

THE COMPANIES ACT, 1956
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF
PALAKKAD COCONUT PRODUCER COMPANY LIMITED

- I. The name of the Company is **PALAKKAD COCONUT PRODUCER COMPANY LIMITED**
- II. The Registered office of the Company will be situated in the State of Kerala
- III. A. The main objects of the Company to be pursued on its incorporation are:
 - a) To carry on the business of production, harvesting, procurement, grading, pooling, handling, marketing, selling, export of coconut or coconut products of the Members or import of goods or services for their benefit. Provided that the company may carry on any of the activities specified in this clause either by itself or through other institutions.
 - b) To carry on the business of processing including preserving, drying, distilling, brewing, venting, caning, packaging, branding and brand development of produce of the members.
 - c) To manufacture, sell or supply machinery, equipments or consumables mainly to the Members.
 - d) To provide education on the mutual assistance principles to its Members and others.
 - e) To render technical services, consultancy services, training, research and development and all other activities for the promotion of the interest of the Members.
 - f) To generate, transmit and distribute power, revitalize, land and water resources, their use, conservation and communications relatable to primary produce.
 - g) To provide Insurance of producers or their primary produce.
 - h) To provide techniques of mutuality and mutual assistance.
 - i) To provide for welfare measures or facilities for the benefit of Members as may be decided by the Board.

- j) To do the business of financing of procurement, processing, marketing or other activities which include extending of credit facilities or any other financial services to the Members.

B. The objects incidental or ancillary to the attainment of the above Main Objects are:

1. To acquire and undertake the whole or any part of the goodwill, business, concern, undertaking, property, rights, assets and liabilities of any person, firm, association, society or company carrying on any business which this company is authorised to carry on or possessed of property suitable for the purpose of this company and to pay for the same by shares or debentures of this Company, or by cash.
2. To take or otherwise acquire and hold, sell, exchange, mortgage, charge or otherwise deal with shares or stocks of any other company having objects altogether or in part similar to those of this company or otherwise or such as may be likely either directly or indirectly to benefit this company.
3. To apply for, purchase or otherwise acquire and protect, prolong and renew whether in India or elsewhere, any patents, rights, brevets d' invention, licences, trade marks, design and the like conferring any exclusive or non-exclusive right of use or any secret or other information as to any secret or other information as to any inventions, process or privileges 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, manufacture under, or grant licenses or privileges in respect of or otherwise to turn to account the property, rights or information use or license so acquired and to subsidise, take part in or assist in any experiment, investigations, and researches likely to prove beneficial to the company.
4. To acquire by lease, purchase, hire purchase, exchange or otherwise land, buildings, machinery, equipments, vehicles and such other requirements and amenities as may be required in connection with the objects of the company.
5. To develop, lay out and prepare any land acquired by the company or in which it is interested for the purpose of construction of buildings, and constructing, altering,

maintaining, any building, structures, factories, works, and amenities, for the purpose of carrying on the business of the company.

6. To sell, improve, manage, develop, exchange, lease, mortgage, charge, hypothecate, enfranchise, dispose of or to account or otherwise deal with all or any part of the property whether movable or immovable or any part of the rights of the company.
7. To establish at any place any agency and to appoint any person or persons to be agent on such terms and conditions as the company may deem fit from time to time for the purpose of the company.
8. To place on deposit, then money to such person with or without interest and in such terms as may seem expedient and in particular to customers and other persons having dealing with the company for the purpose of carrying on the business of the company.
9. Subject to section 58A of the Companies Act, 1956 and guidelines issued by Reserve Bank of India from time to time to borrow or raise money or to receive money on the deposit at interest or otherwise and to mortgage, pledge or charge the whole or any of the property, estates or revenue of the company, present or future by special assignment or otherwise or transfer or convey the same absolutely or into trust and to give the lenders powers of sale and others as may seem expedient and to purchase or pay of any such securities.
10. To draw, make, accept, endorse, discount, execute and issue promissory notes, hundies, bills of exchange, bills of lading, warrants, debentures, and other negotiable and transferable instruments. But the company shall not do the business of banking within the meaning of Banking Regulations Act 1949.
11. To invest and deal with the moneys of the company not immediately required in such manner and upon such investment as the company may deem fit, subject to the Provisions of the Act.
12. To pay out of the funds of the company all expenses with respect to the formation, registration and flotation of the company.
13. To pay for any rights or property acquired by the company and to remunerate any person or company whether by cash payment or by allotment of share, debentures or

other securities of the company agreed as paid up in full or in part or otherwise for the purpose of carrying on the business of the company.

