THE COMPANIES ACT, 1956

MEMORANDUM

and

ARTICLES OF ASSOCIATION

of

HEVEA RUBBER TECHNOLOGIES PRIVATE LIMITED

Form I. R.

सत्यमेव जयते

CERTIFICATE OF INCORPORATION

No. 09—09130 of 1995

I hereby certify that HEVEA RUBBER TECHNOLOGIES PRIVATE LIMITED is this day incorporated under the Companies Act. 1956 (No. 1 of 1956) and that the Company is Limited.

Given under my hand at KOCHI.................................. this the 14th day of June, one thousand nine hundred and ninety five the 24th day of Jyaistha, 1917 (Saka)

(Sd/-)

(V. A. VIJAYAN MENON)
Registrar of Companies,
KERALA

THE COMPANIES ACT, 1956

MEMORANDUM OF ASSOCIATION

OF

HEVEA RUBBER TECHNOLOGIES PRIVATE LIMITED

I. The Name of the Company is **HEVEA RUBBER TECHNOLOGIES PRIVATE LIMITED.**

II. The Registered Office of the company will be situated in the State of Kerala.

III. The objects for which the company is established are:

A. **MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-**

To carry on the business of manufacture, purchase, sell, import, export and to deal in natural and/or synthetic rubber and its products including all types of moulded, extruded and fabricated rubber goods such as rubber rollers, rubber linings, rubber to metal bonded parts, tread rubber, hoses, rubberised fabrics, industrial adhesives, all automobile ancillaries including door rubber, door laces, glass channels and velvet channels and other natural and synthetic rubber products of every kind and description.

B. THE OBJECTS INCIDENTAL AND ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE:-

1. To purchase, take on lease or otherwise acquire the whole or any part of the undertaking, business, property, rights and liabilities of any person, firm or company carrying on any business in India or elsewhere, which the Company is entitled to carry on.

2. To purchase, construct, equip, maintain and work factories or other manufacturing units, to design, fabricate, manufacture or otherwise provide suitable machineries, tools and other equipments.

3. To purchase, sell, grow, manufacture, process, refine and generally deal in and with raw materials and components for the manufacturing purposes of the Company.

4. To acquire by concession, grant, purchase, barter, lease, licence or other means, and to construct, develop and turn to account, lands, buildings, factories, plantations, easements, way leaves, privileges, rights, licences, powers and concessions, and any machinery, plant, utensils, goods, trade marks and other movable and immovable property of any description which the Company may think necessary or convenient for purpose of its business or which may seem to the Company capable of being turned to account.

5. To use, cultivate, work, manage, improve, carry on, develop and turn to account in any manner whatsoever, the undertaking, lands, plantations, rights, privileges, property and assets of any kind of the Company or any part thereof.

6. To acquire, be interested in, construct, maintain, carry out, improve, work, alter, control and manage any works and conveniences which the Company may think conducive to any of its objects or which may seem calculated directly or indirectly to promote the Company's interests.

7. To carry on in any place or places any other trade or business, whether manufacturing or otherwise, subsidiary or auxiliary to, or which may seem to the Company capable of being conveniently carried on in connection with any of the Company's objects or calculated to enhance the value of or render more profitable any of the Company's properties or rights and to establish and maintain any agencies in any part of the world for the conduct of the business of the Company, or for the sale of any materials or things for the time being at the disposal of the Company for sale, and to advertise and adopt means of making known or promoting the use of all or any of the products or goods of the Company or any articles or goods traded or dealt in by the Company, in any way that may be thought advisable.

8. To apply for, purchase, or by any other means acquire and protect, prolong and renew, any patents, patent rights, brevets D' invention, licences, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn them to account, and to carry on research and development in relation thereto.

