

RULES AND REGULATIONS
OF
INDIAN PRIVATE PORTS AND
TERMINALS ASSOCIATION

I. INTERPRETATION OF TERMS USED

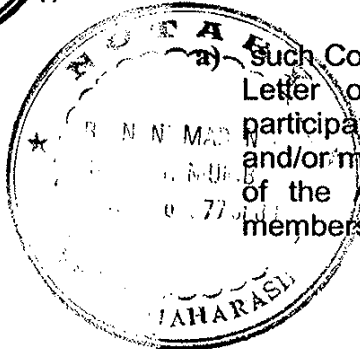
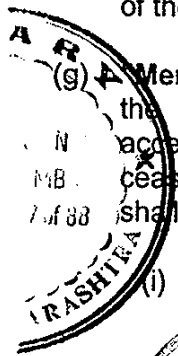
In these rules the following terms shall have the meaning assigned to them as under:

- (a) **"Association"** means "Indian Private Ports and Terminals Association".
- (b) **"The Committee"** or **"The Managing Committee"** shall mean the governing body consisting of Core Members constituted in the manner prescribed by these Rules and Regulations. All Managing Committee members will hold honorary position.
- (c) **"The President"** means the person appointed as such for the time being of the Association, under these Rules and Regulations.
- (d) **"The Vice-President"** means the person appointed as such for the time being of the Association, under these Rules and Regulations.
- (e) **"The Secretary"** means the person appointed as such for the time being of the Association, under these Rules and Regulations.
- (f) **"The Treasurer"** means the person appointed as such for the time being of the Association, under these Rules and Regulations.

(g) **"Member"** shall mean such person who is eligible to be a member of the Association and whose application for membership has been accepted in accordance with the Rules and Regulations and who has not ceased to be a member by virtue of any provisions hereof. Members shall be classified in three categories as follows:

(i) **"Core Member"** shall mean:

(a) Such Company or legal entity who is engaged/ received Letter of Intent / entered into an agreement for participation in /operation of private port and/or terminal and/or multi user facility is eligible to be a Core Member of the Association and who has been admitted to membership as provided in the Rules and Regulations.



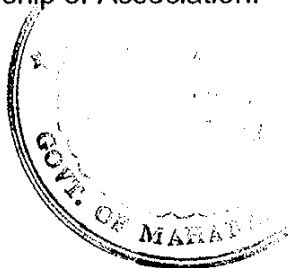
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II. MEMBERSHIP

There shall be three classes of Membership of Association:

1. "Core Member",
2. "Associate Member",
3. "Honorary Member"



I. Admission Procedure

- a) Any person seeking admission as a Core Member or Associate Member of the Association shall make an application in writing to the Managing Committee on a prescribed form.
- b) The said application shall be duly signed and stamped by the applicant and shall be accompanied with :
 - i. An acceptance of and an agreement to abide by these Rules.
 - ii. A one time entrance fee; and
 - iii. Such information including details of turnover, etc., as may be stipulated from time to time.
- c) The said one time entrance fee shall be as prescribed by the General Body from time to time, which shall be at least Rs. 25,000 for Core Members and Rs. 10,000 for Associate Members. The entrance fee shall be refunded without interest, if the Application is rejected.
- d) Such an application shall be proposed by a Core Member and seconded by a Core or Associate Member of the Association.
- e) The Managing Committee shall decide on the eligibility, admission / rejection or otherwise of the candidate seeking admission as a member of the Association and their decision in the matter shall be final and they shall not be bound to assign any reason for their decision which shall be final and conclusive.
- f) Honorary Member shall be nominated on an yearly basis on the recommendation of the Managing Committee and shall not be charged any entrance fees and/or membership fees.

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II. Expulsion & Readmission

In the event of the applicant being admitted as a "Member" or "Associate Member" or "Honorary Member" as the case may be, and it appearing subsequently at any time to the satisfaction of the Managing Committee that any statement contained in the application for membership was incorrect in any material particulars or that any material particulars were omitted therefrom, the Managing Committee may cancel the membership and the said member shall thereupon cease to be a member of the Association but may with the permission of the Managing Committee be proposed and seconded again and if so proposed and seconded and duly elected may at the discretion of the Managing Committee be excused from payment of entrance fee payable by him if the same shall have already been paid.

III. Membership certificate

Every member shall be entitled to a certificate of membership or admission in such form and subject to such conditions as the Managing Committee may from time to time determine.

IV. Subscription

- A. Apart from the entrance fee as per Clause (c) above, the General Body shall from time to time fix the annual subscription and other fees/cess/charges to be paid by the Core Members and Associate Members.
- B. In case of all members, the first payment by way of annual subscription shall be reduced to half for all admissions done during the months of October to March. Members admitted during April to September shall pay the full year's subscription.
- C. Each member shall be advised by letter/notice from the Association about the amount of annual subscription/other amounts due, which amount shall be paid within thirty days from the date of demand each year. Any member whose subscription/ amount due shall be in arrears for a period exceeding three months from the date of demand as aforesaid (first demand excluding reminders) shall not be entitled to exercise the right of voting or to stand for elections for any purpose in the Association as long as the arrears shall remain unpaid.

V. Register of Members

- A. The Managing Committee of the Association shall keep a register of all Members of the Association in which shall be entered in separate columns the following particulars as regards such member, namely:

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(1) the name of the member, (2) the class of membership (3) the address of the member given in the Proposal Form, (4) the date when the member become a member and (5) if and when the member ceases to be a member, the date of cessation and such other particulars as may be decided from time to time by the Managing Committee. Any change in the membership details shall be notified in writing by the Members to the Association.

B. Such Register shall be open for inspection by the Members or their authorized representatives at the Registered Office of the Association during normal working hours.

VI. Rights of Members personal

The rights and privileges of every member shall be personal and shall not be transferred and no person claiming under any member shall have any rights or privileges to any of the benefits arising out of the Membership of the Association.

VII. Voting

Only a Core Member (and not an "Associated Member" or an "Honorary Member") shall be entitled to vote at all meetings of the Association or on any matter referred to by the General Body or to be elected as a Member of the Managing Committee or an office bearer of the Association.

An Associate Member shall be entitled to attend all general meetings and to speak thereat, but shall not be entitled to vote thereat or stand for election.

