

**Memorandum
&
Articles of Association
of**

S Chand And Company Limited



Certificate of Incorporation Consequent upon conversion to Public Limited Company



सत्यमेव जयते
GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS

Registrar of companies, Delhi
4th Floor, IFCI Tower 61, New Delhi, Delhi, India, 110019

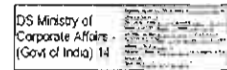
Corporate Identity Number: U22219DL1970PLC005400

Fresh Certificate of Incorporation Consequent upon Conversion from Private Company to Public Company

IN THE MATTER OF S CHAND AND COMPANY PRIVATE LIMITED

I hereby certify that S CHAND AND COMPANY PRIVATE LIMITED which was originally incorporated on Ninth day of September One thousand nine hundred seventy under the Companies Act, 1956 as S CHAND AND CO LTD and upon an intimation made for conversion into Public Limited Company under Section 18 of the Companies Act, 2013; and approval of Central Government signified in writing having been accorded thereto by the RoC - Delhi vide SRN G10810414 dated 08.09.2016 the name of the said company is this day changed to S CHAND AND COMPANY LIMITED.

Given under my hand at New Delhi this Eighth day of September Two thousand sixteen.



ANJALI POKHRIYAL
Assistant Registrar of Companies
Registrar of Companies
RoC - Delhi

Mailing Address as per record available in Registrar of Companies office:

S CHAND AND COMPANY LIMITED
RAVINDRA MANSION RAM NAGAR, NEW DELHI, Delhi, India,
110055



भारत सरकार-कॉर्पोरेट कार्य मंत्रालय
कम्पनी रजिस्ट्रार कार्यालय, राष्ट्रीय राजधानी क्षेत्र दिल्ली एवं हरियाणा

प्राइवेट लिमिटेड कम्पनी के रूप में परिवर्तित होने के परिणामस्वरूप, कम्पनी के नाम में परिवर्तन
का नया निगमन प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U22219DL1970PTC005400

मेसर्स S CHAND AND COMPANY LIMITED

के मामले में, मैं एतद्वारा सत्यापित करता हूँ कि मेसर्स

S CHAND AND COMPANY LIMITED

जो मूल रूप में दिनांक नौ सितम्बर उन्नीस सौ सत्तर को कम्पनी अधिनियम, 1956 (1956 का 1) के अंतर्गत मेसर्स

S. CHAND & CO. PRIVATE LIMITED

के रूप में निगमित की गई थी, और उसके द्वारा कम्पनी अधिनियम, 1956 की धारा 31(1) के अधीन प्राइवेट कम्पनी के रूप में परिवर्तित करने के लिए प्रार्थना-पत्र देने तथा भारत सरकार द्वारा उसका अनुमोदन कम्पनी रजिस्ट्रार कार्यालय आर.ओ.सी. - दिल्ली के एस.आर.एन. B44578718 दिनांक 08/08/2012 द्वारा प्राप्त होने की लिखित सूचना प्राप्त होने पर उक्त कम्पनी का नाम आज से परिवर्तित रूप में मेसर्स S CHAND AND COMPANY Private Limited

हो गया है।

यह प्रमाण-पत्र, आज दिनांक आठ अगस्त दो हजार बारह को दिल्ली में जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS
Registrar of Companies, National Capital Territory of Delhi and Haryana

Fresh Certificate of Incorporation Consequent upon Change of Name on
Conversion to Private Limited Company

Corporate Identity Number : U22219DL1970PTC005400

In the matter of M/s S CHAND AND COMPANY LIMITED

I hereby certify that S CHAND AND COMPANY LIMITED which was originally incorporated on Ninth day of September Nineteen Hundred Seventy under the Companies Act, 1956 (No. 1 of 1956) as S. CHAND & CO. PRIVATE LIMITED and upon an application made for conversion into a Private Company under Section 31(1) of the Companies Act, 1956; and approval of Central Government signified in writing having been accorded thereto by the RoC-Delhi vide SRN B44578718 dated 08/08/2012 the name of the said company is this day changed to S CHAND AND COMPANY Private Limited.

