

**THE COMPANIES ACT, 1956**  
**COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**ANTARCTICA LIMITED**

- 1 The name of the Company is **ANTARCTICA LTD.**
- 2 The Registered office of Company shall be situated in the State of West Bengal.
- 3 The objects for which the Company is established are:

**A MAIN OBJECTS:**

1. To carry on the business of Processors, Developers and to Design Process multi colour separators for application in Printing and Packaging Industry.
2. To carry on the business of Printers, Lithographer, Electrotypers, Offset Printers, Photographic Printers, Photo-Lithographer, Engravers, Die-sinkers, Numerical Printers, Chromati Lithographers, Embossers, Die-Stampers, Silk Screen Printers, Stereotypers and Printing of various kind.
3. To carry on the business of Printing Articles Stationers, Block Binders, Designers, Book Sellers, Publishers and to deal in packing materials.
4. To carry on the business of Technical, Assistances, Plant Machinery Distributor, Ink manufacture and Distribution.
5. To carry on the business of builders, contractors, erectors, constructors of buildings, houses, apartment structures or residential, office, industrial, institutional or commercial or developers of co-operative housing societies, developers of housing schemes, townships. holiday resorts, hotels, motels and in particular preparing of building sites, constructing, reconstructing, erecting, altering, improving, enlarging, developing, decorating furnishing and maintaining' of structures. flats, houses, factories, shops, offices, garages, warehouses, buildings, works, workshops, hospitals, nursing homes, clinics, godowns and other commercial educational purposes and conveniences to purchases for development, houses buildings. structures and other properties of any tenure and any interest thereto and purchase, sell and deal in freehold and leasehold land and in purchase, sell, lease, hire, exchange or otherwise deal in land and house's property and other property whether real or personal and to turn the same into account as may seem expedient and to carry on business as developers and land buildings immovable properties and real estates by constructing, reconstructing, altering, improving, decorating, furnishing, and maintaining offices, flats, houses, factories warehouse, shops, wharves buildings works and conveniences and by consolidating, connecting and subdividing immovable properties and by leasing and disposing off the same.

6. To carry on the business of farming, production, harvesting, procurement, grading, pooling, handling, marketing, agriculture and horticulture in all their respective farms and branches and to grow, produce, manufacture, process, prepare, refine, extract, manipulate, hydrolyze, deodorize, grind, bleach, hydrogenate buy, sell or otherwise deal in all kinds of agricultural, horticultural and farm produce and products including seeds, plants, flowers, vegetables, fruits and sell of agricultural products, agro foods, natural products of any kind and description.
  
7. To carry on the business of Software designing, development, customisation, implementation, maintenance, testing and benchmarking, designing, developing and dealing in computer software and solutions, and to import, export, sell, purchase, distribute, host (in data centers or over the web) or otherwise deal in own and third party computer software packages, programs and solutions, and to provide internet / web based applications, artificial intelligence services and other support services and solutions, provide or take up Information technology related assignments on sub-contracting basis, offering services on-site/ offsite or through development centers using owned /hired or third party infrastructure and equipment, providing solutions/ Packages/ services through applications services provider mode via internet or otherwise, to undertake IT enabled services.
  
8. To carry on in India or elsewhere the business of manufacturing, processing, producing, washing, dyeing, ginning, pressing, spinning, weaving, crimping, texturising, carding, bleaching, combing, doubling, finishing, calendering, sizing, colouring, printing, mercerizing, reeling, winding, throwing, embroidering, blending, sorting, garneting, stretching, drying, drawing, cutting, improving, buying, selling, reselling, importing, exporting, transporting, storing, fabricating, developing, marketing, or supplying, and to act as broker, trader, agent, C & F agent, distributor, representaitive, consultant, collaborator, adatia, stokist, liasioner, jobworker, export house or otherwise to deal in all types of textile goods dress materials, fabrics, cloths, yarns, such as nets, matting, hosiery, plastic clothes, water proof fabrics, pavliners, americal clothes, limitation leather and rubber cloths, tents, durries, newar, ropes, rugs, furnishing cloths, tapestries, curtain cloths, blankets, carpets, carpet backing, gloves, laces, terry fabrics, velvet, georgette, gabardine, pashminas, floor cloths, twid, patto, canvas, khaddar, denim, stone wash, suitings, shirting, sarees and other similar items made on powerloom, handloom or mill by man made or natural materials like cotton, flax, hemp, linen, wool, nylon, viscose, ramie, polyester, silk, artsilk, rayon, jute, staple fibres, cashmilon, filaments, terecotton, monofilaments, multifilaments, acrylics, polynosic, polypropylene, polymide, polymethane, cellulose, dropping, spun or other fibrous substances or any combination thereof available at present and as may be invented in future and to do all incidental acts and things necessary for the attainment of the foregoing objects.

