

**ARTICLES OF ASSOCIATION OF
COUNCIL FOR FOOTWEAR LEATHER AND ACCESSORIES**

Company Limited by Guarantee and not having share capital and not for profit

Incorporated pursuant to Section 8 of The Companies Act, 2013

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Rule 19(2) of the Companies (Incorporation) Rules, 2014

PRELIMINARY

1. Subject as hereinafter provided the Regulations contained in Table 'H' in the Schedule I to the Companies Act, 2013 shall apply to the Company so far as they are applicable to Public Company except so far as they have implied or expressly modified by what is contained in the Articles mentioned as altered or amended from time to time.

INTERPRETATION

2. (1) In these Regulations:-

"Council" means the Company called "COUNCIL FOR FOOTWEAR LEATHER AND ACCESSORIES"

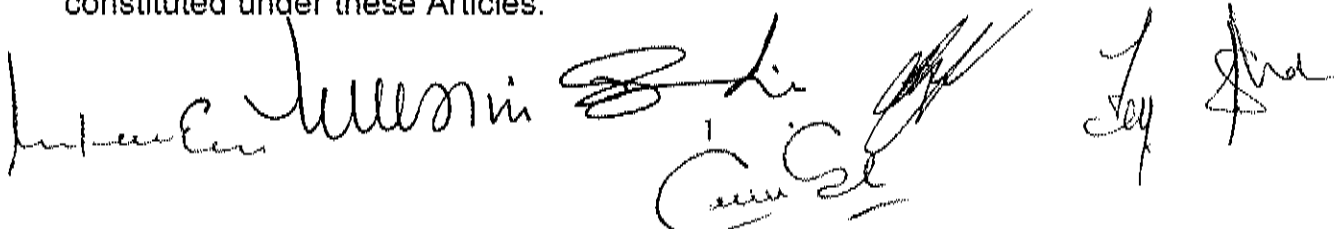
"Member" means an Ordinary and Associated Members of the Council as specified in these Articles.

"Chairman" and "Vice-Chairman" means the Chairman and Vice-Chairman of the Managing Committee/Council for the time being.

"Committee" means the Managing Committee of the Council for the time being constituted under these Articles.

"Election Authority" means an individual, firm or institution or other authorities designated by the Managing Committee for conducting the elections.

"Panel" means a panel of a branch of the footwear, leather and accessories industry constituted under these Articles.



"Sub-Committee" means the Sub-Committee of the Council for the time being constituted by the Managing Committee under these Articles.

"General Meeting" means a general meeting of the Council.

"The Act" means the Companies Act, 2013.

"Director General" means the Secretary to the Council for the time being and includes any person acting as such or appointed to perform the duties of the Secretary temporarily.

"Government" means the Union Government.

"Year" means the financial year beginning with the 1st of April and ending with 31st March.

"Large Scale Industry" means Industry other than Micro, Small and Medium Enterprises.

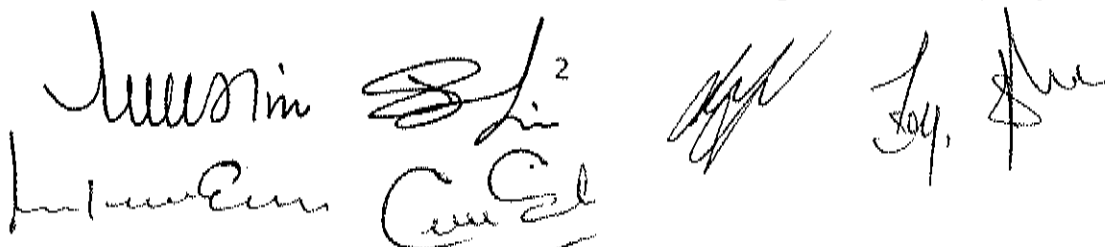
"Micro, Small and Medium Enterprises" means as defined under the provisions of Micro, Small & Medium Enterprises Development (MSMED) Act, 2006 or any amendment thereof.

"Footwear, Leather and Accessories Industry" means Leather and Non leather footwear, Footwear components, Semi finished and finished Leather, Synthetic Leather, Artificial Leather, Textiles and technical textiles, faux leather, all types of Raw materials & component for the Footwear, Leather and Accessories Industry, Accessories and other Leather goods including gloves, purses, bags, wallets, garments, apparels, travel goods etc.

"Footwear, Leather and Accessories Products" means Leather and Non leather footwear, Footwear components, Semi finished and finished Leather, Synthetic Leather, Artificial Leather, Textiles and technical textiles, faux leather, all types of Raw materials & component for the Footwear, Leather and Accessories Industry, Accessories and other Leather goods including gloves, purses, bags, wallets, garments, apparels, travel goods etc.

"Footwear" includes Leather Footwear and Non Leather Footwear.

(2) Unless the context otherwise requires words or expressions contained in these Articles shall be the same meaning as in the Act, or any statutory modification thereof in force at the date at which these Articles become binding on the Company.



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(c) Every ordinary member shall also file with the Council a declaration of the names and addresses of the persons, in order of priority who shall exercise the rights and privileges of membership on behalf of the firm, and of any variation thereof from time to time.

6. (a) The Managing Committee shall, draw up such rules and regulations, as it may from time to time, consider necessary for admission of members to the Council and for regulating the terms and conditions of membership including termination of membership.

(b) Notwithstanding anything contained in sub-clause (a), the Managing Committee shall have the power, until such time as the rules and regulations referred to in the said sub-clause have been framed, to co-opt, one or more persons as members of the Council.

