



Kuantum Papers Ltd

The Paper Makers



MEMORANDUM

AND

ARTICLES OF ASSOCIATION

CERTIFICATE
OF
INCORPORATION

Kuantum Papers Ltd

भारत सरकार-कॉर्पोरेट कार्य मंत्रालय
कम्पनी रजिस्ट्रार कार्यालय, पंजाब एवं चण्डीगढ़

नाम परिवर्तन के पश्चात नया निगमन प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : L21012PB1997PLC035243

मैसर्स ABC PAPER LIMITED

के मामले में, मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स
ABC PAPER LIMITED

जो मूल रूप में दिनांक अटार्ईस मई उन्नीस सौ सत्तानवे को कम्पनी अधिनियम, 1956 (1956 का 1) के अंतर्गत मैसर्स
ABC PAPER MILL PRIVATE LIMITED

के रूप में निगमित की गई थी, ने कम्पनी अधिनियम, 1956 की धारा 21 की शर्तों के अनुसार विधिवत आवश्यक विनिश्चय पारित करके तथा
लिखित रूप में यह सूचित करके की उसे भारत का अनुमोदन, कम्पनी अधिनियम, 1956 की धारा 21 के साथ पठित, भारत सरकार, कम्पनी कार्य
विभाग, नई दिल्ली की अधिसूचना सं.सा.का.नि.507 (अ) दिनांक 24.6.1985 एस.आर.एन. B34400556 दिनांक 30/03/2012 के द्वारा
प्राप्त हो गया है, उक्त कम्पनी का नाम आज परिवर्तित रूप में मैसर्स
KUANTUM PAPERS LIMITED

हो गया है और यह प्रमाण-पत्र, कथित अधिनियम की धारा 23(1) के अनुसरण में जारी किया जाता है।

यह प्रमाण-पत्र चण्डीगढ़ में आज दिनांक तीस मार्च दो हजार बारह को जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS
Registrar of Companies, Punjab and Chandigarh

Fresh Certificate of Incorporation Consequent upon Change of Name

Corporate Identity Number : L21012PB1997PLC035243

In the matter of M/s ABC PAPER LIMITED

I hereby certify that ABC PAPER LIMITED which was originally incorporated on Twenty Eighth day of May Nineteen Hundred Ninety Seven under the Companies Act, 1956 (No. 1 of 1956) as ABC PAPER MILL PRIVATE LIMITED having duly passed the necessary resolution in terms of Section 21 of the Companies Act, 1956 and the approval of the Central Government signified in writing having been accorded thereto under Section 21 of the Companies Act, 1956, read with Government of India, Department of Company Affairs, New Delhi, Notification No. G.S.R 507 (E) dated 24/06/1985 vide SRN B34400556 dated 30/03/2012 the name of the said company is this day changed to KUANTUM PAPERS LIMITED and this Certificate is issued pursuant to Section 23(1) of the said Act.

Given at Chandigarh this Thirtieth day of March Two Thousand Twelve.

Validly unknown
Digitally signed by
Registrar of Companies,
Punjab and Chandigarh
DN: cn=Registrar of Companies,
ou=Punjab and Chandigarh,
o=Government of India

Registrar of Companies, Punjab and Chandigarh

कम्पनी रजिस्ट्रार, पंजाब एवं चण्डीगढ़

*Note: The corresponding form has been approved by NIPANE VILAS GAJANAN, Assistant Registrar of Companies and this certificate has been digitally signed by the Registrar through a system generated digital signature under rule 5(2) of the Companies (Electronic Filing and Authentication of Documents) Rules, 2006.

The digitally signed certificate can be verified at the Ministry website (www.mca.gov.in).

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

Mailing Address as per record available in Registrar of Companies office:

KUANTUM PAPERS LIMITED
FACTORY PREMISES, SAILA KHURD - 144529,
Punjab, INDIA





भारत सरकार-कॉर्पोरेट कार्य मंत्रालय
कम्पनी रजिस्ट्रार कार्यालय, पंजाब, हिमाचल प्रदेश एवं चण्डीगड

कम्पनी अधिनियम, 1956 की धारा 18(3)
राज्य परिवर्तित करने के संबंध में, कम्पनी विधि बोर्ड के आदेश के पंजीकरण से संबंधित प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : L21012PB1997PLC035243

मैसर्स ABC PAPER LIMITED

ने अपने विशेष विनिश्चय द्वारा, इसके पंजीकृत कार्यालय को दिल्ली राज्य से पंजाब राज्य में स्थानान्तरित करने के निमित्त अपने संगम-ज्ञापन के प्रावधानों में परिवर्तन कर लिया है और इस परिवर्तन की पुष्टि

CLB (NR), CLB (NR), New Delhi

के दिनांक 25/05/2011 के आदेश द्वारा किए जाने पर,

मैं, यह सत्यापित करता हूँ कि उक्त आदेश की सत्यापित प्रतिलिपि को आज पंजीकृत कर लिया गया है।

चण्डीगड में, यह प्रमाण-पत्र, आज दिनांक छह जुलाई दो हजार ग्यारह को जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS
Registrar of Companies, Punjab, Himachal Pradesh, and Chandigarh

SECTION 18(3) OF THE COMPANIES ACT, 1956
Certificate of Registration of Company Law Board order for Change of State

Corporate Identity Number : L21012PB1997PLC035243

M/s ABC PAPER LIMITED having by special resolution altered the provisions of its Memorandum of Association with respect to the place of the Registered Office by changing it from the state of Delhi to the Punjab and such alteration having been confirmed by an order of CLB (NR), CLB (NR), New Delhi bearing the date 25/05/2011.

I hereby certify that a certified copy of the said order has this day been registered.

Given at Chandigarh this Sixth day of July Two Thousand Eleven.

Validly acknowledged
Digitally signed by
[Signature]
DN: cn=

Registrar of Companies, Punjab, Himachal Pradesh, and Chandigarh

कम्पनी रजिस्ट्रार, पंजाब, हिमाचल प्रदेश एवं चण्डीगड

*Note: The corresponding form has been approved by Prahlad Meena, Deputy Registrar of Companies and this certificate has been digitally signed by the Registrar through a system generated digital signature under rule 5(2) of the Companies (Electronic Filing and Authentication of Documents) Rules, 2006.

The digitally signed certificate can be verified at the Ministry website (www.mca.gov.in).

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :
Mailing Address as per record available in Registrar of Companies office.
ABC PAPER LIMITED
FACTORY PREMISES, SAILA KHURD - 144529,
Punjab, INDIA



GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS

National Capital Territory of Delhi and
Haryana

B-block Paryavaran Bhawan, CGO Complex, Lodhi Road, New Delhi - 110003, Delhi, INDIA

Corporate Identity Number : **U21012DL1997PLC111223**


**Fresh Certificate of Incorporation Consequent upon Change of
Name on Conversion to Public Limited Company**

In the matter of M/s ABC PAPER PRIVATE LIMITED

I hereby certify that ABC PAPER PRIVATE LIMITED which was originally incorporated on TWENTY EIGHTH day of May NINETEEN NINETY SEVEN under the Companies Act, 1956 (No. 1 of 1956) as ABC PAPER MILL PRIVATE LIMITED having duly passed the necessary resolution on 17/08/2006 in terms of Section 31/ 21 read with Section 44 of the Companies Act, 1956; the name of the said company is this day changed to ABC PAPER LIMITED and this Certificate is issued pursuant to Section 23(1) of the said Act.

Given under my hand at Delhi this TWENTY SIXTH day of SEPTEMBER TWO THOUSAND SIX.



प्रमाणित प्रतिलिपि

उप/सहायक कम्पनी रजिस्ट्रार
राष्ट्रीय राजधानी क्षेत्र
दिल्ली एवं हरियाणा





(GUPTA KUMAR VINAY)

Registrar of Companies
National Capital Territory of Delhi and
Haryana

GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS

National Capital Territory of Delhi and
Haryana

B-block Paryavaran Bhawan, CGO Complex, Lodhi Road, New Delhi - 110003, Delhi, INDIA

Corporate Identity Number : U21012DL1997PLC111223

**Fresh Certificate of Incorporation Consequent upon
Change of Name**

In the matter of M/s ABC PAPER MILL PRIVATE LIMITED

I hereby certify that ABC PAPER MILL PRIVATE LIMITED which was originally incorporated on TWENTY EIGHTH day of May NINETEEN NINETY SEVEN under the Companies Act, 1956 (No. 1 of 1956) as ABC PAPER MILL PRIVATE LIMITED having duly passed the necessary resolution in terms of Section 21 of the Companies Act, 1956 and the approval of the Central Government signified in writing having been accorded thereto under Section 21 of the Companies Act, 1956, read with Government of India, Department of Company Affairs, New Delhi, Notification No. G.S.R 507 (E) dated 24/06/1985 vide SRN A03401759 dated 26/09/2006 the name of the said company is this day changed to ABC PAPER PRIVATE LIMITED and this Certificate is issued pursuant to Section 23(1) of the said Act.

Given under my hand at Delhi this FIFTEENTH day of SEPTEMBER TWO THOUSAND SIX.



प्रमाणित प्रतिलिपि

उप/सहायक कम्पनी रजिस्ट्रार
राष्ट्रीय राजधानी क्षेत्र
दिल्ली एवं हरियाणा

(TEJ PRAKASH SHAMI)

Registrar of Companies
National Capital Territory of Delhi and
Haryana

Company No. U21012 DL. 2001/PTC. 111223

(Section 18(3) of Companies Act., 1956)

M/s ABC Paper Mill Private Limited having by special resolution altered the provisions of its Memorandum of Association with respect to place of the Registered Office by changing it from the **Union Territory of Chandigarh** to the **NCT of Delhi** and such alteration having been confirmed by an order of **CTB Northern Region Bench vide C.P. No. 6/17/2001-CTB** bearing the date **25th April 2001**.

