

THE COMPANIES ACT, 2013

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF

----- COCUNUT PRODUCER COMPANY LIMITED

- I. The name of the Company is - - - - - **COCONUT PRODUCER COMPANY LIMITED**
- II. The Registered Office of the Company will be situated in the State of **Kerala**.
- III. **A.** The main objects to be pursued on its incorporation are:
 - a) To carry on the business of producing, procuring, pooling, handling, packaging, manufacturing, marketing, purchasing, importing, exporting, developing and dealing in coconut, coconut based, coconut tree based goods, products, articles from Members.
 - 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 main objects:-

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 authorized to carry on 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 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 object of the Company.
4. To enter in to any type of agreement, arrangement, franchise or collaboration with any person, firm, or company in India or out side India for financial participation, technical know-how, marketing or other services for the purpose of the company.
5. To apply for, purchase or otherwise acquire and protect, prolong and renew whether in India or elsewhere, any patents, rights, brevets d' invention, licenses, trademarks, design and the like conferring any exclusive or non-exclusives right of use or 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 subsidies, take part in or assist in any experiment, investigations, and researches likely to prove beneficial to the company.
6. To establish and manage laboratories, research institutions, factories, workshops, training centres, marketing centres and such other conveniences necessary for conducting the business of the Company.
7. To invest and deal with the monies of the Company not immediately required in any investment, movable or immovable and in such manner as may from time to time seem expedient subject to the provisions of section 581ZL of the Companies Act, 1956.
8. To borrow or raise or secure the payment of money or to receive money on deposits, or in such manner as the company shall think fit and in particular by the issue of debentures charged upon all or any of the Company's properties, both present and future including its uncalled capital and to purchase, redeem, and pay off such securities. However, the acceptances of deposits shall be made only from Members.

9. To lend money on mortgage of immovable property or on hypothecation or pledge or movable property or without security to such persons and on such terms as may seem expedient and in particular to Directors, customers and persons having dealings with the company and to guarantee the performance of the contracts by any such person or Company. But the Company shall not carry on the business of Banking within the meaning of Banking Regulation Act, 1949.
10. To enter in to partnership or in to any arrangement for sharing profits, union of interests, co-operation, joint venture, reciprocal concessions or otherwise with any person, firm or company carrying on or engaged in or about to carry on any business or transaction which this Company is authorized to carry on as to directly or indirectly benefit the company.
11. To apply for, tender, purchase or otherwise acquire any contracts sub-contracts Licences and concessions for or in relation to the objects or business of the company and to undertake, execute, carry out, dispose of or otherwise turn to account the same.
12. To apply for and utilize financial assistance from Government, state or central, financial institution, bankers, companies, firms or individuals for the purpose of carrying on and developing all or any of the business of the company.
13. To promote any other producer company, corporation, partnership, or syndicate for the purpose of acquiring all or any of the property, assets and liabilities of the Company or of advancing directly or indirectly for promoting the objects of the producer company.
14. To provide management, technical, financial and quality assurance and support services including procurement, infrastructure management, facilities management, branding skill training and technology transfer to its Members.
15. 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.

16. To acquire and undertake the whole or any part of the business, property and liabilities of any person, firm or company carrying on any business which this company is authorized to carry on or processed of property suitable for the purpose of the company for such consideration as the Company may think fit
17. To sell, let, exchange, mortgage, dispose of or otherwise deal with the movable and immovable assets of the company or any part thereof upon such terms and conditions and for such consideration as the company may think fit and in particular for shares or other securities of any other company having objects altogether or in part similar to those of this Company.
18. To amalgamate, merge or divide to form a new producer company as mentioned in 581ZN of the companies Act, 1956.
19. To pay for any properties, rights or privileges acquired by the Company.
20. To enter in to any agreements or arrangements with the Government of India or with any State Government and similar authorities, that may seem conducive to the Company's objects or any of them and to obtain from any such governments or authorities all rights, concessions and privileges which the company may think it desirable to obtain and to carry out exercise and comply with any such arrangements, rights, privileges and concessions.
21. To adopt such means of making known to the public the business of the company as may seem expedient and in particulars by advertisement in the press, by circulars and by publication of books and periodicals.
22. To provide for the welfare of Members, directors, employees or ex-employees and their families or the dependents of such persons, by building houses or by grants, pensions, allowances, contributions to provident funds and such other financial funds and trusts and to subscribe money for charitable or benevolent objects or for any public, general or useful objects subject to the provisions of the companies Act, 1956.

23. To create any reserve fund, or any other special fund for the improvement, expansion or maintenance of the Company.
24. To draw, make, accept, discount, execute and issue cheques, promissory notes, bills of exchange, hundies, bills of lading and other negotiable or transferable instruments or securities. But the company shall not do the business of banking within the meaning of the Banking Regulation Act, 1949.
25. To remunerate any person or company for service rendered or to be rendered in the formation or promotion of the company or for the conduct of the business of the company.
26. To establish and maintain agencies, places of business, branches, showrooms, and godowns to carry on the business of the Company.
27. To pay all the costs, charges, and expenses in connection with the promotion, formation, registration and establishment of the company and to remunerate any person or company for services rendered in placing or assisting to place of any debentures or other securities of the company and /or in or about the formation or promotion of the company or the conduct of the business of the Company.
28. To adopt such means of making known the business or the products of the Company as may seem expedient.
29. To contribute to any programme of social and rural development, scientific research or such other useful purposes which will enhance the capability of the company to carry on its main objects.
30. To fabricate, purchase, construct, take on lease or rent, erect, maintain, machineries, plants, equipments, structurals and carriages related to the business activities of the Company.
31. To deal in or engage in the manufacture or imports of organic products, bio-fertilizers and insecticides, pesticides and chemical manure and also in all types of liquid and vegetable fertilizers required for the Company.

32. To create, establish and maintain micro enterprises for production on cluster basis based on the product group supply chains connected with the main objects of the Company.
33. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of the economy including poverty alleviation, employment generation and discharging what the directors may consider to be social and moral and social responsibilities of the company to the public or any section of the public and as also any activity which the directors consider likely to promote national welfare or social, economic or moral uplift of the public or any section of the public and in such manner and by such means as the directors may think fit.
34. To provide self employment to Members through various developmental initiatives with the help of Central Government, State Government, Local Bodies and /or private Agencies and provide all kinds of support services.
35. 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.
36. 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.

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 whole of India.

V. The Liability of the Members is Limited.

VI. The Authorised share capital of the company is Rs.50,000,000 /- (Rupees Five Crore Only) divided in to 5,00,000(Five Lakhs) Equity shares of Rs. 100/- (Rupees Hundred only) each,

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