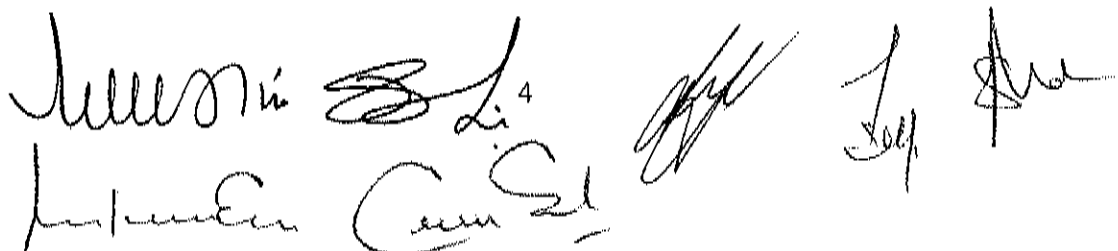
7. (a) Every Member shall pay Admission fee of Rs. 5000/- and Annual Membership fee of Rs. 5000/- a year or such amount as may be determined or revised by the Managing Committee from time to time.

b. (i) Annual fee for membership shall fall due on 1st April every year and shall be payable within three months thereafter. The Managing Committee may however, grant extension of the period as may be necessary. A member whose membership fee is outstanding at the end of the stipulated period shall cease to be a member of the Council.

(ii) Any member whose Annual membership fee is outstanding on the 1st of October of the year proceeding to the year of election shall not be entitled to contest or vote for any elective post.

8. (a) Every Ordinary member of the Council, including the Chairman shall have one vote and, in case of a tie; the Chairman Shall in addition to his own vote, have a casting vote.

(b) Apart from and without prejudice to any other rights and privileges conferred on members by the Memorandum and Articles of association of the council, the members

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(b) Applications for changes in membership of the Panels shall be made to the Managing Committee giving reasons therefore. The Managing Committee or any sub-Committee to which the powers therefore are delegated by the Managing Committee shall decide such requests for changes of membership of Panels.

10. A member of the Council may resign by giving notice in writing to the Director General of his intention to do so and shall thereupon cease to be a member but he/she shall "nevertheless be liable to the Council for any amounts due from him to the Council.

CHAIRMAN & VICE-CHAIRMAN

11. (a) There shall be a Chairman and a Vice-Chairman of the Council who shall be elected by the members of the Managing Committee and shall ordinarily be the Chairman and the Vice-Chairman of the Managing Committee for the proper functioning of the Council.

(b) The Sub-Committees shall have a convenor and the Chairman and Vice-Chairman shall be ex-official members.

12. The tenure of the first Chairman and Vice-Chairman shall be of three years and the subsequent tenure of the Chairman and Vice-Chairman shall be of two years. They shall hold office without any remuneration.

13. (a) The Vice-Chairman shall, in the absence of the Chairman, have the powers and perform the duties of the Chairman.

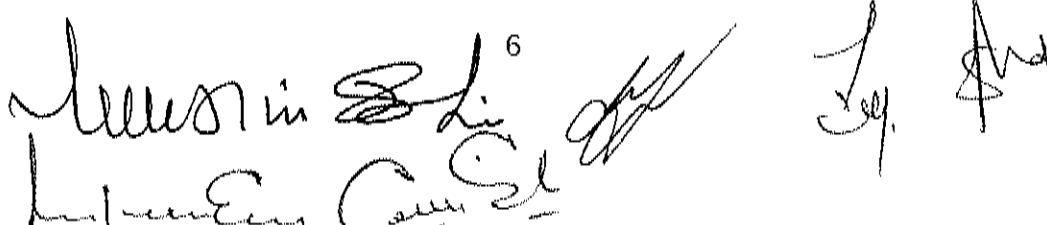
(b) The Vice-Chairman shall also perform any other functions as may be entrusted to him by the Chairman.

MANAGING COMMITTEE

14. The affairs of the Council shall be managed by the Managing Committee.

15. (a) The Managing Committee shall consist of the members as detailed below:

(i) Not more than five Members from the Leather Footwear Panel.

Members in 2016
Leather Footwear Panel


- (ii) Not more than three members from the Non-Leather footwear panel.
- (iii) One member from the Footwear Component Panel.
- (iv) One member from the Finished Leather panel.
- (v) Two members from the Accessories panel.

At the time of adoption of these Articles, the following shall constitute the Managing Committee who shall hold office until a new Managing Committee is constituted in accordance with the provision of these Articles.

- 1. Shri Adesh Kumar Gupta
 - 2. Shri Inder Dev Singh Musafir
 - 3. Shri Raj Kumar Gupta
16. Subject to the provisions as stated in Article 12 above the Managing Committee shall stand reconstituted at every second Annual General Meeting of the Council.
17. A person shall not be capable of being appointed as a Member of the Managing Committee if he is disqualified to be so appointed in terms of section 164 or any other provisions of the Companies Act, 2013, unless exempted by a specific/general notification under the Act.
18. (a) Election Authority: the Managing Committee may appoint any individual, firm, institution or other authorities as the Election Authority to conduct the elections of the Council.
- (b) (i) At least forty five days before the date fixed by the Council for the reconstitution of the Managing Committee, the election authority shall call upon the members of the Council to elect their representatives for representation of the Managing Committee in accordance with the rules of election which may be framed from time to time, by the Managing Committee.

Manoj Kumar Singh
Member Council

[Signature] *[Signature]*

(ii) The Election for elective office will be held by e-voting/ballot by post and /or by hand delivery.

19. The Chairman and Vice-Chairman of the Managing Committee shall be elected by the members of the Managing Committee from among themselves. They shall be the Chairman and the Vice-Chairman of the Council.

20. If a member of the Managing Committee desires to go out of India for a period exceeding three months at any one time, he shall intimate to the Director General the date of his expected return to India and shall obtain leave of the Managing Committee. The Managing Committee may fill up a temporary vacancy so caused by co-opting another member from amongst the members of the Council for that period.

21. Any vacancy in the Managing Committee shall be filled up in the manner indicated in Article 15

Provided that when the vacancy is for a period of less than six months the Managing Committee may decide not to fill up the vacancy.

Provided further that the numbers of vacancies so left unfilled does not exceed one.