**B INCIDENTAL OBJECTS:**

1. To purchase, import construct take on lease on hire or otherwise acquire any lands, houses, offices, workshops, factories, buildings and other premises and fixed or movable machinery, tools, engines, heaters, boilers, furnaces plants, implements, patterns, equipments, components, spares, stock in trade including completely knocked down packs, lables, wires, power generating sets, designs, drawings patent rights and other movable and immovable articles, properties and goods convenient immovable articles, properties and goods convenient to be used in carrying on the business of the company.
2. To apply for purchase as otherwise acquire and protect prolong and renew in any part of the world any patents patent-rights, formulas, discoveries, trademarks, designs, processes, devices, licenses, concessions, secret or other information which may seem to be expedient as convenient or calculated directly or indirectly to benefit the company.
3. To establish, provide, maintain and conduct as otherwise subsidise research centers or laboratories and experimental workshops for scientific and technical researches and experiments and to undertake and carry on all scientific and technical researches experiments and tests and to promote subsidies or pay for studies and researches, both scientific and technical, investigations for above business of the company including plants for the manufactures of the products mentioned in Main Objects Clauses above.
4. To construct improve, maintain, develop, alter repair pull down, restore work, manage carry out of control any roads, docks piers, railway sidings, warehouse and other structures, works and conveniences which may seem calculated to advance the company's interests and to contribute to or subsidies or otherwise assist or take part in the construction, improvement, maintenance working and management for attaining the objects of the Company, directly or indirectly.
5. To pay for any rights privileges or properties including plants, machinery and other equipments acquired by the company and to remunerate any person, firm or body corporate rendering services to the company wholly or in part either by cash payment or by allotment to him or them of fully or partly paid up shares of the company or both or otherwise.
6. To establish depots, agencies, retail showrooms, workshops, mobile or otherwise service centres, trial rooms, tracks, godowns and other storing, distributing and marketing facilities and to provide and equip them with tools and equipments for repairs and services necessary for the attainments of the objects of the Company.
7. To adopt such means of making known the products of business of the company as may seem expedient and in particular by publicity and advertising in the press, circulars, exhibition, demonstration, publication of Books, Pamphlets and periodicals and sponsoring cultural & social activities, games, rallies, competitions of motor vehicles of all kinds and descriptions and by granting prizes, rewards and donations in connection therewith.
8. To sell goods, assembled and manufactured by the company on hire purchase or each payment system or on credit and to lend money or property on mortgage of immovable property on hypothecation or pledge of movable property or without security and on such terms as may seem expedient to the Company and in particular to customers, employees of the Company and persons having dealings with the Company provided that the Company shall not carry on Banking business.

