

THE COMPANIES ACT, 1956
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
KINGS INFRA VENTURES LIMITED

- I. The name of the Company is **KINGS INFRA VENTURES LIMITED**.
- II. The Registered office of the Company will be situated in the **State of KERALA**.
- III. (A) **MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:[*]**
1. To promote, develop, finance, establish, to enter into joint ventures, to establish special purpose vehicles (SPVs), build, construct, equip, operate, maintain infrastructure projects and facilities including promoting, developing, building, raising and/or maintaining, controlling, upgrading, regulating, modifying and /or takeover of infrastructure projects of all kinds including, Transportation, Ports, Communication, Power, Agriculture and Irrigation, Health Care, Public Utility Services, Townships, Real Estate Developments, High class/High rise buildings, Superstructures, Industrial parks like information Technology/Business Process Outsourcing/Electronic Parks. Research & Development Centers, Shopping Malls/Souks, and to act as advisors and or consultants in any of these above activities.
 2. To establish, promote, design, develop, to enter into joint ventures, to establish special purpose vehicle (SPVs), construct, set up. Operate, manage, maintain and carry on the business of Tourism and Hospitality industry including Hotels, apartment Hotels Motels, Wayside Amenities, Exhibition Centers, Convention Centers, Holiday Resorts, Cottages, Caravan sites, Boat houses, cruises and kinds of entertainments and amusement services like theme parks, entertainment park, water sports, adventures sports and event management and to render technology consultancy services in consonant with any of the above business.
 3. To deal with all kinds of immovable properties free hold or lease-hold or having any other rights, interests or share attached to them whether belonging to the company or not.
 4. To act as agent for sellers and buyers for lands, buildings, flats, both commercial and residential agricultural farms and other immovable properties in India or abroad and to collect rent and income thereof.

[*] *Main object Clauses replaced as per special Resolution passed at the Extra Ordinary general Meeting held on 19.03.2007.*



For **KINGS INFRAVENTURES LTD.**

Shajee
Chairman & Managing Director

Rajjale

Chairman & Managing Director

5. To develop the infrastructure for the aquaculture and seafood production and to deal in all whatsoever manner in the aquaculture and seafood products.[**]
 - a. To set up Aqua Farms, Aqua Parks, Aquaculture hubs, feed manufacturing units, hatcheries, nurseries, processing units, export and import facilities, distribution network, and to buy- sell and to deal in whatsoever manner with all types, varieties and products in the aquaculture and seafood sector [***]

[**] *Addition of new object into Main objects of the Company as per special Resolution passed at the Annual General Meeting held on 23.09.2017*

[***] *Addition of sub clause into existing clause 5 of the Main object of the Company as per special Resolution passed at the Annual General Meeting held on 30.09.2018*

6. To set up, promote, run, manage, construct and carry on the development, administration and management of projects in the field of agriculture and food processing including but not limited to Food Parks, Food Processing Units, Hi-tech Agro Farms and to carry on business as technical consultants and advisers with any of the above business.[****]

7. To promote, design, construct, implement, operate, manage and maintain project(s) for the generation of electricity from renewable sources of energy including but not limited to solar, hydel, wind, waste and bio gas, including from micro, mini and hybrid power plants and similar technologies, and to render business services and technological consultancy services to third party businesses in consonant with any of the above business. [****]

8. To promote, construct, erect, maintain, manage, operate, alter, carry on, control, and render assistance in the construction, erection and maintenance, to develop, and/or maintain/manage processing facilities for all types projects to support sustainable living including but not limited to Resource recovery, production of organic fertilizers and other products from waste and waste products, water and waste water treatment and management and to offer consultancy and business advisory services relating to the said businesses.[****]

[****] *Addition of new objects into Main objects of the Company as per special Resolution passed at the Annual General Meeting held on 30.09.2018*

(B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE:- [#]

[#] *The title Clause "III (B)" is replaced as per special Resolution passed at the Annual General Meeting held on 23.09.2017*

1. To enter into contracts, agreements, foreign collaboration agreements, partnerships and arrangements with any other company, firm or person in any country for the carrying out by such other company, firm or person on behalf of the company of the objects for which the company is framed.
2. To carry on business as authorized by memorandum, which in the opinion of the Board of Directors of the company, is capable of being advantageously or conveniently carried on

For KINGS INFRAVENTURES LTD.

