

**ARTICLES OF ASSOCIATION  
OF  
COCHIN SHIPYARD LIMITED**

**Definitions and Interpretation**

1. In these Articles, unless repugnant to the subject or context:-

- (a) "The President" means President of India.
- (b) "The Company" means Cochin Shipyard Limited.
- (c) "The Act" means the Companies Act, 2013 as amended or re enacted from time to time and the Rules made thereunder. [\*1]
- (d) "The seal" means the common seal of the Company.
- (e) "Month" and "Year" mean calendar month and financial year as defined under section 2(41) of the Companies Act, 2013 respectively. [\*2]
- (f) "Auditors" means those persons appointed as such under the Provisions of the Act.
- (g) "Board" means a meeting of the Directors duly called and constituted, or as the case may be, the Directors assembled at a Board or the Directors of the Company collectively.
- (h) "Capital" means the share capital for the time being raised or authorized to be raised for the purposes of the Company.
- (i) "Directors" means the Directors for the time being of the Company, or as the case may be, the Directors assembled at a Board.
- (j) "Members" means the subscribers to the memorandum of the Company and the duly registered holders from time to time of the shares of the Company.
- (k) "Meeting or General meeting" means the meeting of the members.
- (l) "Office" means the Registered Office for the time being of the Company.
- (m) "Register of Members" means the register of members to be kept in pursuance of the Act.
- (n) "Registrar" means the Registrar of Companies.
- (o) "Share" means share in the capital of the Company.
- (p) The words or expressions contained in these articles shall bear the same meaning as in the Act or any statutory modifications thereof.

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[\*1] & [\*2] Amended vide special resolution passed at the 44<sup>th</sup> Annual General Meeting of CSL held on 20<sup>th</sup> September 2016.

- (q) Words importing singular number only shall include plural number and vice versa and words importing masculine gender shall include feminine gender and words importing persons shall include bodies corporate.
  - (r) The expression “President of India” shall include “The Government of India” and vice versa.
  - (s) Expressions referring to writing shall be construed as including reference to printing, lithograph, photography and other modes of representing or reproducing words in a visible form.
  - (t) “Dividend” includes bonus.
  - (u) “Paid up” includes credited as paid up.
  - (v) “Marginal notes” and “Catch Lines” hereto shall not affect the construction thereof.
2. **Table F of the first schedule to apply:** Subject as hereinunder provided the regulations contained in Table F of the first schedule to the Act shall apply to the Company. Being a Government Company, the provisions of the Companies Act, 2013 shall not apply or shall apply with such exceptions, modifications and adaptations as directed / notified by Central Government from time to time by virtue of powers conferred under Section 462 of the Companies Act. [\*3]
  3. **Public Company:** The Company is a public company within the meaning of Section 2(71) of the Companies Act, 2013. [\*4]
  4. **Government Company:** The company is a Government Company as defined under section 2(45) of the Act. [\*5]
  5. **Division of Capital:** [\*6]
    - (a) The Authorized Share Capital of the Company shall be such amounts and be divided into such shares as may, from time to time, be provided in Clause V of the Memorandum of Association with such rights, privileges and conditions attached thereto as are provided by the Company and with powers to the Company as permitted by the Act and applicable laws to increase, reduce or modify the said capital and to divide the shares of the company in to several classes and attach thereto preferential, qualified or special rights, privileges or conditions as may be determined by the Company subject to provisions of the Act and other applicable laws, and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Regulations of the Company and allowed by law.
    - (b) Subject to the provisions of Section 61 of the Act, the clauses relating to alteration of capital as provided in Table F of the Act will be applicable to the Company.

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[\*3], [\*4], [\*5] & [\*6] Amended vide special resolution passed at the 44<sup>th</sup> Annual General Meeting of CSL held on 20<sup>th</sup> September 2016.

