



Certificate of Incorporation.

No. 1828 of 1931-1932.

I hereby certify that Godrej & Boyce
Manufacturing Company, Limited

is this day incorporated under the Indian Companies' Act, VIII of 1913, and that the Company is Limited.

Given under my hand at Bombay
this Third day of March
One thousand nine hundred and Thirty-two.



Registrar of Joint-Stock Companies.

7th

SECOND CERTIFICATE OF INCORPORATION

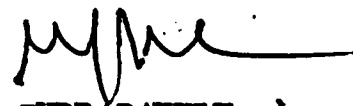
Company No. 1828 of 1932.

*Deleted U/s 43A
sl-*

I hereby certify that GODREJ & BOYCE MANUFACTURING COMPANY PRIVATE LIMITED. was on THIRD - - -

day of MARCH One thousand nine hundred and THIRTY-TWO. incorporated under the Companies Act, ~~1956~~ (~~NB A OF 1956~~) and that the Company is Limited. VII of 1913.

Given under my hand at BOMBAY this SIXTEENTH day of FEBRUARY One thousand nine hundred and EIGHTY-NINE.



(M. SUBBARAYULU)
ASSTT. REGISTRAR OF COMPANIES,
MAHARASHTRA, BOMBAY.



hsd/1188

No.11-1828

(Section 18(1) of the Companies Act, 1956)

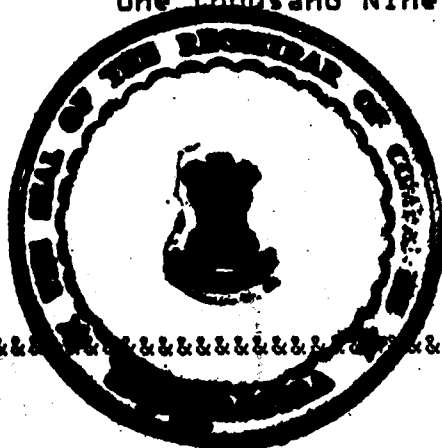
CERTIFICATE OF REGISTRATION OF
SPECIAL RESOLUTION PASSED FOR
ALTERATION OF OBJECTS

M/s. GODREJ & BOYCE MANUFACTURING COMPANY LIMITED

having by Special Resolution passed on 01/07/1999
altered the provisions of its Memorandum of Association
with respect to its objects, and a copy of the said
resolution having been filed with this office on 08/07/1999.

I hereby certify that the Special Resolution passed
on 01/07/1999 together with the printed copy
of the Memorandum of Association, as altered, has this day
been registered.

Given under my hand at MUMBAI
this NINETEENTH day of JULY
One thousand Nine hundred ninety NINE.



G. K. Purwar
(G. K. PURWAR)
ASST. REGISTRAR OF COMPANIES
MAHARASHTRA, MUMBAI

No.11- 1828

(Section 18(1) of the Companies Act, 1956)

CERTIFICATE OF REGISTRATION OF
SPECIAL RESOLUTION PASSED FOR
ALTERATION OF OBJECTS

GODREJ & BOYCE MANUFACTURING COMPANY LIMITED

having by Special Resolution passed on 24/11/2001

altered the provisions of its Memorandum of Association

with respect to its objects, and a copy of the said

resolution having been filed with this office on 19/12/2001

I hereby certify that the Special Resolution passed on
24/11/2001 together with the printed copy

of the Memorandum of Association, as altered, has this day
been registered.

Given under my hand at MUMBAI

this FIFTH day of MARCH

Two thousand TWO.



(Handwritten Signature)
(A.W.ANSARI)
DEPUTY REGISTRAR OF COMPANIES,
MAHARASHTRA, MUMBAI

No.11- 1828

(Section 18(1) of the Companies Act, 1956)

CERTIFICATE OF REGISTRATION OF
SPECIAL RESOLUTION PASSED FOR
ALTERATION OF OBJECTS

GODREJ & BOYCE MANUFACTURING COMPANY LIMITED

having by Special Resolution passed on: 20/09/2004
altered the provisions of its Memorandum of Association
with respect to its objects, and a copy of the said
resolution having been filed with this office on 23/09/2004

I hereby certify that the Special Resolution passed
on 20/09/2004 together with the printed copy
of the Memorandum of Association, as altered, has this day
been registered.

Given under my hand at MUMBAI

this FOURTH day of OCTOBER

Two thousand FOUR.



(M.V.CHAKRANARAYAN)

DEPUTY REGISTRAR OF COMPANIES,
MAHARASHTRA, MUMBAI.