



**NOTICE TO MEMBERS**

NOTICE is hereby given that the Twenty Fifth Annual General Meeting of the Members of SAFFRON INDUSTRIES LIMITED will be held on Saturday, the 15<sup>th</sup> Day of September, 2018 at 11.00 A.M. at Nava-Bharat Bhavan, Chhatrapati Square, Wardha Road, Nagpur - 440 015, to transact the following business :

**ORDINARY BUSINESS:**

**ITEM NO. 1:**

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March 2018 and the Reports of the Board of Directors and Auditors thereon.

**ITEM NO. 2**

To appoint a Director in place of Shri Vinod Maheshwari (holding DIN-00340953) who retires by rotation and being eligible offers himself for re-appointment.

**ITEM NO. 3:**

To ratify the appointment of auditors of the Company, and to fix their remuneration and to pass the following resolution as an ordinary resolution thereof:

“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions of Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 made there under the appointment of M/s. Utsav Sumit Associates, Chartered Accountants, Nagpur, (Firm Registration No.-0165514C) as the Statutory Auditors of the Company to hold office till the conclusion of the 29<sup>th</sup> Annual General Meeting to be held in the calendar year 2022 be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending 31<sup>st</sup> March, 2019 as may be determined by the audit committee in consultation with the auditors.”

**SPECIAL BUSINESS:**

**ITEM NO. 4:**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Achalla Srinivas (holding DIN 08053090), who was appointed as an Additional Independent Director with effect from 14 February 2018 and who holds office of Director up to the date of this Annual General Meeting pursuant to the provisions of Section 161 of the Companies Act, 2013, read with Articles of Association of the Company and in respect of whom the Company has received a notice in



writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five (5) consecutive years up to 13 February 2023.”

**ITEM NO. 5:**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the shareholders of the Company be and is hereby accorded, subject to the approval of the Registrar of Companies, Mumbai, to append Clause III (A) (1) (a) AND Clause III (A) (1) (b) of the Memorandum of Association of Company:

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, Mr. Vinod Maheshwari, Chairman and/or Mr. Manoj Sinha, Executive Director of the Company be and are hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies, Mumbai.”

**By Order of the Board,**

**Sd/-**

**Place: Nagpur**  
**Dated: August 09, 2018**

**Saurabh Somani**  
**Company Secretary**



**NOTES:**

i) The Register of Members and the Share Transfer Books of the Company will remain closed from Monday, 10<sup>th</sup> September, 2018 to Saturday, 15<sup>th</sup> September, 2018 (both days inclusive)

ii) A MEMBER OF THE COMPANY ENTITLED TO ATTEND AND VOTE AT THE SAID MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

**A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**

Proxy Form/s, in order to be effective, must be received at the Registered Office of the Company at Nagpur, not later than 48 hours before the time fixed for the meeting.

Proxies shall not have any right to speak at the meeting.

iii) The statement pursuant to section 102 of the Companies Act, 2013 and Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 setting out, of material facts concerning each item of business specified above is annexed hereto.

iv) Electronic copy of the Annual Report and the Notice of the Annual General Meeting of the Company together with the attendance slip and Proxy Form are being sent to all the members whose email IDs are registered with the Company/Registrar and Share Transfer Agent (RTA) of the company/ Depository Participants. For members who have not registered their email address with the Company/ RTA of the company /Depository Participants, physical copies of the above documents are being sent in the permitted mode.

v) Members, who hold shares in physical form, are requested to advise the Company immediately of any change in their addresses.

vi) Members, who hold shares in electronic form, are requested to intimate details regarding change of address, etc. to the Depository Participants, where they have their Demat accounts.

vii) Members may avail of the facility of dematerialisation by opening Demat accounts with the Depository Participants of either National Securities Depository Limited or Central Depository Services (India) Limited and get equity share certificates held by them dematerialised.

