

UNDER THE COMPANIES ACT, 2013
(COMPANY LIMITED BY SHARES)
(INCORPORATED UNDER THE COMPANIES ACT, 1913)

MEMORANDUM OF ASSOCIATION
OF
THE SOUTH INDIAN TRADING SYNDICATE (KOTTAPADI) LIMITED

(Adopted as the Memorandum of Association by passing Special Resolution at the Extra Ordinary general Meeting of the Members of the Company held on 28th day of December, 2020)

1. The Name of the Company is THE SOUTH INDIAN TRADING SYNDICATE (KOTTAPADI) LIMITED.
2. The Registered Office of the Company will be situated in the State of Kerala.
3. (a) The objects to be pursued by the company on its incorporation are:-ⁱ
 - (a) To carry on in Indian Union and the Indian States all kinds of business of merchants, retail and wholesale, ready or forward and to deal in every kind of Imports and Exports, Merchandise, Manufactures, Representatives for all products, Agents, Commission Agents and also to act as Secretaries, Managers, or Managing Agents as Promoters, Auctioneers, Liquidators, Receivers of any company or companies and to lend, deposit or advance money on securities and properties or with such persons and on such terms as may seem expedient.
 - (b) To carry out the objects of the company by issuing debenture and debenture stock, bills of exchange and by conducting kuries and chitties not amounting to lotteries and prize chits.

3. (b) Matters which are necessary for furtherance of the objects are specified in clause 3(a) areⁱⁱ

1. To deposit money in banks in current or fixed deposit with or without interest, to endorse or transfer cheques, Hundies or other bills of exchange from banks.
2. To advance loans jointly or severally on the security of immovable properties or bills of exchange hundies. pronotes, kuribonds, bills of lading, railway receipts debenture. share warrants, and transferable or nontransferable securities subject to the approval of the directors.
3. To advance money on mercantile goods, gold and silver and metals, landed properties but not to do the business of banking.
4. To purchase any movable property or right in immovable property to acquire by purchase, demise or lease or otherwise any immovable property which may in the opinion of the company be necessary or convenient for carrying out the objects of the company and put up buildings or other work thereon.
5. To improve or repair the properties of the company or transfer them by sale mortgage or demise in whole or part.
6. To establish branches or agencies of the company in order to fulfil the objects above named such as agricultural industries, and to start companies or agencies having dealings with the company.
7. To acquire, take up and hold and deal in shares, stocks, debentures, debentures-stock bonds, obligations and securities issued or guaranteed by any company constituted or carrying on business in India or in any foreign country, and debentures,

debentures-stock bonds, obligations, and securities issued or guaranteed by the Government, Sovereign Ruler, Commissioner, public body or authority supreme, municipal, local or other wise whether in India or any foreign Country in connection with the business which the company is authorized to carry on and on behalf of any of the' client or group of clients of the company and to subscribe for the same either conditionally or otherwise, and to guarantee the subscription thereof, and to exercise all rights and powers conferred by or incidental to the ownership thereof.

8. To purchase or otherwise acquire become interested in, deal in and with invest in, hold, sell, mortgage, pledge or otherwise dispose of, to turn to account or realize upon, all form of securities including shares stock, bonds, debentures, notes, evidence of indebtedness, certificate of indebtedness and certificates evidencing shares of interest in trusts and trust estate or associations, certificate of trust of beneficial interest in trust mortgages and other instrument, securities and rights.

9. To carry on the business of Financial Consultants and to act as merchant bankers, financial advisors to negotiate loans, prepare loan applications, loan syndication and to engage in raising of loans in India or Foreign currency, provided that the company shall not carry on banking Regulation Act, 1949.

10. To acquire and to take over as a going concern by purchase or on lease and under take to carry on the whole or any part of the business together with the goodwill and trade-name, property rights and liabilities of any person or persons, firms or any company carrying on any business, any part of the purposes, of which this company is authorized to carry on or to pay of the same by shares, debentures, debenture-stock,

bonds, cash or otherwise as the Directors of the company determine and to conduct and carry on or liquidate and wind-up any such business

11. To amalgamate, enter into partnership or into any arrangements for sharing or dealing profits, union of interests, co-operation, joint-venture reciprocal concessions or otherwise with any person, firm, corporation or Government or company carrying on or engaged in any business undertaking or transaction which the company is authorized to carry on or to lend money, to guarantee the contracts or otherwise assigned of any such persons, firms or company and to take or otherwise acquire and hold shares or securities of any such persons, firms, or companies, to sell, hold, reissue with or without guarantee or otherwise deal with same.

