# Kerala State Coastal Area Development Corporation Ltd.

(A Government of Kerala Undertaking)

## KSCADC

# MEMORANDUM OF ASSOCIATION & ARTICLES OF ASSOCIATION

### Form 1

### **Certificate of Incorporation**

Corporate Identity Number: U45208KL2008SGCO23577 2008-2009

I hereby certify that KERALA STATE COASTAL AREA DEVELOPMENT CORPORATION LIMITED is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the company is private limited.

Given under my hand at Ernakulam this Twenty Second day of December Two Thousand Eight.

Sd/(JOSEKUTTY V E)
Assistant Register of Companies,
Kerala and Lakshadweep

# MEMORANDUM OF ASSOCIATION OF

# KERALA STATE COASTAL AREA DEVELOPMENT CORPORATION LIMITED

- I. The name of the Company is **KERALA STATE COASTAL AREA DEVELOPMENT CORPORATION LIMITED.**
- II. The Registered Office of the Company will be situated in the State of Kerala.
- III. A. The Main Objectives of the Company to be pursued on its incorporation are:-
  - 1. To plan, formulate and implement various sustainable development projects and programs of the coastal areas of Kerala to effect sustainable fisheries development and for the benefit of the coastal communities in their economic activities and for their social development at par with the mainstream society and for the purpose to develop or otherwise set up all economic, marketing and social infrastructure facilities for coastal areas including but not limited to fishing harbours, fish landing centres, cold chain, community fish production, storage and marketing centres, drinking water supply schemes, road linkages, sanitation facilities, social infrastructure including health and sanitation facilities not conflicting with the activities of other departments

## B. The Other Objects Incidental or Ancillary to the attainment of the main objectives are:-

- 1. To undertake studies and surveys to understand the status of development in coastal areas and to identify the technical, economic and social needs of the coastal communities with a total development perspective and for the purpose engage any expert agencies/ consultants from outside the company and to plan and develop appropriate projects based on the analysis of various studies, recommendations of expert committees and to implement them for total area development efforts.
- To acquire, by purchase, lease, exchange or otherwise, land, buildings, minerals, properties, patents, licenses and any other rights, interests or privileges which it may seem to obtain for the purpose of attainment of the main objectives of the Company.
- 3. To promote research and development for evolving appropriate technologies for achieving the main objectives of the Company.
- 4. To enter into all types of internal or external, foreign collaborations, license agreements, technical assistance, financial or commercial arrangements for the fulfillment of any of the objectives herein contained.
- 5. To co-ordinate and facilitate the activities of various Government departments, Non Governmental Organizations, and other voluntary institutions towards contributing their efforts and aids, including fund mobilization, to the integrated development projects/programs for the coastal areas and to pool the outputs from various institutes, organizations and agencies operating for the development of various dimensions of coastal area development
- 6. To assist development of coastal shipping/feeder line cruise activities for the attainment of the main objectives of the Company.
- 7. To promote specific subsidiary companies for the delivery of services in the coastal areas, on a need basis.

- 8. To plan and develop sustainable fish-resource management programs in the coastal seas and coastal areas.
- 9. To undertake any other coastal project/consultancy work assigned by the Government, other states, statutory bodies and agencies from time to time.
- 10. To open any kind of account in any nationalized or scheduled banks and to draw, make, accept endorse, execute and discount any promissory notes, cheques, bills of exchange, hundies and other negotiable and transferable instruments in connection with the business of the Company
- 11. Subject to the provisions of section 58A of the Companies Act, to raise funds from all available sources including commercial banks and Development funding institutions by mortgage, charge or lien up on the whole or any part of the properties and assets, whether present or future.
- 12. To establish branches and other offices or such units either in India or abroad to carry on the activities undertaken by the Company.
- 13. To receive grants, donations or other moneys from the Central Government, State Government, Local Bodies, Companies, Corporations, Co-Operative Societies, Trusts or individuals with or without interest in order to carry out the objectives of the Company.
- 14. To lend or advance money, either upon or without security, and to borrow or raise or secure the payment of money in such manner as the Board of Directors may deem fit, and in particular by the issue of debentures, debenture stock, bonds, deposits, obligation and securities of all kinds, but not carrying out banking business within the meaning of the Banking Regulation Act, 1949.
- 15. To pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Corporation which the Board may consider to be in the nature of preliminary expenses including therein the cost of advertising, printing and expenses attendant upon the formation of branches and agencies.
- 16. To invest the funds of the Company, not immediately required, in any manner

from time to time, in such assets, properties, securities, shares, species or investments or otherwise deal therewith as may, from time to time, be determined by the Board of Directors and sell or vary all such investments and to execute all assignments, transfers, receipts and documents that may be necessary in that behalf.

