

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

**SHAKUMBHRI PULP &
PAPER MILLS LIMITED**

भारत सरकार की रील

प्रारूप आई० आर०

Form I.R.

निगमन का प्रमाण-पत्र

CERTIFICATE OF INCORPORATION

ता० का सं०

No 7671 of 1986

मैं एतद् द्वारा यह प्रमाणित करता हूँ कि आज

कम्पनी अधिनियम 1956 (1956 का 1) के अधीन निगमित की गयी है और यह कम्पनी परिसीमित है।

I hereby certify that **SHAKUMBHRI PULP & PAPER MILLS PRIVATE LIMITED** is this day incorporated under the Companies Act, 1956, (No. 1 of 1956) and that the Company is Limited.

मेरे हस्ताक्षर से आज ता० को दिया गया।

Given under my hand at KANPUR this 6th day of FEBRUARY One thousand Nine hundred and Eighty Six.

17th Magha, 1907 (S.E.)

SEAL

Sd/-

(L.M. Gupta)

कम्पनियों का रजिस्ट्रार

उ० प्र० कानपुर

Registrar of Companies

U.P. Kanpur.

FRESH CERTIFICATE OF INCORPORATION

CONSEQUENT ON CHANGE OF NAME

COMPANY No. 20-7671

IN THE OFFICE OF REGISTRAR OF COMPANIES, U.P.,

KANPUR

(Under the Companies Act, 1956 (1 of 1956))

In the matter of **SHAKUMBHRI PULP & PAPER MILLS PRIVATE LIMITED**

I hereby certify that **SHAKUMBHRI PULP & PAPER MILLS PRIVATE LIMITED**, which was originally incorporated on 6th day of February 1986 under the Companies Act, 1956 under the name **SHAKUMBHRI PULP & PAPER MILLS PRIVATE LIMITED**, having duly passed Special Resolution on 25.03.1996 in terms of Section 31/44(2)(b) of the Companies Act, 1956.

The name of the said company is this day converted to **SHAKUMBHRI PULP & PAPER MILLS LIMITED** and this certificate is issued pursuant to Section 31/44(2)(b) of the said Act.

Given under my hand at Kanpur this 24th day of May (ONE THOUSAND NINE HUNDRED NINETY) SIX.

SEAL

Sd/- Illegible
(R.D. KUREEL)
Registrar of Companies U.P.
Kanpur.

Dated 24.05.96

No. 7671/RC/

To

M/s SHAKUMBHRI PULP & PAPER MILLS LIMITED

189/5, South Civil Lines,

Muzaffamagar

(THE COMPANIES ACT, 1956)
(COMPANY LIMITED BY SHARES)
MEMORANDUM OF ASSOCIATION
OF
SHAKUMBHRI PULP & PAPER MILLS LIMITED

- I. The Name of the Company is SHAKUMBHRI PULP & PAPER MILLS LIMITED.
- II. The Registered office of the Company will be situated in the state of Uttar Pradesh.
- III. The Objects for which the Company is established are :-

(A) **The main objects to be pursued by the Company on its incorporation :-**

To carry on the business, as manufacturers of and dealers in all kinds and classes of paper board and pulp including writing paper, printing paper, absorbment paper, newsprint 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, azulalaid and wove paper, cream laid and wove paper, drawing paper, gummed paper, hand-made paper, parchment paper, craft paper, manila paper, envelop paper, tracing paper, vellum paper, water proof paper, carbon paper, carbon less paper, sensitised paper, chemically treated paper, paste-board duplex and triplex board, post cards, visiting cards, soda pulp, mechanical pulp, sulphite pulp, semichemical pulp etc. and all kinds of articles made of paper, board or pulp.

