



# MALANAKARA PLANTATIONS LIMITED

[CIN:L01116KL1910PLC000650]

Registered Office: Malankara Buildings, Kodimatha, Kottayam-686013, Kerala, India

Tel:+91-481-2568360, 2568335, Fax:+91-481-2568433

E-mail: malankaraplantations@gmail.com,

Website: www.malankaraplantations.com.

## Notice pursuant to Section 110 of the Companies Act, 2013

Dear Member,

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act"), read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the resolution/s appended is/are proposed to be passed as special resolutions by way of postal ballot. The explanatory statement pertaining to the aforesaid resolutions setting out the material facts and the reasons thereof are annexed hereto along with a postal ballot form (the "Form") for your consideration. The Board of Directors of the Company (the "Board") has appointed CA MANOJ T.G, PARTNER, CYRIAC & ASSOCIATES, CHARTERED ACCOUNTANTS, ROOM NO. 35, SECOND FLOOR, PALATHINKAL BUILDING, PETTAH JUNCTION, POONITHURA P.O., ERNAKULAM - 682038 as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signature at the designated place in the Form and return the same in original duly completed in the enclosed self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 5.30 p.m. on Wednesday, 29th day of July 2015.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Managing Director. The result of the postal ballot would be announced by the Managing Director of the Company on Wednesday, the 5th day of August, 2015 at the registered office of the Company and displayed along with the Scrutinizer's report on the Company's website viz. www.malankaraplantations.com.

### **Special Business:**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

To sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking/s of the company.

"RESOLVED THAT pursuant to the provisions of section 180(1)(a) and other applicable provisions, if any, of The Companies Act, 2013, read with article 65(f) of the Article of Association of the Company, consent of the company be and is hereby accorded to the Board of Directors to sell, lease or otherwise dispose of the immovable property / properties or undertaking(s) of the company including creation of charge or mortgage on the properties of the company as may be required by the company for the purpose of borrowing from time to time."

For MALANAKARA PLANTATIONS LIMITED

Sd/-

**JK Thomas**

Managing Director [DIN: 00035209]

Place: Kottayam

Date: 15/06/2015

### **NOTES:**

1. The Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 setting out the material facts is annexed herewith.
2. You are requested to read carefully the instructions printed on the reverse of the Postal Ballot Form and return the Form duly completed, in the attached self-addressed Business Reply Envelope so as to reach the Scrutinizer not later than the close of working hours i.e. 5.30 p.m. on Wednesday, 29th day of July 2015.
3. The Company has appointed CA MANOJ T.G, PARTNER, CYRIAC & ASSOCIATES, CHARTERED ACCOUNTANTS, ROOM NO. 35, SECOND FLOOR, PALATHINKAL BUILDING, PETTAH JUNCTION, POONITHURA P.O., ERNAKULAM - 682038, as a Scrutinizer for conducting the Postal Ballot Process in a fair and transparent manner. The Scrutiniser's address is as furnished below:-

**CA MANOJ T.G [Scrutiniser],  
PARTNER, M/s CYRIAC & ASSOCIATES,  
CHARTERED ACCOUNTANTS,  
C/o MALANAKARA PLANTATIONS LIMITED  
MALANKARA BUILDINGS, KODIMATHA,  
KOTTAYAM, PIN: 686013, KERALA.**



4. The Scrutinizer, after completion of the scrutiny, will submit his report to the Managing- Director of the Company. The result of the postal ballot will be declared by the Managing Director, on 05/08/2015 at 4.00 PM at the Registered Office of the Company. The result shall also be announced and intimated through a Press Release in newspapers. The result will also be put on the Company's website [www.malankaraplantations.com](http://www.malankaraplantations.com). The resolution, if approved, will be taken as passed effectively on the date of declaration of results.
5. All documents referred to in the accompanying Notice and Explanatory Statement are open to inspection at the Registered Office of the Company during the office hours on all working days between 11.00 a.m and 05.00 p.m. up to 29/07/2015.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) AND SECTION 110 & RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014.**

The above resolution to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking/s of the company [pursuant to section 293(1) (a) of the Companies Act, 1956] was approved by the General Body on 25/09/2003 and thereafter on 05/04/2011.

Under the erstwhile Section 293(1)(a) of the Companies Act, 1956, the Board of Directors of a Company could, with the consent of the shareholders obtained by an Ordinary Resolution, sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking/s of the company/ create charge/ mortgage/ hypothecation on the Company's assets, both present and future, in favour of the lenders to secure the repayment of monies borrowed by the Company (including temporary loans obtained from the Company's Bankers in the ordinary course of business).

Now consequent to the provisions of Section 180(1)(a) and other applicable provisions, if any, of The Companies Act, 2013, the Directors request to get the consent of the shareholders to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking/s of the Company/ create charge/ mortgage/ hypothecation on the Company's assets, both present and future, in favour of the lenders to secure the repayment of monies borrowed by the Company.

Further pursuant Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, the resolution appended is proposed to be passed as a special resolution by way of postal ballot

Therefore, it is decided by the Board of Directors to obtain fresh approval of the shareholders by means of a Special Resolution, to enable the Board of Directors of the Company to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking/s of the Company and / or create charge/ mortgage/ hypothecation on the Company's assets, both present and future, in favour of the lenders, to secure the repayment of monies borrowed/ to be borrowed by the Company, especially considering the drastic fall in the prices of Rubber, Tea and Cardamom which forms a major part of the business of the Company.

None of the Directors of the Company is, concerned or interested in the aforesaid resolution except to the extent of shares held by them in the Company.

For MALANAKARA PLANTATIONS LIMITED

Sd/-

**JK Thomas**

Managing Director [DIN: 00035209]