I hereby certify that a certified copy of the said order has this day been registered.

Given under my hand at NEW DELHI this **Twelfth** day of **June Two Thousand One**.



Sd/-
(DINESH CHAND)
Dy. REGISTRAR OF COMPANIES,
NCT OF DELHI & HARYANA.



प्रारूप आई० आर

FORM NO. I.R.



निगमन का प्रमाण-पत्र
CERTIFICATE OF INCORPORATION

सं० 53-20015 शक 1997

No. 53-20015 of 1997

मैं एतद् द्वारा प्रमाणित करता हूँ कि आज **रे बी सी पेपर मिल प्राइवेट लिमिटेड**

कम्पनी अधिनियम 1956 (1956 का 1) के अधीन निगमित की गई है और यह कम्पनी परीसिमित है।

I hereby certify that **ABC PAPER MILL PRIVATE LIMITED**

is this day incorporated under the Companies Act, 1956 (No.1 of 1956) and the Company is limited.

मेरे हस्ताक्षर से आज ता० 28-05-1997 को दिया गया।

Given under my hand at JALANDHAR this 28th day of May One Thousand Nine Hundred and Ninety Seven.

(7th Jyaishta, Saka 1919)

(S.K.SAXENA)

कम्पनियों का रजिस्ट्रार
पंजाब हि० प्र० एवं चण्डीगढ़
Registrar of Companies
Punjab, H.P. & Chandigarh.

The Companies Act, 1956

Company Limited by Shares

MEMORANDUM OF ASSOCIATION
OF
KUANTUM PAPERS LIMITED

- I. The name of the Company shall be **KUANTUM PAPERS LIMITED**.
- II The Registered Office of the Company will be situated in the State of Punjab.
- III. The Objects for which the Company is established are :
 - A. MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION:**
 1. To carry on the business of manufacturers, builders, sellers, importers and exporters of and dealers in all kinds and classes of paper, board, cardboard and pulp in all its branches, including mechanical or chemical pulp, rayon pulp, wood pulp, straw pulp, bamboo pulp, fibrous pulp of all mechanical or chemical pulp and all other varieties whatsoever including without any limitation, Kraft paper, corrugating medium paper, writing paper, printing paper, absorbent paper, newsprint paper, wrapping paper, tissue paper, cover paper, blotting paper, filter paper, art paper, bank or bond paper, manifold paper, antique paper, ivory finish paper, coated paper, badami, brown or buff paper, cartridge paper, clothlined paper, azurelaid and wove paper, creadlaid and wove paper, grease proof paper, gummed paper, handmade paper, parchment paper, drawing paper, draft paper, manila paper, envelop paper, tracing paper, sack paper, vellum paper, water proof paper, carbon paper, sensitised paper, chemically treated paper, litmus paper, photographic paper, mill board, corrugated board, duplex board and triplex boards, cardboard, plywood board, postcards, visiting cards advertisement boards, sign boards, made of paper, board or similar materials, soda pulp, mechanical pulp, sulphite pulp, sulphate pulp semi chemical pulp and all kinds of articles in the manufacturing of which, in any form, paper, board, or pulp is used and to manufacture, make and deal in all kinds of materials and substance that can be produced and/or recovered as by products during the process of production of pulp, paper, board and other materials manufactured processed or dealt in and also to deal in or manufacture any other articles or things of a character similar or analogous to the foregoing or any of them or connected therewith.
 2. To refine, process, retreat, recycle, manufacture, produce, buy, sell, import, export or otherwise deal in all kinds of by-products, waste materials, and substances produced and/or recovered during the process of production of pulp, paper, board and other materials of the paper industry and to manufacture, produce, process, buy, sell, import, export or otherwise deal in all kinds of chemicals, chemical elements and compounds, chemical mixture or derivatives and all others products, materials and substances which can be manufactured or produced from the products, by-products intermediates and waste materials of pulp and paper industry.
 3. To establish, provide, maintain and conduct or otherwise subsidise research laboratories and experimental workshops for scientific and technical research laboratories and

experiments and to undertake and carry on with all scientific and technical researches, experiments and tests of all kinds and to promote studies and research both scientific and technical investigation and invention by providing subsidising, endowing or assisting laboratories, workshops, libraries, lectures, meetings, and conferences and by providing for the remunerations of scientific or technical professors or teachers and by providing for the award of scholarship prizes and grants to students or otherwise and generally to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind.

4. To develop, promote, undertake, buy, sell, import, export or otherwise deal in all kinds of scientific and mechanical, technical and/or technological inventions, innovations in the fields of manufacturing, processing, refining of pulp, paper, board or their by-products, intermediates and waste materials.

B. OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS:

1. To import, purchase or otherwise acquire, instal, work, alter, improve, prepare for market, hold, use or develop and to sell on hire-purchase or on any other basis and on such terms and conditions as the Directors of the Company may deem necessary and desirable, all types of machinery and plants, patented or otherwise, apparatus, appliances, tools and components, spares and accessories which may be used for all or any of the objects of the Company which may in the opinion of the Directors be conveniently combined with any or all the objects of the Company.
2. To establish, provide, maintain and conduct or otherwise laboratories and experimental workshops for scientific and technical researches, experiments and tests of all kinds and to promote studies and research both scientific and technical investigation and invention of any kind that may be considered likely to assist any of the business which the company is authorised to carry on.
3. To apply for, obtain, or otherwise acquire and protect, prolong and renew patents, patent rights, brevets, inventions, processes, scientific or technical or other assistance, manufacturing processes, knowhow and other information, designs, patents, copy rights, trade marks, licenses and concessions, rights or benefits or rights of use thereof, which may seem capable of being used for or in connection with the main business of the company or the acquisition or use of which may seem calculated directly, indirectly to benefit the company on payment of any fee, royalty or such other consideration and to use, exercise or develop the same.
4. To share with any company, firm, individual or any such other organisations, any movable and immovable property of any description and any patents, trade marks, concessions, privileges, rights, service, personnels and other necessary facilities and compensate or accept compensation at periodical intervals for such arrangements and to do all such other things, as may be deemed incidental or conducive to attainment and promotion of the above main objects or any one of them.
5. To lend money to such persons, or companies and on such terms as may seem expedient and in particular to members of the staff, customers and others having dealing with the company and to guarantee performance of contract by any such persons or companies provided that the company shall not carry on business which may come within the purview of the Banking Regulation Act, 1949.

6. To invest any money of the Company not immediately required in such shares, stocks investments (other than shares or stocks in the company) as may be thought proper and to hold, sell or otherwise deal with such investments.
7. To guarantee the performance of any contracts or obligations of and the payment of money or dividends and interest on any stock, shares or securities of any company or persons or the subscription of such shares, stocks or securities in any case in which such guarantee may be considered likely directly or indirectly to further objects of the company or the interest of its shareholders.
8. To invest money and to make the advances of such sums of money upon or in respect of or for the purchase of raw materials, goods, machinery stores or any other property, articles and the things required for the business of the company with or without security and upon such terms and subject to such conditions as the company deems expedient.
9. To adopt such means of making known products, services and activities of the company as may seem expedient and in particular by advertising in the press, by circulars, by publication of books and periodicals and by granting prizes, rewards and donations.
10. Subject to the provisions of Sections 58-A and 292, 293, 295 and 370 of the Companies Act, 1956 and the rules made thereunder and the directives of Reserve Bank of India to borrow, raise or secure the payment of money on deposit at interest for any of the purposes of the company and at such time or times and in such manner as may be thought fit and in particular by the issue of debentures or debenture stock, perpetual or otherwise including debenture or debenture stock convertible into shares in this or any other company or perpetual annuities and as security for any such money so borrowed, raised or received or any such debentures or debenture stocks so issued to mortgage, pledge or charge the whole or any part of the property, assets or revenue and profits of the company present or future including its uncalled capital by special assignment or otherwise or to transfer or convert the same absolutely or in part and to give the lenders power of sale and other powers as may seem expedient and purchase, redeem and pay off any such securities, provided that the company shall not carry on banking business as defined in Banking Regulations Act, 1949.
11. To mortgage, hypothecate, pledge all or any of the properties whether movable or immovable of any description whatsoever and other valuable securities of the company.
12. To send out to foreign countries Directors, employees or any other person for investigating possibilities of any business, trade or for procuring and buying machinery or establishing trade connections or for promoting the interest of the Company and to pay all expenses incurred in this connection.
13. Subject to Section 391 to 394 & 394A of the Act, to amalgamate with any other Company with objects all or any of which are similar to the objects of the Company in any manner whatsoever (either with or without a liquidation of the Company).
14. To pay out of the funds of the company all costs, charges and expenses and incidental to the formation and registration of the Company and any company promoted by the company and issue of capital of the Company and to pay such other Company any expenses incidental to the negotiation between the promoters preliminary to the formation of the Company and other preincorporation or preliminary and other expenses of and also all costs, charges, duties impositions and expenses of and incidental to the accomplishment of all or any formalities which the company may think necessary or

proper in connection with any of the aforesaid, subject to provisions of Section 314 of the Act.

