

**MEMORANDUM OF ASSOCIATION
AND
ARTICLES OF ASSOCIATION**

Of

**KERALA SHIPPING AND INLAND
NAVIGATION CORPORATION LIMITED**



Form I. R.

CERTIFICATE OF INCORPORATION

No. 2755 of 1975

I hereby certify that KERALA INLAND NAVIGATION CORPORATION LIMITED is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the Company is Limited.

Given under my hand at Cochin this Twenty-ninth day of December One thousand nine hundred and seventy-five.

(Sd.)

P. S. ANWAR
Registrar of Companies,
Kerala.

(Seal)



[कम्पनी अधिनियम, 1956 की धारा 18 (1)]
[Section 18 (1) of Companies Act, 1956]

उद्देश्यों के परिवर्तन की पुष्टि करने वाले न्यायालय के आदेश
के रजिस्ट्रीकरण का प्रमाण पत्र

CERTIFICATE OF REGISTRATION OF ORDER OF ~~COURT~~ COMPANYY
CONFIRMING ~~ALTERATION OF OBJECTS~~ LAW BOARD

.....ने विशेष
मकल्प द्वारा उद्देश्यों की बाबत अपने संगम-ज्ञापन, उपबन्धों में परिवर्तन कर दिया है और ऐसे
परिवर्तन की.....तारीख.....के आदेश द्वारा
पुष्टि कर दी गई है।

The.....having
by special resolution altered the provisions of its Memorandum of Association in respect
to its objects and such alterations having been confirmed by a special
.....

.....bearing
dated the.....

मैं एतद्द्वारा प्रमाणित करता हूँ कि उक्त आदेश की प्रमाणित प्रति यथापरिवर्तित संगम आपन
की मुद्रित प्रति सहित इस दिन रजिस्ट्रीकृत कर दी गई है।

I hereby certify that certified copy of the ~~said~~ order/ together with the printed copy of
the Memorandum of Association as altered has this day been registered.

मेरे हस्ताक्षर से उन्नीसवीं तारीख.....की.....तारीख
का दिया गया।

Given under my hand at Cochin, the twenty seventh
day of July, one thousand nine hundred and eighty nine.

dated 31.3.1989 of the Company Law Board under section
396 (1) & (2) of the Companies Act, 1956 ordering
Amalgamation of Kerala Shipping Corporation Limited
with the Kerala Shipping and Inland
Navigation Corporation Limited

has this day been registered.

जे० एम० सी०-5
J. S. C.-5.

K. Pandian
(K. PANDIAN)
REGISTRAR OF COMPANIES
KERALA.

प्रमाणमुद्रक-361-19 जनरल एडमिन/78-79-भासमुद्रक-(सी-326)-30-5-79-7,000
MGIFTC-361-19 Genl. Admn/78-79-GIFTC-(C-326)-30-5-79-7,000.

**MEMORANDUM OF ASSOCIATION OF
KERALA SHIPPING AND INLAND NAVIGATION CORPORATION
LTD.**

(Incorporated Under The Companies Act, 1956)