6. **Control and Allotment of Shares:** The President shall authorize the amount of share capital to be raised and the terms and conditions under which it should be raised. The shares shall be under the control of the Board of Directors who may allot or otherwise dispose of them on such terms and conditions as they consider fit, subject to such directions as the President may issue from time to time and subject to the provisions of the Act, and SEBI Rules and Regulation where applicable and these articles. [\*7]
7. **Increase of Capital:** [\*8]
- (a) The Company, in general meeting may, from time to time increase the capital by the creation of new shares, such increase to be of such aggregate amount and to be divided into shares of such respective amounts as resolutions shall prescribe. The new shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto, as the resolution shall prescribe and in particular such share may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with right of voting at the general meeting of the Company in conformity with Section 47 of the Act. Whenever Capital of the Company has been increased under the provisions of this Article, the Board shall comply with the provision of Section 64 of the Act. Except so far as otherwise provided, any new capital raised and the share issued in that regard shall be subject to all conditions to which the existing capital and the shares are subject to.
- (b) The Company may issue shares and debentures in accordance with the provisions of Section 42, 55, 62, 63 and 71 of the Act and Rules made thereunder subject to Article 29.
- 7A. **Capitalisation of profits:** [\*9] The Company in general meeting may, upon the recommendation of the Board, resolve— (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and (b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions. (ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards
- (A) Paying up any amounts for the time being unpaid on any shares held by such members respectively;
- (B) Paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
- (C) Partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);
- (D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares;
- (E) The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.

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[\*7] [\*8] Amended vide special resolution passed at the 44<sup>th</sup> Annual General Meeting of CSL held on 20<sup>th</sup> September 2016.

[\*9] Inserted vide special resolution passed at the 44<sup>th</sup> Annual General Meeting of CSL held on 20<sup>th</sup> September 2016.

- 7B. **Buy Back of Shares:** Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 of the Companies Act, 2013 or any other law for the time being in force, the Company may purchase its own shares or other specified securities. [\*10]
8. **Reduction of Capital:** The Company may subject to the provision of Section 66, of the Act, from time to time, by special resolution reduce its capital in any authorized manner and in particular pay off any part of the Capital on the footing that it may be called up again or otherwise. [\*11]
9. **Lien:** Fully paid shares will be free from all lien, while in the case of partly paid shares, the Company's lien, if any, will be restricted to moneys called or payable at a fixed time in respect of such shares. [\*12]
10. **Calls on and forfeiture of shares:** [\*13]
- (a) All the provisions contained in Schedule I, Table F of the Act in respect of calls of shares and forfeiture thereof shall apply to the Company, except the proviso to Regulation 13 (i) thereof. Provided that option or right to call on shares shall not be given to any person or persons without the sanction of the Company in general meeting.
- (b) Any amount paid-up in advance of calls on any share may carry interest but shall not entitle the holder of the share to participate in respect thereof, in a dividend subsequently declared;
- (c) There will be no forfeiture of unclaimed dividends before the claim becomes barred by law.
11. **Restriction on Transfer of Shares:** Subject to the provisions of Section 58 of the Act, the Board may, at its own absolute discretion and without assigning any reasons, decline to register or acknowledge any transfer of shares, whether fully paid or not (notwithstanding that a proposed transferee be already a member), but in such cases it shall, within 30 days from the date on which the instrument of transfer was lodged with the Company, send to the transferee and the transferor, notice of the refusal to register such transfer, provided that registration of transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except a lien on the shares. [\*14]
12. **Death of one or more Joint Holders of Shares:** In the case of death of any one or more of the persons named in the Register as the joint holders of any share, the survivor or the survivors shall be the only persons recognized by the Company as having any title to or interest in such share, but nothing herein contained shall be taken to release the estate of a deceased joint-holder from any liability on shares held by him jointly with any person.

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[\*10] Inserted vide special resolution passed at the 44<sup>th</sup> Annual General Meeting of CSL held on 20<sup>th</sup> September 2016.

[\*11] [\*12] [\*13] & [\*14] Amended vide special resolution passed at the 44<sup>th</sup> Annual General Meeting of CSL held on 20<sup>th</sup> September 2016.

