

COMPANY LIMITED BY SHARES
(Under the Companies Act, 2013)

MEMORANDUM OF ASSOCIATION

OF

THIRUVANANTHAPURAM COCONUT PRODUCER COMPANY LIMITED

I The name of the Company is **THIRUVANANTHAPURAM COCONUT PRODUCER COMPANY LIMITED.**

II The registered office of the Company will be situated in the State of Kerala.

III A. THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-

1. To carry on the process of:
 - a) Production, harvesting, procurement, grading, pooling, handling, marketing, selling and export of coconuts or coconut tree based products Including but not limited to 'Neera' of the Members or import of goods or services and promotion of coconut based farming system integrating with animal husbandry for their benefit;
 - b) Processing including preserving, drying, distilling, brewing, venting, canning and packaging of produce of its Members;
 - c) Manufacture, sale or supply of machinery, equipment or consumables mainly to its Members;
 - d) Providing education on the mutual assistance principles to its Members and others;
 - e) Rendering technical services, consultancy services, training, research and development and all other activities for the promotion of the interests of its Members;
 - f) Generation, transmission and distribution of power, revitalization of land and water resources, their use, conservation and communications relatable to primary produce;
 - g) Insurance of producers or their coconuts or coconut tree based products;
 - h) Promoting techniques of mutuality and mutual assistance;
 - i) Welfare measures or facilities for the benefit of Members as may be decided by the Board;
 - j) Any other activity, ancillary or incidental to any of the activities referred to in clauses (a) to (i) or other activities which may promote the principles of mutuality and mutual assistance amongst the Members in any other manner;
 - k) Financing of procurement, processing, marketing or other activities specified in clauses (a) to (j) which include extending of credit facilities or any other financial services to its Members.

B. MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3 (A) ARE:-

1. To purchase, take on lease, hire or otherwise acquire land, estates, buildings and other immovable properties or movable properties including all modes of transportation and any rights or privileges which the company may deem it necessary or convenient for the purpose of the business of the company.

2. To erect, construct, maintain, repair, alter or rebuild buildings, show rooms, shops and machineries which may appear to be necessary or convenient or incidental for the purpose of the business of the company.
3. To assemble, construct, take on hire ,or on lease, buy, sell, auction, exchange, store, install, work, alter, improve, import, or export or otherwise deal in all materials including raw materials, machineries, furniture, equipments, apparatus, consumables and things directly or indirectly required for the attainment of the objects of the company.
4. To enter into any agreement with any person, authority, Government, Municipal, local or otherwise that may seem conducive to the Company's objects or any of them and to obtain from any such authority any rights, privileges and concessions which the Company may think it desirable to obtain and carry out, exercise and comply with such rights, privileges and concessions.
5. To enter into partnership or agreement for joint working, sharing of profits, union of interests, reciprocal concession or otherwise and co-operation with any person, firm or company and give or take or otherwise acquire and hold any shares, debentures, or securities or property of any such person, firm or company.
6. To pay for any property or rights acquired by the Company either in cash or fully or partly paid up shares with or without preferred rights in respect of dividends or payments of capital or otherwise or by any securities which the Company has power to issue or partly in one mode and partly in another and generally on such terms as the Company may determine.
7. Subject to the provisions of the Companies Act 2013, to borrow or raise moneys on loans or otherwise or receive deposits for the purposes of the Company by promissory notes, bills of exchange, hundies and other negotiable, transferable instruments or by mortgage, charge, hypothecation, or pledge or by debentures or by debenture stock, perpetual or otherwise including debenture or debenture stock convertible into shares of this Company charged up on by or any of the Company's property and assets both present and future, movable and immovable, including its uncalled capital up on such terms as the Board of Directors of the Company may deem expedient or in such other manner with or without security as may be deemed expedient or to take money on the deposit or otherwise merely for the purpose of financing the business of the Company.
8. To invest and deal with moneys of the Company not immediately required in immovable properties, shares, stock, bonds, debentures, obligations or other securities of any company or associations or in government securities or in current or deposit accounts with bank or on the mortgage of immovable properties of any tenure or on the pledge of movable property or in any other manner as may from time to time be determined by the Directors of the Company for the time being and from time to time to sell or vary all such investments and to execute all assignments, transfers, receipts and documents that may be necessary in that behalf.
9. To apply for tender or purchase or otherwise acquire any contract and concessions for or in relation to the construction, execution, carrying out, equipment, improvement, management, administration or control of works, services and conveniences of the Company and to undertake, execute, carry out, dispose off or otherwise turn into account of the same.
10. Subject to the provisions of the Companies Act 2013, and other laws prevailing at the time of transaction, to enter into agreement or collaboration arrangement including foreign

