

THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
(INCORPORATED UNDER THE COMPANIES ACT, 1956)
MEMORANDUM OF ASSOCIATION
OF
TCM LIMITED

- I. The name of the company is TCM LIMITED
- II. The Registered Office of the company will be situated at in the State of KERALA.
- III. (a) The objects to be pursued by the company on its incorporation are :
 1. To carry on the business of manufacturers of and dealers in all kinds of Industrial, inorganic, organic, synthetic, forensic, electrolytic, pyrotechnic and all other kinds of chemicals, metals, preparations, dyes, intermediates, colors, coal tar derived products, fertilizers and manures of all kinds, synthetic, organic, inorganic, natural or mixtures, compositions and preparations therefrom, dips, sprays, insecticides, vermifuges, Fungicides, medicines and remedies for men or animals and whether produced from vegetable or animal matter or by any chemical process, paper pulp, glass, bricks, pottery, cements, artificial stones, terracotta stones, stoneware, etc. oil fats, waxes paints pigments, varnishes, distempers explosives ammunition, fireworks and other explosive products and accessories of all kinds and whatsoever composition for pyrotechnical mining industrial military sporting or any other purpose and carry on the business of distillers of wood coal and all other products or materials: gas -makers metallurgists chemists wholesale retail analytical and otherwise founders, machinists toolmakers, metal works, millwrights electroplaters enamellers and all kinds of mechanical or engineering work importers exporters, manufactures of and dealers in all kinds of cordials drugs essences pharmaceutical medical chemical synthetic, industrial and other preparations and articles mineral and other waters; makers of and dealers in proprietary articles of all kinds and of all chemical electrical photographic and surgical and scientific apparatus and materials, to carry on the business of factory and mill furnishers, builders, contractors erection and maintenance of factories, mills and works and machinery of all kinds and to carry on the business of general merchants bankers agents trustees executors and administrators of estates dealers contractors ship and dock owners carriers engineers landowners and mine owners ship-wrights, stevedores and warehousemen and agency in all its branches in India or in any other part of the world

2. To carry on the business of processing, producing, mixing, packing, preserving, extracting, refining, manufacturing, importing, exporting, buying, selling, trading and dealing in processed foods, health foods, protein foods, food products, agro foods, fast foods, packed foods, meat and sea foods, milk foods, health and diet drinks, extruded foods, frozen foods, dehydrated foods, precooked foods, canned foods, preserved foods, bakery products and confectionery items such as breads, biscuits, sweets, cakes, pastries, cookies, wafers, condoles, lemon drops, chocolate, toffees, tinned fruits, chewing gum, bubble gum, detergents, tea and coffee, vegetables, fruits, jams, jelly, pickles, squashes, sausages, nutrient, health and diet foods / drinks, extruded foods, confectionery items, sweets, cereals products and any other food products in and outside India.
3. To carry on the business of generating, producing, transmitting, supplying, distributing and dealing in electricity and all forms of energy and power derived by any source whether nuclear, steam, hydro, tidal, wind, solar, hydrocarbon fuel or any other form, kind or description.
4. To carry on in India or elsewhere the business of establishing, manufacturing, commissioning, setting up, operating and maintaining electric power equipments, transmission systems, networks, power systems, generating stations based on conventional/non-conventional resources for evacuation, transmission, distribution, trading or supply of power through establishing or using stations, tie-lines, sub-stations and transmission or distribution lines in any manner including Build, Own and Transfer (BOT), Build, Own and Operate (BOO), Build Own, Lease and Transfer (BOLT) and/or Build, Own, Operate and Transfer (BOOT) basis or otherwise.
5. To carry on the business, in India and elsewhere, of providing logistic services such as the business of transporters, carriers, transport contractors, warehouses, warehousing agents, freight and cargo movers, shipping, clearing and forwarding agents and couriers.
6. To own prospect for, explore, acquire, by lease, license, purchase or otherwise, open work, develop and maintain natural deposits of salt, brine, matron soda kieselguhr, nitrates and other chemical substances of all kinds and to carry on, conduct the business of working, getting and supplying to other persons such salts, brine and other substances.
7. To carry on the business of dairymen, manufactures of dairy products including cheese and butter, egg and sausage manufactures and merchants, bacon-cures, poultry and livestock breeders, butchers, bankers, farmers, grocers and general provision merchants and dealers.
8. To carry on the business of plantations and agriculture farming in all branches and kinds to establish modern agriculture farms and gardens and demonstrate modern

methods of agriculture farms and gardens and utilization of modern agriculture machinery and equipments in order to get more raw-materials required by the company