VIII. Cessation of Membership

A. A member (whether a Core Member or an Associate Member" or an "Honorary Member") shall ipso facto cease to be a member of the Association:

1. upon dissolution or winding up of the legal entity;
2. upon member's resignation;
3. Member/ Associate Member ceases to be engaged in the private port / terminal multi user facility
4. If member is expelled from the Association
5. In the case of a Member being an individual, he dies or is adjudged as 'insolvent' or if he is found by a competent court on inquisition to be of 'unsound mind' or if he is convicted of an offence involving moral turpitude.
6. in the case of Member being a firm, it is dissolved or such firm is adjudicated insolvent, or is merged with any other entity; or the partners thereof are convicted of an offence involving moral turpitude.

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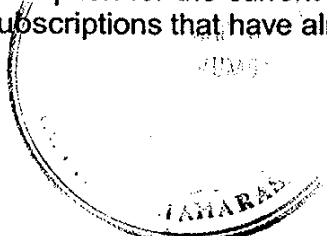
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7. Provided that a firm shall not cease to be a Member of the Association by reason only of a change caused by the death or retirement of a partner or partners or by reason only of a mere change in the name of the firm without affecting materially the composition of the partners of the firm.
 8. in the case of Member being a body corporate or association, upon voluntary winding up or upon an order made by a competent court for winding up of the body corporate or Association except for reconstruction/ reconstitution or upon being adjudged as insolvent.
 9. such Member fails to pay subscription within one month from the date of the same becoming due and continues in such default for a period of six months from due date.
 10. In case a member suffers from any disability, incapacity or disqualification as provided in these Rules.
- B. Provided however, a firm, company or body corporate shall not cease to be a member of the Association upon any change being made in the conventional or corporate name of the firm, company or corporation.
- C. Any Member (whether Member or Associate Member or Honorary Member) may be expelled from the Association if a resolution is passed by the General Body of the Association by a majority of at least three-fourths of the Members, present and voting, on the ground that such member has acted in a manner prejudicial to the interests of the Association. The concerned Member shall be given an opportunity to place his views before the meeting called to consider such a resolution and also to circulate the same in writing to the Members. Such expulsion shall not be questioned or challenged in any Court of law. Similarly, a member may be suspended from the membership of the Association, for a specified period of time, on the same ground and in the same manner and after following the same procedure as in the case of an expulsion.
- D. If any member or his representative is an office bearer or member of the Committee, his office shall ipso-facto be vacated with the cessation of his membership.
- E. No member suspended or expelled under these rules shall be entitled to the return or refund of his membership fee or subscription or any part thereof.

IX. Resignation

Any Member may withdraw from the membership of the Association by giving one month's notice in writing, to the Managing Committee of their intention to do so. Such notice / resignation shall not absolve the member from paying the annual subscription for the current year and all other dues. There shall be no refund of subscriptions that have already been paid.

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III. GENERAL BODY

I. Composition of and Representation on the General Body

- a) The General Body shall consist of representatives of Core Members (one each) and representatives of Associate Members.
- b) Representation of the Member in the meetings of the General Body will be limited to the CEO/Director of the Member. Such individual delegate/nominee shall exercise all the rights of the Members in the Association and shall be eligible to be elected to the Managing Committee as a member of the Managing Committee in accordance with these Rules.
- c) A Member may from time to time withdraw the name/nomination of any such individual and nominate another in his place. If any such nominee whose name is withdrawn by the Member, is holding any office in the Association or is elected as a member of the Managing Committee or is a member of any other Committee of the Association, he shall forthwith cease to hold that Office//Membership. The new nominee(s) shall not automatically hold such Office/Membership.
- d) Representation of the Associate Member in the meetings of the General Body shall be limited to the CEO / Director of the Member. The Associate Member would be entitled to express his views in the meetings but will not have any voting rights. The representative of the Associate Member shall not be entitled to be elected as a member of the Managing Committee or Member of any Committee nor hold any office in the Association.

II. Powers of the General Body

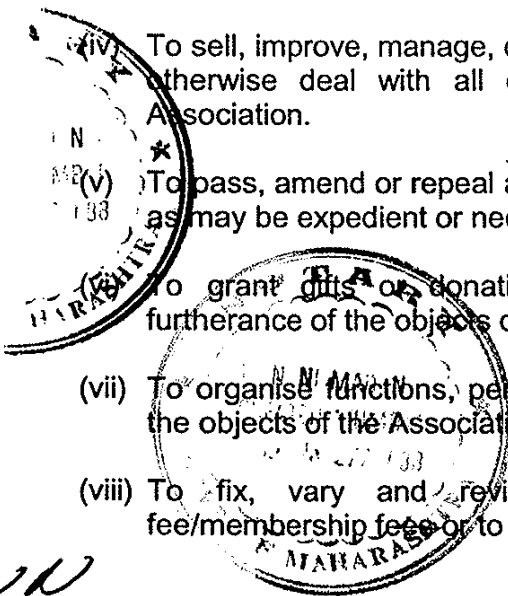
- a) The general management and control of the Association shall be vested in the General Body.
- b) The General Body of the Association shall be the supreme authority of the Association and the sole authority for the interpretation of the Rules and of any bye-laws that may be made from time to time under the Rules and the decision of the General Body upon any question of interpretation or upon any matter affecting the Association and not provided for by these Rules or by the said bye-laws shall be final and binding on the Members.
- c) The General Body may delegate all or any of their powers to the Managing Committee, any Committee / person, branch or body of the Association.

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- d) The powers and functions of the General Body shall include but not be limited to the following:
- (i) To invest the money of the Association or the funds of the Association in such a manner and in such assets, properties, securities, shares, debentures, deposits or in investments of any kind whatsoever including immovable properties of any tenure, as may from time to time be determined by the committee, and from time to time to sell or vary all or any of such assets, properties, securities, shares, deposits or such investments and execute all assignments, transfers, receipts and documents that may be necessary in this behalf.
 - (ii) To borrow or raise money, in such manner as the Association shall think fit and without prejudice to the generality of the above by deposits, promissory notes, bills of exchange, hundies and other negotiable or transferable instruments or by mortgage, charge or lien upon or by hypothecation or pledge of the property or assets of the Association whether moveable or immovable (and whether present or future) and also by a similar mortgage, charge, lien, hypothecation or pledge to secure and guarantee the performance by the Association or a body corporate or any other person of any obligation undertaken by the Association or a body corporate or any other person as the case may be.
 - (iii) To accept, receive, buy, purchase, sell, lease, take on lease, exchange, or otherwise acquire any movable or immovable property of flats in immovable properties or any rights or privileges necessary or convenient for the purpose of the Association on such terms and conditions as may be though fit or expedient.
 - (iv) To sell, improve, manage, develop, lease, mortgage, dispose of or otherwise deal with all or any part of the property of the Association.
 - (v) To pass, amend or repeal all or any of the rules of the Association as may be expedient or necessary.
 - (vi) To grant gifts or donations to individuals or institutions in furtherance of the objects of the Association.
 - (vii) To organise functions, performances, exhibitions etc. to promote the objects of the Association.
 - (viii) To fix, vary and revise the entrance fee, subscription fee/membership fees or to levy any other charges/cess.

