

The Companies Act, 1956
(Companies Limited by Shares)

**MEMORANDUM OF ASSOCIATION
OF
RUBFILA INTERNATIONAL LIMITED**

- I. The name of the company is "RUBFILA INTERNATIONAL 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) THE MAIN OBJECT OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:
 1. To carry on the business as manufacturers of rubber products and derivatives of rubber including threads, manufacturers of and dealers in all kinds of rubber products and components used in connection therewith; and to manufacture, buy, sell, supply, deal in and act as agents for all kinds of rubber products.
 2. To carry on the business of consulting, developing, processing, importing, exporting and otherwise dealing in computer software, computer hardware, computer and communication system, networking, artificial intelligence and information technology, medical and other transcription, to establish own and operate data processing centres, computer education centres and data communication networks and to offer all types of image processing, internet, extranet, e-mail, e-commerce, pre-pass services, all other value added telecommunication related products and services.
 3. To carry on the business of manufacturing, producing, buying, selling, importing, exporting in any manner dealing in all types of yarns including Synthetic Elastomeric Yarn.
 - 4) To carry on the business of manufacturers, buyers, sellers, importers, exporters of and dealers in all kinds and classes of paper, board and pulp including writing paper, printing paper, news printing paper, absorbent paper, wrapping paper, tissue paper, cover paper, blotting paper, filter paper, antique paper, ivory finish paper, coated paper, art paper, bank or bond paper, badami, brown or buff paper, bible paper, cartridge paper, cloth lined paper, azurelaid paper, creamlaid wove paper, glassing, waxed paper, greaseproof paper, gummed paper, handmade paper, parchment paper, drawing paper, craft paper, manila paper, envelop paper, tracing paper, vellum paper, water proof paper, carbon paper, sensitised paper, chemically treated paper, carbon paper, litmus paper, photographic paper, glass paper, emery paper, pasteboard, cardboard, straw board, pulp board, leather board, mill board, corrugated board, box board, cartons, paper bags, paper boxes, post cards, visiting cards, all other kinds of paper whatsoever, soda pulp, mechanical pulp, sulphite

pulp, and all kinds of articles in the manufacture of which in any form, paper, board, or pulp is used and conversion of all paper into packaging, and also to deal in or manufacture all kinds of packaging and any other articles or things of a character similar or analogous to the foregoing or any of them or connected therewith.

- 5) To plant, cultivate, produce and raise, purchase or sell or otherwise handle or deal in grass, timber, wood, bamboo, straw, cotton, jute, flax, hemp, sugarcane, leather, asbestos, rags, waste paper, gunnies, water hyacinth, jute sticks or other fibres, fibrous substances or other things as may furnish materials for pulp and for paper or board manufacture in any of its branches or as may be proper or necessary in connection with the above objects or any of them.
- B. THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE ABOVE MAIN OBJECTS ARE:
 1. To acquire, erect, construct, establish, operate and maintain factories, equipment, land, bridges, dams, roads, water fronts, warehouses and other works suitable for the manufacture, processing, marketing, distribution and storage of all kinds of rubber products, or such other products which may seem conducive to the attainment of the objects of the Company.
 2. To establish branch or appoint agencies for or in connection with any of the object of the Company.
 3. To acquire and undertake the whole or any part of the business, property, and liabilities of any person or Company, carrying on any business which the Company is authorised to carry on, or possessed of property suitable for the purpose of this Company.
 4. To take or otherwise acquire and hold shares, stock, debentures or any other security in any other Company having objects altogether or in part similar to those of this Company.
 5. To sell, improve, manage, develop, exchange, lease mortgage, dispose off, turn to account or otherwise deal with all or any part of the property and rights of the company for the time being.
 6. To amalgamate with any other Company whose objects are/or include objects similar to those of this Company whether by sale or purchase (for fully or partly paid up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other Company as aforesaid with or without winding up or by sale or purchase (for fully or partly paid up shares or otherwise) of all or controlling interests in the shares or stock of this or any other Company as aforesaid or in any other manner.
 7. To promote or join in the promotion of any company or Companies for the purpose of acquiring all or any of the property, rights and liabilities of this Company, and to underwrite shares and securities therein.

