

**MEMORANDUM OF ASSOCIATION  
OF  
COCHIN SHIPYARD LIMITED**

- I The name of the Company is COCHIN SHIPYARD LIMITED.
- II The Registered office of the Company will be situated in the State of Kerala.
- III (A) The main objects of the Company to be pursued by it on its incorporation are:
- (1) **To Acquire Undertaking.** To acquire and take over from the Government of India their Cochin Shipyard Project along with all or any of the assets, liabilities, responsibilities and commitments of the Government of India in connection therewith.
  - (2) To carry on all or any of the business of builders, owners, wrights, brokers, repairers, operators, agents, refitters, vendors and /or salvagers of ships of all kinds including passenger ships, oil tankers, bulk carriers, container ships, warships, naval vessels, crafts and fleet auxiliaries, aircraft carriers, destroyers, frigates, supply vessels, dredgers, lightships, tugs, barges, launches, lighters, floating cranes and other floating crafts for various purposes, provided that, in respect of warships, naval vessels, crafts and fleet auxiliaries, aircraft carriers, destroyers, frigates and supply vessels, such business shall be carried on as authorized by the Ministry of Defence (including Department of Defence Production).
  - (3) **Ownership and Proprietorship of Docks.** To carry on all or any of the business of proprietors, managers and/or operators of docks, wharves, jetties, piers, workshops, warehouses and stores.
  - (4) To carry on the business of engineers, manufactures, repairers, assemblers, processors and/or fitters of engines, boilers, machinery and equipment and components thereof required for ships and vessels of all kinds and for other purposes.
  - (5) **To Carry on Consultancy Work in all Fields of Activity.** To carry on the business as consultants in all the fields in which the Company is engaged or authorized to engage in, including ship design, naval architecture, marine, mechanical, electrical, civil, metallurgical and electronic engineering, manufacture of ancillary items and equipment, building of all types of ships and machinery, and in all kinds of planning relating to layout, operations, repair, design work necessary for all the above works for the benefit of the Company itself or for an outside party with or without remuneration and to establish competent organization for the purpose as deemed necessary.
- (B) The objects incidental or ancillary to the attainment of the main objects are:
- (1) To construct, equip, maintain, repair, alter, improve, furnish and refit docks wharves, jetties, workshops, warehouses and stores for the purpose of carrying on the business of the Company.
  - (2) **To carry on the Trade or Business of Colliery Proprietors.** To carry on the trades or business of colliery proprietors, coal dealers, coke manufacturers, oil refiners,

miners, smelters, tin plate makers, lime burners and manufacturers, to acquire any right, privilege or intent thereto and movable and immovable properties of any description in connection with above and to search for, get, work, raise, make marketable, buy, sell, return to account and deal with oil, coke, coal, lime stone, lime brick, earth, bricks, pipes, tiles, fireclay, fire bricks, cement, tin plate and other metals, minerals and substances and to manufacture and sell patent fuel, all of which may seem, directly or indirectly, capable of being carried on so as to benefit the Company.

- (3) **Construct and Improve Ancillary Services.** To purchase, acquire, take on lease, rent, construct, equip, execute, develop, administer, maintain, manage or control in any part of the world, works and conveniences of all kinds including therein roads, ways, railways, tramways, aerodromes, bridges, water courses, irrigation and drainage works, reservoir water rights, factories, saw mills, crushing mills, paper and pulp mills, warehouses, postal services, newspaper and other publications and all other works calculated directly or indirectly to advance the interests of the Company and to contribute to the expenses, subsidise or otherwise aid or take part in such operations; PROVIDED THAT no telegraph, telephone and postal business shall be carried on in India without the licence of the Government of India.
- (4) **Construct Facilities like Markets and Houses.** To purchase, acquire or construct, carry out, maintain, improve, manage, work, control and superintend restaurants, buffets, refreshment rooms, cafeterias, hotels, markets, exchanges, mints, shops, public and private buildings, residences, places of recreation or instruction, huts, coolie lines, houses, bustees, villages and conveniences, newspapers and other publications, to carry on the business of general provision merchants, licensed victuallers and tobacconists, and to appropriate, use or lay out land belonging to the Company for streets, and other conveniences and to present any such land so laid out to the public or to any persons or company conditionally or unconditionally as the Company thinks fit.
- (5) **Pay for Charges and Cost of Establishments and Promotion of the Company and to Remunerate for Conducting Company's Business.** To pay all the costs, charges and expenses of and incidental to the promotion, formation, registration and establishment of the Company and the issue of its capital and to remunerate or make donations by cash or other assets, or by the allotment of fully or partly paid shares or by a call or option on shares, debentures, debenture stock or securities of this Company or in any other manner whether out of Company's capital, profits or otherwise to any person or persons or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any debentures, debenture stock or other securities of the Company or in the conduct of its business or in introducing any property or business to the Company or for any other reason which the Company may think proper.
- (6) **Pay for Property Acquired.** To pay for any properties, rights or privileges acquired by the Company either in shares of the Company or partly in shares and partly in cash or otherwise.
- (7) **Pay Rents and Hire Charges.** To undertake payment of all rents and performance and observance of all covenants, conditions and agreements, contained in or