viii) The Members/Proxies should bring the Attendance Slip sent herewith duly filled in for attending the Meeting. The Members holding shares in dematerialized form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their folio number in the attendance slip for attending the meeting.

ix) Since the securities of the Company are compulsorily tradable in electronic form, to ensure better investor service and elimination of risk of holding securities in physical form, it is requested that the members holding shares in physical form to get their shares dematerialized at the earliest.



x) In case members wish to ask for any information about accounts or operations of the Company, they are requested to send their queries in writing at least 7 days before the date of the meeting, so that the information can be made available at the time of the meeting.

xi) Members having multiple folios are requested to intimate to the Company such folios to enable the Company to consolidate all shareholdings into one folio.

xii) Members are requested to bring their copy of the Annual Report for the meeting.

xiii) Members may note that the Notice of the Annual General Meeting and the Annual Report will be available on the Company's website [www.saffronindustries.in](http://www.saffronindustries.in). The physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal working days. Members are also entitled to receive the physical copy upon making specific request.

xiv) As per the provisions of Companies act, 2013, nomination facility is available for members. The nomination forms can be obtained from the Company's Share Transfer Agents by the members holding share in physical form, in respect of members holding shares in electronic form the forms may be obtained from the Depository Participants with whom they are maintaining their demat account.

xv) Members are requested to make all correspondence relating to share transfer (both in Physical & Demat form) to our Share Transfer Agent, M/s. Adroit Corporate Services Pvt. Ltd., 19, Jaferbhoy Industrial Estate, 1<sup>st</sup> Floor, Makwana Road, Marol Naka, Mumbai – 400 059.

**xvi) Green Initiative in the Corporate Governance - Registration of email address**

The members are requested to register email address with the Depository Participant / the Registrar and Share Transfer Agent of the Company, i.e. Adroit Corporate Services Private Limited, as the case may be, for service of documents.

**Voting through electronic means**

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to the Members the facility to exercise their right to vote on resolutions proposed to be considered at the 25<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).

The facility for voting through ballot paper shall be made available at the AGM to the Members attending the meeting. The Members, who have not cast their vote by remote e-voting, shall be able to exercise their right to vote at the meeting through ballot paper.

- (i) The voting period begins on 12<sup>th</sup> September, 2018 (9 a.m.) and ends on 14<sup>th</sup> September, 2018 (5 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 8<sup>th</sup> September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).



- (iii) Click on Shareholders / Members
- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the Saffron Industries Limited on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.



- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

#### **General Instructions for e-voting:**

- You can update your mobile number and e-mail id in the user profile details of the folio, which may be used for sending future communication(s).
- The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 8<sup>th</sup> September, 2018.
- Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 8<sup>th</sup> September, 2018 may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) However, if you are already registered with CDSL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details / Password” option available on [www.evotingindia.com](http://www.evotingindia.com)



- A member may participate in the AGM EVSN after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only, shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- Mr. Vaibhav Netke, Practicing Company Secretary (Membership No. A38174 and CP No. 19556), 532/A, Hanuman Nagar, Near Bharat Yatra Travel Point, Nagpur 440009, e-mail: [cs.vaibhavjain34@gmail.com](mailto:cs.vaibhavjain34@gmail.com), has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of ballot paper for all those members, who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.saffronindustries.in](http://www.saffronindustries.in) and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
- As per the provisions of Section 20 of the Companies Act, 2013, a member may request for any document through a particular mode, for which the member shall pay such fees as may be determined by the Company in its annual general meeting. Since the cost of providing, dispatching documents may vary according to the mode of service, weight, its destination, etc., therefore it is proposed that estimated actual expense, charges borne by the Company for such dispatch will be paid in advance by the member to the company.

**By Order of the Board,**

**Sd/-**

**Place: Nagpur**  
**Dated: August 09, 2018**

**Saurabh Somani**  
**Company Secretary**



**STATEMENT ANNEXED TO THE NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND REGULATION 26 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**Item No. 2 of the Notice**

**Mr. Vinod Maheshwari**

Mr. Vinod Maheshwari, aged about 78 years is a dynamic & intelligent Industrialist possessing rich experience of over 45 years in the Newspaper Industry. He is the Chairman of Saffron Industries Ltd.