(B) The Objects Incidental or Ancillary to the Attainment of the main objects are:-

1. To acquire, collect, formulate and prepare the technical details, specifications, drawings, plans, blue prints, parts for fabrication or manufacture of any machinery, machine plant, components, part of accessories of any particular design, shape or material as required in connection with the main objects of the Company.
2. To acquire the patents, Trade mark concessions, and/or any protected processes or privileges or exclusive or restricted right or in respect of any or all or about any particular technique or their process of fabrication or manufacture of any parts, components, machine, machinery or plant and/or for the purpose of functioning any machinery plant or component and/or grant, lease or subject or transfer or dispose of for or without consideration in such trade marks concessions, or interests to any other person, or persons, association of persons or institution for any definite geographical territories.
3. To acquire and undertake the whole or any part of business, property and liabilities of any person or company carrying on any business which this company is authorised to carry on or possessed of property suitable for the purpose of this company.
4. To draw, make, endorse, accept, execute, transfer, purchase and issue bills of exchange, promissory notes, bills of lading, cheques, railway receipt, Government securities, deeds, and documents of title, warrants, bonds debentures and other negotiable or transferable instruments or securities in connection with the business of the company subject to Reserve Bank of India's directions issued, from time to time.
5. To enter into agreement and contracts with Indian or Foreign individuals, companies or other organisations for technical financial or any other collaboration or assistance for carrying out all or any of the objects of the company.
6. To make use of the import licences, industrial licences and other rights and privileges secured by the promoters of the Company before its formation by obtaining a transfer of such licences, rights and privileges in favour of this company or otherwise.
7. To undertake and execute any trusts, undertaking of which seems desirable and also to act as executor, administrator, receiver and keep for company, firm, person, Government or Local authorities, any register relating to any stocks, funds, shares or securities or to undertake any duties in relation to registration of transfer, the issue of certificate or otherwise.
8. To sell, exchange, mortgage, lease on royalty or tribute grant Licences, easements, options 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 on 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.

9. To purchase, take on lease or in exchange or on hire or otherwise acquire any movable immovable property and any rights or privileges which the company may, think necessary or expedient for the purpose of its business and in particular any land, buildings, works, plants, machinery and/or to sell, improve, develop, letout, exchange, lease out, mortgage dispose of turn to account or otherwise deal with all or any part of the property and rights of the Company for such, consideration as may be thought fit, wholly or partly in cash or fully or partly paid shares, debentures or security or exchange of any movable or immovabl property, assets and effects.
10. To purchase, sell, exchange, transfer and dispose of furniture, fittings, equipment, vehicles and conveyances, automobiles and for and of the company in the ordinary course of its business.
11. To apply for, purchase, or otherwise acquire, sell, exchange or transfer, any patents, trade marks, rights, licences, authorities, concessions, privileges and, the like conferring any exclusive or non-exclusive or limited right to use, or any, secret device or other informations as to any invention or business which may be capable of being used for any of the purpose of the Company or the acquisition of which may seem, directly or indirectly to benefit the Company, and to use exercise, develop or grant licences and authority in respect of or otherwise turn to account the property, rights or informations so acquired.
12. To insure the whole or any part of the property of the Company or any goods, commodities, articles, products, property and assets for the time being in possession or in charge of the Company for which the Company may be liable, whether wholly or in, part, and to protect and indemnify the Company from liability or loss in respect thereof, either fully or partly.
13. To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
14. To create and issue any shares, debentures and stocks of the Company at par or at a premium or at a discount and to redeem, cancel or accept surrender of same subject to section 100 to 104 of the Companies Act. 1956.
15. To lend money to and to guarantee the performance of contract by such persons on such securities or without security and on such terms as may seem expedient subject to the directions of the R. B. I. issued from time to time.
16. Subject to the provisions of Section 58-A of the Companies Act 1956 to receive moneys on deposits, borrow or raise or provide for or secure the repayment of borrowings by or borrowings guaranteed by the Company in such manner as the Company shall think fit and in particular by the issue of debenture, bond or securities secured, or unsecured, with floating or fixed charge, perpetual of otherwise charged upon all or any of the Company's property, effects and stock in trade (both present and future) including the uncalled capital and the rights of Company and upon such terms as to priority or otherwise as the Company shall think fit, and to purchase, redeem and pay of such securities, in but the company shall not carry on the banking business as defined in Banking Regulation Act, 1949.

