

(THE COMPANIES ACT, 2013)

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

B & A PACKAGING INDIA LIMITED

- I. The name of the Company is B & A Packaging India Limited.
- II. The Registered Office of the Company will be situated in the State of Odisha.
- III. The objects for which the Company is established are:
 - A. Main Objects to be pursued by the Company on its incorporation:**
 1. To carry on business as manufacturers, producers, dealers/ purchasers, sellers, processors, importers, exporters, stockists, agents, brokers, traders and retailers of all kinds of paper sacks and paper bags with or without lamination.
 2. To carry on the business of manufacturing, selling, dealing in, buying, exchanging all types of multiwall paper sacks, with or without lamination, of both the sewn and pasted valve types, corrugated packing boxes, woven sacks with or without lamination, poly lined and laminated jute sacks, bituminous jute sacks and/or other packing materials or all sorts including those of paper polythene plastics synthetics, aluminium, iron and steel, copper, brass and/or any other ferrous or non-ferrous metals and/or plastics, synthetic and/or alloys thereof.
 3. To carry on the business of paper & plastics merchants either as buyers, sellers, exporters, packagers, as also to deal in and with paper and plastics of all kinds, types and descriptions.
 4. To carry on the business of buyers, wholesalers, retailers, traders and commission agents of paper and plastics and products and to own auction houses, sales depot, storehouses, warehouses exclusively for paper and plastics.
 5. To acquire either by purchase or on lease or by amalgamation or by partnership or otherwise paper mills, forests, garden land, factories, processing centre, distribution centre, packaging centre, warehouses etc. for paper and plastics and allied products.
 6. To carry on in India or outside India the business of cultivation, manufacturing, trading, buying, selling, import and export of any kind of tea and coffee.
 7. To invest funds singly or jointly with group/other companies including holding company for acquisition and running of tea estates in India or outside India.
 8. To establish, conduct, manage and carry on as a going concern business of Resorts, Clubs, Holiday Camps, Apartment Houses, Hotels, Restaurants, Refreshment and Tea Rooms for the purpose of selling, marketing, warehousing, blending and packaging of all types of teas and other beverage items.
 9. To export/import paper and plastics to/from all countries as may be permitted under any law in any forms.

B. Matters which are necessary for furtherance of the Objects specified In Clause III (A) are -

1. To acquire from time to time and to manufacture and deal in all such stock-in-trade, plant and machinery, goods, chattels and effects as may be necessary or convenient for any business for the time being carried on by the company.
2. To invest and deal with any money of the Company in such investments, as the company may deem fit and to hold, sell or otherwise deal with such investments.
3. To lend and advance money, either with or without security and give credit to such persons and re-open such terms and conditions as the company may think fit.
4. To open one or more accounts of any kind with any bank or banks and to draw, make, accept, endorse, discount, execute and issue cheques, promissory notes, hundies, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
5. To guarantee the performance of any contract or obligations of and the payment of money unsecured or unsecured of or dividends or interest or any stock, shares or securities of any company, corporation, firm or person as the company may think fit for attainment of the main objects of the Company, but the Company shall not carry on the business of Banking as defined under the Banking Regulation Act. 1949.
6. To subscribe for purchase or otherwise acquire and sell, dispose of exchange, hold and deal in shares, bonds, debentures, debenture stocks, public securities or other securities issued by any authority, Central, State, Municipal, Local or otherwise.
7. To advance, deposit or lend money, securities and property (not amounting to the business of banking as defined under the Banking Regulation Act, 1949) to or with such persons, firms or body corporates as the Company thinks fit and in particular to customers and others having dealings with the Company and on such terms as seem expedient and to discount buy, sell and deal in bills, notes, warrants, coupons and other negotiable or transferable securities or documents and to guarantee the performance of any contract by any such persons.
8. To guarantee the payment of money secured by or payable under or in respect of bonds, debentures, debenture-stocks, contracts, mortgages, charges obligations and other securities of any Company or of any authority Central, State, Municipal, local or otherwise or of any person howsoever, whether incorporated or not incorporated and generally to transact all kinds of guarantee business and to further transact trust and agency business for furtherance of main objects of the Company, but the Company shall not carry on the business of Banking as defined under the Banking Regulation Act, 1949.
9. Subject to the provisions of the Companies Act, 1956/ 2013 and the Rules framed thereunder and the directions of Reserve Bank of India issued from time to time to receive money, securities, valuables of all kinds on loan or deposit or safe custody (not amounting to the business of banking as defined under the Banking Regulation Act, 1949) & to borrow or raise money in such manner as the Company shall think fit and in particular by issue or debentures and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon an or any of the Company's property (both present and future), including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or body corporate of any obligation undertaken by the Company or any other person or Company, as the case may be.
10. To build, construct, alter, enlarge, remove, pull down, replace, maintain, improve, develop, work, control and/or manage any building, offices, factories, mills, ships,

