

**MEMORANDUM OF ASSOCIATION
OF
MALANKARA PLANTATIONS LIMITED**

1. The Name of the Company is MALANKARA PLANTATIONS LIMITED.
2. The Registered Office of the Company will be situated in Kerala State.

***3. (A) The main objects to be pursued by the Company are:**

To acquire by purchase or otherwise, and to carry on the business of rubber and tea estate owners, planters, growers, exporters, importers, processors and manufacturers of and dealers in all kinds of rubber and gutta-percha, and gums of every description, tea, cocoa, coffee, coconuts, spices, cinchona, cereals, cotton flax, coconut fibre, copra, pepper, cardamom, vanilla, jatropha, strawberry, arecanut, fruits, guano and vegetable, horticultural and agricultural crops.

(B) The objects incidental or ancillary to the attainment of the above main objects are:

- (1) To acquire by purchase and otherwise, or take in exchange or hire and manage, develop, work, sell, lease and otherwise deal in and dispose off any real or personal property and any interests, options, rights, concessions and grants in respect of lands bearing or capable of bearing any of the products mentioned in the main clause, and to turn the same to account in such manner as the Directors of the Company may think fit, and in particular by clearing, cultivating, planting, irrigating, draining, fencing, building, farming and grazing.
- (2) To employ and pay fees, costs, charges and expenses of agents, including persons, corporations, experts, counsel, solicitors, and all persons useful, and supposed to be useful in examining, investigating, exploring, surveying and securing the title, value, prospects and condition of any leases, concessions, lands, undertaking, assets and other rights and claims proposed to be acquired by the Company.
- (3) To acquire, hold, renew, use, sell, assign, lease, grant licences, mortgage, pledge or otherwise dispose off in any part of the world any patent rights, designs, licences and privileges, inventions, improvements and processes, copyrights, trade marks, trade names, concessions, formulae, brevets d'invention and the like conferring any exclusive or non-exclusive or limited right to their use or any secret and other information to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, or grant licenses in respect of or otherwise turn to account the property right or information so acquired and to expend money in experimenting upon, testing or improving any such patents, inventions or rights.
- (4) To acquire and carry on all or any part of the business or property, and to undertake any liabilities of, and to assist and subsidise any person, firm, association, or company possessed of property suitable for any of the purposes of this Company or carrying on any business which this Company is authorised to carry on, or which can be conveniently carried on in connection with the same or which may seem to this Company calculated directly or indirectly to benefit this Company, and as the consideration for the same, to pay cash or to issue, transfer or assign any shares, stocks, debentures or obligation (whether fully or partly paid or satisfied) of this Company, or of any other company, or partly in one mode and partly in another.
- (5) To amalgamate or merge with other companies, enter into partnership or into any arrangement for sharing profits, joint venture, reciprocal concession, and other wise with any person or persons, firm, association or company and carry on any business or transaction capable of being conducted so as directly to benefit this company and to take or otherwise acquire shares or securities of any such company.
- (6) To distribute any property or assets of the Company including any proceeds of sale or disposal of any property or assets of the Company or the shares, stocks, debentures or obligations of any other company amongst the members of this Company in specie.

Substituted by amendment to the object clause vide special resolution passed by postal ballot and adopted at the meeting of the Board of Directors on 10th March 2006, vide report dated 04/02/06 from P. Sivakumar, Company Secretary in Practice (CP. No. 2210)

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For Malankara Plantations Ltd.


Managing Director

- (7) To contract for, negotiate and issue loans of every description, to invest money by way of advance or loan with or without interest to any person or persons, firm association or company, and particularly to any employee of this Company, or upon the security of any property or securities or in any investment whatever, and to make, draw, accept, endorse, negotiate, discount, buy, sell and deal in bills, notes, warrants, coupons, and other negotiable or transferable instrument securities or documents.
- (8) To borrow or raise or secure the payment of money in such manner and on such terms as the Directors may deem expedient, and for those purposes to mortgage or charge the undertaking and all or any part of the property and rights of the Company, present or future, including uncalled capital and to purchase, redeem or pay off such securities.
- (9) To deal with and invest money of the Company in shares, stocks, debentures, mutual funds, derivatives, futures options and other securities and obligations of any other person or company.
- (10) To pay for any business, property, rights, privileges or concessions, acquired or agreed to be acquired by this Company, and generally to satisfy any payment by or obligation of this Company in cash or by the issue or transfer of shares of this or any other company credited as fully or partly paid up, or of debentures or other securities of this or any other company.
- (11) To sell, exchange, let, develop, dispose of or otherwise deal with the undertaking or property of the Company, or all or any part thereof, upon such terms, as the Company in general meeting may think fit, with power to accept as the consideration, any shares, stocks, debentures or obligations of any other company.
- (12) To promote or assist in contract with any persons, firm, association or company for the promotion of any company or companies, business or undertaking, for the purpose of acquiring all or any of the property and liabilities of this Company, or for any other purpose which seems directly or indirectly calculated to benefit this Company, and to lend money and enter into guarantees upon any terms for the placing of or underwriting shares, debentures or debenture stock of any such company.
- (13) To remunerate or make donations (in cash or by the issue of fully or partly paid shares or debentures of this or any other company or in any other manner the Directors may think fit) to any person or persons, whether Directors, Officers or Agents of this Company or not, for services rendered or to be rendered in placing or assisting to place any shares in the Company's capital, or any debentures, debenture stock or other securities of this Company or for the conduct of its business.
- (14) To grant pensions, allowances, gratuities and bonuses to employees or ex-employees of the Company, or the dependents of such persons and to support or subscribe to any funds, institutions or organisations whether charitable, public, political, religious, recreational or of similar character and to undertake and carry out rural or urban development programmes for promoting social and economic welfare of or the upliftment of the public in any rural or urban area including maintenance of footpaths, roads, bridges, drains, construction of garbage processing units, providing safety devices for vehicles, passengers and pedestrians.
- (15) To pay all or any expenses incurred in connection with any contract with any person, firm or company to pay for incorporation, registration or other recognition of the Company in any country, state or place and to establish and regulate agencies for the purpose of the Company's business.
- (16) To pay commissions to brokers and others for underwriting, placing, taking, selling, guaranteeing the subscription of or obtaining application for any shares, debentures or securities of this Company or of any company promoted by this Company.
- (17) To enter into any arrangement with any Government or authority supreme, municipal, local or otherwise and to obtain from any such Government or authority all rights, decrees, concessions and privileges that may seem conducive to this Company's objects or any of them.