15. To pay for any property or right acquired by, or for any service rendered to the Company either in cash or fully or partly paid up shares with or without preferred or equity rights in respect of dividend or repayments of capital or otherwise or by any securities which the Company has power to issue or by the grant of any rights or options or partly in one mode and partly in another and generally on such terms as the Company may determine.
16. To apply for and obtain any Act of parliament, charter, privilege, concession, licence or authorisation of any government, state or municipality, provisional order or licence of any authority for enabling the Company to carry on any of its objects or for extending any of the powers of the Company or effecting any modification of the constitution of the Company or for any other purpose which may seem calculated directly or indirectly to prejudice the interests of the Company.
17. To undertake and/or execute and trust the undertaking of which may seem to the company desirable either gratuitously or otherwise and to vest any real or personal property, rights or interest acquired by or for the benefit of the Company with declared trust in favour of the Company.
18. To open accounts with any banks or financial institutions and to draw, make, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, hundies, bills of lading, warrants, debentures and such other negotiable or transferable instruments and to buy, sell and deal in the same.
19. To sell, improve, alter, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any parts of the business, lands, property, assets, rights and the resources and undertakings of the Company in whole or in part in such manner and on such terms as the Directors may think fit.
20. To create any reserve fund, sinking fund, insurance or any special funds as authorised by law whether for depreciation or for repairing, improving, extending or maintaining of the property of the Company or for any purpose conducive to the interests of the Company.
21. To provide for the welfare of the employees and ex-employees and Directors or other officers and Ex-Directors or other Ex-Officers of the Company and the wives, widows and families of such persons by building or by contributing to the building of houses or chawls, by grants of money, pensions, allowances, bonus, compensation or other payments and from time to time by creating and subscribing or contributing to provident fund and other fund and providing or subscribing or contributing towards assistance as the Company may deem fit.
22. To enter into partnership or any arrangement with other firms for manufacture of components and materials, for sharing profits, amalgamation, union of interest, cooperation, joint ventures, reciprocal concession or otherwise any person, firm or Company carrying on or engaged in or about to carry on or engaged in business or transaction which the Company is authorised to carry on or to engage in or any business undertaking or transaction which may seem capable of being carried on or conducted so as directly to benefit the Company.

23. To cause the Company to be registered and recognised in the Indian State or Foreign country or place and to open branches in India or outside for the purpose of the Company.
24. To open branches, offices, showrooms, departmental stores, depots, godowns, warehouses, workshops, exhibits units at one or more places within and outside India and procure the registration or recognition of the Company in or under the laws of any place outside India.
25. To act, engage consultants, advisers, experts, technicians, researchers, counsels and attorneys in connection with the main business of the Company.

(C) THE OTHER OBJECTS ARE:

1. To carry on the business as cow keepers, farmers, sale purchase of the agricultural land, farm houses, as market gardeners, as manufacturers of jam, pickles, cider and preserved provisions of all kinds.
2. To carry on the business of advertising and publicity agents.
3. To carry on the business of cold storage and as dealers in and producers of dairy farms and garden produce of all kinds, in particular milk, cream, butter, poultry and eggs and vegetables.
4. To deal in petroleum products of all kinds and to run and manage petrol pumps, garages, service stations and act as automobile engineers.
5. To carry on the business of printing ink manufacturers, publishers of newspapers, journals, magazines, books and such other literary works.
6. To carry on the business of chemists, druggists, dry salters, oil and colourman manufacturers of and dealers in chemicals, chemical based products, heavy agro petrochemicals, pharmaceuticals, medical preparations, articles and compounds, ceneus, oils, paints, pigment and varnishers, essence, drugs, dry ware, paint and colour grinders, alkalies, acids, tannins, earth, caustic soda, chlorine, hydraulic acid and titanium dioxide.
7. To carry on the business of structural engineers and steel fabricators, ship builders, maintenance of lines and services and business as shippers, ships agents, clearing and forwarding agents anti brokers, wharfingers, warehouseman and charterers.
8. To carry on the business of mining. digging for iron, coal and other minerals, petroleum and mineral oils, gas, metallurgists, electrical, civil and mechanical engineers.
9. To carry on the business of fertilizers and manures and manufacturers of nylons, polyester, acrylics, silk, cotton, wool, jute, yarn and fibers, soap, glycerine and wax.
10. To manufacture, buy, sell or otherwise deal in motor cycles, cars, trucks, three wheelers, buses, scooters, tractors, vans, launchers, aeroplanes, helicopters, boats, handling equipment parts, tyres, tubes and other conveyances of all types and descriptions.
11. To carry on the business of manufacturers, buyers, sellers, importers, exporters of electric switch gears, control panels, motors, lamps, fans, refrigerators, airconditioners, coolers, washing machines, geysers, hot plates, ovens, electric goods, bare and rubber/PVC insulating wire cable, flexible cards, fuse wire, copper and aluminum wires and electronic,

electrical and magnetic instruments for use in agriculture, medicine, aviation, transport, communication, navigation and defence, teleprinters, televisions, television boosters, stabilizers, tape recorders, tapes, records, sound and projection equipments, telephonic and telegraphic apparatus, radios, radiograms, gramophones, wireless apparatus, amplifiers, transmitters, transformers, receivers and public address equipments.

12. To apply for tender, purchase or otherwise acquire any contract and concessions for or relating to construction, execution, carrying out, equipment, improvement, management, administration or control of works and conveniences and to undertake, execute, carry out, dispose of or otherwise turn to account the same.
13. To manufacture, import, export and deal in agricultural implements and to carry on business of steel fabrication.
14. To set up steel plants, rolling mills, machine shops and carry on all business which is connected with this line of manufacture.
15. To establish, maintain, manage and operate cinemas, restaurants, refreshment rooms, buffers, canteens, cafeterias and hotels and to carry on the business of general provision merchants, licensed victuallers and tobacconists.
16. To transact and carry on all kinds of agency business and to be appointed and act as agents of any Company, concern and to do and perform all and singular the several duties and authorities pertaining to such offices respectively and to comply with and to become bound by all restrictions, limitations and conditions pertaining to such offices respectively or imposed by the terms of any agreements or agreement entered into for any of the purpose aforesaid.
17. To carry on the business as importers, exporters, import agents, buyers and sellers of all types and kinds of goods including electronics, electrical, mechanical, refrigeration and airconditioning, chemical, metallurgical products, apparatus, tools, instruments and appliances.
18. To carry on the business of mechanical engineers and manufacturers of agricultural implements and other machinists, tool makers, brass founders, metal workers, boilers, mill wrights, machinery smiths, wood workers, electrical engineers, water supply engineers, gas makers, farmers, printers, carriers and to buy, sell, manufacture, repair, convert, alter, let on hire and deal in machinery, implements, rolling stock and hardware of all kinds.
19. To finance, assist, encourage or undertake cottage and mines, small scale industries.
20. Subject to the directives of Reserve Bank of India to finance an individual or a society, an association, firm, corporation or company limited or private, or to any business concerns, producers or manufacturers, importers or exporters, selling or managing concerns, contractors or to any one whom the Company thinks fit.
21. To finance against land, building, quarries and mines, forest and forest produce.
22. To undertake and acquire by purchase or otherwise or to establish works for the business of brewers, distillers and manufacturers of and merchants and dealers in beer, wines, spirit, liquors of every description, squashes, syrups, aerated water, flavored drinks, nectar punch, vinegar, acetic acid, glucose, porter, malts, hops, grams, meal

- yeast and other such materials and things capable of being used in connection with any such product or business.
23. To manufacture, import, export, buy, sell or otherwise deal in crown corks, crown caps, pilfer proof caps, jars, flasks, corks, crates, cakes, bottles and other receptacles of the same, tin and corrugated boxes manufacturers, decorators of boxes and crown corks made of tin plate or other material, embossers on tin plate, lithographers and printers on tin plates, paper or such other material.
 24. To manufacture, import, export or otherwise deal in printing and writing paper, craft paper, tissue paper, wrapping paper, speciality paper, card board and articles made from pulp or paper and to manufacture or otherwise deal in all kinds of boxes and cases of card or wood or metal.
 25. To carry on the business of brokers, commission agents and auctioneers.
 26. To carry on business of wholesalers, indenting agents and manufacturers, representatives and to act as an export house and to carry on the business of importers and exporters.
 27. To manufacture and deal in all types of yarn and textiles, ready made garments and to carry on the business of hosiers, gloves, lace makers and clothiers.
 28. To lend money and negotiate loans, subject to Banking Regulations Act, 1949.
 29. To carry on the business of household and industrial detergents, insecticides, pesticides and spray oil.
 30. To carry on the business of manufactures, importers of all kinds of packages, wrappers, envelopes, bags, containers, packing and binding material, corrugated boxes, paper boxes, wooden boxes, plastic containers, glass containers, glass bottles, glassware, chinaware, potteries, earthenwares, and to run printing press for printing the material required by the Company for the above said purposes.
 31. To buy, sell, manufacture, refine, process, prepare, crush and deal in all kinds of oils and solvents, oleaginous and saponaceous substances and of by-products and ingredients thereof and to survey, research, inspect, explore, examine, locate, purchase or otherwise acquire lands, mines, materials, mineral claims and exclusive rights to prospect for oil, solvents, petroleum, gas and other mineral claims and exclusive rights to prospect for oil, solvents, petroleum, gas and other mineral oils and to carry on the business of extracting, pumping, drilling, drawing, transporting; purifying and dealing in all kinds of oils, solvents and their products.
 32. To establish, build, erect, manage and run oil and solvent mills, oil hydrogenating and oxygenating plants, oil splitting plants and to grow, raise produce, by import, export, sell, trade and deal in trees, shrubs, plants, sprouts, vines, seeds, roots, fruits and herbs of all kinds.
 33. The objects of the company shall extend to whole of India and abroad.
 34. To acquire, hold, dispose off and to otherwise deal in shares, stock, debentures, debenture stocks, bonds, obligations and securities, issued or guaranteed by any Company/Government authority constituted or carrying on business in India or abroad and to carry on the business of investment company (not amounting to banking business) and

to invest in personal security or security of leasehold and freehold land and other property and assets and advance money to such person, firms or companies upon such terms and subject to such conditions as may deem expedient.