machinery engines, waterwork, gasworks, bridges, wharves, reservoirs, roads, tramways, railways, branches, or siding, electric power, heat and light, supply works, telephone works, hotels, clubs, restaurants, baths, places of worship, places of amusement, pleasure grounds, parks, gardens, reading rooms, stores, shops, dairies and other works and conveniences, which the Company may think directly or indirectly conducive to its main objects or which may advance the interest of the Company and to contribute or otherwise assist or take part in the construction, maintenance, developments, working control and management thereof and to join any other person or Company in doing any of these things.

11. To improve, manage, develop, grant rights, or privileges in respect or otherwise deal with all or any of the property and rights of the Company.
12. To vest any real or personal property rights or interest acquired by or belonging to the Company in any person or Company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.
13. To purchase, take on lease, exchange, hire or otherwise acquire any movable or immovable property and any rights or privileges which the Company may think necessary of convenience for the purpose of its business.
14. To apply for, purchase or otherwise acquire, protect and renew in any part of the world patents, licences, concessions, patent rights, trade marks, designs and the like conferring any exclusive or non-exclusive or limited right to their use, any secret or other information regarding any invention or research which may seem capable of being used for any of purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, develop or grant licence in respect thereof or otherwise turn to account the rights or information so acquired and to expend money in experimenting upon testing or improving any such patent rights or inventions.
15. To acquire and undertake the whole or any part of the business property or liabilities of any, person, firm or body corporate carrying on or proposing to carry on any business which the Company is authorised to carry on or having 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 and to lend money to guarantee the contracts of such persons, firm or body corporate and to take or otherwise acquire and hold shares or securities of any such person, firm or body corporate and to sell re-issue with or without guarantee or otherwise deal with the same.
16. To enter into any arrangements with any Government or any authority (State, Municipal, Local or otherwise) that may seem beneficial to any of the Company's main objects and to apply for, procure or obtain any Act of parliament, privilege, concessions, licence, or authorisation of the Government or any authority local or otherwise for enabling the company to carry any of its objects into, effect or for extending any of the powers to the company and to carry out, exercise and comply with any such Act, privilege, concessions, licence, authorisation and to carry out.
17. To pay for any rights or property acquired by the company and to remunerate any person company or public bodies whether by cash payment or by allotment of shares, debentures or other securities of the company credited as paid up in full or part or otherwise.

18. To amalgamate enter into partnership or into any arrangement, whether by sale or purchase (for fully paid up shares or otherwise), for sharing profits, union of interests, co-operation, joint ventures or reciprocal concession with any person, firm or body corporate whether in India or outside carrying on or engaged in, or about to carry on or engage in any business or transaction which the company is authorised or carry on or engage in 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 and further to enter into any arrangement or contract with the company and further to enter into any arrangement or contract with any person, association or body corporate, whether in India or outside, for such other purposes that may seem calculated, beneficial and conducive to the objects of the company.
19. To establish, promote, or concur in establishing or promoting any business, company or companies (industrial, agricultural) for the purpose of acquiring all or any of the rights liberties and properties of the company or for any other purpose which may directly or indirectly benefit the company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such other company or companies.
20. To lease, lot out on hire, mortgage, pledge, hypothecate, sell or otherwise dispose of the whole or any parts of the undertaking of the company or any land, business, property, rights of assets of any kind of the Company or any share or interest therein respectively in such manner and for such consideration as the company may think fit, and in particular for shares, debentures or securities of any other body corporate having objects altogether or in part similar to those of the company.
21. To pay premium and salaries and to pay for any property rights or privileges carried by the company or for services rendered or to be rendered in connection with the promotion formation of or the business of the company or for services rendered to be rendered by any person, firm or body corporate in acquisition of the properties and conducting business.
22. To procure the recognition of the Company in any country, state or place, outside the Union of India and to establish and regulate agencies for the purpose of the Company's business.
23. To open and keep a register or registers in any state in India or abroad wherever it may be" deemed necessary and expedient so to do and, to allocate any number of shares in the Company to such register or registers.
24. To take into consideration and to approve and confirm and/or carry out all acts, deeds or things that may be done or entered into with any person, firm or body corporate' by the promoter⁴ of the company and further to enter into any arrangement, agreement or contract with the promoters and to reimburse them for all costs, charges and expenses that may be incurred by them prior to or in anticipation of the formation and incorporation of the company.
25. To remunerate (by cash or otherwise or in kind or by allotment of fully or partly paid shares or shares credited as fully or partly paid-up or in any other manner) any persons, firms, associations or companies for services, rendered or to be rendered or in rendering technical aid and advice, granting licences or permission for the use of patents, trade secrets, trademarks process and acting as trustees for debentures holders or debenture stock-holders of the Company or for subscribing or agreeing to

subscribe whether absolutely or conditionally or for procuring or agreeing to procure subscriptions, whether absolute or conditional for any sharps, debentures, or debenture stock, or other securities of the Company or any Company promoted by this Company or in introducing any property or business to the Company or about the conduct of such debenture stock or other securities and any interest thereon.