8. To enter into any partnership or any arrangements for sharing profits, union of interest, technical collaboration, joint venture, reciprocal concession or otherwise, with any person or persons or corporation carrying on or engage in or about to carry on or engaged in, any business or enterprise which this company is authorised to carry on or engaged in, and to take or otherwise acquire and hold shares or stock in or securities of and to subsidise or otherwise assist any such Company, and to sell, hold, or issue with or without guarantee or otherwise deal with such shares, stock or securities.
9. To sell, lease, grant licenses, easements and other rights over and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects 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.
10. To enter into any arrangement with any Government, or authority, supreme, municipal, local or otherwise, that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government or authority all rights, concessions and privileges 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 purchase, take on lease or in exchange, hire or otherwise acquire any immovable or movable property, and any rights or privileges which the Company may think necessary or convenient for the purpose of its business, and in particular any land.
12. To buy lands, buildings and court-yards and to build houses and quarters on such lands or to repair, develop and put to perfection as required such buildings for the purpose of carrying on the business of the Company or as investments of the funds of the Company for that purpose to develop and turn to account any land in which the Company is interested and in particular by laying out and preparing the same for building purposes, construction, altering, pulling down, maintaining, fitting up improving buildings and by painting, paving, draining, cultivating, letting on building lease or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.
13. To draw, make, accept, endorse, discount, execute and issue bills of exchange, cheques, promissory notes, hundis, bills of lading, railway receipts, warrants, debentures and other negotiable or transferable instruments or securities.
14. To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and in particular by the issue of debentures or debentures-stock, perpetual or otherwise, charged upon all or any of the Company's property (both present and future), including its uncalled capital, and to purchase, redeem and payoff any such securities.

15. To remunerate any persons or Company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any of the shares in the Company's capital, or any debentures, debenture-stock or other securities of the Company, or in or about the formation of the Company or the conduct of its business.
16. To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares, including shares with or without preferred guaranteed rights in respect of dividend or repayment of capital or otherwise or by securities which the Company has power to issue, or partly in one mode or partly in another, and on such terms as the Company may determine.
17. To undertake and execute any trusts the undertaking of which may seem to the Company desirable, and either gratuitously or otherwise.
18. Upon any issue of shares, debentures or other securities of the Company, to employ brokers, commission agents and underwriters and to provide for the remuneration of such persons for their services by payment in cash or by issue of shares, debentures or other securities of the Company or by the granting of options to take the same or in any other manner allowed by the law.
19. To construct, maintain, alter, develop, improve and enlarge any buildings or works necessary or convenient for the purposes of the company.
20. To invest and deal with the moneys of the Company not immediately required in shares, stock, bonds, debentures, obligations or other securities of any company or association or in government securities or in deposits which banks or in any other manner as may from time to time be determined.
21. To subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national, public, political or any other useful institutions, objects or purposes or for any exhibition.
22. To create any depreciation fund, reserve fund, sinking fund, insurance fund, whether for depreciation or for repairing, improving, extending or maintaining any of the property of the Company or for redemption of debentures or redeemable preference shares or for any other purpose whatsoever conducive to interests of the Company.
23. To establish, provide, maintain and conduct or otherwise subsidise, research laboratories and experimental workshops for scientific and technical research and experiments; to undertake and carry on scientific and technical research, experiments and test of all kinds, to promote studies or researches, both scientific and technical investigations and inventions, by providing subsidising and endowing or assisting laboratories, workshops, libraries, lectures, meetings and conference and by providing or contributing to the remunerations of scientific or technical professors or teachers and by providing or contributing to the award of scholarships, prizes, grants to students and or/employees or otherwise, and generally to encourage, promote and

reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered as likely to assist any business which the company is authorized to carry on.

24. To aid, pecuniarily or otherwise, any association, body or movement having as their objects, the solution, settlement or surmounting of industrial or labour problems or troubles or the promotion of industry or trade.
25. To provide for the welfare of Directors or employees or ex-employees of the company or in predecessors in business and the wives, widows and families or the dependents or connection of the such persons by building or contributing to the building of houses or dwelling or quarters or by grants of money, pensions, gratuities, allowances, bonuses or 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, institutions funds, profit sharing or other attendance and other assistance as the company shall think fit.
26. To dedicate, present or otherwise dispose of, either voluntarily or for value, any property of the Company deemed to be of national, public or local interest to any national trust, public body, museum, corporation or authority for any trustees for or on behalf of any of the same or of the public.
27. To apply the assets of the company in any way in or towards the establishment maintenance of extension of any association, institution or fund in anywise connected with any particular trade or business or with scientific research, trade, industry or commerce and particularly with the business and activities of the Company including any association, institution or fund for the protection of the interest or masters, owners and employees against loss by bad debts, accidents or otherwise.
28. To adopt such means of making known the production of the Company as may seem expedient and in particular by advertising in the press or through any electronic media by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prize, rewards and donations.
29. To apply for, purchase, otherwise acquire any patents, designs, trade marks, copy rights, brevets 'D' invention, concessions and similar or like incorporal or proprietary rights conferring an exclusive or non-exclusive or limited right to use trade in or use trade in or use any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company and to use, exercise, develop, grant licenses in respect of or otherwise turn to account the property rights and information so acquired.
30. To lend money to such persons or Companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company and to guarantee the performance of contracts by any obligations of any persons or Companies and to give all kinds of indemnities.