13. **\*\* Deleted \*\*** [\*15]
- 13A. **Holding/transfer/transmission of shares in electronic form:** Notwithstanding any provisions contained in these articles regarding issuance/deal-in/holding/transfer/transmission of shares, the provisions of the Depositories Act, 1996 as amended from time to time and the rules and regulations framed thereunder shall apply for holding /transfer/transmission of shares in electronic form. [\*16]
- 13B. The Company shall keep a register and index of beneficial owners in accordance with all applicable provisions of the Act, and the Depositories Act, 1996 with details of shares held in dematerialised forms in any medium as may be permitted by law including in any form of electronic medium. The Company shall be entitled to keep in any Country outside India a branch Register of beneficial owners residing outside India. [\*17]
- 13C. The Company shall use a common form of transfer. [\*18]
14. **\*\* Deleted \*\*** [\*19]
15. **General Meeting:** At every Annual General Meeting of the Company there will be laid on the table the Directors Report, Audited Statement of Accounts, Auditor's Report and the comments of the Comptroller and Auditor General of India thereon. The ordinary business of the Annual General Meeting shall be the consideration of these documents and declaration of a dividend. All meetings of the Company other than the Annual General Meeting shall be called Extraordinary General Meetings. The Directors may, whenever they think fit, convene an Extraordinary General Meeting.
16. **Quorum:** No business shall be transacted at any General Meeting unless a quorum of members is present as per the provisions of the Act, at the time when the meeting proceeds to business. [\*20]
17. **Chairman of the Meeting:**
- (a) The Chairman of the Board shall preside as Chairman at every General Meeting of the Company.
- (b) If there is no such Chairman, or if he is unwilling to act as Chairman or if he is unable to be present owing to unavoidable circumstances, the relevant provisions of Schedule I, Table F of the Act shall apply. [\*21]

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[\*15] & [\*19] Deleted vide special resolution passed at the 44<sup>th</sup> Annual General Meeting of CSL held on 20<sup>th</sup> September 2016.

[\*16] [\*17] & [\*18] Inserted vide special resolution passed at the 44<sup>th</sup> Annual General Meeting of CSL held on 20<sup>th</sup> September 2016.

[\*20] & [\*21] Amended vide special resolution passed at the 44<sup>th</sup> Annual General Meeting of CSL held on 20<sup>th</sup> September 2016.

**18. Representatives of the President at Meeting of the Company:**

- (a) The President may, so long as he is a member of the Company within the meaning of the Act, authorize from time to time such persons, whether a member of the Company or not as he thinks fit to act as his representative at any General Meeting of the Company or at any meeting of any class of members of the Company.
- (b) The President may, if he is a creditor including a holder of debentures of the Company within the meaning of the Act, authorize from time to time, such person as he thinks fit to act as his representative at any meeting of any creditors of the Company held in pursuance of the Act or of any rules made therein or in pursuance of the provisions contained in any debenture or trust deed, as the case may be.
- (c) The President may, from time to time, revoke or cancel any authorization made in sub-clause (a) or sub-clause (b) of this Articles and make any fresh authorization or authorizations.
- (d) The production at the meeting of the Company or at the meeting of any Creditors of the Company of an order made and executed in the name of the President authenticated as provided by the Constitution of India in respect of such authorization, revocation or cancellation as aforesaid shall be accepted by the Company as sufficient and conclusive evidence thereof.
- (e) Any person authorized by the President to represent him as aforesaid may, if so authorised by the order of the President, appoint another person whether a member or not, as a proxy or substituted authority, whether special or general, to represent the President as aforesaid.
- (f) Any person authorized or appointed as aforesaid shall be entitled to exercise the same rights or powers including the right to vote by proxy, on behalf of the President whom he represents, as the President could exercise as member, creditor or holder of debenture of the Company.

