

THE COMPANIES ACT, 1956
PUBLIC COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
V R WOODART LIMITED

- I.** The name of the Company is V R WOODART LIMITED.
- II.** The Registered Office of the Company will be situated in the State of Maharashtra.
- III.** The Objects for which the Company is established are: -
- A.** THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:
1. To export, import, purchase, sell, manufacture, process and deal in treated wooden Moulded components, Glue laminated Boards, as also to treat and process wood, wooden parts and to manufacture and deal in wooden industrial, commercial and domestic use and application.
- B.** OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE:
1. To acquire, erect, construct, establish, operate and maintain factory, plant, works, workshops, smithy and or other establishments having the same objects as of the Company.
 2. To purchase, take on lease or otherwise acquire the undertaking, business and property or any part thereof, of any firm, company or companies carrying on the same objects, business or allied business as that of the Company.

Vinit Rathod
Independent Director
DIN: 07589863

3. To equip, maintain and work by electricity, steam, gas, or other power, plant, workshop, factory or factories, treatment plant, or fabrication shop for attainment of the main objects.
4. To carry on the business of buying, selling and supplying in its own capacity or as agents and representatives of any other person, firm or company all kinds of wood, wooden parts, moulded furniture and components and other materials necessary for the attainment of the main objects.
5. To search for get, procure, import, manufacture, work, make merchantable do benefaction of all types of wood, wooden materials and such other materials required for the production manufacture, sale and export of items forming part of the main objects of the company.
6. To enter into agreement and to collaborate with foreign individuals, companies or other organizations for technical, financial or any other assistance for carrying out the objects of the Company.
7. To promote, establish and operate branches, sales offices, show rooms, storage facilities, depots, godowns, warehouses as may be needed to carry on the business of the Company.
8. To employ or pay any person including experts and foreign consultants, to plan and develop all or any of the business connected with the Company's operations and to investigate and examine into the conditions, prospects, value, character or circumstances of any business or industrial concern or undertaking or industrial proposal and also of assets, property or rights.
9. To install and work pilot, proto-type or semi-scale units or full commercial plants, to develop a particular invention / invention, technology and to subsidies such work undertaken by any party or institution authorized in this behalf.
10. To make known the business and products of the Company or of any other company in which this company is interested by adopting such means as may seem expedient and in particular by preparing and publishing price lists, catalogues, folders, pamphlet, brochures, and exhibiting. sign boards, holdings and or by such other publicity media permissible under the law for promotion of sales.
11. To procure capital or financial assistance or accommodation or to provide machinery, equipment, technical and managerial assistance, information, instructions, inspection, supervision and other facilities to the Company for the purpose of any of its objects.

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12. To take suitable steps to enable the Company including taking on employment of the company any person as skilled, semi-skilled, unskilled, supervisory, managerial or clerical employee to carry out any of its objects into effect, or for effecting any modification of the Company's constitution or for any other purpose which may seem expedient.
13. To buy, sell, manufacture, repair, alter, improve, exchange, or hire, import, and export and deal in all works, plant, machinery tools and utensils, appliances, apparatus, products, materials, substances, articles and things capable or being used in any and every such business as aforesaid or required by any customer of, or persons having dealings with the Company or commonly dealt in by persons engaged in any such business or which may seem capable of being profitably dealt with in connection with any of the said business and to manufacture, experiment with, render marketable, and deal in all residual and by-products incidental to or obtained in any of the business carried on by the Company.
14. To enter into any arrangement with any Government or authorities, municipal, local or otherwise or any person's whether company or association, partnership or individual in India or abroad, that may seem conducive to the objects such Government, authority persons or company any right, case, tenement, privilege, charter, contract, license or concession.
15. To acquire the whole or any part of the undertaking and assets of any business within the objects of the Company and land, privilege, right, contract, property or effect held or used in connection there with, and upon any such purchase to undertake the liabilities of any person whether company, association, partnership or individual.
16. To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint ventures or reciprocal concessions or for limiting competition with any person or carrying on or engaged in or about to carry on or engage in, any business or transaction on which the Company is authorized to carry on or engage in or which can be carried on in conjunction there with or which is capable of being conducted so as to directly or indirectly benefit the Company.
17. To absorb, amalgamate with, or purchase, any other company, the business of which can be conveniently carried on with that of this Company and for that purpose to enter any arrangement with any person, persons, body of persons, associations, firm, company or companies execute such documents and papers and submit any application to any State or Central Government or any departments or offices of Central or State Government, or authority for any approval, permission, or concurrence required to be obtained in that regard.