17. To guarantee the payment of money secured or unsecured by or payable under or in respect of the promissory notes, bonds, debentures, debenture stock, and contracts, mortgage, charges, obligations, authority, supreme, municipal, local or otherwise whether incorporated or not and generally to guarantee or become sureties for the payments of principal or interest thereon of dividends on any stock or shares of any company or the performance of any contract or obligation person firm or company whatsoever in connection with the business of Company.
18. To appoint trustee (whether a person, firm or company) to hold securities on behalf of and to protect the interest of the Company, its members, debenture holders and creditors.
19. To sell, transfer or dispose of the undertaking of the company; all or part of the assets, tangible or intangible and liabilities of the Company to sell or transfer the Company as a going concern, to form companies in which the company may be amalgamated to absorb into and amalgamate with the Companies formed by others, to form Companies with a view to reconstructing the Company without forming any company, to absorb other companies whether formed by this Company or by others; and in all cases to receive or pay the consideration in the shape of cash, shares, debentures, bonds, securities, transfer or exchange of property present or future, personal or real, reversions, rights or in any other shape, subject to section 391 to 394 of the Companies, Act, 1956,
20. To acquire the business of any person, firm, individual, Hindu-Undivided family, Company, society corporation or association of person by taking over all or any assets or liabilities and to pay or receive consideration thereon wholly or partly in the shape of cash debentures, shares, bonds transfer or exchange of property both present and future personal or real, reversion right or in any other shape.
21. To promote any company or companies to carry out any function or business or affairs of this Company or to carry out any of the objects of the Company subject to the Companies Act, 1956.
22. To enter into any arrangement with any Government or authority Indian or Foreign, municipal, local body or other public or quasi-public any body corporate that may seem conducive to the Company's objects or any of them and to obtain from any such Government authority, Company, or corporation all rights, concession and privileges which the company, may think desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
23. To pay all or any costs, charges and expenses preliminary and incidental to the promotion, establishment and registration of the Company and the issue of the Memorandum or Articles of Association and all applications to Courts on behalf of the Company and all legal charges incurred or to be incurred by the Company.
24. To enter into partnership or any agreement for sharing profits, union of interest, joint venture, reciprocal concessions or otherwise with any person, company or firm (Indian or Foreign) which this Company is authorised to carry on or engage in any business or transaction ca-

pable of being conducted so as directly or indirectly to benefit the Company and to take or otherwise acquire and hold, shares or debentures or subscribe to the capital in that Company, firm or association.

25. To establish, support or aid in establishment or support of association, institution funds trusts and conveniences calculated to benefit the employees of the company or its predecessors in business or the dependents, connection relatives and estates of such employees or ex-employees and grant pension, allowances, gratuities, bonus or other payment and provide, subscribe contribute or towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance, make contributions to provident or other funds and create scholarship and to subscribe or contribute or otherwise to assist or to grant money to charitable benevolent, religious, scientific, national or other institutions or objects which shall have any moral or other claim to support or aid by the Company, either by reason of locality or operation or public and general utility or otherwise.
26. To aid pecuniarily or otherwise any association, body or movement having for an object the solution, settlement or surmounting of industrial or labour problems or troubles or the promotion of industry or trade or any other similar or analogous objects.
27. To make arrangements to send, at the cost of the Company any person or persons whether in employment of Company or not, for technical studies or research connected with the business or any of the business of the Company or to acquire special or advanced knowledge and experience in that line or field by such studies, works or research and apprenticeship training, or in any other way, to any place, station or institution, technical or otherwise and within India or abroad, and to contribute to any such arrangement or arrangements.
28. To institute, conduct, defend, compound or abandon any legal proceedings, by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound and allow time for payment or satisfaction or any debts due and of any claims or demand by or against the Company.
29. To undertake and execute any trust the undertaking of which may seem to the Company desirable and either gratuitously or otherwise.
30. To distribute all or any of the property or assets of the Company amongst the debenture-holders and creditors in special or kind in liquidation proceedings.
31. To open, establish have promote and maintain, branches of the Company and its business above mentioned in any place and places in India or abroad and to control such branches and to appoint members of the staff, branch Directors, Branch Manager and to make rules regarding such branch or branches and to deep branch register and seal of the Company for use abroad.
32. To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with or in addition to any of the objects above mentioned or calculated, directly or indirectly to enhance the value of the Company's properties, rights and assets.