reserved by any lease or leases which may be granted or assigned to or may be otherwise acquired by the Company.

- (8) **Dealing with the Holding of Shares and Stocks.** To underwrite, purchase by original subscription, participation in syndicates, tender, exchange or otherwise acquire, hold, dispose of, deal with and from time to time vary, realise or transfer the shares, stocks, securities, funds, debentures, debenture-stock, bonds, obligation, evidence of indebtedness, right to participate in profits or other similar documents issued by any Government authority, corporation, body or body of persons, or by any other company carrying on or entitled to carry on the business carried on by this Company or any other business capable of being conducted so as directly or indirectly to benefit this Company; and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof.
- (9) **Sell Undertaking.** To sell or dispose of the undertaking of the Company and all or any of the property or effects of the Company on such conditions as the Company may think fit and, in particular, for shares, debentures, or securities of any other company having objects altogether or in part similar to those of this Company.
- (10) **Distribution of Property among Members.** To distribute any of the property of the Company among the members in specie or kind, but so that no distribution amounting to reduction of the capital be made except with the sanction, if any, for the time being required by the law.
- (11) **To sell Rights and property.** To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise, deal with all or any part of the property and rights of the Company.
- (12) **Borrowing.** To borrow or raise or secure the payment of money in such manner as the Company shall think fit and particularly by the issue of debentures and debenture stocks perpetual, terminable or convertible into shares of the Company and in security of any such money to be borrowed, raise or receive, mortgage, pledge or charge, the whole or any part of the property, assets or revenue of the Company, present or future, including its uncalled capital by special assignments or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders' powers of sale and other powers as may seem expedient and to purchase, redeem or pay off any such securities.
- (13) **Lending.** To lend money on mortgage of immovable property or on hypothecation or pledge of movable property, with or without security, to such persons on such terms as may seem expedient and in particular to customers of and persons having dealing with the Company, and to guarantee the performance of contracts by such persons or Companies.
- (14) **Investments.** To accumulate funds and to invest or otherwise employ moneys belonging to or with the Company in the purchase or acquisition of any shares, securities or other investments whatsoever whether movable or immovable, upon such terms as may be thought proper from time to time and to vary all or any such investments in such manner as the Company may think fit.