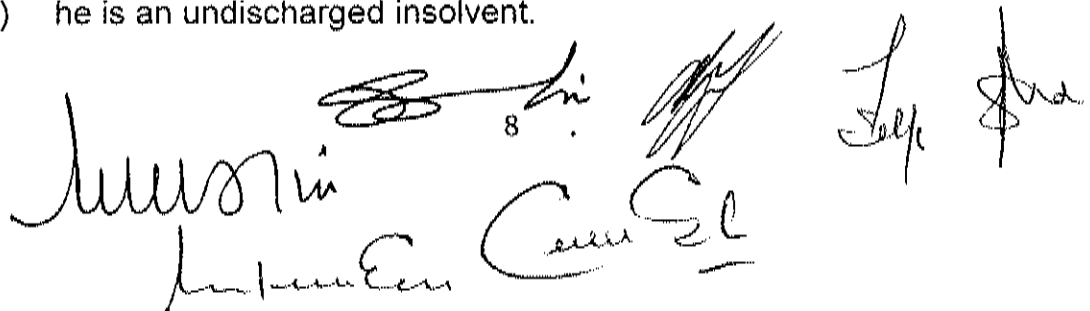
22. Members of the Managing Committee shall not be entitled to any remuneration other than out of pocket travelling expenses for attending Managing Committee meetings.

23. A member of the Managing Committee shall ipso-facto ceases to be a member if.

(a) he is of unsound mind and stands so declared by a Court of competent Jurisdiction.

(b) he applies to be adjudicated as insolvent.

(c) he is an undischarged insolvent.

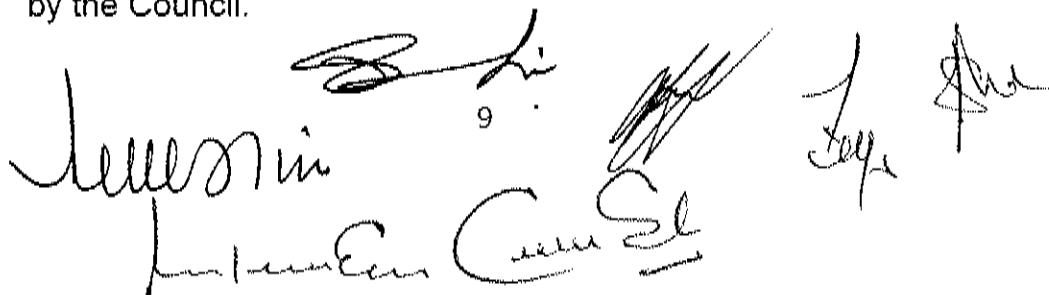


- (d) he has applied to be adjudicated as an insolvent and his application is pending.
- (e) he is convicted by a court of any offence, whether involving moral turpitude or otherwise, and sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the date of expiry of the sentence:
- (f) he absents himself from all the meetings of the Managing Committee held during a period of 12 months with or without leave of absence.
- (g) he or any firm in which he is a partner or any private company of which he is a Director accepts a loan from a council in contravention of Section 185 of the Act.
- (h) an order disqualifying him for appointment as a director has been passed by a court or Tribunal and the order is in force.
- (i) he acts in contravention of Section 184 of the Act.
- (j) he has been convicted of the offence dealing with related party transactions under section 188 at any time during the last preceding five years.
- (k) he has not complied with sub-section (3) of Section 152 of the Act.
- (l) he incurs any other disqualification stated in Section 164 or other applicable provisions of the Act.

24. The function of the Managing committee shall be as follows:

1. To administer the general affairs of the Council.
2. To determine what work shall be undertaken and to arrange for the conduct of such work.
3. To receive the reports and recommendation of the Managing Committee and the Sub-Committees
4. To arrange for the publication of the reports and other documents issued by the Council.

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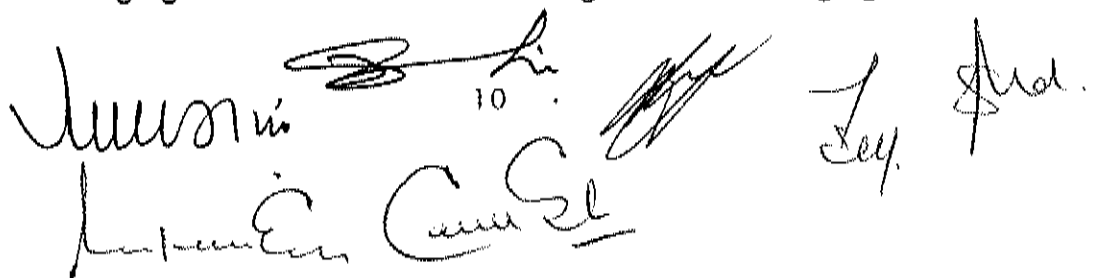

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5. To collaborate in kind of activities with other Councils in India and foreign countries and with international organisations working in the field.
6. To control the finances of the Council.
7. To exercise supervision and control of the staff of the Council.
8. To do all such other lawful acts as would be conducive to the interest of the Council.
9. From time to time to make, prescribe, alter and repeal all such rules and regulations as may be seemed necessary or expedient for the proper conduct and management.
10. The Managing Committee shall provide a seal and also provide for its safe custody. Two members shall be authorized by the Managing Committee to sign every legal instrument to which seal of the Council is so affixed in their presence provided that the Membership Certificates may be signed by the Director General or his Nominee alone affixing the seal of the Council.

25. Proceedings of the Managing committee:

- (a) The Chairman shall, when present preside at all the meetings of the Managing Committee.
- (b) If the Chairman is not present at any meeting of the Managing Committee, the Vice-Chairman shall be the Chairman of the meeting. In the absence of the Chairman and the Vice Chairman, the members of the Managing Committee present at the meeting shall elect one amongst themselves to be the chairman of that particular meeting.
- (c) The Managing Committee shall meet at such times as deemed advisable. The record of their proceedings shall be open for examination by the members of the Managing Committee, subject to such regulations as the Managing Committee may from time to time, deem expedient.
- (d) The Chairman may himself require the Director General to call a meeting of the Managing Committee at any time. If a requisition in writing is made to the Chairman by not less than one fourth of the members of the Managing Committee for a meeting of the Managing Committee, the

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Chairman shall require the Director General to call such a meeting within a reasonable time.