18. To apply for, purchase, or otherwise acquire and renew in any part of the world, any patent, patent right, brevetted invention, licenses, concession and the like, conferring any exclusive or no-exclusive or limited right 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 or indirectly to benefit the Company and to use, exercise, develop or grant licenses in respect of or otherwise turn to account the property, rights or information so acquired, and to expend money on experimenting upon, testing or improving any such patents, inventions or right.
19. 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 for the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company and to place or guarantee the placing of underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any other company.
20. To register the trade names, brand names and marks as also to permit their uses to such persons, firms, companies or corporations which adhere to such terms and conditions as laid down by the company, by making such rules and regulations as are necessary from time to time in this regard.
21. To establish and maintain agencies at any place or places in India or other parts of the world for the conduct of the business of the Company or to the purchase and sale of any merchandise, commodities, goods, wares, materials, produce, products, articles and things required for or dealt in, or manufactured by or the disposal of the Company and to transact all kinds of agency business.
22. Generally, to purchase, take on lease or in exchange, hire or otherwise acquire, any real or personal property and any right or privilege which the Company may think necessary or convenient for the purpose of its business or which may enhance the value of any other property of the Company, and in particular any land, building, factory, easement, machinery, plant, vehicle and stock - in - trade.
23. To build, construct, alter, maintain, enlarge, pull down, remove or replace and to work, manage and control buildings, offices, factories, mills, shops machinery, engines, roadways, tramways, railways, branches, or sidings, bridges, reservoirs, water courses, wharves, electric works and other works, convenience, 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.

24. To carry on any business relating to the production, manufacture and preparation of any material which may be usefully or conveniently combine with manufacturing business of the Company or any contract undertaken by the Company and either for the purpose of such contracts or as an independent business and for the stocking, sale, export and generally dealing in of any such material.
25. To invest and deal with the moneys of the Company not immediately required in any manner and in particular to accumulate funds or to acquire or take by subscription, purchase or otherwise, howsoever, or to hold shares or stock in or the security including debentures of any company, association or undertaking in India or abroad subject to the provisions of the Companies Act, 1956.
26. To lend and advance money or give credit to such companies or other persons and on such terms as may, seem expedient and in particular to customers and others having dealing with the Company and to guarantee the performance of any contract or obligation and the payment of money of or by any such person and generally to give guarantee and indemnities.
27. Subject to provisions of Sec. 58 A of the Act, to receive money on deposits loan and borrow or raise money in such manner as the Company shall think fit and in particular by the issue of debenture of 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 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 Regulation Act 1949.
28. To receive grants loans, advances or other moneys or deposits or other kinds of financial assistance form the Central Government or State Government, banks, firms, companies, trusts or individuals with or without allowance of interest there on. The company shall not, however, do, or engage itself in, the business of banking within the meaning of Banking Regulation Act, 1949.
29. To pay for any business, property or rights acquired or agreed to be acquired by the Company and generally to satisfy such obligation of the Company by the issue of or transfer of shares of this Company credited as full or partly paid up or debentures or other securities of the Company.
30. To draw, make, accept, endorse, discount execute and issue promissory notes, bills of lading, warrants, debentures and

other negotiable or transferable instruments. The Company shall not, however, do or engage itself in, the business of banking with the meaning of Banking regulation Act, 1949.