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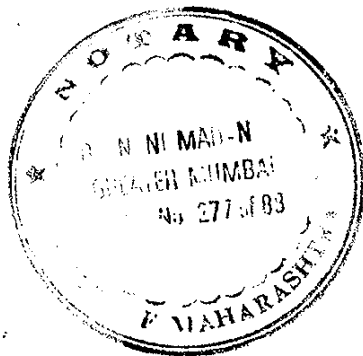


- (ix) The Committee shall have full control over the funds of the Association and may exercise all such powers and do all such acts and things as may be exercised or done by the Association and in particular may from time to time raise or borrow or secure the repayment of any sum or sums of money in all respects as they think fit.
- (x) The power to frame from time to time any bye-laws or procedural rules or prescribed forms at it deems fit in connection with the elections to the Managing Committee or any other matter.

And generally to do all such acts, matters and things either alone or in conjunction with any other organisation, firm, body corporate, Government or persons and carry on all kinds of activities which are conducive, incidental or ancillary to the foregoing objects of the Association or any one or more of them and which are necessary or can conveniently be carried on for the attainment of the above objects or any one or more of them.

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IV. MANAGING COMMITTEE

I. Constitution of the Managing Committee

The Managing Committee (hereinafter called "Committee") shall consist of not less than seven members and not more than twenty members.

The Managing Committee members shall be elected by the General Body.

Members of the Managing Committee shall hold office from one Annual General Meeting till the next Annual General Meeting. All the elected Members of the Committee shall retire every year but shall be eligible for re-election and shall continue in Office till their successors are elected and take office.

The Committee will elect from amongst themselves, a President, a Vice President, a Secretary and a Treasurer and other Members, as deemed fit. Office bearers so elected shall also be the President, Vice President, Secretary and Treasurer of the Association.

II. Co-opted Members

The Committee shall have a right to co-opt any person as a member of the Committee, but such co-opted members, shall at no one time exceed more than ten. Co-opted members shall be persons who are experts in the field of Port Industry in India or abroad or a person whose expertise and experience would help in furthering the goals of the Association. Co-opted members shall have no right to vote but shall have the right to attend Managing Committee meetings and speak at the Managing Committee meetings. Term of the Co-Opted members shall be upto the next Annual General Meeting however, the Managing Committee may co-opt them for further term.

III. Rules & Regulations

The Committee may from time to time frame its own rules for the purpose of regulating its proceedings which may be amended or altered or revised by the Committee as it may deem expedient.

The affairs of the Association shall be managed by the Committee who may exercise all such powers of the Association as are expressly directed by the Rules and Regulations of the Association or any modification thereof, for the time being in force or are not required by these rules to be exercised by the Association in the General Meeting.

IV. Quorum for the Meetings

Five Members of the Committee shall constitute a quorum.

V. Casual Vacancy

Any casual vacancy during the year in the office of the President or the Vice President or Secretary or Treasurer shall be filled by the Managing Committee holding an election and to be determined by a simple majority of votes at the election.

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Any casual vacancy occurring among the members of the Committee may be filled up by the members of the Committee at a meeting of the Committee but any person so appointed shall hold office only until the next Annual General Meeting of the Association and shall then be eligible for election.

VI. Sub Committee

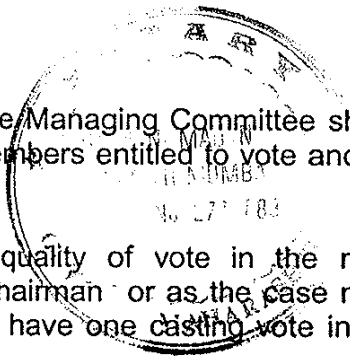
The Committee may delegate (and, at its pleasure, at anytime revoke) any of their powers to a sub-committee consisting of such Member or Members of the Association as they may think fit. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed upon it by the Committee. The sub-committee shall have power to invite at their meeting persons other than members of the Association and the Committee to consult them or take their advice in such matters as may be deemed necessary.

VII. Circular Resolution

The President may in any urgent matter request the Secretary and in his absence the Treasurer to get a decision of the Committee by a Circular. Where as a result of such a Circular, a decision is endorsed by five of those Members of the Committee whose replies are received within the stipulated period then it shall have effect as if passed at a full meeting of the Committee convened for the purpose.

VIII. Voting

- a) All decisions of the Managing Committee shall be taken by a majority of votes of the Members entitled to vote and present and voting in the meeting.
- b) In case of an equality of vote in the meeting of the Managing Committee, the Chairman or as the case may be the Chairperson of the meeting, shall have one casting vote in addition to the vote(s) he has as a Member



IX. Powers of the Managing Committee

- A. The Committee shall have full powers to carry out the aims and objects of the Association and of controlling and governing the entire management and administration of the Association and shall in all such acts and things act for and in the name of the Association.
- B. The powers and functions of the Managing Committee shall include:
 - (i) To elect the office bearers from amongst its own Members.
 - (ii) To Co-opt additional Members and to fill vacancies.
 - (iii) To engage, employ, remunerate, suspend or dismiss any employee of the Association.