14. To establish and maintain or aid in the establishment of maintenance of any depreciation fund, reserve fund, insurance fund, or provident fund or trusts and conveniences calculated to benefit employees or ex-employees, their wives or dependants and to grant to pensions, gratuities and allowances to any such person aforesaid.
15. To guarantee the payment or repayment of any moneys or performance of any contracts or obligations by any person, firm or company, including such companies which are or may come under the management or control of the company and also to give guarantee in respect of any financial arrangement that may be made by or on behalf of such company and if thought fit to secure or support such guarantee by mortgage, pledge or hypothecation of any properties of the company or to mortgage, pledge or hypothecate of any properties of the company as security for any advance to be made to ,or any debts or obligations of any persons, firm or company.
16. To remunerate the servants of the company and others out of and in proportions of the profits of the company or otherwise as the company may think fit.
17. To remunerate any person, or company for services rendered or to be rendered as trustees for debentures, for debentures stock holders or placing or assisting to place or guarantee the placing of any of the shares in the company's capital, or any debentures, debentures stock or other securities of the company in or about the formation or promotion of the company on the conduct of its business or for guaranteeing payments of such debentures or debentures stock and interest.
18. To appoint attorneys and agents whether by commission or otherwise or constitute agencies and sub-agencies of the company in India or elsewhere on such terms and conditions as the company may deem fit from time to time.
19. To adopt such means of making known to the public the business of the company as may seem expedient and in particular by advertisement in the press, by circulars and by publication of books and periodicals.
20. To apply for and acquire any statutory or other powers, rights and concessions.

21. To acquire from any supreme, municipal or local or other Government or authority or from any body or person any concession, charter, contract, right or privilege which may seem desirable for the furtherance of any object of the company and to make any arrangement which may seem desirable for the last named propose with any Government, authority or body or persons and to comply with, work, sell or otherwise turn to account any such concession charter, contract, right or privilege in India or abroad .
22. To do any other activity, ancillary or incidental to the main objects, which may promote the principles of mutuality and mutual Assistance amongst the members.
23. To establish agencies or branches for the purpose of the company's business in such place or places as may be considered necessary.
24. To construct, erect and maintain either by the company or the parties sewage, roads, streets, brick-kilns and works, buildings, houses of any description whatsoever either upon the lands acquired by the company or otherwise and generally to alter and improve the lands and other property for the purpose of the company.
25. To depute any person abroad or in the country or to call for any other person either from abroad or from this country and pay for all such expenses for the business of the company.
26. To establish Research and Development facilities related to the main objects of the company.
27. To establish, promote, subsidize, acquire, organize or be interested in any other company or companies, syndicates or partnerships for the purpose of acquiring all or any of the undertaking, property and liabilities of its shares or otherwise or for any purpose which may seem calculated directly or indirectly to benefit the company.

C. The other objects of the company not included in A and B above are:-Nil

- IV. The objects of the company shall extend to the state of Kerala.
- V. The Liability of the members is Limited.
- VI. The authorized capital of the Company is Rs5,00,00,000. (Rupees Five Crore only) divided into 500000 equity shares of Rs.100/- (Rupees Hundred each) with power for the Company to increase or reduce the capital of the Company and to issue any

part of its capital with or without any preferential, guaranteed, qualified or special rights and conditions and with power to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in accordance with the provision of the Companies Act, 1956.

VII. The following persons shall be the first Directors of the company.

| No | Name | Name of parent, S/o | Address | Occupation |
|----|-----------------------------------|--|---|------------|
| 1 | Pariarathumadathil Vinodkumar | Pariarathumadathil Velayudhan B Unnithan | 37/465, Kannasadan Yakkara Road City Palghat Kerala India 678014 | Farmer |
| 2 | Pazhanimala Sudevan | Pazhanimala Ponnu | 462A(6/301A) Chemmanamthode, 9 Attayampathy, Muthalamada Panchayat Kerala India 678507 | Farmer |
| 3 | Manikandan Kandamuthan | Kandamuthan | 4288, 3 Pattanchery Grama Panchayat Chittur Kerala India 678532 | Farmer |
| 4 | Joji Mathew Thakadi | Mathew | 17.33 Thakadiyel, Kizhakkethara Elappully, Palakkad Kerala, India 678622 | Farmer |
| 5 | Vettukattil Cheriyan Babycheriyan | Vettukattil Cheriyan Cheriyan | 498.3, Kizhakkenchery Grama Panchayat, Alathur, Palakkad, Kerala India, 678541 | Farmer |
| 6 | Kunjikrishnan Sasidharan | Kunjikrishnan | 543.1, Perumatty Grama Panchayat, Chittur, Palakkad, Kerala India , 678581 | Farmer |
| 7 | Thomas Joseph | Joseph | 674.5, Oulikkal, Kanhirapuzha Grama Panchayat, Mannarkkad, Palakkad, Kerala India, 678591 | Farmer |
| 8 | Thorakkattil Mohammed | Thorakattil Koyanni | 324,Thorakkatil,1, Alanallur Grama Panchayat, Mannarkkad, | Farmer |

