

[The Indian Companies Act, 1913]

COMPANY LIMITED BY SHARES

**MEMORANDUM OF ASSOCIATION
OF**

Ballarpur Industries Limited

I. The name of the Company is BALLARPUR INDUSTRIES LIMITED.

II. The registered office of the Company will be situated in Ballarpur,
Chandrapur District, Maharashtra.

III. The objects for which the Company is established are:

1. To manufacture and deal in all kinds of artificial wood, straw boards, fibrous boards, mills boards, paste boards, carton papers, corrugated glazed and size boards, colored boards and paper of every color and of all kinds, wrapping papers, lamine boards, press boards, messionite boards, pulp-boards from wood straw and synthetic pulp, bamboo pulp, jute and hem pulp, card boxes, packing cases and other card-boxes for any use whatsoever.

*1A. To manufacture, develop and generally deal in boards or slabs of any size from cereal, straw, grass, vegetable fibres or agricultural waste for use as packaging material, building panels, partition materials, roofings, ceilings, floorings, shuttering, pre-fabricated housing systems and such other applications.

2. To buy, sell, exchange, manufacture, import, export and deal in all kinds of paper boards and materials required for general packing purposes in factories, shops, offices and other establishments.

3. To carry on the business as providers of all cardboard and paper requisites for all kinds of factories, post-offices, and telegraph offices, caterings and confectionery houses, advertising companies, book-sellers, book-binders, stationers, chemists & druggists.

* By a Special Resolution passed at the Extra Ordinary General Meeting held on 28.11.1989 and confirmed by the order of the Company law board, Western Region Bench, Bombay, passed on 1.8.1990



4. To carry on the business of manufacturers of and dealers in paper of all kinds and articles made from paper or pulp, pulp plastics and materials used in the manufacture or treatment of paper, including cardboard, three colours board material for Railway-tickets, mill boards and wall ceiling papers.

*4A. To carry on all or any of the business of seed crushers, cotton ginners, oil extractors by crushing, chemical or any other processes, oil refiners, manufacturers of linseed, cotton and other cakes, oil cakes, cattle food, feeding and fattening preparations of every description, vanaspati and all kinds of culinary oil, vegetable and other products, meal grain, corn cans, containers and closures of all varieties, descriptions and kinds and seed merchants, hay straw and fodder merchants, tinsmiths, millers, farmers, cattlemen, dairymen, flour merchants, bakers, biscuit makers, candle makers and manufacturers of artificial manure and fertilizers.

**4AA. To manufacture, rectify, distil, sell, and deal in lotions, extracts, oils, soaps, detergents, cosmetics, toilet requisites and preparations, perfumery goods, essences, essential oils and other allied articles.

***4B. To carry on the business of hotel, restaurant, cafe, tavern, beer-house, refreshment-room, bar and lodging-house, keepers, licensed victuallers, wine, beer and spirit merchants, importers, and manufacturers of aerated, mineral and artificial waters and other beverages and drinks, caterers and purveyors of refreshments and public amusements, dealers in food product, fruits and confectionery, proprietors of motor or other vehicles, garage proprietors, livery-stable keepers, ice-merchants, importers and brokers of food, live and dead-stock, hair-dressers, perfumers, proprietors of clubs, baths, dressing-rooms, laundries, reading, writing and newspaper rooms, halls for holding meetings, conferences, seminars, concerts and exhibitions, libraries, ground and places of amusement, recreation, sport, entertainment and instruction of all kinds, tobacco and Cigar merchants, agents for railway, shipping and airplane companies and carriers and theatrical and opera box office proprietors, **to carry on the business of Travel Agent and to

* By a Special Resolution passed at the Extra-Ordinary General Meeting held on 24.5.1968, and confirmed by an order of the Division Bench at Nagpur of the Bombay High Court passed on 24.11.1969.

** By a Special Resolution passed at the Extra Ordinary. General Meeting held on 28.11.1989 and confirmed by the order of the Company Law Board, Western Region Bench, Bombay, passed on 1.8.1990.

*** By a Special Resolution passed at the Annual General Meeting held on 29.12.1971 and confirmed by an order of Nagpur Bench of the; Bombay High Court passed on 22. 1. 1973



undertake all or any kinds of activity or business concurring or in relation to Tourism.