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For Malankera Plantations Ltd.

Managing Director

- (18) To apply the assets of the Company in any way in or towards the establishment, maintenance, or the protection of the interest of masters, owners and employers against loss by bad debts, strikes, combinations, fire accidents or otherwise or for the benefits of any clerk, workman or others at any time employed by the Company or their families or dependents and whether or not in common with other persons or classes of persons and in particular of friendly co-operative and other societies.
- (19) To carry on any other business that may seem to this Company capable of being conveniently carried on in connection with any business which this Company is authorized to carry on or calculated to enhance the value of or render profitable any of this Company's properties or rights.
- (20) To carry out all or any of the foregoing objects in any part of the world, either as principals, agents, contractors, trustees or otherwise and either alone or in conjunction with any other person, firm, association or company, and either by or through agents, sub-contractors, trustees or otherwise.
- (21) To enter into, make and perform contracts of every kind descriptions, agreements and, arrangements with any person, firm, company, association or corporation.
- (22) To carry on any business or branch of a business which this Company is authorized to carry on through the agency of any subsidiary company or companies and to enter into any arrangement with any such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on, or for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangements which may seem desirable with reference to any business or branch so carried on including power at any time either temporarily or permanently to close any such business or branch and to appoint Directors or Managers of any such subsidiary company.
- (23) To purchase, take on lease or license or in exchange, hire or otherwise any real and/or personal property and any rights or privileges which the Company may think necessary and convenient for the purpose of its business or which may enhance the value of any property of the Company and in particular, any land (free hold, lease hold, or other tenure), building, easement, machinery, vehicles, boats, aircrafts, plant and stock-in-trade and on any such lands to erect buildings, factories, sheds, godowns or other structures for the works and purposes of the Company and also for the residence and amenity of its employees, staff and other workmen and erect and install machinery and plant and other equipments deemed necessary or convenient or profitable for the purposes of the Company and either to retain any property to be acquired for the purpose of the Company's business or to turn the same to account as may seem expedient.
- (24) To vest any real or personal property, rights or interest acquired by or belonging to the Company to any person or company on behalf of or for the benefit of the Company and with or without declared trust in favour of the Company.
- (25) To build, construct, maintain, enlarge, pull down, remove or replace, improve or develop and to work, manage and control buildings, offices, factories, mills, foundries, refineries, furnaces, godowns, warehouses, shops, roads, machinery, engines, railways, tramways, roadways or other means of transport sidings, bridges, reservoirs, dams, watercourses, water systems, power houses, wharves, electrical works, gas works or works operated by any kind of power and also such other machinery, equipment, conveyances, directly or indirectly to advance the interests of the Company and to subsidise, contribute to or otherwise assist or take part in doing any of these things and/or to join with any other person or company or with any Government or Government authority in doing any of the above things.
- (26) To let on lease or on hire purchase system or to lend or otherwise dispose off any property belonging to the Company and to finance the purchase of any article or articles, made by the Company, by way of loans or by the purchase of any such article or articles, and letting thereof on the hire-purchase system or otherwise howsoever.
- (27) Subject to the provisions of section 58-A of the Companies Act 1956, and the directions of the Reserve Bank of India, to borrow or raise money, or to receive

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For Melankara Plantations Ltd.


Managing Director

money on deposit or loan at interest or otherwise in such manner as the Company may think fit and in particular by the issue of debentures, or debenture-stock (perpetual or otherwise) and convertible into shares of this or any other company and to secure the repayment of any such money borrowed, raised or received or owing by mortgage, pledge, charge or lien upon all or any of the property, assets or revenue of the Company (both present and future) including its uncalled capital and to give the lenders or creditors the power of sale and other powers as may seem expedient and to purchase, redeem or pay off any such securities and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or other person, firm or company of any obligation undertaken by the Company or any other person, firm or company as the case may be and to guarantee the debts and the contracts of customers.

- (28) To subsidise, assist and guarantee the payment of money or performance of any contract, engagement or obligation by any person or company and in particular, customers of the Company or any persons or companies with whom the Company may have or intends to have business relations.
- (29) To adopt such means of making known and advertising the business and products of the Company as may seem expedient.
- (30) To acquire from any person, firm or body-corporate whether in India or elsewhere technical information, know-how, processes, engineering manufacturing and operating data, plans, layouts and blue prints useful for the design, erection and operation of plant required for any of the business of the Company and to acquire any grant or licence and other rights and benefits in the foregoing matters or things.
- (31) To refer or agree to refer, any claim, demand, dispute or any other question by or against the Company or in which the Company is interested or concerned and whether between the Company and the members or his or their representatives or between the Company and third parties, to arbitration in India or any place outside India and observe and perform and to do all acts, deeds, matters and things to carry out or enforce the awards.
- (32) To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory provident, gratuity, pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to the persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or who are or were at any time the Directors or Officers of the Company, or of any such other Company as aforesaid, and the wives, widows families and dependents of any such persons, and also establish, subsidise and subscribe to any institutions, associations, clubs or funds calculated to benefit or advance the interests and well being of the Company or any such other company as aforesaid and make payments to or towards, the insurance of any such person as aforesaid and to any of the matters aforesaid either alone or in conjunction with any other company as aforesaid.
- (33) To give to any officers, servants, or employees of the Company any share or interest in the profits of the Company's business or any branch thereof and whether carried on by means or through the agency of any subsidiary company or not and for that purpose to enter into any arrangements, the Company may think fit.
- (34) To train or pay for the training in India or abroad of any of the Company's employees or any candidate in the interest or for furtherance of the Company's objects.
- (35) To do all such other things as are incidental or conducive to the attainment of the above objects.
- (36) And it is hereby declared that the word "Company" in the above clauses, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in India or elsewhere, and the intention is that the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be in no wise limited or restricted by reference to or inference from the terms of any other paragraph or the name of this Company.