**Vote of Members:** [\*22]

19. Upon a show of hands, every member present in person shall have one vote and upon poll, the voting rights of members shall be laid down as in Section 47 of the Act. Votes on behalf of the President shall be given as provided in Article 18. Members can also exercise E-Voting/Voting by Electronic means as per Section 108 of the Act.

**Board of Directors:**

20. (a) **Number of Directors:** The number of Directors of the Company shall not be less than three. [\*23]

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[\*22] & [\*23] Amended vide special resolution passed at the 44<sup>th</sup> Annual General Meeting of CSL held on 20<sup>th</sup> September 2016.

(b) **Only Individuals to be Appointed as Directors:** Only an individual and not a body corporate or association or firm shall be appointed as the Director of the Company.

(c) **\*\* Deleted \*\*** [\*24]

21. (a) **President to Appoint Directors and Determine their Remuneration:** The Chairman of the Board of Directors and the Government representatives on the Board of Directors shall be appointed by the President of India. Other members of the Board of Directors shall be appointed or reappointed by the President of India in consultation with the Chairman of the Board of Directors. The Directors shall be paid such remuneration as the President of India may, from time to time, determine.

(b) **Chairman and Managing Director:** The President of India at his discretion may appoint the same persons or two different persons as the Chairman of the Board of Directors and the Managing Director of the Company for such period and on such terms and conditions as he may think fit and may revoke such appointment. The Chairman and the Managing Directors so appointed shall be entitled to hold office till the expiry of his tenure unless removed earlier by the President of India and any vacancy arising either by death, removal, resignation or otherwise may be filled by fresh appointment by the President of India.

(c) **Determination of period of appointment by the president:** The Directors appointed shall be entitled to hold office for such period as the President of India may determine.

(d) **Vacancy of Directors:** The vacancy in the office of a Director caused by retirement, removal, resignation, death or otherwise, shall be filled by reappointment or fresh appointment by the President of India.

## 22. **Alternate Director:**

In place of a Director who is out of India the President of India may, in accordance with Article 21, appoint any person to be an Alternate Director during the absence out of India, of the Director concerned and such appointment shall have effect, and such appointee, whilst he holds office as an Alternate Director, shall be entitled to notice of meetings of the Directors and to attend and to vote there-at accordingly and he shall *ipso facto* vacate office if and when the original Director returns to India or vacates office as Director. [\*25]

23. **\*\*Deleted\*\*** [\*26]

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[\*24] & [\*26] Deleted vide special resolution passed at the 44<sup>th</sup> Annual General Meeting of CSL held on 20<sup>th</sup> September 2016.

[\*25] Amended vide special resolution passed at the 44<sup>th</sup> Annual General Meeting of CSL held on 20<sup>th</sup> September 2016.

**24. Directors may act Notwithstanding any Vacancy:** [\*27]

The continuing Directors may act notwithstanding any vacancy in the Board, but if the number falls below three, the Directors shall not act so long as the number of Directors is below the minimum.

**25. Appointment of Committees:** The Board may, subject to provisions of sections 179 of the Act, delegate any of its powers to a Committee consisting of such member or members of the Board of Directors as they think fit. Any Committee so formed shall, in the exercise of the power so delegated, conform to any regulation imposed on it by the Board. The proceedings of such a committee shall be placed before the Board at their next meeting. [\*28]

26. **\*\*Deleted\*\*** [\*29]

**27. Bye-laws:** The Board may as and when it thinks fit make any bye-laws not inconsistent with the provisions of the Memorandum and Articles of Association of the Company in regard to conduct of business of the Company or of the Board thereof and may in like manner vary and amend such bye-laws.

**28. General Powers of Board:**

- a) Subject to the provisions of the Act and to such directive and or instructions as the President may issue from time to time under these Articles, the business of the Company shall be managed by the Board of Directors who may exercise all such powers and do all such acts and things as the Company is authorized to exercise and do and who may, from time to time delegate such powers to the Chairman and/or Managing Director as may be necessary for the proper conduct of the business of the Company.
- b) Provided that the Board of Directors shall not exercise any powers or do any act or thing which is directed or required, whether by this or any other Act or by the Memorandum or Articles of the Company or otherwise to be exercised or done by the Company in the Annual General Meeting.