33. To purchase, subscribe for or otherwise acquire and hold shares or other securities of any other company having objects altogether or in part similar to those of this Company or to carry on any business capable of being conducted so as directly or indirectly to benefit this Company, to subscribe, to become a member of and Co-operate with any other company or association, whether incorporated or not, whose objects are altogether or in part similar to these of this Company.
34. To remunerate any person, or Company rendering service to this Company whether by payment of cash or by allotment of shares or securities of the Company.
35. To procure the Company to be registered or recognised in any foreign country or other place.
36. To adopt all such means of making known or attracting attention to the business of the Company as may seem expedient and in particular by the publication of printing and other matters of all kinds and granting of prizes, premiums, rewards and bonuses, whether in connection with competitions of any kind or otherwise.
37. To establish, maintain, take on lease or hire or otherwise acquire mills, factories, foundaries and workshops, timber and bamboo forests, grass and the like for the manufacturing business of the company.
38. To apply for tender, purchase or otherwise acquire any contracts, sub contracts, licences and concessions for or in relation to the objects or the business mentioned or any of them and to undertake, execute, carry out dispose of or otherwise turn to account the same and to carry out any ancillary or other works comprised in such contracts.
39. To engage in any manufacturing or other process in which the Company's products, bye products and/or waste is used as a raw material.
40. To deposit any sums of money and/or issue and deposit any security, which the Company has the power to issue, as security with any Government department manufacturer and persons by way of security the performance of any contracts or obligations.
41. To issue fully or partly paid-up shares or other securities of the company in consideration of any property transferred or services, rendered to the Company.
42. To do all acts and things as are incidental or conducive to the attainment of main objects.

(C) OTHER OBJECTS:

1. To carry on the business as plantation and manufacturers of and dealers in all kinds of tea, coffee, cocoa and other food beverages and preparations.
2. To purchase, take on lease, hold in free, hire, exchange or otherwise, acquire and to hold and maintain and deal in sale or otherwise dispose of movable and immovable property of parts there of and right or interests of all kinds and in particular land, rights over or connected with

land estates, concession, building apparatus, implements, stock in trade, patents, inventions, trade marks, copy rights, in privileges, motors and other vehicles for the use on land concerns undertakings of every description, mortgages, shares, stocks, debentures, securities, policies, book debts, claims, any interest in movable or immovable property.

3. To carry on business of constructing buildings and selling buildings on cash or otherwise or on ownership or co-operative or hire purchase basis or any other basis, system or arrangement.
4. To issue or guarantee the issue of or the payment of interest on shares, debenture, debenture-stock or other security or obligations of any Company or association or person and to pay or provide for brokerage, commission and underwriting in respect of any such issue.
5. To carry on and transact every kind of guarantees and indemnify business and to undertake obligations of every kind and description and also to undertake, execute trusts of all kinds.
6. To deal in purchase, sell exchange, and/or transfer of securities, shares, debentures and all the forms of investment either for ready or forward transactions and to carry on all kinds of investment business.
7. To carry on the business as mechanical engineers and manufacturers of agricultural and other machinery, tool-makers, brass founders, metal workers, boilermakers, mill-wrights, machinist, iron and steel converters, smiths, wood workers, builders, painters, metallurgists, electrical engineers, water supply engineers, structural engineers, gas makers, farmers, painters, carries and merchants, and to buy, sell manufacture, repair convert, alter, let on hire, deal in machinery implements, rolling stocks.
8. To carry on business as refrigerating engineers, leassors of cold storage space, warehousemen and to erect, maintain and operate cold storage depots and to engage in cold storage trade and to the business of sanitary engineers and dealers of varieties of sanitaryware.
9. To carry on the business or trade as consultants, financiers, representatives, insurance agents, company promoters exporters, importers, agents, distributors, underwriters, goods to Government and other public and private bodies, shroffs, department stores, operators, publishers, guarantee brokers, newspaper owners, forwarding and other agents, marine, fire and other insurer muccadums and brokers, painters, printers and storage keepers.
10. To carry on the business as manufacturing, buying, selling, exchange, converting, altering, importing, exporting, processing, twisting or otherwise handling or dealing in rayons, Yarn-namely viscose, filament rayon, continuous filament rayon or artificial silk yarn, acrylic fibre, polyney alcohol fibres, including all types of synthetic fibre whatsoever for textile use, staple fibre, staple fibre yarn, spun rayon and other fibre, or fibrous materials or allied product, substances for all or any of them or yarn for textile to other use.

