

**MEMORANDUM OF ASSOCIATION OF
THE SOUTH INDIA PAPER MILLS LIMITED, MYSORE**

- I *The name of the company is "The South India Paper Mills Limited, Mysore.* *Name of the Company*
II *The Registered Office of the Company is established in the State of Mysore.* *Registered Office*
III *The objects for which the company is established are the following :* *Objects of the Company*

1. To Manufacture from raw materials such as waste paper, straw, grass, rags, husks, jute, bamboo, wood and pulp, etc. mill board, straw board, grey board, card board, M.G. board, corrugated boards and boards of all varieties and writing papers, news print, art papers, wrapping papers, cellophane papers, kraft papers, tissue papers, carbon papers and all other varieties of papers.
2. To manufacture card board boxes, cartons and containers of all varieties, description and sizes and any kind of products using different kinds of boards or papers or as a raw material.
3. To deal in all machineries required in the manufacture of boards and papers and used in the plants for chemical and process industries.
4. To manufacture filling and scrapping machines, drilling, reaming and tool grinding machines, screw cutting and milling machines, gear cutting and thread milling machines, planing and shaping machines, flumes, forges rolling mills, punch presses, are and other kinds of welding machines and all kinds of machine tools.
5. To carry on the business of iron founders, chemical and mechanical engineers, manufacturers of machinery and implements of all kinds, tool makers, brass founders, metal workers, boiler makers, mill wrights, iron and steel convertes, smiths, wood workers, builders, painters, metal-lurgists, electrical engineers, water works engineers, gas generators, farmers, printers, carriers and merchants and to buy to sell, manufacture, repair, convert, alter, let on hire and deal in machinery implements, rolling stock and hardware of all kinds and to carryt on any other business which may seem to the Company capable of being conveniently carried on in connection with the above or otherwise calculated directly or indirectly to enhance the value of any of the Company's property and rights for the time being.
6. To buy, repair, alter and deal in apparatous machinery materials and articles of all kinds which shall be capable of being used for the purposes of any business herein mentioned or likely to be required by customers of any such business.
7. To refine, store, sell, import and generally deel in ferrous and non-ferrous metals such as iron and steel, lead, copper silver, gold alluminium, platinum, antimony, zinc, manganese and other allied materials from their ores or metalling scrap by electrolysis or by any other scientific methods suitable for the purposes.
8. To manufacture salt from sea water by solar or artificial evaporation and by any other suitable process and to manufacture from salt, table salt and all the by products from bittern such as magnesium sulphate, magnesium chloride, calcium chloride, calcium sulphate, bromine from sea water and such other chemicals, the raw material of which is salt or sea water.
9. To carry on the business of water proofers and manufacturers of India Rubber, leather, imitation leather, leather cloth, plastics, oil cloth, linolium, tarpaulins, hospitals sheetings and surgical bandages.
10. To carry on all or any other business of engineers, iron, brass, copper and other metal founders, tool makers, sheet tube pipe and tank manufacures moulders metallurgists and metal workers, fitters and mill wrights.
11. To sell, resell, exchange and repurchase, mortgage or let out on lease for any term of years or hire any land, buildings, plant machinery, factories or premises-belonging to the Company, or which may be deemed necessary or convenient for the purpose of the Company's business in parts or in whole as may be thought desirable, also any patent or licence for the user of any invention, instrument or appliance, or for the exercise of any method or process useful for the Company's business, and generally to do and per form all such other acts and things as may be incidental or conducive to the attainment of all or any of the above objects or as may be considered by the Directors, Secrataries and Treasurers to be for the interest of the shareholders, and also, but as a secondary object, to apply the steam power of the steam engines of the Company to other purposes unconnected with the above mentioned objects

and for the attainment of such last mentioned objects, to do all such acts and things as may be requisite, necessary or expedient.