9. To refine, treat and render merchantable and fit for use natural deposits and salt, brine, matron, soda, kieselguhr, nitrates and other chemical substances of all kinds obtained as aforesaid and to manufacture therefrom by any electrolytic, metallurgic or other forms of plant or process every kind of chemical other products and by products.
10. To carry on the business of electricians and electrical mechanical engineers and manufactures of and dealers in apparatus and things required for or capable of being used in connection with the generation, distribution supply, accumulation and employment of electricity galvanism, magnetism or otherwise.
11. To own, purchase, take on lease or otherwise acquire any mines, mining rights and property supposed to contain minerals and any interests there in and to explore, work, exercise, develop, turn to account the same and any undertaking connected thereto to buy, sell, refine, manufacture and deal in minerals and preparations of all kinds derived therefrom: to search for examine prospect and explore mines, and grounds supposed to contain minerals, and to search for and obtain information regarding mines, mining, claims, mining districts and localities and to crush win, get, quarry, smelt, refine, dress, amalgamates, manipulate and prepare for market, ore metal, mineral oil and mineral substance of all kinds and to carry on any other operations which any seen conducive to any of the company's object: to buy sell, manufacture and deal in minerals, plant, machinery, implements, conveniences, provisions and things capable of being used in connection with metallurgical, chemical and other operations or required by workmen and others employed by the company to construct carry out, maintain, improve, manage, work control and superintend any roads, airways, tramways, railways, bridges, reservoirs water courses aqueducts wharves, furnaces, sawmills and other work, factories, houses, villages warehouses shops and conveniences which may seem directly or indirectly conducive to any of the objects of the company and to contribute, to subscribe or otherwise aid to take part in any such operations.
12. To buy sell manufacture refine manipulate import export and deal both wholesale and retail, commodities, substances, apparatus, articles and things of all kinds capable of being used or which can conveniently be dealt in by the company in connection with any of its objects and to carry on the business of general manufacture and to manufacture buy, sell and deal in apparatus machinery, materials and articles of all kinds.
13. To acquire by purchase lease exchange or otherwise lands buildings and hereditaments of any tenure or description and estate or interest therein and any rights over or connected with lands and either or retain the same for the purpose of the company's business or to turn the same to account as may seem expedient.
14. To acquire, build, make, construct, equip, maintain, improve alter and work, factories, buildings, roads, water courses and other works and conveniences which may be necessary or convenient for the purpose of the company or may seem calculated

directly or indirectly to advance the company's interests and to contribute, to subsidize or otherwise assist or take part in the construction, improvement, maintenance working management carrying out or control thereof.

15. To enter into any arrangement with authorities, government, municipal, local or otherwise that may seem conducive to the company's objects or any of them and obtain any such authority and rights privileges and concessions which the company may think it desirable to obtain, and to carryout exercise and employ such arrangements rights, privileges and concessions.
16. To carry on any other business which may seem to the company capable of being conveniently carried on in connection with any of the above or calculated directly or indirectly to enhance the value of or render profitable any of the company's property or rights.
17. To acquire and undertake all or any part of the business property and liabilities of any person or company carrying on any business which this company is authorized to carry on or possessed of property suitable for the purpose of the company. To amalgamate with any company having objects altogether or in part similar to this company.
18. To pay or purchase or otherwise acquire any patents, process, brevets d' invention license, concession and like conferring any exclusive or non-exclusive or limited rights to use any process, secret or invention on such terms as may seem expedient, incash or in shares or partly in cash and partly in shares or otherwise either by way of royalty or consideration or otherwise which may seem calculated, directly or indirectly to benefit the company and to use exercise develop or grant licenses in respect of or otherwise turn to account the property, rights or information so acquired. To sell or license for any consideration by way of cash, shares, royalty or otherwise or partly by cash partly by shares or partly by royalty any know-how patent process, license of invention available to the company.
19. To sell or dispose of the undertaking of the company or any part thereof for such consideration as the company may think fit and in particular for shares debentures or securities of any other company having objects altogether or in part similar to those of this company.
20. To pay all preliminary expenses of the company and any company promoted or formed by the company and any company in which this company is or may contemplate being interested or to contract with any person form or company to pay the same and to pay commissions to brokers and others for underwriting placing selling or guaranteeing the subscription of any shares debentures or securities of this company or of any company promoted by the company, and to pay the costs and expenses of or incidental to the winding up of any company the whole or part of the property whereof is required by this company or in which company is or may be interested.
21. To pay for any lands real or personal immovable or movable estate property or assets of any kind acquired or to be acquired by the company or for any services rendered or to be rendered to the company and generally to pay or discharge any consideration to