11. To carry on the business as manufacturers of processors and/or importers, exporters, buyers, sellers, stockists and distributors of and/or dealers in synthetic rubber and estate-owners, synthetic resins, Vanaspati, vegetable and their oil, (edible or not) carbon black, leatherhide, skins, latexes and formulations thereof including reclaimed rubber and other kind of resin, rubber leather and plastic products and goods including footwear.
12. To carry on the business of farming, horticulture, sericulture, cultivators of all kind of seed, fruits, including grapes, oranges, apples, mangoes, proprietors of orchards and traders, exporters, dealers, processors, preservers and sellers of the products of such farming, horticulture, floriculture, sericulture, seeds and cultivation and manufacturers of drinks including beverage produced from such products or otherwise.
13. To carry on the business in India and elsewhere as manufacturers and repairers of and dealers in all varieties of rubber raw rubber, India rubber, reclaimed rubber, sponge rubber, synthetic rubber, synthetic resins, plastic, latices, plastic products, and goods, leather textile, jute balata and gutta parcha, rubber seats cushions, pillows asbestos, waterproof articles, oil clothes, linoleum, tarpaulins, nylon, mattresses, tyres, tubes, canvas, aprons, bands, belts, boots, shoes and chappals of leather and/or rubber and/or canvas and/or synthetic rayon and polyester fibres, flooring and paying materials, heels, soles, hose mats, pipes, stamps, toys and general goods made wholly or partly from rubber, leather, culcanite, or abonite composition and rayon hessian or plastics and/ or from any combination of the same and to carry on the business of working of tanneries and dealers in hides and skins.
14. To carry on the business of pumping, driving, transporting, purifying and otherwise dealing in all types and kinds of petroleum and petroleum products and other mineral oil and establishing, operating, maintaining and running on lease, depots and pumps for the distribution and sale of all types and kinds of petroleum and petroleum products including diesel oil, kerosene and fuel oil.
15. To work or promote or acquire gas-producing undertaking for producing oxygen, nitrogen, halogens, argon, hydrocarbon-gases including Ethylene and Acetylene, Propylene, Propene, Butanes, Guelogues and allied types of reagents and to dispose of any of the above mentioned products for any purposes of any terms and conditions and in any manner as the company think expedient, and to carry on business as gas makers and engineers and to take contracts for the erection of gas producing plant and distribution gases referred to above.
16. To carry on the business as manufacturers of and dealers in sugar, gur, khandsari, sugar-candy, chocolates and toffees.
17. To carry on the business as manufacturers of or, dealers in the wood products plywood, matches and wooden and matel furniture.
18. To carry on the business of manufacturers of or dealers in arms and ammunition.
19. To carry on the business as manufacturers of or dealers in glass products including sheet and plate glass, optic glass, glass wood and laboratory ware.