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- (iv) To convene the Annual General Meeting and Extra Ordinary General Meetings, if any.
- (v) To scrutinise applications for Membership, to induct new Members to the Association and to accept resignations, if any.
- (vi) To carry on day to day management of the affairs and activities of the Association and to make office related purchases and expenses.
- (vii) With a view to instil a sense of security and confidence among Members to take suitable action on all matters and questions affecting the interest of the Members and to ensure that the Members obtain and enjoy all the benefits, privileges and rights to practice trade, and to initiate and watch over if necessary to petition and to procure changes of law or promote improvements in the administration of law affecting the interests of the Members.
- (viii) To make Members aware of their rights, privileges, benefits and interests arising to them as owners / operators of private ports and terminals operators.
- (ix) To work for establishing and implementing equal rights for Public ports and terminals operators and Private ports and terminals operators and to ensure parity and equality between the aforesaid parties in all matters concerning the trade and practice.
- (x) To arrange with such Associations, Authorities, Trusts – private and public, authorities, organisations or persons in regard to any action which may be proposed by them or any of them or desired by the Association and to obtain from any such authority all rights, concessions and privileges which the Association may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (xi) To undertake special enquiries and initiate or support any action for securing the redress of legitimate grievances of its Members as also such other action as may be conducive or incidental to the attainment of the above objects.
- (xii) To appoint a sub-committee or sub-committees from amongst the Members of the Association for any specific purpose and to delegate to such sub-committee or sub-committees such powers as may be deemed fit or necessary.
- (xiii) To expend such amounts as may be considered necessary for the attainment of the objects of the Association.
- (xiv) To maintain such books and registers as may be required by law and to ensure that the same are kept posted upto date and to file all such returns and forms with various government agencies as may be necessary.
- (xv) To operate bank account/s in the name of the Association and to appoint authorised signatories for the same.

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- (xvi) To employ or remunerate, persons for carrying on the work of the Association on such terms as may be determined from time to time.
- (xvii) To draw, make, accept, discount, endorse, negotiate, buy, sell, execute and issue bills of exchange, Government of India and other promissory notes, cheques, warrants, debentures and other negotiable or other transferable instruments or securities.
- (xviii) To accept, on behalf of the Association, all donations and gifts received from Members or other persons. To receive and accept donations or contributions in cash or kind from any person or persons, Association or company for the furtherance of the objects of the Association and upon such terms and conditions as the Association may, in its discretion, determine from time to time.
- (xix) To grant gifts or donations to individuals or institutions in furtherance of the objects of the Association.
- (xx) To organise functions, performances, exhibitions etc. to promote the objects of the Association.
- (xxi) The Committee shall have authority to open an account or accounts with any one or more of the banks at their discretion into which all the monies of the Association shall be deposited.
- (xxii) The Committee shall have power to invest and deal with any of the monies of the Association not immediately required for the purposes thereof in such manner and in such assets, properties, securities, shares, deposits or in investments of any kind whatsoever including immovable property of any tenure or otherwise as authorised by the General Body and up to the limits as approved at the general Meeting.
- (xxiii) The Committee shall have power to determine the manner in which bills, loans, receipts, acceptances, endorsements, cheques and all other documents shall be signed or executed by or on behalf of the Association.
- (xxiv) To maintain a Register of Members and such other registers and books as deemed fit.
- (xxv) To acquire lands, buildings and other immovable properties whether by gift, purchase, exchange, lease or otherwise for the purpose of the Association and to construct and reconstruct building on any plot of land to be so purchased or acquired. Provisions of section 35 of the BPT Act, 1950 shall be complied with.
- (xxvi) To lease or let out on hire, mortgage, sale, pledge or transfer by license or otherwise any lands, buildings or other property movable or immovable in furtherance of the objects of the Association. Provisions of section 36 of the BPT Act, 1950 shall be complied with.
- (xxvii) To accept monies, securities for monies and properties whether movable or immovable, which may from time to time made over to the Association by any person or persons or firm or Government or Corporation or Companies for the purpose of the Association. Provisions of section 35 of the BPT Act, 1950 shall be complied with.

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- (xxviii) To dispose of immovable properties by sale, gift, mortgage, exchange, lease or otherwise for the purpose of the Association. Provisions of section 36 of the BPT Act, 1950 shall be complied with.
- (~~xxx~~) To borrow or raise money in such manner as the Association may think fit for the purpose of the Association. Provisions of section 35 of the BPT Act, 1950 shall be complied with.
- (xxx) To draw, make, accept, endorse, execute and issue all bills of exchange, promissory notes and other negotiable instruments or securities as may be necessary for furtherance of the objects of the Association.
- (xxxi) To establish a fund or funds for carrying out any one or more of the objects of the Association.
- (xxxii) To invest monies belonging to the Association in Trust Securities or other Securities as may be decided by the Governing Body for the time being and utilizing the same for the purpose of the Association.

And generally to do all such acts, matters and things either alone or in conjunction with any other organisation, firm, body corporate, Government or persons and carry on all kinds of activities which are conducive, incidental or ancillary to the foregoing objects of the Association or any one or more of them and which are necessary or can conveniently be carried on for the attainment of the above objects or any one or more of them.

X. Annual Report

The committee shall submit an annual report to the Members of the Association. Such report to be prepared, printed and circulated among the Members of the Association at least 14 days before such Annual General Meeting and after the meeting copies may be sent to any person, organisation, authority or others as may be decided upon.

XI. Delegation of Powers

The Committee may at any time and from time to time delegate all or any of its powers to the President or the Vice-President or one or more of the Members of the Committee. On such delegation of powers, the person or persons concerned shall be entitled to act for and in the name of the Committee and all acts done and orders made under the powers so delegated shall have the like force and effect as acts and orders of the Committee provided always that the Committee shall without affecting any acts done or orders made by the person or persons holding such delegated power be entitled from time to time to direct the revocation of the delegation of power.

XII. Books of Accounts

The Committee shall keep the accounts of the Association to be regularly entered in proper books and shall maintain separate accounts of the expenses of the management of the Association differentiating so far as possible between general expenses and special expenses incurred in connection with or arising out of any special schemes, funds or activities commercial or otherwise which the Association may undertake to carry out any of its objects.

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All accounts of the Association or of any funds or commercial operations or other activities involving financial transactions shall be audited by auditors who shall be Chartered Accountants in private practice to be appointed at each Annual General Meeting.

The certificate of the Association's Auditors certifying that the costs incurred by the Committee are proper and reasonable shall be accepted as final and conclusive and any question whether any expenditure shall be included or charged against a particular fund or not, shall be in the Committee's discretion and in all events final and conclusive.

Only "Members" of the Association (and not "Associate Members") are eligible to stand for Election to the Managing Committee for the subsequent year and/or propose and/or second and/or vote at such elections.

