

THE COMPANIES ACT, 2013

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

GREENLAM INDUSTRIES LIMITED

- I. The name of the Company is **GREENLAM INDUSTRIES LIMITED.**
- II. # The Registered Office of the Company will be situated in the National Capital Territory of Delhi.
- III. The objects for which the Company is established are as following:
 - A. *** THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**
 1. *To carry on business as manufacturers, traders, exporters, importers, dealers, wholesalers, retailers, service providers including installers, commission agents, of laminates of all sizes and descriptions, veneers, pre-laminated board, decorative laminates, decorative laminated sheets, high pressure laminates, post forming laminates, decorative veneers, ready to install doors, door sets, fire rated doors, Veneered Engineered Flooring and flooring of all kinds and descriptions and Particle Board of all kinds and descriptions and other paper based, wood based and plastic based products of all kinds and descriptions and industrial laminated sheets, compact laminates of every descriptions, post formed panels, whether laminated or not, restroom cubicles, lockers and every type of partition systems and to act as decorators and manufacturers and deal in housing furniture and fittings, interior decorators, commercial and industrial furniture and fittings and implements and tools of all descriptions and provide consultancy in total interior and exterior decoration and furniture solution.

Proposed amendment.

* Amended vide Special Resolution passed at the Annual General Meeting of the Company held on August 28, 2018.

B. †MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE:

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| <i>Construct and superintend buildings offices structures</i> | 1. | To purchase, acquire, build, construct alter, maintain, enlarge, equip, pull-down, remove or replace and manage and control any buildings, offices, factories, mills, laboratories, shops, machinery equipments, apparatus, engines, roadways, trolley ways, reservoirs, water-courses, electric works and other works and conveniences, which may seem calculated directly or indirectly to advance the main objects of the Company, and to join with any other person or body corporate in doing of these things. |
| <i>Import and purchase of machinery</i> | 2. | To import and purchase any machinery, instrument, apparatus, equipments, materials, articles and stores and to do all things for attaining the main objects of the company. |
| <i>Purchase, lease, exchange, of property etc.</i> | 3. | To purchase, take on lease, or tenancy or exchange, hire, take options over or otherwise acquire for any estate or interest whatsoever and to hold, develop, plan, improve, work, cultivate and turn to account concessions, grants, decrees, licenses, privileges, claims, options, Leases, property, real or personal, or rights of powers of any kind which may appear to be necessary or convenient for attaining the main objects of the Company and to purchase, charter, hire, build or otherwise acquire crafts, cars, vans or vehicles of any description and to employ the same in the business of the company. |
| <i>Technical information and know-how</i> | 4. | To acquire from any person, firm, body corporate or others whether in India or elsewhere, technical information, know-how processes, patents, designs, engineering and operating data, plants, layouts and blue prints useful for the design, erection and operation of plants, machineries, apparatus or marketing of its products required for attaining the main objects of the company and to acquire any grant or licence and other rights and benefits in connection therewith. |
| <i>Payment of Salaries & Gratuities</i> | 5. | To grant allowances, salaries, gratuities, pensions and bonuses to employees of the Company or dependents of such persons, and to support and to subscribe to any charitable or other institutions, and to create and subscribe to any Provident or Benefit Fund or any Insurers for the employees of the Company or of any subsidiary or associate Company. |
| <i>Disposal of undertaking and property of company</i> | 6. | To sell, exchange, mortgage, let on lease, royalty or tribute, grant, licences, easements, options and other rights over and in any other manner deal with or dispose of the whole or any part of the undertaking, property, assets, rights and effects of the Company for such consideration as may be thought fit and in particular for stocks, shares, whether fully or partly paid-up, or securities of any other Company. |
| <i>Payment for property and services</i> | 7. | To pay for any rights or property acquired by the company and to remunerate any person, firm or body corporate rendering services to the company either by cash payment or by allotment to him or them of shares or securities of the company as paid up in full or in part or otherwise. |
| <i>Advance deposits and loans</i> | 8. | To lend and advance money, out of surplus fund of the Company not immediately required, either with or without security and give credit to any person and upon such terms and conditions as the Company may think fit but not amounting to Banking business as defined under the Banking Regulation Act, 1949. |
| <i>Commercial obligations</i> | 9. | To undertake financial and commercial obligations, transactions and operation for achievement of the main objects of the company. |
| <i>Guarantee and surety</i> | 10. | To guarantee the performance of any contract or obligation of and the payment of money unsecured or secured and interest on, any debentures, debenture stock or securities of any company, corporation, Firm or Person when the guarantee may be considered likely, directly or indirectly, to further the main objects of the company and also to provide corporate guarantee and security to banks or financial institutions or others in respect of loans or credit facility availed by subsidiary or associate or joint venture companies. |