- I The name of the company is "KERALA SHIPPING AND INLAND NAVIGATION CORPORATION LIMITED".
- II The Registered Office of the company will be situated in the State of Kerala.
- III **A.** The main objects to be pursued by the Company on its incorporation are:-
- 1 To establish, maintain and operate transportation services for the transport of goods and passengers in inland water in the State of Kerala or elsewhere.
 - 2 To undertake and carry on all or any of the trades and business of carriers goods and passengers by water transport, haulage and freight contractors, owners, brokers, agents and managers of tugs, valloms, barges, boats, trawlers dredgers and other vessels and trucks forwarding agents, insurance brokers, loading brokers, freight brokers, freight contractors, transport agents, dock owners, warehousemen, packers, wharfingers, salvers in the State of Kerala or elsewhere
 - 3 To own, organise, conduct, manage, run in the State of Kerala or else where workshops, Engineering Construction, factories, repair shops, service stations and maintenance shops for the building, construction, repair maintenance and service of tugs, valloms, barges trawlers, drifters, dredgers trucks and other vessels and vehicles of any kind for the Company or for any Government authority or public or private body or person
 - 4 To establish, maintain and operate shipping services and to purchase, take in exchange, charter, hire, build, construct or otherwise acquire, and to own work, manage, and trade with steam, sailing, motor and other ships, tankers, trawlers, dredgers, drifters, tugs and vessels of all description including all necessary and convenient shipyard and dock with equipments, engines, tackle, gear, furniture and stores, or any shares in ships, tankers, trawlers, drifters, tugs, dredgers and vessels, shipyard and dock Shipping and Ancillary Services
 - 5 To undertake and carry on all or any of the trades and business of shippers ship owners, ship brokers, ship agents, underwriters, ship managers, tug owners, shipping and forwarding agents, insurance brokers, loading brokers, freight brokers, freight contractors, carriers of goods and passengers by land air and water, transport haulage and general contractors, barge owners, lightermen, railway and forwarding agents, dock owners, engineers, ice merchants, refrigerator store keepers, ships, store merchants, ships' husbands, stevedores, warehousemen, packers, wharfingers, salvers, ship builders, ship repairers, manufacturers of and dealers in rope, tarpauline, waterproofs, nautical machinery, engines, and instruments and ships' rigging, gear, fittings and equipment of every description, and to carry on the business of exporters. Shippers Ship owners etc.
 - 6 To establish, provide, maintain and conduct research and other laboratories, training colleges, schools and other institutions for the training, education and instruction in naval, marine nautical and other allied subjects and to provide for the delivery and holding of lectures, demonstrations, exhibitions, classes, meetings and conferences in connection therewith. Research and Training Institutions
- B.** The objects incidental or auxiliary to the attainment of the above main object are:-

1. To take on hire or otherwise obtain from any source and to hire out or make available to anybody or person vessel or vehicle of any kind.
2. To organise and conduct booking collection and delivery services by road and water.
3. To arrange for insurance, transportation, loading and unloading and to collect charges for the same and also demurrage, wharfage, collection and delivery charges and penal interest and such other charges as may be found necessary and to arrange for all such services directly or otherwise.
4. To purchase, take in exchange, charter, hire, build, construct or otherwise acquire and to own, work, manage and trade in tugs, valloms, boats, barges, trawlers, dredgers, drifters and vessels of all description and trucks and other vehicles of all kinds.
5. To entrust any of the work of the company to Navika Thozhilali Unions or other bodies or persons recognised by the Corporation on such terms and conditions as may be fixed from time to time and to do all things necessary for the purpose, including the collection of license fees, registration charges and other charges and to pa/ them such charges or remuneration as may be fixed from time to time.
6. To promote, establish, administer, own and operate such funds as may be deemed necessary for the benefit of the company or the Navika Thozhilalies, the porters and others who may be engaged by or who may have dealings with the company.
7. To promote, establish, administer, own and operate Provident Funds, Pension Funds and other funds for the benefit of the Company and its employees either past or present.
8. To pay off, settle or otherwise dispose of or deal with all claims of compensation or damages against the Company and to recover compensation or damages from Navika Thozhilalies and other bodies porters and employees of the Company and others who may be responsible for the same.
9. To establish Associations, Advisory bodies and other suitable organisations for the promotion of the business of the Company.
10. To undertake the study of movement of goods and passengers and collect all relevant statistical and other information.
11. To offer credit facilities to any Government, Quasi Government, Public Sector Under takings or to any Company or other body or individual in the matter of transportation of goods within the limits of the service of the Company.
12. To procure capital or financial assistance or accomodation to provide machinery or other facilities to be owned or occupied by the Company
13. To promote and undertake the formation of any institution or company for the purpose of acquiring all or any of the property, rights and liabilities of the company or for any other purpose which may be directly or indirectly calculated to benefit this company and to form any subsidiary companies.
14. To take, subscribe, hold shares, debentures, securities in any Company or Association or Concern which will be of interest to this Company.
15. To enter into contract with, and take up contracts from Government of India the State Governments in all their Departments and Corporations and

their subsidiaries, and any Firm, Society, Company or industry or body or individual.