9. To enter into partnership or into any arrangements for sharing profits, union of interest, co-operation, joint venture, reciprocal concession or otherwise with any person, firm or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which this Company is authorised to carry on or engage in or any business or undertaking or transaction which may seem capable of being carried on or conducted so as directly or indirectly to benefit the Company and to lend money, to guarantee the contracts of or otherwise assist any such person, firm or company and to take or otherwise acquire and hold shares or securities of any such person, firm or company and to sell, hold, re-issue with or without guarantee, or otherwise deal with same.

10. To enter into any arrangements with any Governments or States or authorities, Municipal, local or otherwise that may seem conducive to the Company's objects, or any of them and to obtain from any such Government or State or authority any rights, privileges and concessions which the Company may think it desirable to obtain, and to carry out, exercise, and comply with any such arrangements, rights, privileges and concessions.

11. To be interested in, promote and undertake the formation and establishment of such institution, businesses, pools, combines, syndicates, industrial trading or manufacturing as may be considered to be conducive to the profit and interest of the Company and to

acquire, promote and or subsidise interests in any industry or undertaking and to carry on any other business which may seem to the Company capable of being conveniently carried on in connection with any of the objects of the Company or otherwise calculated directly or indirectly to render any of the Company's properties or rights for the time being profitable.

12. To amalgamate with any company or companies having objects altogether or in part similar to those of this Company.

13. To promote and form and to be interested in, and take, to apply for, acquire, hold and dispose of shares, stocks, debentures or other securities in any other company having objects similar altogether or in part to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company and to subsidise or assist any such Company financially or otherwise by issuing or subscribing for or guaranteeing the subscription and issue of shares, stock, debentures, debenture stock or other securities of such Company.

14. To pay for any properties, rights or privileges acquired by the Company in shares or debentures of this Company, or partly in shares or debentures and partly in cash or otherwise and to give shares or stock or debentures of this Company in exchange for shares or debentures of any other Company.

15. To pay all the costs, charges and expenses of and incidental to the promotion and formation, registration and establishment of the Company and the issue of its capital including any underwriting or other commissions, brokers' fee and charges in connection therewith.

16. To remunerate or make donations to (by cash or other assets, or by the allotment of fully or partly paid shares, stock, debentures, debenture stock or any other securities of this or any other Company, or in any other manner whether out of the Company's capital, profits or otherwise) any person or persons for services rendered or to be rendered in introducing any property or business to the Company, or placing or assisting to place or guaranteeing subscription of any shares, stock debentures, debenture stock or other securities of the Company of for any other reason which the Company may think proper.

17. To procure the registration or other recognition of this Company in any country, State or place and to establish therein and regulate, agencies for the purposes of the Company's business.

18. To open and keep a register in any country, State, Territory or Dominion wherever it may be deemed advisable to do so and to allocate any number of the shares in the Company to such register or registers.

19. To undertake and execute any trusts the undertaking whereof may seem desirable, either gratituitously or otherwise.

20. To draw, make, issue accept and to endorse, discount and negotiate promissory notes, hundies, bills of exchange, bills of lading, delivery orders, warrants and other negotiable and commercial or mercantile instruments connected with the business of the Company.

21. To invest, apply for and acquire, or otherwise employ monies belonging to or entrusted to the Company upon any properties and assets including any securities and shares upon such terms as may be thought proper and from time to time vary such investments in such manner as the Company may think fit, and to open and operate bank accounts.

22. To lend or deposit moneys belonging to or entrusted to or at the disposal of the Company to such person, firm or Company and in particular to customers and others having dealings with the Company, with or without security, upon such terms as may be thought proper and to guarantee the performance of contracts by such person, firm or Company but the Company shall not do the business of banking as defined in the Banking Regulations Act, 1949.

23. To make advances upon or for the purchase of materials, goods, machinery, stores and other articles required for the purpose of the Company.

24. To borrow or raise money, with or without security, or to receive money on deposit at interest, or otherwise, in such manner as the Company may think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise including debentures or debenture stock convertible into shares of this or any other Company and in security of any such money so borrowed raised, or received, to mortgage, pledge, or charge the whole or any part of the property, assets or revenue, to purchase, redeem or pay off any such securities; but not to do any banking business as defined in the Banking Regulations Act, 1949.