Rajjale
Chairman & Managing Director



by the Company in connection with or is ancillary to any of the Company's main objects or which it may be advisable to undertake with a view to developing, rendering, valuable, prospecting or turning to account any property, real or personal, belonging to the company, or in which the company may be interested.

3. To buy, sell, exchange, alter, improve, manipulate, prepare for market and otherwise deal in all kinds of plant, machinery, apparatus tools utensils, receptacles, substances, materials, articles, and things necessary or convenient for carrying on any of the business or processes of the company usually engaged in by persons engaged in the like business or processes.
4. To buy, sell, refine, process, make, manipulate, import, export and deal in substances, apparatus and things, capable of being used in any business of the company or required by any customers or persons having dealings with the Company.
5. To repair, add, alter, remodel, clean, renovate, convert, manipulate and prepare for the resale and resell any goods from time to time belonging to the Company.
6. To employ or engage 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.
7. To control or receive control or otherwise acquire and carry on any business or branch of a business, which this Company is authorized to carry on by means or through the agency of any subsidiary company or Companies, including guarantee and unlimited companies with or without share capital and to enter into any agreement with such subsidiary company for taking the profits and bearing the losses of any such subsidiary company or guarantee its liabilities or undertake to contribute to the asset of the subsidiary company in the event of its being wound up or to make any other arrangement which may seem desirable with reference to any business or branch so carried on including power at any time, either temporarily or permanently, to close any such branch or business.
8. 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.
9. To purchase, take on leave, exchange, hire, take possession or receive by way of gift, subsidy or otherwise acquire any immovable or movable property and any rights or privileges which the company may think necessary or convenient for the purposes of its business and in particular any goodwill, land buildings, casements, machinery, plant and stock-in-trade with or without any liabilities attached thereto and either to retain any property to be acquired for the purpose of the Company's business or to turn the same to account as may seem expedient.
10. To amalgamate, enter into partnership or acquire interest in the business of any other company person, association of person being corporate bodies or otherwise, or firm carrying on or engaged in or about to carry on or engage in any business or transaction included in the objects of the company, to enter into any arrangement for sharing profit or for co-operation or to limit competition or for mutual assistance, with any such person,

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Chairman & Managing Director



firm or company or to acquire, carry on any other business(whether manufacturing or otherwise) auxiliary to the business of the Company or connected with the above, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property and to give or accept as consideration for any of the acts or things aforesaid or property acquired, any money, shares, debentures, debentures stock or securities that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debenture stock or securities that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures, debentures stocks or securities so received.

11. To enter into partnership, or into any arrangements for sharing profits or losses, or for any union of interest, joint ventures, reciprocal concession or co-operation with any person or persons or company or companies carrying on, or engaged in or being authorized to carry on, or engage in, or in any business or transaction capable of being conducted so as directly or indirectly to benefit this Company.
12. To give or share with the persons or companies joining in the partnership arrangement, union of interest, joint venture, reciprocal concession or co-operation arrangement, such rights and privileges as are necessary for making the relationship workable.
13. To underwrite, acquire, receive by way of gift, subsidy, consideration (fully or part) or otherwise take up and hold shares, stocks, debentures, debentures stock bonds, obligations and securities issued or guaranteed by any company formed carrying on business in India or in any foreign country.
14. To acquire any such shares, stocks, debentures, denture stock, bonds, obligations or securities by original subscription, tender, purchase, exchange or otherwise, and to subscribe for the same, either conditionally or otherwise, and to guarantee the subscription thereof, and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof.
15. To remunerate any person or company for services rendered or to be rendered in placing of shares in the Company's capital or any debentures, debentures stock or other securities of the company or in or about formation or promotion of the Company or the acquisition of property by the Company or conduct of its business.
16. To establish or promote or concur in establishing or promoting any concern, firm or company for the purpose of receiving and taking or acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the company and to place or guarantee the placing of, underwrite or subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such other company.
17. To enter into any arrangements with any Government or authority supreme, municipal, local or otherwise or any person or company that may seem conducive to the Company's objects or any one of them and to obtain from any such government, authority, person or company and rights, privileges, charters, contracts, licenses and concessions which the