****4C. To carry on the business of distillers, brewers, maltsters and hop-growers in all its branches, ale, stout and porter merchant, malt factors, corn merchants barley and general grain raisers, manufacturers of and dealers in yeast, finings, isinglass and other drawers requisites, manufacturers, importers, exporters of and dealers in gin, rum, brandy, whiskey, arrack, spirits, wines, liquors, beer, alcohols, vinegar acetic-acid, glucose, malts and hops and all kinds of aerated mineral and medicated waters and general other drinks, beverages, cordials and the like, bottle makers, potters, bottle stopper makers and coopers.

*4D. To establish, maintain and operate shipping services and all ancillary services and for these purposes or as independent undertakings, to purchase, take in exchange, charter, hire, build, construct or otherwise acquire and to own, work, manage and trade with steam, sailing, motor and other ships, trawlers drifters, tugs boats and vessels with all necessary and convenient equipment and to employ the same in the convenience of passengers, mails, livestock, grain and other agricultural produce, and also of goods and merchandise of every description and to undertake and carry on all or any of the trades and business of shippers, ship owners, ship brokers, shipping agents, and insurance brokers, dock, tug and barge owners, underwriters, ship managers, loading brokers, freight contractors, carriers by water, charterers of ships, transport, cartage and haulage contractors, lighter-men, forwarding, transport and commission agents, customs agents, ships' stores merchants, stevedores, wharfingers, salvors cargo superintendents and ship repairers.

**4E. To carry on the business of chemists, druggists, dry-salters, oil and colourmen, manufacturers of and dealers in chemicals (organic or inorganic), chemical based products, heavy chemicals, petrochemicals, agro-chemicals, pharmaceutical, medicinal, industrial and other preparations, articles and compounds, cement, oils, paints, pigments and varnishes, essence, drugs, dye-ware, paint and colour-

**** By Special Resolution passed at the annual General Meeting held on 29.12.1971 and confirmed by an order of Nagpur bench of the Bombay High Court passed; 22.1.1973.

* By a Special Resolution passed at the Annual General Meeting held on 29.12.1971 and confirmed by an order of Nagpur Bench of the Bombay High Court passed on 22.1.1973.

** By a Special Resolution passed at the Annual General Meeting held on 29.12.1971 and confirmed by an order of Nagpur Bench of the Bombay High Court passed on 22.1.1973.



grinders, alkalies, acids, tannins, earths, caustic soda, chlorine, hydrochloric acid, titanium dioxide and their by-products.

***4EE. To produce, manufacture, deal in alkalies and acids, gases, compounds, fertilizers, chemicals and chemical products of every nature and description, intermediates, derivatives and by-products thereof (hereinafter for convenience referred to generally as chemicals and products) including specifically, but without limiting the generality of the foregoing, hydrogen peroxide, calcium carbide, ossein, gelatine, calcium cyanamide, vat, solubilised vat, azoic salts, naphthols, all type of flotation reagents, wetting agents, insecticides and fumigants, plastics and resins, dyestuffs, dyes of all kinds, catalytic agents, drugs, biologicals, pharmaceuticals, serums, vitamin products, hormones, sutures, ligatures, drugs for disease or disabilities in men or animals and products derived from phosphate mines, limestone quarries, bauxite mines, aluminium, its salt and other products, useful or suitable in the manufacture of chemicals and chemical products as hereinabove defined.

****4F To carry on the business of manufacturers of and dealers in all kinds of pulp for the manufacture of all kinds of paper, board, synthetic fibres and fabrics and yarn in all its branches.

*4FF To carry on the business of manufacturers of and dealers in all kinds of Artificial Silk Fibres, Acrylic Fibre, Modulus Fibre, Yarn and Fabrics, other varieties of Synthetic and man-made Fibres and Yarn, such as Nylon, Viscose Yarn, Continuous Filament Yarn, Polyester, Poly Vinyl, Staple Fibre, Polynoisic Fibres, etc. and to carry on the business of weaving, knitting thereof

**4FFF. To carry on the business of manufacturers of and dealers in all kinds of Rayon Grade Pulp, Dissolving and Viscose Pulps in all its branches.