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| | | | Palakkad, Kerala India, 678601 | |
| 9 | Arimboor Madam Ramachandran | Thenazhikkalam Sankunni nair | 106(5/506),Arimboor Madam,3, Kalluvazhi, Pookottukavu Panchayat, Ottapalam, Palakkad, Kerala India 678634 | Farmer |
| 10 | Ramadas M K Kuttan | Kuttan | 650,7,Erimayur Grama Panchayat, Alathur, Palakkad, Kerala India 678546 | Farmer |

We, the several persons, whose names and addresses are subscribed are desirous of being formed in to 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: -

| No | Name | No. of Shares | Signature |
|----|--|--|-----------|
| 1 | Pariarathumadathil Vinodkumar, S/o Pariarathumadathil Velayudhan B Unnithan, Residing at 37/465, Kannasadan Yakkara Road City Palghat, Kerala India 678014 Occupation Farmer | 100 Shares (One Hundred Shares Only) | Sd/- |
| 2 | Pazhanimala Sudevan, S/o Pazhanimala Ponnu, Residing at 462A(6/301A) Chemmanamthode, 9 Attayampathy, Muthalamada Panchayat Kerala, India 678507 Occupation Farmer | 100 Shares (One Hundred Shares Only) | Sd/- |
| 3 | Manikandan Kandamuthan S/o Kandamuthan Residing at 4288, 3 Pattanchery Grama Panchayat Chittur, Kerala India 678532 Occupation ; Farmer | 100 Shares (One Hundred Shares Only) | Sd/- |
| 4 | Joji Mathew Thakadi S/o Mathew Residing at 17.33 Thakadiyel, Kizhakkethara Elappully, Palakkad Kerala, India 678622 Occupation Farmer | 100 Shares (One Hundred Shares Only) | Sd/- |
| 5 | Vettukattil Cherian Babycherian S/o Vettukattil Cherian Cherian Residing at 498.3, Kizhakkenchery Grama Panchayat, Alathur, Palakkad, Kerala India, 678541 Occupation ; Farmer | 100 Shares (One Hundred Shares Only) | Sd/- |

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| 6 | KunjikrishnanSasidharan S/o Kunjikrishnan Residing at 543.1, Perumatty Grama Panchayat, Chittur, Palakkad, Kerala, India , 678581 Occupation Farmer | 100 Shares (One Hundred Shares Only) | Sd/- |
| 7 | Thomas Joseph S/o Joseph Residing at 674.5, Oulikkal, KanhirapuzhaGramapanchayat, Mannarkkad, Palakkad, Kerala, India, 678591 Occupation Farmer | 100 Shares (One Hundred Shares Only) | Sd/- |
| 8 | Thorakkattil Mohammed S/o ThorakkattilKoyanni Residing at 324,Thorakkattil,1, Alanallur Grama- Panchayat, Mannarkkad, Palakkad, Kerala, India, 678601 Occupation Farmer | 100 Shares (One Hundred Shares Only) | Sd/- |
| 9 | Arimboor Madam Ramachandran S/o ThenazhikkalamSankunninair Residing at 106(5/506),Arimboor Madam,3, Kal- luvazhi, Pookottukavu Panchayat, Ottapalam, Pa- lakkad, Kerala, India 678634 Occupation Farmer | 100 Shares (One Hundred Shares Only) | Sd/- |
| 10 | Ramadas M K Kuttan S/o Kuttan Residing at 650,7,Erimayur Grama Panchayat, Alathur, Palakkad, Kerala, India 678546 Occupation Farmer | 100 Shares (One Hundred Shares Only) | Sd/- |
| 11 | P J Jose S/o Padavil Joseph Residing at 255.3, VandazhiGramapanchayt, Ala- thur, Palakkad, Kerala, India,678684 Occupation Farmer | 100 Shares (One Hundred Shares Only) | Sd/- |
| 12 | MakkaparambilAchuthanAjaikumar S/o MakkaparambilAchuthan Residing at 61.6, Erimayur Grama Panchayat, Alathur, Palakkad, Kerala India 678546 Occupation Farmer | 100 Shares (One Hundred Shares Only) | Sd/- |

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| 13 | Johny George VatayattukuzhiGeorge S/o Vatayattukuzhi George Residing at 422, Vadayattukuzhi,6, Kanhirapuz- haGramapanchayat, Mannarkkad Palakkad, Kerala, India, 678591 Occupation Farmer | 100 Shares (One Hundred Shares Only) | Sd/- |
| 14 | RajmohananPariyarath S/o Balakrishnan PariyarathVelayudhanUnnithan Residing at C-8, Sahas Co-Op Housing Society, GarkhedaParisar, Garkheda Aurangabad, Maharashtra India 431005 Occupation Farmer | 100 Shares (One Hundred Shares Only) | Sd/- |
| | Total | 1400 Shares (One Thousand and Four Hun- dred Shares) | |

Dated ; 20/06/2013

Place: Palakkad

Witness to the Signatures

Sd/-

Prince Mathew

Practicing Company Secretary

M. No 29439 ; CP.No. 10633

S/o TM Mathew

Thonakkara House, Pampavalley North (PO)

Panapilave , Kottayam -10