26. Subject to the provisions of the Companies Act, 1956/ 2013, to establish and maintain or procure the establishment and maintenance of any provident fund or any contributory or non-contributory pension or superannuation fund and to give or procure the giving of donation's, gratuities, pensions, allowances, emoluments, bonus, profit sharing bonus, benefits or any other payment to any persons who are or were at any time in the employment or service of the company or its successor in business o/ of any company which is a subsidiary of the company or is allied to or associated with the company or any such subsidiary or who are or were at any time directors of the company or any such other company as aforesaid and the wives, widows, families dependent or connections of any such persons and to provide for the welfare of all or any of the aforesaid persons from time to time by subscribing subsidising or contributing to any institution, association, funds, clubs, trusts, profit sharing or other schemes and by building or contributing to the building of dwelling houses or quarters and by providing, subscribing or contributing towards places or institutions and recreation hospitals and dispensaries, medical and other attendance and to make payments to or towards the insurance of any such persons as aforesaid or to do any of the matters aforesaid, either alone or in conjunction with any such other company aforesaid.
27. Subject to section 67 of the Companies Act, 2013 to invest and deal with the moneys of the Company not immediately required such securities and, in such manner, as may from time to time, be determined.
28. To receive money on deposit (subject to sections 73 & 74 of the Act) or to lend money with interest or otherwise for the purposes of the company with or without security to such persons, firms, or companies, and on such terms as may seem expedient and in particular to customers and other having dealings, with the company and to guarantee the performance of contracts by any such person, firms or companies but not to do any banking business as defined in the Regulation Act. 1959.
29. To aid pecuniarily or otherwise any association, body or movement having for its objects the solution, settlement or surmounting of industrial or labour problems or the promotion of industry or Trade.
30. To subscribe or donate to or guarantee money for any national philanthropic, charitable benevolent public general or useful object, fund or organisation, association or institution or for any exhibitions or for any purpose which may be likely directly or indirectly to further the main objects of the Company or the interests of its members, subject to the provisions of Companies Act, 2013.
31. To establish and support in the establishment of associations, institutions and funds calculated to benefit employees or ex-employees or the company and to make payments towards insurance and in subscribe money for charitable and benevolent objects for the benefit of the public in general.
32. Subject to the provisions of the Companies Act, 2013 to make donations any charities to such persons, institutions, organisations, funds, trusts, societies, either in cash or otherwise in such cases as may be considered expedient.

33. To undertake and execute any trusts, the undertaking where of may seem desirable, either gratuitously or otherwise.
34. Subject to the provisions of the Companies Act, 2013 and Companies (Court) Rules, 1959, in the event of winding up to distribute all or any of the property of the Company amongst the members in species or kind or any proceeds of sale or disposal of any property of the Company but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
35. To do call or any of the above things in any part of the world as principals, agents, contractors, trustees or otherwise by or through trustees, attorneys, agents or otherwise and either alone or in conjunction with others and establish offices agencies or branches for carrying any of the aforesaid objects in India or elsewhere in the world and to undertake the management of any company or companies having objects altogether or in part similar to those of the company.
36. To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or. any of them.
37. To carry on all kinds of agency business and to take part in managements, supervision or control of the business or operation of any other company, association, firm or person (and to act as the agents, secretaries or other officers of any such company, association, firm or person) and in connection therewith to appoint and remunerate any directors, accountants and other experts or agents.
38. To carry on the business of animal husbandry, food processing and maintenance of Live stocks inclusive of erecting and setting up Poultry stables, tents, cow sheds maintaining and doing business in stud farm of horses as also the business in the lending of horses on rent.
39. To carry on the business in gold, silver and precious stones, in any form or forms and to obtain permission or grants from such authority or authorities as may from time to time be required inclusive of its giving.
40. On rent and or dealing with same by way of hire purchase as well as export upon obtaining necessary permission/licence as and when required.
41. To buy, sell, use, manufacture, repair, convert, alter, import, hire or otherwise deal in Machinery, apparatus, implements, mill stores and hardwares of all kinds and also carriages, wagons, carts, trucks, lorries, motor cars, motor cycles, cycles, scooters, motor bikes, rickshaws, auto-carriers, auto rickshaws, rolling stock and conveyances and transportation conveniences of all kinds.
42. Subject to provision of Companies Act, 1956/2013, to purchase for investment or resale and to deal in or with land, building and house and other property of any tenure and any interest therein and to create, sell, let out and deal in free-hold and leasehold properties, ground rents and to make advance upon the security of land or house or other property, or any interest therein and generally to deal in and traffic by way of sale lease, exchange or otherwise with land, building, estate and house property and any other property whether real or personal.

