CWC (GENERAL) REGULATIONS

1965
(Up dated up to 16th April, 2010)

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April, 2010

GOVERNMENT OF INDIA

MINISTRY OF FOOD AND AGRICULTURE

(Department of Food)

New Delhi, the 17th Nov. 1965

NOTIFICATION

No.S.O. 3629. In exercise of the powers conferred by section 42 of the Warehousing Corporations Act, 1962 (58 of 1962), the Central Warehousing Corporation with the previous sanction of the Central Government, hereby makes the following Regulations, namely :—

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CHAPTER - I

PRELIMINARY

1. Short Title and Commencement :

(1) These regulations may be called the Central Warehousing Corporation (General) Regulations 1965.

(2) They shall come into force at once.

2. Definitions :

In these regulations unless the context otherwise requires:-

(a) "Act" means the Warehousing Corporations Act, 1962 (58 of 1962)

(b) "Board" means the board of directors referred to in section 6;

(c) "Chairman" means the Chairman of the Board appointed under sub-section(4) of section 7;

(d) "Corporation" means the Central Warehousing Corporation established under section 3;

(e) "Director" means a director of the Board;

(f) "Executive Committee" means the Executive Committee of the Corporation constituted under sub-section(1) of section 12;

(g) "Managing Director" means the Managing Director of the Corporation;

(h) "Section" means a section of the Act.

(i) "Sub-Committee" means a sub-committee referred to in rule 7 of the Central Warehousing Corporation Rules 1963;

CHAPTER-II

MEETINGS OF THE BOARD AND THE EXECUTIVE COMMITTEE

3. Meetings of the Board and the Executive Committee:

1) A meeting of the Board shall be held ordinarily once in three months and that of the Executive Committee shall be held ordinarily once a month.

2) Ordinarily not less than 14 days' notice shall be given to every director of a meeting of the Board, and not less than 7 days' notice to a member of the Executive Committee of a meeting of the Executive Committee.

3) Notwithstanding anything contained in sub-regulation(2) an emergent meeting of the Board or that of the Executive Committee may, however, be convened at a shorter notice and such notice shall be deemed to be sufficient to enable every director or a member of the Executive Committee who is at that time in India to attend such meeting.

4) A meeting of the Board or of the Executive Committee shall be convened by the managing director in consultation with the Chairman.

5) Notice of the meeting shall be sent to each director or member of Board 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.

6) 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 matter may be considered.

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 or the Executive Committee as the case may be.

5. Decision by Majority :

All questions at a meeting of the Board or of the Executive Committee shall be decided by a majority of votes and in case of equality of votes the person presiding shall have a second or casting vote.

6. Quorum :

1) The Quorum for a meeting of the Board shall be five and that of the Executive Committee shall be three.

2) If there is no quorum at any meeting of the Board or of the Executive Committee, the meeting shall be adjourned and at the adjourned meeting business of the last meeting shall be transacted irrespective of there being a quorum or not.

7. Place of Meeting :

A meeting of the Board or of the Executive Committee may be held at New Delhi or at such other convenient place in India as may be decided by the Chairman.

8. Minute Book :

1) The Managing Director shall maintain a Minute Book in which the minutes of a meeting of the Board shall be recorded and he shall similarly maintain a Minute Book in which the minutes of a meeting of the Executive Committee shall be recorded.

2) The minutes of the meetings of the Board as well as of the Executive Committee shall be circulated as soon as possible after the meeting for the information of the directors, and shall be placed before the next meeting of the Board or the Executive Committee , as the case may be, for confirmation and shall bear the signature of the Chairman or in case where the Chairman does not preside over the meeting, the person presiding over the meeting.

9. Disclosure of Interest by Director :

Every director who is in any way, whether directly or indirectly, concerned or interested (except as a representative of a body corporate) in any contract, loan or agreement, 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 or the Executive Committee, as the case may be, and shall not participate in the meeting of the Board or of the Executive Committee when such contract, loan or agreement is considered.