- IV. The Liability of the members is limited.
- V. The Authorised Share Capital of the Company is Rs. 55,00,00,000/- (Rupees Fifty Five Crores only) divided into 25,00,00,000 Equity Shares of Re. 1/- (Rupee One only) each and 3,00,00,000 Redeemable Preference Shares of Rs. 10/-(Rupees Ten only) each with the rights, privileges and conditions attaching thereto as are provided by the regulations of the Company for time being 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 thereof respectively preferential, deferred, qualified or special 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 a manner as may for the time being be provided by the regulations of the Company.

We the several persons, whose names and addresses are subscribed below, 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, Addresses, Description and Occupation of Subscribers	Number of Equity Shares taken by each Subscriber	Signature of Subscribers	Names, Addresses, Description, Occupation and signature of the witness
1. DINESH KUMAR KHAITAN S/O Late Sh. T.P. Khaitan H. No. 30, Sector 4, Chandigarh (Business)	100 (One Hundred)	Sd/-	I hereby witness the signatures of the above mentioned signatories to the Memorandum of Association
2. UMESH KUMAR KHAITAN S/O Late Sh. T.P. Khaitan 39, Friends Colony East, New Delhi (Advocate)	100 (One Hundred)	Sd/-	Sd/- (Anil K. Aggarwal) S/o Sh. Lachhman Dass Company Secretary C.P. No. 1398
3. MAHESH KUMAR KHAITAN S/O Late Sh. T.P. Khaitan 28, Sector 9-A, Chandigarh (Business)	100 (One Hundred)	Sd/-	S.C.O. 64, IInd Floor, Sector 20-C, Chandigarh-160 020
TOTAL	300 (Three Hundred)		

Place : Chandigarh

Date : 27.05.97

UNDER THE COMPANIES ACT, 1956
PUBLIC COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION

OF

KUANTUM PAPERS LIMITED

1. In these Regulations unless the context otherwise requires:
 - (a) "The Company" or "this Company" means KUANTUM PAPERS LIMITED.
 - (b) "The Act" means the "The Companies Act, 1956' and every statutory modification or re-enactment thereof and references to Sections of the Act shall be deemed to mean and include references to sections enacted in modification or replacement thereof.
 - (c) "these Regulations" means these Articles of Association as originally framed or as altered from time to time.
 - (d) "the Office" means the Registered Office for the time being of the Company.
 - (e) "the seal" means the common seal of the Company.
 - (f) Words imparting the singular shall include the plural and vice versa, words imparting the masculine gender shall include the feminine gender and words imparting persons shall include bodies corporate and all other persons recognized by law such.
 - (g) "month" and "year" means calendar month and a calendar year respectively.
 - (h) Expressions referring to writing shall be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in visible form.
 - (i) unless the context otherwise requires, the words or expression contained in these regulations shall bear the same meaning as in the Act or any statutory modifications thereof, in force at the date at which these regulations become binding on the Company.
2. The Regulations contained in Table A in the first Schedule to the Companies Act, 1956 shall not apply to the Company and the regulations herein contained shall be the regulations for the management of the Company and for the observance of its members and their representatives, They shall be binding on the Company and its members as if they are the terms of an agreement between them.

3.
 - (a) The Authorised Share Capital of the Company shall be as given in the Clause V of the Memorandum of Association or altered, from time to time, with the rights, privileges and conditions attaching thereto as are provided by the regulations of the company for time being 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 thereof respectively preferential, deferred, qualified or special 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 a manner as may for the time being be provided by the regulations of the company.
 - (b) Subject to the provisions of Section 80 of the Act, the Company shall have the power to issue preference shares, which are or at the option of the company, liable to be redeemed, and the resolution authorizing such issue shall prescribe the manner, terms and conditions of redemption.
 - (c) The company shall have power to issue debentures, debenture stock or other securities may be issued at a discount, premium or otherwise and may be issued on the condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption surrender, drawing, allotment of Shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise, Debentures with a right of conversion into or allotment of Shares shall be issued only with consent of the Company in General Meeting by Special Resolution.
4. Subject to the provisions of these Articles and of the Act, the shares shall be under the control of the Directors, who may allot or otherwise dispose of the same to such persons, on such terms and conditions and at such time as they think fit and with full power to give any person the option to call for or be allotted shares of the Company of any class, either at a premium or at par or at a discount and such consideration as the directors think fit (subject to the provisions of Sections 78 and 79 of the Act), provided that option or right to call for shares shall not be given to any person except with the sanction of the Company in General Meeting. The Board shall cause to be made the returns as to allotment provided for in Section 75 of the Act.
5. Any application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any shares therein shall be an acceptance of shares within the meaning to these Articles; and every person who thus or otherwise accepts any shares and whose name is on the register shall, for the purposes of the Articles, be a member.
6.
 - (1) If at any time the share capital is divided into different classes of share, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of Sections 106 and 107 of the Act and whether or not the company is being wound up be varied with the consent in writing of the holders of three fourths of the issued shares of that class, or with a sanction of a resolution passed at a separate meeting of the holders of the shares of that class.

- (2) Subject to the provisions of Section 170 (2) (a) and (b) of the Act, to every such separate meeting, the provisions of these regulations relating to meetings shall *mutatis mutandis* apply, but so that the necessary quorum shall be five persons at least holding or representing by proxy one-third of the issued shares of the class in question.
7. The rights conferred upon the holders of shares of any class issued with preferred or other rights shall not unless otherwise provided by the terms of issue of the shares of that class be deemed to be varied by the creation or issue of further shares ranking *pan passu* therewith.
- 8 (1) The company may exercise the powers of paying commissions conferred by Section 76 of the Act, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the said Section.
- (2) The rate of commission shall not exceed the rate of 5% (five percent) of the price at which the shares in respect whereof the same is paid are issued or an amount equal to 5% (five percent) of such price, as the case may be and in the case of debentures 2-1/2% (two and a half percent) of the price at which the debentures in respect whereof the same is paid are issued or an amount equal to 2-1/2% (two and a half percent) of such price, as the case may be.
- (3) The commission may be satisfied by payment in cash or by allotment of fully or partly paid shares or partly in one way and partly in other.
- (4) The Company may also, on any issued of shares, pay such brokerage as may be lawful.
9. Subject to section 187-C of the Act, no person shall be recognised by the Company as holding any share upon any trust and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable contingent future or partial interest in any share or any interest in any fractional part of a share or any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
10. (1) Every person whose name is entered as a member in the register of members shall be entitled to receive within three month after allotment (or within such other period as the conditions of issue shall provide) or within one month after the application for the transfer of the registration received by the Company:
- (a) One certificate for all his shares without payment, or
- (b) several certificates, each for one or more of his shares, provided that any sub-division, consolidation or splitting of certificates required in marketable lots shall be done by the Company free of any charges.
- (2) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid up thereon.
- (3) In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and

delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

- 11 . The Company agrees that it will not charge any fees exceeding those which may be agreed upon with the Stock Exchange:
 - (i) for issue of new certificates in replacement of those that are torn, defaced, lost or destroyed:
 - (ii) for sub-division and consolidation of shares and debenture certificates and for sub-division of Letters of Allotment and Spite. Consolidation, Renewal and Pucca Transfer Receipts into denominations other than those fixed for the market units of trading.
- 12 The Company may issue such fractional certificates as the Board may approve in respect of any of the shares of the Company on such terms as the Board thinks fit as to the period within which the fractional certificates are to be converted into share certificates.
13. If any share stands in the names of two or more persons, the person first named in the register of members shall, as regards receipt of dividends, the service of notices, and subject to the provisions of these Articles, all or any other matter connected with the Company except the issue of share certificates, voting at meeting and the transfer of the share, be deemed the sole holder thereof.

LIEN

14. (1) The Company shall have a first and paramount lien on every share (not being a fully paid share), for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share. Unless otherwise agreed the registration of a transfer of a share shall operate as a waiver of the company's lien if any, on such shares. The Directors may at any time declare any shares to be wholly or in part to be exempt from the provisions of this article.
 - (2) The Company's lien, if any or a share shall extend to all dividends payable thereon, subject to section 205A of the Act.
- 15 The Company may sell, in such manner as the Board thinks fit, any share on which the Company has a lien provided that no sale shall be made :
 - (a) unless a sum in respect of which the lien exists is presently payable : or
 - (b) until the expiration of thirty days after a notice in writing demanding payment of such part of amount in respect of which the lien exists as is presently payable, have been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency and stating that amount so demanded is not paid within the period specified at the Registered Office of the Company the said shares shall be sold.
- 16 (1) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.

- (2) The purchaser shall be registered as the shareholder of the shares comprised in any such transfer.
 - (3) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the share be affected by any irregularity or invalidity in the proceeding in reference to the sale.
17. (1) The proceeds of the sale shall be received by the Company and applied in payment of the whole or a part of the amount in respect of which the lien exist as is presently payable.
- (2) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares at the date of sale, be paid to the person entitled to the shares at the date of the sale.