Mr. Vinod Maheshwari is also Managing Editor of “Nava Bharat” the renowned Hindi Daily Newspaper covering three major states namely Maharashtra, Madhya Pradesh & Chhattisgarh. The activities related to printing & publishing of Newspaper “Nava Bharat” for Nagpur & Mumbai editions are handled by him.

He was appointed as a Director of the Company on 20<sup>th</sup> April, 1993.

He is a Member of the Audit Committee, the Stakeholders Relationship Committee, and the Nomination and Remuneration Committee.

**Other Directorships**

<b>Sr. No.</b>	<b>Directorships</b>
1	NAVA-BHARAT PRESS LIMITED
2	NAVABHARAT INFRAVENTURES LIMITED
3	NAVABHARAT NEWS MEDIA LIMITED
4	NAVA BHARAT PRESS (NAGPUR) PVT LTD
5	NAVABHARAT REAL ESTATE PRIVATE LIMITED
6	MADHYADESH REALTY AND FINANCE PRIVATE LIMITED
7	MADHYADESH PUBLICATIONS PRIVATE LIMITED
8	MADHYADESH HOLDINGS PRIVATE LIMITED
9	MADHYADESH PRESS PRIVATE LIMITED
10	BIONOVA PAPER-CRAFTS PRIVATE LIMITED

He does not hold any committee positions in the other Companies

He is not related to any Director on the Board of Directors of the Company.

He holds 17,85,800 equity shares (24.85 %) in the Company.

Mr. Vinod Maheshwari retires by rotation, and being eligible, offers himself for reappointment.

Mr. Vinod Maheshwari may be deemed to be concerned or interested, financially or otherwise, in the resolution to the extent of his shareholding.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set out in Item No. 2 of the Notice.





The Board recommends the ordinary resolution as set out at Item No. 2 of the Notice for approval by the members.

**Item No. 4 of the Notice**

**Mr. Achalla Srinivas**

Mr. Achalla Srinivas, aged about 42 years is a commerce graduate from the University of Mumbai & also pursued MBA (HR) from K.J. Somaiya College, Mumbai. He has a vast experience of 21 years in handling various areas of Print Media including Advertisement, Branding, Circulation, Production, Inventory Management and Operational Activities.

He was appointed as the Additional Independent Director of the Company on 14<sup>h</sup> February, 2018.

He is a Member of the Audit Committee, the Stakeholders Relationship Committee, and the Nomination and Remuneration Committee.

He does not hold any directorship in the other companies.

He is not liable to retire by rotation being an Independent Director.

He does not hold any committee positions in the other Companies

He is not related to any Director on the Board of Directors of the Company.

He does not hold any equity shares of the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set out in Item No. 4 of the Notice.

The Board recommends the ordinary resolution as set out at Item No. 4 of the Notice for approval by the members.

**Item No. 5 of the Notice**

**Alteration in Memorandum of Association of the Company**

In the present situation paper industry is booming and accordingly its impact on the Company is expected to be positive. Since the paper industry is on growth path the Company will be capitalizing the situation and will be focusing on the business growth.

Considering the Company's strength it is proposed to diversify into profit making ventures which may turn around the Company's financial condition in its favor.

Accordingly it is proposed to enter into the business of land & real estate development.

Further the Company has a good amount of freehold land which is at prime location and has good transport connectivity along with top class amenities which can be utilized for development of residential township purpose.



Developing the land as mentioned above has good scope as people nowadays are investing in this kind of projects.

Since we will be focused in providing the well equipped property with top class amenities at very compatible prices, it will attract the investors at large which will result in makeover of the Company as profit making company.

