

**HARYANA STATE WAREHOUSING
CORPORATION
GENERAL REGULATIONS, 1981**

HARYANA STATE WAREHOUSING CORPORATION

The 11th February, 1981

No. HWC/G-2/81/69857. - In exercise of the powers conferred by section 42 of the Haryana State Warehousing Corporations Act, 1962, and with the previous sanction of the State Government, the Haryana State Warehousing Corporation hereby makes the following regulations governing the Haryana State Warehousing Corporation for the purpose for giving effect to the provisions of the Warehousing Corporations Act, 1962, namely :-

1. *Short title & commencement.* - (i) These Regulations may be called the Haryana State Warehousing Corporation General Regulations, 1981.
(ii) These rules shall come into force at once.
2. *Definitions.* - In these Regulations; unless the context otherwise requires :-
 - (a) 'Act' means the Warehousing Corporations Act, 1962 (Parliament Act 58 of 1962).
 - (b) 'Board of Directors' means the Board of Directors of the Corporation.
 - (c) 'Chairman' means the Chairman of the Board of Directors.
 - (d) 'Corporation' means the Haryana State Warehousing Corporation established under section 18 of the Warehousing Corporations Act, 1962 vide Haryana Government Notification No. Agr. II(X)-67/27616, dated the 28th October, 1967,
 - (e) 'Director' means a member of the Board of Directors.
 - (f) 'Executive Committee' means the Executive Committee of the Corporation.
 - (g) "Managing Director" means the Managing Director of the Corporation.
 - (h) 'Sub-Committee' means a Sub-Committee appointed by the Board of Directors, or by the Executive Committee.
 - (i) 'Government' means the Haryana State Government.

CHAPTER - II

3. *Meeting of Board of Directors and the Executive Committee.* -
 - (i) A meeting of the Board of Directors and of the Executive Committee shall be held at least once a quarter in each year,
 - (ii) Ordinarily not less than 10 days' notice shall be given to every Director, of a meeting of the Board of Directors, and not less than 7 days' notice to a member of the Executive Committee of a meeting of the Executive Committee.
 - (iii) An emergent meeting of the Board of Directors or of the Executive Committee may, however, be called at a shorter notice, but such notice shall be of sufficient duration to enable every Director or Member of the Executive Committee, who is that time in India, to attend such meetings.

- (iv) A meeting of the Board of Directors or of the Executive Committee shall be conveyed by the Managing Director in consultation with the Chairman. A notice of the meeting shall be sent to each Director or Member of the Executive Committee, as the case may be, at his registered address, specifying the time, date and place of the meeting and the business to be transacted at the meeting. No business other than that specified in the notice shall be transacted at a meeting except that of which 7 days clear notice has been given to the Chairman but with the permission of the authority presiding at the meeting any other item may be considered.
 - (v) A special meeting of the Board of Directors shall be convened on a requisition received from not less than 3 Directors.
 - (vi) Resolution on matters of urgent nature may be passed by circulation of papers under registered cover or at personal level among all the Directors for the time being in India, at their usual addresses. The resolution shall be deemed to have been passed, if it has been approved by a majority of Directors. The resolution passed by circulation shall be placed in the next meeting of the Board of Directors for its information and shall be pasted in the minutes book maintained for the purpose.
4. *Presiding authority.* - The Chairman or in his absence a Director (Other than the Managing Director) chosen by the Directors present from amongst themselves shall preside over the *meeting of the* Board of Directors or the Executive Committee, as the case may be.
 5. *Decision by majority.* - All questions at a meeting of the Board of Directors or of the Executive Committee, shall be decided by the majority of votes. In case of equality of votes, the person presiding shall have a second or casting vote.
 6. *Quorum.* - The quorum for a meeting of the Board of Directors shall be five and of the Executive Committee three. If there is no quorum at any meeting of the Board of Directors or of the Executive Committee, the meeting shall be adjourned and at the adjourned meeting business of the last meeting shall be conducted, there being a quorum of two directors/members.
 7. *Place of meetings.* - A meeting of the Board of Directors and of the Executive Committee may be held at Chandigarh or at such other convenient place within the State of Haryana, Union Territory of Chandigarh and Delhi.
 8. *Minute book.* - The Secretary shall maintain a minute book in which the minutes of the meeting of the Board of Directors shall be recorded. He shall similarly maintain a minute book in which the proceedings of meeting of the Executive Committee shall be recorded. The minutes of a meeting of the Board of Directors as well as of the Executive Committee shall be circulated as soon as possible after the meeting, for the information of the directors/Members of the Executive Committee, as the case may be, and shall be placed before the next meeting of the Board of Directors or the Executive Committee as the case may be for confirmation and shall bear the signatures of the Chairman or the person presiding over the meeting. The minutes of the Executive Committee shall also be placed before the next meeting of the Board for Information.