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C H A P T E R - III

FEES AND ALLOWANCES TO DIRECTORS FOR ATTENDING MEETINGS

10. Fees to Directors other than members of Parliament and State Legislatures, Salaried Officers etc.

A director (other than a member of Parliament or a member of a State Legislature or the Managing Director or a salaried officer of the Government or an employee of a Government Company or of a statutory body owned or controlled by the Government) shall be paid fees by the Corporation as follows : : - (Ministry's

Approval vide letter No. 9-23/2010-SG dt. 13th June, 2017

a) For attending meeting of the Board of Directors of the Corporation- Rs. 8000/-.

b) for attending meeting of the Executive Committee of the Corporation and of any other Committee Constituted by the Board of Directors of the Corporation- Rs- 7000/-.

per sitting.

11. Allowances to Directors other than Members of State Legislatures, salaried officers etc:

A director falling under regulation 10 and not falling under regulation 12 shall be reimbursed his travelling expenses and shall be entitled to daily allowance for attending the meeting of the Board or of the Executive Committee or of a sub-committee, or in respect of journeys undertaken by him in connection with any other business of the Corporation at such rates as may be admissible to the Managing Director of the Corporation from time to time.

Provided that if the director is a member of Parliament, he shall be reimbursed his travelling expenses and shall be entitled to daily allowance in accordance with the rates prescribed in the Ministry of Finance (Department of Expenditure) O.M. No. 6(26)F-IV/59 dated the 5th September 1969 as amended from time to time.

12. Allowances to directors who are members of State Legislatures or Government Officers or employees of Government Companies or of Statutory bodies owned or controlled by Government :

1) A director who is a member of any State Legislature shall when he attends the meetings of the Board or of the Executive Committee or of a sub-committee or in respect of journeys undertaken by him in connection with any other business of the Corporation during any period when the State Legislature is not in session, be paid travelling and daily allowance under the rules of the State Government

concerned and will be treated as Grade I Officer of that Government for this purpose and when such director attends such meetings or such business during the session of the State Legislature he will be governed by the relevant rules of the State Legislature concerned regarding payment of travelling and daily allowances to members of that legislature.

2) (a) A director who is a salaried officer of Government or an employee of a Government Company or a statutory body owned or controlled by the Government shall be entitled to draw such travelling and daily allowances as are admissible to him under the rules regulating his conditions of service, for attending the meeting of the Board or the Executive Committee or of a Sub-Committee or in respect of journeys undertaken by him in connection with any other business of the Corporation.

(b) Such allowances shall be drawn by such director from his employer and the charges on that account shall be reimbursed later by the Corporation to the employer.

(c) For the purpose of clause (b), the travelling allowance claim submitted to the Corporation shall be supported by a certificate from the Accounts Officer concerned of the Government or of the Government company or of the statutory body owned or controlled by the Government as the case may be, to the effect that the claim has been correctly prepared under such rules.

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CHAPTER - IV

ADMINISTRATION AND CONDUCT OF AFFAIRS OF THE CORPORATION

13. Powers of Chairman in an emergency :

In matters calling for emergent action, the Chairman may pass any order or perform any act within the competence of the Board provided that any order passed under this regulation shall be placed for confirmation before the next meeting of the Board or of the Executive Committee, whichever is earlier.

14. Powers of the Managing Director :

1) The Managing Director shall have the power to carry on the authorised business of the Corporation in accordance with the instructions which the Board or the Executive Committee may issue from time to time and the Managing Director shall decide whether any suit or other proceedings may be instituted or defended by or against the Corporation subject to such directions as the Board or the Executive Committee may give from time to time.

2) The Managing Director shall act as the "Controlling and Disbursing Officer" in respect of all funds of the Corporation and shall operate accounts either singly or jointly with a director or any officer of the Corporation authorised in this behalf by the Board from time to time and draw, accept and endorse bills of exchange and other instruments in the current and authorised business of the Corporation and sign all other accounts, receipts and documents connected with such business.

3) The Managing Director shall organise and supervise the office of the Corporation maintain discipline and exercise such powers in connection with appointments, promotions, termination of service and other disciplinary matters and leave of the staff of the Corporation as may be vested by the Board in this behalf from time to time and allocate duties to the staff and make such other arrangements as may be necessary for the efficient discharge of the functions of the Corporation.

15. Expenditure on the administration of the Corporation :

The Board shall determine from time to time the amount of expenditure on the administration of the Corporation.

16. Common seal of the Corporation :

(1) The common seal of the Corporation shall not be affixed to any instrument except in pursuance of a resolution of the Board or of the Executive Committee and except in the presence of the Managing Director and one other director who shall sign their names to the instrument in token of their presence and such signing shall be independent of the signature of any person, who may sign the instrument as a witness.

