

**THE COMPANIES ACT, 2013**

**(COMPANY LIMITED BY SHARES)**

**MEMORANDUM OF ASSOCIATION**

**OF**

**KILKOTAGIRI AND THIRUMBADI PLANTATIONS LIMITED**

1. The Name of the Company is **KILKOTAGIRI AND THIRUMBADI PLANTATIONS LIMITED**
2. The Registered Office of the Company will be situated in the State of Kerala
3. The Objects for which the Company is established are:-

**CLAUSE 3(A) -The objects to be pursued by the company on its incorporation are:-**

1. To cultivate tea, rubber, coffee, pepper, clove, coca, arecanut, cinchona, fruits, vegetables and other produce, and to carry on the business of planters in all its branches, to carry on and work the business of cultivators, winners and buyers of every kind of timber, tea, rubber, coffee, pepper, clove, coca, mineral, or other produce of the soil, to prepare, manufacture and render marketable any such produce, and to sell, dispose of, export and deal in any such produce, either in its prepared, manufactured or raw state, and either by wholesale or retail.
2. To carry on the business of planters, growers, and cultivators of rubber; to establish, acquire, develop, and manage rubber plantations within and outside India; to reclaim and process rubber, latex, and other products derived from natural rubber trees; and to purchase, sell, import, export, manufacture, and deal in rubber and rubber-related articles of any description, whether made from natural or synthetic rubber.
3. To carry on the business of agriculture, horticulture, floriculture gardening and plantation and garden and plantation produced of all kinds and in particular milk, cream, butter, cheese, fruit, and vegetable and to carry on business as cow keepers, farmers, tillers and market gardeners and as manufacturers of all kinds of condensed milk, pickles cider and provisions of all kinds.
4. To carry on the business of leasing of immovable properties including estates, workshops, godowns, sheds, buildings, banquet halls, stores, flats, warehouses, shops, hotels, guest house, resorts, factories, garages, plants and machines, equipment, apparatus, instruments, appliances, furniture, fixtures, fittings, utensils, tools, vehicles, and earth moving machines installations.

5. To search for get, win, raise, make marketable and use, sell and dispose of coal, oil, iron, clay stone, precious and other metals, minerals and other substances or products on within or under any property of the Company, and to grant prospecting and mining and other licenses, rights or privileges for such purpose.

**CLAUSE 3(B) Matters which are necessary for furtherance of the Objects specified in clause 3(A) ARE:**

1. To enter into partnership with any individual, firm, company or corporation whether Indian or foreign for any collaboration, technical or otherwise or for imparting or obtaining any technical know-how, expert advice or information on such terms and conditions as may seem necessary and expedient.
2. To purchase, take on lease or otherwise acquire, land, building, plant, equipments, machinery and tools for the purpose aforesaid and to construct, erect and equip stores, dwellings and to work the same.
3. To import, export, buy, sell, exchange, alter, improve, manipulate, prepare for market and otherwise deal in all kind of plant, machinery, apparatus, tools, utensils, substances, material and things, necessary or convenient for carrying on any of the above specified business.
4. To enter into agreements and arrangements with any government or authorities, supreme, municipal, local, or otherwise which may seem conducive to the company's objectives or any of them; to obtain from any such government or authority any rights or privileges or concessions which the company may think desirable to obtain in connection with its business and to carry out, exercise and comply with any such agreements, rights, privileges or concessions.
5. To vest any movable or immovable property, rights or interest acquired by or received or belonging to the company in any person or persons or company on behalf of or for the benefits of the company and with or without any declared trust in favour of the company.
6. To acquire and take over the whole or any part of the business, goodwill, trade-marks, properties and liabilities of any person or persons, firms, companies or undertaking, either existing or new, engaged in or carrying on or proposing to carry on any business which this company is authorized to carry on and to pay for the same either in cash or in shares or partly in cash or in shares or otherwise.
7. To insure with any person or company against losses, damages, risks, and liabilities of any kind which may affect the company either wholly or partially, and if thought fit, to effect any such insurance by joining or becoming a member of any mutual protection or indemnity association, federation or society and to accept any such insurance, or any part thereof for the account of the company.