Given at Delhi this Eighth day of August Two Thousand Twelve.



Registrar of Companies, National Capital Territory of Delhi and Haryana
कम्पनी रजिस्ट्रार, राष्ट्रीय राजधानी क्षेत्र दिल्ली एवं हरियाणा

*Note: The corresponding form has been approved by MANMOHAN JUNEJA, Registrar of Companies and this certificate has been digitally signed by the Registrar through a system generated digital signature under rule 5(2) of the Companies (Electronic Filing and Authentication of Documents) Rules, 2008.

The digitally signed certificate can be verified at the Ministry website (www.mca.gov.in).

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता

Mailing Address as per record available in Registrar of Companies office:

S CHAND AND COMPANY Private Limited
RAVINDRA MANSION RAM NAGAR, NEW DELHI - 110055,
Delhi, INDIA





Company No. 55-5400

**FRESH CERTIFICATE OF INCORPORATION
CONSEQUENT UPON CHANGE OF NAME ON
CONVERSION TO PUBLIC LIMITED COMPANY**

*In the Office of the Registrar of Companies, N.C.T. of Delhi & Haryana
(under the Companies Act, 1956 (1 of 1956))*

IN THE MATTER OF M/s. S. CHAND AND COMPANY LIMITED
(A DEEMED PUBLIC COMPANY U/S 43A)

I hereby certify that S. CHAND AND COMPANY LIMITED
(A DEEMED PUBLIC COMPANY U/S 43A) which was originally
incorporated on NINTH day of SEPTEMBER
Nineteen Hundred and ~~1966~~ SEVENTY under the ~~INDIAN~~
~~COMPANIES ACT, 1956~~ Companies Act, 1956 (Act 1 of 1956) under
the name S. CHAND & CO. PRIVATE LIMITED
having duly passed the necessary Special Resolution on 28-2-2001
in terms of section 31/21 read with section 44 of the Companies Act, 1956,
the name of the said Company is this day changed to S. CHAND AND COMPANY
LIMITED and this Certificate is
issued pursuant to Section 23(1) of the said Act.

Given under my hand at NEW DELHI this SEVENTH
day of NOVEMBER Two Thousand ONE.



(Signature)
(T. P. SHAMI)

DY. REGISTRAR OF COMPANIES,
N.C.T. OF DELHI AND HARYANA



COMPANY NO. 5400

FRESH CERTIFICATE OF INCORPORATION
CONSEQUENT OF CHANGE OF NAME



शुद्धाधिकार प्रमाणिका

Rohit

IN THE OFFICE OF THE REGISTRAR OF COMPANIES DELHI & HARYANA
(Under the Companies Act, 1956 (1) of 1956)

IN THE MATTER OF S. CHAND AND COMPANY LIMITED.

I hereby certify that S. CHAND AND COMPANY LIMITED.
which was originally
incorporated on NINTH day of SEPTEMBER
One Thousand Nine Hundred and SEVENTY under the
~~Companies Act, 1956~~ Companies Act, 1956 and under
the Name S. CHAND AND COMPANY PRIVATE LIMITED.
having duly passed the necessary resolution in terms of section 43A(4)
~~43A(4)~~ of Companies Act, 1956 and the approval
of the Central Government signified in writing having been
accorded thereto in the Ministry of Industry & Company Affairs,
Department of Company Affairs, office of the Registrar of
Companies Delhi & Haryana, New Delhi vide their letter No.ROC/
Approval/TC/3A(4)/5400/1978 dated 30.4.1986 the name of the
said Company is this day changed to S. CHAND AND COMPANY PRIVATE
LIMITED. and this Certificate is
issue pursuant to Section 23(1) of the said Act.