(2) Any instrument executed otherwise than in accordance with the provisions of this regulation shall not be considered as validly executed.

17. Manner and Form in which contracts binding on the Corporation may be executed :

(1) Any contract which is by law required to be in writing may be made on behalf of the Corporation in writing signed by any person acting under its authority, express or implied, and may in the same manner be varied or discharged.

(2) Any contract which will be valid if made by parole only may be made by parole on behalf of the Corporation by any person acting under its authority, express or implied, and may in the same manner be varied or discharged.

18. Plaints etc. by whom to be signed :

Plaints, written statements, petitions, vakalatnamas, affidavits and other documents connected with legal proceedings may be signed and verified on behalf of the Corporation by the Managing Director or Secretary or such other officer of the Corporation as may be authorised by the Managing Director in this behalf.

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C H A P T E R V

TRANSFER OF SHARES

19. Transfer of shares :

(1) Subject to the provisions of sub-section (4) of Section 4, and rule 25 of the Central Warehousing Corporation Rules 1963, the shares of the Corporation shall be transferable and every such transfer shall be made in writing in the following form and executed by the shareholder or by a person duly authorised by the shareholder in this behalf.

FORM

We.....(name and full address) in consideration of the sum of rupees..... (in words) paid to us by.....(name and full address)hereinafter called "the transferee" do hereby transfer to the transferee the share (or shares) numbered.....to.....inclusive in the body corporate called the Central Warehousing Corporation to hold until the said transferee and their assigns, subject to the several conditions on which we held the same immediately before the execution hereof and we the transferee, do hereby agree to take the said share (or shares) subject to the conditions laid down by or under the Warehousing Corporations Act, 1962 (58 of 1962).

As witness our hands this..... day of.....

Witness: Signature..... Transferor : Signature.....
Name ..... Address.....
Address ....
Occupation ....

Witness: Signature..... Transferee : Signature .....
Name ..... Address .....
Address..... .....
Occupation..... .....

(2) The instrument of transfer of any share shall be submitted to the Board & shall be signed by the transferor and the transferee and the transferor shall be deemed to remain the holder of such share until the name of the transferee is entered in the Share Register.

(3) Each signature to such transfer shall be duly attested at least by one witness, who shall sign giving his name, address and occupation.

(4) The Board may decline to recognise any instrument of transfer unless :-

(a) the instrument of transfer is accompanied by the certificate of the share to which it relates and such other evidence as the Corporation may necessarily require to show the right of the transferor to make the transfer;

(b) in the case of a share, not being a fully paid share, it is in favour of an institution approved by the Board.

(5) Upon receipt by the Board of an instrument of transfer with a request to register the transferee, the Managing Director shall make such inquiry as he may consider necessary in order to satisfy himself that the transferee is qualified under the Act, the rules made thereunder and these regulations, to be registered as shareholder.

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CHAPTER VI

MEETINGS OF SHAREHOLDERS

20. Notice convening a meeting:

A notice convening a general meeting, or a meeting under regulation 24, of the Corporation signed by the Managing Director or Secretary of the Corporation shall be published in the Gazette of India or in any such newspapers as the Managing Director may direct at least thirty days before the general meeting or, as the case may be, at least 45 days before the meeting under the said regulation 24.

21. Business at Annual General Meeting :

(1) At the annual general meeting the following business may be transacted namely:-

(a) Business specified in sub-section (2) of section 13.

(b) The election, if any, of directors.

(c) Such other business of which not less than five weeks' notice is given in the form of a definite resolution by not less than ten shareholders qualified to vote at such meeting.

(2) Any resolution given notice of under clause (c) of sub-regulation (1) shall be included in the notice of the meeting and shall be put at the meeting.

(3) No other business shall be transacted or discussed except with the consent of the Chairman.

22. Special and general meetings :

A special meeting of the Corporation called by the Board under sub-section (3) of section 13 or any general meeting other than the annual general meeting may be convened at such time and place as may be determined by the Board.

23. Business at special and general meetings :-

Except with the consent of the Chairman, no business other than the business for which any meeting has been specifically convened under regulation 22, shall be transacted or discussed at that meeting.

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24. Meeting for election :

Separate meetings for the purpose of holding elections of representatives on the Board of different classes of shareholders mentioned in clauses (d), (e) and (f) of sub section (1) of Section 7 may be convened by the Managing Director at the Head Office of the Corporation at such time as may be determined by him.