- (15) **To Build up Depreciation and Other Funds.** To create any depreciation funds, reserve funds, sinking fund, insurance fund or any special or other fund whether for depreciation or for repairing, improving, extending or maintaining of debentures or redeemable preference shares or for special dividends or equalising dividends or for any other purpose whatsoever and to transfer any such fund or part thereof to any of the other funds herein mentioned.
- (16) **Acquiring Other Business.** To purchase or otherwise acquire and undertake the whole or any part of the business, property and liabilities of any person, firm or company carrying on any business which this Company is authorized to carry on and possessed of property suitable for any of the purpose of the Company.
- (17) **Amalgamation with Other Companies.** To amalgamate or enter into partnership or any joint venture or profit sharing arrangement with and to operate in any way with or assisting or subsidise any company or firm having objects altogether or in part similar to those of this Company.
- (18) **Promotion of Other Companies.** To form, incorporate, or promote any company or companies having amongst its or other objects, the carrying on of all or any of the business which the Company is authorised to carry on or the acquisition of any or all the properties, rights and assets of the company or the control, management or development of the company or the undertaking of any of the obligations or liabilities of the company or the acquisition of any other object or objects which, in the opinion of the Company, could or might directly or indirectly assist the Company in the management of its business or in the development of its properties or prove advantageous to the Company and to pay all or any of the costs and expenses incurred in connection with such promotion or incorporation or to remunerate any person or company in any manner it shall think fit for services rendered or to be rendered for and in respect of such promotion or incorporation in obtaining subscription for or placing or assisting to place or to obtain specifications of or the placing of any shares, stocks, bonds, debentures, obligations or other securities of any such company or companies.
- (19) **Partnership.** To enter into partnership or to enter into arrangement for joint working, sharing or pooling of profits, amalgamation, union of interests, cooperation, joint venture, reciprocal concession or otherwise amalgamate with any person or company carrying on or engaged in or about to carry on or engage in, any business or transactions which this Company is authorized to carry on or engage in any business, undertaking or transactions which may seem capable of being carried on or conducted so as directly or indirectly to benefit this Company.
- (20) **To enter into Consultancy Agreement.** To enter into agreement upon such terms and conditions suitable or necessary with any foreign or Indian individual, corporate body, or any private, public or government company for any consultancy in all or any of the technical, economic and other aspects of any work, process or operation which the Company is engaged in or proposes to engage in and remunerate them on the basis of work or time and to meet all the expenditure in connection with their work like those for collection of data, processing the data, preparation of reports etc.
- (21) **Purchase of Patents, Licences etc.** To apply for, purchase or by other means acquire and protect prolong and review any patents, patents rights, brevets-d'

- invention, licences, trademarks, protections, concessions and the like conferring any exclusive or non-exclusive or limited rights to use of any secret or other information as to any inventions, which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to be of benefit to the Company and to use, turn to account and manufacture under or grant licences or privileges in respect of them and to spend money in experimenting upon and testing and improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (22) **Sales Promotions and Advertisements.** To adopt such means of making known the products of the Company, as may seem expedient and in particular by advertisements in press, by circulations, by purchases and exhibitions of works of art or interests, by publications, books and periodicals and by establishing competition, granting prizes, rewards, donations, benefits, premiums or special privileges which may seem expedient and either gratuitously or otherwise and generally to adopt such means of making known the products of the Company and pushing the sale thereof as may seem expedient.
- (23) **Promote Research, Education and Training.** To establish, provide, maintain and educate or otherwise subsidise educational and training institutions, research laboratories and experimental workshops for scientific and technical research and experiments, to undertake and carry on scientific and technical researches, experiments and tests of all kinds that may be considered likely to assist any business that the Company is authorized to carry on by providing, subsidising and endowing or assisting laboratories, workshops, libraries, lectures, meetings, conferences, educational and training institutions and by providing or contributing to the award of scholarships, prizes, grants or otherwise.
- (24) **To Guarantee.** To guarantee or become liable for the performance of the obligations of and the payment of money, unsecured or secured by or payable under or in respect of dividends and interest on any shares, stock, debentures, securities, promissory notes, bonds, debenture stock, contracts, mortgages, charges, obligations, instruments, or securities of any company, corporation or association or of persons in any case in which such guarantee may be considered directly or indirectly to further objects of the Company or the interest to its members.
- (25) **Insurance.** To insure any of the properties, undertakings, contracts, guarantees or obligations of the Company of every nature and kind in any manner whatsoever against losses, damages, risks and liabilities of all kinds which may affect this Company.
- (26) **Negotiable Instruments.** To draw, make, accept, negotiate, discount and execute bills of exchange, Government of India and other promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities. However, the Company shall not do the business of banking within the meaning of Banking Regulations Act, 1949.
- (27) **To Promote Trusts, Institutions, Benefit Funds etc.** To establish, maintain and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit the employees, ex-employees, contractors, or members of this Company or dependents or connections of such

persons and to grant compensation and allowances and to make payments towards insurance and or subscribe or guarantee money for the charitable or benevolent objects, for places of instruction, recreation, medical attention or for any national or public purposes or for any exhibition of any public, general or useful objects as the Company thinks fit. However, the Company shall not make contribution to any Political Party or for any political purpose to any individual or body.

(28) **Settling of Labour Disputes.** To aid pecuniarily or otherwise any association, body or movement having for an object the solution, settlement or surmounting of industrial or labour problems or troubles relating to this Company in particular and in any industry or trade in general.