16. To employ and remunerate experts as and when needed by the company in its interest
17. To let out the services of the experts of the Company to any Government Department or Public Undertaking.
17. To sell, dispose of or transfer any assets of the Company to any other Company, body Association, concern or individual on terms and conditions as laid down by the Company.
18. To invest the capital of the Company not immediately required in any profit or interest earning business on such terms and conditions as may be determined by the Company.
19. To enter into collaboration or partnership or arrangement for joint working in business, sharing of profits, joint adventure, or reciprocal concession with any other Company, Firm or Cooperative Society or body, engaged in business with any or more of the objects of the Company or objects similar thereto.
20. Subject to the provisions of the Act, to amalgamate with any Company or Co-operative Society having objects altogether or in part similar to those of this Company with the prior approval of the Government of Kerala.
21. To sell, dispose of, let on lease or hire, or transfer the business, property, assets and undertakings of the Company or any part thereof for cash, or for any other consideration which the Company may deem fit to accept.
22. To take suitable and expedient steps to enable the Company to carry out any of its objects into effect, or for modification of the Company's constitution.
23. To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account, or otherwise deal with all or any part of the property rights of the company.
25. To carry on any other trade or business (service, production or sales) which may conveniently be carried on, and calculated indirectly or directly to enhance the value of the Company.
26. To acquire and undertake any public or private property business which the Company finds suitable for achieving any of its objects.
27. To pay all cost, charges and expenses incurred or sustained in the promotion and establishment of the Company including all preliminary costs and expenses such as stationery, printing, advertising, establishing of offices, and all such expenses attendant on the formation of the company.
28. To pay for properties, rights or privileges acquired by the Company either in the form of shares or in cash.
29. To acquire or take on lease any land, building, jetties, wharfs, warehouses, booking and delivery offices, godowns, machineries or equipments which the Company thinks or finds necessary or convenient for the promotion or conduct of its business.
30. To construct, erect, alter, improve and maintain any building, structure or machinery convenient for the purpose of the Company.

31. To construct through its own arrangements or to construct and obtain supply through firms, agencies or individuals, tugs, boats barges, water-borne crafts of any description, propulsion machinery, navigational equipments and implements.
32. To construct, improve maintain develop work manage carry out or control any Water ways, Roadways, Railways, Jetties, Wharves, siding, mills, workshops, warehouses, stores and such other works and conveniences calculated to direct or promote the advancement of the company.
33. To develop any land acquired by the company by building, constructing, altering, pulling down, decorating, planting paving and draining, and entering into contract and working arrangements of all kinds with builders, contractors and others for such purposes.
34. To enter into any arrangement with the Government of India or the Government of Kerala, or any other state, or Local Authority or Institutions, Banks or persons for carrying out the objects of the Company or furthering its interests and to obtain from them any charters, subsidies loans, grants, contracts, license, rights, concessions, privileges or immunities which the Company finds it desirable to have and obtain and exercise any such arrangements, privileges, rights or concessions.
35. To issue or guarantee the issue of or the payment of interest on the shares, debentures debenture stock or other securities, deposits or funds of any Company or Association or individual, and to pay or provide for any brokerage, commission and to undertake in respect of any such issue.
36. To place in reserve or distribute among the members of the Company as is applicable from time to time as the company thinks fit any moneys received by way of premium on shares and dividends accrued on forfeited shares.
37. To draw, make, accept, endorse, discount, issue, negotiate and execute cheques, promissory notes, bills of exchanges, bills of lading, debentures and other negotiable or transferable instruments.
38. To borrow, raise or secure the payment of money as the Company shall think fit and particularly charged upon all or any of the Company's properties, present and future, as securities and to purchase, pay off and redeem such securities.
39. To receive grants, loans, advances or other moneys or deposits or other kinds of financial assistance from any State or Central Government, Banks, Firms companies Trusts or individuals with or without allowances of interest thereon but without doing the business of banking within the meaning of the Banking (Regulations) Act, 1949 (Central Act X of 1949).
40. To lend or advance moneys to person, firms, bodies or companies on such terms and conditions the company may deem expedient and to guarantee the performance of contracts by such persons firms Bodies or Companies.
41. To invest and deal with the moneys of the Company not immediately required in such manner as from time to time may be determined and without temporarily or permanently upsetting the financial soundness, balance or stability of the Company.
42. To establish, maintain, subscribe to or subsidise or become member of Training Institutions, Research Institutions and experimental workshops or other institution

