statutory modifications thereof for the time being in force.
- (ii) "Board" means Board of Directors of the company, the Directors assembled at a Board, or the requisite number of Directors entitled to pass a resolution by circulation in accordance with these Articles.
- (iii) "The Company" means NORKA-ROOTS.
- (iv) "The Directors" means the Directors including alternate Directors for the time being of the Company whether in meeting assembled or not.
- (v) "Member" means an NRK as defined in Clause vi and who has acquired share capital of face value of Rs 10,000 in his name and is entered in the Register of Members maintained by the Company.
- (vi) "NRK" means, Keralites residing outside Kerala whether within the country or abroad and also includes returnees who have been in Kerala for a period not exceeding the period they have stayed outside Kerala after their return, subject however to the condition that where the NRK has been abroad for any period exceeding 10 years he shall be deemed to be an NRK only for 10 years after his return.
- (vii) "These Presents" or "These Regulations" or "These Articles" shall mean these Articles of Association now framed or altered from time to time and shall include the Memorandum of Association where the context so requires.
- (viii) "Seal" means the common seal of the company.

amended as per approval letter No. F.No.2/K-8589/2002 dated 19/01/2005 issued by the Regional Director, Ministry of Company Affairs, Government of India, Southern Region, Chennai.

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[Signature]
Chief Executive Officer
NORKA-ROOTS

- (ix) "Section" or "Sec." Means section of the Act.
- (x) "State " means the state of Kerala
- (xi) "The Office" means the Registered Office of the company for the time being.
- (xii) "The Register" means the Register of Members to be kept pursuant to section 150 of the Act.
- (xiii) "Month and Year" means the English calendar month and Financial Year ending 31st March every year.
- (xiv) "In Writing" & "Written" means and includes words printed, lithographed represented or reproduced in any mode in visible form.
- (xv) "The Registrar" means Registrar of Companies, Kerala.
- (xvi) "Proxy" includes attorneys duly constituted under a Power of Attorney.
- (xvii) "Special Resolution" and "Ordinary Resolution" have the meaning assigned thereto respectively by the Act.
- (xviii) "Government" means the Government of Kerala.
- (xix) References to gender shall include both sexes.

COMPANY TO BE PRIVATE

- 3. The company is a Private Limited Company within the meaning of section 2(35) and 3(1)(iii) of the Companies Act, 1956 and accordingly,
 - a) Restricts the right to transfer its shares,
 - b) Limits the number of its members to 50, not including,
 - (i) Persons who are in the employment of the company and
 - (ii) Persons who having been formerly in the employment of the company were members of the company while in that employment and have continued to be members after the employment ceased,
 - c) Prohibits any invitation to the public to subscribe in share or debentures of the company.
 - d) Prohibits any invitation or acceptance of deposits from persons other than its members, directors or their relatives.

provided that where two or more persons hold one or more shares in the company jointly, they shall be treated as a single member.

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[Signature]
Chief Executive Officer
NORMA-ROOTS

BUSINESS

4. The business of the company may comprise of all or any part of the object mentioned or included in the Memorandum of Association.

SHARE CAPITAL

5. The authorized share capital of Company is Rs.200,00,000 (Rs. 2 Crores) divided into 2,00,000 equity share of Rs.100/- each comprising of 80,000 equity shares into 100/- each with 100% voting rights and 1,20,000 equity shares of Rs.100/- each with 50% voting rights. The Board of Directors shall be free to enhance the share capital of the Company by issuing further equity shares with different voting rights.

- 6 (i) The Company shall be a government Company within the meaning of Section 617 of the Companies Act 1956.

- 6(ii) The Board of Directors may with the approval of shareholders and Government of Kerala increase the share capital of the Company by issuing equity shares with different voting rights and retaining the status of the Government Company under Section 617 of the Companies Act 1956.

7. The shares shall be under the control of the Board of Directors who may subject to clause (3) above, allot or otherwise dispose of the same to such applicants as they think proper and on such terms and conditions as they determine and may also allot and issue shares as payment or part payment for any property, freehold or leasehold, goods or machinery supplied, sold or for services rendered to the company in or about the formation of a company or in the conduct of its business and any shares so allotted may be issued as fully paid-up or as partly paid-up shares as the Directors may decide.

8. The company shall except as otherwise provided by its Articles, be entitled to treat the registered holder of any shares as the absolute owner thereof and shall be under no obligation to recognize any interest, equity or trust in or affecting any share other than the absolute rights thereof of the registered holder.

