

THE COMPANIES ACT, 1956
PUBLIC COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
SOPHIA TRAEXPO LIMITED

- I.** The name of the Company is SOPHIA TRAEXPO LIMITED.##
- II.** The Registered office of the Company will be situated in the State of Telangana##
- III.** The objects to be pursued by the Company on its incorporation are as follows:

(A) MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION
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1. 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.
2. To carry on in India or elsewhere the business as manufacturers, producers, processors, importers, exporters, distributors, traders, job-workers, collaborators, suppliers and dealers in all kind of papers (including writing paper, printing paper, wall designing paper, manipulating paper, cloth lined paper, wove paper, security paper, ammonia paper, carbon paper, packing paper, cardboard boxes, chemically treated paper and such other papers used for industries and establishments), paper products, wood pulp, viscose, rayon, paper pulp, wood & bamboo pulp, waste paper pulp, soda pulp and all other allied pulps which are processed thorough paper industry and other derivative products of wood pulp and paper. (\$)

For Sophia Traexpo Limited

Nalini

Wholesale Director

Notes:

- a. The name of the Company is changed to Sophia Traexpo Limited as per the special resolution passed through the postal ballot by the members of the Company on 01st January, 2016.
- b. Clause II of the MOA be altered by replacing "The State of National Capital Territory of Delhi" to the State of Telangana" as per the special resolution passed through postal ballot by the members of the Company on 01st January, 2016.
- c. Clause III (A) of the Main Objects of the Memorandum of Association of the Company altered by replacing the existing clause III (A) with the following new clause 1 to 10 in the Memorandum of Association of the company by obtaining members approval by passing special resolution through postal ballot results on April 29, 2017
- d. (\$) Clause III (A) of the Main Objects of the Memorandum of Association of the Company altered by inserting new Clause III (A) (2),(3) & (4) replacing the existing Clause III (A) (2),(3) & (4) in the Memorandum of Association of the company by obtaining members approval by passing special resolution through postal ballot results on September 17, 2017.

3. To carry on in India or elsewhere the business as traders, growers, distributors, stockist, importer and exporter of wood, wood-pulp, other raw-materials and consumables used for paper/ pulp industries including growing plantation of trees for requisite wood.
4. 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 or LLP or companies carrying on or engaged in, or about to carry on or engage in, similar businesses as stated above which this Company is authorized to carry on or engage in, any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.
5. 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, live stock, 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.
6. 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.
7. 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.
8. 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.
9. 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.

10. 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.

III (b): Matters which are necessary for furtherance of the objects specified in clause III (a) are:- (@)

- 1) To establish and maintain agencies and branches and appoint representatives in any part of the world for the conduct of the business of the Company.
- 2) To nominate Directors or Managers of any Subsidiary Company or of any other company in which this Company may be interested.
- 3) To enter into contracts, agreements and arrangements with any other persons/s, firm/s, company/s, or body corporate, on behalf of the Company for any of the objects for which the company is formed.
- 4) To mortgage, pledge or charge the property, assets and revenue of the Company both present and future including its uncalled capital as security for a debt of third parties.
- 5) To adopt, alter, remodel, clean, renovate, convert, and manipulate any goods from time to time belonging to the Company.
- 6) To adopt such means of making known and advertising the business activities and products of the Company as may seem expedient.
- 7) To employ experts to investigate and examine into the condition, Prospects, value character and circumstances of business concern and undertaking and generally of any assets, property or rights including that of the property.
- 8) To purchase, take on lease or license or in exchange, hire or otherwise any real and/ or personal property and any rights or privileges which the company may think necessary convenient for the purpose of its business or may enhance the value of any other property of the Company and, in particular any land (free hold, lease-hold or other tenure), building, basement, machinery, plant and stock-in-trade and on such lands to erect buildings, factories, sheds, godowns or other structures for the works and purposes of the company and also for the residence and amenity of its employees, staff and other workmen and erect and install machinery and plant and other equipments deemed necessary or convenient or profitable for the purposes of the company and either to retain any property to be

For Sophia Traexpo Limited

Nalinih A

Wholetime Director

acquired for the purposes of the Company's business or to turn the same to account as may seem expedient.