having a direct or indirect bearing with the objects of the company.

43. To act as an agent for Government or other Authorities and transact and carry on any agency business connected with the business of the company.
44. To create any Depreciation Fund, Reserve Fund, Sinking Fund, Insurance Fund or any special or other fund for depreciation or for repairing, replacing, improving, developing or maintaining any of the properties or assets of the Company or for redemption of debentures or for special dividends or for any other purpose or to transfer any such Fund or part thereof to any of the other Fund mentioned.
45. To use Monograms, Emblems and trade names for purposes of identify and advertisement of the services of the services of the Company in newspapers, magazines, periodicals and all other common types of advertisement media.
46. To establish jetties, wharves, warehouses, booking and delivery offices in important towns and commercial centres and elsewhere
47. To provide for the welfare of the Navika Thozhilalies, the Registered Porters and the employees of the Company and the wives, widows and families of such persons by buildings or contributing to the building of houses, dwellings grants of money pensions, allowance, bonus or payment of risk funds and by subsidising the medical and educational costs of their children and family.
48. To distribute in cash or kind as may be resolved any assets of the Company among its members subject to the provision of law.
49. To render free service or give donations to such persons or institutions as may be thought of directly or indirectly conducive to any of the objects of the company.
50. To do all or any of the above things and all such other things as are incidental to or may be conducive to the attainment of the above objects or any of them and either as principals, agents, contractors, trustees or otherwise and either along or in conjunction with others.

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

1. To rehabilitate the Navika Thozhilalies in the state of Kerala and to provide them such employment, welfare facilities, benefits and advantages as may be deemed necessary and expedient.
2. To undertake and carry on the business of carries of goods and passengers by land and air.

IV. The liability of the members is limited.

- V. The share capital of the company is Rs. 60,00,00,000 (Rupees Sixty Crores) divided into 60,00,000 (Sixty Lakh) equity shares of Rs. 100 (Rupees One Hundred) each,, with power to increase or reduce the capital of the company and to divide the shares in the capital for the time being into several classes and to issue any shares in the capital, original or increased, with or subject to any preferential, special or qualified rights or conditions; as regards dividends, repayment of capital, voting or otherwise, subject to the provision of the companies Act, 1956.

We, the several persons whose names and addresses are subscribed below 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 our respective names.

Sl. No	Name	Address, description and occupation of subscriber	Number of equity shares taken by each subscriber	Signature
1.	Governor of Kerala	Represented by K. V. Rabindran Nair son of K Velayudhan Pillai, aged 40 years. Secretary to Government of Kerala, Finance Department residing at No 2 Jawahar Nagar, Trivandrum	TEN	Sd/-
2.	T. V. Swaminathan	Son of T. S. Venkata Subba Iyer aged 47 years, Special Secretary to Government of Kerala, Public Works Department, residing at T C. 18/990, Sastrinagar, Tr.vandrum.	ONE	Sd/-
3.	K.Manchukutty Menon	Son of P. Manchu Menon, aged 54 years, Additional Law Secretary and Law Officer, P. W. D., Government of Kerala, residing at Manchu House, Panicker's lane, Sasthamangalam, Trivandrum.	ONE	Sd/-

Total number of shares : Twelve

Dated this the Twenty seventh day December 1975

Witness to the above signatures :

Signature of witnesses : sd/-

Name, address description and occupation of witness :

P. Madhavi Amma, aged 49, daughter of R. Gopala Pillai under Secretary, Public Works Department residing at Sasthamangalam, Trivandrum

ARTICLES OF ASSOCIATION
OF
KERALA SHIPPING AND INLAND NAVIGATION CORPORATION LTD.