12. To enter into any agreements, make and perform contracts and arrangements of every kind and description with municipalities, corporate bodies, government, central or state, semi-government organizations, territory province, without limit as to the amount and obtain from any government or authority any rights, privileges, contracts and concession which the company may deem desirable obtain and to carry out, exercise and comply with any such arrangements, rights, privileges, contracts and concessions

13. To enter into any arrangements\ and to take all necessary or proper steps with Governments or with other authorities, supreme, national, local, municipal or otherwise of any place in which the company may have interest and to carry on any negotiations or operations for the purpose of directly carrying out the objects of the company or effecting any modifications in the constitution of the company in furthering the interest of its members and to oppose any such action taken by the

company, firm or person which may be considered likely direct or indirectly to prejudice the interests of its members or of the company and to promote or assist in promoting whether directly or indirectly of any legislation which may appear to be in the interest of the company and to oppose and assist in opposing whether directly or indirectly any legislation which maybe prejudicial or disadvantageous to the company and to obtain from any such government, authority or any company any charters, contracts, decrees, rights, agents, loans, privileges, or concessions which the company may think fit desirable, to obtain and carry out exercise with any such arrangements, charters, contracts, decrees, rights, privileges or concessions.

14. To raise or borrow money from time to time for any of the purpose of the company by bonds, debentures or promissory notes, stocks or by shares or by taking credit in or opening current account with any individual or firm or with any Bank/s or Brokers and whether with or without giving security goods or other articles or by mortgaging, pledging, charging, hypothecating or selling or receiving advances, on the sale of any lands. buildings, machineries, goods, assets or revenue of the company, present or future including its uncalled capital or otherwise by such other means as the Directors may in their own absolute discretion deem expedient and in particular by the issue or debenture stock. convertible into shares of this or any other company or lo convey the same absolutely or in trust and to give the lender powers of sale and other powers as may be expedient and to purchase, redeem or pay of such security subject to the provisions of Companies Act and RBI directives.

15. To invest and deal with the moneys of the Company not immediately required, in immovable properties, shares. bonds, debentures, obligations or the other securities

of any company or association or in Government securities or in current or other deposit account with banks or in the mortgage of immovable property or in any manner as may from time to time determine by the Directors of the Company for the time being and from time to time to vary all such investments and to execute all assignments, transfers, receipts and documents that may be necessary in that behalf.

16. To guarantee the payment of money unsecured by or payable under or in respect of promissory notes, bonds, debentures, debentures-stock, contracts, mortgages, charges, obligations, instruments, and securities of any company or of any such authorities, supreme, municipal, local, or otherwise or of any persons whomsoever, whether incorporated or not incorporated and generally to guarantee or become sureties for the performance of any contracts or obligations.

17. To give guarantee for the performance or discharge of any obligations, liabilities, duties or the payments of moneys by any person, firms and companies or governments and state and give indemnity of all kinds.

18. To open accounts with any Bank or Banks and to deposit money therein and to draw and endorse cheques on and to withdraw money from such account and generally operate upon same (whether overdrawn or not) as may be required for any of the objects or purposes of the Company.

19. To open accounts with any Bank or Banks and to deposit money therein and to draw and endorse cheques on and to withdraw money from such account and generally operate upon same (whether overdrawn or not) as may be required for any of the objects or purposes of the Company.

20. To advance and or to lend money, either with or without security and generally to such persons, associations, corporation, companies upon such terms and conditions as the company may think fit.

21. To sell, mortgage, lease, manage, develop, exchange, dispose of or to transfer the business, immovable or movable property and undertaking of the Company or any part of the property, rights, concession of the Company in such manner and upon such terms and condition and for such considerations as the Directors of the company for the time being may think fit to accept and in particular for cash, shares, debentures, debenture-stock bonds or securities of any other company having objects altogether or in any part similar to those of this Company.

22. To apply for, take out, obtain, purchase, or otherwise acquire and turn to account any copy rights, licenses, concessions, patent rights or inventions, monopolies, privileges, trade marks, or secret process which may seem capable of being used for any of the Company and to use, exercise, develop or grant licenses in respect of or otherwise turn to account the property, rights or information, to acquire and to expend money in experimenting upon and testing and improving or seeking to improve any rights inventions, discoveries, processor Information of the Company which the Company may acquire.

23. To employ experts to investigate and to examine into the conditions, prospects, value, charter and circumstances of any business concerns and undertakings and generally of any assets, property or rights.

24. To undertake' and execute any trusts, undertaking whereof may seem desirable either gratuitously otherwise and/or to make donations to any person, company or

association and to subscriber guarantee money for any national/international, charitable, benevolent, educational, public, objects, activity, exhibition or trade, show for any purpose whatsoever which may be or appear to be conducive directly or indirectly in furtherance of its object of the company or the interest of its members or for the welfare of the staff.