31. To buy sell, manufacture, repair or otherwise deal in, alter, improve, exchange, let or hire, import, export and deal in all works plant, machinery, tools, utensils, appliances, apparatus and / or products capable of being used in any and every such business as aforesaid.
 32. To purchase, charter, hire, construct, equip and maintain ships, boats, barges, lighters, vessels, mills, warehouse, godowns, docks, piers, jetties, and wharves and any other conveniences or erections suitable for any of the purposes of the Company.
- (C) THE OTHER OBJECTS FOR WHICH THE COMPANY IS ESTABLISHED ARE:
1. To carry on the business of manufacturers and dealers in electric batteries, plates, and accumulators.
 2. To carry on the business of electricians, mechanical engineers, suppliers of electricity for the purpose of light, heat motive power or otherwise, and manufacturers of and dealers in all apparatus and things required for or capable of being used in connection with generation, distribution, supply, accumulation and employment of electricity.
 3. To manufacture and deal in articles of minerals of all kinds.
 4. To purchase or otherwise acquire and to carry on the businesses or business of deep-sea fishing, fish salesmen, wholesale and retail fish merchants, ice manufacturers, cold storage keepers, warehousemen, manufacturers of fish oils of all kinds, oil merchants and refiners utilisers of fish refuse and manure manufacturers and to carry on the business of wholesale or retain dealers of fishes, whether raw or after deep-freeze, dehydration.
 5. To carry on in relation to the business of the Company, the business of carriers by sea, river, canal, road, railway, air and otherwise and to acquire, own and maintain lands and works required for all or any of these purposes, and to purchase or otherwise acquire and to carry on the business of steamship owners, ship owners, smack owners and trawlers.
 6. To manufacture and deal in all kinds of vehicles such as motor cars, trucks and jeeps and conveyance, appliance whether propelled by battery or otherwise howsoever products.
 7. To manufacture or carry on business as dealers in plastic goods of every description.
 8. To manufacture or act as dealers, agents or factors in motor-car accessories and parts.
 9. To carry on the business of merchants, fitters, mill drawers, galvanisers, enamellers and electro platers.

10. To carry on business as dealers in, importers, exporters, manufacturers, producers and preservers of dairy, farm and garden produce of all kinds, and in particular milk, cream, butter, cheese, and any other milk products, poultry and eggs, fruits and vegetables.
 11. To carry on the business of manufacturing, producing, buying, selling, importing, exporting in any manner dealing in foods and other products made from meat, fish, poultry, vegetables and fruits.
 12. To cultivate, prepare, purchase, sell, import, export and otherwise deal in tea, coffee, cinchona, rubber and other planters in all their branches to carry on and work the business of cultivators and buyers of every kind of vegetables or other produce of the soil, to prepare, manufacture and render marketable any such produce, and to sell, dispose of and deal in any such produce, either in prepared, manufactured or raw state, and either wholesale or retail.
 13. To carry on the business of manufacturing, assembling, designing, constructing, servicing and dealing in all kinds of plant, machinery, instruments, appliances, apparatus, utensils and tools for commercial, scientific, industrial or other purposes and accessories, requisites, facilities and supplies necessary or useful in connection with any of them.
 14. To carry on business as manufacturers of and dealers in paper, pulp and boards of all kinds.
- (IV) The liability of the members is limited.
- (V) The Authorised Share Capital of the Company is Rs. 35,00,00,000/- (Rupees Thirty Five Crores) consisting of 7000000 (Seven crores) equity shares of Rs. 5/- (Rupees Five) each.

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.	Name of Subscribers	Address, Description and occupation	No. of Equity Shares taken	Signature
1.	MARIMUTHU JAYABALAN	3, Jalan Setiajaya Damansara Heights Kualalampur, Malaysia Company Director S/o. R. Marimuthu	One	Signed
2.	HARUN BIN HALIM RASIP	Jalan Bukit Tunku Kualalampur, Malaysia Chartered Accountant S/o. Halim Rasip, Bin Bahar	One	Signed
3.	KAMARUDDIN TAIB	24C, Jalan Taman U Thant 55000, Kualalampur, Malaysia Company Director S/o.Tan Sri Taib Bin Haji Andak	One	Signed
4.	TAN SRI DATUK IBRAHIM MOHAMMED	11, Jalan Mengkuang 555000, Kualalampur, Malaysia Businessman Haji Mohammed Bin Ibrahim	One	Signed
5.	HONG KOK KEONG	61, Jalan Uss 2/51, Subang Jaya Selangor, Malaysia General Manager S/o. Fong Mun Choon	One	Signed
6.	J.R. RASIAH	KSIDC, Keston Road Vellayambalam, Trivandrum Deputy General Manager	One	Signed
7.	S.K. WARRIER	A-21, Jawahar Nagar Trivandrum Business, S/o. S.R. Warrier	One	Signed

Date: 29 January, 1993
Place: Trivandrum

Sd/-
R. SURESH MOHAN
Chartered Accountant
S/o. R.C. Warrier
A-12, Jawahar Nagar, Trivandrum