- 17. To construct, maintain and alter any buildings or works necessary or convenient for the purpose of the Company or to improve, reconstruct any government building with or without consideration for setting up any office, work-shed or store in connection with any scheme or project approved by the Board.
- 18. To receive, improve or develop any land belonging to the Government of Kerala or the Government of India, Local Body or Statutory Body for agricultural, fishery or industrial development, directly or in collaboration with Government, Local or Statutory Bodies.
- 19. To set up, run and manage work production centres for manufacture of goods required for attaining the main objects of the company.
- 20. To employ brokers, commission agents and under-writers and to provide for remuneration of such persons for their services for promotion of the business of the Company in accordance with the provisions of the Companies Act, 1956.
- 21. To employ and remunerate experts to investigate and examine the condition, prospects, value and circumstances of any scheme for the welfare of the coastal communities including fishermen.
- 22. To enter into any partnership or arrangement for joint working with any other company, firm or person carrying on business with the same or similar objects of this Corporation.
- 23. To sell, improve, manage, develop, exchange, lease, mortgage, enfranchise, dispose of, and turn into account or otherwise deal with all or any part of the properties and rights of the Corporation.

- 24. To accept stocks or shares in, or the debentures, mortgage debenture or other securities of any other company in payment or part payment for any services rendered or for any sale made to or debt owing from any such company.
- 25. To acquire and undertake the whole or any part of the business, property, and liabilities of any person or company carrying on any business which the company is authorized to carry on, or possessed of property suitable for the purpose of this Company.
- 26. To enter into any arrangements with Government of India, Government of Kerala or any other Government Corporation, Company, Local Authority or Statutory Body for the purpose of carrying out the objects of the Corporation or furthering its interests and to obtain from such Government or Authority, person or body any charters, subsidies, loans, indemnities, grants, contracts, licenses, rights, concessions, privileges or immunities which the Board of Directors may think it desirable to obtain and exercise and comply with any such arrangements, rights, privileges and concessions.
  - 27. To establish, provide, maintain and conduct research and other laboratories, training colleges, Schools and other such institutions for training, education and instructions to the fishermen and their families.
- 28. To refer or agree to refer to arbitration, disputes, present or future between the Company and any other Company, Society, Firm, individual or others and to submit the same to arbitration to any arbitrator in accordance with the law relating to Arbitration and Conciliation in force in the Country.
- 29. To create any depreciation fund, reserve fund, sinking fund, insurance fund or any special or other fund whether for depreciation or for repairing, replacing, improving, extending or maintaining any of the property of the Corporation or for special dividends or for redemption of debentures or redeemable preference shares or for

special dividends or for equalizing dividends or for any other purpose whatsoever, and to transfer any such fund or part thereof to any of the other funds herein mentioned.

#### C. The Other Objects of the Company not included in (A) and (B) above are:

- 1. To provide infrastructures to ensure hygienic post-harvest handling, storing, processing and marketing of fish and fish products at reasonable rates and fees.
- 2. To provide harbouring, landing and berthing facilities of good standards to fishing crafts operating from the coasts of Kerala at reasonable rates and fees.
- 3. To provide space and fora for transparent competitive practices in the trading of fish and fish products and in the supply of fuel, water and other consumables.
- 4. To provide space and fora for the implementation of relevant Acts and rules applicable to coastal areas and waters.
  - IV. The liability of the members is limited.
  - V. The authorized share capital of the Company is Rs.5,00,00,000 (Rupees Five crore only) divided into 5,00,000 (Five lakh) equity shares of Rs. 100/- (Rupees One Hundred only) each, with power to issue any of the shares in the capital, original or increased with or subject to any preferential, special, or qualified rights or conditions, as regards dividends, repayments of capital, voting or otherwise, subject to the provisions of the Companies Act.

We, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of the Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite to our respective names:

SI No.	Names, Addresses, Description and occupation of the subscribers	No. of Equity shares taken	Signature
1	Governor of Kerala represented by Prabakaran Palaniappan S/o Palaniappan Mudaliar Principal Secretary to Government of Kerala Secretariat, Statue Trivandrum, Kerala Additional chief Secretary to Government of Kerala	400 (Four hundred)	Sd/-
2	Governor of Kerala represented by Sheik Pareeth Palasseril Ismail S/o Nagoor Meera Ismail House No. 2/93 Palasseril veedu TKM College P.O Karikkode, Kollam, Kerala Director of Fisheries	300 (Three hundred)	Sd/-
3	Prasada Chandran Pillai Karunakaran S/o Karunakaran Nair Narayanan Kambelil veedu Edavattom, Kundara, Kollam, Kerala Member Secretary, Coastal area Development Agency	300 (Three hundred)	Sd/-
	Total Shares Taken	1000 (One Thousand)	

### Dated 5<sup>th</sup> December 2008 At Trivandrum

Witness to the above signatures

John Joseph Sd/-

S/o Joseph Mathai

BTRN B 58, Nettayam P.O, Trivandrum

Chartered Accountant

M. No. 029636

#### ARTICLES OF ASSOCIATION

#### **OF**

# KERALA STATE COASTAL AREA DEVELOPMENT CORPORATION LIMITED

#### **PRELIMINARY**

1. The regulations contained in Table 'A' in Schedule I to the Companies Act 1956, so far as the same may be applicable to a private company as defined in the Act, shall apply to this Company subject to the modifications hereinafter contained.

#### **DEFINITIONS**

- 2. (a) "The Act" means the Companies Act, 1956 (1 of 1956).
  - (b) "The Company" means the "Kerala State Coastal Area Development Corporation Limited (KSCADC)".
  - (c) "The office" means the registered office of the Company for the time being.
  - (d) "The Governor" means the Governor of the State of Kerala.
  - (e) "The Directors" means the Directors of the Company for the time being or as the case may be, Directors assembled at a Board,
  - (f) "The Board" or "the Board of Directors" means the Directors of the Company collectively or the requisite number of Directors entitled to pass circular resolution in accordance with these Articles.
  - (g) "The Chairman" means the Chairman of the Board of Directors for the time being of the Company.
  - (h) "Coastal area" means the coastal and adjacent hinterland areas of the sea, back waters, rivers, lakes, reservoirs, estuaries and any other water body as well as any geographical area within the state of Kerala which has a development implication to these areas.
  - (i) "Coastal communities" means people who reside in and are engaged in any economic activities in the coastal areas.
  - (j) "Seal" means the common seal of the Company.
  - (k) "In writing" or "written" includes printing, lithograph and other modes of representing or reproducing words in visible form.

Words import the singular shall include the plural and vice versa and words importing the masculine shall include the feminine and words importing persons shall include bodies corporate.

#### **ALTERATION OF PROVISIONS**

3. Subject to the approval of the Governor, the Company may, by special resolution, alter and make provisions instead of or in addition to any of the regulations of the Company whether comprised in these articles or not.

#### CONSTITUTION

- 4. The Company shall be a Private Limited Company as defined in the Companies Act, 1956 with a minimum paid up capital of Rs 1,00,000/- (rupees one lakh only) or such higher paid up capital as may be prescribed and accordingly,
  - (a) restricts the right to transfer its shares, if any:
  - (b) limits the number of members to fifty 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, and;
  - (c) Prohibits any invitation to the public to subscribe for any shares, or debentures, of the company:.
  - (d) Prohibits any invitation or acceptance of deposits from person other than its member, directors or their relative.

Provided that where two or more persons hold one or more shares in the company jointly, they shall, for the purposes of this definition, be treated as a single member.

5. The company shall be a Government Company within the meaning of section 617 of the Act.

#### SHARE CAPITAL, ITS ALTERATION IN NUMBER, ISSUANCE ETC.

- 6. The authorized share capital of the Company is Rs. 5,00,00,000 (Rupees five Crore only) divided into 5,00,000 equity shares of Rs. 100/- each. Subject to the provisions of the Act and with the approval of the Governor, Directors shall have the power to increase or reduce the share capital of the Company.
- 7. Subject to the provisions of the Act and with prior approval of the Governor, the Board Directors shall have the power to issue the shares of the Company upon such terms and conditions and with such rights and priorities and privileges as to payment of allotment, money, calls etc., as the Board of Directors may determine.