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Chairman & Managing Director



Company may think fit desirable to obtain and to carry out, exercise and comply therewith.

18. To apply for, promote and obtain, any Act, charter, privilege, concession, licence, authorization, of any government, state or municipal, provisional order or licence or any, authority for enabling the company, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the Company's interest.
19. To apply for purchase or otherwise acquire, and protect and renew in any part of the world any patents, rights, brevets d invention, trademarks, designs, licences, concessions and the like conferring any exclusive or non-exclusive or limited rights to their use, or any secret or other information as to any invention which may seem capable of being used for any of the purpose of the company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, to use, exercise, develop or grant licences in respect of or otherwise turn to account the properly, rights or information so acquired and to expend money in experimenting upon, testing or improving any such patents, inventions or rights.
20. To establish provide, maintain and conduct, or otherwise subsidize research laboratories and experimental workshops for scientific and technical research and to undertake and carry on with all scientific and technical researched, experiments and tests of all kinds and to promote studies and research both scientific and technical investigations and invention by providing, subsidizing, endowing or assisting laboratories , workshops, libraries, lectures, meeting and conferences and by providing for the remuneration of scientific or technical professors or teachers and by providing for the award exhibitions, scholarships, prizes and grants to students or otherwise and generally to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any of the business which the Company is authorized to carry on.
21. To make donations to such persons or institutions and in such cases and either of cash or any other assets as may be thought directly or indirectly conducive to any of the Company's objects or otherwise expedient and, in particular, to remunerate any person or corporation introducing business to this Company and also to subscribe, otherwise assist or guarantee money for charitable, scientific, religious or benevolent, national, public, cultural, educational or other institution, objects or for any exhibition or for any public objects and to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and convenience, for the benefit of the employees or ex-employees(including directors) of the Company or its predecessors in business or of person having dealings with the Company or the dependents, relative, or connection of such persons and, in particular, friendly or other benefit societies and to grant pensions, allowances, gratuities and bonuses, either by way of annual payments or a Lump sum, and to make payment towards insurance and to form and contribute to provident benefit funds and other welfare funds of or such persons.

For **KINGS INFRAVENTURES LTD.**
Sajee
Chairman & Managing Director



22. To refer or agree to refer, any claim, demand dispute or any other question, by or against the company or in which the company is interested or concerned and whether between the Company and the member or members or their representatives between the Company and third parties, to arbitration in India or at any place outside India and to observe and perform and to do all acts deeds, matters and things to carry out or enforce the award.
23. To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the promotion, formation and registration of the company or the issue of its capital including brokerage and commission, obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.
24. To pay all preliminary expenses of any company promoted by the Company or any company in which the company is or may contemplate being interested, including such preliminary expenses, all or any part of the costs and expenses of the owners of any business or property acquired by the company.
25. To pay for any rights or property acquired by the company and to remunerate any person or company for services rendered or to be rendered in placing of shares in the Company's Capital or any debentures, debenture-stock or other securities of the company or in or about the formation or promotion of the Company, or the acquisition of property by the company for the conduct of its business, whether by cash payment or by the allotment of shares, debentures or other securities of the Company, credited as paid in full or in part or otherwise.
26. To adopt such means of making known the business of the Company as may seem expedient and in particular, by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals, and by granting prizes, rewards and donations.
27. To lend and advance money or to give credit to such persons or companies and on such terms as may seem expedient and, in particular, to customers and others having dealing with the Company and to guarantee the performance of any contract or obligation and the payment of money of or by any such persons or companies and generally to give guarantees and indemnities. But the company shall not do the business of banking as defined in the Banking Regulations Act 1949.
28. To invest and deal with the moneys of the company not immediately required in such manner as may from time to time be determined.
29. To receive money on deposit or loan and borrow or raise money in such manner as the company shall think fit and in particular by the issue of debentures or debentures-stocks (perpetual or otherwise) and to secure the payment of any money borrowed, raised or owing by the mortgage charge or lien upon all or any property or assets of the company (both present and future) including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company or any other person or company as the case may be subject to section 58 A and the Reserve Bank of India directors.