***4G. To establish and manage power houses in India or elsewhere for generation, purchase, acquisition, accumulation, development and supply

*** By a Special Resolution passed at the Extra Ordinary General Meeting held on 28.11.1989 and confirmed by the order of the Company Law Board, Western Region Bench, Bombay, passed on 1.8.1990

**** By a Special Resolution passed on 4.1.1982 and confirmed by an order of the Company Law Board dated 24.6.1983

* By a Special Resolution passed on 4.11.1932 and confirmed by an order of the Company Law Board dated 24.6.1983.

** by a Special Resolution passed on 28.12.1984 and confirmed by an order of the Company Law Board dated 9.4.1986.



of electrical energy and transmission and distribution of such energy for captive consumption for the plants of the Company or for any specified area as may be specified by the concerned Government in the permission which may be acquired for such purpose, to the customers or bulk distributors of electrical energy, on such terms and conditions as may be specified in the permission of the Company and in accordance with the provisions of Indian Electricity Act, 1910 and/or Electricity (Supply) Act, 1948, or any statutory modifications or re-enactment thereof and Rules made thereunder, and to do all acts and things necessary or required for doing the aforesaid business.

****4H To carry on trade or business of manufacture, supply and sale or otherwise deal in steam and gases and to do all other things and acts which are incidental or ancillary to the carrying on of the aforesaid business.

5. To establish a well-equipped laboratory and carry on analytical, experimental and other work or undertaking in relation to the work and general objects of the Company.

6. To carry on any other business (whether manufacturing or otherwise), which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly to enhance the value or render profitable any of the Company' s properties or rights.

+6E. To construct, carry out, maintain, improve, manage work, control, and superintend any roads, ways, railways, bridges, reservoirs, watercourses, aqueducts, wharves, furnaces, crushing works, hydraulic works, electrical works, factories, warehouses, shops, and other works and conveniences which may seem directly or indirectly conducive to any of the objects of the Company, and to contribute to, subsidise, or otherwise aid or take part in any such operations;

*** By a Special Resolution passed on 4.11.1982 and confirmed by an order of the Company Law Board dated 24.6.1983.

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* By a Special Resolution passed at the Extra-ordinary General Meeting held on 24.5.1968 and confirmed by an order of the 1)1v on Bench At Nagpur of the Bombay High Court passed on 24.11.1969



*6EE. To carry on the trades or businesses of designing, assembling, making, selling, importing, exporting, hiring out buying, installing, putting up, maintaining, repairing and operating telephones and systems of any type whatsoever including key telephone systems, private automatic exchanges (PAX), private branch exchanges (PBX), private automatic branch exchanges (PABX) and switching systems, hands free telephone instruments, coin box telephone instruments; telephone instruments for the handicapped, specialised telephone instruments of any type, software systems, teleprinters, modems, CRT Terminals, Fascimile Terminals, Reprographic equipment, printers, Data Processing equipment, Micro Processors, Printed circuit Boards, all kinds of telegraph and transmission equipment, Multiplexers, Repeaters, 240 MB Terminal Systems and Co-axial Cables of all kinds, television sets, recording instruments and electronic/electrical and mechanical apparatus and individual components of any of the above mentioned products.

**6F. To carry on the business of plantation, cultivation and raising of grass, bamboo, straw, all kinds of trees whether hard or soft wood of any description used in manufacture or treatment of paper, to purchase, take on lease land, to enter into arrangements with landowners, for promoting such cultivation, plantation and raising and to undertake inter-cropping activities on such land as agriculturists, horticulturists, planters, cultivators, winners, farmers, dealers of all produce of the soil and to Prepare,, manufacture and render marketable any such produce and to sell, dispose of or purchase deal and in any such produce either in its prepared, manufactured or raw state.

***6FF To carry on in India and elsewhere the business of cultivation or rearing of prawn, fish of any description and fishing for all kinds of sea foods and for that purpose to purchase or otherwise acquire build boats, trawlers, fishing boats, deep sea fishing vessels and other vessels and tackle, gear and every other plant and machinery required or necessary and advantageous for carrying on the business as aforesaid.

* By a Special Resolution passed at the Extra-ordinary General Meeting held on 24.5.1968 and confirmed by an order of the Division Bench at Nagpar of the Bombay High Court passed on 24.11.1969.