9. Subject to the provisions of sections 58A, 292 and 293 of the Companies Act, 1956, to raise or borrow or secure the payment of any money, debt or obligation in such manner and on such terms and with such rights, powers, and privileges as may be deemed expedient and in particular by issue of any debenture stocks, debentures shares, bonds, notes, bills or exchange or others obligations or securities of the Company or by mortgage of and charge over all or any of the uncalled capital of the Company and to purchase, redeem and pay off any such securities and to guarantee the payment of money, unsecured or secured by or payable under or in respect thereof.
10. Subject to the restrictions imposed by the Banking Regulations Act, 1949 and the provisions of Section 58A, 292 and 293 of the Companies Act, 1956 and the rules made thereunder or any directions/regulation in respect thereof by Reserve Bank of India to receive fixed or others deposits not withdrawable by cheques, drafts or orders and to pay such rate of interest thereon as may be deemed appropriate by the Company.
11. Upon any issue of shares, debentures or other securities of the Company to employ any person, firm or company as brokers, commission agents, financial consultants, underwriters and managers to the issue and to provide for the remuneration or such persons for their services by payment in cash whether by way of commission or otherwise or by the issue of shares. debentures or other securities of the Company or by the granting of options to take the same or in any manner allowed by law.
12. To operate Bank accounts for Company's business and to draw, make, accept, endorse. discount, negotiate, execute and issue bills of exchange, promissory notes, bills of lading. debentures and other negotiable or transferable instruments or securities.
13. To undertake financial and commercial obligations, transactions and operations of all kinds in connection with the business of the Company.
14. To guarantee the payment of money including principal interest and dividend unsecured or secured or required or payable under on in respect of promissory notes, bonds debentures, debenture-stocks, shares, securities, contractors, mortgages, charges, obligations, instruments and securities of any company or of any authority, national, municipal., local or otherwise or of any persons whomsoever, whether incorporated or not and to guarantee or become securities for the performance of any contracts or obligations and to give indemnities of all kinds as may be necessary, for the purpose of the company or as may be considered to directly or indirectly further the objects of the company.
15. To pay, out of the Company's funds, the cost and expenses incurred in connection with all matters preliminary and incidental to the formation and incorporation of this company including all the pre-incorporation expenses and the cost and expenses incurred in connection with all matters preliminary and incidental to the formation of any company promoted by this company.
16. To aid, peculiarity or otherwise any association, body or movement having for an object the solution, settlement of industrial or labour problems or the promotion of industry or trade in general.
17. To act as consultants, technical, financial, commercial, personnel, managerial, marketing, purchasing, quality control, operational, for projects, and organisations in any manners or form whatsoever, in advisory or any

other capacity, either by itself solely or in conjunction with other units, so as to render services emanating from above referred activities either directly or otherwise, beneficial and expedient for the furtherance of the objects of the Company.

18. To do all or any of the matters and things hereby authorised whether alone or in conjunction with other as principals, agents, trustees, contractors, licensee or otherwise or by or through any principals, trustees, agents, sub-contractors or otherwise.
19. To procure the registration or recognition of the company for its offices in or under the laws of any places outside India.
20. To undertake and transact all kinds of agency business related to the business of the company.
21. To open, form, establish, acquire, incorporate, float or promote any company or companies whether in India or elsewhere, having amongst its or their objects the acquisition of all or any of the assets and liabilities or control, management or development of the company or any others objects which in the opinion of the company could directly or indirectly assist the company in the management of its business or the development of its properties or otherwise prove advantageous to the company.
22. Subject to provisions of the act and other applicable provisions of the Companies Act, 1956 and the MRTP Act, 1969 to take as otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of this company.
23. To lend money to such persons or companies on such terms as may seem expedient, and in particular to employees or ex-employees. Customers and other having dealings with the company and to give any guarantee or indemnity that may seem conducive to the business of the company provided that company shall not carry on business of banking within the meaning of the banking regulation act, 1959.
24. Subject to the provisions of the companies act, 1956 to amalgamate or merge or to enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture or reciprocal concession with any person or persons or company or companies carrying on or engaged in, any business or transaction which this company is authorised to carry on or engage in.
25. To purchase, acquire and undertake all or any part of the business, property and liabilities of any person or persons, or company or firm carrying on or proposing to carry on any business which this company is authorised to carry on or possess property suitable for the purpose of the Company.
26. To enter into any arrangement and arrangements and to appear, represent, and take all necessary and proper steps with any Government, Central or State or worth any authorities, national, local, municipal, courts, tribunals, commissions, judicial authorities or before any other forum or otherwise of any place in respect of matters that may seem conducive to objects of the company or its business and to obtain from any such Government or authority and grants, rights, privileges, contracts, licenses and concessions which the

company may think desirable or required to obtain, and to carry out, exercise turn to account or dispose of the same.