9. Disclosure of interest by a Director. - Every Director who is, in any way, whether directly or indirectly, concerned or interested (except as a representative of a statutory body incorporated) in any contract, loan or arrangement entered into or proposed to be entered into, by or on behalf of the Corporation, shall disclose the nature of his concern or interest to the Board of Directors or the Executive Committee, as the case may be and shall not participate in the meeting of the Board of Directors or of the Executive Committee when such contract, loan or arrangement is considered.
10. *Rate of fee and allowances to Directors for attending meeting etc.* - (i) A Director (other than the Managing Director, or a salaried officer of the Government) shall receive a fee of Rs. 150/- for attending each meeting of the Board of Directors and/or of the Executive Committee or Sub-Committee attended by him, provided that he shall not be entitled to more than Rs. 150/-, if two or more such meetings are held on the same day.
- (ii) (a) In addition, such on-official Director shall be reimbursed their travelling expenses for attending the meeting of the Board of directors or of the Executive Committee or Sub-Committee or in respect of journeys undertaken by them in connection with the business of the Corporation, at the rates and subject to the conditions governing thereof, as admissible in case of Grade 1 officers of the Haryana Government.
- (b) In case of directors who are members of the Parliament or of any State Legislature or any other non-official director other than the Members of Parliament/State Legislature, shall be entitled to draw traveling and daily allowance at the rates prescribed by the State Government from time to time or specially prescribed by the Government.
- (c) A Director who is a salaried officer of State Government or the Central Government or a statutory body shall be entitled to draw such traveling and daily allowance as are admissible to him under the rules regulating his conditions of service. The cost thereof shall be charged from the Corporation if the journey performed by such Director was mainly in connection with the affairs of the Corporation.

CHAPTER III

ADMINISTRATION AND CONDUCT OF AFFAIRS OF THE CORPORATION

11. *Powers of the Managing Director :-*
- (i) The Managing Director shall have the powers to negotiate and carry on the authorized business of the Corporation in accordance with the instructions which the Board of Directors or the Executive Committee may issue from time to time and shall be the authority to decide whether any suit or proceedings be instituted or defended by or against the Corporation, subject to such directions as the Board of Directors may give from time to time.
- (ii) The Managing Director shall act as the Controlling and disbursing officer in respect of funds of the Corporation and shall operate accounts either singly or jointly with other officer(s) of the Corporation authorized in this behalf by the Board of Directors from time to time and draw, accept and endorse bills of exchange and other instruments in the current and authorized business of the Corporation and sign all

- other accounts, receipts and documents connected with such business.
- (iii) Managing Director with the *approval* of the Board is authorized to delegate administrative and financial power to the Secretary and other officers of the Corporation for smooth and effective functioning of the Corporation.
 - (iv) Managing Director shall have the powers to incur expenditure to the extent provided in the budget estimates approved by the Board from time to time.
 - (v) The Managing Director shall organize and supervise the office of the Corporation, maintain discipline and exercise such powers in connection with appointments, promotions, termination of a service and other disciplinary matters and leave of the staff of the Corporation as may be vested by the Board of Directors in this behalf and to allocate duties to the staff and make such other arrangement as may be necessary for the efficient discharge of the functions of the Corporation.
12. *Common Seal of the Corporation.* - (i) The common seal of the Corporation shall be in the custody of the Secretary of the Corporation.
- (ii) The common seal of the Corporation shall not be affixed to any instrument except in pursuance of resolution of the Board of Directors or of the Executive Committee and except in the presence of the Managing Director, who shall sign his name to the instruments in token of his presence and such signing shall be independent of the signature of any person who may sign the instrument as a witness. Unless executed as aforesaid, such instrument shall have no validity.
13. *Manner and form in which contracts binding on the Corporation may be executed.* -
- (a) Any contract which is by law required to be made in writing may be made on behalf of the Corporation in writing by the Managing Director and may in the same manner be varied or discharged.
 - (b) Any contract which will be valid if made by *parole only* may be made by parole on behalf of the Corporation by the Managing Director and may in the same manner be varied or discharged.
14. *Pleading, etc., by whom to be signed.* - Plaints, written statements, petitions, affidavits and other documents connected with legal proceedings, may be signed and verified on behalf of the Corporation by the Managing Director or such other Officer of the Corporation authorised by the Managing Director in this behalf.