** By a *Special* Resolution passed on 31.3.1986 and confirmed by an order of the Company Law Board dated 6.4.1987.

*** By a Special Resolution passed on 31.3.1986 and confirmed by an order of the Company Law Board dated 6.4.1987.



****6FFF To establish and manage in India or elsewhere power house for generation, purchase, acquisition, accumulation, development and supply of all forms of conventional and non-conventional sources of energy including photovoltaics, solar collectors, wind turbines, harnessing of tidal currents, thermal and geothermal sources of energy, setting up of wind farm and to supply, transmit, distribute, sell such energy to customers or bulk distributors.

*6FFFF To carry on the business of farming, horticulture, floriculture, sericulture, dairies, bee-keeping, rearing of butterflies and useful insects of all kinds, and cultivators of all kinds of saplings, seeds, fruits, proprietors of orchards and traders, dealers in products of farming, dairy, horticulture, floriculture, pisciculture and fishing and to cultivate, grow, produce, process all kinds of plants, flowers, trees, shrubs, vegetables, fruits, rubber, wood, timber and other biological material and tissue to grow, plant, cultivate, produce, raise, manufacture, deal in pulp, timber, wood, rice, straw, wheat straw, cotton linters, dropping, fly, cotton waste, cotton seeds, bamboo, grass straw, jute sticks, sisal, flax, hemp, hessian, gunnies, sugarcane, bagasse, rags, waste paper, water hyacinth, or any other agricultural vegetable, mineral, and to deal, process, cut, coat, chemically or otherwise treat and to work out for special purpose all kinds of pulps, papers and boards.

7. To acquire and undertake the whole or any part of the business, property and liabilities of any person or company carrying on any business which the Company is authorised to carry on, or possessed of property suitable for the purposes of this company.

8. To apply for, purchase, or otherwise acquire, any patents, brevets, inventions, licences, concessions and the like, conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the company or the acquisition of which may seem calculated directly and indirectly to benefit the company and to use, exercise, develop, or grant licences in respect of or otherwise turn to account the property, rights or information so acquired.

**** By a Special Resolution passed on 31.3.1986 and confirmed by an order of the. Company Law Board dated 6 4.1987

* By a Special Resolution passed at the Extra Ordinary General Meeting held on 28.11.1989 and confirmed by the order of the Company Law Board, Western Region Bench, Bombay, passed on 01.08.1990



9. To enter into partnership or into any arrangements for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession, or otherwise, with any person or company or companies carrying on or engaged in, or about to carry on or engage in, any business or transaction which this Company is authorised to carry on or engage in, any business or transaction capable of being conducted so as directly or indirectly to benefit this company. And to lend money to, guarantee the contracts of or otherwise assist any such person or company and to take or otherwise acquire shares and securities of any such company and to sell, hold, reissue with or without guarantee or otherwise deal with the same.

10. To take or otherwise acquire, hold shares in any other Company having objects altogether or in part similar to those of this company' or carrying on any business capable of being conducted so as directly or indirectly to benefit this company.

11. To enter into any arrangement with the Government of -India and any other Government or authority supreme, municipal, local or otherwise that may seem conducive to the Company' s objects or any of them and to obtain from any such Government or authority, any rights, privileges and concessions which the company thinks it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

12. To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences, calculated to benefit employees or ex-employees of the Company or the dependents or connections of such persons, and to grant pensions and allowances and to make payments towards *insurance* and to subscribe and guarantee mosey for charitable and benevolent objects, or for any exhibition, or for any public, general or useful objects.

*12A. To undertake, carry out, promote and sponsor rural development including any programmed for promoting the social and economic welfare of or the upliftment of, the public in *any* rural area and to incur any expenditure on any programmed of rural welfare or development, to assist execution and promotion thereof either directly or through any agency or in any other manner and in furtherance Of these purposes to transfer to or to divest the ownership of any property of the Company in

* By a Special Resolution passed on 26.9.1978 and confirmed by an order of the Company Law Board dated 27.8.1979.



favour of any public or local body or authority or any organ of any State Government or of the Central Government or any public institutions or trusts engaged in the programmed of rural development. For the purposes of this clause, "rural area" shall mean the areas as comprehended in clause (b) of Explanation to sub-section (1) of Section 35CC of Income Tax Act, 1961, and shall include any other area regarded as rural area under any other law relating to rural development for the time being in force and "programmed of rural development" shall mean any programmed falling within the ambit of clause (a) to the Explanation to sub-section (1) of Section 35CC of the Income Tax Act, 1961, and shall include any programmed which may be regarded as such under any law for the time being in force.