CALLS ON SHARES

9. The Board of Directors may, from time to time make calls upon the members in respect of any money unpaid on their shares (whether on account of the nominal value of the shares or by way of premium). Each member shall pay to the company, at the time and place to be specified, the amount called on his shares. A call can be revoked or postponed at the discretion of the Board of Directors.

- 10 Call shall be deemed to have been made at the time when the resolution of the Board of Directors authorizing the call was passed and may be required to be paid by instalment, if necessary.

11. The Board of Directors may, if thinks fit, receive from any member willing to advance the same all or any part of the money uncalled and unpaid upon any shares held by them.

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R. S. Menon
 Chief Executive Officer
 NORKA-ROOTS

TRANSFER AND TRANSMISSION OF SHARES

12. Subject to the restrictions of these Articles, shares shall be transferable, but every transfer must be in the form prescribed under section 108 of the Companies Act, 1956 and the provisions as to the transfer and instrument of transfer contained in section 108 of the Companies Act, so far as it is applicable to a Private Company shall apply. A fee as the Board of Directors may determine from time to time shall accompany the application for transfer.
13. No member shall be entitled to transfer his shares in the company except with the previous sanction of the Board. The Board may decline to register any transfer of shares and shall give reasons for such refusal. This article shall also apply in the case of a transferee who is a shareholder.
14. Both the intending transferor and the purchasing member shall execute the instrument of transfer in accordance with the provisions of section 108 of the Companies Act, 1956 and complete the transactions.
15. The Board of Directors may on their discretion refuse to register the transfer of shares to any person, who in their opinion, is not desirable in the interest of the company to be admitted to the membership. The Board of Directors may refuse to register any transfer of shares on which the company has lien. The Board of Directors may also decline to transfer the share if the number of members exceeds the limit prescribed under these Articles.
16. The Directors shall refuse to register any transfer of share, subject to the provisions of the articles herein and more particularly:
 - a) where the share is not fully paid-up.
 - b) where the company has lien on the shares.
 - c) where the result of such registration would be to make the number of members exceed the limit specified in clause 3(b).
17. On the death of a member, the survivor or survivors, where the member was a joint holder, shall be the only persons recognized by the company as having any title to his interest in the shares.
18. On the death of member in case of a sole holder, his legal representatives shall be the only persons recognized by the company as having any title to his interest in the shares. The interest so inherited by the legal representatives of a deceased sole share holder shall be however, subject to the rights of the Board of Directors to decline to register the legal representatives as member, the shares shall be sold by the said legal representatives to any of the existing members for a fair value as may be determined by the Auditor of the company for the specific purpose at the request of the Board of Directors.

LIEN

- 19 The company shall have the first and the paramount lien upon all shares registered in the name of each shareholder for the debts, liabilities and engagements, to or with

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the company, whether the period for payment, fulfillment or discharge thereof shall have actually arrived or not.

INCREASE OF CAPITAL

20. The company in general meeting may by a resolution from time to time, increase the authorised share capital by the creation of new shares of the same, or issue shares of a different class, for such amount as may be deemed expedient and to attach thereto any special rights, privileges, or conditions as may be determined in accordance with the provisions of the Companies Act, 1956 and the regulations of the company.

BOARD OF DIRECTORS

21. *The minimum and maximum number of directors shall be two and twelve respectively. The Directors, other than the chairman and vice chairman, shall be appointed by the Government from out of the members of the Company, provided they hold the qualification share mentioned in Article 24 hereunder. The Government shall also have the right to appoint as Directors, persons who have in the opinion of the Government, knowledge or experience or other attributes likely to further the cause and aims of the company, and such directors need not hold qualification shares.

CHAIRMAN AND VICE CHAIRMAN

22. *The Chairman of the company shall be the Minister of Government of Kerala, in charge of Non Resident Keralites Affairs (NORKA), or the nominee of Government. There shall be two Vice Chairmen appointed by Government of Kerala. The Chairman and the Vice Chairman need not hold any qualification shares

CHIEF EXECUTIVE OFFICER

23. The Chief Executive Officer of the company shall be appointed by the Government of Kerala who shall be a member of the Board. The Chief Executive Officer need not hold qualification shares and need not be an NRK. He shall hold office during the pleasure of the Government.
24. A member in order to be eligible to be appointed as a director, shall hold share capital of face value of a minimum of Rs. 10 lakh (Rupees ten lakhs). No qualification shares are required in the case of the Minister of Government of Kerala in charge of Non Resident Keralites Affairs and the Secretary to the Government of Kerala in charge of the Department of Non Resident Keralites Affairs who become directors of the company from time to time.