- (e) Not less than seven days notice of meeting of the Managing Committee shall be given to each member of the Managing Committee who for the time being is in India.
 - (f) The quorum necessary for the transaction, of the business of the meeting of the Managing Committee subject to Section 174 of the Act, Shall be one third of the total strength or at least two whichever is higher. The participation of the Managing Committee Members by video conferencing or by other audio visual means shall also be count for the purpose of quorum.
 - (g) Each member of the Managing Committee, including the Chairman, shall have one vote and in case of tie, the chairman shall, in addition to his own vote, have casting vote. There shall be no proxy.
26. (a) Any business which may be necessary for the Managing Committee to transact may, if the Chairman so directs, carried out by circulation of paper among all its members and any paper so circulated and approved by the majority of such members signing shall be as effectual and bindings and if a resolution had been passed as a meeting of the Managing Committee, provided that at least five members of the Managing Committee have recorded their views on the paper.
- (b) When any business is so referred to the members of the Managing Committee by circulation, a period of not less than seven clear days shall be allowed for the receipt of replies from such members, such period being reckoned from the date on which the notice of the business is issued.
- (c) If a paper is circulated, the result of the circulation shall be communicated to all members of the Managing Committee present in India and shall be recorded in the minutes of the next meeting of the Managing Committee.
27. A yearly report of a summary of the proceedings of the Managing Committee shall be circulated to the members of the Council at least Fourteen days previous to the Annual General Meeting. Such Report shall be submitted to the Annual General Meeting, for confirmation and shall be confirmed or otherwise

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dealt with or disposed of as the meeting shall determine. Such report shall be in addition to the report to be made out and attached to the balance sheet in accordance with these Articles.

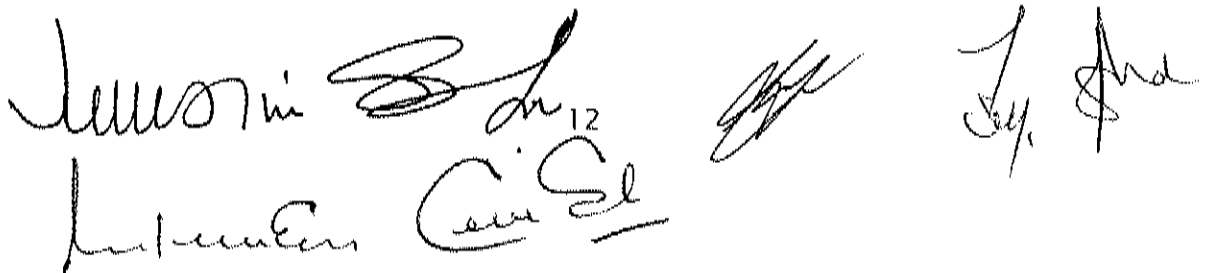
28. The Managing Committee shall be the Managing body of the Council and in addition to the powers and authorities by statute or by these articles expressly conferred upon it may exercise all such powers and do all such powers and do all such acts and things as shall be by statute or by these Article of Association directed or authorized to be done by the Council in the General Meeting but subject nevertheless as to such acts and things as are not regulated by statute or by these Article of Association to such regulations or directions as may from time to time be determined up or given at any Annual or Extra Ordinary General Meeting of the Council, provided that no such regulations or directions shall invalidate any prior act of the Managing Committee which would have been valid if the regulation or direction had been made or given.

29.(a) Location of headquarter and regional offices of the council:

For smooth and more effectively serving the objects for which it is incorporated, the Council shall have the headquarter and other Regional Offices. At the time of adoption of these Articles, the headquarter of the Council will be at Delhi and Regional Offices if required at any metro city of the region. The Council may from time to time, establish Regional or Extension Offices at such other centers as may be deemed necessary.

(b)The demarcation of the Regional Offices with head quarters as mentioned above will be as under.

- I. The Western region shall cover state of Maharashtra, Gujarat, Madhya Pradesh, Union Territory of Nagar Haveli and Union Territory of Goa, Daman and Diu.
- II. The Northern region shall cover the states of Rajasthan, Punjab, Haryana, Himachal Pradesh, Uttar Pradesh, Uttarakhand, Delhi, Chandigarh and Jammu & Kashmir.
- III. The Eastern Region shall cover West Bengal, Orissa, Assam, Bihar, Jharkhand and other states Union Territory in the Eastern region.

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IV. The Southern region shall cover states of Tamil Nadu, Union Territory of Pondicherry, Andhra Pradesh, Karnataka and Kerala.

30. The Council may from time to time frame rules and regulations defining the jurisdiction and function of Regional Offices.

31. The Managing Committee shall be the directive, apex, federative body, directing and coordinating the functioning of Council's offices all over India and if necessary in overseas countries.

32. The Managing Committee may appoint Regional Convenor /Panel Convenor depending upon the necessity for the smooth functioning of the Council.

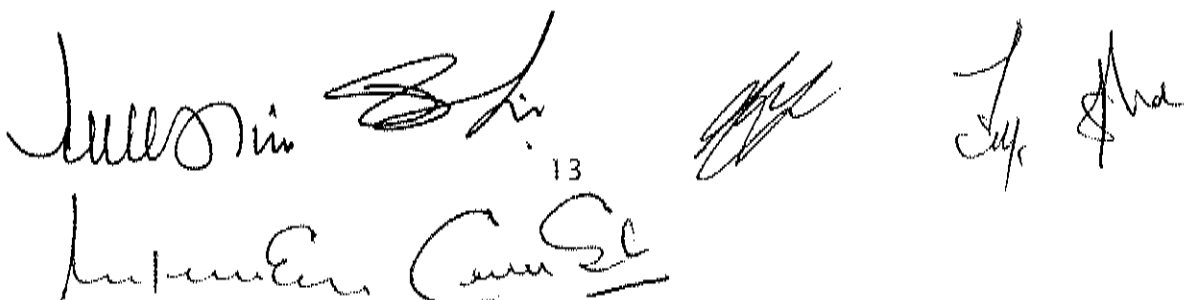
33. (a) There can be five Panels dealing with the following products:

1. Leather Footwear
2. Non-leather Footwear
3. Footwear Components
4. Leathers
5. Accessories

(b) The Managing Committee may increase the number of Panels and expand/modify the function of the existing Panels.

34. Membership of each Panel shall consist of:

- (a) Ordinary Members of the Council primarily registered with the Panel and having voting rights in the Panel.
- (b) Associated Members of the Council registered with the Panel without voting rights in the Panel.