collaboration with any person, firm or bodies corporate for the technical or with financial participation or otherwise for obtaining by grant, franchise, license or on other terms, formulate and other rights and benefits and to obtain technical information, know-how and expert advice for the business of the Company.

11. To establish agencies or appoint representatives in India or elsewhere for the business of the Company.
12. To let on lease or on hire the whole or any part of the immovable, movable or real or personal property of the Company on such terms as the directors shall determine.
13. To apply for, purchase or otherwise acquire and protect, prolong and renew any patent rights, brevets D' invention, trademarks, designs, franchises, licenses, protection, concessions and the like conferring any exclusive or non-exclusive or limited right to their use or any secret or other information as to any invention, process or privilege which may seem capable of being used for any of the purposes of the Company or acquisitions of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop or grant licenses or privileges in respect of or otherwise turn to account the property, rights and information so acquired and to carry on any business in any way connected therewith.
14. To employ and remunerate experts and other agents with a view to secure any of the objects of the Company.
15. To undertake the technical training of the personnel of the Company both in India and abroad.
16. To promote any other company for the purpose of acquiring all or any of the properties and liabilities of this company or for any other purpose which may seem directly or indirectly capable of being beneficially conducted and to guarantee the payment of the preliminary expenses or providing the whole or part of the capital thereof.
17. To amalgamate with any company or companies.
18. To pay out of the funds of the Company all the expenses with respect to the formation, registration and flotation of the Company.
19. To adopt such means of making known the business of the Company as may seem expedient and in particular, by advertising in the press, electronic media including television, Internet, by notice and billboards, exhibitions, by publication of books, brochures, pamphlets and periodicals and circulars; by granting prizes, reward and donations; by purchase and exhibition of works of arts or interest.
20. To subscribe, contribute or otherwise to assist or to guarantee money to educational, charitable, benevolent, religious, scientific, public, national, international or other institutions, funds or objects which shall have any moral or other claims to support for aid by the Company either by reasons of locality or operation or of public and general utility or otherwise or which in the opinion of the Company tend to increase the repute or popularity of the Company among its employees or the public or further the interests of the Company.
21. To draw, make, accept, endorse, negotiate, execute, discount, buy, sell, and deal in promissory notes, cheques, hundies, bills of exchange, drafts, bills of lading, and railway receipts, warrants, debentures, certificates, scripts and other negotiable or transferable instruments and securities, but he Company shall not do the business of banking as defined in the Banking Regulation Act, 1949.

