



# MALANKARA PLANTATIONS LIMITED

Estd: 1910

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Regd. Office: Malankara Buildings, Kodimatha, (Post Box No. 72) Kottayam - 686 013, Kerala, India

## NOTICE TO THE SHAREHOLDERS

**Notice is hereby given** that the *adjourned* Extraordinary General Meeting ("EGM") of the Members of **Malankara Plantations Limited**, which was originally scheduled to be held on **Friday, 31<sup>st</sup> October 2025**, could not be convened due to the absence of the requisite quorum as per Section 103 of the Companies Act, 2013, and is therefore **adjourned to Friday, 7<sup>th</sup> November 2025, at 10:00 A.M. (IST)** at the Registered Office of the Company, *Malankara Buildings, Kodimatha, Kottayam – 686013, Kerala, India*, to transact the same business as set out in the original Notice of EGM dated 31<sup>st</sup> October 2025.

### ORDINARY BUSINESS

#### Item No. 1 – Approval of Related Party Transaction with Wholly Owned Subsidiary

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to **Regulation 23 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such provisions of the Companies Act, 2013, if any**, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Members be and is hereby accorded to provide an advance licence fee of ₹12.75 Crore (Rupees Twelve Crore and Seventy Five Lakhs only) plus applicable GST to its Wholly Owned Subsidiary, Malankara Spaces Limited (formerly known as *Malankara Wood Limited*), in connection with a proposed licence arrangement between the company and the Wholly Owned Subsidiary for 25 years for the renting of approximately 6 acres of land to be purchased by the Subsidiary, for construction of a warehouse by the holding company, for a period of 12 years, such advance licence fee being adjustable on a monthly basis against rent payable by Malankara Plantations Limited under the licence agreement and rent to be paid by this company to Malankara Spaces Limited (formerly known as *Malankara Wood Limited*) as per the license agreement signed between the two companies when the advance amount is exhausted.

**"RESOLVED FURTHER THAT** Mr. John Karot Thomas, Managing Director (DIN: 00035209), be and is hereby authorized to negotiate, finalize, and execute the licence agreement or any related documents with the Wholly Owned Subsidiary and to do all such acts, deeds, matters, and things as may be necessary, desirable, or expedient to give effect to this resolution."

For MALANKARA PLANTATIONS LIMITED

Sd/-

**John Karot Thomas**  
Managing Director  
(DIN: 00035209)

Kottayam  
03/11/2025

### NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the special business set out in Item No. 1 of the accompanying Notice is annexed hereto.
2. All documents referred to in the Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company on all working days, except Saturdays, Sundays, and public holidays, between 11:00 A.M. and 5:00 P.M. up to the date of the *adjourned* Extraordinary General Meeting.
3. The Notice calling the *adjourned* Extraordinary General Meeting has been uploaded on the website of the Company at **www.malankaraplantations.co.in**. The Notice can also be accessed from the websites of the Stock Exchange, viz., Metropolitan Stock Exchange of India Limited at **www.msei.in**.
4. A Member entitled to attend and vote at the *adjourned* Extraordinary General Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself, and such proxy need not be a member of the Company.
5. **The Record Date for the said purpose has been fixed as 24<sup>th</sup> October, 2025.**
6. Members are requested to register/update their email addresses and other contact details with the Company/Depository Participants (DPs) to receive all communications including Notices in electronic mode.
7. Dematerialisation of Shares: In terms of SEBI Circulars, transfer, transmission, and transposition of securities of listed companies shall be processed only in dematerialised form. Members holding shares in physical form are requested to dematerialise their shareholdings.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The Company proposes to enter into a licence arrangement with its Wholly Owned Subsidiary, Malankara Spaces Limited (formerly known as *Malankara Wood Limited*), in respect of approximately 6 acres of land to be purchased by the Subsidiary from related parties, for the purpose of constructing a warehouse for use by the Company.

In order to facilitate the said acquisition and construction, the Company proposes to provide an **advance licence fee of ₹12.75 Crore (Rupees Twelve Crores and Seventy-Five Lakhs only) plus applicable GST** to its Wholly Owned Subsidiary. The advance licence fee will be adjusted against the monthly rent payable by the Company under the licence agreement and also against future rent obligations of the Company for 12 years under the said arrangement, which is proposed for a period of **25 years**.

Since the transaction involves the Company and its **Wholly Owned Subsidiary and related parties**, it falls under the ambit of **Related Party Transactions** in terms of **Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015** and the applicable provisions of the Companies Act, 2013. Accordingly, approval of the Members is being sought by way of an Ordinary Resolution.

The proposed arrangement is in the **ordinary course of business** and at an **arm's length basis**, and is considered beneficial and in the best interests of the Company, as the proposed warehouse facility will enhance the Company's income and business.

The Board of Directors of the Company, at its meeting held on 26.09.2025, approved the aforesaid proposal and recommends the resolution set out in the Notice for approval of the Members.

**None of the Directors or their relatives, other than Managing Director Mr. John Karot Thomas, Mr. Cherian Thomas, Ms. Susann Koshy Directors of the company and their relatives, nor the Key Managerial Personnel of the Company or their relatives, except to the extent of their shareholding interest in the Company and/ or in the subsidiary, are concerned or interested in the resolution.**

The Board recommends the passing of this Resolution as an Ordinary Resolution.