25. To create any depreciation fund, reserve fund, sinking fund, dividend equalization fund, capital redemption fund, or any other special fund whether for depreciation or for repairing, improving, extending or maintaining of the property of the Company or for redemption of debentures of redeemable preference shares or for any other purpose whatsoever conducive to the interest of the company.

26. To provide for the welfare of the. Directors, Ex- Directors, employees or ex-employees of the Company or its predecessors in business and the wives and the families or dependents or connections of such persons by building or contributing to the building of houses, dwelling chawls or quarters of by grant of moneys, pension gratuities allowance, bonuses, awards, profit sharing or other schemes or trusts and by providing or subscribing or contributing or towards places of instructions and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Company shall deem fit, to establish, maintain and grant scholarship to any persons for technical study and education In India and elsewhere which may be necessary or useful for any objects of the Company or otherwise and to• subscribe or otherwise and to subscribe or otherwise to assist or to guarantee money to charitable, benevolent, or for redemption of debentures of religious, scientific national

or either by reason or locality of operation or of public and general utility or otherwise.

27. To pay out of the funds of the Company, all expenses of and incidental to the promotion, formation, registration, advertisement and establishments of this Company and the issue and subscription of shares or loans or Capital including brokerages, underwriting or other commission for obtaining applications for a placing or guaranteeing the placing of shares or any debentures, debenture stocks and other securities, of this Company and also all expenses concerning the issue of any circulars or notices.

28. To amalgamate with any other Company with any or all of the objects similar to the object of this Company in any manner whatsoever, whether with or without a liquidation of the Company.

29. To assist any company or otherwise or by issuing or guaranteeing the subscription and issue of capital, share, stock, debentures, debenture-stock or other securities and to hold and deal in shares, stocks, securities of the company, notwithstanding there may be liability thereon.

30. To establish and support funds and institutions calculated to benefit employees or Ex-employees of the Company or the dependents or connections of such persons, and to grant pensions and allowances.

31. To make donations to such persons or institutions either of cash or any other assets as may be thought directly or indirectly conducive to any of the Company objects or otherwise expedient and also to subscribe, contribute or otherwise assist or guarantee money for charitable objects or institutions.

32. To take part in the management, supervision and control of the business of operations of any undertaking entitled to carry on the business which the Company can conveniently carry on.

33. To agree to refer to arbitration to refer to arbitration disputes, present & future between the company and any other company, firm or individual and to submit the same to arbitration or an arbitration In India or abroad and either In accordance with India or any other foreign system of law.

34. To train or pay for the training in India or abroad of any of the Company's employees or any other person in the interest. and for the furtherance of the company's objects and business.

35. To carry on business of providing long term finance to any person or persons, company or corporation, society or Association of persons with or without any Security for the purpose of enabling such borrower to construct or purchase or enlarge or rep air any house or building or any part or portions thereof or to purchase any tree-hold or leasehold or any lands, estate or interest in or to take demise for any term or terms of years of land or property in India upon such terms and conditions as the company may deem fit.

36. To take all necessary legal action for the recovery of debts due from any company, association, institutions, firms or individuals

37. To repossess or otherwise take into possession the assets belonging to the company and leased or given on hire to the clients for defaults or violation of conditions of agreement.

38. To sell or dispose by auction or otherwise the properties repossessed from clients in any manner as may be deemed fit.

39. To build, take on lease, purchase or acquire in any manner whatsoever any properties, apartments, houses or flats, rooms, huts or other accommodation for men and to let or dispose of the same on installment basis, rent purchase basis or by outright sale whether by private treaty or by auction or in any other mode of disposition all or any integral part thereof.

40. To enter into pooling or other arrangements with persons or companies in India or abroad in such manner as may be lawful and for such period as may be lawful and for such period as may be expedient to further the interest of the Company.

41. To employ, own, purchase, take on hire or otherwise any cars, lorries trucks buses, ships, boats, planes, railcars, station wagons, motor cycles, and other vehicles of all kinds and taxies, maintain garages, dry docks, and service stations and organize, maintain and operate for hire transportation services on such routes or roads as may be licensed to the company or otherwise permissible.

42. To guarantee the performance of any contract or engagement and to become liable or responsible for money for the fulfillments of contracts entered into.

43. To mobilize and accept deposits from public subject to provisions of Section 73 of the Act and RBI directions and to formulate and propagate scheme for promotion of thrift and saving habits. But it is provided that the company shall not do business of banking within the meaning of Banking Regulations Act, 1949.

44. To remunerate any director or other person for any service rendered in the conduct of the business of the company or otherwise.

45. To establish research facilities in any or all of the fields in which the company is engaged.

46. To join and participate in any Chamber of Commerce or Commercial institutions or Bodies as member or associate member and pay all subscriptions and other amounts for such purpose.