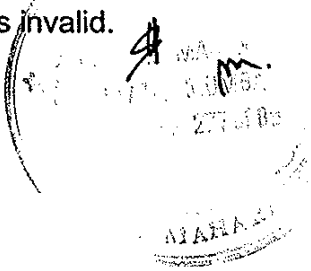
XIII. Election to the Managing Committee

At the conclusion of every Annual General Meeting, the President, Vice President and all the members of the Managing Committee shall retire and will be succeeded by a new team that shall be elected as given below:

I. Nomination of Candidates

- a) The Secretary shall ascertain from each Core Member at least six weeks prior to the holding of the AGM whether it intends to nominate any of its representatives (who are qualified for the purpose) for election as member of the Managing Committee.
- b) Core Member companies intending to nominate any of their representatives shall state the name of the person for which he is being nominated and shall declare that he is qualified for the purpose under the rules. The statement / declaration / nomination is to be signed by an authorized representative of the Core Member company.
- c) Every nomination shall be supported by a declaration signed by the candidate that he has given his consent to the nomination.
- d) The nomination papers and the declaration by the candidate shall be sent to the Secretary of the Association so as to reach him at such address and by such date as may be mentioned by him.
- e) A candidate shall not give his consent to more than one nomination. If consent is given to more than one nomination, all the nominations will be treated as invalid.

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II. Scrutiny of Nominations

Prior to the holding of the AGM, the Managing Committee shall appoint a person / persons to scrutinize the nomination papers received from core members. Such person / persons may reject such nominations as in his / their opinion are invalid. If no such person / persons be appointed by the Managing Committee, the Secretary of the Association shall be deemed to be so appointed with powers to scrutinize the nomination papers and reject such of the nominations as in his opinion are invalid.

III. Withdrawal of Nominations

A candidate nominated by a Core Member for election to the Managing Committee may withdraw his candidature by intimation addressed to the Secretary and delivered to him before 5:00 PM on the day previous to the day of the election.

IV. Election of Candidates

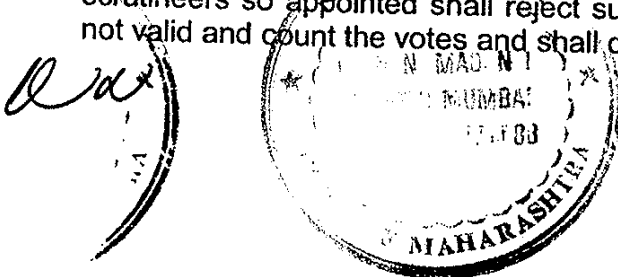
- a) If the nominations submitted are less than the stipulated number the nominees automatically stand elected for the ensuing year.

V. Method of Voting

- a) The Secretary shall cause voting to be done by show of hands or by ballot voting depending on the circumstances.
- b) Ballot papers to be prepared setting forth the names of candidates for the election to the Managing Committee.
- c) The voting papers shall be authenticated by a person/s authorized by the Secretary and shall be issued under the authority of the Secretary by any other person/s on the day of the Annual General Meeting considered fit and expedient by the Chairman, when the arrangements for voting have been completed. The voting papers shall be issued to such delegates as are authorized by the Core Members to receive them and are returnable by such delegates immediately after such issue.

VI. Scrutiny of Voting Papers

Prior to the holding of the Annual General Meeting, The Managing Committee shall appoint two persons as scrutineers other than those directly interested in the election to scrutinize the voting papers. The scrutineers so appointed shall reject such of the voting papers as are not valid and count the votes and shall draw up the election results.



VII. Declaration of Results

- a) The result of the election shall be declared at the AGM and shall be deemed to be valid as a whole in spite of any irregularity in the observance of these rules.
- b) The persons so declared as elected shall function in spite of any irregularity in the election until such irregularity is established as hereinafter provided.

VIII. Objections to the Elections

- a) Any objection to the procedure or process of elections, eligibility of votes or candidates or Members, etc., shall be raised :
 - i. With respect to candidature or eligibility of votes / members – at the commencement of the Annual General Meeting.
 - ii. With respect to process or procedure – at the commencement of the respective process or procedure.
 - iii. In any other case – immediately on the irregularity having been noticed.
- b) No objection(s), except as aforesaid, shall be entertained.
- c) All objections shall be taken note of by the Annual General Meeting and decided upon by a majority vote failing which the Chairman of the Meeting shall decide such issues and such decision shall be final and binding.

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V. GENERAL BODY MEETINGS

I. Annual General Meeting

The General Body of the Association shall ordinarily meet once in a year, such meeting being called its Annual General Meeting. The General Body shall in its Annual General Meeting, which shall be held in the city of the Registered office, transact the following business:

- i. To consider the report on the working of the Association.
- ii. To consider and adopt the statement of accounts of the Association for the past year and the report of the auditors during the past year as submitted by the Managing Committee.
- iii. To appoint auditors and fix their remuneration.
- iv. To frame additional rules for the Association and or to amend, alter or rescind them.
- v. Amalgamation of two or more Association with similar objectives.
- vi. To dissolve the Association if it is felt that no purpose is served in continuing the working of the Association.
- vii. To elect the Managing Committee Members.
- viii. To transact such other business as the Managing Committee may deem necessary of which Notice under directions of the Managing Committee (whose decision in that behalf shall be final and conclusive) shall have been given to the General Body.
- ix. Such other business as may be permitted by the Chair.

II. Extraordinary General Meetings.

- i. All General Meetings other than Annual General Meeting shall be called Extraordinary General Meetings and may be held at any place in India.
- ii. An Extraordinary General Meeting may be called by the President or as the case may be by the Vice President, Secretary or the managing Committee and it may also be called on a requisition signed by not less than one fifth of the Members of the Association presented to the President for considering matters of urgent nature.
- iii. The President shall call an Extraordinary General Meeting within four weeks of the receipt of such requisition.
- iv. An Extra Ordinary General Meeting may be convened at any time by shorter notice, if the President deems fit.
- v. An Extra Ordinary General Meeting shall not transact any other business other than that mentioned in the notice convening the meeting.

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III. Notice of Meetings

- a) Not less than 14 days notice of an Annual General Meeting/ Extra Ordinary General Meeting shall be given to the members specifying the day, time and venue of the meeting along with a statement of the business to be transacted at the meeting.
- b) The non-receipt of such notice will not invalidate the proceedings at any such meeting.
- c) Any notice required by these Rules to be given to a member shall be deemed to be sufficiently served if sent by post properly addressed to his last known registered address in India. A notice sent by post shall be deemed to have been served at the time when it would have been delivered in the ordinary course of post.