8. To pay all or any of the expenses incurred in connection with the promotion, formation and incorporation of the company or to contract with any person, firm or company and to pay for the same and to pay commission to brokers and other for underwriting, placing, selling or guaranteeing the subscription for any share, debentures, debenture stock or securities of this company.
9. To apply for, promote and obtain the incorporation, registration or other recognition of the company, state or place and to establish and regulate agencies for the purpose of the company's business and to apply or join in applying to any Parliament, Local Government, Municipal or other Authority or body, for any acts or Parliament laws, decrees, concessions, orders, right or privileges that may seem conducive to company's objects and to oppose by lawful means any proceedings or application which may seem calculated directly or indirectly to prejudice the company's interest.
10. To borrow or raise or secure payment of any money raised or to be raised or to secure or discharge any debt or obligation binding on the company in such manner as may be thought fit or to issue debentures (including debentures convertible into shares), debenture stock, bonds, obligations and securities of all kinds and to frame, constitute and secure the same as may seem expedient with full power to make the same transferable by delivery or by instrument of transfer or otherwise and either perpetual or terminable and either redeemable or otherwise and to charge or secure the same by trust deed or otherwise on the undertaking of the company or upon any specific property or rights, present or future, of the company including uncalled capital or otherwise howsoever.
11. To incur debts and obligations for the conduct of any business of the company and to purchase or hire the goods, materials or machinery on credit or otherwise for any business or other purpose of the company.
12. To open current or deposit accounts with any bank or bankers, shroff or merchant in any part of the World and to pay into and draw money from such accounts.
13. To advance and lend money to any person, association, firm or company with or without security or wholly or partly secured on any terms upon any description of property, movable or immovable, existing or future, on securities, policies, shares, bonds, debentures, debenture stock, letters of credit, promissory notes, bills of exchange and other negotiable instruments, goods, wares and merchandise, bills of lading and other mercantile indicia or tokens and to deposit money with or without security with other companies or with any person, association of individuals or firms upon such terms as may be thought proper and from time to time to vary transactions in such names as the company may think fit.
14. To create any depreciation fund, reserve fund, sinking fund, insurance fund or any other special fund, whether for depreciating or for repairing, improving, extending or maintaining any of the property of the company or for any other purpose conducive to the interests of the company.

15. To provide for the welfare of directors or employees of the company by building or contributing to the building of house or dwellings or quarters or by grants of money, pensions, gratuities, allowances, bonuses, insurances, profit sharing, bonuses or benefits or any other payments, subscribing or contributing to provident and other associations, institutions, funds, profit sharing or other schemes or trusts and providing or subscribing or contributing towards places of instruction and recreations, hospitals and dispensaries, medical and other assistance as the company shall think fit.
16. To establish, join, support or aid in the establishment and support of associations, institutions, hospitals, funds, trusts and conveniences calculated to benefit employees or ex-employees of the company or the dependents or connections of such persons or the public and to make payment towards insurance and to subscribe, contribute or guarantee money for charitable or benevolent objects or for any exhibitions, the support of which will, in the opinion of the company, lead to the increase of its reputation or goodwill among its employees, customers, agents or the public.
17. Subject to the provisions of Section 52 of the Companies Act, 2013 to place to reserve otherwise to apply as the company may from time to time think fit, any money received by way of premium on shares and debentures issued by the Company on premium.
18. Subject to the Companies Act, 2013 to indemnify officers, directors, employees of the company or persons otherwise concerned with the company against proceedings, cost, damages, claims and demands in respect of anything done or rendered or ordered to be done by them for and in the interest of the company or any damage or misfortune whatever that may happen in the execution of the duties of their office and/or in relation thereto.
19. To establish Overseas Branch(s), Warehouse(s), offices both in India and abroad.
20. To enter into partnership or into any arrangements for sharing profits, amalgamation, union of interests, co-operation, joint venture, reciprocal concession or otherwise with any Government authority, person, firm or company carrying on or engaged in, or about to carry on or engage in any business undertaking or transaction the company is authorised to carry on, and to lend money to guarantee the contracts of or otherwise assist any such person, firm or company, and to place, take, or otherwise acquire and hold shares or securities of any such person, firm or company, and to sell, hold, re-issue with or without guarantee or otherwise deal with the same.
21. To deploy the surplus or idle funds which are not immediately required by the company in such investments inclusive of securities, shares, debentures, bonds, financial instrument, mutual fund units, gilt edged securities, derivatives and such other forms of investments as may be deemed fit and proper in the opinion of the Board of Directors, either as investment or as a business without doing banking business within the meaning of Banking Regulations Act, 1949 and the rules, regulations and directions framed thereunder.