47. To adopt such means of making known the business or the products of the Company as may seem expedient.

48. To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

4. The liability of member (s) is limited and this liability is limited to the amount unpaid, if any on the shares held by them.ⁱⁱⁱ
5. The Authorised Share Capital of the Company is Rs.5,00,00,000/- (Rupees Five Crores Only) divided into 2,00,000 (Two Lakhs) equity shares of Rs. 250/- (Rupees Two Hundred and Fifty only) each, with powers to increase or decrease the capital in accordance with the provisions of the rules and regulations in force relating thereto.^{iv}

6. We, the several persons, whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this memorandum of association, and we respectively agree to take the number of shares in the capital of the company set against our respective names:

No.	Names, addresses & descriptions of Subscribers	No. of shares taken	Signature.
1	Muttath Ouseph. S/o Kuniyakku. Ponnani Pookod, Pookod. General Merchant. Ponnani	1	
2	Hoothoor Varieth S/o Varieth. Ponnani, Pookod. Pookod. General Merchant. P.O. Kottapadi	1	
3	Tharyil Appu S/o Ayyappan Ponnani Chowshat Chowshat. Land owner, P.O. Guruvayur	1	
4	Mathukuleth Samuel S/o Mathias Ponnani, Singapuram, Land owner, P.O. Kottapadi	1	
5	Channamoor Paulose B.A., B.L. S/o Ouzhappan Ponnani, Perakam, Perakam, Advocate, P.O. Chowshat	1	
6	Manjappan Kandi S/o Manjappan Ponnani, Perakam, Manjappan, Land owner, P.O. Kottapadi	1	
7	Channamoor Paulose B.A., B.L. S/o Ouzhappan Ponnani, Perakam, Perakam, Advocate, P.O. Chowshat	1	
8	Tharyil Appu S/o Ayyappan Ponnani Chowshat Chowshat. Land owner, P.O. Guruvayur	1	
9	Mathukuleth Samuel S/o Mathias Ponnani, Singapuram, Land owner, P.O. Kottapadi	1	
10	Tharyil Appu S/o Ayyappan Ponnani Chowshat Chowshat. Land owner, P.O. Guruvayur	1	
11	Paramangalath Rappai S/o Varad. Ponnani Taluk. Singapuram, Choolapuram, Land owner, P.O. Kottapadi	1	
12	Madathil Kurian S/o Parinchi, Ponnani, Singapuram, Choolapuram, Land owner, P.O. Kottapadi	1	
13	Madathil Kurian S/o Parinchi, Ponnani, Singapuram, Choolapuram, Land owner, P.O. Kottapadi	1	
14	Chungath Varghese S/o Varghese, Ponnani, Singapuram, Choolapuram, Land owner, P.O. Kottapadi	1	
15	Chungath Varghese S/o Varghese, Ponnani, Singapuram, Choolapuram, Land owner, P.O. Kottapadi	1	
16	Chungath Varghese S/o Varghese, Ponnani, Singapuram, Choolapuram, Land owner, P.O. Kottapadi	1	
17	Paramangalath Rappai S/o Varad. Ponnani Taluk. Singapuram, Choolapuram, Land owner, P.O. Kottapadi	1	
18	Chungath Varghese S/o Varghese, Ponnani, Singapuram, Choolapuram, Land owner, P.O. Kottapadi	1	
19	Chungath Varghese S/o Varghese, Ponnani, Singapuram, Choolapuram, Land owner, P.O. Kottapadi	1	
20	Edakkalathoor Dorassay S/o Varghese, Ponnani Pookod, Pookod. Gold Merchant. P.O. Kottapadi	1	
	Total shares	20	

Dated 15-7-1948
Witnesses to the above signatures:-

- Chungath Varghese S/o Varghese Ponnani Taluk Pookod Pookod P.O. Kottapadi Merchant
- Paramangalath Rappai S/o Varad. Ponnani Taluk Pookod, Pookod. P.O. Kottapadi

ⁱ Heading amended in Clause 3 and replaced with Companies Act, 2013 as Clause 3(a) contains the existing sub clauses (a) and (b) as approved by the shareholders of the Company at the Extra Ordinary General Meeting held on 28th day of December, 2020.

ⁱⁱ Heading amended in Clause 3 (b) and added sub clauses 1 to 6 from existing clause 4, 26, 27, 28, 29 and 31 and added new sub clauses 7 to 48 as approved by the shareholders of the Company at the Extra Ordinary General Meeting held on 28th day of December, 2020.

ⁱⁱⁱ Amended as approved by the shareholders of the Company at the Extra Ordinary General Meeting held on 28th day of December, 2020

^{iv} Amended as approved by Shareholders of the Company at the Extra-ordinary General Meeting held on 7th October, 2020 for increase of Authorised Capital from 2 Cr to 5 Cr.