20. To acquire or set up and run school, colleges training and professional institutions and music and dance centres.
21. To carry on the business of manufacturers of bricks, tiles, pipes, pottery earthenware and ceramic products of all kinds.
22. To carry on business as manufacturers and repairers of, and dealers in importers, exporters, assemblers, distributors of all kinds of electrical goods, apparatus; equipment, fitting material, machines, tools, utensils, cables, machine parts, plants appliances, photographs, radios, telegraph apparatus, telephone, television and all sorts of wireless sets, motors, dynamos, engines, batteries, insulating materials, fans, lamps, insulators, switch boards, switches, tubelights, converters, transformers, armatures and magnets.
23. To erect in India or abroad Iron and Steel Foundries, forging shops, Rolling Mills for the purpose of rolling iron and steel and other metals with all machines.
24. To carry on all or any of the business of manufacturers of and workers in refractory material and products, synthetic stones and gems, abrasives, ceramics, raw materials and products, glass, mineral, clay earth, gravel, sand, coke, fuel, artificial stones and builders requisites of all kinds.
25. To produce, manufacture, purchase, refine, prepare, crush raise, treat, turn to account, purchase, sell, amalgamate, manipulate, export, import or otherwise deal with whether as principals, or agents either solely or in partnership with others Food stuffs such as wheat, grain, barley, rice corn, maize, millets, all kinds of grains, cereals, spieces, of all kinds and oil seeds and for the purpose of which to purchase, acquire, erect and install factories, Roller Flour Mills, Dal Mills, Rice Mill, Oil-processors and solvent extraction plant.
26. To produce, manufacture, refine, prepare, import, export, purchase, sell and generally to deal in all kinds of cement-ordinary, white, coloured, Portland, alumina, blast furnace, silica, etc, cement products of any description (pipes, poles, asbestos blocks, tiles, gardenwares etc.), lime, limestone and bye products thereof and in connection therewith to take on lease or acquire erect, construct, establish, operate and maintain cement factories, quarries and collaries, workshops and other works.
27. To carry on the business of ginning, spinning, weaving or manufacturing or dealing in cotton, silk, artificial silk, wood or jute or other fibrous substances and the preparation, dyeing or colouring of any of the said substances and the sale of yarn cloth or order manufactured fibrous products.
28. To manufacture, process, buy, sell, import, export and/or otherwise deal in all types of packing materials used for industrial as well as domestic products made of any or in combination of any type of Polythelene, Polypropylene, Plastic and or similar materials and to undertake all types of lamination process such as Polythelene/Polypropylene lamination, paper, canvas, jute and other type of laminations.

29. To manufacture, process, buy, sell, import, export, and otherwise deal in all types of raw materials and products of Plastic, Polythelen, Polypropylene made either with blow injection or other types of moulding process such as all type of Plastic Ropes, mates, Plastic Bobbins.
- IV. The liability of the members is Limited.
- V. The Authorised Share Capital of the Company is Rs. 4,00,00,000/= (Rupees Four Crores) divided into 40,00,000 (Forty Lacs) Equity Shares of Rs.10/- (Rs. Ten) each with the power to increase and reduce the Capital and to divide the Shares in the Capital for the time being into several classes and to attach thereto respectively such preferential, qualified or special rights, privileges and conditions as may be determined by or in accordance with the Companies Act, 1956 for the time being in force.

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 :-

Names, address, description & occupation of Subscribers	Number & class of Shares taken by each subscriber	Signature of Subscribers	Signature of witnesses with Address, description and occupation
<p>1. Ashok Kumar S/o Shri Rameshwar Dass 189/5, South Civil Lines Muzaffamagar (Business)</p>	<p>100 (One Hundred Only)</p>	<p>Sd/- Ashok Kumar</p>	<p>Witness to both Subscribers Sd/- (Musaffat Jamal) S/o Shri Iqbal Ahmed 351-Laddhawala, MUZAFFARNAGAR (Audit Clerk)</p>
<p>2. Pradeep Kumar Gupta S/o Shri Basheshwar Dayal 189/4, South Civil Lines Muzaffamagar (Business)</p>	<p>100 (One Hundred Only)</p>	<p>Sd/- Pradeep Kumar</p>	
<p>Total</p>	<p>200 (Two Hundred Equity Shares)</p>		

Date : 25-1-1986

Place : Muzaffamagar