22. To act in the best interest of the members in the execution on of any or all the objects for which the company is established, either as principals or agents of members or otherwise.
23. Subject to any applicable law for the time being in force to act as agents of any business or other undertaking and generally, subject as aforesaid, to undertake or take part in the management, supervision or control of the business or operations of any person, firm, body corporate, association or other undertaking and for such purposes to appoint and remunerate any officers of the Company, accountants or other experts or agents.
24. To apply for, register, purchase or by other means acquire and protect, prolong, and renew, sell whether in India or elsewhere, any patents, patent right, Brevets D'invention, licenses, trademarks, designs, protections and concessions which appear likely to be advantageous or useful to the Company and to use and turn to account and or grant licenses or privileges in respect of the same and to expend money in experimenting upon, testing and in improving or seeking to improve any patents, inventions or rights which the company may acquire or propose to acquire.
25. To amalgamate, demerge, or restructure by means of a scheme of arrangement or otherwise, with any other company or companies having objects altogether or in part similar to those of this Company, and to enter into any arrangement or agreement for the transfer, vesting, or division of any undertaking, business, assets, liabilities, or shares, in accordance with applicable laws and regulations.
26. To train or pay for training in India or abroad of any of the Company's employees or any candidate in the interest of or for furtherance of the Company's main objects.
27. To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the business which this company is authorized to carry on and as part of the consideration for such acquisition, to undertake all or any of the liabilities of such person, firm or company or to acquire an interest in, amalgamate with or enter into partnership or into any arrangement for sharing profit or for co-operation or for limiting competition or for mutual assistance with any such person, firm or company and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon and to hold and retain or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
28. To apply for, promote and obtain by any Act of Legislature or other authority for enabling the company to carry any of its objects into effect or for effecting any modification of the company's constitution or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the company's interest.

29. To guarantee the payment of the money and the performance of contracts or engagements entered into by any company or person, and to secure the payment of money and performance of any contracts or engagements entered into by this or any other company or person or firms, and to discharge any debt or other obligation of or binding upon this or any other company or person or to secure the same by creating mortgage and charges upon all or any part of the undertaking, property and rights of the company (either present or future or both) including its uncalled capital or by creation or issue of debentures, debenture stock or other securities or by any other means.
30. To sell, let, exchange, transfer, lease, mortgage or otherwise deal with the undertaking of the company or any part thereof for such consideration as the company may think fit and in particular for shares, debentures or securities of any other company.
31. Subject to the restrictions contained in the Banking Regulations Act, 1949 without carrying on the business of banking, to borrow money on deposits repayable at fixed dates from members, directors of the company or public for the business of the company on such terms as may seem expedient.
32. To draw, accept and make, and to endorse, discount and negotiate promissory notes, hundies, bills of exchange, bills of lading and all negotiable instruments as the company may think fit.
33. To procure the company to be registered or recognized in any part of the World.
34. To refer or agree to refer to arbitration, any claim, demand, dispute, legal proceedings or any other question by or against the company or in which the company is interested or concerned.
35. To establish, provide, maintain and conduct or otherwise subsidise research laboratories, experimental stations, workshops and libraries for scientific, industrial and technical research and experiments, to undertake and carry on scientific, industrial, economic and technical research, surveys and investigations, to promote studies, research, investigations and inventions both scientific and technical by providing, subsidizing, endowing or assisting laboratories, colleges, universities, workshops, libraries, lectures, meetings, exhibitions and conferences and by providing for the remuneration to scientists, professors or teachers and the award of scholarships, grants and prizes to students, research workers and inventors or otherwise and generally to encourage, promote and reward studies, research, investigations, experiments, tests and inventions of any kind that may be considered likely to assist or benefit directly or indirectly any of the business, which the company is carrying on or is authorized to carry on.