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SUB-COMMITTEE

35. The Managing Committee may from time to time appoint Sub-Committees for the purpose of considering and reporting on any of the affairs of the Council, including the administration and management of the Council for carrying on or promoting any of the objects of the Council, keeping in view the need for continuous research & development improved marketing techniques, export production and other matters. The Managing Committee may make such rules and regulations as it thinks proper for the constitution of the sub-committees, the precise functions they are expected to perform, the procedures for meetings and reporting to the Managing Committee.

CHIEF EXECUTIVE OFFICER AND OTHER OFFICERS AND STAFF OF THE COUNCIL

36. There shall be a Director General and such other officers of the Council as may be determined from time to time by the Council. The Director General shall be appointed by the Chairman, in consultation with the Managing Committee.
37. (a) The Director General of the Council shall ordinarily be the Secretary of the Managing committee and its Sub-Committee.
- (b) The Managing Committee may appoint any other officer of the Council as Secretary of the Managing Committee of any Sub-Committee of the Council.
38. The Director General shall devote himself to the business and affairs of the Council. He shall made all correspondence for and on behalf of the Council and shall keep an account of the funds of the Council and funds connected with and in anyway controlled by the Council. He shall keep accurate minutes of all the meetings of the Council and of the Managing Committee/Sub-Committees. He shall care of the rooms, furniture, library, documents and other articles and assets belonging to the Council or the Managing Committee /Sub-Committees. He shall give notice of all meetings of the Council and of the Managing Committee/Sub-Committees. He shall duly notify members of their appointment. He shall prepare an annual Report of the Council under the guidance of the Managing Committee and generally perform all such duties as are incidental to

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42. (a) The principal business of a Annual General Meeting shall receive and pass the report of the proceeding of the Managing Committee and also the Report and Accounts for the preceding financial period, to constitute the Managing Committee, in accordance with these Articles, to appoint Auditors and fix their remuneration and to consider or transact any business which under these Articles were to be transacted at an Annual General Meeting.

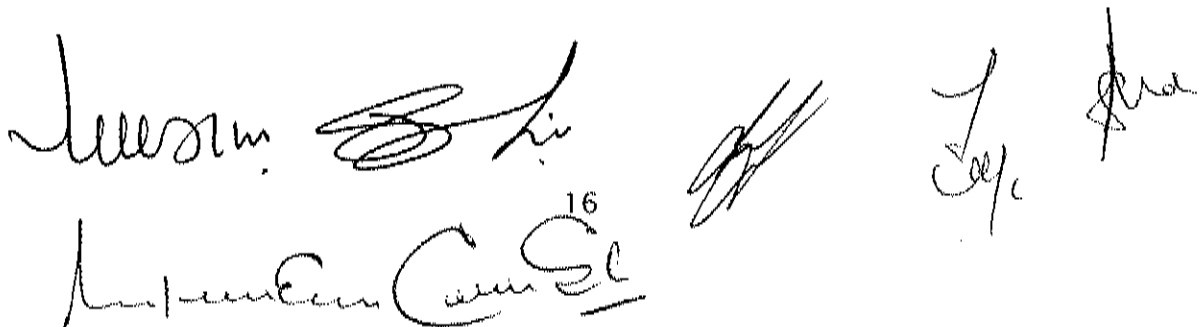
(b) If one-fifth of all Members, subject to a Minimum of five, by requisition in writing setting for the reasons therefore and signed by them and addressed to the Managing Committee request the Managing Committee to call a Meeting of the Council, the Managing Committee shall within ten days of the receipt by them 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 Managing Committee. Meeting called by such requisition shall be known as Extraordinary General Meeting.

(c) The requisition shall set out the matters for the consideration of which the meeting is to be called, shall be signed by the requisitioners and shall be deposited at the registered office of the Council.

(d) Where two or more distinct matters are specified in the requisition the provision of sub-clause (b) above shall apply separately in regard to each matter and the requisition shall accordingly be valid only in respect of those matters in regard to which the condition specified in the said sub-clause is fulfilled.

43. Not less than Fourteen day's notice to the Members specifying the place, date and hour of Meeting with a statement of the business to be transacted at the meeting shall be given by notice sent by e-mail, post or otherwise served as here in after provided.

44. No remuneration or allowance of any kind shall be paid to any Member for attending any meeting of the Council.

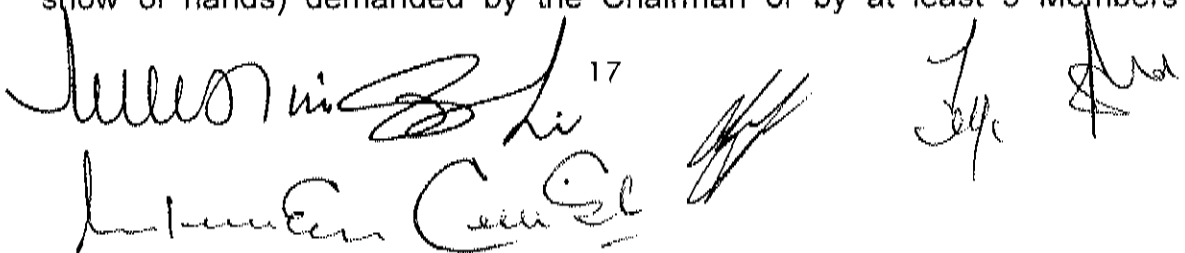
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NOTICES

45. A notice shall be given to every member either personally or by sending it by e-mail, registered post or under certificate of posting to such Members registered address or (if a member has no registered address in India) to the address, if any, within India supplied by the Members for giving of notice.
46. If a Member has no registered address in India and has not supplied to the Council and address within India for the giving of notices, a notice address 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.
47. (a) Any notice required to be given by the Council to the Members or any of them and not expressly provided for by those presents, shall be sufficiently given by advertisement and any notice required to be or which may be given by advertisement shall be advertised once at least in one or more newspapers circulating in the neighborhood of the Registered Office of the Council.
- (b) the non-receipt by any Member of any notice required by these Articles to be given to the Member shall not invalidate the proceedings at any Meeting or any resolution passed thereat.