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For Malankara Plantations Ltd.


Managing Director

(C) **The other Objects of the Company not included in (A) and (B) above are:**

- (1) To carry on the business of timber merchants, contractors, engineers, general merchants, provision merchants and traders in every kind of commodity.
- (2) To construct, maintain, develop, build, work, manage, carry out, and control any roads, railways, viaducts, aqueducts, canals, houses, flats, apartments, stores, reservoirs, watercourses, manufactories, warehouses, telegraph and telephone lines, powerhouses, gas and electric works, and other public works and conveniences and to generate, distribute, sell, transfer, license, subsidise or otherwise dispose electric or any other kind of power.
- (3) To carry on the business of breeders of cattle, horses, mules sheep and other animals, birds and fish and dealers in all kinds of animal products.
- (4) To explore, acquire, work, exercise, develop, and turn to account any mines, metalliferous land, and mining rights, privileges, options, licenses, and concessions in and over any lands containing or supposed to contain minerals and to carry on the business of minerals and mining engineers, and to search for, raise, win, get, quarry, crush, smelt, calcine, refine, dress, amalgamate, manipulate and prepare for market, metal and mineral ores of all kinds.
- (5) To engage in the business of acquisition, investment, to act as stockists, importers and exporters and dealers in all kinds and varieties of precious and semi-precious metals, precious stones and semi-precious stones, gold, silver, jewellery, ornaments made of gold or in precious metals, paintings, artifacts and antiques.
- * (6) To carry on business as manufacturers, operators, dealers, distributors, stockists, buyers, sellers, repairers, clearers, importers, exporters or agents of motor cars, trucks, forklifts, lorries and carriages, motorcycles, mopeds, scooters, bicycles, tractors, earthmoving equipments, trailers and other vehicles, aircrafts, boats, ships and other vessels drawn by power, railway locomotives and rolling stock, agricultural machinery and emplacements, pumps and machineries and spareparts, engines, motors, accessories, components, tools, ancillaries, batteries, glass panels and sheets, apparatus, fittings, furnishing materials, tyre, valves, paints, lubricants, fuel oils, carbon brushes, gas or other materials and to let out, hire or otherwise, automobiles and other vehicles, implements, machines and any of the aforementioned products or things.
- (7) To carry on business as manufacturers, processors, re-rollers, refiners, smelters, converters, producers, exporters, importers, traders, dealers, distributors, stockists, buyers, sellers, agents or merchants in all kinds and forms of ferrous and non-ferrous metals, ferro-alloys, iron and steel including mild, high carbon, spring, high speed, tool, alloy, stainless steel, iron metals, copper, aluminium and alloys, ingots, billets, bars, joints, rods, squares, structurals, tubes, poles, sheets, castings, wires, rails, rolling materials, rollers, semi-manufactured and other materials made wholly or partly of iron, steel, alloys and metals required in or used for industrial, defence, agricultural, transport, commercial, domestic, building, power transmission and or construction.
- (8) To carry on business as transporters of goods, passengers, livestock and materials by road, rail, waterways, sea or air and to own, purchase, take or give on lease, charter or hire or otherwise run, use, build or acquire, transport vehicles, ships and carriers of all kinds required for the transport business, to carry on business as ship owners, ship builders, charterers of vessels, dock owners, warehousemen, and wharfingers and to carry on the business as manufacturers, dealers and agents of all types of spareparts, components and ancillaries warehousemen and booking agents, insurance agents, clearing and forwarding agents and to organize, maintain and operate transportation services throughout the world.
- (9) To plant, grow, cultivate, produce and raise, purchase sell, repurchase, resell, manufacture, deal in or turn to account or otherwise dispose off or crush oil seeds, grains, tobacco, paddy, corn, sugar, grass, trees, timber, crops and natural products of any kind whatsoever and all descriptions of traditional, non-traditional, agricultural, industrial, medicinal and aromatic plants of all types and descriptions and lemon grass and any type of oils for therapeutic, medicinal and other purposes and sericulture, apiculture, poultry farming, aquaculture and similar other activities.

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For Malankara Plantations Ltd.
M. M. M.
Managing Director

* Pursuant to Section 149 (2A), 101st Annual General Meeting dated 26/09/2012 unanimously resolved to carry on the business activities as covered under the Other Object Clause [No. 3(C) (6)] and filed required returns with the ROC, e form 23 - SRN -60369071 dated 24/10/2012, e form 20A - SRN -60369147 dated 24/10/2012

(10) To carry on business as promoters of tourism, tour operators and travel agents, builders, contractors, managers, designers, consultants and developers of land, property and real estate in all its aspects and to acquire by purchase and otherwise or take in exchange or hire and establish, construct, manage, develop, work, sell, lease, rent and otherwise deal in and dispose of hotels, resorts, motels, restaurants, cafes refreshment rooms and lodging houses, apartments, offices, shops, caterers and licensed victuallers and to provide for tenants and occupiers thereof all or any of the conveniences provided in hotels, clubs, letting or subletting.

(11) To develop, sell, lease, import, export, assemble, work upon or otherwise deal in computer software and software products and procedures.

(12) To act as harvesters, purifiers, bottlers, packagers and marketers of drinking water.

(13) To act as agents for the purchase, sale, improvement, management and dealing with all kinds of property and business concerns and undertakings and generally to transact all kinds of agency business.

4. The liability of the members is limited.

*5. The authorised share capital of the company is Rs.4, 00, 00,000/- (Rupees four crore) divided into 40,00,000 (forty lakhs) shares of Rs.10/- each with power from time to time to increase or reduce its capital or to consolidate or sub-divide shares and to issue any part of the original or increased capital with such preferences, priority, rights or privileges or subject to such restrictions or with rights postponed or deferred or with any special voting rights or without voting rights, as may be deemed expedient.

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 opposite our respective names.

