

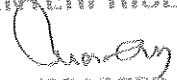
Annexure-1
THE COMPANIES ACT, 1956.
COMPANY LIMITED BY SHARES

For PTL ENTERPRISES LTD.

MEMORANDUM OF ASSOCIATION

OF

PTL ENTERPRISES LIMITED


(PRADEEP KUMAR)
Company Secretary

- I. The name of the Company is "PTL ENTERPRISES LIMITED".

(The name of the company is changed from Premier Tyres Limited to PTL Enterprises Limited vide Postal Ballot Resolution dt. 17-05-05 and New Incorporation Certificate dt. 31-05-05).

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

(Amended vide BIFR order dated 17.4.95)

- III. The Objects for which the Company is established extend to all the States of India and are the following :-

1. To manufacture, produce, prepare, press, vulcanize, repair, retread, export, import, purchase, sell (whether for ready or for future delivery) and generally to carry on business in tyres and semi-tyres for different types of vehicles, including buses, omnibuses, charabanes, trucks, lorries, automobiles, motor-cycles, cycles, tractors, aeroplanes and also in industrial tyres, inner tubes, flaps, miscellaneous repair materials and other articles and appliances made with or from natural or synthetic rubber, its compounds, substances, derivatives and substitutes, India rubber, or the same in combination with any metallic or non-metallic substances, vulcanite, leather, rayon, hessian or plastics or products in which rubber, rayon, hessian or plastic is or are used.
2. To carry on the business of manufacturers of and dealers in all varieties of rubber, India Rubber, synthetic rubber, and in compounds made from rubber and the by-products of rubber or the same in combination with any metallic or non-metallic substance, leather, hides and skins, chemicals, nylon & rayon, all descriptions of leather goods, asbestos and canvas manufacturers, flooring and paving materials and other compositions water-proof articles made of plastic, oil-cloth, linoleum, tarpaulins, and also the business of tanners and dealers in hides and skins.
3. To carry on (either in connection with the aforesaid business or as distinct and separate business) the business of agents, sellers, buyers, importers, exporters and hirers of and dealers in the articles or products mentioned in Clauses 1 and 2 hereof.
4. To carry on (either in connection with the aforesaid business or as distinct and separate businesses) the business of manufacturers, refiners, importers, exporters, buyers and sellers, merchants and agents for and suppliers and hirers of tyres, tubes, oils, kerosene, gas, electricity and other motive powers, horns, lamps, bulbs, spares, spare-parts and accessories, required or necessary in the automobile industry and other articles or things relating to the business of the Company.

"RESOLVED That approval be and is hereby granted to the commencement by the Company of business in relation to the following objects set forth in Sub-clause 4 of the clause III of its Memorandum of Association in so far as It may be new business not germane to any business carried on by the Company on the 15th October, 1965"

Note : The above Special Resolution was passed at the Seventh Annual General Meeting of the Company held on 29th September 1967.

5. To carry on (either in connection with the aforesaid businesses or as distinct and separate businesses) the businesses of planters, growers and cultivators of rubber, gutta-percha, timber, wood and other product of the soil and to treat, prepare, render marketable, buy, sell and dispose off any such products either in their raw or manufactured state.
6. To purchase, take on lease or exchange, hire or otherwise acquire any land containing rubber trees or suitable for the planting, cultivation and growth of rubber, trees or otherwise suitable for the growth of