31. The pay out of the funds of the Company all lawful costs, charges and or expenses (which the Company may lawfully pay) with respect to or incidental to the promotion, formation, registration and establishment of the Company or the issue of its capital (including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company) and charges in connection therewith.
32. To remunerate any person or persons, firm and or Company for services rendered or to be rendered in or about the formation or promotion of the Company, or the acquisition of property/ other assets by the Company or the conduct of business.
33. To sell, lease, mortgage or otherwise, dispose of the property, assets or undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular, for shares stock, debentures or other securities of any other company having objects altogether or in part similar to those of the company.
34. To improve, manage, develop, grant rights or privileges in respect of or otherwise deal with all or any part of the property and rights of the Company.
35. To establish and maintain or procure the establishment and maintenance of any contributory or non - contributory pension or super annotation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions allowances or emoluments to, persons who are were at any time in the employment or service of the Company or of any company which is a subsidiary or the Company or who are were at any time Directors or Officers of the Company or of any such other company as aforesaid and wives, widows, families and dependents of any such persons and also establish and subsidize and subscribe to any institution including in particular, any cafeteria, canteen, club or fund calculated to be for the benefit of or to advance the interest and wellbeing of the Company or of any such other company as aforesaid and make payments to or towards the insurance of any such person as aforesaid, and do any of the matters aforesaid, either alone or in conjunction with any other company as aforesaid.
36. To buy, sell, carry on the business of manufacture and deal in goods, wares and merchandise including all conveniences or necessities of life which may be used or required by workmen

or others whether employed by the Company or not and to open and keep shops or stores and generally to carry on any manufacturing, trading or other business.

37. To contribute such amounts as the Directors think fit to the National Defense Fund or any other fund approved by the Central Government for the purpose of National Defense and to subscribe or contribute or otherwise assist or to grant money to charitable, benevolent, religious, scientific, national, public or any other useful institutions, organizations, objects or purposes or for any exhibitions.
38. To procure the Company to be registered or recognized in any part or the world outside India.
39. To create any depreciation fund, reserve fund sinking fund or any other special fund whether for depreciation for repairing improving extending or conducive to the interests of the Company.
40. 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 researches, experiments and tests of all kinds, to promote studies and researches both scientific and technical, investigations and inventions by providing, subsidizing, endowing or assisting laboratories, workshops, libraries, lecturers, meetings and conferences and by providing or contributing to the remuneration of scientific or technical professors or teachers and by providing or contributing to the award of scholarships, prizes, grants to students or otherwise to contribute monies to laboratories, institutions / agencies engaged in research, experiments and other allied activities and approved by the Central Government in that behalf and generally to encourage promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any business which the Company is authorised to carry on.
41. To take part' in the management, supervision or control of the business or operation of any company or undertaking and for that purpose to appoint and remunerate any Director, Accountant or other expert or Agent.
42. To undertake and execute any trust, the undertaking whereof many seem desirable and whether gratuitously or otherwise.
43. Subject to the provisions of the Companies Act, 1956, or any other enactment in force, to indemnify and keep indemnified, members, officers, directors, agents and servants of the Company against proceedings, cost, damages, claims, and demands in respect of anything done or ordered to be done by

them for and in the interests of the Company and for any loss, damage or misfortune and the like and which shall happen in execution of the duties of their office or in relation thereto.

44. To insure against losses, damages, risk and liabilities of any kind which may affect the Company either wholly or partially.
45. To apply for, promote and obtain Act of Parliament, charter, privileges, concession license or authorization of any Government, State or Municipality, provisional order or license of any authority for enabling the Company to carry any of its objects into effect or for extending any of the powers of the company or for effecting any modification of the constitution of the Company; which may seem calculated directly or indirectly to prejudice the interest of the Company.
46. To own and operate transport vehicles, or aircraft for transporting all raw materials, finished products and other goods and things required, dealt in or manufactured by the Company.
47. To produce, convert, export, import, purchase, sell or deal and trade in all materials and things including raw materials, by-products, wastes, finished product and products at all intermediate stages, machinery equipment's and chemicals connected directly or indirectly with the industries set up by the Company.