(29) **Action to Protect Company's Interests, Rights, Concessions and Privileges.** To obtain, apply for, arrange for the issue or enactment of order or act of legislature or act of authority in Parliament or with authorities, National, Local, Municipal or otherwise or of any place of the world where the Company may have interest or with rulers, chief property holders or any persons for the purpose of directly or indirectly carrying out any of the objects of the Company or effecting any modifications in the Constitution of the Company or further interests of its members, opposing any such steps taken by any other company, firm or persons which may be considered likely directly or indirectly to prejudice the interest of the Company or its members, enabling the Company to obtain powers, authorities, protection, financial and other help necessary or expedient to carry out or extend any of the objects of the Company or any other purposes which may seem expedient and to obtain any charters, subsidies, loans, indemnities, grants, contracts, decrees, rights, sanctions, privileges, licences or concessions whatsoever, (whether statutory or otherwise) which the Company may think it desirable to obtain, carry out, exercise and comply with any such arrangements, charters, grants, contracts, decrees, rights, sanctions, privileges, licences, or concessions and the terms and conditions and in particular to comply with any condition for the purpose of sharing of profits of the Company with any such Government, State, authority or persons or for restricting the dividends on shares of the Company and to establish and maintain agencies, branches and local registers to procure registration or recognition of the Company and to carry on business in any part of the world and to take such steps as may be necessary to give the Company such rights and privileges in any part of the world as are possessed by local companies or partnerships or as may be thought desirable.

(30) **To Promote Associations etc.** To establish, maintain, or extend any association, institution or fund in any way connected with any particular trade or business or with the commerce generally including any association, institutions, fund for the protection of interests of the Company against the losses by debts, strikes, combinations, fire, accidents or otherwise or for the benefit of the share holders, employees and ex-employees or their families or dependents and particularly friendly, cooperative and other societies, contribute to any fund raised by public or local subscriptions or for any purpose whatsoever.

(31) **General Traders.** To carry on all or any business of general traders in the production, manufacture, preparation, processing and/or assembly or any other material which may usefully and conveniently be combined with any of the business of the Company or any contract undertaken by the Company either as principals, agents or on commission or otherwise.

(32) **Any Other Manufacturing Business.** To manufacture and deal in all kinds of articles and things required for the purposes of any such business as aforesaid or commonly dealt in by persons engaged in any such business and to carry on any other trade or business which may seem to the Company capable of being conveniently carried on in connection with any of the Company's objects or calculated directly or indirectly to enhance the value or render profitable any of the Company property or rights or which it may be advisable to undertake with a view to improving, developing, rendering valuable or turning to account any property movable or immovable belonging to the Company or in which the Company may be interested.

(C) The other objects for which the Company is established are:-

- (1) **Carriers, Forwarding Agents etc.** To carry on all or any business of carriers by land, sea and air, forwarding agents, shipping agents, insurance brokers, under writers, importers and exporters, stockist and dealers in goods, stores, equipment, commodities, articles, merchandise and properties of all kinds and descriptions.
- (2) **Electrical Engineers, Contractors and power Suppliers.** To carry on the business of electrical engineers and contractors, producers and suppliers of electricity, manufacturers of and dealers in railway, tramway, electric, magnetic, galvanic and other apparatus, mechanical engineers, suppliers of light heat, sound and power, to construct railway, tramways and work the same by steam, gas, oil, electricity or other power and to manufacture and deal with the apparatus and things required for or capable of being used in connection with all the above works.
- (3) **Iron Founders, Mechanical Engineers etc.** To carry on the business of iron founders, mechanical engineers and manufacturers of agricultural implements and other machinery, tools and precision instruments makers, brass founders, metal workers, rolling mill operators, boiler makers, millwrights, machinists, iron and steel converters; smiths, wood workers, builders, painters, printers, carriers and merchants and to buy, sell, manufacture, repair, convert, alter, lend on hire and deal in machinery, implements, rolling-stock, tools, accessories and hardware of all kinds and to manufacture plant, machinery, tools, goods and things for any of the purposes of the business of the Company.
- (4) **Manufacturers of Motor Cars, Locomotives and other Vehicles.** To carry on the business as manufacturers of and dealers in locomotives, railway carriages and wagons, tramcars, motor cars, tractors and vehicles of all description, aeroplanes, hydroplanes, and all kinds of aircraft and all component parts, accessories, spare parts and fittings thereof, body builders of motor vehicles, garage and service station proprietors, and also to buy / sell petrol, lubricating oils, petroleum products of all kinds and types and also new and old motor vehicles and parts, accessories, suppliers of motor cycles and motor boats of all kinds.
- (5) **Armament Manufacturers.** To carry on, as authorised by the Ministry of Defence (including the Department of Defence Production), the business of armament manufacturers, in all its branches and guns, and gun carriages, torpedoes, tanks and armoured cars and other vehicles and machine guns, rifles and small arms, and all descriptions of ordnance armaments, arms, weapons, ammunitions, explosives and