25. Quorum at a meeting :

(1) No business shall be transacted at any general or special meeting of the shareholders unless a quorum of fifteen persons, being shareholders entitled to vote at such meeting in person or by proxy or by a duly authorised representative, is present at the commencement of such meeting and if within thirty minutes from the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same day in the following week at the same time and place, or to such other day and at such other time and place as the Chairman of the meeting may determine and if at such adjourned meeting a quorum is not present, the shareholders who are present shall form a quorum :

Provided that no annual general meeting shall be adjourned to a date later than six months of the close of the financial year.

(2) No business shall be transacted at any separate meeting of different classes of shareholders mentioned in clauses (d), (e) and (f) of sub-section (1) of section 7 convened under regulation 24, unless a quorum of 5, 15 and 4 persons respectively, being shareholders entitled to vote at such meeting in person or by proxy or by a duly authorised representative, is present at the commencement of such meeting and if within thirty minutes from the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to such other day and at such other time and place as the Chairman may determine and if at such adjourned meeting a quorum is not present the shareholders who are present shall form a quorum.

26. Chairman of a meeting :

(1) The Chairman or in his absence , a director (other than the managing director) elected by the persons present at the meeting and entitled to vote there at shall be the Chairman of the meeting.

(2) The Chairman of a meeting shall regulate the procedure thereat and in particular shall have full power to decide the order in which shareholders can address the meeting, to fix time limit for speeches, to apply the closure, when in his opinion any matter has been sufficiently discussed and to adjourn the meeting.

27. Voting at general or special meetings :

(1) At any general or special meeting, a resolution put to the vote or the meeting shall, unless a poll is demanded under sub-regulation (2), be decided by a show of hands.

(2) A declaration by the Chairman of a general or special meeting that a resolution has been carried or rejected thereat upon a show of hands by those shareholders who are entitled to vote shall be conclusive and on entry to that effect, in the books containing the minutes of the proceedings of the Corporation shall be sufficient evidence of that fact, without proof of the number or proportion of the vote cast in favor of or against such resolution :

Provided that before or on the declaration of the result of the voting, a poll may be ordered to be taken by the Chairman of the meeting of his own motion, and shall be ordered to be taken on a demand made in that behalf in writing by five persons present and entitled to vote at such meeting.

(3) If a poll is to be taken it shall be taken forthwith either by open voting or by ballot as the Chairman of the meeting may direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

(4) At such poll a vote may be given by a shareholder entitled to vote either by a duly authorised representative or by proxy.

(5) Subject to the provisions of section 34 the decision of the Chairman of the meeting as to the qualification of any person to vote, and also in the case of a poll as to the number of votes any person is entitled to exercise shall be final.

28. Minutes of the meetings :

(1) The Corporation shall cause minutes of all proceedings of meetings of shareholders to be recorded in books kept for that purpose.

(2) Any such minutes, if signed by the Chairman of the meeting at which the proceedings take place or by the Chairman of the next succeeding meeting, shall be evidence of such proceedings.

(3) Until the contrary is proved, every meeting in respect of the proceedings whereof minutes have been recorded shall be deemed to have been duly called and held, and all proceedings taking place thereat, to have duly taken place.

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CHAPTER VII

VOTING

29. Shareholders entitled to vote and their voting rights :

(1) Every shareholder who has been registered as a shareholder for a period of not less than three months prior to the date of any meeting of shareholders shall, at such meeting, be entitled to vote.

(2) Every shareholder entitled to vote under sub-regulation (1) who is present by proxy or a duly authorised representative shall have one vote for each share held by him for the whole period of three months prior to the date of such meeting.

Provided that notwithstanding anything contained in these regulations, no shareholder shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums payable by him at that time have not been paid, or in regard to which the Corporation has exercised right of lien.

30. Voting by Government:

(1) The Central Government may, by order in writing, authorise any of its officers to act as its representive at any meeting of the Corporation and the officer so authorized shall be entitled to exercise the same powers on behalf of the

Central Government as if he were an individual shareholder of the Corporation and such officer shall not be deemed to be a proxy.

(2) A copy of any order made under sub-regulation (1) shall be deposited at the Head Office of the Corporation before the time fixed for the meeting.