22. To open accounts with any bank or bankers, and to pay into, draw moneys and to operate on such accounts.
23. To buy and sell foreign exchange in all lawful ways in compliance with the relevant laws of India and of the foreign country concerned in that behalf, and generally to invest and deal with the moneys of the Company in or upon such securities and in such manner as from time to time be determined and to act as the money changers.
24. To remunerate any person, firm or company for services rendered or to be rendered, or in or about the information or promotion of the Company or the conduct of its business.
25. To provide for the welfare of the directors, officers, and employees of the Company and families of such persons by grant of pensions, allowance, bonus or other payments or by creating and from time to time subscribing or contributing to provident fund or other beneficiary funds, institutions associations, or trusts.
26. To sell or dispose of the undertakings of the Company or any part thereof for such consideration as the Company may think fit.
27. To distribute any of the property of the Company amongst the members in specie or kind in case of liquidation, further that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
28. To appoint as Director in this Company, Directors or Managers of any subsidiary company or of any other company in which this company is or may be interested.
29. To insure the whole or any part of property of the Company either fully or partially, to protect and indemnify the company from liability or loss in any respect, either fully or partially, and also to insure and to protect and indemnify any part or portion thereof either on mutual principles or otherwise.
30. To carry out in any part of the world all or any part of the Company's objects as principal, agents, factor trustee, contractor or otherwise, either alone or in conjunction with any other person, firm, association, corporate body, municipality, province, state, body politic or government colony or dependency thereof.
31. To exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any of its branches in the Union of India and in any or all states, territories, possessions, colonies and dependencies thereof, and in any or all foreign countries, and for this purpose to have and maintain and to discontinue such number of offices and agencies there in as may be convenient.
32. To provide guarantees, counter guarantees, third party guarantees, corporate guarantees or to stand as surety for the payment of money, secured or unsecured, obtained by the company and other proprietorships, firms and companies from banks, financial institutions, mutual funds, public bodies, government bodies, corporations, companies, firms, individuals or other entities on commission or otherwise and to pay for the money so guaranteed in respect of promissory notes, bonds, debentures, debenture stocks, contracts, mortgages, charges, obligations, banking facilities, instruments and securities of any such entities as aforesaid.
33. To procure the Company to be registered or recognized in any part of the world.

34. To establish branches, liaison offices or appoint agencies for or in connection with the objects of the company in any country of interest.
35. To promote, sponsor, undertake and carry out rural development including any programme for promoting the social and economic welfare of or the uplift of the people in any rural area and to incur any expenditure on any programme of rural development and to assist promotion execution thereof either directly or through an independent agency or by making contributions or giving donation or in any other manner. Without prejudice to the generality of the foregoing, any programme for promotion of the social and economic welfare of, or the uplift of the people in any rural area, likely to promote and assist rural development, and that the "rural area" shall include such areas as may be regarded as rural areas under the Income Tax Act, 1961 or any of the above mentioned objects or purpose, transfer without consideration or at such fair or concessional value and subject to provisions of the Companies Act divest the ownership of any property of the Company to or in favour of any public or Local Body or Authority or Central or State Government or any Public institution or trust.
36. To promote, sponsor, undertake and carry out assist any activity for the promotion and growth of the national economy and for discharging social and moral responsibilities of the company to the public as also any activity likely to promote national welfare or social, economic or moral uplift of the people or any section of the people and in such manner and by such means promote, sponsor, undertake and carryout any activity for publication of any books, literature, newspaper for organizing lectures or seminars likely to advance these objects or for giving merit awards, scholarships, loan or any other assistance to deserving students or to other scholars or persons, to enable them to pursue their studies or academic pursuits or researches and for establishing, conducting or assisting, any Institution, Fund, Trust, Seminars, Camps, having any one of aforesaid objects by giving donation or otherwise in any manner in order to implement any of the above mentioned objects or purposes transfer without consideration or at such fair or concessional value and subjects to the provisions of the Companies Act divert the ownership of any property of the Company to or in favour of any or Local Body or Authority or Central or State Government or any Public Institution or Trust.
37. To do all and everything necessary suitable or proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporate bodies, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to, or growing out of, connected with the aforesaid business or powers, or any, parts thereof, provided the same be not inconsistent of the Union of India.

IV. The objects of the Company shall extend to all Indian States

V. The liability of the members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

VI. The Authorized Share Capital of the Company is Rs. 10,00,000.00 (Rupees Ten Lakhs only) divided into 100,000 (One Lakh) Equity Shares of Rs. 10.00 (Rupees Ten only) each.