****12B.** To undertake, carry but, promote and sponsor or assist any activity for the promotion and growth of national economy and for discharging any social and moral responsibilities of the Company to the public or any section of the public as also any activity which is likely to promote the national welfare or social, economic or moral upliftment of the public or any section of the public and further to undertake, carry out, promote and sponsor any activity for publication of any books, literature, newspaper, etc. or for organising lectures, or seminars likely to advance these objects or for giving merit awards, for giving scholarships, loans or any other assistance to deserving students or other scholars or persons to enable them to prosecute their studies or academic pursuits or researches and for establishing, conducting, or assisting any institution, trust, etc. and in furtherance of these purposes to transfer to and divest the ownership of any property of the Company in favour of any public or local body or authority or any organ of any State Government or of the Central Government or any public institutions or trusts established or operating under, by virtue of, or pursuant to any law for the time being in force.

***12C** To carry on business, and to act as merchants, commission agents, managers, carriers or in any other capacity in India or in any part of the world and to import, export, buy, sell, barter, exchange, pledge, make advances upon, or otherwise deal in goods, products, articles, merchandise and machineries.

****** By a Special Resolution passed on 26.9.1978 and confirmed by an order of the Company Law Board dated 27.8.1979

***** By a Special Resolution passed on 26.9.1978 and confirmed by an order of the Company Law Board dated 27.8.1979



**12D. To carry on business of advisers or consultants on problems relating to the administration and organisation of industry and business and the training of personnel for industry and business and to carry on all or any of the business of industrial, technical and personnel consultants and to advise upon the means and methods for extending, developing and improving all types of business or industries and all systems or processes relating to the production, storage, distribution, marketing and sale of goods and/or relating to the rendering of services.

***12E. To carry on business as designers, fabricators, manufacturers, importers, exporters, contractors, constructors, and erectors of buildings, plants and machineries of all kinds and to provide all services and facilities in connection therewith and to act as contractors for the supply of labour, personnel and expert man-power in any part of the world.

****12F. To engage in research into all problems relating to personnel and industrial business management and distribution, marketing and selling, to collect, prepare and distribute information and statistics relating to any type of business or industry and to conduct surveys, prepare project reports and to give expert advice and suggest ways and means for improving efficiency and all services and to promote or propose such methods, procedures and measures as may be considered desirable or beneficial for all or any of the company' s objects in India or in any part of the world.

+12G. To carry on the business of founders, engineers, smiths, makers, convertors and manufacturers of and dealers in iron and steel, ferrous and non-ferrous metals and alloys, castings and ingots of all metals and alloys, tool-makers, metal workers, machinists, drawers and re-rollers, re-rollers of ferrous metals, steel, alloy steel, special and stainless steel, heat resistant steel castings, machining and forgings of all kinds.

** By a Special Resolution passed on 26.9.1978 and confirmed by an order of the Company Law Board dated 27.8.1979

*** By a Special Resolution passed on 26.9.1978 and confirmed by an order of the Company Law Board dated 27.8.1979

**** By a Special Resolution passed on 26.9.1979 and confirmed by an order of the Company Law Board dated 27.8.1979

+ By a Special Resolution passed on 21.12.1979 and confirmed by an order of the Company Law Board dated 12.8.1980



++12H. To purchase or otherwise acquire houses, offices, workshops, buildings and premises and any fixed and movable machinery, tools, engines, boilers, plant implements, patterns, stock-in-trade, patents and patent rights, convenient to be used in or about the aforesaid business of founders, engineers, smiths, manufacturers, tool makers, metal workers, machinists.

***12I.** To carry on the business of Sugar manufacture and refinery in all its branches, and to purchase, produce, refine, import, export, sell and generally to deal in sugar, sugar beets, sugarcane, molasses syrups and alcohol and all products and by-products thereof and in connection therewith to acquire, construct and operate sugar and other refineries, buildings, factories, distilleries and other works and to plant, cultivate, produce and raise or purchase sugarcane, sugar beets and other allied crops and trees.