† Amended vide Special Resolution passed at the Annual General Meeting of the Company held on August 28, 2018.

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| <i>Investment</i> | 11. | To invest and deal with the funds of the Company not immediately required in such investments in such manner including investment in shares, securities, mutual funds or debt instruments as may be thought proper and to deal with shares and securities otherwise. |
| <i>Borrowing</i> | 12. | Subject to the provisions of law in force and the rules framed thereunder and directives issued by Reserve Bank of India for the time being, to receive money on loan, accept deposits and borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock perpetual or otherwise and to secure the payment 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 its uncalled capital, and also by a similar mortgage charge or lien to secure and guarantee the performance by the Company or any other person or Company as the case may be but not amounting to Banking business as defined under the Banking Regulation Act, 1949. |
| <i>Negotiable instrument</i> | 13. | To open bank account and to draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes, bills of lading, warrants and other negotiable or transferable instruments or securities. |
| <i>Patents etc.</i> | 14. | To apply for purchase or otherwise acquire, transfer, and renew in any part of the world, any patents, patent rights, invention, trade mark, copy rights, designs, brevets, licenses, protections, concessions and the like conferring an exclusive or non-exclusive or limited rights to their use or any secret or other information as to any invention, process or privilege which may seem capable or being used for any of the purpose of the company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, grant licenses or privileges in respect of or otherwise turn to account the property, rights and information acquired. |
| <i>Improvement of patents and other rights</i> | 15. | To expend money in experimenting on and testing and in Improving or seeking to improve any patents, rights, invention, discoveries, process or information of the company or which the company may acquire or propose to acquire. |
| <i>Research laboratories colleges and provision of lectures</i> | 16. | To establish, provide, maintain and conduct research and other laboratories, framing colleges, schools and other institutions for the training, education and instruction of students and others who may desire to avail themselves of the same and to provide for the delivery and holding of lectures, demonstrations, exhibitions classes, meetings and conferences in connections therewith. |
| <i>Acquire and undertake business</i> | 17. | To acquire, takeover and undertake any part of business, property, assets and liabilities of any person or company carrying on or proposing to carry on any business which this Company is authorised to carry on or possession of movable or immovable property suitable for the purposes of the company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company in India or elsewhere, pursuant to any scheme of arrangement or otherwise. |
| <i>Registration of company outside India</i> | 18. | To procure the registration or recognition of the Company in or under the laws of any place outside India and to open or establish agencies, branches and offices of the Company at any place whether in India or outside India to transact and manage the affairs of the company and to appoint manager, administrator or office bearers and to remunerate them. |
| <i>Promotion</i> | 19. | To form, incorporate, acquire, manage, take over or promote any company or business, whether in India or outside having amongst its or their objects the acquisition of all or any of the assets or control or development of the Company or any other objects which in the opinion of the Company could or might directly or indirectly assist the company in the development or carrying out of its business activities or otherwise prove advantageous to the Company and to pay all of the costs and expense incurred in connection with any such promotion or incorporation and to remunerate any person or company in any manner it shall think fit for services rendered or to be rendered including any services incurred for incorporation of this company and conduct of its business and reimbursement of various expenses. |