Preliminary

1. The Regulations contained in Table 'A' in Schedule I to the Companies Act, 1956 so far as the same may be applicable to a Public Company as defined in the Act, shall apply to the Company subject to the conditions hereinafter contained.

Definitions

2. (a) "The Act" means the Companies Act 1956 (1 of 1956) and its statutory modifications.
(b) "The Company" means "KERALA SHIPPING AND INLAND NAVIGATION CORPORATION LIMITED".
(c) "The Office" means the Registered Office of the Company for the time being.
(d) "The Governor" means the Governor of Kerala and includes the Government of Kerala.
(e) "Member" means the duly registered holder from time to time of the shares of the Company.
(f) "Month" means Calendar month.
(g) "Person" includes Corporations as well as individuals,
(h) "Shares" means share capital of the Company.
3. Subject to the provisions of the Act and the Memorandum of Association and subject to the approval of the Governor, the Company may by a special resolution, alter and make provisions instead of or in addition to any of the regulations of the Company whether comprised in these Articles or not.
4. Deleted.
5. The company is a Government Company within the meaning of section 617 of the Act and the provisions of the Act in so far as they are applicable to a Government Company shall be applicable to this Company.

Share Capital

6. The Authorised share capital of the Company is Rs. 60,00,00,000 (Rupees Sixty Crores) divided into 60,00,000 (Sixty Lakh) equity shares of Rs. 100 (Rupees One Hundred) each.
7. Subject to the provisions of the Act and subject to the prior approval of the Governor, the Board of Directors shall have the power to increase or reduce the share capital of the Company.

- 8 Subject to the provisions of the Act and with the prior approval of the Governor, the Board of Directors shall have the power to issue the shares of the Company upon such terms and conditions and with such rights and priorities and privileges as to payment, allotment, money calls, etc., as the Board of Directors may determine.

Borrowing Power of the Company

9. Subject to the prior approval of the Governor, the Board may from time to time borrow any sum or sums of money and secure the repayment of such sum or sums of money in such manner and upon such terms and conditions as they deem fit and in particular by the issue of bonds or redeemable debentures or debenture stock or any mortgage, charge or other security on the undertaking of the whole or any part of the property of the Company (both present and future) including its uncalled capital for the time being.
10. Debentures, debenture stock, bonds or other securities may be made assignable free from any equities between the Company and the persons to whom the same may be issued.
11. Subject to the approval of the Governor and subject to the provisions of the Act, any debenture, debenture stock, bonds or other securities may be issued at a discount, premium or otherwise and with any special privilege as to redemption surrender, drawings, allotment of shares, attending general meetings of the Company, appointment of Directors and otherwise.

General Meeting

12. The Annual General Meeting of the Company shall be held in accordance with the provisions of section 166 of the Act.
13. The Directors may, whenever they deem fit and shall whenever so required by the Governor, call an Extraordinary General Meeting as provided by the Act.
14. Any General Meeting of the Company may be called by giving not less than fourteen days notice in writing specifying the place, day and hour of the meeting with a statement of the business to be transacted at the meeting. Such notice shall be served on every member in the manner provided in the Act. However, with the consent in writing of all the members entitled to receive notice of the same, any particular meeting may be convened by such shorter notice and in such manner as these members deem fit :

Provided, however, that where any resolution the notice of which is given to the Company under Section 190 of the Act and is intended to be passed as a Special Resolution at any General Meeting as required by section 189 (2) of the Act, notice of such meeting specifying the intention to propose the resolution as a Special Resolution shall be served:

Provided further, that if all the members entitled to attend and vote at such meeting so agree, a resolution may be proposed and passed as a Special Resolution at a meeting of which less than fourteen days notice has been given.