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[\*27] & [\*28] Amended vide special resolution passed at the 44<sup>th</sup> Annual General Meeting of CSL held on 20<sup>th</sup> September 2016.

[\*29] Deleted vide special resolution passed at the 44<sup>th</sup> Annual General Meeting of CSL held on 20<sup>th</sup> September 2016.



28A. Notwithstanding anything contained elsewhere in these articles, and subject to the provisions of the Act, the Board of Directors shall have the following powers: [\*30]

- (i) To establish joint ventures and subsidiaries in India, with the stipulation that the Equity investment of the Company should be limited to 15% of the networth of the Company in one project limited to Rs. 500 crores. The overall ceiling on such investment in all projects put together shall be 30% of the networth of the Company.
- (ii) To establish subsidiaries and opening of offices abroad with the concurrence of Administrative Ministry.
- (iii) To enter into technology joint ventures, strategic alliances and to obtain technology and know-how by purchase or other arrangements subject to Government of India guidelines as may be issued from time to time.
- (iv) To enter into mergers and acquisitions, subject to the conditions that (a) it is as per the growth plan and in the core area of functioning of the Company (b) conditions/ limits would be as in the case of establishing joint ventures/ subsidiaries as specified in sub clause (ii) above and (c) the Cabinet Committee on Economic Affairs (CCEA) shall be kept informed in case of investments abroad.
- (v) To sub delegate the powers relating to Human Resource Management (appointments, transfer, posting etc) of below Board level executives to sub-committees of the Board or to executives of the Company, as may be decided by the Board of the Company.

Notwithstanding the above, further amendments from time to time in the Miniratna Guidelines of Government of India on the above powers shall have an overriding effect.

Provided that the exercise of powers under (i) to (v) above shall be subject to the following:

- a) No financial support or contingent liability on the part of the government should be involved. The Company shall not depend upon budgetary support or Government guarantees. However, where Government guarantee is required under the standard stipulations of external donor agencies, the same may be obtained from the Ministry of Finance through the administrative Ministry. Such Government guarantee shall not affect the exercise of above powers.
- b) Before taking decisions involving long-term or major financial commitments, including and especially for new projects and joint ventures, the internal and extra-budgetary resource position and projections should be assessed realistically.
- c) The Government Directors, the Finance Director and the concerned Functional Director(s) must be present when major decisions are taken, especially when they pertain to investments, expenditure or organizational/Capital restructuring.

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[\*30] Inserted vide special resolution passed at the 36<sup>th</sup> Annual General Meeting of CSL held on 05<sup>th</sup> September 2008.

- d) The decisions on such proposals should preferably be unanimous.
- e) In the event of any decision on important matters not being unanimous, a majority decision may be taken, but at least two-thirds of the Directors should be present, including those mentioned above, when such a decision is taken. The objections, dissents, the reasons for over-ruling them and those for taking the decision should be recorded in writing and minuted.
- f) The Company will establish transparent and effective systems of internal monitoring, including the establishment of an Audit Committee of the Board with membership of non-official Directors.

29. **Matters Reserved for the consideration of the President:** Notwithstanding anything contained in these Articles, the Chairman shall reserve for the consideration of the President the following matters relating to the working of the Company, namely:-

- a) Calling up unpaid capital or increase in the authorized capital of the Company, or issuing of the unissued shares forming part of the original authorized capital and fixing the terms and conditions on which the capital is to be raised.
- b) **\*\*Deleted\*\*** [\*31]
- c) Appointment of any foreign national.
- d) Disposal of any property having an original book value of Rs. 1 crore and above. [\*32]
- e) Formation of subsidiary companies, except as provided in clause 28A. [\*33]
- f) Any proposal for action relating to reduction of capital.
- g) Implementation of the Company's five year plans and annual plans of development and capital budget financed from the consolidated fund of India.
- h) Agreements involving any foreign collaboration or consultancy proposed to be entered into by the Company, except as provided in clause 28A. [\*34]
- i) **\*\*Deleted\*\*** [\*35]
- j) Issue of debentures.
- k) Voluntary winding up of the Company.