In this regard amending and appending Clause III (A) (1) (a) AND Clause III (A) (1) (b) of Memorandum of Association of the Company is required as below:

**THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**

- Amendment and appending Clause III (A) (1) (a) of Memorandum of Association i.e. Main Object Clause of the Company as below:

1. To carry on business of manufacture, process, sell, import, export or otherwise deal in all kinds and classes of papers, board, corrugated board, pulp including writing paper, printing paper, news paper, wrapping paper, filter paper, antique paper, cloth line paper azure laid and wove paper, kraft paper, chemically treated paper, duplex paper and triplex board, hard board, waste paper and all kinds of article for manufacturing of which in any form paper, boards or pulp is used.

2. To carry on in India or abroad the business to promote, buy, acquire, sell, lease, exchange, hire, give on relit, to let, mortgage or otherwise dispose-off housing project, builders, promoters, engineers, real estate consultants, designers, contractors and developers of lands, orchards, farm houses, flats, buildings, dwelling houses, shops, offices, structures, industrial estates, godowns, sheds, factories, bungalows, chawls, housing colonies, multiplex, complex and to let out land and other immovable property and to purchase, take on lease or otherwise acquire and hold any land or lands or properties or buildings of any tenure or description wherever situate, or rights or interests therein or connected therewith and to construct, re-construct, pull down, alter, improve, decorate, and furnish and maintain flats, maisonette, dwelling houses, shops, offices, buildings, godowns, industrial estates, works and conveniences of all kinds and to lay out roads, pleasure and recreation grounds, make plantation, drain or otherwise improve the land or any part thereof and to manage, sale or let-out the same or any part thereof for any period whether belonging to the Company or not and at such rent and on such conditions as the Company shall think fit and to collect rents and income thereof.

3. To undertake, manage, deal, build, construct, erect, demolish, improve, maintain, alter, enlarge or carry out any other work in connection with any building or buildings, scheme, infrastructure projects, projects under BOT scheme, roads, highways, docks, ships, sewers, bridges, canals, wells, springs, dams, gas electric light, telephonic, telegraphic, and power supply works or any other structural work and for such purpose to prepare estimates, designs, plans, specifications or models

**MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) (1) (a) ARE:**

- Amendment and appending Clause III (A) (1) (b) of Memorandum of Association of the Company as below:

4. To purchase, acquire, build, construct, cultivate, take on lease or otherwise deal in and hold any land, freehold or leasehold land, building, property, premises, shops, workshop, factory, shed, godowns, estate or buildings or properties, hereditaments or real estates of any tenure or description wherever situate, or rights or interests therein or connected therewith to construct, reconstruct,



pull down, alter, improve, decorate and furnish and maintain to lay out roads and to plant, drain or otherwise improve the land or any part thereof or producing, cultivating, growing timber, bamboos or other wood for manufacturing of pulp & paper and to manage, or let the same or any part thereof for any period whether belonging to the Company or not, and at such rent and on such conditions as the Company shall think fit, to collect rents and income thereof and to purchase, lease, construct, built, maintain, hold or otherwise acquire or provide in any place in which any part of the business of the company may from time to time be carried on.

5. To acquire, equip, run and maintain sales and service offices, development centers, data center, site, showrooms, warehouses, stores and to appoint services and sales engineers, sales representatives, maintenance engineers, onsite and off site operators, employees and staff for the business of the company

6. To procure, import, repair, service, assemble, process, install, buy, sell, trade and deal in all kinds of raw materials, consumables parts, equipments, accessories, machineries, tools required for the business of the Company.

7. To act as consultant engineers, contractors, maintenance & labour contractors and to carry on liaison work on retainer-ship basis either in India or in abroad and to render all services and to act as commission agent for the purpose of business of the Company.

8. To carry on the business as manufacturers, importers, exporters, dealers, processors, stockiest, agent, contractors, distributors, buyers or sellers of packages, containers, cans, drums, begs, boxes, wrappers, tape films, sheets, and other packing material made of paper, card-board, corrugated sheets, cloth, plywood, metals, plastic, PVC, or other synthetic, chemical, fibers or natural products..