For KINGS INFRAVENTURES LTD.

Aravind
Chairman & Managing Director



30. To create and execute or undertake and execute any trusts, either gratuitous or otherwise, the undertaking of which may seem to the Company desirable, and to appoint trustees thereto.
31. To draw, make, accept, endorse, discount, execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities.
32. To sell, improve, manage, develop exchange, lease, mortgage, dispose of, surrender, relinquish, give, and turn to account or otherwise deal with the company's property or rights therein.
33. To establish and maintain or procure the establishment and the maintenance of any contributory or non-contributory provident, pension or superannuation fund or fund for the benefit or and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any person which are or were at any time in the employment or service of the company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company, or who are or were at any time directors or officers of the company or of any such other company as aforesaid and the wives, widows, families and dependants of any such persons and also establish and subsidize and subscribe to any institutions, association, clubs or funds calculated to be for the benefit, or to advance the interests and well being of the Company or of any such other company as aforesaid, and make payments to or towards the insurance of any such person as aforesaid and to do any of the matters as aforesaid either alone or in conjunction with any other company as aforesaid.
34. Subject to the provisions of the Companies Act, 1956 to distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company in the event of its winding up.
35. To insure the whole or any part of property of the Company either fully or partially to protect and indemnify the company against liability or loss in any respect, either fully or partially, and also protect and indemnify any part or portion thereof either on mutual principles or otherwise.
36. 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.
37. 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 officers and agencies therein as may be convenient.
38. To procure the company to be registered or recognized in any part of the world.

For KINGS INFRAVENTURES LTD.
[Signature]
Chairman & Managing Director



39. To approve, ratify and adopt contract, agreements, commitments and undertakings entered into, give or executed by its promoters signatories of the Company's Memorandum of Association and Articles of Association/persons mentioned as the Company's Directors in the Articles of Association or acting as its Directors and to pay all costs, charges and expenses incurred or sustained in connections there with particularly in respect of the promotion, establishment and operation of the company or which the company shall consider to be in the nature of preliminary expenses or which bring valuable right to the Company.
40. To apply for, purchase or otherwise acquire and protect and renew in any part of the world, any patents, patent rights, prevents d' invention, trademarks, designs, licences, concessions and the like conferring any exclusive or non-exclusive or limited right to use or any secret or other information as to any invention which may seem capable of being used for any purpose of the company or the acquisition of which may seem calculated, directly or indirectly to benefit the company and to use exercise, develop or grant licences in respect of or otherwise turn into account the property, rights or information so acquired and to expend money in experimenting upon, testing or improving any such patents, inventions or rights.
41. To promote, sponsor, undertake and carry out rural development including any program 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 program of rural development and to assist promotion or execution thereof either directly or through an independent agency or by making contributions or giving donations or in any other manner. Without prejudice to the generality of the foregoing, any program for promoting 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 words 'rural area' shall include such areas as may be regarded as rural areas under the Income Tax Act, 1961 or any other law relating to rural development for the time being in force in order to implement any of the above mentioned objects or purposes, transfer without consideration or at such fair or concessional value and subject to provisions of 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.
42. To promote, sponsor undertake and carry out or 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, loans 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, campus etc. having any one of aforesaid objects by giving donations or otherwise in any manner in order to implement any of the above mentioned objects or purpose transfer without consideration or at such fair or concessional value and subject to the provisions of Companies Act divest the ownership

For **KINGS INFRAVENTURES LTD.**


Chairman & Managing Director



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.