CALLS ON SHARES

18. (1) The Board may, from time to time, make calls upon the members in respect of money unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times.
- (2) Each member shall, subject to receiving at-least thirty days notice specifying the time or times and place of payment of the call money pay to the Company at the time or times and place so specified, the amount called on his shares.
- (3) A call may be revoked or postponed at the discretion of the Board.
19. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed. Call money may be required to be paid by installments.
20. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
21. (1) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at such rate of interest as the Board may determine.
- (2) The Board shall be at liberty to waive payment of any such interest wholly or in part.
22. (1) Any sum which by the terms of issue of a share become payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall for the purposes of these regulation, be deemed to be call made and payable on the date on which by the terms of issue such sum becomes payable.
- (2) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

23. Subject to the provisions of Section 292 and 293 of the Act, the Board :
- (a) may, if it thinks fit, receive from any member willing to advance all or any part of the moneys uncalled and unpaid upon any shares held by him; and
 - (b) if it thinks fit, may pay interest upon all or any of the moneys advanced on uncalled and unpaid shares (until the same would but for such advance become presently payable) at such rate not exceeding, unless the Company in general meeting shall otherwise direct, 9% (nine per cent) per annum as may be agreed upon between the Board and the members paying the sums or advances Money so paid in advance shall not confer a right to dividend or to participate in profits.
24. On the trial or hearing of any suit or proceedings brought by the Company against any members or his representative to recover any debt or money claimed to be due to the Company in respect of his share, it shall be sufficient to prove that the name of the defendant is or was, when the claim arose, on the Register of members of the Company as a holders or one of the holders of the number of shares in respect of which such claim is not entered as paid in the books of the Company, and it shall not be necessary to prove the appointment of the Directors who resolved to make any call, nor that a quorum of Directors was present at the Board Meeting at which any call was resolved to be made, nor that the meeting at which any call was resolved to be made was duly convened or constituted nor any other matter whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.
25. Neither the receipt by the Company of a portion of any money which shall from time to time be due from any member to the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall, preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as hereinafter provided.

25A. Dematerialization of Securities

Definitions:

For the purpose of this Article:

"Beneficial owner" means a person or persons whose name(s) is recorded in the Register maintained by a Depository under the Depositories Act, 1996 (22 of 1996).

"Depository" means a company formed and registered under the Companies Act, 1956 and which has been granted a certificate of registration to act as a depository under the Securities & Exchange Board of India Act, 1992.

"SEBI" means the Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992 (15 of 1992).

"Security" means such security as may be specified by SEBI from time to time and includes all kinds of shares or debentures which may be issued from time to time by the company and which are entitled to be dematerialized.

"Members" in respect of dematerialized shares means the beneficial owner thereof, i.e. the person or persons whose name is recorded as a beneficial owner in the register maintained by a Depository under the Depositories Act, 1996, and in respect of the shares, the person or persons whose name is duly registered as a holder of a share in the Company from time to time and includes the subscribers to the Memorandum to Association.

"Corporate benefits" means and includes the benefits like dividend on the shares, interest on debentures, rights, options and bonus entitlements which may any time be bestowed on the holders of the securities by virtue of holding the securities.

(2) Dematerialisation of securities:

Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialize the securities and to offer securities in a dematerialized form pursuant to the provisions of the Depositories Act, 1996 or otherwise.

(3) Issue of securities and option for investors :

Notwithstanding anything contained in these Articles, every issue of securities by the Company may be in the dematerialized form and the Company shall intimate the details of allotment to the depository immediately on allotment of such securities.

Investors in a new issue and the beneficial owners shall have the option to rematerialize the shares subsequent to the allotment or dematerialization, as the case may be, in which event the Company shall issue to the investor/beneficiary the required certificates of securities subject to the provisions of applicable laws, rules, regulations or guidelines.

(4) Securities of the depository mode to be in fungible form:

All securities held in the depository mode with a depository shall be dematerialized and be in fungible form. To such securities held by a depository owner, nothing contained in sections 153, 153A, 153B, 187B, 187C, 372 of the Act shall apply in accordance with Section 9(2) of the Depositories Act, 1966 (22 of 1996).

(5) Right of Depositories and Beneficial Owners:

(a) Notwithstanding anything to the contrary contained in the Act or these articles, a depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of security on behalf of the beneficial owner.

(b) Save as otherwise provided in (a) above, the depository as the registered owner of the securities shall not have other membership rights or be entitled to the corporate benefits that may accrue to the members of the company.

(c) Every person holding securities of the Company and whose name is entered as the beneficial owner in the register maintained by a depository shall be deemed to be a member of the Company. The beneficial owner of

securities shall alone be entitled to all the rights and benefits and be subject to all the liabilities like payment of unpaid call monies and furnishing of such information as may be necessary to enable the company to enter his name in the register and index of beneficial owners or other records as applicable in respect of the securities held in the depository mode of which he is the beneficial owner.

(6) Service of documents on company:

Notwithstanding anything in the Act or these articles to the contrary, where securities are held in a depository mode, the records of the beneficial owner may be served by a depository on the company by means of electronic mode or by delivery of floppies or discs.

(7) Service of notice on beneficial owners:

Wherever required, the company may serve a notice for any purpose under the Act in accordance with the provisions of section 53 of the Act or as permissible under any law or statute for the time being in force.

(8) Transfer of securities :

Nothing contained in section 108 of the Act or these articles shall apply to a transfer of securities effected by a transferor and transferee both of whom are entered in the register maintained under the Depositories Act, 1996 (22 of 1996).

(9) Distinctive numbers of securities held in depository mode:

Nothing contained in the Act or under these Articles regarding the necessity of having distinctive numbers for securities issued by the company shall apply to the securities held in the depository mode.

(10) Register and index of members:

(a) The Company shall cause to be kept a Register and Index of members in accordance with all applicable provisions of the Act and the Depositories Act, 1996 (22 of 1996) with details of shares in material and dematerialized forms in any media as may be permitted by law, including in any form of electronic media.

(b) The register and index of beneficial owners maintained by a depository under the Depositories Act, 1996 shall be deemed to be a Register and Index of members and holders of securities for the purpose of these articles and the Act.

(11) Issue of Share Certificates:

In the case of transfer and transmission of shares where the Company has not issued any certificates and where such shares are being held in an electronic and fungible form in a Depository, the provisions of the Depositories Act, 1996 shall apply.

TRANSFER AND TRANSMISSION OF SHARES

26. The Company shall keep a "Register of Transfer", and therein shall fairly and distinctly enter particulars of every transfer or transmission of any share.
27.
 - (1) The instrument of transfer of any share in the Company shall be executed by or on behalf of both the transferor and the transferee.
 - (2) The transferor shall be deemed to remain a holder of the share until the name of the transferee in the register of members in respect thereof.
28. The instrument of transfer shall be in writing and all the provisions of Section 108 of the Companies Act, 1956 and of any modification thereof for the time being shall be complied with in respect of all transfers of shares and registration thereof.
29. Unless the Directors decide otherwise, when an instrument of transfer is tendered by the transfers, before registering any such transfer, the Directors shall give notice by letter sent by registered acknowledgment due post to the registered holder that such transfer has been lodged and that unless objections are taken the transfer will be registered. If such registered holder fails to lodge an objection in writing at the office within ten days from the posting of such notice to him, he shall be deemed to have admitted the validity of the said transfer, where no notice is received by the registered holder, the Directors shall be deemed to have decided not to give notice and in any event the no-receipt by the registered holder of any notice shall not entitle him to make any claim of any kind against the Company or the Directors in respect of such non-receipt.

TRANSFER OF SHARES

30. The Board may, subject to the right of appeal conferred by section 58 of Companies Act, 2013 decline to register:
 - a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
 - b) any transfer of shares on which the company has a lien.

However, the registration of transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the issuer on any account whatsoever.

31.
 - (i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.
 - (ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

The Board may decline to recognise any instrument of transfer unless:

- (a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56 Companies Act, 2013;

- (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
 - (c) the instrument of transfer is in respect of only one class of shares.
32. All instruments of transfer which shall be registered shall be retained by the Company, but may be destroyed upon the expiration of such period as the Board may, from time to time, determine. Any instrument of transfer which the Board declines to register shall (except in any case of fraud) be returned to the person depositing the same.
- 33 (a) The registration of transfers may be suspended at such times and for such periods as the Board may, from time to time, determine provided that such registration shall not be suspended for more than forty-five days in the aggregate in any year or for more than thirty days at any one time.
- (b) There shall be no charge for:
- (a) registration of shares or debenture,
 - (b) sub-division and/or consolidation of shares and debenture certificates and subdivision of Letters of Allotment and split consolidation, renewal and puccas transfer receipts into denominations corresponding to the market unit of trading;
 - (c) sub-division of renounceable Letters of Right;
 - (d) issue of new certificates in replacement of those which are decrepit or worn out or where the cages on the reverse for recording transfers have been fully utilised;
 - (e) registration of any Powers of Attorney, Letter of Administration and similar other documents.

TRANSMISSION OF SHARES

34. (1) On the death of a member, the survivor or survivors where the member was a joint holder and his legal representatives where he was a sole holder shall be the only person recognised by the Company as having any title to his interest in the shares.
- (2) Nothing in clause (1) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
35. (1) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may, from time to time, be required by the Board and subject as hereinafter provided elect, either
- (a) to be registered himself as holder of the share; or
 - (b) to make such transfer to the shares as the deceased or insolvent member could have made.