- Amalgamation and Partnership*
20. Subject to the provisions of the Companies Act, 2013[‡] and other applicable laws to amalgamate, merge or to enter into partnership or into any arrangement for sharing profits, de-merger of undertaking, union of interests, co-operation, joint venture or reciprocal concession with any person, firm, corporation or company in or outside India carrying on or engaged in any business or transaction which the Company is authorized or engaged in or which can be carried on in conjunction with the business or transaction which the Company is authorised to carry on or engage in or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company and further to enter into any arrangement or contracts with any person, association or body corporate or government or local authorities whether in India or outside for such purposes that may be beneficial or conducive to the objects of the Company.
- Government and other concessions and to promote and oppose legislation*
21. To enter into any arrangements and to take all necessary or proper steps with government or with other authorities supreme, national, local, municipal or otherwise of any place in which the Company may have interest and to carry on any negotiations or operations for the purpose directly or Indirectly carrying out the objects of the Company or effecting any modification in the constitution of the Company or furthering the interest of its members and to oppose any such steps taken by any other company, firm or person which may be considered likely directly or indirectly to prejudice the interests of the Company or its members, promoter and to promote or assist the promotion, whether directly or indirectly, of any legislation which may appear to be in the interest of the Company and to oppose and resist whether directly or indirectly any legislation which may seem disadvantageous to the Company to obtain from any such government authority or any company by lawful means any charters, contracts, decrees, rights, grant, loans, privileges or concessions which the company may think fit desirable to obtain and carry out, exercise and comply with any such arrangement, charter, decree, right, privilege or concessions.
- Publicity*
22. To adopt such means of making known the products of the Company as may seem expedient and in particular by advertising in the press or any other media by purchase, exhibition or reproduction of works of arts or interest, by publication of books, pictures, and periodicals and by granting prizes, award and donations, or in such other manner as the Company may deem desirable.
- Trusts*
23. To undertake and execute any trust the undertaking of which may seem to the Company desirable and either gratuitously, or otherwise and vest any real or personal property, rights or interests acquired by or belonging to the Company in any person or Company on behalf of or for the benefit of the Company and without any declared Trust in favour of the Company.
- Establishment of association connected with company or for benefits of employees of company*
24. To apply the assets of the Company in any way in or towards the establishment, maintenance or extension, of any association, institution or fund in anyway connected with any particular trade or business or with trade or commerce generally and particularly with the trade, including an association, institution or fund for the protection of the interest of masters, owners and employees against loss by bad debts, strikes combinations, fire, accidents otherwise or (or the benefit of any clerks, workman or others at any time employed by the Company or any of its predecessors in business or their families of dependents and whether or not in common with other persons or classes of persons and in particular or friendly, co-operative and their societies, reading rooms, libraries, educational and charitable institutions, refectories dining and recreation rooms, churches, chapels, temples, schools and hospitals and to grant gratuities, pensions and allowances and to contribute to any funds raised by public or local subscription for any purpose whatsoever.
- Aid to labour and other industrial association*
25. To aid, pecuniarily or otherwise any association, body or movement having an object the solution, settlement, or surmounting of industrial or labour problems or troubles or the promotion to industry or trade.
- Donation*
26. Subject to the provisions of the Companies Act, 2013[§], to subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibitions subject of the compliance of Central and Stale laws.

[‡] Amended vide Special Resolution passed at the Annual General Meeting of the Company held on August 28, 2018.