27. To obtain from any Government, Central or State, any orders or direction or right or privilege or from Parliament, State, Municipal or other legislative body, rule or regulation which is advantageous to or is for enabling the company to carry out its objects or which may seem advantageous to the Company or for effecting any modification of the Company's constitution or for any purpose which may seem expedient for attainment of the objects of the Company and to oppose any applications, proceedings or proposed actions and omissions which seem calculated or appear, directly or indirectly to prejudice the interests of the Company.
28. To adopt and undertake the financial, commercial and such other contractual obligations as right have been undertaken by such persons, firms or companies as promoters or otherwise for the benefit of this Company before its incorporation and pay out of the Company's funds, the cost of expenses incurred to such persons, firms or companies as promoters or otherwise in connection with and or matters relating to the said obligations. Such obligations as may be undertaken by this Company shall be as valid and effectual as if these were undertaken by the Company after incorporation.
29. To subscribe for, acquire hold and sell shares, share-stocks, debentures, debenture-stock bonds, mortgages, obligations, securities of any kind issued or guaranteed by any Government, Sovereign, rules, commissioners, trust, municipal, local or other authority or body of whatsoever nature, whether in India or elsewhere, as trade investments and buy and sell foreign exchange in accordance with applicable laws and generally subject to approval under provisions of the Companies Act 1956 to invest and deal with the moneys of the company in such manner and extent as from time to time may be thought proper and to hold, sell or otherwise deal with such investments as may be deemed necessary.
30. Subject to the provisions of the Companies Act, 1956 to undertake and execute any trust, the undertaking of which may seem to the Company desirable, either gratuitously or otherwise and on such terms as may be considered expedient and to vest any real or personal property, rights, privileges or interests acquired by or belonging to the Company in any person or company or for the benefit of the company, its members and employees and with or without any declared trust in favour of the company.
31. To apply any of the assets of the Company in any way in or towards the establishment, maintenance, or extension of any association, institution or fund which is in any way connected with any trade or business or commerce generally and particularly with any association, institution or fund for the promotion of business which the native company is authorised to carry on hereunder or for the protection of the interests of owners and employees against loss by bad-debt-strike, combination, fire accident or otherwise or for the benefit of any employees or others at any time employed by the Company or any of its predecessors in business or their families or dependents and whether or not is common with other persons or classes of persons and in particular of friendly, cooperative and other societies, reading rooms, libraries, educational, religious and charitable institutions, dining and recreation rooms, schools and hospitals and to grant gratuities, pension and allowances, and subject to section 293A of the Companies Act, 1956 to contribute to any fund raised by public or local subscription for any purpose charitable or otherwise.