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[\*31] Deleted vide special resolution passed at the 50<sup>th</sup> Annual General Meeting of CSL held on 29<sup>th</sup> September 2022.

[\*32] Amended vide special resolution passed at the 44<sup>th</sup> Annual General Meeting of CSL held on 20<sup>th</sup> September 2016.

[\*33] & [\*34] Inserted vide special resolution passed at the 36<sup>th</sup> Annual General Meeting of CSL held on 05<sup>th</sup> September 2008.

[\*35] Deleted vide special resolution passed at the 43<sup>rd</sup> Annual General Meeting of CSL held on 25<sup>th</sup> September 2015.

- l) Any important matter relating to the Company's establishment.
- m) Any other matter which in his opinion involves an important issue of general policy.

No action shall be taken by the Company, in respect of any matter reserved for consideration of the President as aforesaid until his approval to the same has been obtained.

30. **Works of a Capital Nature:** Notwithstanding anything contained in the other Articles, the Board of Directors shall be competent to:-

- a) Authorize, without reference to government, the undertaking of works of a capital nature where Detailed Project Reports have been approved by the Government and to invite and accept tenders relating to works included in the approved Detailed Project Report, including variations, if any, in the approved estimates provided such variations are not more than 10% for any particular component part and do not substantially change the scope of the project.
- b) Incur capital expenditure on new projects, modernization, purchase of equipments etc without government approval up to Rs. 500 crores or equal to the networth of the Company, whichever is lower. [\*36]

Provided that further amendments from time to time in the Miniratna Guidelines of Government of India on Capital Expenditure powers shall have an overriding effect.

- c) Authorize the undertaking of projects which are included in Plan budget approved by the ministry up to a limit of Rs.5 crores provided that:
  - (i) These are intended to cover expenditure on capital items including projects and schemes and these items/ schemes/ project have either figured individually or provided collectively in lump under the head "Miscellaneous Capital Expenditure" or other capital items in the approved Annual Plan and Capital Budget approved by the Government.
  - (ii) These shall not be used in enhancing the township assets and other items involving policy matters where specific Government approval is needed.
  - (iii) This is not dependent on the capacity for generation of internal resources by the Company, and
  - (iv) The funds required for financing these expenditure during a financial year shall have to be found out of the budget allocation for that year and spill-over expenditure in subsequent years.

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[\*36] Replaced vide special resolution passed at the 36<sup>th</sup> Annual General Meeting of CSL held on 05<sup>th</sup> September 2008.

31. **President's Rights to Issue Directives:** Notwithstanding anything contained in these Articles, the President may, from time to time, issue such directives or instructions as may be considered necessary in regard to the finances, conduct of business and affairs of the Company. The Company shall give immediate effect to the directions or instructions so issued. In particular, the President shall have the power:-

- (i) To give directions to the Company as to the exercise and performance of its functions in matters involving national security or substantial public interest.
- (ii) To call for such reports, accounts and other information with respect to property and activities of the Company, as may be required from time to time.

Provided that all directives issued by the President shall be in writing addressed to the Chairman. The Board shall except where the President considers that the interest of the National Security requires otherwise, incorporate the contents of directives issued by the President in the Annual Report of the Company and also indicate its impact on the financial position of the Company.

32. The Company shall, whenever it's Revenue Budget for any financial year shows an element of deficit which is proposed to be met by obtaining funds from the Government, submit the same to the President for approval.

33. **Common Seal:**

- a) The Board shall provide a common seal for the Company and for the safe custody of the seal and shall have power from time to time to destroy the same and substitute a new seal in lieu thereof.
- b) The common seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a Committee of the Board authorized by it in that behalf. Subject to the provision of Law, at least one Director shall be present during the affixing of the seal and sign every instrument to which the seal is affixed and every such instrument shall be countersigned by the Secretary and in his absence by some other person appointed by the Board.