15. The accidental omission to give any such notice to, or the non-receipt of any such notice by any member shall not invalidate the proceedings at any meeting.
16. Two members personally present of whom one shall be a representative of the

Governor shall be the quorum for a General Meeting.

- (a) Subject to the provisions of the Act, the Governor so long as he is a share-holder of the company may from time to time, appoint one or more persons (who need not be a member or members of the company) to represent him at all or any of the meetings of the Company.
- (b) Any of the persons appointed under sub clause (a) of this Article who is personally present at the meeting shall be deemed to be a member entitled to vote and be present in person and shall be entitled to represent the Governor at all its meetings and to vote on his behalf whether on a show of hands or on a poll
- (c) The Governor may, from time to time, cancel any appointment made under sub- clause (a) of this Article and make fresh appointment.
- (d) The production at the meeting of an order of the Governor evidenced as provided in the Constitution of India shall be accepted by the Company as sufficient evidence of any such appointment or cancellation as aforesaid.

Directors

17. Number of Directors and qualifications. The number of Directors shall not be less than THREE and shall not be more than ELEVEN. The Directors are not required to hold any qualification shares.
 - (a) The officers of the State Government who are nominated on the Board of the Corporation will be given TA/DA eligible as per relevant provisions in K.S.R. and that no sitting fee will be paid to them.

Appointment of Directors

18. Subject to the provisions of the Act :
 - (i) The Directors shall be appointed by the Governor and shall be paid such salary and/or allowance and/or fees as the Governor may from time to time determine.
 - (ii) The Directors shall hold office for such terms as the Governor may determine.
 - (iii) The Governor shall have power to remove any Director appointed by him from office at any time in his absolute discretion and fill up any vacancy in the office of a Director caused by retirement, removal, resignation, death or otherwise.
19. Subject to Section 292 of the Act, the Board of Directors may from time to time delegate any of their powers to any Director, Directors or Committee of Directors.

Managing Director

20. The Governor may appoint one of the Directors to be the Managing Director.
21. The appointment of the Managing Director shall, subject to the provisions of the Act, be for such term and on such remuneration as the Governor may deem fit:

Provided that notwithstanding anything herein contained, the Governor may at any time in his absolute discretion remove or dismiss any Director from the office of the Managing Director and appoint another in his piece.

Chairman of the Board of Directors

22. The Governor may nominate a Director as Chairman of the Board of Directors and determine the period for which he is to hold office: Provided further that notwithstanding anything herein contained, the Governor may at any time and in his absolute discretion remove or dismiss any Director from the office of the Chairman and nominate another in his place.
23. The Chairman shall be entitled to preside over all meetings of the Board of Directors and the General body and shall exercise such powers as are from time to time delegated to him by the Board of Directors.
24. The Chairman shall reserve for the decision of the Governor, proposals of the decisions of the Board of Directors or any matter brought before the Board which in the opinion of the Chairman, raised an important issue and which is on that account fit to be reserved for the decision of the Governor. When any matter is reserved for the decision of the Governor, the Board shall proceed with the matter only after getting the approval of the Governor.
25. If no Chairman is appointed by the Governor or if at any meeting the Chairman is not present within 10 minutes after the time for holding the meeting, the Directors present may choose one of their members to be Chairman of the meeting.

Proceedings of the Board of Directors

26. Subject to the provisions of Section 285 of the Act the Directors may meet together for the conduct of business once at least in every three months and adjourn and otherwise regulate their meetings and proceedings as they deem fit.
27. One-third of the total strength of Directors (any fraction contained in that one-third being rounded off as one) or two Directors whichever is higher, shall be a quorum.