Sub clause 11A inserted vide special resolution passed at the 35th Annual General Meeting held on 24-9-94 and confirmed by Company Law Board Order dated 22nd June, 1995 :

- 11A. To carry on the business of generation, generation and distribution of electric power whether conventional or non-conventional or by renewable energy sources and for that purpose, to set up wind turbines, steam turbines, gas turbines, hydel power stations, nuclear power stations, bio-gas plant and bio-gas engines, solar power generating systems and such other apparatuses, equipment, machineries, instruments, transmission lines and other devices as may be necessary for the purpose.
12. To borrow or raise moneys or loans for the purposes of the Company by promissory notes bills of exchange, hundies or other negotiable or transferable instruments or by mortgage or debentures or be debenture-stock, perpetual or otherwise charged on 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 upon such terms as the directors may deem expedient or in such manner as may be deemed expedient, to make advances upon or for the purchase of raw materials goods, machinery stores and other articles required for the purposes of the Company.
 13. To purchase or acquire the good will or any interest in any mill or business of a similar nature or kindred character to or with those of the Company and to amalgamate in whole or in part or effect any other arrangements with any other Company or Companies, firm or firms, or person or persons, or to act in conjunction with or to unite and amalgamate with or create or constitute or assist in creating or constituting any other Company or Association of a kind similar, wholly or particularly to this Company, and to buy up or absorb all or any part of the business or the property of any such Company or Association or to buy on commission any other concern.
 14. To acquire and undertake the whole or any of the business property and liabilities of any person or company or any business which the Company is authorised to carry on or be possessed of property suitable for the purposes of this Company.
 15. To search for and purchase or otherwise acquire from any Government, State or Authority and concession, grants decree rights, powers and privileges whatsoever which may seem to the Company capable of being turned to account.
 16. To amalgamate with or buy up any other Company which has got objects similar to those of this Company or any of them and which may seem directly or indirectly calculated to benefit this Company and to purchase or otherwise acquire or hold shares in any other company having objects altogether or in part similar to those of the Company.
 17. To enter in to partnership or in to arrangement for sharing profits, union of interests, co-operation, joint adventure reciprocal concession or otherwise with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction capable of being conducted so as directly or indirectly to benefit this Company.
 18. To act as contractors or sub-contractors to any State or Central Government, State or other Railways, Port Trusts Munciple Corporations or Municipalities or District Local Boards, Civil and Military Authorities and any other person, firm or corporation for any purposes whatsoever and to guarantee the performance of any contracts.
 19. To enter in to arrangement with any Government, Railway Munciple or Local Authorities or other persons or firms which may seem conducive to the attainment of any of the Company's objects and to obtain from any such Government, Railway, Munciple or Local Authority or other persons or firms any rights privileges and concessions which the company may think beneficial to obtain and to carry out, exercise or comply with any such arrangements, rights, privileges and concessions for the benefit of the Company.
 20. To purchase or by any other means acquire and protect, prolong and renew any trade mark, patents, patent rights, brevets d'inventions, protections and concessions which may appear likely to be advantageous or useful to the Company and to use and turn to account and to manufacture under and grant licenses and privileges in respect of the same and to spend money in experimenting upon and testing and improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
 21. To carry on any other trade and business which may seem to the Company of being conveniently carried on inconnection with any of the Company's objects or calculated directly or indirectly to enhance the value or render profitable any of the Company's property or rights or which it may be advisable to undertake with a view to improving, developing rendering valuable or turning to account any property moveable or immovable belonging to the company or in which the company or in which the Company may be interested.
 22. To apply for tender, purchase or otherwise acquire any contracts, sub-contracts, licence and concessions for or in relating to the objects or businesses herein mentioned or any of them and to undertake, execute, carryout, dispose of or otherwise turn to account the same.