32. To establish and maintain or procure the establishment and maintenance of or contribute to any contributory or non contributory pension or superannuation of provident funds for the benefit of and give or procure the giving of donations gratuities, pensions, contributions, allowances or emolument and also establish for any person who is or was at any time in the employment or service of the company or who was or is Director of the Company or Company 'allied to or associated with the company or with any subsidiary company thereof or whose services have been transferred to the Company.
33. To provide housing, educational, recreational and other amenities and facilities for employees and such other persons as the company may deem expedient including directors and their wives, widows, families and dependents and to establish or subscribe to or subsidise any institutions, associations, clubs or gunds, calculated to be for the benefit of or to advance the interest and well being of such persons, the company, or its members and to make payments to or towards the medical expenses or insurance of any such person as aforesaid, and to grant compensation, gratuities or other aid to such person as aforesaid either alone or in conjunction with any other company allied to or associated with or on subsidiary of the company.
34. Subject to the provisions of section 293A, of the companies act, 1956, to subscribe or guarantee money for any national, charitable, benevolent, public general or useful objects to any institution, society or any other body, political or apolitical.
35. To undertake, manage, finance, promote, sponsor, associate with or carry out either individually or in association in any manner with any other person or Government authority or otherwise any programme of rural and agricultural development or for promoting the social and economic welfare of or the upliftment of the public in any rural area which the Directors consider to promote and assist in rural development and that the word rural area shall include such areas as may be regarded as rural areas under the provisions of the Income Tax Act, 1961, or any statutory modification or re-enactment thereof or under any other law relating to rural development.
36. To let on lease or hire the whole or any part of the movable and immovable property and undertaking of the Company on such terms as the Company shall determine.
37. Subject to the approval of the shareholders under section 293 of the Companies Act, 1956 to sell, exchange, mortgage, hire let on lease, pledge, hypothecate, grant licenses, easement options and other rights over and in any other manner and to deal with or dispose of the whole or any part of the undertaking, property movable or immovable, easement, privileges, assets, rights and effect of the company for such considerations as may be thought fit and in particular for stocks, shares, or debentures whether fully or partly paid up or securities of any other company having objects in whole or in part similar to those of the company or on payment of any royalty or tribute
38. To distribute among the members in specie or in kind any property of the company including in particular privileges and concessions and any shares and securities of other companies. Belonging to the company, or any proceeds of sale or disposal of any property of the Company, subject always to the provisions of applicable laws, if any, in the event of its winding up but so that no distribution amounting to a reduction of capital be made except with the sanction required by law.

39. 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 the member or members of or his or their representatives or between the company and third parties, to arbitration in India or at any place outside India and observe and perform and to do all acts, deeds, matters and things to carry out or enforce the awards:
40. To do all such other things as may appear incidental or conducive to the attainment of the above objects or any of them.

### **C. OTHER OBJECT**

1. To carry on the business and dealers in all kinds of printing ink, printing machinery, ink manufacturing and materials required for all kinds of printing and allied inks and particularly pigments, varnishes, resins, oils, other intermediates, extenders and drivers required in printing packaging industry.
2. To produce, assemble, fabricate, process, stock, export, Import, buy, sell, act as distributors, agents, collaborator, wholesale and retail dealer of spares of printing and allied machines and equipments and all other items associated therewith.
3. To carry on the business of leasing and hire purchase and housing finance and to provide on lease all types of Industrial and Office, plant, equipments, machinery, vehicles and domestic appliances.
4. To buy, sell, invest, transfer, dispose of and otherwise deal in shares, stocks, bonds and securities of any kind
5. To carry on the business of financiers, to receive money on deposit and to provide finance to any person. for construction of purchase of house, flat for residential/commercial purposes and to finance commercial and industrial venture provided that the Company shall not carry on any business amounting to Banking within the meaning of Banking Regulation Act, 1949.
6. To appoint, set up, engage, contract, lease, hire, collaborate, negotiate, organise any export, import agencies, firms, companies, association, individual as agents for carrying out marketing and selling. Activities in relation to the products of the company either India or abroad.
- 4 The liability of the member is Limited.
- 5\* "The Authorized Share Capital of the Company is Rs. 112,00,00,000 (Rupees One Hundred and Twelve Crores Only) consisting of 112,00,00,000 (One Hundred and Twelve Crores Only) Equity Shares of Re. 1/- (Rupee One Only) each.

\* Altered vide resolution passed by Postal Ballot on 7<sup>th</sup> November, 2024.