Name, description and address of subscribers	Number of shares taken by each subscriber
1. C. P Philipose Kassisa, Manager, Syrian Christian High School, Thiruvalla, Secretary to His Grace The Marthoma Syrian Metropolitan,	20 shares
2. John Chandy, Superintendent, C.M.S Press Kottayam	25 shares
3. S Ramaswami Iyer, Cashier, Bank of Madras Alleppey	100 shares
4. S Parameswaran Pillai BA BL Arakkal House, Kadappra, Thiruvalla or Parur	25 shares
5. K V Chacko, BA LT, Kayalathu House, Mallappalli, Thiruvalla or MD Seminary Kottayam	25 shares
6. CP Joseph, Merchant, Chengannor	1 share
7. P J John of Messers P John & Sons, Oil Mills, Alleppey	100 shares
8. K C Mammen Mappillai B A, Editor, Malayala Manorama, Kottayam.	50 shares

NOTE:- The Authorised Capital of the Company was subsequently subdivided and increased as per following General Body resolutions:-

1. Special Resolution 25.09.1953:-

"Resolved that each of the Fifteen thousand existing fully paid-up shares of Rupees Thirty each forming the capital of the company shall be divided into three fully paid-up shares of Rupees Ten each."

*By passing Special resolution at the 111th AGM dated 30/09/2022

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For Malankara Plantations Ltd.


Managing Director



2. Ordinary Resolution dated 25.09.1953:-
"Resolved that the Authorised Capital of the Company be increased from Rs. 4,50,000/- to Rs. 18,00,000/- by the creation of 135,000 shares of Rs. 10/-each."
3. Ordinary Resolution dated 23.01.1973:-
"Resolved that the Authorised Capital of the Company by increased from Rs. 18,00,000/- to Rs. 22,50,000/- by the creation of 45,000 more equity shares of Rs. 10/-each."
4. Ordinary Resolution dated 27.03.1981:-
" Resolved that the Authroised Capital of the Company be increased from Rs. 22,50,000/- to Rs. 75,00,000/- by the creation of 5,25,000 more Equity Shares of Rs. 10/-each."
5. Ordinary Resolution dt. 24.08.2001:-
"Resolved that the authorised share capital of the Company be increased from Rs. 75 lakhs to Rs. 84 lakhs by the creation of ninety thousand equity shares, of Rs. 10/- each with differential rights as to dividend/voting or other wise as under section 86 of the Companies (amendment) Act. 2000.

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For Malankara Plantations Ltd.


Managing Director

Directors and Promoters

SI N O	Name, Address, Description and Occupation	DIN/PAN/P assport Number	Signature	Photo
1	JOHN KAROT THOMAS KAROT HOUSE, KUMARANALLOR, KOTTAYAM – 686039 BUSINESS	00035209	Sd/-	
2	CHERIAN THOMAS KAROT KAROT YATCH CLUB ENCLAVE, KONTHURUTHY THEVARA ERNAKULAM, KERALA, INDIA - 682013 BUSINESS	00170085	Sd/-	
3	SUSANN KOSHY KAROT HOUSE, KUMARANALLOR, KOTTAYAM – 686039 BUSINESS	07021770	Sd/-	
4	JOSEPH MARKOS 9A LINK HERITAGE CHITTOOR ROAD, ERNAKULAM NORTH, KERALA, INDIA – 682018 PROFESSIONAL	01500817	Sd/-	
5	THOMAS JOHN CHIRAPPURATHU KOTTAYAM KOLLAD, KOTTAYAM – 686004 PROFESSIONAL	02541626	Sd/-	
6	BALAGOPALAN NAIR MECHERIL KESAVA PANIKER KIZHAKKETHIL LANE, KOTTAYAM – 686001 PROFESSIONAL	02719359	Sd/-	
7	BALAJI KRISHNAN SREEKRISHNA GARDENS, VAYASKARA HILLS, KACHERIKADAVU, KOTTAYAM – 686001 PROFESSIONAL	00236586	Sd/-	

Note: As per the instructions from CDSL, the MoA and AoA were amended by passing a special resolution at the EGM held on 19th April 2024. The names, addresses, and photographs of the current Directors of the company have been added and affixed to the MoA and AoA as Directors along with subscribers to the MoA and AoA.

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

MALANKARA PLANTATIONS LIMITED

(ADOPTED BY SPECIAL RESOLUTION OF THE COMPANY PASSED ON 11TH OCTOBER 1967)

PRELIMINARY

1. (1) Malankara Plantations Ltd., is a Company Limited by shares and incorporated under the Companies Act 1956 under Certificate of Incorporation dated the 8th day of Mithunam 1085 M. E.* subsequently amended from time to time.
- (2) The Regulations contained herein are duly adopted as the Articles of Association of Malankara Plantations Ltd., in place of the Articles of Association hitherto in force, which are hereby repealed in their entirety, except to the extent herein incorporated. The Regulations contained in Table 'A' in the First Schedule of the Companies Act, 1956 shall not apply to the Malankara Plantations Ltd., except so far as those regulations have been embodied in these Articles.
2. (1) In these Regulations, unless the context shows otherwise:-
 - (a) "the Company" or "this Company" means Malankara Plantations Ltd.
 - (b) "the Act" means the Companies Act, 1956, and "Section" or "Sections" means the Section or Sections of that Act.
 - (c) "the Seal" means the Common Seal of the Company
 - (d) "month" or "year" means the English Calendar month or year respectively.
- (2) Unless the context shows otherwise, words or expressions contained in these Articles shall bear the same meaning as in the Act or any Statutory Modification thereof in force at the date at which these Regulations became binding on the Company; and words importing the singular shall include the plural and vice versa and words importing the masculine shall include the feminine.

SHARE CAPITAL AND VARIATION OF RIGHTS

- *3. The authorised share capital of the company is Rs. 4, 00, 00,000/- (Rupees four crore) divided into 40,00,000 (forty lakhs) shares of Rs.10/- each.
4. The shares shall be under the control of the Board of Directors who may allot the same to such persons, on such terms and conditions and at such times as they think fit.
The Company shall have power subject to and in accordance to all applicable provisions of the Act to purchase any of its own fully paid shares whether or not they are redeemable and make payment out of capital in respect of such purchase.
5. Subject to the provisions of Section 80, any preference shares may, with the sanction of an ordinary resolution, be issued on the term that they are, or at the option of the Company are liable, to be redeemed on such terms and in such manner as the Company before the issue of the shares may, by special resolution, determine.
6. (1) If at any time share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 106 and 107, and whether or not the Company is being wound up, be varied with the consent in writing of the holders of three fourths of the Issued shares of that class, or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class.