(3) An order made under sub-regulation (1) may subsequently be revoked by the Central Government by depositing a notice of revocation at the Head office of the Corporation before the time fixed for the meeting and the due revocation of an order shall in no way prohibit the issue of another order by the Central Government and the deposit of a copy thereof at the Head Office of the Corporation under sub-regulation (2).

31. Voting by duly authorized representative:

(1) No shareholder, being a body corporate, shall vote by proxy so long as a resolution of its directors or other governing body, under sub-regulation (2) authorizing any of its officials or any other person to act as its duly authorized representative at any meeting is in force.

(2) A body corporate (Whether a company within the meaning of the Companies Act, 1956 (1 of 1956 or not) may be resolution of its Directors or other governing body authorize any of its officials or any other persons to act as its representative at any general or special meeting of the Corporation and the person so authorized shall be entitled to exercise the same powers on behalf of the body corporate which he represents, as if he were an individual shareholder of the Corporation. The autorisation so given may be in favour of two representatives in the alternative.

Explanation: For the purpose of this regulation and regulation 32 a body corporate shall include any institution qualified to be a shareholder of the Corporation under section 4.

(3) No person shall attend or vote at any meeting of the Corporation as a duly authorized representative unless a copy of the resolution appointing him as a duly authorized representative certified to be a true copy by the Chairman of the meeting at which it was passed or by the Presiding Officer of the Board of Directors,

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managing committee or governing body, as the case may be of the shareholding institution or by the Secretary or by the Manager thereof signed under the seal of his office shall have been deposited at the Head Office of the Corporation not less than four clear days before the date fixed for the meeting.

(4) An appointment of a duly authorised representative shall after the deposit of a certified copy of the resolution as aforesaid, be irrevocable for the meeting for which it is made and shall supersede any authorization or proxy previously deposited for such shareholders.

(5) No person who is an employee of the Corporation shall be appointed as a duly authorised representative or a proxy under this regulation.

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32. Proxies :

(1) No instrument of proxy shall be valid unless in the case of a body corporate it is executed under its common seal or signed by its attorney duly authorised in writing.

(2) No proxy shall be valid unless it is made out specifically for the purpose of voting at the meeting at which it is to be used.

(3) No proxy shall be valid unless it is duly stamped and unless it together with the power of attorney or other authority (if any) under which it is signed or a copy of the power of attorney or other authority certified by a notary public is deposited at the Head Office of the Corporation not less than four clear days before the date fixed for the meeting.

(4) No instrument of proxy shall be valid unless it is dated and is in the following form :-

FORM

CENTRAL WAREHOUSING CORPORATION

We ..... of ..... being a shareholder of the Central Warehousing Corporation holding.....Shares Nos ..... hereby appoint ..... of ..... (or failing him/her ..... of .....) as our proxy to vote for us and on our behalf at a meeting of the shareholders of the Corporation to be held on ..... the ..... day of ..... 20 ..... and at any adjournment thereof.

Signed this ..... day of ..... 20.....

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(5) Subject to the provisions of sub-regulation (4) of regulation 31 an instrument of proxy deposited at the Head Office of the Corporation shall be irrevocable after the last day for the deposit of proxies unless on or before that day a notice in writing under the hand or common seal of the granter specifically stating the name of the person in whose favour the instrument was granted and that such instrument is revoked is reported at the Head Office of the Corporation or unless the same is deemed invalid under sub-regulation (6). In the case of an instrument of proxy granted in favour to two grantees in the alternative, it shall not be necessary to mention in a notice of revocation the name of the second or alternative grantee provided that the notice is otherwise sufficient to indentify beyond doubt that instrument of proxy which it is intended to revoke.

(6) If two or more instruments of proxy in respect of the same share are deposited and if on or before the last day for deposit of proxies all but one of such instrument of proxy are not duly revoked in accordance with the procedure prescribed in sub-regulation (5) all such instruments of proxy shall be deemed invalid.

(7) The due revocation of an instrument of proxy shall in no way prohibit the deposit of another valid instrument of proxy within the time limit specified in sub-regulation(3).

(8) Notwithstanding anything contained in these regulations, the granter of an instrument of proxy, which has become irrevocable under this regulation shall not be entitled to vote in person at the meeting or election to which such instrument relates.

(F.35/26/59-SG.II)

Sd/- J.A. Dave
Joint Secretary
to the Government of India.

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