- be paid or given by the company, in money or in shares (whether fully or partly paid-up) or debentures or debenture stock or obligations of the company or partly in one way and partly in another or otherwise howsoever with power to issue shares fully or partly paid up for such purpose.
22. To distribute among the shareholders any property of the company. Whether by way of dividend or upon a return of capital but so that no distribution amounting to a reduction of capital is made, except with the sanction for the time being required by law.
 23. To act as whole sale or retail stockiest or distributor of any industrial, energy, processed or raw food products, or any other product, article or thing.
 24. To do all or any of the above things, either as principals, agents, trustees, contractors or otherwise.
 25. ****To carry on the business of Development of townships, construction of residential/commercial premises, recreational facilities and allied infrastructures or any other revenue generating projects including by way of partnership or joint venture with third party.****

For TCM LIMITED

[Handwritten Signature]

Managing Director

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

1. To enter into arrangements for technical collaboration and or other forms of assistances including capital participation with foreign or Indian Manufacturers and to pay for such technical assistance or collaboration, royalties or other fees in cash or any allotment of equity or other capital of the company credited as paid for by issue of debenture stocks.
2. To enter into any arrangements with any government authorities, Municipal, Panchayath, Local authority or corporation or Boards which may seem conducive to the Company's objects or any of them and to obtain from any such Government or authority any right privileges and concessions, which the company may think fit or desirable to obtain and to carry out exercise and comply with any arrangements, rights privileges and concessions.
3. To procure the incorporation, registration or other recognition of the Company in any country, state or place and to establish and regulate agencies for the purpose of the company's business and to apply or join in applying to any Parliament, Local, Government, Municipal or other authority or body, India, British, Colonial or Foreign, for any acts of Parliament, laws decrease, concessions, orders, rights or privileges that may seem conducive to the company's objects or any of them and to oppose anyproceedings or application which may seem calculated directly to prejudice the company's interest.
4. To acquire, construct, build, set up, make equip, maintain, repair improve, alter establish, erect, install purchase, fix operate and use buildings workshops, mills, offices, machineries, engines, roads, water courses, any movable, immovable or other fixed or current assets, properties of any tenure or description, land, any right over or connected with land, any estate or interest there in and other works and conveniences which are necessary and conducive to the attainment of the main objects

(**adopted by a Special Resolution of the members at the Extra Ordinary General Meeting held on 29.07.2022)

5. To undertake, research and experiment or to provide fund for Research and Development and experimentation with regard to any field which the company may consider useful or remunerative and to obtain or assist in obtaining patent right or privileges for any such inventions in India and/or elsewhere and to purchase or otherwise acquire any inventions, patents, patent right or privileges brevets d' inventions, trademarks, designs, licenses, productions, concessions, subsidies and invention, which the company may think proper to acquire and/or pay for the same such consideration as the company may think fit.
6. Subject to the provisions of Section 58(A) of the Act and the rules made there under, to borrow, or secure the payment of money in such manner as the company may think fit and in particular by mortgaging or charging debentures, perpetual or otherwise, trust deed, mortgage, instrument or charges or otherwise the undertaking of all or any part of the property or assets of company and by issuing whether at par or premium or depositing any debentures, or other dealings or other instruments constituting or acknowledgement of indebtedness whether creating a charge or not.
7. Subject to the Banking Regulations Act, 1949 to receive money or deposit (not subject to withdrawal by cheque, draft or order) from and to lend money to any person, firm association, society corporation or company and on such terms and on such security as may seem expedient or without any security and in particular to members or customers and others having or likely to have dealing with the company and to guarantee the performance of contracts and obligations by and such persons and generally to give guarantee and indemnities in connection with the business of the company.
8. To employ experts to investigate and examine into the condition, prospects, value character and circumstances of any business concerns and undertaking and generally of any assets, property or rights.
9. To act as collaborators, managers, representatives, sales commission agents, shipping and transporting agents and to take up all kinds of agencies of companies, corporations and institutions registered in India or outside.
10. To manage, develop, improve, turn to account, exchange, mortgage, sell, transfer, lease, grant licenses and the rights or in respect of or otherwise deal with or dispose of the whole or any part of the property, undertaking or assets, for the time being of the company for such consideration as the company may think fit.
11. To carry on any scientific research or other research which may be of benefit to the company to establish, conduct and carry on any educational or other institution and research.
12. To establish depots, branches and offices in India and/or in abroad to carry on any business undertaken by the company.
13. To take or acquire and hold shares in any other company having objects altogether in or partly similar to those of this company or carrying on any business capable of being conducive so as directly to the benefits of the company.
14. To enter into partnership or into any arrangements for sharing, or pooling of profits, co-operation, amalgamation, union of interests, joint ventures, reciprocal concession, license or otherwise with any person, firm or company association, society or body corporate carrying on or engaged in or about to carry on engage in any business or transaction which this company is authorized to carry on or engage in or carry on any business undertaking or transaction which may seem capable of being carried or conducted so as to give the guarantees and counter guarantees the contracts of or otherwise assist any