- (2) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had himself transferred the share before his death or insolvency.
36. (1) If the person so becoming entitled, shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.
- (2) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
- (3) All the limitations, restrictions and provisions of these regulations relating to the right transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice of transfer were a transfer signed by that member.
37. On the transfer of the share being registered in his name a person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share and that he shall not, before being registered as a member in respect of the share: be entitled in respect of it to exercise any right conferred by memberships in relation to meeting of the Company.
- Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share, until the requirements of the notice have been complied with.
38. Where the Company has knowledge through any of its principal officers within the meaning of Section 2 of the Estate Duty Act, 1953 of the death of any member or debenture holder in the Company, it shall furnish to the Controller within the meaning of such section, the prescribed particulars in accordance with that Act and the rules made thereunder and it shall not be lawful for the Company to register the transfer of any shares or debentures standing in the name of the deceased, unless the transferor has acquired such shares for valuable consideration or a certificate from the Controller is produced before the Company to the effect that the Estate Duty in respect of such shares or debentures has been paid or will be paid or that none is due, as the case may be.
39. The Company shall incur liability whatever in consequence of its registering or giving effect, to any transfer share made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the register of members) to the prejudice or persons having or claiming any equitable right, title or interest to or in the said shares, notwithstanding that the Company may have had notice of such equitable right, title or interest or notice, prohibiting registration of such transfer and may have entered such notice, or referred thereto, in any book of the Company shall not be bound or required to regard or attend or live effect to any notice which may be given to it of any equitable right, title or interest or be under any liability for refusing or neglecting so to do, though, it may have been entered or referred to in some book of the Company but the Company though not bound so to do, shall be at liberty to regard and attend to any such notice and give effect thereto if the Board shall so think fit.

FORFEITURE OF SHARES

40. If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid together with any interest which may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.
41. The notice aforesaid shall :
- (a) name a further day (not earlier than the expiry of thirty days from the date of service of notice) on or before which the payment required by the notice is to be made; and
 - (b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made, will be liable to be forfeited.
42. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time, thereafter, before the payment required by the notice has been given may, at any time, thereafter, before the payment required by the notice has been made be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before, the date of forfeiture, which shall be the date on which the resolution of the Board is passed forfeiting the shares.
43. (1) a forfeited share may be sold or otherwise disposed off on such terms and in such manner as the Board thinks fit.
- (2) At any time before a sale or disposal, as aforesaid, the Board may annul the forfeiture on such terms as it thinks fit.
44. (1) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture remain liable to pay to the Company all moneys which, at date of forfeiture, were presently payable by him to the Company in respect of the shares together with interest thereon from the time of forfeiture until payment at the rate of 9% (nine per cent) per annum.
- (2) The liability of such person shall cease if and when the Company shall have received payments in full of all such moneys in respect of the shares.
45. (1) A duly verified declaration in writing that the declarant is a Director or the Secretary of the Company and that a shares in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.
- (2) The Company may receive the consideration; if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed off.
- (3) The transferee shall thereupon be registered as the holder of the share.

- (4) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
46. The provisions of these regulations as to forfeiture shall apply, in the case of non-payment of any sum which, by the terms of issue of a share becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.
47. The forfeiture of a share shall involve the extinction of all interest in and also of all claims and demands against the Company in respect of the share, and all other rights incidental thereto except only such of those rights as by these Articles are expressly saved.
48. Upon any sale after forfeiture or for enforcing a lien in purported exercise of powers here in before given, the Board may appoint some person to execute an instrument of transfer of the shares sold and cause the purchaser's name to be entered in the Register in respect of the shares sold, and the purchaser shall not be bound to see to the regularity of the proceedings or to the application of the purchase money, and after his name has been entered in the Register in respect of such shares, the validity, of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company.
49. Upon any sale, re-allotment or other disposal under the provisions of these Articles relating to lien or to forfeiture, the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall on demand by the company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect. When any shares, under the powers in that behalf herein contained are sold by the Board and the certificate in respect thereof has not been delivered up to the Company by the former holder of such shares, the Board may issue a new certificate for such shares distinguishing it in such manner as it may think fit, from the certificate not so delivered.
50. The directors may, subject to the provisions of the Act, accept from any member on such terms and conditions as shall be agreed, a surrender of this shares of stock or any part thereof.

CONVERSION OF SHARES INTO STOCK

51. The Company may, by ordinary resolution :
- (a) convert any paid up shares into stock, and
 - (b) reconvert any stock into paid-up share of any denomination authorised by these regulations.
52. The holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit :

Provided the Board may, from time to time, fix the minimum amount of Stock transferable, so however that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

53. The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regard dividends voting and meeting of the Company, and other matters, as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.
54. Such of the regulations of the Company (other than those relating to share warrants) as are applicable to paid-up shares shall apply to stock and the "share" and "shareholders" in these regulations shall include "stock" and "stockholder" respectively.

SHARE WARRANTS

55. The Company may, issue share warrant, subject to and in accordance with, the provisions of Section 114 and 115 of the Act, and accordingly the Board may in its discretion, with respect to any share is fully paid up, on application in writing signed by the person registered as holder of the share and authenticated by such evidence (if any) as the Board may, from time to time, required as to the identity of the person signing the application, and on receiving the certificate (if any) of the share; and the amount of the stamp duty on the warrant and such fee as the Board may, from time to time, require issue a share warrant.
56.
 - (1) The bearer of a share warrant may at any time deposit the warrant at the office of the Company, and so long as the warrant remains so deposited the depositor shall have the same right of signing a requisition for calling a meeting of the Company, and of attending, and voting and exercising, the other privileges of a member at any meeting held after the expiry of two clear days from the time of deposit, as if his name were inserted in the register of members as the holder of the shares included in the deposited warrant.
 - (2) Not more than one person shall be recognised as depositor of the share warrant.
 - (3) The company shall, on two days written notice, return the deposited share warrant to the depositor.
57.
 - (1) Subject as herein otherwise expressly provided, no person shall as bearer of a share warrant, sign a requisition for calling meeting of the Company or attend or vote or exercise any other privilege of a member at a meeting of the Company, or be entitled to receive any notice from the Company.
 - (2) The bearer of a share warrant shall be entitled in all other respects to the same privileges and advantages as if he were named in the register of member as the holder of the shares included in the warrant, and he shall be deemed to be a member of the Company in respect thereof.
58. The Board may, from time to time, make rules as to the terms on which (if it shall think fit) a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction of the original.

ALTERATION OF CAPITAL

59. The Company may, from time to time, by ordinary resolution increase its share capital by such sum, to be divided into shares of such amount, as the resolution shall specify.

60. The Company may, by ordinary resolution in general meeting :
- (a) consolidate and divide all or any of its capital into shares of larger amounts than its existing shares.
 - (b) sub-divide its shares or any of them, into shares of smaller amounts than is fixed by the Memorandum of Association, so however, than in the sub-division the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived.
 - (c) cancel any share which, at the date of the passing of the resolution in that behalf have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled.

However, permission of the stock exchange(s), where the shares are listed, will be required for the sub-division and consolidation of the shares.

61. The Company may, from time to time, by special resolution and on compliance with the provisions of Section 100 and 104 of the Act, reduce its share capital and any capital reserve fund or share premium account.
62. The Company shall have power to establish Branch Offices, subject to the provisions of Section 8 of the Act or any statutory modifications thereof.
63. The Company shall have power to pay interest out of its capital on so much of shares which were issued for the purpose of raising money to defray the expenses of the construction of any work of building or the provision of any plant for the Company in accordance with the provision of section 208 of the Act.
64. The Company, if authorised by a special resolution passed at a General meeting may amalgamate or cause itself to be amalgamated with any other person, firm or body corporate, subject however, to the provisions of section 391 to 394 of the Act.

GENERAL MEETINGS

65. All General Meetings other than the Annual General Meetings of the Company shall be called Extraordinary General Meetings.
66. (1) The Board may, whenever it thinks fit, call an Extraordinary General Meeting.
- (2) If at any time there are not within India Directors capable of acting who are sufficient in number to form a quorum, any Director or any two members of the Company may call an extraordinary general meeting in the same manners, as nearly as possible, to that in which such a meeting may be called by the Board.

CONDUCT OF GENERAL MEETINGS

67. No General Meeting, annual or extraordinary, shall be competent to enter upon, discuss or transact any business which has not been stated in the notice by which it was convened or called.
68. (1) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- (2) Save as otherwise provided in Section 174 of the Act a minimum of five members present in person shall be the quorum. A body corporate, being a member, shall

be deemed to be personally present if it is represented in accordance with Section 187 of the Act.

CONDUCT OF MEETINGS

69. The Chairman, if any, of the Board shall preside as Chairman at every General Meeting of the Company.
70. If there is no such Chairman, or if he is not present within fifteen minutes of the time appointed for holding the meeting or is unwilling to act as Chairman of the meeting, the Directors present shall elect one of their members to be the Chairman of the meeting.
71. If at any meeting no Director is willing to act as Chairman or if no Director is present within 15 minutes of the time appointed for holding the meeting, the members present shall choose one of their members to be the Chairman of the meeting.
72. No business shall be discussed at any general meeting except the election of a Chairman, whilst the chair is vacant.
73.
 - (1) The Chairman may with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting, from time to time and place of place.
 - (2) No business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place.
 - (3) When a meeting is adjourned for thirty days or more, fresh notice of the adjourned meeting shall be given as in the case of an original meeting.
 - (4) Save as aforesaid, it shall not be necessary to give any notice of any adjournment or of the business to be transacted at an adjourned meeting.
74. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second or casting vote.
75. Any business other than that upon which a poll has been demanded, may be proceeded with, pending the taking of the poll.

VOTES OF MEMBERS

76. Subject to any rights or restrictions for the time being attached to any class or classes of shares.
 - (a) on a show of hands, every member present in person shall have one vote, and
 - (b) on a poll, the voting rights of members shall be as laid down in Section 87 of the Act.
77. In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy, shall be accepted to the exclusion of the other joint holders. For this purpose, seniority shall be determined by the order in which the names of joint holders stand in the register of members.
78. A member of unsound mind or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll

by his committee or other legal guardian may on a poll, vote by proxy, provided that such evidence as the Board may require of the authority of the person claiming to vote shall have been deposited at the office not less than 24 hours before the time of holding the meeting or adjourned meeting at which such person claims to vote on poll.