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

1. To undertake engineering and technical services including re-conditioning of general machinery, automobiles, industrial plant and machinery, equipment, automobile machinery and parts, components and accessories of such machinery, plant equipment or automobiles.
2. To repair, assemble, purchase, sell export, import or otherwise deal in electrical, di-electric, electronic equipment, goods, machinery or parts, accessories, assemblies or sub-assemblies thereof having industrial, commercial or domestic application or use.
3. To manufacture, fabricate assemble, repair purchase, sell, export, import or otherwise deal in air conditioners, refrigerators, water coolers, air or water purifiers, air conditioning, refrigerating or cooling equipment or machinery, parts, components accessories thereof.
4. To run and work repair works or shops, smithy, and to undertake general or specific repair jobs or repair works

including electrical mechanical, electronic, civil or plumbing work or repairs.

5. To run smithy to fabricate, calcine, refine, or process or to purchase, sell, process, import export, fabricate, assemble, repair or otherwise deal in gold, silver, platinum and or articles thereof, diamond, pearls, corals and other precious and non-precious and non-precious stones.
6. To carry on the business of producing, manufacturing, trading, importing, exporting and or dealing in electronic; di-electric and electrical appliances like radios, fans, television sets, computers, calculators, tape recorders, & VCRs.
7. To carry on the business of trading, importers, exports and or dealers of plant, equipment or any part thereof required for the manufacture of the products mentioned either in the main object or in these other objects.
8. To produce, manufacture, process, refine, prepare, calcine, treat, purchase, sell, export, import or otherwise deal in materials components, sub-assemblies, chemicals and or other parts required for any person or the company itself.
9. To carry on the business as agents, engineers, contractors, sub-contractors, consultants and advisors to any individual, firm, company, other associations or organizations as also to act as importers and exporters of any material whether required for this company or any other company with whom this Company may develop business association.
10. To carry on the business of manufacturing, producing, importing, exporting, buying, selling or otherwise dealing in acids, alkalis, chemicals or their ingredients, and glues or other bonding materials made of chemicals, resins, and or natural or synthetic materials.
11. To process, manufacture, buy, sell export, import or to act as agents or otherwise deal in food products and articles, confectioneries, sweets, pickles, jams, and for that purpose run and work restaurants, hotels, motels, canteen and or other eating places.
12. To do and undertake real estate business, purchase or sell land, tenements, rights ease or privileges, and to construct, buy, sell lease or hire building, lodges, houses and or other immovable properties and to own and run lodges and holiday homes.
13. To produce, manufacture, process, refine, buy, sell, import, export trade or otherwise deal in paints, enamels, pigments,

chemicals, and ingredients whether natural or synthetic required in the manufacture of paints, pigments, chemicals and ingredients thereof.

14. To produce, manufacture, process, refine, buy, sell, import, export, trade or otherwise deal in PVC resins and moulds, extrusions, felons' yarn and other items made of PVC as also to manufacture, buy, sell, import or export raw materials, required in the manufacture of PVC or PVC Resins.
15. To carry on the business as planters of rubber, planting or growing, run or take on lease rubber plantations as also to carry on the business of selling, buying, importing, exporting or otherwise dealing in, manufacturing, processing or producing rubber, both natural and synthetic, rubber products, polyurethane foam or products having industrial, commercial, domestic personal application or use.
16. To deal, manufacture, buy, sell import, or export, furniture whether made of wood, iron or any other article including synthetic materials.
17. To carry on the business as consultants, engineers, contractors, and to undertake and do, whether on turn-key basis or otherwise, civil construction works, earth works and installation and or erection of plant and machinery on contract or job work basis.
18. To acquire, produce, process, purchase, sell, export import or otherwise, trade/ deal in farm and dairy products including vegetables, fruits, eggs, milk, milk products including vegetables, fruits, eggs, milk, milk products including sweets made of milk, curd, butter, butter milk whether skimmed or not, ghee and honey.
19. To carry on the business including purchasing, selling, importing, exporting or otherwise dealing in marine products and forest products including timber.
20. To carry on the business as common carriers, surface or water transporters Lorry/Truck/Fleet/Vessel, ship or boat owners and or operators, to act as transport contractors, shippers agents or hirers and or to act as operators and or agents for Tourist Taxi car or bus and to generally carry on the business of running or letting on hire vessels, ships, or boats, lorries, trucks, tempo van, cars, mini or other buses and any other transport vehicle, vessel, ship or boat used to carry passengers, goods or commodities or both.
21. To carry on the business as travel agents, tour conductors and or guides and for that purpose to run and operate or take on hire vehicles, develop run or take on hire tourist resorts or

complexes including hotels, holiday homes and apartments, and to develop water fronts, jetties, wharfs and or islands for developing tourism and to act as cruisers, operators, owners and or hirers of boats, vessels, speed launches and yachts.