PROCEEDINGS AT MEETING OF THE COUNCIL

48. No business shall be transacted at any meeting unless a quorum of five Members is present at the commencement of the business and if no such quorum is present within half an hour from the time appointed for the commencement of meeting, the meeting shall stand adjourned to the same time and placed the next week. If there is no quorum at such adjourned meeting, the meeting shall nevertheless be held.
49. At any meeting a resolution put to the vote of the Meeting shall be decided by a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by at least 5 Members and

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unless a poll is so demanded a declaration by the Chairman that the resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost and an entry to the 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 of promotion of the votes recorded in favour or against that resolution.

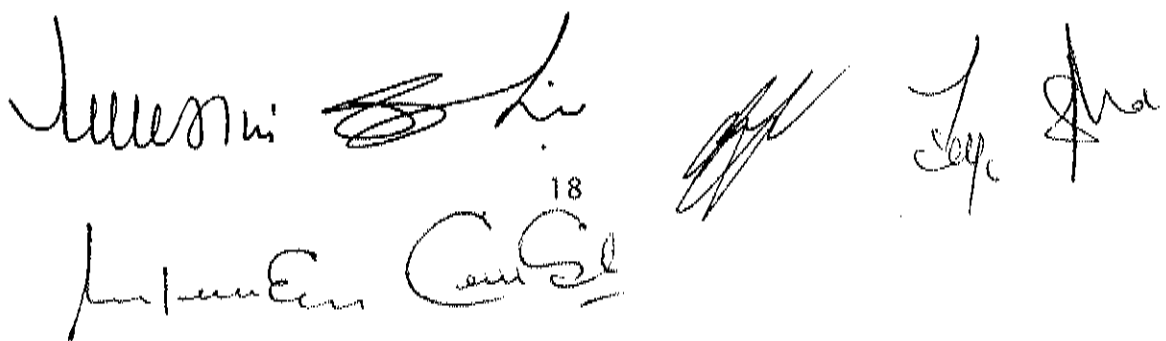
A member may exercise his vote at a meeting by electronic means in accordance with Section 108 and shall vote only once.

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

50. At any Meeting of the Council every Member present shall be entitled to one vote and in the event of an equality of votes the Chairman shall have a casting vote in addition to his own.
51. No person other than a Member shall be entitled to vote at the meeting of the Council and no Member shall nominate any other person to vote on his behalf provided that a firm, joint stock company or corporation being a member shall cannot in writing 48 hours before the appointed time of the meeting, a person to represent it at the meetings of the Council and to vote on its behalf.

MINUTES

52. Minutes of the proceedings of the Meetings of the Council and of the Managing Committee/ Sub-Committees shall be kept and shall be signed by the person presiding over the meeting. Copies of the Minutes of the Council or of the Managing Committee/Sub-Committees, as the case may be as soon as possible after the meetings, and any objection made by any member shall be recorded and placed before the next or if that is not possible, any subsequent Meeting of the Council or the Managing Committee/Sub-Committee as the case may be.

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BOOK AND DOCUMENTS

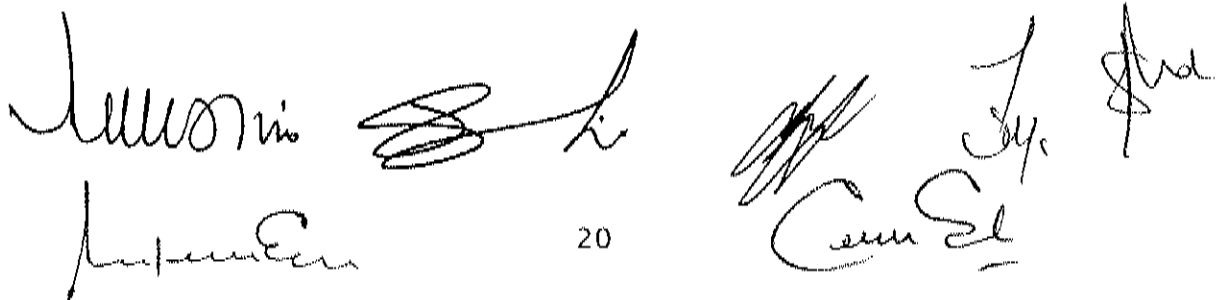
53. The Managing Committee shall cause to be kept proper books of account with respect to:-
- all sum of money received and expended by Council and the matters in respect of which the receipt and expenditure takes place;
 - all sales and purchases of goods by the Council;
 - the assets and liabilities of the Council. The books of account shall be kept at the Registered Office of the Council or at such other places as the Managing Committee think fit, and shall be open to inspection by the Members of the Managing Committee during office hours.
54. The Managing Committee shall from time to time, determine whether and to what extent and at what times and places and what conditions or regulations the Accounts and books of the Council or any of them shall be open to the inspection of the Members not being Members of the Managing Committee and no Member (not being a Member of the Managing Committee) shall have any right to inspect any Account or book or documents of the Council except as conferred by law or authorized by the Managing Committee or by resolution of the Council in general meeting.
55. (a) At all Annual General Meetings, the Managing Committee shall lay before the Members a Balance Sheet and Income and Expenditure Account made upto a date not earlier than the date of the meeting by more than 9 months.
- (b) The said balance sheet shall be in the form as at (Schedule III) to the Companies Act, 2013 or as near thereto as circumstances admit.
- (c) The Income and Expenditure Account shall, in addition to the matter referred to Section 129 of the Companies Act, 2013 show arranged under the most convenient head the amount of gross income distinguishing the several sources from which it has been derived, and the amount of gross expenditure, distinguishing the expenses of the establishment, salaries and other like matters. Every item of expenditure fairly chargeable against the years income

Justin Shi ¹⁹ *Shi* *Shi* *Shi* *Shi*

shall be brought into account, so that a just balance of profit and loss may be laid before the meeting. In cases where any item of expenditure which may be in fairness be distributed over several years has been incurred in anyone year the whole amount of such item shall be stated, and further the reason why only a portion of such expenditure is charges against the income of the year shall be stated, unless the Members of the Council in general meeting shall determine otherwise.

(d) The Auditors report shall be attached to the Balance Sheet, and Income and Expenditure Account or there shall be inserted at the feet thereof a reference to the report, and the report shall be read before the members in general meeting and shall be open to inspection by any member.