* amended as per approval letter No. F.No.2/K-8589/2002 dated 19/01/2005 issued by the Regional Director, Ministry of Company Affairs, Government of India, Southern Region, Chennai.

* amended as per approval letter No. 2/K-8589/2002 (Part) (SRN A46337036) dated 02/12/2008 issued by the Regional Director, Ministry of Corporate Affairs, Government of India, Southern Region, Chennai.

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25. The first directors of the company shall be:

- (i) Shri M M Hassan, the Minister of Government of Kerala, in charge of Non Resident Keralites Affairs (NORKA); and
- (ii) Shri Jiji Thomson, Secretary to the Government of Kerala, in charge of the Department Non Resident Keralites Affairs (NORKA); each of whom shall vacate directorship in this Company on ceasing to hold the above offices in Government.

REMUNERATION TO DIRECTORS

26. Subject to the provisions of the Act, a Director who is in the whole-time employment of the company may be paid remuneration by way of monthly payments. The fee payable to a Director for attending a meeting of the Board or a Committee thereof shall be such sum as may be determined by the Board from time to time within the ceiling prescribed under the Companies Act.
27. If any Director be called upon to perform extra services or special exertions or effects which expression shall include work done, by a Director as a member of any Committee formed by the Directors, the Board may arrange with such Directors for such special remuneration for extra services or special exertions or efforts either by a fixed sum or otherwise as may be determined by the Board with the sanction of the company in General Meeting and with the consent, if any required, of the Central Government and such remuneration may be either in addition to or in substitution for his remuneration above provided.
28. The Board may allow any pay to any director, who is not a bonafide resident of the place where the meeting of the Board is held and who shall come to such place for the purpose of attending a meeting, such sum as the Board may consider fair compensation for traveling, boarding, lodging and other expenses, in addition to his fee for attending such meeting as above specified. If any Director be called upon to go or reside out of the ordinary place of his residence on the company's business, he shall be entitled to be paid and reimbursed any travelling or other expenses incurred in connection with the business of the company.

GENERAL MEETING

29. With regard to calling and conduct of General Meetings, the company shall be governed by the provisions of sections 166 to 197 of the Companies Act, 1956 as are applicable to companies registered under section 25 of the Act.

PROCEEDINGS OF DIRECTORS

30. Meeting of the Board

- 30.1 The Board may meet, adjourn and otherwise regulate the meetings, as they think fit; provided that a meeting of the Board shall be held at least once in every three

amended as per approval letter No. F.No.2/K-8589/2002 dated 19/01/2005 issued by the Regional Director, Ministry of Company Affairs, Government of India, Southern Region, Chennai.

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calendar months and not more than two months shall intervene between the last day of the calendar month in which such meeting is held and the date of the next meeting.

- 30.2 The quorum of meetings of the Board shall be fixed as $\frac{1}{3}$ rd of its total strength or two directors, whichever is higher, and shall include the Chairman or Vice Chairman, failing which it will be deemed that no quorum is present. Any matter arising at any meeting shall be decided by a majority of votes. In the case of equality of votes, the Chairman of the Board shall have a second or casting vote.

31. Committee of the Board

- 31.1 The Board of Directors may from time to time, appoint one or more Committees consisting of one or more members of their body as the Board may deem fit.

- 31.2 The quorum of a Committee may be fixed by the Board.

- 31.3 Election of Chairman of the Committee: If the Chairman of the Board is a member of the Committee, he shall preside over all meetings of the Committee. If the Chairman is not a member thereof, the Committee may elect a Chairman of its meetings.

- 31.4 Resolutions may be passed by the Board or any Committee thereof by circulation in accordance with section 289 of the Companies act and any resolution passed shall have the same effect as a resolution passed at a meeting of the Directors.

32. Minutes of proceedings of Board Meetings and Committee Meetings are required to be maintained in accordance with provisions of section 193 of the Act.

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

POWERS AND DUTIES OF BOARD

34. Without prejudice to the general powers conferred by these Articles, it is hereby expressly declared that the Board of Directors shall have the following powers subject, however, to the provisions of the Companies Act, namely:-

- a) to carry on and transact the business specified in the Memorandum of Association of the company.
- b) to draw, accept, endorse, discount, negotiate and discharge on behalf of the company all bills of exchange, promissory notes, cheques, hundies, drafts, railway receipts, dock warrants and delivery orders, Government Promissory Notes, other Government instruments, bonds, debentures or debenture stock of corporations, local bodies, port trusts, etc., or other corporate bodies and to execute transfer

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Mulraj
Executive Officer
NORKA-ROOTS

SECTION OFFICER