IV. Quorum for Meetings

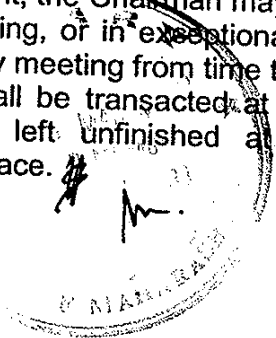
- a) For all purposes, the quorum for an Annual General Meeting or an Extra Ordinary General Meeting shall be seven members entitled to vote present in person or through their Representative as per Clause III 1 (b) above. In case an authorized representative is to attend the meeting then the said authorization shall be communicated in writing 48 hours prior to the scheduled time of the meeting to the Association.
- b) No business shall be transacted at any meeting, unless the requisite quorum is present at the commencement of business.

V. Chair

The President or in his absence, the Vice President shall take the chair at the meetings of the General Body. In the absence of both the President and Vice President, the powers and duties of the President shall be exercised and discharged by one of the Members of the Managing Committee nominated by the President or Vice President as the case may be or in their absence, the members present and entitled to vote shall, on a show of hands, choose a person from amongst themselves who shall be the Chairman of the meeting.

VI. Adjournment of Meeting

- a) If within half an hour from the time appointed for the meeting, the quorum is not present, the Chairman may with consent of the Members present at the meeting, or in exceptional circumstances without such consent, adjourn any meeting 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 at which the adjournment took place.



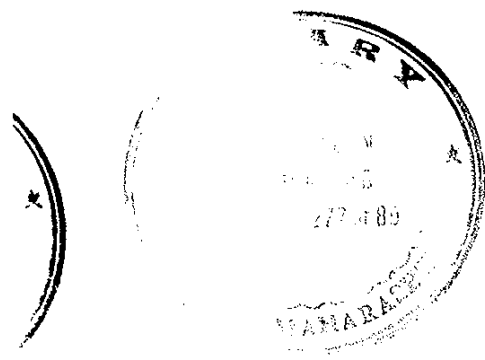
- b) If, at the expiration of half an hour from the time appointed for holding such adjourned meeting, no quorum is formed, the meeting, if called upon, the requisition of the members shall stand dissolved and in any other case the Meeting shall stand re-adjourned to the same day in the next week at the same time and place or to such other time and place as Chairman may determine and if at such re-adjourned meeting a quorum is not formed at the expiration of half an hour from the time appointed for holding the meeting, the Members present shall be a quorum, and may transact the business for which the meeting was called.
- c) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give notice of an adjournment or of the business to be transacted at any adjourned meeting.

VII. Voting

- a) Unless otherwise stated herein, the decisions of the General Body shall be taken by a majority of votes of the Members eligible to vote, and present and voting in the meeting.
- b) Voting shall be by show of hands. In exceptional cases, other methods of voting may be adopted. The exceptional case(s) and the method of voting shall be decided by the Chairman of the Meeting upon request of members or even suo motto.
- c) In case of an equality of vote in the meeting of the General Body, the Chairman or as the case may be the Chairperson of the meeting, shall have one casting vote in addition to the vote(s) he has as a Member.
- d) The Chairman's decision about validity of every vote tendered at any meeting shall be conclusive.

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VI. OFFICE BEARERS

I. THE PRESIDENT

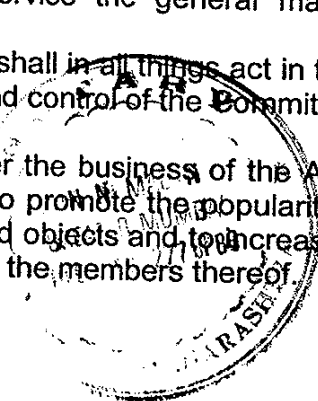
- a) The President shall Chair all the Meetings and shall be authorised to sign all documents for and on behalf of the Association.
- b) The President may from time to time recommend various issues/ programs/ studies which he thinks deem fit and in the interest of the Association.
- c) The President shall exercise such powers as may be delegated by the General Body.
- d) The President may in any urgent matter request the Secretary and in his absence the Treasurer to get a decision of the Committee by a Circular. Where as a result of such a Circular, a decision is endorsed by five of those Members of the Committee whose replies are received within the stipulated period then it shall have effect as if passed at a full meeting of the Committee convened for the purpose.

II. THE SECRETARY

- a) The day to day management and control over the affairs of the Association shall be vested with the Secretary and his staff subject to the approval of the Managing Committee. The functions and responsibilities of the Secretary will be discharged by any other official authorized by the Secretary in the absence of the Secretary or when so directed.
- b) The Secretary shall assist the Chairman, Vice President and other office bearers of the Association in discharge of all their functions and responsibilities.
- c) The Secretary shall summon and attend all meeting of the Association and shall record the proceedings thereof in the Minute Book under his signature which will be confirmed in the next meeting under signature of the Chairman.
- d) The Secretary shall prepare such statements relating to the business of the Association as the Committee may require and shall prepare and send all returns required to be made to the Registrar.
- e) The Secretary shall have charge of all the documents, other papers and the Seal of the Association and shall keep the accounts in such manner as the Committee directs.
- f) The Secretary shall maintain a Common Seal Register.
- g) The Secretary shall carry on the correspondence of the Association and shall supervise the general management of the Association's property.
- h) The Secretary shall in all things act in the discharge of his duties under the direction and control of the Committee.

To generally look after the business of the Association and take all possible measures and steps to promote the popularity of the Association with a view to achieve its aims and objects and to increase the status, dignity and honour of the Association and the members thereof.

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III. THE TREASURER

- a) The day to day financial transactions of the Association shall be under the supervision and control of the Treasurer.
- b) Treasurer shall be responsible for preparation of accounts and maintain the necessary books of accounts.
- c) All receipt on behalf of the Association shall be signed by the Treasurer and one member authorised in this behalf and other documents shall be signed by the President and in his absence by the Vice President, the Secretary and countersigned by any one Managing Committee member.

VII. FUNDS

Every Member of the Association shall contribute to the funds of the Association by way of subscriptions and/or contributions such amounts and in such manner as may be decided upon by the General Body/ Managing Committee from time to time unless the General Body specially exempts members from such subscription/contribution.