CHAPTER IV MEETING OF THE SHAREHOLDERS

15. *Notice for convening a general meeting.* - A notice in writing of at least 30 days shall be given by the Managing Director to the Shareholders for convening the Annual General Meeting of the Corporation.
16. *Business at the Annual General Meeting.* - At the Annual General Meeting the

following business shall be transacted :-

- (a) Consideration of the annual accounts of the Warehousing Corporation together with the audit report thereon.
 - (b) Any other business with the consent of the Chairman.
17. (i) *Voting by State Government.* - (i) The State Government may, by an order in writing, authorize any of its officers to act as its representative at the annual general meeting of the Corporation and the officer so authorized shall be entitled to exercise the same power on behalf of the State Government as if he was an individual shareholder of the Corporation. The officer so authorized shall not be deemed to be a proxy.
- (ii) A copy of any order made under Sub-Regulation (i) shall be deposited with the Managing Director or any other officer of the Corporation deputed for the purpose by the Managing Director before the time fixed for the meeting.
- (iii) An order made under Sub-Regulation (i) above may subsequently be revoked by the State Government by depositing a notice of revocation before the time fixed for the meeting and due revocation of an order shall in no way prohibit the issue of another order by the State Government and the deposit of a copy thereof with the Managing Director or any other officer of the corporation equated for the purpose by the Managing Director within the time limited by the Sub-Regulation (ii) above.
18. *Voting by Central Warehousing Corporation.* - The Managing Director of the Central Warehousing Corporation may authorize any official of the Central Warehousing Corporation or any other person to act as the representative of the said Central Warehousing Corporation at the Annual General Meeting of the Corporation and the person so authorized to act shall be entitled to exercise the same powers on behalf of the Central Warehousing Corporation as if he was an individual shareholder of the Corporation. The authorization so given may be in favor of two representatives in the alternative and shall be in writing signed by the Managing Director of the Central Warehousing Corporation. Such authorization shall be deposited with the Managing Director or any other officer of the Corporation deputed for the purpose by the Managing Director before the time fixed for the meeting. A person acting in terms of authorization given under this Regulation shall not be deemed to be proxy.
19. *Quorum of General Meeting.* -A quorum for the Annual General Meeting of the shareholders shall be one. If within 30 minutes from the time appointed for the meeting, quorum is not present, the meeting shall stand adjourned to such date and at such time and place as the Chairman may determine. At the adjourned meeting business of the last meeting shall be conducted irrespective of there being a quorum or not.
20. *Chairman of the General Meeting.* - The Chairman or in his absence, a Director (other than the Managing Director) chosen by the Members present and entitled to vote at the meeting shall be the Chairman at such a general meeting.

21. *Voting at General Meeting and Decision by Majority.* - (a) At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands. A decision shall be taken by majority of votes. In case of equality of votes the Chairman of the general meeting shall have a second or a casting vote.
- (b) A declaration by the Chairman of the General Meeting that resolution has been carried or rejected there at upon show of hands of the members present and entitled to vote, shall be conclusive and an entry to the effect in the books containing minutes of the proceeding of the Corporation shall be sufficient evidence to that effect with proof of the number of proportion of the votes in favor of or against such resolution.
22. *Minutes of the General Meeting.* - (a) the Corporation shall cause minutes of all proceedings of general meeting to be recorded in a book kept for that purpose.
- (b) Any such minutes if signed by the Chairman of the meeting in which the proceedings are recorded or by the Chairman of the succeeding meeting shall be evidence of such proceedings.
- (c) Until the contrary is proved, every general meeting in respect of the proceedings where minutes have been recorded, shall be deemed to have been duly called and held and all proceedings taking place therein to have duly taken place.

Chandigarh Dated
the 6th February, 1981

M. S. RATHEE,
Managing Director.