- 9) To sell, lease, mortgage or otherwise dispose of the property, assets or undertakings of the company or and part thereof for such consideration as the Company may think fit, and in particular for shares, stocks, debentures or other securities of any other company whether or not having objects altogether or in part similar to those of the company.
- 10) To amalgamate and be amalgamated, enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture reciprocal concession or for limiting competition with any person, firm, or company carrying in or engaged in or about to carry on or engage in by business or transaction which the company is authorized to carry on engage in or which can be carried on in conjunction therewith.
- 11) To purchase or otherwise acquire and undertake the whole or any part of, or any interest in the business, goodwill, property, contracts, agreements, rights, privileges, effects and liabilities of any other company, corporation, partnership, body, persons or person carrying on to carry on business which the company is authorized to carry on or possessed of property of rights suitable for any of the purposes of the company and to purchase, acquire, sell and deal in property, shares, stocks, debenture-stocks of any person, firm or company and to conduct, make or to carry into effect any arrangements in regard to the winding up of the business of any such person, firm or company.
- 12) To amalgamate with any other company whose objects are or include objects similar to those for this company whether by sale or purchase (for fully or partly paid up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid with or without which winding up or sale or purchase (for fully or partly paid up shares or otherwise) of all or a controlling interest in the shares or stock of this or any other company as aforesaid or in any other manner as permissible under the Companies Act, 1956 and such other legislations.
- 13) To establish or promote or concur or be interested in establishing or promoting any company or companies having similar objects, firm or firms for the purpose of acquiring all or any of the property, rights and liabilities of the company or for any other purpose whatsoever and to transfer to and underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or otherwise assist any such other company.
- 14) To enter into any arrangement with any Government or State or authority Municipal, Local or otherwise, in any part of the world that may seem conducive to the Company's objects or any of them and to obtain from any such Government or state Authority and rights, privileges and concessions which the company may think desirable to obtain and to carry out and comply with any such arrangement and to exercise, dispose of or otherwise turn to account any such rights, privileges and concessions.
- 15) To apply for, promote and obtain any Act, charter-privilege concession, license, authorization, if any, of and/or from any Government, State or Municipality, provisional order or license or any authority for enabling the Company to carry any of its objects into effect, or for extending any of the powers of the Company's constitution, or for any other purpose which seem expedient and to oppose any proceedings or applications which may seem

calculated, directly or indirectly to prejudice the Company's interests.

- 16) To acquire, hold, renew, use, sell, lease, grant licenses, mortgage, pledge or otherwise dispose off in designs, licenses and privileges, inventions improvements and processes, copy-rights, trademarks, trade names, concessions formulas, brevets D' invention, designs and the like conferring any exclusive or non exclusive or limited rights to their 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, and to use, exercise, develop or grant licenses in respect of or otherwise turn to account the property, right or information so acquired and to expend money in experiencing upon, testing, or improving any such patents, inventions or rights.
- 17) To make donations to such persons or institutions of cash or any other assets as may be thought directly or indirectly conducive to any of the company's objects or otherwise expedient and in particular to remunerate any person or corporate introducing business to this Company and also to subscribe, contribute or otherwise assist or guarantee money for charitable, scientific, religious or benevolent object or for any public objects.
- 18) To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory provident, pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or who are or were at any time the directors or officers of the Company, and the wives, widows, families and dependents of any such persons; and also establish and subsidize and subscribe to any institutions, associations, clubs or fund calculated to benefit or advance the interests and well being if the Company as aforesaid and make payments to or towards; the insurance of any such persons as aforesaid.
- 19) To give any officer, servants or employees the Company any share or interest in the profits of the Company's business or any branch thereof and whether carried on by means or through the agency of any subsidiary company or not and for that purpose to enter into any arrangements the company may think fit.
- 20) To train or pay for the training in India or abroad of any of the company's employees or any candidate in the interest of or for furtherance of the Company's objects.
- 21) To provide residential and/or sleeping accommodation for workmen in connection therewith to afford to such persons facilities and conveniences for washing, bathing cooking, reading, writing and relaxation facilities for the purchase, sale and consumption of provisions, both liquid and solid and for the safe custody of goods for the welfare of the workmen.
- 22) To refer or agree to refer any claim, demand, dispute or any other question by or against the company or in which the company is interested or concerned and whether between the company and members or his or their representatives or between the company and third parties to arbitration in India or at any place outside India and to observe and perform and to do all acts, deeds, matters and things to carry out or enforce the awards.
- 23) To pay out of the funds of the Company all costs, charges and expenses which the Company may lawfully pay with respect to the promotion,

formation and registration of the Company and/or the issue of its capital or which the company shall consider to be preliminary including therein the cost of advertising, printing, and stationery, commission for obtaining application for taking, placing or underwriting or procuring, the underwriting of shares, debentures or other securities of the Company and expended attendant upon the formation of agencies, branches and local boards.