****12J.** To manufacture and deal in raw skins, hides and leathers of each and every kind including substitutes therefor, whether natural or synthetic fibres and materials or rubber and to convert them into goods, garments and wearing apparel of any kind including shoe uppers, full shoes, boots, leggings, soles, heels, texon in soles, and the like and to carry on the business of a tannery and finishing factory for all such goods and things. To take on lease or hire finishing units, tanneries and shoe upper units to manufacture raw material and/or intermediate produce for the manufacture of shoe uppers, full shoes, boots and such leather goods of all types.

*****12K.** To carry on all or any of the business of manufacturers, processors, importers, exporters of and dealers in-

- (a) glass, ceramics, glassware, glass substitutes of all kinds and descriptions or goods and products in all their branches, in particular penicillin and medicinal vials, glass bottles and containers of all varieties and sizes, laboratory glassware, and laboratory testing glass apparatus, glass jars and receptacles, decorative glassware, glass jewellery, sheet glass, impregnated

++ By a Special Resolution passed on 21.12.1979 and confirmed by an order of the Company Law Board dated 12.8.1980

***** By a Special Resolution passed on 15.10.1981 and confirmed by an order of the Company Law Board dated 24.6.1983

****** By a Special Resolution passed at the Extra Ordinary General Meeting held on 28.11.1989 and confirmed by the order of the Company Law Board, Western Region Bench, Bombay, passed on 1.8.1990

******* By a Special Resolution passed at the Extra Ordinary General Meeting held on 28.11.1989 and confirmed by the order of the Company Law Board, Western Region Bench, Bombay passed on 1.8.1990



and laminated sheet and plate glass wired and decorated and patterned sheet and plate glass, transparent, coloured, opaque and opalescent glasses, pressed glasses for decorative and utility requirements, glass tubes and rods of all description and sizes, all glass syringes, thermometers, glass lamps and lampware such as chimneys, globe and glass shades etc., optical glass, ophthalmic glasses, crystal, cut glass, watch and clock glasses, glass insulators, glass blocks, vacuum flasks, fibre glass, fibre optics, foam glass, glasswool and

(b) plastic and substitutes of all kinds and descriptions or goods and products thereof in all their branches.

****12L. To trade, deal in and undertake the manufacture of building blocks, slabs, bricks, tiles, pipes, cement lime and building construction materials and requisites whether from sand, clay, soil, fly ash, concrete of any kind or other material and otherwise to carry on all or any of the business of estate developers, builders, contractors, architects, decorators and Furnishers and to construct on, develop, acquire, hold, mortgage, lease, take on lease, exchange or k. therwise deal in land, buildings, houses, flats, bungalows, shops, hereditaments of any tenure or freehold for residential, business or other purposes.

*12M. To carry on the business of developing, cultivating, harvesting, extracting, purifying, manufacturing, exporting, importing and dealing in biotechnological products and processes, algae and micro-algae grown in both fresh saline water, seaweeds and marine products, marine chemicals grown under intensive culture, genetic engineering, tissue culture or otherwise and other products including enzymes, seeds, fine chemicals, speciality chemicals, pesticides, insecticides and all or any related products.

**12N. To carry on the business of leasing and hire purchase finance and to provide on lease or on hire purchase all types of industrial and office plant, equipment, machinery, vehicles and buildings.

**** By a Special Resolution passed at the Extra Ordinary General Meeting held on 28.11.1989 and confirmed by the order of the Company Law Board, Western Region Bench, Bombay, passed on 1.8.1990

* By special Resolution passed at the Extra Ordinary General Meeting held on 28.11.1989 and confirmed by the order of the Company law Board, Western Region Bench, Bombay, passed on 1 8.1990

** Special Resolution passed at the Extra Ordinary General Meeting held on 23.11.1989 and confirmed by the order of the Company Law Board, Western Region Bench, Bombay, passed on 1.8 1990



13. To promote any Company or Companies for the purpose of acquiring all or any of the property, rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to benefit this, Company.

14. Generally, to purchase, take on lease or in exchange hire or otherwise acquire any real and personal property and any right or privileges which the Company may think necessary or convenient for the purpose of its business and in particular any land, buildings, easements, machinery, plant and stock-in-trade.