9. To open an account or accounts with any Bank or Bankers and to pay in to and withdraw money from such account or accounts.

10. To acquire, undertake, use, invent, design, supply, improve, manage, develop, administer, sell, research, exchange, lease or dispose of technology, technical know-how, and turnkey projects connected with the business of the Company and to acquire, promote from any persons, firm or body corporate whether in India or elsewhere, technical information, processes, engineering, manufacturing and operating data, plans, layouts and blue prints useful for the design, erection and operation of plant required for the business of the Company and to acquire any grant or license or other rights and benefits.

11. To provide all types of consultancy and advisory services and reports thereon, preparing designs, estimation, evaluation and economic studies and technical feasibility study and furnishing of other services required to enable client's to consider the execution of all types of works.

12. To train or apply for training in India or abroad of any member or any of the Company's employees or Directors or any other candidate in interest of or for the furtherance of the Company's business.

13. To undertake, carry out, promote and sponsor rural development including any programme for promoting the social and economic welfare of or the uplift of the public in any rural area and to incur any expenditure on any programme or rural development and to assist execution and promotion thereof either directly or through any independent agency or in any other manner. Without prejudice to the generality of the foregoing "programme of rural development" shall also include any programme for promoting the social and economic welfare of or economic uplift of the public in any rural area likely to promote and assist rural development, and that the words, "rural



area" shall include such areas as may be regarded as rural areas under Section 35CC of the Income-tax Act, 1961 or any other law relating to rural development for the time being in force as rural areas and in order to implement any of the above mentioned objects or purposes, transfer without consideration or at such fair or concessional value and subject to the provisions of the Companies Act, divest the ownership of any property of the company to or in favour of any Public or Local body or authority or Central or State Governments or any public Institutions.

14. To undertake, carry out, promote and sponsor and assist any activity for the promotion and growth of national economy and for discharging social and moral responsibilities of the Company to the public or any section of the public as also any activity likely to promote national welfare or to undertake any activity of conversion of national resources or social, economic or moral uplift of the public or any section of the public and without prejudice to the generality of the foregoing and in such manner by such means from time to time to undertake, carry out, promote and sponsor any activity for publication of any books, literature, newspapers or for organizing lectures or seminars, likely to advance these objects or for giving merit awards, scholarships, loans or any other assistance to deserving students or other scholars or persons to enable them to pursue their studies or academic pursuits or researches or to take up establishments of any Medical Research Center, to collect information and advices on modern techniques for treatment of diseases for the benefit of rural areas either by itself or through any of the agencies and for establishing, conducting or assisting any institution, fund, trust having any one of the aforesaid objects as one of its objects by giving donations or otherwise in any other manner in order to implement any of the abovementioned objects or purposes, transfer without consideration or at fair or concessional value and subject to the provisions of Companies Act, divest the ownership of any property of the Company to or in favour of any Public or Local Body or Authority or Central or State Government or any Public Institutions.

15. To carry on the business of manufacturing, marketing, servicing and leasing computers word processors and other microprocessors based system as well as the manufacture of software programmes for use with any of the above mentioned items.

16. To carry on business as dealers in timber and timber products, hardboards, plywood's, sunmicas and to act as saw mill proprietors and wood cutters and processors.

17. To carry on the business of manufacturers of and dealers in containers, boxes, packing's, packages, wrappings, wrappers and receptacles of all kinds made from paper and boards, including cardboards and plywood's, plastic, plastic materials, metal, alloy glass, veneers and other materials of all kinds, whether synthetic or not, for trade and industries of every description

18. To carry on a general business of providing comparative information about the characteristics, interest and other attributes of individuals, communities, organization, countries, or other social units and of any articles or commodities, or economic trends or person whatsoever. To design, invent, prepare, own, make use of, lease, sell or otherwise dispose of and generally, to deal in and with computers data processing machines, types, cards, memory equipment or any other equipment and materials of every kind and description useful in connection with forgoing business. To license or otherwise authorize others to engage in the foregoing and to engage in general research and development in areas related to or involving foregoing.