34. **Audit:** The Auditor or Auditors of the Company shall be appointed or reappointed by the Central Government on the advice of the Comptroller and Auditor General of India and their appointment, remuneration, powers and duties shall be regulated by Sections 139 to 147 of the Act. [\*37]

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[\*37] Amended vide special resolution passed at the 44<sup>th</sup> Annual General Meeting of CSL held on 20<sup>th</sup> September 2016.

35. **Indemnity:** [\*38]

- (a) Subject to the provisions of the Act, every Director, Managing Director, Key Managerial Personnel, Manager and other Officer or servant of the Company shall be indemnified by the Company against and it shall be the duty of the Board to pay out of the funds of the Company, all costs, losses, damages and expenses which any such officer or servant may incur or become liable to by reason of any contract entered into or act or thing done by him as such Director, Managing Director, Key Managerial Personnel, Manager or other Officer or servant or in any way in the discharge of his duties including travelling expenses and in particular and so as not to limit the generality of the foregoing provisions, against all liabilities incurred by him as such Director, Managing Director, Key Managerial Personnel, Manager or other Officer or servant in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted by the Court.
- (b) Subject to the provisions of the Act no Director of the Company, Managing Director, Key Managerial Personnel, Manager or other Officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director, Key Managerial Personnel, or Officer or for joining in any receipt or other act of conformity or for any loss or expenses, happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested or for any loss or damage arising from bankruptcy, insolvency or tortuous act of any person, company or Corporation with whom any moneys, securities of effects shall be entrusted or deposited or any loss caused by an error of judgment or oversight on his or their part or for any other loss or damage or misfortune, whatever, which shall happen in the execution of duties of his or their office or any relation thereto, unless the same happens through his own dishonesty, negligence, default, breach of duty or breach of trust.

36. **Secrecy:** [\*39]

- (a) Every Director, Key Managerial Personnel, Manager, Auditor, Members of the Committee, Officer, Servant Agent, Accountant or other persons employed in the business of the Company shall, if so required by the Directors, before entering upon his duties, sign a declaration pledging himself to observe a strict secrecy, respecting all transactions of the Company with its customers and state of account with individuals and any matter relating thereto and shall by such declaration pledge himself not to reveal any of the matters which might come to his knowledge in the discharge of his duties, except when required to do so by the Directors at any meeting or by a Court of Law and to persons to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions in these articles.

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[\*38] & [\*39] Amended vide special resolution passed at the 44<sup>th</sup> Annual General Meeting of CSL held on 20<sup>th</sup> September 2016.

(b) No member or other persons, unless he is a Director, Key Managerial Personnel or other person in management of the affairs of the Company, can inspect or examine the Company's premises or other property of the Company without permission of the Directors of the Company, Key Managerial Personnel or Officers authorized by the Directors for the time being to require discovery of or any information respecting any detail of the Company's trading or any matter which is or which may be in the nature of trade secret or secret process which may relate to the conduct of the business of the Company and which, in the opinion of the Directors, Key Managerial Personnel or of Officers authorised by the Directors, it will be inexpedient in the interest of the members of the Company to communicate.

37. **General Authority:** Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorised by its articles, then and in that case by virtue of this Article, the Company is hereby specifically authorised, empowered and entitled to have such right, privilege or authority to carry out such transactions as have been permitted by the Act without there being any separate/specific article in that behalf herein provided. [\*40]

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[\*40] Inserted vide special resolution passed at the 44<sup>th</sup> Annual General Meeting of CSL held on 20<sup>th</sup> September 2016.

Sl No.	Name, Address, Description and occupation of 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	(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	(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	(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	(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	(Sd)	Shri. N. P. Rustagi Section Officer Ministry of Shipping & Transport NEW DELHI Son of Shri S. P. Rustagi	(Sd)

Date: 13 March 1972