79. No member shall be entitled to vote at any general meeting unless all calls, or other sums presently payable by him in respect of shares in the Company or in respect of shares on which the Company has exercised any rights of lien, have been paid.
80. (1) No objection shall be raised to the qualification of any voter, except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote nor disallowed at such meeting shall be valid for all purposes.
- (2) Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision thereon shall be final and conclusive.
81. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of authority, shall be deposited at the registered office of the Company, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated valid.
82. An instrument appointing a proxy shall be in either of the forms in Schedule IX to the Act or in a form as near thereto as circumstance admit.
83. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed or the transfer of the shares in respect of which the proxy is given, if no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company as its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

BOARD OF DIRECTORS

84. The number of Directors of the Company shall not be less than three and not more than twelve.
85. The following shall be the first Directors of the Company :
1. DINESH KUMAR KHAITAN
H. No. 30, Sector 4, Chandigarh
 2. UMESH KUMAR KHAITAN
39, Friends Colony East, New Delhi
 3. MAHESH KUMAR KHAITAN
28, Sector 9-A, Chandigarh
86. At every Annual General Meeting of the Company one-third of such of the Directors for the time being as are liable to retire by rotation in accordance with the provision of Section 256 of the Act or if their number is not three or a multiple of three, then

the number nearest to one third shall retire from office in accordance with the provisions of Section 256 of the Act.

87. (1) Unless otherwise determined by the Company in General Meeting, each Director other than the managing or whole time director shall be paid remuneration by way of fee for each meeting of the Board or Committee(s) thereof attended by any such director as may be determined by the Board and the amount of such fee not exceed the ceiling prescribed under Section 310 of the Companies Act, 1956 or the Rules framed thereunder.
- (2) Subject to the provisions of Sections 309, 310 and 314 of the Act, the Directors shall be paid such further remuneration, whether in the form of monthly payment or by a percentage of profit or otherwise as the Company in General Meeting may, from time to time, determine, and such further remuneration shall be divided among the Director in such manner as the Board may, from time to time, determination and in default of such determination, shall be divided among the Directors equally or if so determined paid on a monthly basis.
- (3) The remuneration of the Directors shall, in so far as it consists of a monthly payment be deemed to accrue from day to day.
- (4) Subject to the provisions of Sections 198, 309, 310 and 314 of the Act, if any Director be called upon to perform any extra services or make special exertions or efforts which expression shall include work done by a Director as a member of any committee formed by the Directors) the Board may pay such Director special remuneration for such extra services or special exertions or efforts either by way of a fixed sum or by percentage of profit or otherwise and may allow such Director at the cost and expense of the Company such facilities or amenities (such as rent free house, free medical aid and free conveyance) as the Board may determine from time to time.
- (5) In addition to the remuneration payable to them in pursuance of the Act, the Directors may be paid in accordance with Company's rules to be made by the Board, all travelling, hotel and other expenses properly incurred by them :
- (a) in attending and returning from meetings or adjourned meeting of the Board of Directors or any committee thereof; or
- (b) in connection with the business of the Company.
88. The Directors shall not be required to hold any qualification shares in the company.
89. The Board of Directors shall have power to appoint additional Directors in accordance with the provisions of Section 260 of the Act.
90. If it is provided by any trust deed securing or otherwise in connection with any issue of debentures of the Company that any person or persons shall have power to nominate a Director of the Company then in the case of any and every such issue of debenture, the persons having such power may exercise such power, from time to time and appoint a Director accordingly. Any Director so appointed is

herein referred to a Debenture Director may be removed from office at anytime by the person or persons in whom for the time being is vested the power under which he was appointed and another Director may be appointed in his place. A Debenture Director shall not be liable to retire by rotation but shall be counted in determining the member of retiring Director.

91. In the course of its business and for its benefits Company shall, subject to the provisions of the Act, be entitled to agree with any person, firm, corporation, government, financing institution or other authority that he or its shall have the right to appoint his or its nominee on the Board of directors of the Company upon such terms and conditions as the Directors may deem fit. Such nominees and their successors in office appointed them and will not be bound to retire by rotation but he shall be counted in determining the member of retiring Director. And wherever a Special Director vacates office whether upon request as aforesaid or by death, resignation or otherwise the government, authority, person, firm, institution or corporation who appoint-such Special Director may if the agreement so provide, appoint another Director in his place.
92. Subject to the provisions of Section 313 of the Act, the Board of Directors shall have power to appoint an alternate Director to act for a Director during his absence for a period of not less than three months from the State in which meetings of the Board are ordinarily held.
93. A Director may be or become a Director of any company promoted by the Company, or in which it may be interested as a vendor, shareholder, or otherwise, and no such Director shall be accountable for any benefits received as director or shareholder of such company. Such Director before receiving or enjoying such benefits in cases in which the provisions of Section 314 of the Act are attracted will ensure that the same have been complied with.
94. Every nomination, appointment or removal of a special director shall be in writing and shall in the case of a government or authority be under the hand of secretary to such government or authority and in the case of a corporation under the hand of a director of such corporation duly authorised in that behalf by a resolution of its Board of Directors. Subject as aforesaid a Special Director shall be entitled to the same rights and privileges and be subject to the same obligation as any other Director of the Company.
95. The office of a Director shall become vacant:
 - (i) on the happening of any of the events provided for in Section 283 of the Act;
 - (ii) on contravention of the provisions of Section 314 of the Act or any statutory modifications thereof;
 - (iii) if a person is a Director of more than twenty Companies at a time;
 - (iv) in the case of alternate Director on return of the original Director to the State, in terms of Section 313 of the Act; or
 - (v) on resignation of his office by notice in writing.
96. Every Director present at any meeting of the Board or a committee thereof shall sign his name in a book to be kept for that purpose.

POWERS OF BOARD OF DIRECTORS

97. The Board may pay all expenses incurred in the formation, promotion and registration of the Company.
98. The Company may exercise the powers conferred by Section 50 of the Act, with regard to having an official seal for use abroad and such powers shall vested in the Board.
99. The Company may exercise the power conferred on it by Section 157 and 158 of the Act with regard to the keeping of a foreign register and the Board may (subject the provisions of those Sections) make and very such regulations as it may think fit with respect to the keeping of any such register.
100. The Directors may enter into contracts or arrangements on behalf of the Company subject to the necessary disclosures required by the Act being made wherever any Director is in any way, whether directly or indirectly concerned or interested in the contract or arrangement.

BORROWING POWER

101. Subject to the provisions of sections 58A, 292 and 293 of the Act and Regulations made thereunder and Directions issued by the RBI the Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property (both present and future) and uncalled capital, or any part thereof and to issue debentures, debenture stock and other securities whether out-right or a security for any debt, liability or obligation of the Company or of any third party.
102. The payment or repayment of moneys borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respects as the Board may think fit and in particular by a resolution passed at a meeting of the Board (and not be circulation) by property of the Company (both present and future), including its uncalled capital for the time being.
103. Any debentures, debenture stock or other securities may be issued at a discount, premium or otherwise may be made assignable free from any equities between the Company and person to whom the same may be issued and may be issued on the condition that they shall be convertible into shares of any authorised denomination, and with privileges and conditions as to redemption surrender, drawings, allotment of shares, attending (but not voting) at general meetings, appointment of Directors and otherwise, Provided that debentures with the right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in General Meeting.
104. All cheques, Promissory notes, drafts, hundies, bills of exchange and other negotiable instruments and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise, executed, as the case may be, by such person and in such manner as the Board may, from time to time, by resolution determine.

PROCEEDINGS OF THE BOARD

105. Subject to Section 287 of the Act, the quorum for a meeting of the Board of Directors shall be one third of its total strength (any fraction contained in that one third being rounded off as one) or two Directors, whichever is higher; provided that where at any time the number of interested Directors exceed or equal to two thirds of the total strength, the number of the remaining Directors, that is to say, the number of Directors, who are not interested present at the meeting, being not less than two, shall be the quorum during such time.
106. If a meeting of the Board could not be held for want of quorum, whatever, number of Directors not being less than two shall be present at the adjourned meeting, notice whereof shall be given to the directors, shall form a quorum.

107. (1) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of vote.
- (2) In case of an equality of votes, the Chairman of the meeting shall have a second or casting vote.
108. The continuing Directors may act notwithstanding any vacancy in the Board but if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that fixed for the quorum or for summoning a General Meeting of the Company, but for no other purpose.
109. (1) Save as provided in Article 93, the Board may elect one of its members as Chairman of its meetings and determine the period for which he is to hold office as such.
- (2) If no such chairman is elected or if at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the meeting the Directors present may choose one of their members to be Chairman of the meeting.
110. Subject to the restrictions contained in Section 292 and 293 of the Act, the Board may delegate any of its power to committees of the Board consisting of such member or members of its body as it thinks fit and it may, from time to time, revoke such delegation and discharge any such committee of the Board either wholly or in part, and either as to persons or purposes, but every committee of the Board so formed shall in the exercise of the powers so delegated conform to any regulations that may, from time to time, be imposed on it by the Board. All acts done by any such Committee of the Board in conformity with such regulations and in fulfillment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.
111. The meetings and proceedings of any such committee of the Board, consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last preceding Article.
112. (1) A committee may elect a chairman of its meetings.
- (2) If no such chairman is elected or if at any meeting the chairman is not present within five minutes of the time appointed for holding the meeting, the members present may choose one of their members to be chairman of the meeting.
113. (1) A committee may meet and adjourn as it thinks proper.
- (2) Question arising at any meeting of a committee shall be determined by a majority of votes of the members present and in case of an equality of votes, the Chairman shall have a second or casting vote.
114. All acts done by any meeting of the Board or by a committee thereof by any person acting as a Director shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment or continuance in office of any such Directors or persons acting as aforesaid: or that they or any of them were disqualified or had vacated office or were not entitled to act as such, or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed, had duly continued to be a director, his appointment had not been terminated and he had been entitled to be a Director provided that nothing in this Article shall be deemed to give validity to any act done by a Director after his appointment has been shown to the Company to be invalid or to have terminated.