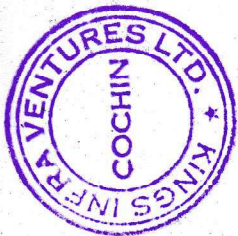
43. To insure the whole or any part of the property of the Company, either fully or partially.
44. To invite and receive or without any such invitation receive any gift of immovable or movable property and offering or voluntary donations, bequests and legacies with or without any liabilities or encumbrance or obligations attached thereto either from the members or from any other person for all or any of the objects of the Company with or without any special conditions provided such receipts or the conditions attached are not inconsistent with or derogatory to any of the object of the Company subject to any such conditions as aforesaid, all such gifts, donations, grants, offerings, legacies and bequests including lands, buildings and other immovable properties shall be treated as forming a part of property of the Company of the Company and be applied accordingly the Directors shall in their absolute discretion be entitled to decide whether they shall invite or accept any such gift, donation, gift, offering, legacy or bequest and they shall be at liberty to refuse any of them without giving any reason for such refusal.
45. To acquire or receive or lease or take possession of land, plots, and buildings for colonization or otherwise, sell plots, construct building for sale and rent, or both on installment or otherwise.
46. To negotiate lease, underwriting contracts, mortgages, equity participations, cash credits, working and other financial facilities from banks, financial institutions and Government or semi-Government bodies.

***** Deleted "other objects" clause as per special Resolution passed at the Annual General Meeting held on 23.09.2017*

- IV. The Liability of the members is Limited.
- V. The Authorized Share Capital of the Company is Rs.32,50,00,000/-(Rupees Thirty Two Crores Fifty Lakhs only) divided into 3,25,00,000/- (Three Crores Twenty Five Lakhs) equity shares of Rs.10/-(Rupees Ten only) each with power of the company to subdivide, consolidate and increase or reduce the said capital, and to issue any part of its capital, original or increased with or without any preference, priority or special privilege or subject to any postponement or rights or to any conditions or restrictions and so that unless the conditions of issue shall otherwise expressly declare, every issue of shares whether declared to be preference or otherwise shall be subject to the power herein before contained.[*]

[] Capital clause replaced as per special Resolution passed at the Annual General Meeting held on 30.09.2018*

We 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 opposite our respective names.



Sl. No	Names, Address & description of subscribers	Signature of Subscribers	No. of Shares taken by each subscriber	Names, address and description of witness
1	Abraham J Tharakan S/o.P.J. Tharakan, Leela Mahal, Ezhupunna P.O., Kerala Business	Sd/-	101 (One hundred and one only)	Sd/- K.P. Nair B.sc, ACA S/o. K Krishna Pillai Chartered Accountant Nirmala House, 1307 4th Main Road, Willingdon Island Cochin-3
2	Mathew Baby John S/o. Baby John Vayalil House, Neendakara P.O. Business	Sd/	101 (One hundred and one only)	
3	Shaji Baby John S/o. Baby John Vayalil House Neendakara P.O., Quilon Business	Sd/	101 (One hundred and one only)	
4	Major P.J. Antony VSM (Retd) Choolackal, Chakkalakkal Rd, Perumbanoor, Cochin-15 Business	Sd/	101 (One hundred and one only)	
5	Ramesh J Tharakan S/O.P.J. Tharakan, Leela Mahal, Ezhupunna P.O., Kerala Business	Sd/	101 (One hundred and one only)	
6	N. Jayadevan S/o. Narayanan Namboori Kanjiracked, Amanakara Ramapuram, Kottayam, Business	Sd/	101 (One hundred and one only)	
7	Benny Chengalom S/o. C.M.Stanslavous Chengalathu Parambil Chengalam.P.O., Kottayam, Business	Sd/	101 (One hundred and one only)	
	Total		707 (Seven Hundred and Seven only)	

Dated this 2nd day of November 1987

For KINGS INFRAVENTURES LTD.

[Signature]
Chairman & Managing Director