15. To construct, maintain and alter any buildings, or works necessary or convenient for the purposes of the Company.

16. To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined.

17. To receive money on deposit and to lend money and to give such help whether monetary or otherwise and on such terms and conditions with or without interests to such persons or companies and on such terms as may seem expedient, and in particular to farmers, cultivators, labourers, customers, and to guarantee the performance of contracts by any such persons or companies.

18. To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture-stock, perpetual or otherwise charges upon all or any of the Company' s property, both present and future, including its uncalled capital and to purchase, redeem or pay off any such securities.

*19. Subject to the provisions of Sections 391 and 394 of the Companies Act, 1956 to amalgamate with any other Company or Companies, amalgamate any other Company or Companies, enter into partnership or into any arrangements for sharing of profits, union of interests, co-operation, joint venture, reciprocal concession or otherwise, with any person or company or companies, enter into working arrangements of all kinds with companies, corporations, firms, or persons and also to make and carry into effect arrangements with respect to

* By a Special resolution passed at the Extra Ordinary General Meeting held on 28.11.1989 and confirmed by the order of Company Law board, Western Region Bench, Bombay, passed on 1.8.1990



union of interests or amalgamation either in whole or in part or any other arrangements with any companies, corporations, firms or persons.

20. To remunerate any person or Company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any of the shares in the Company' s capital or any debentures, debenture stock or tither securities of the Company or in about the formation or promotion of the Company or the conduct of its business.

21. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.

22. To undertake and execute any trusts, the undertaking whereof may seem desirable and either gratuitously or otherwise.

23. To sell or in any other manner deal with or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares, debentures, or securities of any other Company having object or objects altogether or in part similar to those of this Company.

24. To obtain any provisional order or act for legislature for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution or for other purpose which may seem expedient and to oppose any proceedings or application which may seem calculated directly or indirectly to prejudice the company' s interests.

25. To procure the Company to be registered or recognized in any foreign country or place.

26. To sell, improve, manage, develop, exchange, lease, mortgage, enfranchise, dispose of, turn o account, or otherwise deal with, all or any part of the property and rights of the Company.

27. To do all. or any of the above things in any part of the world and as principals, agents, contractors, trustees, or otherwise and by or through trustees, agents or otherwise and either one or in conjunction with others.



28. To pay all costs, charges and expenses of and incidental to the promotion, formation, registration and establishment of the Company and issue of its capital including...any underwriting or other commission, brokers fees and charges in connection therewith and to remunerate or make donations to (by cash-or other assets,, or by allotment of; fully or partly paid: shares by a call or optionshares.,' debenture stock or securities of this or any other Company or in any other manner whether out of the Company' s capital or profits otherwise) any person or persons for services-rendered in introducing any property or business to the Company; or placing or in assisting to place or guaranteeing the subscription of any shares, debentures, debenture stock, or other securities of the Company, or for any other reason which the Company may think proper.

29. To do all such other things as are incidental or conducive to the attainment of the above objects.

30. And it is hereby declared that the word "Company" in this clause when applied otherwise than to this Company shall be deemed to include any partnership or other-body of persons whether incorporated or not incorporated and the intention is that the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be independent of main objects and shall be in no way limited or restricted by reference to or in reference from the terms any other paragraph or the name of the Company.

IV. The Liability of the Members of the limited.

*V. The Authorised Share Capital of the Company is ₹400,00,00,000/- (Rupees Four Hundred Crore only) divided into:**

A. Equity Shares: ₹355,00,00,000/- (Rupees Three Hundred and Fifty-Five Crore only) divided into Class A and Class B Equity Shares as follows:

a) ₹300,00,00,000/- (Rupees Three Hundred Crore only) divided into 150,00,00,000 (One Hundred and Fifty Crore) Class A Equity Shares of ₹2/- (Rupee Two) each; and

* By a Special resolution Passed through Postal Ballot on 14th July, 2017

** Reclassification of Authorised Share Capital of the Company by Resolution dated June 10, 2023 passed by the Monitoring Committee constituted by Hon'ble National Company Law Tribunal, Mumbai Bench vide its order dated March 31, 2023 in the Corporate Insolvency Resolution process of Ballarpur Industries Limited



b) ₹55,00,00,000/- (Rupees Fifty-Five Crore only) divided into 5,50,00,000 (Five Crore and Fifty Lakh) Class B Equity Shares of ₹10/- (Rupee Ten) each and

B. Preference Shares: ₹45,00,00,000/- (Rupees Forty-Five Crore only)

₹45,00,00,000/- (Rupees Forty-Five Crore only) divided into 45,00,000 (Forty-Five Lakh) Preference Shares of ₹100/- (Rupees Hundred) each.



We, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of the Memorandum of Association, and we respectively agree to take the number of shares in the Capital of the Company set opposite our respective names :-

Signature of Subscribers.	Addresses and Descriptions of Subscribers.	Number of Shares taken.	Witnesses.
1. V.K. Sanghi.	Advocate, Itwari, Nagpur	ONE	J.P. Sanghi, Adhikari.
2. H.C. Asthana.	c/o. Sital Prasad Srivastava, Wardha, C.P.	ONE	V.K. Dhage, Adhikari.
3. Rafiq Beg.	c/o. Praga Tools Corpn. Ltd. Alexandra Road, Secunderabad.	ONE	Adhikari, J.P. Sanghi.
4. Sayed Masood Hussain.	c/o. Sanghi & Co. Poddar Chambers Bombay	ONE	J.P. Sanghi, S.M. Agarwal.
5. J.P. Sanghi.	High lands, Asaf Nagar, Hyderabad Dn. Alexandra Road, Secunderabad.	ONE	V.K. Dhage, S.M. Agarwal
6. K.M. Hamedee.	K.M. Hamedee. c/o. Khan Bahadur. Masood Hussain Badaum.	ONE	J.P. Sanghi, S.M. Agarwal.
7 V.K. Dhage.	Dadar Chambers Prasi Bazar Street, Bombay.	ONE	J.P. Sanghi, S.M. Agarwal,
	Total	SEVEN	

Ballarshah

Dated this 26th day of April, 1945.



BIFR/COURT ORDERS

1. Order of Calcutta High Court on Company's Petition No. 312 of 1968
— Merger of Shree Gopal Paper Mills Limited with Ballarpur Paper and Straw Board Mills Limited.
2. Order of the High Court of Bombay, Nagpur Bench on Company's Application No. 1 of 1989.
— Merger of KDB Industries Limited with the Company
3. Order of the Board for Industrial and Financial Reconstruction (BIFR)
— Merger of Bengal Ingot Company Ltd. with the Company
4. Order of the Board for Industrial and Financial Reconstruction (BIFR)
— Merger of BCR Ltd with the Company
5. Order of Bombay High Court
— Amalgamation of Jg. Glass Limited with the Company
6. Sanctioned Scheme of Board for Industrial and Financial Reconstruction (BIFR)
— Amalgamation of Sewa Papers Limited with the Company
7. Order of the Board for Industrial and Financial Reconstruction (BIFR)
— Amalgamation Scheme of Modern Stramit (India) Ltd. with the Company.
8. Orders of the High Court of Bombay, Nagpur Bench and High Court at Calcutta
— Scheme of Arrangement and Reconstruction of Ballarpur Industries Limited and Janpath Investments & Holdings Ltd.
9. Order of the High Court of Mumbai, Nagpur Bench on Company's Petition No. 1 of 1999
— Scheme of Arrangement and Reorganization between Ballarpur Industries Limited, APR Ltd. and APR Packaging Ltd.
10. Order of High Court of Mumbai, Nagpur Bench on Company's Petition No. 2 of 2003
— Scheme of Arrangement and Amalgamation between Ballarpur Industries Limited and Bilt Graphic Paper Limited
11. Order of High Court of Mumbai, Nagpur Bench on Company's Petition No. 3 of 2006
— Scheme of Arrangement and Amalgamation between Ballarpur Industries Limited and APR Packaging Limited
12. Order of High Court of Mumbai, Nagpur Bench on Company's Petition No. 5 of 2006
— Scheme of Arrangement and Demerger between Ballarpur Industries Limited, BILT Power Limited and Janpath Investments and Holdings Limited
13. Order of High Court of Bombay, Nagpur Bench on Company's Petition No. 12 of 2007
— Scheme of Arrangement and Reorganisation between Ballarpur Industries Limited and Bilt Graphic Paper Products Limited

Note: Copies of these orders have been placed after the Articles of Association