Given under my hand at NEW DELHI this TWENTY FIRST
day of MAY One Thousand Nine Hundred EIGHTY SIX



21/5/86
(BOORAJ KAPOOR)
REGISTRAR OF COMPANIES
DELHI & HARYANA

*Received Certificate
Dated 20/5/86*

*The word "Private"
deleted vis 43A(4) of the
Company 1956*





12/9/76
S. M. / 12/9/76
G. V. / 12/9/76



Form I, R.

CERTIFICATE OF INCORPORATION

No. 5400 of 1970-71

I hereby certify that S. CHAND & CO., LIMITED
Asst. Registrar of Companies
Delhi & Haryana

is this day Incorporated under the Companies Act, 1956 (No. 1 of 1956)
and that the Company is Limited.

Given under my hand at NEW DELHI
this NINTH (18TH) day of SEPTEMBER (BHADRA)
One thousand nine hundred and SEVENTY (SATA-1892)



(P.B. SAHARYA)
Registrar of Companies.
DELHI.



THE COMPANIES ACT, 1956
And
THE COMPANIES ACT, 2013 TO THE EXTENT APPLICABLE
(COMPANY LIMITED BY SHARES)
MEMORANDUM OF ASSOCIATION
OF
S CHAND AND COMPANY LIMITED

- I. The name of the Company is **S CHAND AND COMPANY LIMITED**.
- II. The Registered Office of the Company will be situated in the **Union Territory of Delhi**.
- III. The objects for which the Company is established are:

(A) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ARE:

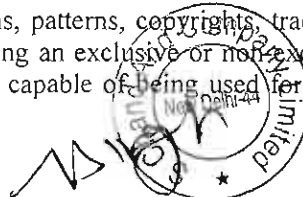
1. To purchase, acquire, takeover, the entire running business of M/s S. Chand & Co., publishers and Booksellers along with its branches and together with its rights, liabilities, properties, debtors, cash in hand, goodwill, tenancies, loans, assets, stock in trade, advances, etc, for consideration either by way of allotment of shares in the company or in cash, or partly in one way and partly in the other; to make necessary amendments, modifications, requirements necessary and expedient for carrying on the pending agreements, tenancies, orders, etc, and to take steps to defend the rights of the business in pending laws suits, complaints, by or against the business acquired, purchased or taken over.
2. To carry on business of proprietors and publishers of books and other literary works.
3. To carry on all or any of the business of printers, publishers, stationers tin, metal, cloth, rubber, parchment, celluloid, glass, bottles, tubes printers, type foundry, stereotypes, electrotypes, photographic printers, photo lithographers, chromo- lithographers, engravers, die- sinkers, book-binders, designers, draftsmen, name plates printers, toys printers, tin box printers, tin and metal sheet folders, block makers, rubber stamps manufacturers, Vandyke, collotype, photographer workers and printers, calendars, pictures and advertising novelties printers, transfer and labels manufacturers, account book manufacturers, machine rules, numerical printers, paper bag and account book makers, box makers, card board printers, ticket manufacturers, book- sellers, publishers.
4. To subscribe for, purchase, or otherwise acquire, hold, dispose of and deal in shares, stocks, securities, and evidences of indebtedness or of the right to participate in profit or assets or other similar documents and any option or right in respect thereof, and to buy and sell foreign exchange and generally to invest and deal with the monies of the company not immediately required in or upon such securities and in such manner as may from time to time be determined.
5. To erect upon the said land to be acquired as aforesaid and upon any other land and property which may hereafter be purchased or leased or acquired by the company such halls, buildings, houses and erections as may be required for carrying on the said business or businesses and to purchase and put into working orders such machinery and other accessories as may from time to time be required on the said business or businesses or any of them and to lease, hire, manage, or otherwise deal with all kinds of immovable property whether belonging to the Company or not.
6. To acquire the running business of hotels, motels and restaurants and/or to purchase land and erect hotel, motel and restaurant buildings with all the modern amenities and facilities including diesel filling pumps, camping grounds for tourists, garages for motorists, amusement halls, swimming pools and all other conveniences to the general public, tourists, delegates and study groups and missions visiting the country.