We, the several persons, whose names & addresses are subscribed below, are desirous of being formed into a company in pursuance of the Memorandum of Association, and we respectively agree to take the number of equity shares in the capital of the company set opposite to our respective names.

| Names, Addresses, Occupations and description of Subscribers   | No. of Equity Shares taken by each subscribers                  | Names, Addresses, Occupation and description of Witness  |
|--|---|--|
| <b>1 SRI RANJAN KUTHARI</b><br>S/o. Latte N. S. Kuthari,<br>Resi: 1A, Vidyasagar Street, Calucutta-700009.<br>Business                                     | 758605 (Seven Lakhs Fifty Eight Thousand Six Hundred Five Only) | Witness to All the Signatories<br><b>Sd/- P. K. CHATTERJEE, Advocate</b><br>S/o. Late H. G. Chatterjee,<br>15 Gangadhar Babu Lane,<br>Calucutta-700012 |
| <b>2 SRI. ROHIT KUTHARI</b><br>S/o. Sri Ranjan Kuthari,<br>Resi: 1A, Vidyasagar Street, Calucutta-700009.<br>Technical Consultancy                         | 100 (One Hundred)   |  |
| <b>3 MRS. RENU KUTHARI</b><br>W/o. Sri Ranjan Kuthari,<br>Resi: 1A, Vidyasagar Street, Calucutta-700009.<br>Business                                       | 100 (One Hundred)   |  |
| <b>4 SRI. NEMAI CHAND BANERJEE</b><br>S/o. Sri Sudhangsu Bhusan Banerjee<br>Resi: 745, Lake Town, Calucutta.<br>Tax Consultancy                            | 100 (One Hundred)   |  |
| <b>5 SRI. VIRENDRA KUMAR JAIN</b><br>S/o. Late Umrao Singh Surana<br>Resi: 2790, Kinari Bazar, Delhi-6,<br>Service   | 100 (One Hundred)   |  |
| <b>6 SRI. MAGANMAL JAIN</b><br>S/o. Late Kewal Chand Jain<br>Resi: Gokul, Behind Labour Court, Civil Lines,<br>Nagpur-440001 (M.S.)<br>Tax Consultancy     | 100 (One Hundred)   |  |
| <b>7 SRI. BIRCHAND JAIN</b><br>S/o. Kharaiti Lal Jain<br>Resi: 2/8, Roop Nagar, Delhi-7,<br>Business   | 100 (One Hundred)   |  |
| <b>8 SRI. SHER SINGH BHANDARI</b><br>S/o. Sri Parasmal Bhandari,<br>Resi: 36, Villal Nagar, J.V.P.D. Scheme,<br>Bombay,<br>Business                        | 100 (One Hundred)   |  |
| <b>9 MRS. SHAKUNTALA SATHAYE</b><br>W/o. Sri Sanjoy Sathaye<br>Resi: 27, Vinayak Tejpal Scheme, Road No.5,<br>Vile-Parle (East) Bombay-400057.<br>Business | 100 (One Hundred)   |  |

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| <b>10 SRI. RAM RAY</b><br>S/o. Ram Narayan Ray<br>Resi: 99, Tivoli Court, Calcutta-19.<br>Business                           | 100 (One Hundred)                           |  |
| <b>11 SRI. NARENDRA PARSHAD</b><br>S/o. Late Kishan Parshad<br>Resi: 12, Lee Road, Calcutta-20.<br>Service                   | 100 (One Hundred)                           |  |
| <b>12 SRI. TARUN KHANDELWAL</b><br>S/o. Sri Prem Nath Khandelwal<br>Resi: 69, Amherst Street, Calcutta-9.<br>Share Broker    | 100 (One Hundred)                           |  |
| <b>13 SRI. RAJAT KOTHARI</b><br>S/o. Sri B. S. Kothari<br>Resi: 14, Vidyasagar Street, Calcutta-9.<br>Service                | 100 (One Hundred)                           |  |
| <b>14 SRI. MANOJ KUMAR KOTHARI</b><br>S/o. Late Chanchal Singh Kothari<br>Resi: 91, Vivekananda Road, Calcutta-6.<br>Service | 100 (One Hundred)                           |  |
| <b>15 SRI. R. S. JAIN</b><br>S/o. Sri B. S. Jain<br>Resi: 71, Mahesh Road, Bangkok, Bangkok-<br>10500, Thailand,<br>Business | 100 (One Hundred)                           |  |
| Total  | 760005 (Seven Lakhs<br>Sixty Thousand Five) |  |

Calcutta, dated the 31st March 1994.