- 24) To borrow or raise money, or to receive money on deposit subject to the provisions of section 73 and the directions of the Reserve Bank of India or loan at interest or otherwise in such manner as the Company may think fit and in particular by the issue of debentures or debenture-stock (perpetual or otherwise) and convertible into shares of this or any other company or not and to secure the re-payment of any such money borrowed, raised or received, or wong by mortgage, pledge, charge or lien upon all or any of the property, assets or revenue of the Company (both present and future) including uncalled capital and to give the lenders or creditors the power of sale and other powers as may seem expedient and to purchase, redeem or pay off any such securities and also by a similar mortgage, charge, lien to secure and guarantee the performance by the Company or other person, firm or company of any obligation undertaken by the company or any other person, firm or company as the case may be subject to the provisions or section 73 and directions of Reserve Bank of India.
- 25) To lend and advance surplus money or to give credit 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 or any contract or obligation and the payment of money of or by any such persons or companies and generally to give guarantees and indemnities.
- 26) To invest and deal with the moneys not immediately required for the purposes of the Company in such manner as may from time to time be determined.
- 27) To take or concur in taking all such steps and proceedings as may seem best calculated to uphold and support the credit of the company and obtain and justify public confidence and to avert or minimize financial disturbances which might affect the company.
- 28) To confer upon any encumbrance or trustee for any encumbrances of uncalled capital such powers of making and enforcing calls and voting the transfer of shares not fully paid up as may be thought fit.
- 29) To draw, make, accept, endorse, discount, execute and issue and negotiate bills of exchange, hundies, bills of lading, promissory notes, warrants, debentures and other negotiable or transferable instruments or securities generally used in trade and industry.
- 30) To receive money on deposit with or without allowance of interest thereon and to guarantee the debts and the contracts of customers.
- 31) To subsidize, assist and guarantee the payment or for performance of any contract, engagement or obligation by any person or companies and in particular customers of the Company or any persons or companies with whom the Company may have or intend to have business relations.
- 32) To vest any real or personal property, rights or interests acquired by a

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.

- 33) To open, operate, close banking accounts with public and private sectors banks in the name of the Company for the purpose of objects of the Company for which the Company is formed.
- 34) To act as agents or brokers and as trustees and to undertake and perform sub-contracts and to outsource at National and International level all or any of the above things as principals, agents, contractors, trustees or otherwise and by or through agents, sub-contractors or trustees or otherwise and either alone or jointly with others.
- 35) To procure the registration of or the recognition of the company in any country, state or place in any part of the world and to establish and regulate agencies for the purpose of the Company's business.
- 36) To sell or dispose off 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 and other company having objects altogether or in part similar to those of the Company.
- 37) Subject to the provisions of the Companies Act or any other law for the time being in force, to distribute in specie or otherwise as may be resolved any property or assets of the Company or any proceeds of sale or disposal of any property or assets of the Company including the shares, debentures or other securities of any other company formed to take over the whole or any part of the assets or liabilities of the company if in the case of winding up.
- 38) To carry on any business or branch of a business which this company is authorized to carry on by means or through the agency of any subsidiary company or companies and to enter into any arrangements with any such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on, or for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangements which may seem desirable with reference to any business or branch so carried on including power at any time either temporarily or permanently to close any such business or branch and to appoint directors or managers of any such subsidiary company.
- 39) To do all or any of the above things either as principals, agents, a trustees, contractors or otherwise and either by or through agents, sub-contractors, trustees or otherwise and either alone or in conjunction with others.
- 40) To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein before set forth either alone or in association with other corporate bodies, firms, or individuals and to do every act or acts, things or things incidental or appurtenant to or growing out of connected with the aforesaid business or powers or any part or parts thereof, provided the same be not inconsistent with the laws of the Union of India.
- 41) To negotiate and enter into agreements and contracts with foreign individuals, companies and other organizations for technical, financial or any other assistance for carrying on all or any of the objects of the company or