* 22.08.1910, Christian Era.

**Amended at the AGM held on 24.8.2001.

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For Malankara Plantations Ltd.


Managing Director

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*By passing Special resolution at the 111th AGM dated 30/09/2022.


- (2) To every such separate general meeting the provisions of these regulations relating to general meeting shall *mutatis mutandis* apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one third of the issued shares of the class in question.
7. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further share ranking *pari passu* therewith.
8. (1) The company may exercise the powers of paying commissions conferred by section 76, provided that the rate percent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section.
- (2) The rate of commission shall not exceed the maximum percentage provided for in section 76.
- (3) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
- (4) The company may also, on any issue of shares, pay such brokerage as may be lawful.
9. Except as required by law, no person shall be recognized by the Company as holding any share upon any trust and the Company shall not be bound by, or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in fractional part of share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
- *10 (1) Every person whose name is entered as a member in the register of members shall be entitled to:
- (a) one certificate for all his shares without payment or
- (b) several certificates each for one or more of his shares; upon payment of such sum if any not exceeding one rupee for every certificate after the first as the Directors may fix.
- *(2) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid up thereon, and shall be completed and be ready for delivery within the time specified in Section 113.
- (3) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
11. If a share certificate is defaced, lost or destroyed, it may be renewed on payment of such sum if any not exceeding one rupee, and on such terms, if any, as to evidence and indemnity and the payment of out of pocket expenses incurred by the Company in investigating evidence, as the Directors think fit.

LIEN

- 12 (1) The Company shall have a first and paramount lien:
- (a) on every share (not being a fully-paid share) for all moneys (whether presently payable or not) called, or payable at a fixed time in respect of that share; and
- (b) on all shares (not being fully-paid shares) standing registered in the name of a single person for all moneys presently payable by him or his estate to the Company.
- Provided that the Board of Directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.
- (2) The Company's lien, if any, on a share shall extend to all dividends payable thereon.
13. The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien.

*Amended as per Special Resolution passed on 9.8.1983

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For Malankara Plantations Ltd.


Managing Director

Provided that no sale shall be made


- (a) unless a sum in respect of which the lien exists is presently payable; or
 - (b) until the expiration of 14 days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the persons entitled thereto by reasons of his death or insolvency.
14. (1) To give effect to any such sale, the Board may authorize some person to transfer the shares sold to the purchaser thereof.
- (2) The purchaser shall be registered as the holder of the shares comprised in any such transfer.
 - (3) The purchaser shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
15. (1) The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.
- (2) The residue, if any, shall subject to a like lien for sums not presently payable as existed upon the shares before the sale be paid to the person entitled to the shares at the date of the sale.

CALLS ON SHARES

- 16 (1) The Board may, from time to time, make calls upon the members in respect of any money unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times.
- Provided that no call shall exceed one-fourth of the nominal value of the share be payable at less than one month from the date fixed for the payment of the last preceding call.
- (2) Each member shall, subject to receiving at least fourteen day's notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his shares.
 - (3) A call may be revoked or postponed at the discretion of the Board.
17. A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by instalments.
18. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
- 19 (1) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at nine percent per annum or at such lower rate, if any, as the Board may determine.
- (2) The Board shall be at liberty to waive payment of any such interest wholly or in part.
20. (1) Any sum which by the terms of issue of a share becomes payable on allotment on any fixed date, whether on account of the nominal value of the share or by way of premium shall for the purpose of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sums become payable.
- (2) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
21. The Board:-
- (a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the moneys uncalled and unpaid upon any shares held by him and

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Managing Director

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- (b) upon all or any of the moneys so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the Company in general meeting shall otherwise direct, six percent per annum as may be agreed upon between the Board and the member paying the sum in advance.

TRANSFER OF SHARES

- 22 (1) The instrument of transfer of any share in the Company shall be executed by or on behalf of both the transferor and transferee.
- (2) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
- *23. Subject to the provisions of section 108, the shares in the Company shall be transferred in the form prescribed in Appendix 1 to the Act.
- *24 The Board may, in its absolute and uncontrolled discretion and without assigning or disclosing any grounds or reasons decline to register or acknowledge the transfer of any share in the Company, whether to an existing member or not.
- 25 The Board may also decline to recognize any instrument of transfer unless:-
- *** (a) the fee if any, fixed by the Board is paid to the Company in respect thereof;
- (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
- (c) the instrument of transfer is in respect of only one class of shares.
26. Subject to the provisions of section 154, the registration of the transfers may be suspended at such times and for such periods as the Board may from time to time determine.
27. The Company shall be entitled to charge such fee if any not exceeding two rupees on the registration of every probate, letters of administration, certificate of death or marriage, power of attorney or other instrument as the Board may deem fit.

TRANSMISSION OF SHARES

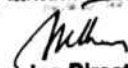
- 28 (1) On the death of a member, the survivor or survivors where the member was a joint holder and his legal representatives where he was a sole holder, shall be the only person recognised by the Company as having any title to his interest in shares.
- (2) Nothing in clause (1) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
- 29 (1) Any person becoming entitled to share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as herein after provided, elect either:-
- (a) to be registered himself as holder of the shares; or
- (b) to make such transfer of the share as the deceased or insolvent member could have made.
- (2) The Board shall in either case have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency
30. (1) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.
- (2) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

* Amended as per Special Resolution passed on 09-08-1983

*** Amended as per Special Resolution passed on 15-5-1964

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Managing Director

- (3) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice of transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
31. A person becoming entitled to share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right, conferred by membership in relation to meetings of the Company.

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with in ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share, until the requirements of the notice have been complied with.