such person or firm or company and to sell, hold, reissue with or without guarantee or otherwise deal with the same.

15. To amalgamate with any other company having objects altogether or in part similar to those of this company.
16. To form, promote, establish, subsidize or otherwise assist any company or companies, firms, institutions, establishments, or individuals for the purpose of furthering any of the objects of the company.
17. To create any depreciation fund, reserve fund, insurance fund, sinking fund or any other special funds whether for depreciation or repairs, replacement, improvement, extension or maintenance of any of the properties or assets of the company or for any other purpose conducive to the interest of the company.
18. To pay out of the Company's funds the cost of expense incurred in connection with all matters preliminary and incidental to the formation, promotion and incorporation of this company and the costs and expenses incurred in connection with all matter, preliminary and incidental to the formation and incorporation of any company which may be promoted by this company.
19. To accept stock or shares in, or the debentures, mortgage debentures or other securities of any other Company in payment or part payment for any service rendered or for sale any mode or debt owing from any such company.
20. To conduct and organize seminars, conferences, studies and research in investments trends and allied matters to promote and protect the interests of both investors and investment organizations.
21. To obtain any Act of Central or State Legislature, provisional order, license or autonomous body authority for enabling the Company to carry out any of its objects into effect or for effecting any modifications of the Company's constitutions or for other purpose which may seem calculated directly or indirectly to prejudice the Company's interest .
22. To remunerate by cash or otherwise or in kind or by allotment of fully or partly paid shares credited as fully or partly paid up or in any other manner) any persons, firms associations, or companies for services rendered or to be rendered or in rendering technical aid and advice, granting licenses or permission for uses of patents, trade secrets, trademarks, processes and acting as trustees for debenture holders or debentures stock holders of the company or for subscribing or agreeing to subscribe whether absolutely or conditional of for procuring or agreeing to procure subscriptions whether absolute or conditional for any shares, debentures or debenture or debenture stock or other securities of the company or for any company promoted by this company for services rendered or about the formation or promotion for the company or any company promoted by this company or in introducing any property or business to the company or about the conduct of the business of this company or for guaranteeing payment of such debenture stock or other securities and any interest thereon.
23. To open and keep a resister or registers in any State in India or abroad wherever it may be deemed necessary and expedient so as to do and to allocate any number of shares in the company to such register or registers.

24. To undertake and execute any trusts, the undertaking where of may seem desirable, either gratuitously or otherwise.
 25. To sell mortgage, assign or lease and other manner deal with or dispose of the undertaking or property of the company or part thereof, whether movable or immovable for such consideration as the company may think fit and in particular for shares, debentures and other securities, of any other company having objects altogether or in partsimilar to those of this company.
 26. To distribute any of the property of the company amongst the members in specie of kind upon the winding up of the company.
 27. To provide for the welfare of the Directors or employees or ex-employees of the company and the wives, widows and families or the dependants or connections of such persons by building or contributing to the building of house or dwellings or quarters or by grants of money pensions, gratuities, allowances bonuses, profit sharing bonuses or benefits or any other payments or by creating and from time to time subscribing or contributing to provident and other associations or institutions, funds profit sharing or others schemes or trusts and by providing or subscribing or contributing towards palaces of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit.
 28. To undertake carry out promote and sponsor rural development including any program for promoting the social and economic welfare of the uplift of the public in any rural area and to incur any expenditure on any program of rural development and to assist execution and promotion thereof either directly or through an independent agency or in any other manner.
 29. To do all such other things as may be necessary, incidental, conducive or convenient to the attainment of the above objects or any of them.
- IV The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
- V The Share capital of the company is Rs.10,00,00,000/- divided into 1,00,00,000 shares of Rs.10 each. The shares forming the capital.