munitions of war and all component parts, spare parts, equipment thereof and accessories thereto or apparatus for use in connection therewith.

- (6) **Acquiring Property.** To acquire and deal with lands, buildings, plants, machinery, personal estates and effects.
- (7) **Acting as Trustees and Managing Agents.** To transact and carry on all kinds of agency business and to be appointed and act as agents of any company or concerns and to do and perform all the singular and several duties, services and authorities appertaining to such offices respectively and to comply with and become bound by all restrictions, limitations and conditions appertaining to such offices respectively or imposed by the terms of any agreement or agreements entered into for any of the purposes aforesaid.
- (8) **Banking.** To carry on the business of borrowing, raising or taking up money, the lending or advancing of money on securities and property, the discounting, buying, selling and dealing in bills of exchange, promissory notes, coupons, drafts, warrants, certificates, scrip and other instruments, and securities whether transferable or negotiable or not, the granting and issuing of letters of credit and circular notes, subject to the proviso that notwithstanding any contents in this memorandum, the Company shall not carry on any business falling within the purview of the Banking Regulations Act and the Indian Insurance Act.

IV The liability of the members is limited.

V The Authorised Share Capital of the Company is Rs. 250,00,00,000/- (Rupees Two Hundred and Fifty Crore Only) divided into 50,00,00,000 (Fifty Crore) Equity Shares of face value of Rs. 5/- (Rupees Five Only) each. <sup>[\*1]</sup>

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[\*1] Amended vide Ordinary Resolution passed by the shareholders of the Company through Postal Ballot by way of Remote E-Voting Process on December 13, 2023, consequent to the sub-division of equity shares.



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

Sl No	Name, Address, Description and occupation of subscriber	Number of shares taken by each subscriber	Signature of the subscribers	Name, address and description of witness	Signature of witness
1.	The President of India through Shri G. C. Baveja Joint Secretary to the Govt. of India Ministry of Shipping & Transport; NEW DELHI Son of Shri Ram Labyaya Baveja	Ten	(Sd)	Shri. N. P. Rustagi Section Officer Ministry of Shipping & Transport NEW DELHI Son of Shri. S. P. Rustagi	(Sd)
2.	Shri. P. N. Jain Joint Secretary to the Government of India Ministry of Finance (Department of Expenditure) NEW DELHI Son of Shri Jagan Nath Jain	One	(Sd)	Shri. R. L. Jain Deputy Finance Officer Ministry of Finance (Department of Expenditure) NEW DELHI Son of Shri Omkar Nath Jain	(Sd)
3.	Shri. B. P. Srivastava Director (Projects) Ministry of Shipping & Transport (Transport Wing) NEW DELHI Son of Shri. Udairaj Singh	One	(Sd)	Shri N. P. Rustagi Section Officer Ministry of Shipping & Transport NEW DELHI Son of Shri. S. P. Rustagi	(Sd)
4.	Shri. S. Kasthuri Chief Projects Officer Cochin Shipyard Project COCHIN-15 Son of Shri K. Santanam	One	(Sd)	Shri N. Sreedharan Financial Adviser & Chief Accounts Officer COCHIN-15 Son of late Shri K. Madhava Menon	(Sd)
5.	Shri R. C. Gupta Under Secretary to the Govt. of India Ministry of Shipping & Transport (Transport Wing) NEW DELHI Son of late Shri Prabhu Dayal	One	(Sd)	Shri. N. P. Rustagi Section Officer Ministry of Shipping & Transport NEW DELHI Son of Shri S. P. Rustagi	(Sd)
	Total	14 Equity Shares			

Date: 13 March 1972