115. Subject to Section 289 of the Act and except a resolution which the Act requires specifically to be passed in any board meeting, a resolution in writing, signed by the majority members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be as valid and effectual as if it had been passed at a meeting of the Board or committee, duly convened and held.

MANAGING DIRECTOR (S) AND WHOLE TIME DIRECTOR (S)

116. Subject to provisions of Section 197 A, 269, 198 and 309 of the Act, the Board of Directors may, from time to time, appoint one or more of their body to the office of Managing Director/s or whole time Director/s for a period not exceeding 5 (Five) years at a time and on such terms and conditions as the Board may think fit and subject to the terms of any agreement entered into with him, may revoke such appointment. In making such appointment the Board shall ensure compliance with the requirements of the Companies Act, 1956 and shall seek and obtain such approvals as are prescribed by the Act provided that a Director so appointed, shall not whilst holding such office, be subject to retirement by rotation but his appointment shall be automatically determined if he ceases to be a Director, However, he shall be counted in determining the number of retiring director.

SECRETARY

117. The Board may entrust and confer upon Managing Director/s or Whole time Director/s any of the powers of management which would not otherwise be exercisable by him upon such terms and conditions and with such restriction as the Board, may think fit, subject always to the superintendence, control and direction of the Board and the Board may, from time to time, revoke, withdraw, alter or vary all or any of such powers.
- 118 (1) Subject to section 383A of the Act, a Secretary of the Company may be appointed by the Board for such terms, at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may be removed by the Board.
- (2) A Director may be appointed as a secretary, subject to the provisions of the Act.
119. Any provision in the Act or these regulations requiring or authorising a thing be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of the Secretary.

THE SEAL

- 120 (1) The Board shall provide a common seal for the purposes of the Company and shall have power, from time to time, to vary or cancel the same and substitute a new seal in lieu thereof. The Board shall provide for the safe custody of the seal for the time being
- (2) Subject to any statutory requirement as to Share Certificates or otherwise, the seal of the Company shall not be affixed to any instrument except by authority of a resolution of the Board or of a Committee of the Board authorised by it in that behalf, and except in the presence of atleast one Director and of the Secretary or of two Directors who shall sign every instrument to which the seal of the Company is so affixed in their presence.
- (3) The Board shall also be at liberty to have an official seal in accordance with Section 50 of the Act, for use in any territory, district or palace outside India.

DIVIDENDS AND RESERVES

121. Subject to section 205 of the Act, the Company in General meeting may declare dividends but no dividend shall exceed the amount recommended by the Board.
122. The Board may, from time to time, pay to the members such interim dividends as appear to be justified by the profits earned by the Company.

123. (1) The Board may, before recommending any dividend, set aside out of the profits of the Company, such sums, as it may think proper, as reserve or reserves which shall at the discretion of the Board be applicable for any of the purposes to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalizing dividends and pending such applications may at the like discretion either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, think fit.
- (2) The Board may also carry forward any profits which it may think prudent not to divided, without setting them aside as a reserve.
124. (1) Subject to the rights of the persons, if any, holding shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid.
- (2) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as having been paid on the share.
- (3) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the share during any portion or portions of the period in respect of which the dividend is paid, but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for divided accordingly.
125. Subject to section 205 A of the Act, the Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.
126. (1) Any dividend, interest or other moneys payable in cash in respect of share may be paid by cheque or warrant sent through the post direct to the registered address of the holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the first named holder or joint holders may in writing direct.
- (2) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
127. Anyone of two or more joint holders of a share may give effectual receipts for any dividends, bonus or other moneys payable in respect of such share.
128. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
129. No dividend shall bear interest against the Company, irrespective of the reason for which it has remained unpaid.

Any money transferred to the Unpaid Dividend Account of a company in pursuance of section 124 of the Companies Act, 2013, which remains unpaid or unclaimed for a period of seven years from the date of such transfer shall be transferred by the company along with interest accrued, if any, thereon to Investor education and protection fund pursuant to the provision of the act and the relevant rules.

ACCOUNTS

130. (1) The Board shall, from time to time, determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the Company or any or them, shall be open to the inspection of members not being Directors.
- (2) Subject to provisions of section 209 A of the Act, no member (not being a Director) shall have any right of inspecting any account or book or document of the Company, except as conferred by law or authorised by the Board or by the Company in General Meeting.

BALANCE SHEET AND PROFIT AND LOSS ACCOUNT

131. Balance sheet and Profit and Loss Account of the Company will be audited once in a year by a qualified auditor for Correctness as per provisions of the Act.

AUDIT

132. (1) The first auditor of the Company shall be appointed by the Board of Directors within one month after its incorporation who shall hold office till the conclusion of First Annual General Meeting.
- (2) The Directors may fill up any Casual Vacancy in the office of the Auditors.
- (3) The remuneration of the auditors shall be fixed by the Company in the annual general meeting or in such manner as the company in the annual general meeting may determine except that remuneration of the first or any auditors appointed by the directors may be fixed by the directors.

CAPITALISATION OF PROFITS

133. (1) The Company in General Meeting may upon the recommendation of the Board resolve :
- (a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the Profit and Loss Account, or otherwise available for distribution; and
- (b) that such sum be accordingly set free for distribution in the manner specified in clause (2) among the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- (2) The sum aforesaid shall not be paid in cash, but shall be applied, subject to the provisions contained in clause (3), either in or towards:
- (i) paying up any amounts for the time being unpaid on any shares held by such members respectively,
- (ii) paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportions aforesaid; or
- (iii) partly in the way specified in sub-clause (i) and partly in that specified in sub clause (ii)
- (3) Any share premium account and any capital redemption reserve fund may, for the purpose of this regulation, only be applied in the paying up of unissued share to be issued to members of the Company as fully paid bonus shares.
- (4) The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.

134. (1) Whenever such a resolution as aforesaid shall have been passed, the Board shall :
- (a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and allotment and issue of fully paid shares, if any; and
 - (b) do all acts and things required to give effect thereto.
- (2) The Board shall have full power:
- (a) to make such provision, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit in the case of shares becoming distributable in fraction : and also
 - (b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with Company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which that may be entitled upon such capitalisation, or (as the case may require) for the payment by the company on their behalf, by the application thereto of their respective proportions of the profit resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares.
- (3) Any agreement made under such authority shall be effective and binding on all such members.

SECRECY

135. Subject to the provisions of law of land and the Act, no member or other person (not being a Director) shall be entitled to visit or inspect the Company's works without the permission of the Board of Directors or the Managing Director to require discovery of any information respecting any detail of the Company's business, trading or customers of any matter which is or may be in the nature of a trade secret, mystery of trade or secret process, or any other matter which may relate to the conduct of the business of the Company or which in the opinion of the Directors it will be inexpedient in the interest of the company to disclose.

WINDING UP

- 136 (1) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.
- (2) For the purpose aforesaid, the liquidator may set such values as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members of different classes of members.
- (3) The liquidator may, with the like sanction, vest the whole or any part or such assets in trusts for the benefit of the contributories as the liquidator, with the like sanction, shall think fit but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY

137. Subject to the provisions of Section 201 of the Act, every Director, auditor, secretary and other officer or servant of the company (all of whom are hereinafter referred to as officer or servant) shall be indemnified by the Company, and it shall be the duty of Directors out of funds of the Company to pay, all bonafide costs, losses and expenses which any Such officer or servant may incur or become liable to by reason of any contract entered into or act or think done or omitted by him as such officer or servant nor in any way in the discharge of his duties; and in particular, and so as not to limit the generality of the foregoing provisions, against any liability incurred by the such officer or servant in defending any bonafide proceedings whether civil or criminal in which a judgment is given in his favour or in which he is acquitted or discharged or in connection with any application under Section 633 of the Act in which relief is granted to him by the Court. The amount for which such indemnity is provided shall immediately attach as a charge on the property of the Company.

Names, Addresses, Description and Occupation of Subscribers	Signature of Subscribers	Names, Addresses, Description, Occupation and Signature of the witness
<p>1. DINESH KUMAR KHAITAN S/O Late Sh. T.P. Khaitan H. No. 30, Sector 4, Chandigarh (Business)</p> <p>2. UMESH KUMAR KHAITAN S/O Late Sh. T.P. Khaitan 39, Friends Colony East, New Delhi (Advocate)</p> <p>3. MAHESH KUMAR KHAITAN S/O Late Sh. T.P. Khaitan 28, Sector 9-A, Chandigarh (Business)</p>	<p>Sd/-</p> <p>Sd/-</p> <p>Sd/-</p>	<p>I hereby witness the signatures of the above mentioned signatories to the Memorandum of Association</p> <p>Sd/- (ANIL K. AGGARWAL) S/o Sh. Lachhman Dass Company Secretary C.P. No. 1398 S.C.O. 64, IInd Floor, Sector 20-C, Chandigarh-160 020</p>

Place : Chandigarh

Date : 27.05.97