- Provident Fund Institutions*
27. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances of emoluments to any persons who is or was at any time in the employment or service of the company, or of any Company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary Company, or who are or were at any time directors or officers of the Company or for any such other Company as aforesaid, and the wives, widows, families and dependents, or any such persons, and also establish and subsidize and subscribe to any institutions, associations or clubs considered to be for the benefit of or to advance the interest and well-being of the Company or of any such other Company as aforesaid, and make payments to or towards the insurance or any such person as aforesaid and do any of the matter aforesaid either alone or in combination with any such other Company as aforesaid subject to the compliance of Central and state laws.
- Distribution in Specie*
28. Subject to the provisions of any law for the time being in force distribute amongst the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the company in the event of winding up.
- Programmes for rural development, social and economical welfare*
29. To undertake, carry out promote and sponsor rural development including programme for promoting the social and economic welfare of or the upliftment of the people in any rural area and to include any expenditure or/ any programme of rural development and to assist in the execution and promotion (hereof either directly or through an independent agency or in any other manner. Without prejudice to the generality of the foregoing, "Programme of rural development" shall also include any programme for promotion of the social and economic welfare of or the upliftment of the people in any rural area which the directors consider it likely to promote and assist rural development and that the words "rural area" shall include such area as may be regarded as rural areas under the Income Tax Act 1961 or any other law relating to rural development for the time being in force or as may be regarded by the directors as rural areas and the director may at their discretion, in order to implement any of the above mentioned objects or purposes, transfer without consideration or at such fair or concessional value as the directors may think fit and divert the ownership of any property of the company to or in favour of any public or local body or Authority or Central or State Government or any Public Institution or Trust or Funds as the Directors may approve.
- Promotion and growth of national economy etc.*
30. To undertake, carry out promote and sponsor or assist any activity for the promotion and growth of the national economy and for discharging what the Director consider to be social and moral responsibilities of the company to the public or any section of the public and also any activity which the Directors consider likely to promote national welfare or social economic or moral upliftment of the people or any section of the people and in such manner and by such meant as the Directors may think fit and directors may without prejudice to the generality of the foregoing, undertake, carry out, promote and sponsor any activity for publication of any books, literature, newspaper etc. or for organising lectures or seminars likely to advance these objects or for giving merit awards, scholarship, loans or any other assistance to deserving students or other scholars or persons to enable them to pursue their studies for academic pursuits or researches and for establishing conducting or assisting any institution, fund, trust etc. having any one of the aforesaid objects or purposes transfer without consideration or at such fair or concessional value as the directors may think fit and divert the ownership of any property of the company to or in favour of any Public or Local Body or Authority or Central or State Government or any Public Institutions or Trust or Fund as the Directors may approve.
- Plantation and Cultivation*
- 30A.[§] To cultivate, grow, plant, produce or raise all kinds of agricultural crops, vegetables, food grains, tea, coffee, rubber and other produce and to purchase, sell, import, export, manufacture, produce or otherwise deal in all kinds of agricultural products, vegetables, fruits, food grains, tea, coffee, rubber and other products.
- To do all things incidental*
31. To buy, sell, purchase, repair, alter, improve, exchange, let out on hire import, export and deal in all factories, works, plant, machinery, tools, appliances, apparatus, products, materials, substances, articles and things capable of being used in any business which this Company is competent to carry or which may seem capable of being profitable to deal with in connection therewith and to, experiment with, render marketable and deal in all products or residual and by-products incidental or to obtained in any of the business carried on by the Company and to do all such other things as may be deemed incidental or conducive to the attainment of the main objects of the Company or any of them and also to carry on the business of manufacturer, fabricators, importer, exporter, in phenol, formaldehyde, melamine and other synthetic chemicals and other raw materials, by-products, joint products and to carry out all such activities relating to forward and back ward integration of its of final product, raw material, by-products and joint products and allied products.

[§] Inserted vide Special Resolution passed at the Annual General Meeting of the Company held on August 28, 2018.

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- IV. ††The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
- V. The Authorized Share Capital of the Company shall be **Rs. 15,00,00,000/-** (Rupees Fifteen Crores Only) divided into **3,00,00,000** (Three Crores) Equity Shares of Rs. **5/-** (Rupees Five Only) each with the right, privileges and conditions attached thereto as are provided by the Regulations of the Company for the time being, with the power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential 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 be provided by the Regulations of the Company.

Clause V of the Memorandum of Association of the Company as to Share Capital was amended vide ordinary resolution passed by the shareholders of the Company at the Annual General Meeting held on 30.10.2014 wherein the Authorised Share Capital of the Company was increased from Rs.1,00,00,000/- (Rupees One Crore only) divided into 20,00,000 (Twenty Lakh) equity shares of Rs. 5/- (Rupees Five only) each to Rs.15,00,00,000/- (Rupees Fifteen Crore only) divided into 3,00,00,000 (Three Crore) equity shares of Rs. 5/- (Rupees Five only) each.

** Part C of Clause III has been deleted along with all the objects mentioned thereunder except for point 3 which has been shifted in Clause III (B) as point 30A vide Special Resolution passed at the Annual General Meeting of the Company held on August 28, 2018.

†† Amended vide Special Resolution passed at the Annual General Meeting of the Company held on August 28, 2018.