The Seal

28. The seal shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and in the presence of at least one Director.

Dividend and Reserve Fund

29. The Board of Directors may with the approval of the Governor, and subject to the sanction of the Company in general meeting and subject to the provision of section 205 of the Act declare a dividend or bonus to be paid or credited as paid upon the shares of the Company according to the respective rights of the different classes of shares. No larger dividend shall be declared by the Company than recommended by the Board.
30. Subject to such directions as may from time to time be issued by the Governor, the Directors may before recommending any dividend set apart out of the profits of the Company- such sums as they deem proper as a reserve fund to meet contingencies or for equalising dividends or for special dividends or for repairing, improving and maintaining any property of the company and amortisation of capital and for such other purposes as the Directors shall in their discretion deem conducive to the interest of the Company and may in their discretion invest such funds in such investments (other than shares of the company) as approved by the Governor or employ the reserve funds in the business of the Company as they

may from time to time deem fit.

31. The Directors may, with the approval of the Governor from time to time and subject to the provisions of all statutes in force, pay to the members such interim dividends as appear to them justified by the profits of the Company.
32. (i) Subject to the provisions of sections 205 and 208 of the Act, any General meeting declaring a dividend may resolve that such dividend be paid wholly or in part, in cash or by issuing fully paid up bonus shares or paying up any amount for the time being unpaid on any share held by the Company.
 - (ii) Where any difficulty arises in such distribution the Board may settle the same as it deems fit and expedient and in particular may issue fractional certificates and fix the value of distribution so that cash payment shall be made to any member upon the footing of the value so fixed in order to adjust the rights of all parties and may vest such specific assets in trustees as may seem expedient to the Directors.

Audit

33. Once in a year the accounts of the Company shall be audited.
34. The Company shall submit a copy of the Balance Sheet and Profit and Loss account with a copy of the Auditor's report to the Finance Secretary to the Government of Kerala who shall have the right to comment upon or supplement to the audit report in such manner as he may deem fit. Any such comment upon or supplement to the auditor's report shall be placed before the annual general meeting of the Company at the same time and in the same manner as the audit report. The Governor may call for such returns, accounts and other information with respect to the property and activities of the Company as may be required from time to time.

Indemnity and Responsibility

35. Right of Directors and others to indemnity- Subject to the provisions of Section 201 of the Act, every Director, Manager, Secretary and other Officer or employee of the Company shall be indemnified by the Company against any liability incurred by them in defending any proceeding whether civil or criminal in which judgment is given in their or his favour or in which they or he is acquitted or discharged or in connection with any application under section 633 of the Act, in which relief is given to them or him by the Court and it shall be the duty of the Board out of the funds of the Company to pay all costs, losses and expenses (including travelling expenses) which any such Director, Officer or employee may incur or become liable to by reason of any contract entered into or act or deed done by him or in any other way in the discharge of his duties as such Director, Officer or employee.

Not Responsible for Acts of Others

36. (i) Subject to the provisions of Section 201 of the Act no Director or other officer of the company shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or for joining in any receipt or other act for the sake merely of conformity, for any loss or expense 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 money of the company shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of the person. Company or Corporation, with whom any moneys, securities or effects

shall be entrusted or deposited or for any loss occasioned by any error of judgment or oversight on his part or for any other loss or damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happens through his own wilful act or default.

(ii) Without prejudice to the generality of the foregoing provisions it is hereby expressly declared that any filing fee payable on any document required to be filed with the Registrar of Companies on or any other payment to be made to the Registrar of Companies in respect of any act done or required to be done for the Company by any Director or other Officer by reason of his holding the said office, shall be paid and borne by the Company.

Secrecy

37. (1) Every Manager, Director, Auditor, Trustee, Member, of Committee, Officer, Servant, Agent, Accountant or other person employed in the business of the Company shall, if so required by the Board of Directors, before entering upon his duties, sign a declaration pledging himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required to do so by the Board of Directors, or a court of law, or by the provisions of the Act and except so far as may be necessary in order to comply with any of the provisions in these presents contained.

(2) No member not being a Director shall be entitled to enter upon the property of the Company or to visit or inspect any work done or being done by the Company, except with the permission in writing of the Managing Director or to require disclosure of any information regarding any detail of the Company's trading or any matter which is or may be in the nature of trade secret, or secret process or which may relate to the conduct of the business of the Company and which in the opinion of the Directors will be in expedient in the interest of the Company to communicate to the public or any person.