#### BORROWING POWERS OF THE COMPANY

- 8. The Board may from time to time, with the approval of the Governor, borrow any sum or sums of money and secure the repayments of such sum or sums of money in such a manner and upon such terms and conditions as they think fit and in particular by the issue of bonds or redeemable debenture stock or any mortgage, charge or other security on the undertaking of the whole or any part of the property of the Company (both present and future) including its uncalled capital for the time being.
- 9. Debentures, debenture stock, bonds or other securities may be made assignable free from any equities between the Company and the persons to whom the same may be issued.
- 10. Subject to the provisions of the Act and with the approval of the Governor, any debentures, debenture stock, bonds or other securities may be issued it a discount, premium or otherwise and with any special privileges as to redemption and surrender.

#### **GENERAL MEETINGS**

- 12. The Annual General Meetings of the Company shall be held in accordance with the provisions of Section 166 of the Act.
- 13. The business of an Annual General Meeting shall be to receive and consider the profit and loss account, the balance sheet and the report of the Directors and of the Auditors, to declare dividends and to transact any other business which under these articles ought to be transacted at an annual general meeting. All other business transacted at an annual general meeting and all business transacted at an extra-ordinary general meeting, shall be deemed special and shall be transacted in accordance with Section 173 of the Act.
- 14. The Directors may, whenever they think fit and shall whenever so required by the Governor, call an extra-ordinary general meeting and extra-ordinary general meeting shall also be called on such requisition by two members or in default may be called by such requisitionists, as provided by the Act.
- 15. A General meeting of the company may be called by giving not less than Seven days' notice in writing specifying the place, day and hour of the meeting with a statement of the business to be transacted at the meeting. Such notice shall be served on every member in the manner provided in the Act. However, with the consent in writing of all the members entitled to receive notice of the same, any particular meeting may be convened by such shorter notice and in such manner as those members think fit:

Provided, however, that where any resolution is intended to be

passed as a special resolution at any general meeting as required by Section 189(2) of the Act, notice of such meeting specifying the intention to propose the resolution as a special resolution shall be served:

Provided, further, that if all the members entitled to attend and vote at such meeting so agree, a resolution may be proposed and passed as a special resolution at a meeting of which less than Seven days' notice has been given.

#### **QUORUM**

- 16. The accidental omission to give any such notice to, or the non-receipt of any such notice by any member shall not invalidate the proceedings at any meeting.
- 17. Three members personally present of whom one shall be a representative of the Governor shall be the quorum for a general meeting.
  - (a) The Governor, so long as he is share-holder of the Company, may from time to time appoint one or more persons (who need not be a member or members of the Company) to represent him at all or any meetings of the Company;
  - (b) Any one of the persons appointed under sub-clause (a) of this article who is personally present at the meeting shall be deemed to be a member entitled to vote and be present in person and shall be entitled to represent the Governor at all its meetings and to vote on his behalf whether on a show of hands or on a poll;
  - (c) The Governor may from time to time cancel any appointment made under Subclause (a) of this article and make fresh appointments;
  - (d) The production at the meeting, of an order of the Governor evidenced as provided in the Constitution of India shall be accepted by the Company as sufficient evidence of any such appointment or cancellation as aforesaid.

#### DIRECTORS

- 18. The number of Directors in the Board of Directors of the Company shall not be less than two or more than Twelve. The Directors are not required to hold any qualification shares.
- 19. (i) The Directors shall be appointed by the Governor and shall be paid such salary or allowances as the Governor may from time to time determine;
  - (ii) Subject to the provisions of the Act, the Directors shall hold office during the pleasure of the Governor:
  - (iii) The Governor shall have power to remove any Director appointed by him from office at any time, in his absolute discretion and fill up any vacancy in the office of the Director caused by retirement, removal, resignation, death or otherwise.

- 20. Subject to the provisions of the Act and directions of Governor from time to time, the control of the Company shall be vested in the Board who shall pay all expenses incurred in promoting and registering the Company and shall be entitle to exercise all such powers, and to do all such acts and things as the Company is authorized to exercise and except those reserved under the provisions of these Articles with the approval of Governor and those to be exercised or done by the Company in General Meeting.
- 21. Following shall be the First Directors of the Company
  - a) Prabakaran Palaniappan
  - b) Sheik Pareeth Palasseril Ismail
  - c) Prasadha Chandran Pillai Karunakaran
- 22. The Board of Directors may from time to time delegate any of their powers to any Director, Directors or Committee of Directors.