FORFEITURE OF SHARES

32. If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such times as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.
33. The notice aforesaid shall:-
- name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
 - state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made will be liable to be forfeited.
34. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.
35. (1) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.
- (2) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
36. (1) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall notwithstanding the forfeiture, remain liable to pay to the Company all moneys which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares.
- (2) The liability of such person shall cease if and when the Company shall have received payment in full of all such moneys in respect of the shares.
37. (1) A duly verified declaration in writing that the declarant is a Director, manager or secretary of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.
- (2) The company may receive the consideration, if any given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of.
- (3) The transferee shall thereupon be registered as the holder of the share.
- (4) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
38. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

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Managing Director

ALTERATION OF CAPITAL

39. The Company may, from time to time, by ordinary resolution increase the share capital by such sum to be divided into shares of such amount, as may be specified in the resolution.
40. The Company may by ordinary resolution:-
- consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the Memorandum subject, nevertheless, to the provisions of clause (d) sub section (l) of section 94 of the Company's Act, 1956.
 - cancel **any** shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.
41. The company may, by special resolution, reduce in any manner and with, and subject to any incident authorised and consent required by law.
- its share capital;
 - any capital redemption reserve fund; or
 - any share premium account

GENERAL MEETINGS

42. All general meetings other than annual general meetings shall be called extra-ordinary general meetings.
43. (1) The Board may whenever it thinks fit, call an extra-ordinary general meeting.
- (2) If at any time there are not within India Directors capable of acting who are sufficient in number to form a quorum, any Director or any two members of the Company may call an extra-ordinary general meeting in the same manner, as nearly as possible, as that in which such meeting may be called by the Board.

PROCEEDINGS OF GENERAL MEETINGS

44. (1) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- (2) Save as herein otherwise provided, five members present in person shall be a quorum.
45. The chairman, if any, of the Board shall preside as chairman at every general meeting of the Company.
46. If there is no such chairman or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairman of the meeting, the Directors present shall elect one of their number to be chairman of the meeting.
47. If at any meeting no Director is willing to act as chairman or if no Director is present within fifteen minutes after the time appointed for holding the meeting the members present shall choose one of their number to be chairman of the meeting.
48. (1) The chairman may, with the consent of any meeting at which a quorum is present and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.
- (2) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (3) When a meeting is adjourned for thirty days or more notice of the adjournment meetings shall be given as in the case of an original meeting.
- (4) Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

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For Melankara Plantations Ltd.


Managing Director

49. In the case of an equality of votes, whether on show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
50. Any business other than that upon which poll has been demanded may be proceeded with, pending the taking of the poll.

VOTES OF MEMBERS

51. Subject to any rights or restrictions for the time being attached to any class or classes of shares.
- a) On a show of hands, every member present in person shall have one vote; and
- b) On a poll, the voting rights of members shall be as laid down in section 87.
52. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose; seniority shall be determined by the order in which the names, stand in the register of members.
53. A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
54. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.
55. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.
- (2) Any such objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.
56. The instrument, appointing a proxy and the power of attorney or other authority if any; under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
57. An instrument appointing a proxy shall be in either of the forms in Schedule IX to the Act or a form as near thereto as circumstances admit.
58. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given.
- Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

THE BOARD OF DIRECTORS

59. Until otherwise determined by the Company in general meeting, the number of directors shall not be less than 5 or more than 7.
60. At the date of the adoption of these Articles the Directors of the Company are:-
1. Rev. K. T. Thomas Kathanar,
Kurunthottikal, Kozhencherry
 2. Sri. K. K. Kuruvilla,
Kurichiyathu, Thiruvalla
 3. Sri. P. Kurian John,
Kollenkeril, Aymanam, Kottayam
 4. Sri. P. C. John
Kollenkeril, Aymanam, Kottayam
 5. Sri. K. C. Thomas
Karot, Kottayam
61. Deleted as per Special Resolution passed on 9.8.1983

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For Malankara Plantations Ltd.


Managing Director

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*62. Remuneration payable to Directors including sitting fees be determined by the Board of Directors from time to time subject to the rules issued by the Central Government in the matter and subject to approval of the members at a general meeting of the Company.

63. The qualification of a Director (other than an Ex-Officio Director) shall be the holding of at least ten Equity Shares in the capital of the Company.

POWERS OF THE BOARD OF DIRECTORS

64. The Directors may exercise all such powers of the Company as are not by the Act or by these Articles required to be exercised by the Company in general meeting, subject nevertheless to the regulations of these Articles and to the provisions of the Act and to such regulations as may be prescribed by the Company in general meeting, but no regulation made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if such regulations had not been made; and the generality of this provision shall not be limited by any provision conferring any express power on the Directors.

65. In furtherance of and without prejudice to the general powers conferred by or implied in the immediately preceding Article and any other powers conferred by these Articles it is hereby expressly declared that the Directors shall be competent to carry out all such objects set forth in the Memorandum of Association as may lawfully be carried out by them and in particular to do the following acts and things.

- (a) To pay all expenses incurred for the formation and registration of the Company and for procuring its capital to be subscribed.
- (b) To have the superintendence, control and direction over the Managing Director Managers and all other officers of the Company.
- (c) Subject to section 260 of the Act to appoint additional Directors and subject to Section 262 to fill up casual vacancies in the Board.
- (d) Subject Sections 292 and 293, to exercise the borrowing powers of the Company and to secure the repayment of any money borrowed or raised in any manner the Directors shall deem fit including issue of Debentures.
- (e) To appoint agents or attorneys for the Company in this country or abroad with such powers (including powers to sub-delegate) upon such terms and conditions as the Directors shall think fit and to revoke such appointments.
- (f) To acquire by lease, mortgage, purchase or exchange or otherwise any property, rights or privileges which the Company is authorised to acquire at such price and on such terms and conditions as the Board may think fit and to sell, let, exchange, or otherwise dispose of absolutely or conditionally any property rights or privileges on the undertaking of the Company for such price and upon such terms and conditions as the Board shall think fit, subject however, to the restrictions imposed by Section 293.
- (g) To open on behalf of the Company any account or accounts with such Bank or Banks as the Board select or appoint, to operate the Company's Bank accounts, to make sign draw accept endorse or otherwise execute all cheques, promissory notes, drafts, hundies, orders bills of exchange, bills of lading and other negotiable instruments, to make and give receipts releases and other discharges for moneys payable to the Company and for claims and demands of the Company, to make contracts and execute deeds.
- (h) To invest and deal with any other moneys of the Company in such manner as they may think fit and to realise or vary such investments subject to the provisions of Sections 42, 49, 77, 292, 293, 295, 369, 370, and 372.
- (i) Subject to sections 292 and 293, to purchase, or take on lease, or in exchange, or otherwise acquire, any estate or land or property and also any machinery, right, option or privilege, which the Company is authorised to acquire, and to plant and

* Amended as per Spl. Resolution passed on 9-8-1983

* Amended as per Special Resolution passed on 25.09.2009

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For Malankara Plantations Ltd.