43. To construct carry out, maintain, improve, alter manage work, control and superintend roadways, tramways, railways bridge, reservoirs, watercourses, aqueducts, wharves, furnaces, saw mills, 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, subsidize, or otherwise aid or take in any such operations.
 44. To render assistance to buy, sell, import, export, manipulate for market and deal in merchandise of all kinds.
 45. To undertake financial and commercial obligations, transactions and operations of all kinds.
 46. To aid financially and transact and carry on all kinds of agency contract business and represent imports and exports in the Union of India or elsewhere.
 47. To aid financially exporters of all products made in the Union of India.
 48. To purchase or otherwise acquire and to sell, exchange, surrender, lease, mortgage, charge, convert, hold, turn to account, dispose of and deal in real and personal property and rights of all kinds, and in particular lands, buildings, hereditaments, business concerns and undertakings, debenture- stock, mortgages, debentures, produce, concessions, options, contracts, patents, annuities, licences, stocks, shares, securities, bonds, policies, book debts and claims, privileges and choses in action of all kinds including any interest in real or personal property and any claims against such property or against any person or company and to carry on any business, concern or undertaking so acquired.
- IV. The liability of the members is limited.
- V. The authorised share capital of the Company is Rs. 8,00,00,000 (Rupees Eight crores only) divided into 80,00,000 Equity Shares of Rs. 10/- (Rupees Ten) each. The Company shall have power to increase or reduce the share capital from time to time as it may think proper and the shares forming the capital, original increased or reduced may be divided into such classes and may be issued with any preferential, qualified or special rights, privileges and conditions as regards preference, dividend, return of capital, voting or other special incidents and be held on such terms as may be attached thereto or as may be provided by the Company's Articles of Association of the Companies Act, 2013 for the time being but so that where shares are issued with any preferential or special rights attached thereto such rights shall not be alterable otherwise than pursuant to the provision of the Company's Articles of Association for the time being and the Companies Act, 2013.

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

Names, Addresses and Descriptions of Subscribers	Signature	Number of Equity Shares taken by each Subscriber	Name, Address and Description of Witness
(HEMENDRA PRASAD BAROOAH) Hemendra Prasad Barooah S/o. Late Siva Prasad Barooah Club Road, Jorhat, Assam Industrialist	Sd/- H.P. Barooah	10 (Ten)	Witness to all Subscribers (SUDHANSHU GHOSH) Sudhanshu Ghosh S/o Late N. Ghosh Chartered Accountant 3/2, Madan Street Calcutta-700072
(SUMAN GHOSH) Surratan Ghosh Sip Sri Sudhir Chandra Ghosh 159, Jodhpur Park Calcutta - 700068 Business Executive	Sd/- Suman Ghosh	10 (Ten)	
(PANCHKARI BANERJEE) Panchkari Banerjee S/o Late Bijoy Krishna Banerjee 146/8A, Lake Gardens Calcutta - 700045 Business Executive	Sd/- P. Banerjee	10 (Ten)	
(AMIT KUMAR SEN) Amit Kumar Sen S/o Ashok Kumar Sen 63, Jodhpur Park Calcutta - 700068 Business Executive	Sd/ A. K. Sen	10 (Ten)	
(DIPENDRA MOHAN SEN) Dipendra Mohan Sen S/o Dharendra Mohan Sen, F-22, Raja Basanta Roy Road, Calcutta - 700029 Business	Sd/- D. M. Sen	10 (Ten)	
(AMIT BAROOAH) Amit Barooah S/o Sri Hemendra Prasad Barooah Club Road, Jorhat, Assam Company Director	Sd/- A. Barooah	10 (Ten)	
(CHITTATOSH DAS) Chitta Tosh Das S/o Late Gopi Mohan Das 27, Baker Road Calcutta - 700 027 Company Director	Sd/- C. T. Das	10 (Ten)	
(SUKLA GHOSH) Sukla Ghosh W/o Suman Ghosh 159, Jodhpur Park Calcutta - 700 068 Teaching	Sd/- S. Ghosh	10 (Ten)	
TOTAL :		80 (Eighty)	

Dated, Bhubaneswar the 9th January, 1986