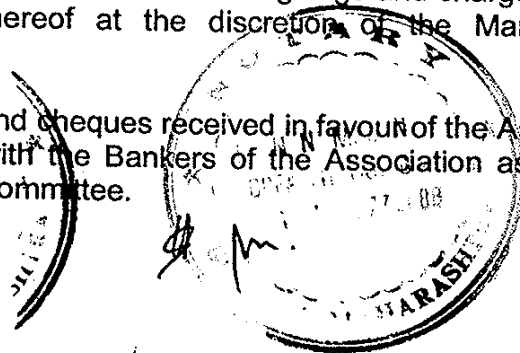
Subject to the provisions contained in these Rules and Regulations the funds of the Association may be raised by:

- (a) Receiving contributions and/or subscriptions of other persons and bodies as the Managing Committee may decide from time to time in this behalf;
- (b) Obtaining grants, subsidies, donations and financial assistance from the Central Government or other Organisations and recovering charges for service rendered;
- (c) Rents, hires and other charges for use of Association's property and/or appliances;
- (d) Loans and advances.

The Funds of the Association shall be applied and reserved solely towards the defraying of all establishment and other charges and also towards the promotion of and provisions for the objects of the Association as set forth in the Memorandum of Association.

Provided however, that nothing herein contained shall prevent payment of any remuneration or allowance or bonus to any employee of the Association or to any of the association or to any person connected with the Association other than to the Members of the Managing Committee in return for his/her services to the Association, and of all outgoings and charges for the maintenance and workings thereof at the discretion of the Managing Committee of the Association.

All money and cheques received in favour of the Association shall be forthwith deposited with the Bankers of the Association as may be approved by the Managing Committee.



The Funds of the Association not used or immediately required for its day to day affairs may be invested or deposited as may be decided by the Governing Body.

Funds may be raised in any of the following ways:-

- (a) Contributions
- (b) Donations
- (c) Membership fees
- (d) Admission fees
- (e) Special fund raising drives subject to the Committee's approval
- (f) Any grant in aid from Govt. or recognised bodies
- (g) Sponsorship/ Financial assistance.

VIII. ACCOUNTS & AUDIT

A Banking Account shall be opened by the Association in any Bank convenient to the Association for operation purposes and all moneys received on behalf of the Association shall be deposited in the Bank Account.

The Committee shall keep the accounts of the Association to be regularly entered in proper books and shall maintain separate accounts of the expenses of the management of the Association differentiating so far as possible between general expenses and special expenses incurred in connection with or arising out of any special schemes, funds or activities commercial or otherwise which the Association may undertake to carry out any of its objects.

Any Chartered Accountant approved by the General Body shall be appointed as Auditor of the Association.

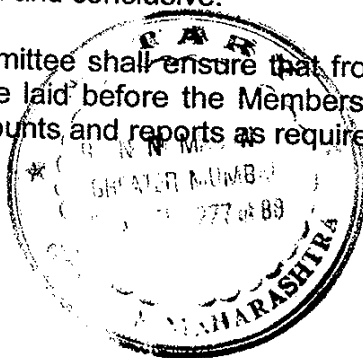
All accounts of the Association or of any funds or commercial operations or other activities involving financial transactions shall be audited by auditors who shall be Chartered Accountants in private practice to be appointed at each Annual General Meeting.

The Auditor shall be entitled to call for and examine any paper or documents belonging to the Association and shall make a special report to the Association upon any matter connected with the accounts which appear to him to require notice.

The certificate of the Association's Auditors certifying that the costs incurred by the Committee are proper and reasonable shall be accepted as final and conclusive and any question whether any expenditure shall be included or charged against a particular fund or not, shall be in the Committee's discretion and in all events final and conclusive.

The Managing Committee shall ensure that from time to time in accordance with the laws and be laid before the Members in the General meeting such balance sheets, accounts and reports as required under the Act.

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A summary of the property and assets and liabilities of the Association giving such particulars as will disclose the general nature of these liabilities and assets and how the value of fixed assets has been arrived at.

A copy of the Balance Sheet of the Association including related documents for the year ending shall be circulated among the members alongwith Annual Report and notice of General Meeting.

IX. INSPECTION

All the records of the Committee including the register of members shall be open to inspection by every member of the association upon reasonable times.

X. COMMON SEAL

- I. The Association shall have a Common Seal and shall be in the safe custody of the Secretary.
- II. Common Seal shall never be used except expressly authorized by the Managing Committee at its Meeting or by a circular resolution.
- III. Common seal shall be affixed on the document in the presence of the President and in his absence by the Vice-President of the Association and be counter signed by the Secretary and /or any one member of the Managing Committee.
- IV. A common Seal Register shall be maintained by the Secretary
- V. Every deed, bond contract or other instrument sealed with common seal of the Association and signed by President, Vice-President or two members of the Managing Committee shall be deemed to be duly executed.

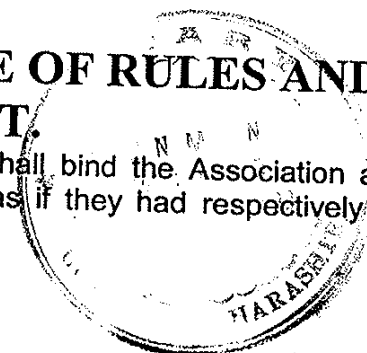
XI. OTHER BODIES

The General Body of the Association shall have the power, by a three-fourths majority to create, form, promote or join hands with any other in the creation, formation or promotion of any other body, whether incorporated or unincorporated and whether a branch or subsidiary of the Association or not and to affiliate itself with any such body and may also delegate to it any of its powers. Any power or authority delegated by the General Body to the Managing Committee in accordance with the provision of this rule may be revoked or cancelled by the General Body by passing a resolution at a Meeting of the General Body.

XII. COVERAGE OF RULES AND APPLICATION OF THE ACT.

These rules shall bind the Association and members thereof, to the same extent as if they had respectively been signed and sealed by

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each member and contained covenants on the part of each member to observe all provisions thereof.

XIII. CONFIDENTIALITY

All Members covenant to maintain all information/ data gathered at the proceedings at any meetings of the Association and/ or from any discussions/ presentations/ representations to or by the Association confidential and agree that Members will treat all such information/ news/ data as confidential and will not disclose such information/ news/ data to others or use such information except in connection with the performance of the objectives of the Association. This undertaking shall not apply to any of the information, which we are required by law to be disclosed or which is in or hereafter enters the public domain.