19. To apply for tender, purchase or otherwise acquire any contract, benefits or any concession for or in relation to the construction, execution, carrying out of equipments, improvements, management and administration of any assets or properties whether belonging to the Company or not and to undertake, execute, carryout, dispose off or otherwise turn into account the same.

20. To enter into partnership or into any arrangements for sharing profits, union of interests, co-operation, joint venture, reciprocal concession or otherwise with any person, firm or company



carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorized to carry on.

21. To amalgamate, reconstruct (internal or external), restructure, merge, de-merge, spin off, enter into any partnership or partially amalgamate with or acquire an interest in the business of any other company, person or firm, or enter into any arrangement for sharing profits, or for co-operation or for limiting competition, or for mutual assistance, with any such person, firm or company, or to acquire and carry on any other business (whether manufacturing or otherwise) auxiliary to the business of the Company or connected therewith or which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property or activities and to give or accept by way of consideration for any of the acts or things aforesaid, or property acquired, any shares, debentures, debenture-stock, securities, cash or any other property or assets, by whatever name called, that may be agreed upon and to hold and retain or sell, mortgage and deal with any shares, debentures, debenture-stock, securities, cash or other assets or property so received.

22. To acquire, takeover, manage and undertake the whole or any part of the business, property and liabilities of any person, firm or body corporate carrying on or proposing to carry on any business which the Company is authorized to carry on or possessed of property suitable for the purposes of the Company, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.

23. To sublet all or any contract relating to business of the Company from time to time and upon such terms and conditions as may be expedient.

24. To adopt such means of making known the products of the company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of book and periodicals and by granting prizes, rewards and donations.

25. To apply for, purchase or acquire and obtain any patents, copyright, brevets invention, licenses, permissions, concessions, processes trademarks, brand names and the like conferring any exclusive or limited right either in point of times or otherwise to use the same, or any secret or other information as to any invention which may seem capable of being used for any purpose of the Company and to use, exercise, develop or grant licenses, in respect of or turn to account any patents, inventions, licenses, permissions, concessions, processes and the like, and the information so required and to adopt such means of making known the business of the Company as may seem expedient.

26. To borrow or raise or secure the payment of money or to receive money 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 debentures or debenture-stock convertible into shares of this or any other Company, or perpetual annuities and for security for any such money so borrowed, raised or received, or of any such debentures or debenture-stock so issued to mortgage, pledge or charge the whole or any part of the property, assets, or rEVSNue and profits of the Company present or future including its uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely or in trust, and to give the lenders power of sale and other powers as may seem expedient, and to purchase, redeem or pay off any such securities.

27. To mortgage, hypothecate, pledge, lease, sub lease and license all or any of the property whether movable or immovable of any description whatsoever and other valuable securities of the Company.

28. To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or Company to pay the same,



and to pay commissions to brokers and others for underwriting placing, selling or guaranteeing the subscription of any shares, Debentures, Debenture-stock or securities of the Company.

29. To distribute by way of bonus shares among the members or otherwise to apply, as the Company may from time to time think fit, any moneys, received by way of premium on shares for debentures issued at a premium by the Company and moneys arising from the sale by the Company of forfeited shares.

30. To acquire and secure membership, seat or privileges either in the name of the Company and its nominee in any association or institution in India or any part of the World dealing in the business of the Company as mentioned in the main Object Clause of this MOA and to acquire and hold shares, stocks, debentures, bonds, loans and other securities so far it relates to the Company's business.

31. To sell or dispose any of the undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for cash or for shares, debentures or securities of any other Company.

32. To advance money to such persons or firms or companies or body corporate and on such terms as may be deemed expedient, and in particular to customers and others having dealings with the Company and to guarantee the performance of contracts by any such persons.