23. To establish, provide maintain and conduct or other, wise subsidise research laboratories and experimental workshops for scientific and technical research and carry on scientific and technical researches, experiments and tests of all kinds.
24. To take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of this Company or carrying on any business capable or being conducted so as directly or indirectly to benefit this Company.
25. To provide for the welfare of the employees or ex-employees of the Company and the wives and families or the dependents or connections of such persons by building or contributing to the buildings of houses, dwellings or chawls or by other payments or by creating and from time to time subscribing or contributing to provident or other associations, institutions, funds or trusts and by providing or subscribing or contributing towards places of instructions and recreation, hospitals and dispensaries medical and other attendance and assistance as the Company shall think fit.
26. To subscribe or contribute or otherwise to assist or to pay money or to guarantee money to political, charitable, benevolent, religious, educational, scientific, national, or other institutions or company and objects calculated to benefit the Company or persons having dealings with the Company or which shall have any moral or other claim to support or aid by the Company either by reason of locality or operations or of public and general utility or otherwise.
27. 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.
28. To pay commission to or remunerate any person, whether officer of the Company or not, 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 other securities of the company or in or about the formation or promotion of the Company of the conduct of its business.
29. To lend money to such persons or companies and on such terms as may seem expedient and in particular to customers and others having dealing with the Company and to guarantee the performance of contracts by any such person or companies.
30. To sell or dispose of the property or 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 objects altogether or in part similar to those of the Company.
31. To develop and turn to account any land acquired by the Company or in which it is interested and in particular by laying out and preparing the same for building purposes constructing, altering, pulling down, decorating, maintaining, fitting up and improving buildings and by planting, paving, draining, farming, cultivating and letting on building lease or building agreements and by arrangements of all kinds with builders and others.
32. To draw, make, accept, endorse, discount, execute, and issue promissory notices, bills of exchange, bills of lading, warrants debentures and other negotiable or transferable instruments.
33. To sell improve, manage, develop, exchange, lease mortgage, enfranchise, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.
34. To buy, sell, let on hire, repair, alter and deal in machinery, component parts, accessories and fittings of all kinds.
35. To pay for any properties or rights acquired by the Company whether in case or fully paid up shares or partly in one mode and partly in the other and generally on such terms as the Company deems fit.
36. To sub-let all or any contracts from time to time and upon such terms and conditions as may be thought expedient.
37. To erect, construct, enlarge, alter or maintain buildings and structures of every kind necessary or convenient for the Company's business.
38. To construct, maintain and alter any buildings or works necessary or convenient for the purpose of the Company.
39. To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time to determined.
40. To give any donations to any charitable or other institution, or to political bodies.
41. To distribute any of the property of the Company in specie among the members.

42. To contribute to any fund for the benefit of any of the Company's employees or ex-employees.
43. To do all such other things as are incidental or conducive to the attainment of the above objects.
44. 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 alone or in conjunction with others.
45. And it is hereby declared that the word "Company" in this clause shall be deemed to include any partnership or other body of persons whether incorporated or not incorporated and whether domiciled in the Union of India or elsewhere and the intention is that the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be independent main objects and shall be in nowise limited or restricted by reference to or reference from the terms of any other paragraph or the name of the Company.
46. The objects set forth in any sub-clause of this clause shall not except when the context expressly so require be in anywise limited or restricted by reference to or inference from the terms of any other sub-clause or by the name of the company. None of such sub-clauses of the objects herein specified or the powers hereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause to this clause but shall have full power to exercise all or any of the powers conferred by any part of this clause in any part of the world and notwithstanding that the business undertaking, property or acts purposed to be transacted, acquired, dealt with or performed do not fall within the objects of the first sub-clause of this clause.

Liability of members IV The liability of the members in limited

Capital Clause V altered vide special resolution passed at the Extra Ordinary General Meeting of the Company held on 27th August, 2010

Capital The authorized capital of the Company is Rs.20,00,00,000 divided into 2,00,00,000 equity shares of Rs.10 each with power to increase or reduce the capital and to attach thereto, such rights, privileges and conditions and restrictions and to vary and modify such rights, privileges, or conditions whether in respect of voting rights, privileges, or otherwise and generally all such terms shall be determined by or under the regulation of the Company

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

Name, Address, Description and occupation of Subscribers	Number of shares taken by each Subscriber (face value Rs. 1,250 Each)	Signature of the subscribers
1. Raojibhai M. Patel, Merchant, Moti Khadki, Bhadran, (Bombay State) : Also at 878, Lakshimpuram, Mysore.	20	
2. Madhubhai K. Patel, 878, Lakshmpuram, Mysore	10	

Mysore, dated this 20th day of May 1959.
Witness to the above signatures.

C. NAGAPPA, B.A., L.L.B.

Advocate and Legal Advisor to the Company
307, Lakshmvilas Road, Mysore.