#### MANAGING DIRECTOR

- 23. The Governor may appoint one of the Directors to be the Managing Director who shall be a whole time employee of the company for the conduct and management of the business of the Company subject to the supervision, control and direction of the Board of Directors.
- 24. The appointment of the Managing Director shall subject to the provisions of the Act be for such term and at such remuneration as the Governor may think fit.
  - Provided that notwithstanding anything herein contained the Governor may at any time remove or dismiss any Director from the office of Managing Director and appoint another in his place.
- 25. The business and management of the company shall be carried on by the Managing Director subject to the supervision, control and direction of the Board of Directors.

#### APPOINTMENTS IN THE COMPANY

26. The Directors shall be obliged to observe and comply with the reservations in appointments to various posts as in force in Government for all appointments in the company.

#### **CHAIRMAN**

27. The Governor may nominate one of the Directors to be the Chairman and determine the period for which he is to hold office.

- 28. The Chairman shall be entitled to preside over all meeting of the Board of Directors and the general body and shall exercise such powers as are from time to time delegated to him by the Board of Directors.
- 29. The Chairman shall reserve for the decision of the Governor any proposals or the decisions of the Board of Directors or any matter brought before the Board which in the opinion of the Chairman raises an important issue and which is on that account fit to be reserved for the decision of the Governor.

#### PROCEEDINGS OF THE BOARD

30. Subject to the provisions of Section 285 of the Act the Directors may meet together for the dispatch of business once at least in every three calendar months and adjourn and otherwise regulate their meeting and proceedings as they think fit, and one third of the total strength of Directors (any fraction contained in that one-third being rounded off as one) or two Directors whichever is higher shall be the quorum.

#### THE SEAL OF THE COMPANY

31. The seal shall not be affixed to any instrument except by authority of a resolution of the Board of Directors and in the presence of at least one Director, the Managing Director and such other persons appointed by the Board.

#### **DIVIDEND AND RESERVE FUND**

- The Board of Directors may with the approval of the Governor and subject to the provisions of Section 205 of the Act declare a dividend or bonus to be paid or credited as paid upon the shares of the company and according respective rights of the different classes of shares. No larger dividend shall be declared than as recommended by the Board.
- 33. Subject to such directions as may from time to time be issued by the Governor, the Directors may before recommending any dividend set aside, out of the profits of the Company, such sums as they think proper as a reserve fund to meet contingencies or for equalizing dividends or for special dividends or for repairing, improving and maintaining any property of the Company and amortization of capital and for such other purposes as the Directors shall in their discretion think conducive to the interests of the Company and may in their discretion invest such fund in such investments (other than shares of the Company) or employ the reserve funds in the business of the Company as they may from time to time deem fit.
- 34. (i) The Directors may, with the approval of the Governor, from time to time, pay to the members such interim dividends as appear to them justified by the profits of the Company.

- (ii) Subject to the provisions of Section 205 of the Act any general meeting declaring a dividend may resolve that such dividend be paid wholly or in part in cash or by issuing fully paid up bonus shares or paying up any amount for the time being unpaid on any shares held by the Company.
- (iii) Where any difficulty arises in such distribution, the Board may settle the same as it thinks fit and expedient and in particular may issue fractional certificates and fix the value of distribution so that cash payment shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees as may deem expedient to the Directors.

#### **INDEMNITY**

35. Every officer or Agent for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 633 of the Act in which relief is granted to him by Court.

#### **SECRECY**

- 36. (i) Every Director, Auditor, Trustee, Member of Committee, Officer, Servant, Agent, Accountant or other person employed in the business of the Company shall if so required by the Board of Directors before entering upon his duties, sign a declaration pledging himself not to reveal any of the matters which may come to his knowledge in the discharge of duties except when required to do so by the Board of Directors or a Court of law or by the provisions of the Act or by the person to whom such matter relate and except so far as may be necessary in order to comply with any of the provisions in these Presents contained;
  - (ii) No member shall be entitled to enter upon the property of the company or to request discovery of or any information requiring any details of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery or trade or secret process or which may relate to the conduct of the business of the Company and which in the opinion of the Directors will be inexpedient in the interest of the members of the Company to communicate to the public.

#### **BUDGET**

37. The Company shall prepare an annual budget every year and submit the same for approval of the Governor by the end of April every year.