36. To make donations to such persons or institutions, as may be thought directly or indirectly conducive to any of the company's objects, and in particular to remunerate any person or undertaking introducing business to this company, and also to subscribe, contribute or otherwise assist or guarantee money for charitable, scientific, religious or benevolent, national, public, cultural, educational or other institutions, but not to any political party or political purpose.
37. To establish and maintain or procure the establishment and maintenance of any contributory pension or superannuation funds for the benefit of, and give or procure the giving of donation, gratuities, pensions, allowances or emoluments to any persons who or were at any time in the employment or service of the company, who are or were at any time Directors or Officers of the company or as aforesaid, and the wives, widows, families, dependents of any such person and also to establish and subsidise and subscribe to any institutions, associations, clubs, or funds, calculated to be for the benefit of or to advance the interest and well-being of the company or as aforesaid and make payments to or towards the insurance.
38. To improve, manage, work, develop, lease, mortgage, abandon or otherwise deal with all or any part of the property, rights, and concessions of the company.
39. To apply for and obtain registration, license, membership with all or any of the Authorities, Councils, Boards, Commissions, Federations, Corporations, Associations, and Authorities established by the Government with the approval of Reserve Bank of India under the Foreign Exchange Management Act, 1999.
40. To sell the company as a going concern in accordance with the provisions of the Act.
41. To distribute any of the property of the company among the members in specie in the event of winding-up but so that no distribution amounting to a reduction in capital be made without the sanction of the court, if requisite.
42. To do all event and every things necessary, suitable or proper for the accomplishment of any of the purposes for the attainment of any of the objects of the Company.
43. To purchase, exchange or otherwise any movable or immovable property and any rights or privileges which the Company may deem necessary or convenient for the purpose of its main business.
44. To Maintain and Start Various Websites, Blogs by the Company for Providing Assistance to its Clients Relates to the Main business Services or its Brand Building in Markets and Advertising of Company Services to Public, So that Company can reach huge numbers of Consumers who may opt services of the company. All the Facility allows and provide within the Laws of the Subject Country where the Services would be rendered by the Company.
45. To undertake or promote scientific research relating to the main business or class of business of the Company.

46. To undertake and execute any trusts, the undertaking of which may seem to the Company desirable, either gratuitously or otherwise.
  47. To establish or promote or concur in establishing or promote any company for the purpose of dealing all or any of the properties, rights and liabilities of the Company.
  48. To employ agents or experts to investigate and examine into the conditions, prospects value, character and circumstances of any business concerns and undertakings and generally of any assets properties or rights which the Company purpose to acquire.
  49. To pay for any property or rights acquired by or for any services rendered to the Company and in particular to remunerate any person, firm or company introducing business to the company either in cash or fully or partly-paid up shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise or by any securities which the company has power to issue or by the grant of any rights or options or partly in one mode and partly in another and generally on such terms as the company may determine.
  50. To send out to foreign countries, its director, employees or any other person or persons for investigation possibilities of main business or trade procuring and buying any machinery or establishing trade and business connections or for promoting the interests of the company and to pay all expenses incurred in the connection.
  51. To appoint agents, sub-agents, dealers, managers canvassers, sales, representatives or salesmen for transacting all or any kind of the main business of which this company is authorised to carry on and to constitute agencies of the company in India or in any other country and establish depots and agencies in different parts of the world.
4. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
  5. The Authorised Share Capital of the Company is Rs.2,40,00,000/- (Rupees Two Crore and Forty Lakhs Only) divided into 24,00,000 (Twenty Four Lakhs Only) equity shares of Rs.10/- (Rupees Ten Only) each.



We, the several persons, whose names 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 against our respective names:-

Name, Address, Description, age and Occupation of Subscribers	Number of Equity Shares taken by each Subscriber (Both words & figures)	Witness to the Signature
JOHN CHRISTIE (Perice Leslie & Co., Calicut)	1000	H.N. Cobban
H. RINNE (Perice Leslie & Co., Feroke)	1000	
G.A. MARSH (Perice Leslie & Co., Calicut)	500	
ROBERT SMITH WILSON (Perice Leslie & Co., Calicut)	1000	
C.R.T CONGREVE (Perice Leslie & Co., Calicut)	500	
J. DELL (Perice Leslie & Co., Cochin)	500	
H.R. HAIGH (Perice Leslie & Co., Cochin)	500	

Dated this 26<sup>th</sup> day of October 1919