56. Every such Balance Sheet and Income & Expenditure Account shall be accompanied by a report of the Managing Committee as to the state and conditions of the Council such report being in addition and separate from the report specified under Article-27 thereof and the Account Report and Balance Sheet shall be signed by the Chairman on behalf of the Managing Committee.
57. A printed copy of such Income & Expenditure account and Balance Sheet as audited together with the report of the Auditors and Managing Committee shall at least Fourteen days previous to the meeting be sent to the registered address of every Member and a copy shall also be deposited at the office for the inspection of Members during a period of at least 14 days before the meeting.
58. After the Balance Sheet and Income & Expenditure Account have been laid before the Members in Annual General Meeting, three copies of the Balance Sheet signed by the Secretary shall be filed with the Registrar of Companies.
59. Auditors shall be appointed at the Annual General Meeting each year. Any casual vacancy in the office of Auditors may be filled by the Managing Committee.

Handwritten signatures of the Managing Committee members, including the Chairman and Secretary, and the number 20.

20

MAINTENANCE AND PUBLICATION OF ACCOUNT AND AUDIT

60. The Accounts of the Council shall be audited every year by Auditors, appointed in this behalf by the Managing Committee of the Council.
61. The Auditors shall have the right of access at all times to the books of Account of the Council and shall be entitled to require information and explanation as may be necessary for the due performance of their duties as Auditors.
62. The Auditors shall make report to the members on the Accounts examined by them and on every Balance Sheet and Income and Expenditure Account laid before the members in Annual General Meeting during their tenure of office and the report shall state;
- (a) whether or not they have obtained all the information and explanation they have required;
 - (b) whether or not in their opinion the Balance Sheet and the Income and Expenditure Account referred to in the report are drawn up in conformity with the law;
 - (c) whether or not such Balance Sheet exhibits a true and correct view of the State of affairs of the Council' and
 - (d) whether in their opinion books of accounts have been kept by the Council as required by the Companies Act, 2013.
63. The Auditors shall be entitled to receive notice of and to attend any General Meeting of the Council at which any Accounts which have been examined or reported on by them are to be laid before the Members and may make any statement or explanation they desire with respect to the Accounts.
64. Every Account of the Managing Committee when audited and approved by the General Meeting shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. "Whenever any such error is discovered within that period the Account shall forthwith be corrected and henceforth shall be conclusive.

Julian Shie ²¹ *Chairman* *Council* *Shie*

BUDGET ESTIMATES AND SUPPLEMENTARY ESTIMATES

65. The Managing Committee shall each year prepare a Budget for the ensuing year and shall submit it to on or before such date as may be determined by the Managing Committee .No expenditure shall be incurred until the budget is sanctioned by the Managing Committee.
66. The Budget shall be in such form as the Managing Committee may direct and shall include a statement of:-
- (1) The estimated opening balance;
 - (2) The estimated receipts;
 - (3) The proposed expenditure classified under the following major heads or such other heads as the Council may direct:-
 - (a) Administration outside India;
 - (b) Administration within India;
 - (c) Publicity outside India;
 - (d) Publicity within India;
 - (e) Collection of statistic and other information;
 - (f) Dissemination of information;
 - (g) Trade Mission;
 - (h) Standardisation and Inspection;
 - (i) Arbitration and settlement of trade disputes and incidental expenses; and
 - (j) Others
 - (4) The proposed expenditure under each major head shall be further classified under the following sub heads;
 - (1) Pay of Officers;

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- (2) Pay of establishment;
- (3) Allowances; honoraria etc., and
- (4) Other charges, contingencies etc.

67. Supplementary estimates of expenditure shall be submitted for the sanction in such form and on such grades as may be specified by the Managing Committee.

POWER TO INCUR EXPENDITURE

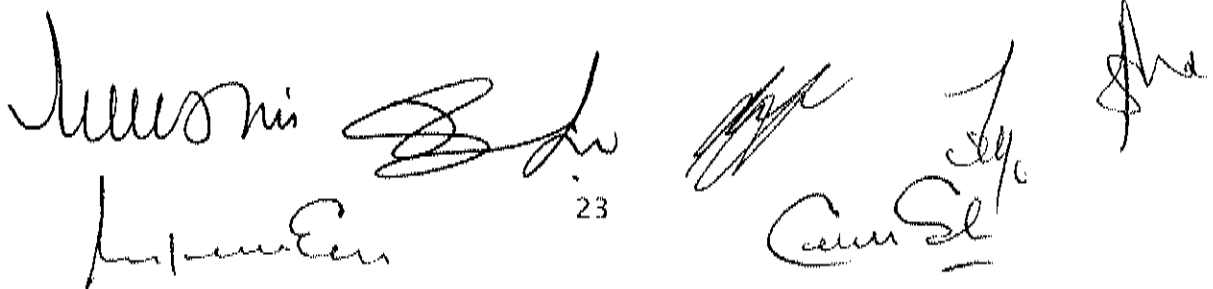
68. Subject to the provision of these Articles and the rules framed there under the Managing Committee may incur such expenditure as it may think fit and write off any sums and may delegate to the Chairman or Secretary of the Council such financial powers as it may consider expedient.

69. The Council, may subject to the provisions of these Articles, incur expenditure outside India provided the necessary foreign exchange is made available by the Reserve Bank of India.

CUSTODY AND DISBURSEMENT OF FUNDS

70. The Managing Committee shall make bye- laws for the custody and disbursement of funds provided that:-

- (a) the current account of the Council shall be kept in one or more banks approved in this behalf by the Managing Committee and all moneys at the disposal of the Council, with the exemption of petty cash and imprest shall be paid into such account, and
- (b) the funds not required for the current expenditure may be placed in the fixed deposit with any Nationalized bank or other private sector bank approved in this behalf by the Managing Committee or in any security in which trust property may lawfully be invested under the India Trust Act, 1982.







The bottom of the page features several handwritten signatures and initials. On the left, there is a large signature that appears to be 'J. S. ...'. Below it, another signature is partially visible. In the center, there is a signature with the number '23' written below it. To the right, there are several other signatures and initials, including one that looks like 'S. ...' and another that looks like 'C. ...'.



