

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

EASTERN TREADS LIMITED

- I The name of the Company is EASTERN TREADS LIMITED
- II The Registered office of the Company will be situated in the State of Kerala
- III The main objects for which the company is established are:

A. The objects to be pursued by the Company on its incorporation are:

1. To carry on all or any of the business of manufacturers and dealers of all type of Precured Tread Rubber and Conventional Tread Rubber.
2. To Manufacture, purchase, sell, acquire, import, export, distribute, market and otherwise deal in all kinds of tread rubber, repair patches, cushion gums, bonding gums, black vulcanizing cement/solution, durable envelopes, curing bags(tubes), butyl tubes, flaps, gloves, aqua coat, aqua lube and such other rubber and allied items for tyre retreading.
3. To carry on the business of tyre retreading and other tyre services of all types with or without patch works and to manufacture, purchase, sell, acquire, import, export, market and generally deal in retreaded and solid tyres of all type.

Altered the heading in Object Clause III (A), Existing object numbered as Clause (1), included new objects as Clause (2) and (3) by shareholders through postal ballot on 27/10/2015

B. Matters which are necessary for furtherance of the objects specified in Clause III (A) are::

1. To produce, prepare, manufacture, purchase, sell, import, export and generally to deal in all types of raw materials, plant, machinery, spare parts, implements, tools, utensils and other accessories and articles required for manufacture tyre retreading materials and providing tyre retreading and other tyre services.
2. To buy, sell, import, export, convert and deal in any or all types of conventional and precured tread rubber.
3. To establish a chain of concerns by promoting franchise units throughout the country by entering into suitable agreements.
4. To take over as a going concern, by purchase, lease or otherwise all or any part of the business, property, assets and liabilities of any person or firm or company or corporation carrying on any business similar or allied to any of the business aforesaid or capable of being carried or conveniently by the company for such consideration and on such terms and conditions as may be thought profitable.
5. To acquire by purchase, lease, mortgage, or otherwise any lands estates, building, factories, works, plants, automobiles, equipments, stock and materials to carry out and to enlarge the field of operation the business or object of the Company and to, develop work,; resell, mortgage or lease all or any of them.
6. To receive money on deposits or loan borrow or raise money at interest or otherwise, in such manner as the Company shall think fit, and in particulars by the issue of debentures

Altered the heading in Object Clause III (B), and altered clause (1) by shareholders through postal ballot on 27/10/2015

or debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the company (both present and future) including the uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation undertaken by the Company provided that the company shall not carry on the business of banking within the meaning of the Banking Regulations Act, 1949.

7. To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange; warrants and other negotiable instruments.
8. To acquire and hold and generally deal with any property or any right, title or interest in any such property which may form the security or part of the security for any loans or advances or which may be connected with any security and to manage, sell and realise any property or business or industry of any description which may come into the possession of the company in satisfaction or part satisfaction of any of its claims.
9. To enter into partnership or joint venture or any agreement for co-operation for sharing or pooling of profit or controlling or limiting profits or output or otherwise for mutual assistance with any person or company, carrying or proposing to carry on any business which this company is authorised to carry on and to amalgamate with any other company or companies in such manner as the company thinks fit.
10. To establish branches and offices to carry on any business, undertaken by the company in any part of Kerala or other States in India.
11. To take or acquire and hold share in any other company having objects all together in or part similar to those of this company or carrying on any business capable of being conducive so as directly or indirectly to the benefit of the Company
12. To appoint, train and remunerate personnel required for running the business of the Company.
13. To acquire, manage, work, develop, exercise all rights in respect of leases and mortgages and to lease, sub-lease, mortgage, sell, dispose of or turn to account and otherwise deal with property of all kinds movable and immovable lands, buildings, undertakings, concessions, licenses, patents, business concerns and ventures.
14. To make any contributions in cash or otherwise to such persons and institutions in furtherance of the interests and objects of the Company and subject to the provision of law in this behalf for the time being in force.
15. To acquire, hold, issue on commission, underwrite and to deal in stocks, funds shares, debentures stocks, bonds, securities, obligations and investments of all kinds.
16. To build, construct, alter, maintain, enlarge, pull down, remove or replace and to work, manage and control any buildings, office, factories, mills shops, machinery, engines, roadways, railways, branches or sidings, bridges reservoirs, water-courses, wharves, electric works and other works, and conveniences, which may seem calculated directly or indirectly to advance the interest of the company and to join with any other person whether company association, partnership or individual, in doing any of these things.