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

34. To provide guarantee or security or surety or indemnity or collateral to any individual, bank, institution or any other organization on behalf of the company or on behalf of any individual or firm or company or organization and to secure and guarantee the performance or any contract or obligation.

35. To indemnify Officers, Directors, Agents, and servants of the Company against proceedings, costs, damages, claims and demands in respect of anything done, or ordered to be done by them for and in the interests of the Company, or for any loss, damages, or misfortune whatever, which shall happen in execution of the duties of their office or in relation thereto.

36. To enter into any arrangements with any Governments or authorities 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 objects, concessions and privileges which the Company may think fit desirable to obtain, and to exercise, carry out and comply with any such arrangements, rights and concessions.

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

38. To subscribe or contribute or to assist charitable, benevolent, philanthropic religious, scientific, national, public, political or any other institutions, objects or purposes or any exhibition and to undertake corporate social responsibility activities.

39. To create any reserve fund, sinking fund, or any other special fund whether for depreciation or for repairing, improving extending or maintaining, any of the property of the Company or for purposes conducive to the interests of the Company.

40. To provide for the welfare of directors or Ex-Directors or employees or Ex-Employees of the Company and the wives, widows and families or the dependent or connections of such persons by



building or contributing to the building of houses or dwellings or quarters or by grants of money, pensions, gratuities, allowances, bonuses, profit-sharing bonuses or benefits or any other payment or by creating and from time to time subscribing or contributing to provident and other associations, institutions, funds, profit sharing or other schemes or trusts and by providing or subscribing or contributing towards places or institutions and creation of hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit and to subscribe or contribute or otherwise to assist or to guarantee money, to charitable, benevolent, religious, scientific, national, public or any other useful institution, objects or purposes, or for any exhibition.

41. To insure the company fully or partly against any losses, damages, risks, accidents and liabilities of all kinds which may effect to it whether in respect of its contracts, agreements, advances, securities, undertakings, properties, belongings, goods, profits, articles, guarantees and obligations or in respect of servants or employees of the company either by setting apart funds of the company or by effecting appropriate insurances from time to time.

42. To produce electricity necessary for the purpose of the business of the Company and to process or deal with all products, by-products, waste and residues resulting from or ancillary and incidental to such production.

43. To carry on all or any of the business of printers, stationers, lithographers, type foundry, stereotypers, electrotypers, photographic printers photo-lithographers, chrome-lithographers, photographers, engravers, die-scanners, book binders, advertisement agents and dealer in or manufacturing of any other articles or things or a character similar or analogous to the foregoing or any of them or connected therewith.

44. To carry on business of manufacturers of and dealers in all kinds of inks and printing inks, all raw materials required for the manufacture of all kinds of printing and allied inks and particularly pigments, varnishes, resins, oils, other intermediaries, extenders and driers.

45. To carry on business of printing, publishing and circulating or otherwise dealing in any daily, weekly, fortnightly or monthly newspaper or newspapers, magazines, periodicals, journals or other publications.

46. To carry on business of Investment Company and to buy, sell, underwrite, invest in, acquire, hold, deal in shares, stock, debentures, debenture-stock, bonds, obligations and securities issued or guaranteed by any Company constituted or carrying on business in India or elsewhere and shares, stock, debentures, debenture-stock, bonds, obligations and securities issued or guaranteed by an Government, State Dominions, Sovereign Rulers, commissioners, public body or authority, supreme municipal, local or other body, firm or person whether in India or elsewhere and also invest in, buy and sell bullion precious metal, precious stones, real estate, whether in India or elsewhere.

47. To undertake and execute any contract for supply, erection, designing and fabrication of all kinds of paper machinery, equipment, supply of technical know-how in relation to any of the above objects and to carry on any ancillary or other works comprised of any such contracts

**By Order of the Board,**

**Place: Nagpur  
Dated: August 09, 2018**

**Saurabh Somani  
Company Secretary**