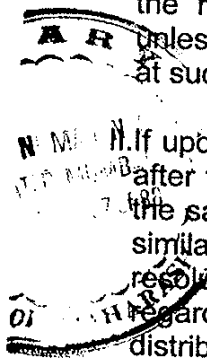
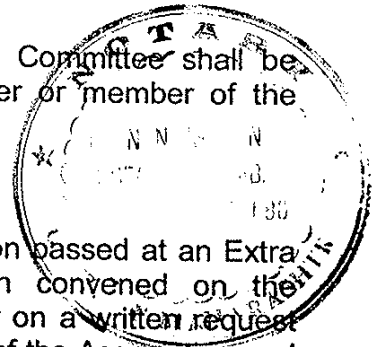
XIV. LEGAL PROCEEDINGS

- I. Suits or legal proceedings by or against the Association may be instituted or be initiated in the name of the President, Member(s) of the Association for the time being.
- II. The President/ Members of the Association shall be indemnified by the Association against any loss, claim suffered by the Members of the Managing Committee while discharging their duties in good faith.
- III. Every member of the Association shall be indemnified out of the funds of the Association against all liability incurred by him in defending any proceedings, whether civil or criminal, arising out of or in relation to his discharging functions in relation to the Association.
- IV. The liability of the members is limited.
- V. No office-bearer or members of the Managing Committee shall be liable for any act done by another office-bearer or member of the Managing Committee.

XV. DISSOLUTION

I. The Association may be dissolved on a resolution passed at an Extra Ordinary General Meeting of the Association convened on the recommendation of the Managing Committee or on a written request from not less than three fourths of the members of the Association and the resolution resolving upon the dissolution shall not be effected unless passed by three fourths majority present and entitled to voting at such an Extra Ordinary General Meeting of the Association.

II. If upon the winding up on dissolution of the Association there remains after the satisfaction of all debts and liabilities any assets whatsoever, the same shall be deposited off to such other institutions as are having similar objects or for such purposes as the members may be a Special resolution passed in Special General Body Meeting decide in this regard. Further, that in no case the funds of the Association shall be distributed amongst the members.



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XVI. RECONSTRUCTION

If the Association shall by special resolution approve any scheme of reconstruction or amalgamation, the whole or any part of the assets may be transferred accordingly as per the applicable law.

All the provisions under all the Section(s) of the Societies Registration Act, 1860 as applicable to the State of Mumbai, shall apply to this Society.

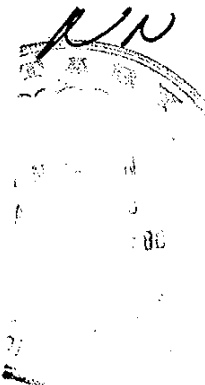
XVII. AMENDMENT OF THE MEMORANDUM OF ASSOCIATION AND RULES & REGULATIONS

No alterations or amendment of the Memorandum of Association regarding change in Name Clause, Address Clause and the Object Clause shall be made, save and except by a majority of atleast two-thirds of the votes cast at a General Meeting of Members present at the meeting duly convened and held for the purpose to consider such alterations, the terms of which shall be fully set forth in the notice convening the meeting, and such notice shall be sent by registered post (A.D.) to all members entitled to receive the same.

No alterations or amendment of these rules shall be made, save and except by a majority of atleast two-thirds of the votes cast at a General Meeting of Members present at the meeting duly convened and held for the purpose to consider such alterations, the terms of which shall be fully set forth in the notice convening the meeting, and such notice shall be sent by registered post (A.D.) to all members entitled to receive the same.

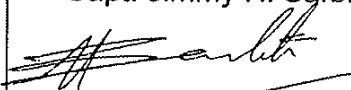
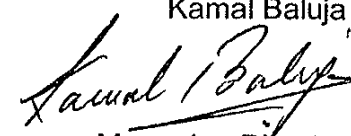



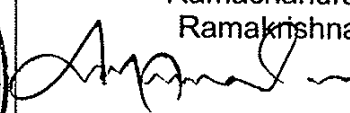
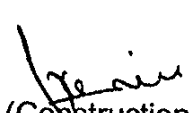
XVIII. HEADINGS

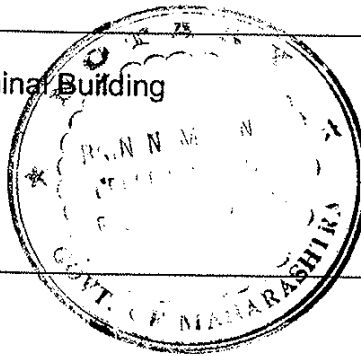
The headings in these Rules & Regulations are only for the sake of convenience and shall not have a bearing on the interpretation of the provisions contained herein.



XIX. ESSENTIAL CERTIFICATE

Certified that this is a correct copy of the Rules and Regulations of the Society.

Sr. No.	Name & Address of Member	Signature
1.	P&O Ports Pvt. Ltd., Darabshaw House, Level-1, Narottam Morarji Road, Ballard Estate, Mumbai-400 038.	Capt. Jimmy H. Sarbh  Director
2.	Gujarat Pipavav Port Ltd. Pipavav House 209, Bank Street Cross Lane Off Shahid Bhagat Singh Road, Fort, Mumbai 400 023.	Kamal Baluja  Managing Director
3.	Visakha Container Terminal Sapt Building, 2nd Floor 18, J. n. Heredia Marg Ballard Estate, Mumbai 400 038	Krishna Kotak  Director
4.	Chennai Container Terminal Pvt. Ltd., Darabshaw House, Level-1, Narottam Morarji Road, Ballard Estate, Mumbai-400 038.	Capt. Nikhil M. Naik  Director
5.	TM International Logistics Ltd. Tata Centre 43 Jawaharlal Nehru Road, Kolkata 700 071.	Satish Chandra Saxena  Managing Director
6.	PSA Sical Terminals Ltd. Tuticorin Container Terminal Building Berth No. 7, Harbour Estate Tuticorin 628 004	Silaiyayarputhur Ramachandran Ramakrishnan  Managing Director
7.	Vizag Seaport Limited 312, Oak Wood Jasti Square Pandurangapuram Vishakapatnam - 530 003	Ragam Kishore  Director (Construction & Operation)



TRUE COPY

TRUE AND CORRECT COPY OF RULES AND REGULATIONS OF INDIAN PRIVATE PORTS AND TERMINALS ASSOCIATION.

on the basis of evidence original institution
returned to the office. This is certified

TRUE COPY

M. T. KATNANI
SECRETARY (GR) BOMBAY