Managing Director

cultivate such lands with such plantations and cultivations as the Directors shall deem fit and to erect buildings and machinery for the purpose of the Company, and to give as consideration or part consideration for such acquisition or purchase or in payment of the cost or erecting such buildings and machinery either cash, shares, debentures or promissory notes of the Company (such shares being either wholly or in part paid up) or partly cash and partly such shares debentures or promissory notes, and to enter into such agreements, and make such arrangements for such acquisition or purchase erection as aforesaid as the Board may from time to time think fit; to lease out any estate or property of the Company for such rent, and subject to such conditions as may be thought desirable; to sell any portion of the estates or lands or any buildings, machinery or stores in or about the Company's property; and to buy any machinery, stores or other materials and merchandise and to enter into all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may be considered expedient for or in relation to any of the matters aforesaid or otherwise, for the purpose of the Company, and if necessary, to bind the Company in penalties for the due performance of such contracts:

- (j) To sanction, any and reimburse the officers of the Company in respect of any expenses incurred by them on behalf of the Company.
 - (k) To establish, maintain, support and subscribe to any charitable or public object or any institution, society or club which may be for the benefit of the company or its employees.
 - (l) Subject to section 292, to delegate all or any of their powers to any Committee or Committees of the Board of Directors, the Managing Director, Manager or Secretary of the Company upon such terms and conditions as the Directors shall deem fit, such Committee or Committees, Managing Director, Manager or Secretary, in the exercise of the powers so delegated to conform to such regulations as may be imposed by the Board of Directors.
65. (A) Subject to sections 297, 299 and 300 a Director may enter into or be concerned or interested in contracts with the Company, and subject to section 314 may hold office or place of profit under the Company or any subsidiary thereof.


PROCEEDINGS OF THE BOARD

66. (1) The Directors may meet together at such places and for the despatch of such business and adjourn and otherwise regulate their meetings as they think fit.
- (2) The Directors may determine the quorum for their meetings, and until otherwise determined such quorum shall be one-third of their total number (any fraction in such one-third being rounded off as one) or two directors, whichever is higher, subject however to section 287.
- (3) A Director may, and the Managing Director, Manager or Secretary on the requisition of a Director shall, at any time, summon a meeting of the Board.
67. (1) Save as otherwise expressly provided in the Act questions arising at any meeting of the Board shall be decided by a majority of votes.
- (2) In case of an equality of votes, the Chairman of the meeting, if any, shall have a second or casting vote.
68. The continuing Directors may act notwithstanding any vacancy in the Board; but if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that fixed for the quorum, or of summoning a general meeting of the Company, but for no other purpose.
69. (1) The Board may elect a chairman of its meetings and determine the period for which he is to hold office.
- (2) If no such chairman is elected, or if at any meeting the chairman is not present within fifteen minutes after the time appointed for holding the meeting, Directors present may choose one of their number to be chairman of the meeting.

• Amended as per Spl. Resolution passed on 9-8-1983

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For Malankara Plantations Ltd.


Managing Director

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70. (1) A committee of the Board of Directors may elect a chairman of its meetings.
- (2) If no such chairman is elected or if at any meeting the chairman is not present within fifteen minutes after the time appointed for holding the meeting, the members present may choose one of their number to be chairman of the meeting.
71. (1) A committee of the Board may meet and adjourn and otherwise regulate its business as it thinks proper.
- (2) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the chairman shall have a second or casting vote.
72. All acts done by any meeting of the Board or of a committee thereof or by any person acting as a Director, shall notwithstanding that it may be afterwards discovered that there was some defect in appointment of any one or more of such Directors or of any persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such Director or such person had been duly appointed and was qualified to be a Director.
73. Subject to section 289 of the Act a resolution in writing, signed by a majority of the members of the Board or of a Committee thereof for the time being entitled to receive notice of a meeting of the Board or committee, shall be as valid and effectual as if it had been passed at a meeting of the Board or committee duly convened and held.

MANAGING DIRECTOR, MANAGER AND SECRETARY

74. (1) A Managing Director, Manager or Secretary may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit and any Managing Director, Manager or Secretary so appointed may be removed by the Board.
- (2) A Director may be appointed as Manager or Secretary.

MANAGEMENT

- *75. The general management of the business of the Company shall, subject to the provisions of the Act and to the control and supervision of the Board of Directors, be in the hands of the Managing Director or Manager, if any, for the time being.
- *76. Subject to the provisions of the Act, the Managing Director or Manager, if any, shall have the general direction management and superintendence of the business of the Company with power to do all acts, matters and things deemed necessary, proper or expedient, for carrying on the business and concerns of the Company including power to appoint, suspend and dismiss officers, staff and workmen of the Company to make and sign all contracts and to draw, accept endorse and negotiate on behalf of the Company all such Bills of Exchange, Promissory Notes, Hundies, Cheques, Drafts, Government promissory notes, or other Government papers and other instruments as shall be necessary, proper or expedient for the carrying on of the business of the Company and to operate on the Bank accounts of the Company and to represent the Company in all suits and all other legal proceedings and to engage Solicitors, Advocates and other Agents and to sign the necessary papers, documents and instruments of authority and generally to exercise all such powers and authorities of the Company as are not by the Companies Act for the time being in force or by these articles expressly directed to be exercised by the Board of Directors or by the Company in general meeting.