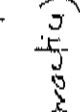

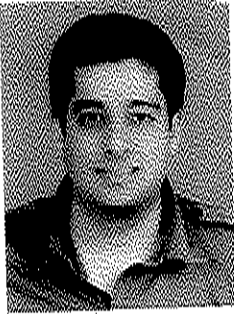
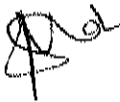

MODIFICATION OF ARTICLES

71. No change, alteration or modification shall be made in any of these Articles without the prior concurrence of the Central Government under the provisions of Section 8 of the Companies Act, 2013 or rules made there under including any amendment thereof.


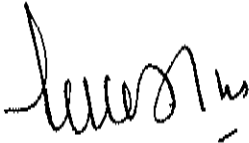




Mullesh B. Di *Self* *Shal*
Inspector *Cons*


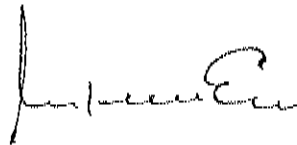
72. We, the several persons whose names, addresses, descriptions and occupations are hereunto subscribed are desirous of being formed into a Company not for profit, in pursuance of this Articles of Association.

Sr. No.	Names, addresses, descriptions and occupations of subscribers	Photo & Signature of subscriber	Signature, names, addresses, descriptions and occupations of witnesses
①	<p>Sh. Adush Kumar Gupta S/o Late Sh. Purshotam Das Gupta R/o KH No.127/1, Liberty Farm, Bandh Rd, Chandon Halla, New Delhi - 110030 Occupation: Business</p>	 	<p>I witness of subscribers, who have subscribed and signed in my presence, further I have verified their Identity detail (ID) for their Identification and satisfied myself for their Identification particulars as filled in. Sharma</p>  <p>Jyoti Sharma (Company Secretary in practice) M. No - A 22578; LLP No - 10196 D/o - Vinod Sharma R/o - Nishant CHS, Flat No-1404, Flat No-05, Sector-19B, Dwarka-II, New Delhi - 110075</p>
②	<p>Sh. Indus Dev Singh Musafiz S/o Jatinder Dev Singh Musafiz R/o A-16, New Friends Colony, New Delhi - 110065 Occupation: Business</p>	 	<p>I witness of subscribers, who have subscribed and signed in my presence, further I have verified their Identity detail (ID) for their Identification and satisfied myself for their Identification particulars as filled in. Sharma</p>  <p>Jyoti Sharma (Company Secretary in practice) M. No - A 22578; LLP No - 10196 D/o - Vinod Sharma R/o - Nishant CHS, Flat No-1404, Flat No-05, Sector-19B, Dwarka-II, New Delhi - 110075</p>

Sr. No.	Names, addresses, descriptions and occupations of subscribers	Photo & Signature of subscriber	Signature, names, addresses, descriptions and occupations of witnesses
3	<p>Sh. HarKirat Singh S/o Sh. Avtan Singh R/o 11-a, Anangzeb Road, New-Delhi - 110001 Occupation : Business</p>	 	<p>I witness of subscribers, who have subscribed and signed in my presence, further I have verified their Identity details (ID) for their Identification and satisfied myself for their Identification particulars as filled in.</p> <p> Jyoti Sharma (Company Secretary in practice) M.No - A 22578; C/P No - 10196 D/o Vinod Sharma</p> 
4	<p>Sh. Sahil Malik S/o Sh. Surinder Malik R/o D-39, Gulmohar Park New Delhi - 110049 Occupation : Business</p>	 	<p>I witness of subscribers, who have subscribed and signed in my presence, further I have verified their Identity details (ID) for their Identification and satisfied myself for their Identification particulars as filled in.</p> <p> Jyoti Sharma (Company Secretary in practice) M.No - A 22578; C/P No - 10196 D/o Vinod Sharma</p>

R/o - Vishal CWS, Flat No-1404, Plot No-03, Sector-195, Dwarka-5, New Delhi - 110075

Sr. No.	Names, addresses, descriptions and occupations of subscribers	Photo & Signature of subscriber	Signature, names, addresses, descriptions and occupations of witnesses
5.	<p>Sh. Kishan Chand Lakhani S/o. Late Sh. Vasu Ram Lakhani R/o. House No. 1278, Sector-14, Fasidabad, Haryana-121007 Occupation:- Business</p>	 	<p>I witness of subscribers, who have subscribed and signed in my presence, further I have verified their Identity details (ID) for their Identification card and satisfied myself for their Identification particulars as filled in.</p> <p><i>Sharma</i></p>  <p>Jyoti Sharma (Company Secretary in practice) M.No - A 22578 ; COP No - 10196 D/o - Vinod Sharma R/o - Nishat 4/15, Flat No-1404, Plot No-03, Sector-19B, Dwarka-II New Delhi - 110075</p>
6	<p>Sh. Raj Kumar Gupta S/o Mange Ram Agarwal R/o 15/17, East Punjabi Bagh, New Delhi :- 110026 Occupation :- Business</p>	 	<p>I witness of subscribers, who have subscribed and signed in my presence, further I have verified their Identity details (ID) for their Identification card and satisfied myself for their Identification particulars as filled in.</p> <p><i>Sharma</i></p>  <p>Jyoti Sharma (Company Secretary in practice) M.No - A 22578 ; COP No - 10196 D/o - Vinod Sharma R/o - Nishat 4/15, Flat No-1404, Plot No-03, Sector-19B, Dwarka-II New Delhi - 110075</p>

Sr. No.	Names, addresses, descriptions and occupations of subscribers	Photo & Signature of subscriber	Signature, names, addresses, descriptions and occupations of witnesses
⑦	Sh. Vipon Kumar Seth 90 OM Parkam Seth R/o 247, Deepali Enclave Pitampura, Delhi- 110034 Occupation: Business	 	<p>I witness of subscribers, who have subscribed and signed in my presence further I have verified their Identity details (ID) for their Identification and satisfied myself for their Identification particulars as filled in.</p> <p><i>Jyoti Sharma</i> Jyoti Sharma (Company Secretary in practice) M.No-A 22578, Colp-16196 D/o-Vinod Sharma R/o-Nishat Chambers, Plot No-1404, Plot No-05, Sector-19B, Dwarka-II, New Delhi-110075</p>

Place: New Delhi
 Date: 09.02.2016