#### **BOOKS OF ACCOUNT**

38. The Books of accounts shall be kept at the registered office of the Company or at such other places as the Directors shall think fit and shall, subject to the provisions of the Act, be opened to inspection by the Directors or their nominees during business hours.

#### **AUDIT**

39. Once at least in every financial year the accounts of the Company shall be examined and the correctness of the profit and loss accounts and balance sheet entertained by one or more auditors as provided in the Act.

#### **AUDITORS**

- 40. The Auditor/Auditors of the Company shall be appointed or reappointed by the Comptroller and Auditor General of India or by such authorities as may be authorized for appointment under the Act for Government Companies,
- 41. The auditors of the Company shall be entitled to receive a notice of invitation to attend any general meeting of the Company at which any account which have been examined or reported on by them are to be laid before the Company and may make any statement or explanation they desire with respect to the Accounts.

#### POWERS OF C & AG

- 40. (a) The Comptroller and Auditor General of India shall have power:
  - (i) to direct the manner in which the Company's accounts shall be audited by the Auditor/Auditors and to give such Auditor/Auditors instructions in regard to any matter relating to the performance of his/their functions as such.
  - (ii) to conduct a supplementary or test audit of the company's accounts by such person/persons as he may authorise in this behalf and for the purpose of such audit, to have access at all reasonable times, to all accounts, account books, vouchers, documents and other papers of Company and to require information or additional information to be furnished to any person or persons and in such form as the Comptroller and Auditor General, may by general or special order, direct;
  - (b) The Auditor / Auditors aforesaid shall submit a copy of his/their audit report to the Comptroller and Auditor General, who shall have the right to comment upon or supplement the audit report in such manner as he may think fit.
  - (c) Any such comment upon or supplement to the audit report shall be placed before the Annual General Meeting (AGM) of the Company at the same time and in the same manner as the audit report.

#### COMMENTS OF FINANCE SECRETARY

41. The Company shall submit a copy of the Balance Sheet and Profit and Loss Accounts with a copy of the Auditor's Report to the Finance Secretary to the Government of Kerala who shall have the right to comment upon or supplement to the Audit Report in such manner as he may think fit and the same shall be placed before the Annual General Meeting of the Company at the same time and in the same manner as the audit report.

#### DIRECTIONS FROM THE GOVERNOR

42. Notwithstanding anything contained in any of these articles, the Governor may from time to time, subject to the provisions of the Act, issue such directives or instructions as he may deem necessary in regard to the conduct of the business and affairs of the Company and in like manner may vary or annul any such directives. The Directors shall give immediate effect to such directive or instruction.

#### MATTERS REQUIRING PRIOR APPROVAL FROM THE GOVERNOR

- 43. The following matters shall require the prior approval of the Governor:-
  - (i) Appointment to the posts of and above the level of General Manager in the Company.
  - (ii) Any programme of capital expenditure for an amount which exceed Rs. 25 Lakhs unless do not form part of the sanctioned estimates.
  - (iii) Agreements involving foreign collaboration proposed to be entered into by the Company;
  - (iv) Sale, lease or disposal otherwise of the whole or substantially the whole of the undertaking of the Company;
  - (v) Formation of Subsidiary Company:
  - (vi) Winding up of the Company.
  - (vii) Alterations to the clauses in the Memorandum of Association or Articles of Association,
  - (viii) Creation of posits in the Company and the terms and conditions of service thereof.

Sl No.	Names, Addresses, Description and occupation of the subscribers	Signature
1	Governor of Kerala represented by Prabakaran Palaniappan S/o Palaniappan Mudaliar Principal Secretary to Government of Kerala Secretariat, Statue Trivandrum, Kerala Additional chief Secretary to Government of Kerala	Sd/-
2	Governor of Kerala represented by Sheik Pareeth Palasseril Ismail S/o Nagoor Meera Ismail House No. 2/93 Palasseril veedu TKM College P.O Karikkode, Kollam, Kerala Director of Fisheries	Sd/-
3	Prasada Chandran Pillai Karunakaran S/o Karunakaran Nair Narayanan Kambelil veedu Edavattom, Kundara, Kerala Member Secretary, Coastal area Development Agency	Sd/-

### Dated 5<sup>th</sup> December 2008 At Trivandrum

Witness to above signatures

John Joseph Sd/-

S/o Joseph Mathai

BTRN B 58, Nettayam P.O, Trivandrum

Chartered Accountant

M.No. 029636