- for the purpose of activating research and developments or manufacturing projects on the basis of know-how, financial participation or technical collaboration and acquire necessary formula, patent rights for furthering the objects of the company.
- 42) To establish for any of the objects of the company, branches or to establish any firm or firms or promote any company or companies at any place in or outside India as the company may think fit.
- 43) To send out employees to foreign countries, its directors, employees or any other persons for investing possibilities of any business or trade or for procuring and buying any machinery or establishing a trade connection or in promoting the interest if the company and to pay all expenses incurred in this connection.
- 44) To carry on the business as a holding and investment company and to purchase or otherwise acquire, underwrite, invest in, acquire, hold, trade or deal in immovable and movable properties of all kinds in any part of the country and in particular land, buildings, hereditaments objects of art and decoration, gems, jewellery, precious stones and metals, mortgages, charges, annuities, shares, stocks, debentures, debenture stocks, bonds, obligations, securities, concessions, options, products, policies, book debts and claims and any interests in immovable and movable property and any claims against such property or against any person or company and to vary all or any of the aforesaid investments.
- 45) To acquire, develop and turn into account any land, in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, finishing, fitting up and improving, buildings and by planting, paving, drawing, farming, cultivating, letting and building, lease or building, agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.
- 46) To carry on the business as selling and/or purchasing agents distributors, representatives of manufactures, dealers, merchants, importers, exporters, traders, contractors, warehousemen and to buy, sell, barter, exchange, stock, make advance upon or otherwise deal in goods, stores, consumable articles, chattels and effects of all kinds in any place and to transact every kind of agency business.

Notes: @ Clause III(B) of the Memorandum of Association be and is hereby altered by renumbering/ rewriting as below to bring the same in-line of the Companies Act, 2013 by obtaining members approval by passing special resolution through postal ballot results on September 17, 2017.

(C) OTHER OBJECTS (^)

Notes: ^ Clause III(C) of the Memorandum of Association be and is hereby altered by deleting Clause III (C) – OTHER OBJECTS including the sub clauses theretoby obtaining members approval by passing special resolution through postal ballot results on September 17, 2017.

For Sophia Traexpo Limited

Nalini A

Wholetime Director

IV. The liability of the Members is limited.

V. * The Authorized Share Capital of the Company is Rs.6,00,00,000 (Rupees Six Crore Only) divided into 60,00,000 (Sixty Lakhs Only) Equity Shares of Rs.10/- (Rupees Ten Only) each."

** The Authorised Share Capital of the Company is increase from 20.00 lakhs to 6.00 Crore by obtaining members approval by passing special resolution through postal ballot results declared on September 17, 2017*

For Sophia Traexpo Limited

Nabhi K. D.

Wholetime Director

We, the several persons whose names and addresses are 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.

S No.	Name, Addresses, description Occupation of the Subscribers	Number of Equity Shares taken by each Subscribers	Signature of subscriber	Signature of witness with address and occupation
1	Mr Ghanshyam prasad gupta s/o shri mam raj gupta 30/20 shakti nagar Delhi - 110007	1	Sd/-	Witness and the signatures of all the seven subscribers
2	Siddarth jain s/o sri shanti prasad jain c-19 n.p.l.colony New Delhi-110060	1	Sd/-	
3	Jatinder pal singh johar s/o late s.joginder singh johar 5/30 , old double storey Lajpat nagar- iv. New Delhi-110024	1	Sd/-	
4	Dinesh Kumar hassija s/o sri Om prakash Hassija E-37 partap nagar Delhi - 110007	1	Sd/-	G.D.Nangia s/o late sriD.D.Nangia c/o Agal& co chartered accountants Asaf Ali Road New Delhi
5	Ganga dhar Nangia s/o late Dwarka Dass 2/32-A , Moti nagar New Delhi-110015	1	Sd/-	
6	Jitendra Agal s/o sri N S agal E-582 Greater Kailash part II New Delhi - 110048	1	Sd/-	
7	Rajiv Dhar Sri J.L.Dhar M-36 Greater Kailash-I New Delhi - 110048	1	Sd/-	

Place : Delhi

Date: 08.04.1983