Books of Accounts

38. The books of accounts shall be kept at the Registered Office of the Company or at such other place or places as the Directors shall deem fit and shall, subject to the provisions of the Act, be open to inspection by the Directors during business hours.

Inspection

39. Any officer authorised by the Governor shall have the power to inspect the offices of the Company and to call for any information and records.

40. Finance Inspection (Works) Wing of the Finance Department of the Government shall have jurisdiction over the affairs of the company.

Directives from the Governor

41. (i) Notwithstanding anything contained in any of these articles, the Governor may from time to time, subject to the provisions of the Act, issue such directives or instructions as he may deem necessary in regard to the conduct of the business and affairs of the company and in like manner, may vary or annul any such directives. The Directors shall give immediate effect to such directives for instructions.

(ii) The Governor may give directives to the Company as to the exercise and performance of its functions in matters involving the national security or substantial public interest and ensure that the Company gives effect to such directives.

Prior Approval of Governor

42. The following matters shall require the prior approval of the Governor.
- (i) Prior approval of the Governor shall be obtained for appointment to all posts which carry a Scale of Rs. 2500-4000 or higher (in the 1993 pay revision) or its equivalent pay scale in future Pay revisions.
 - (ii) Any programme or capital expenditure for an amount which exceeds Rs. 1,00,00,000/-(One Crore) in cases which do not form part of the sanctioned estimates
 - (iii) Agreements involving foreign collaboration proposed to be entered into by the Company.
 - (iv) Sale, lease, exchange, mortgage and/or disposal otherwise of the whole or substantially the whole of the undertaking of the Company.
 - (v) Formation of subsidiary Company/Companies.
 - (vi) Winding up of the Company.
 - (vii) Any proposal mentioned in sub clause 20 of clause III (B) of the Memorandum of Association of the Company.
 - (viii) Promotion of a Company/Companies.
 - (ix) The annual budget of the Company in case there is an element of deficit which is proposed to be met by obtaining funds from Government.
 - (x) Matters relating to revision of scales of pay, Travelling Allowance and Dearness Allowance of the employees of the Company.
 - (xi) Rules of the company governing the conditions of service. Provident fund and other rules, creation of reserve and special funds.
 - (xii) Travel outside India on business tour or otherwise, by the Directors or employees of the Company.
 - (xiii) Extension of service or re-employment of persons who are on deputation from Government service, beyond the age of their retirement according to their service rule under the Government.
 - (xiv) Extension of service or re-employment of any employee of the Company beyond the age of retirement according to service rules applicable to him.
 - (xv) Appeals from awards or judgements of Labour Court/Industrial Tribunal/High Court etc. to higher courts.
43. The principles of reservation as applicable to Government appointments should be followed in the matter of all appointments".

Sl. No	Name	Address, description and occupation of subscriber	Signature
1.	Governor of Kerala	Represented by K. V. Rabindran Nair son of K Velayudhan Pillai, aged 40 years. Secretary to Government of Kerala, Finance Department residing at No 2 Jawahar Nagar, Trivandrum	Sd/-
2.	T. V. Swaminathan	Son of T. S. Venkata Subba Iyer aged 47 years, Special Secretary to Government of Kerala, Public Works Department, residing at T C. 18/990, Sastrinagar, Tr.vandrum.	Sd/-

3.	K. Manchukutty Menon	Son of P. Manchu Menon, aged 54 years, Additional Law Secretary and Law Officer, P. W. D., Government of Kerala, residing at Manchu House, Panicker's lane, Sasthamangalam, Trivandrum.	Sd/-
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Dated this the Twenty seventh day December 1975

Witness to the above signatures :

Signature of witnesses : sd/-

Name, address description and -
occupation of witness

P. Madhavi Amma, aged 49,
Daughter of R. Gopala Pillai under Secretary,
Public Works Department residing at
Sasthamangalam, Trivandrum