THE SEAL

- *77.(1) The Board shall provide for the safe custody of the seal.
- (2) The 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 authorised by it in that behalf and except in the presence of at least two Directors and of the Secretary or such other person as the Board may appoint for the purpose; and those two Directors and the Secretary or other person as aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

* Amended as per Special Resolution passed on 9-8-1983

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For Malankara Plantations Ltd.


Managing Director

DIVIDENDS AND RESERVE

78. The Company in general meeting may declare dividends but no dividend shall exceed the amount recommended by the Board.
79. The Board may from time to time pay to the members such interim dividends as appear to it be justified by the profits of the Company.
- *80. (1) The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks proper as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising dividends and pending such application, may at the like discretion either be employed in the business of the Company or be invested in such investments other than shares of the Company, as the Board may, from time to time think fit.
- (2) The Board may also carry forward any profit which it may think prudent not to divide, without setting them aside as reserve.
81. (1) Subject to the rights of persons, if any entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.
- (2) No amount paid or credited as paid on a share in advance of calls shall be treated for the purpose of this regulation as paid on the share.
- (3) All the dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
82. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls in relation to the shares of the Company.
83. (1) Any general meeting declaring a dividend or bonus may direct payment of such dividend or bonus wholly or partly by the distribution of specific assets and the Board shall give effect to the resolution of the meeting.
- (2) Where any difficulty arises in regard to such distribution, the Board may settle the same as it thinks expedient, and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments 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 any such specific assets in trustees as may seem expedient to the Board.
84. (1) Any dividend, interest or other moneys payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members or to such person and to such address as the holder or joint holders may in writing direct.
- (2) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
85. Any one of two or more joint holders of a share may give effectual receipts for any dividends, bonuses or other moneys payable in respect of such share.
86. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
87. No dividend shall bear interest against the Company.

* Amended as per Special Resolution passed on 9-8-1983

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ACCOUNTS

- 88 (1) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Directors.
- (2) No member (not being a Director) shall have any right of inspecting any account or book or documents of the Company except as conferred by law or authorised by the Board or by the Company in general meeting.

CAPITALISATION OF PROFITS

89. (1) 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 (2) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- (2) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (3) either in or towards:-
- (i) paying up any amounts for the time being unpaid on any shares held by such members respectively:
- (ii) paying up in full unissued shares or debentures of the Company to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportions aforesaid; or
- (iii) partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (ii).
- (3) A share premium account and a Capital redemption reserve fund may, for the purposes of the regulation, only be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares.
- (4) The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.
90. (1) Whenever such a resolution as aforesaid shall have been passed, the Board shall:
- (a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures, if any: and
- (b) generally do all acts and things required to give effect thereto
- (2) The Board shall have full power:-
- (a) to make such provision, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares or debentures becoming distributable in fractions, and also.
- (b) to authorise any person to enter, on behalf of all the members entitled therein, to an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalisation, or (as the case may require) for the payment by the Company on their behalf, by the application thereto, of their respective proportions of the profits resolved to be capitalised of the amounts or any part of the amounts remaining unpaid on their existing shares.
- (3) Any agreement made under such authority shall be effective and binding on all such members.

TRUE COPY

For Malankara Plantations Ltd.


Managing Director

WINDING UP

91. (1) If the Company shall be wound up, the liquidator may with the sanction of a special resolution of the Company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.
- (2) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such divisions shall be carried out as between the members or different classes of members.
- (3) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator with the like sanction, shall think fit but so that no member shall be compelled to accept any shares or other securities whereon there is any liability

INDEMNITY

92. Every officer or agent for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under section 633 in which relief is granted to him by the Court.

SECRECY

93. Except as allowed by the Act or any other law or these Articles, no member shall be entitled to require discovery of or any information respecting any detail of the Company's business or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the Company's business and which in the opinion of the Directors will be inexpedient in the interests of the Company to communicate to the public.

TRUE COPY

For Malankara Plantations Ltd,


Managing Director

Name, description and address of subscribers	Number of shares taken by each subscriber
1. CP PHILIPPOSE KASSIA, BUSINESS	20
2. JOHN CHANDY BUSINESS	25
3. S RAMASWAMY IYER BUSINESS	100
4. S PARAMESWARAN PILLAI BUSINESS	25
5. KV CHACKO BUSINESS	25
6. CP JOSEPH BUSINESS	1
7. PJ JOHN OF MESSERS P JOHN & SONS BUSINESS	100
8. KC MAMMEN MAPPILLAI BUSINESS	50

Directors and Promoters

SI N O	Name, Address, Description and Occupation	DIN/PAN/P assport Number	Signature	Photo
1	JOHN KAROT THOMAS KAROT HOUSE, KUMARANALLOR, KOTTAYAM – 686039 BUSINESS	00035209	Sd/-	
2	CHERIAN THOMAS KAROT KAROT YATCH CLUB ENCLAVE, KONTHURUTHY THEVARA ERNAKULAM, KERALA, INDIA - 682013 BUSINESS	00170085	Sd/-	
3	SUSANN KOSHY KAROT HOUSE, KUMARANALLOR, KOTTAYAM – 686039 BUSINESS	07021770	Sd/-	
4	JOSEPH MARKOS 9A LINK HERITAGE CHITTOOR ROAD, ERNAKULAM NORTH, KERALA, INDIA – 682018 PROFESSIONAL	01500817	Sd/-	
5	THOMAS JOHN CHIRAPPURATHU KOTTAYAM KOLLAD, KOTTAYAM – 686004 PROFESSIONAL	02541626	Sd/-	
6	BALAGOPALAN NAIR MECHERIL KESAVA PANIKER KIZHAKKETHIL LANE, KOTTAYAM – 686001 PROFESSIONAL	02719359	Sd/-	
7	BALAJI KRISHNAN SREEKRISHNA GARDENS, VAYASKARA HILLS, KACHERIKADAVU, KOTTAYAM – 686001 PROFESSIONAL	00236586	Sd/-	

Note: As per the instructions from CDSL, the MoA and AoA were amended by passing a special resolution at the EGM held on 19th April 2024. The names, addresses, and photographs of the current Directors of the company have been added and affixed to the MoA and AoA as Directors along with subscribers to the MoA and AoA.