17. To enter into any arrangements with any Government 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 Authorities, 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.
18. To promote any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of this company or for any other purpose which may seem directly or indirectly calculated to benefit this company.
19. To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares or by the issue of securities partly in one manner and partly in another and, generally on such terms as may be deemed expedient by the Company.
20. To pay, satisfy or compromise claims made against the company which it may be necessary or seem expedient to pay, satisfy or compromise, and also do so notwithstanding that the same may not be valid in law.
21. To take or concur in taking all such steps and proceedings as may seem best calculated to uphold and support the credit of the company and to obtain and justify public confidence and to avert or minimise financial disturbances which might affect the company.
22. To pay all preliminary expenses of this company and any company promoted or formed by this company and any company in which this company is or may contemplate being interested or to contract with any person, firm or company to pay the same and to pay commission to brokers and others for undertaking, placing, selling or guaranteeing subscription of any shares, debentures or securities of this company or any company promoted by this company and to pay the cost, expenses of, or incidental to the winding up of any company the whole or part of property whereof is required by this company, or in which this company is or may be interested.
23. Subject to the provisions of the Companies Act, 2013 or any other enactment in force, to distribute as dividend, bonus or otherwise among members in kind any property or assets of the company and any shares, debentures or securities of this company or of other companies, belonging to this company, which this company may be competent to distribute.
24. To establish or promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the company or for any other purpose which may seem direct or indirectly calculated to benefit the company and to place or guarantee the placing or underwrite, subscribe for any otherwise acquire all or any part of shares, debentures, or other securities of any such other company.
25. To apply for, purchase, or otherwise acquire and protect and renew in any part of the world, any patents, patent rights, brevets D'Invention, licenses, 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 to benefit otherwise turn to account the property, rights or information so acquired and to expend money to account, the property, rights or information acquired, and to expend money in experimenting upon, testing or improving any such patents, inventions, or rights.

*Altered clause
(23) by
shareholders
through postal
ballot on
27/10/2015*

26. To subscribe or contribute or otherwise assist or to grant money to charitable, benevolent, religious, scientific, national, public or any other useful institutions, organisations, objects or purposes or for any exhibitions.
27. To establish, maintain and operate general educational institutions and hostels for the benefit of the children of the employees or ex-employees of the company, their dependents or connections of such persons and others and to make grants and awards and grant scholarships.
28. To take part in the management, supervising or control of the business or operations of any company, or undertaking, and for that purpose to appoint and remunerate any directors, accountants, or other experts or agents.
29. To undertake and execute any trusts, the undertaking whereof may seem desirable and whether gratuitously or otherwise.
30. Subject to the provisions of the Companies Act, 2013 or any other enactment in force, to indemnify and keep indemnified members, officers, directors, managing director, auditors, agents and servants of the company against proceedings, costs, damages, claim and demands in respect of anything done or ordered to be done by them for and in the interests of the Company and of any loss, damage or misfortune whatever and which shall happen in execution of the duties of their office or in relation thereto.
31. To insure against losses, damages, risk and liabilities, of any kind which may affect the company either wholly or partially.
32. To distribute any of the property of the Company in specie among the members upon the winding up of the Company subject to the provisions of the Act.

Altered the clause (30) by shareholders through postal ballot on 27/10/2015

Deleted all the objects in Object Clause III (C), by shareholders through postal ballot on 27/10/2015

IV The Liability of members is limited

- V The Authorised Share Capital of the company is Rs. 16,00,00,000 (Rupees Sixteen Crores only) divided into 60,00,000 (Sixty Lakhs) equity shares of Rs. 10/- (Rupees Ten) each and 10,00,000 (Ten Lakhs) Redeemable Preference Shares of Rs. 100/- (Rupees Hundred) each with such rights, privileges and conditions respectively attached thereto as may be from time to time conferred by the regulations of the company with power to increase and reduce the capital for the time being into several classes and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the company and to vary, modify or abrogate any such rights, privileges or conditions, in such manner as may for the time being provided by the regulations of the Company.

We, the several persons whose names and addresses are subscribed are desirous of being formed into 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.	Name, Address and Description and Occupation of subscribers	No. of Equity shares taken by each subscriber	Signature of subscribers
1.	Navas M. Meeran S/o. M. E. Meeran Manalumparayil House Adimaly, Idduki District , Pin Code 685 561 "Business"	1000 (One Thousand)	Sd/-
2.	M. E. Meeran S/o. M.M. Ebrahim Manalumparayil House Adimaly, Idduki District Pin Code 685 561 "Business"	1000 (One Thousand)	Sd/-
3.	Mrs. Nabeesa Meeran W/o. M. E. Meeran Manalumparayil House Adimaly, Idduki District Pin Code 685 561 "House Wife"	1000 (One Thousand)	Sd/-

Total No. of Shares taken
3000
(Three Thousand)

Dated this the 2nd day of June 1993

witness to the above signatures
Name and address and description of
witness to the above signatures

Sd/-
K. M. Sayed Mohammed Rawther
S/o. N. Mohammed Rawther
KMS Mohammed & Co.
Chartered Accountants
Kacherithazham, Muvattupuzha
Chartered Accountants