25. To abandon, exchange, lease, mortgage, sell and in any other manner deal with or dispose of the undertaking, properties, rights and concessions of the Company or any part thereof, 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 part similar to those of the Company and to promote any other company or companies for the purpose of its or their acquiring all or any of the property, rights, or liabilities of the Company.

26. To provide for the welfare of employees or ex-employees of the Company or its predecessors in business and the wives, widows, and families or their dependents or connections of such person by building or contributing to the building of houses, dwellings or chawls or by grants or money, pensions, allowances, bonus, payments towards insurance or other payments or by creating and from time to time subscribing or contributing to, adding or supporting provident and other associations, institutions, funds or trusts or conveniences.

27. To place, to reserve or to distribute among the members or otherwise to apply, as the Company may from time to time think fit, any moneys received by way of premium on shares or debentures issued at a premium by the Company and any money received in respect of dividends accrued on forfeited shares and money arising from the sale by the Company of forfeited shares or from unclaimed dividends.

28. To issue bonus shares by capitalisation of reserves and to distribute any of the property of the Company amongst the members in specie or kind.

C. **THE OTHER OBJECTS FOR WHICH THE COMPANY IS ESTABLISHED ARE:-**

1. To acquire, develop and maintain Rubber, Tea, Coffee or other Plantations and Estates.

2. To acquire, develop and maintain farms or forest based plantations.

3. To manufacture goods, articles, machinery, appliances and apparatus which may be used for the company or in connection with any other business which the company may be entitled to carry on.

4. To carry on the business of manufacturing all kinds of plastic products and goods.

5. To transact and carry on all kinds of agency business.

6. To purchase or otherwise acquire, deal. invest, hold, sell, mortgage all forms of securities including shares, stocks, bonds and debentures and to do the business of stock and share brokers.

7. To acquire by purchase or otherwise, own, hold, buy, sell, convey, lease, mortgage or encumber real estate and to develop, improve, construct and subdivide lands for purposes of sale or otherwise and to do and perform all things needful and lawful for the development and improvement of the same for residence, trade or business.

8. To carry on the business of leasing and hire purchase of machinery, apparatus, buildings or structures.

IV The liability of the members is limited.

V. The authorised share capital of the Company is Rs. 25,00,000 (Rupees Twenty Five lakhs) divided into 2,50,000 (Two lakhs Fifty Thousand) equity shares of Rs. 10/- (Rupees Ten Only) each with power, from time to time, to increase or reduce its capital or to consolidate or subdivide its shares in accordance with the provisions of Companies Act, 1956.

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 opposite our respective names.

Sl. No	Names, Addresses, Description and Occupation of Subscribers.	No. of Equity shares taken by each Subscriber.	Signatures.
1.	Jacob Cherian, aged 47, Business man, Son of late P.C. Cherian Padinjarekara, Mount Wardha Kottayam. 686 004.	100	(Sd/-)
2.	Joseph Cherian, aged 44 Business man, Son of late P.C. Cherian Padinjarekara, Mount Wardha Kottayam. 686 004.	100	(Sd/-)
3.	Kurian Cherian, aged 38 Business man, Son of late P.C. Cherian Padinjarekara, Mount Wardha Kottayam. 686 004.	100	(Sd/-)
4.	Abraham Cherian, aged 28 Business man, Son of late P.C. Cherian Padinjarekara, Mount Wardha Kottayam. 686 004.	100	(Sd/-)
	Total number of shares taken	400	

Dated this the Ist day of June 1995.

WITNESS TO THE ABOVE SIGNATURES:-

Name, and Address : Z. T. Zacharia, aged 57

Description : Son of late Mr. T. I. Zachariah,
Vadakkethazhethil,
Muttampalam P. O.,
Kottayam

Occupation : Chartered Accountant