22. To purchase, acquire, take on lease or otherwise to obtain privilege, ease or right, to use, occupy or enjoy possession of any land, building or other immovable property, purchase, manufacture or fabricate or take on lease, import or otherwise acquire or hire any machinery or part thereof, arrange funds by means of issuance of shares or debentures subject to such restrictions contained hereinabove, or by borrowing or taking loans from financial institutions, banks, industrial promotional and or developmental agencies, corporations, banks or institutions, to employ or hire the services of, any person, experts and to run offices, enter into agreements or contracts, open and operate bank accounts for the attainment of and relating to any of the objects mentioned hereinabove under the heading "C, Other objects".

IV. The liability of the members is Limited.

- V. ** The Authorised Share Capital of the Company is Rs. 50,00,00,000/-(Rupees Fifty Crore Only) divided into 5,00,00,000 (Five Crore) Equity Shares of Rs.10/- (Rupees Ten Only) each.**
** (Altered vide Special Resolution passed by the Shareholders of the Company at their EGM held on 04.04.2025)*

Vinit Rathod
Independent Director
DIN: 07589863

We the several persons whose names and addresses are subscribed as under, are desirous of being formed into a Company in pursuance of this Memorandum of Association and we hereby respectively agree to take the number of shares in the capital of the company set opposite to our respective names.

Name, address description and occupation of subscriber	Number of shares taken by each subscriber	Signature of subscriber
1. T. G. Veeraraghavan S/o. Sri. T.V. Ganesa Iyer Residing at 'Chaithanya' M.G. Road, Cochin - 682 035.	1,500	Sd/-
2. Mrs. Vishalam Veeraraghavan W/o. Sri. T.G. Veeraraghavan Residing at 'Chaithanya' M.G. Road, Cochin-682 035.	1,500	Sd/-
3. T. V. Sreeram S/o. Sri. T.G. Veeraraghavan Residing at 'Chaithanya' M.G. Road, Cochin-682 035.	1,500	Sd/-
4. T.V.Mahesh Industrialist S/o Sri T.G. Veeraraghavan Residing at 'Chaithanya' 38/1581, M.G. Road, Cochin - 682 035.	1,500	Sd/-
Total Shares taken	6,000 (Six Thousand)	

Dated this the 31st day of January
Nineteen hundred and eighty nine.

Witness to the above signatures : Sd/-

Name, address, description & Occupation of Witness:

P.V. Hariharan
S/o. P.H. Venkitasubramania Iyer,
Chartered Accountant,
No.8, Bindhu, H.I.G.
Panampilly Nagar, Cochin - 682 015.

Vinit Rathod
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Name, address description and occupation of subscriber	Number of shares taken by each subscriber	Signature of subscriber
5. T.G. Suresh S/o. Sri. T.V. Ganesa Iyer 38/1581, Chaithanya Padma Junction M.G. Road, Cochin - 682 035. (Industrialist)	500	Sd/-
6. T.G.S. Narayan S/o. Sri. T.V. Ganesa Iyer 38/1581, Chaithanya Padma Junction M.G. Road, Cochin-682 035. (Employment)	500	Sd/-
7. T.V. Ranjini D/o. T.G. Veeraraghavan 38/1581, Chaithanya Padma Junction M.G. Road, Cochin - 682 035. (Student)	500	Sd/-
Total Shares taken	7,500 (Seven Thousand Five Hundred)	

Dated this the 31st day of January
Nineteen hundred and eighty nine.

Witness to the above signatures : Sd/-

Name, address, description & Occupation of Witness:

P.V. Hariharan

S/o. P.H. Venkitasubramania Iyer,
Chartered Accountant,
No.8, Bindhu, H.I.G.
Panampilly Nagar, Cochin - 682 015.

Vinit Rathod
Independent Director
DIN: 07589863