7. To carry on the business of leasing and hire-purchase financing and to provide on lease or on hire-purchase all types of industrial and office plants, equipment, machinery, vehicles and buildings.

(B) THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE:

1. To acquire by purchase, lease, exchange or otherwise any movable or immovable property and any rights or privileges which the Company may deem necessary or convenient for the purpose of its main business.
2. To enter into partnership or into any arrangement for sharing profits, union of interest, joint venture reciprocal concession or co-operation with persons or companies carrying on or engaged in the main business or transaction of this Company.
3. To import, buy, exchange, alter, improve and manipulate in all kinds of plants, machinery, apparatus, tools and things necessary or convenient for carrying on the main business of the Company.
4. To vest any movable or immovable property, rights or interests required by or received 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.
5. To purchase or otherwise acquire, build, carry out, equip, maintain, alter, improve, develop, manage, work, control and superintend any plants, warehouse, sheds, offices, shops, stores, buildings, machinery, apparatus, labour lines and houses, warehouses, and such other works and conveniences necessary for carrying on the main business of the Company.
6. To undertake or promote scientific research relating to the main business or class of business of the Company.
7. To acquire and take over the whole or any part of the business, goodwill, trademarks properties and liabilities of any person or persons, firm, companies or undertakings either existing or new, engaged in or carrying on or proposing to carry on business, this Company is authorized to carryon, possession of any property or rights suitable for the purpose of the Company and to pay for the same either in case or in shares or partly in cash and partly in shares or otherwise.
8. To negotiate and enter into agreements and contracts with Indian and foreign individuals, companies, corporations and such other organizations for technical, financial or any other such assistance for carrying out all or any of the main objects of the Company or for the purpose of activity research and development of manufacturing projects on the basis of know-how, financial participation or technical collaboration and acquire necessary formulas and patent rights for furthering the main objects of the Company.
9. Subject to Section 230 to 234 of the Companies Act, 2013,, amalgamate with any other company of which all or any of their objects companies having similar to the objects of the Company in any manner whether with or without the liquidation.
10. Subject to any law for the time being in force, to undertake or take part in the formation supervision or control of the business or operations of any person, firm, body corporate, association undertaking carrying on the main business of the Company.
11. To apply for, obtain, purchase or otherwise acquire and prolong and renew any patents, patent-rights, brevets, inventions, processes scientific technical or other assistance manufacturing processes know-how and other information, designs, patterns, copyrights, trade-mark, licenses concessions and the like rights or benefits, conferring an exclusive or non-exclusive or limited or unlimited right of use thereof, which may seem capable of being used for or in connection



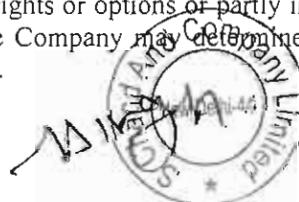
with the main objects of the Company or the acquisition or use of which may seem calculated directly or indirectly to benefit the Company on payment of any fee royalty or other consideration and to use, exercise or develop the same under or grant licenses in respect thereof or otherwise deal with same and to spend money in experimenting upon testing or improving any such patents, inventions, right or concessions.

12. To apply for and obtain any order under any Act or Legislature, charter, privilege concession, license or authorization of any Government, State or other Authority for enabling the Company to carry on any of its main objects into effect or for extending any of the powers of the Company or for effecting and modification of the constitution of the Company or for any other such purpose which may seem expedient and to oppose any proceeding or applications which may seem expedient or calculated directly or indirectly to prejudice the interest of the Company.
13. To enter into any arrangements with any Government or Authorities or any Company or any of them and to obtain from any such Government, authority, person or company any rights, charters, contracts, licenses and concessions which the Company may think desirable to obtain and to carry out exercise and comply therewith.
14. To procure the company to be registered or recognised in or under the laws of any place outside India and to do all act necessary for carrying on in any foreign country for the business or profession of the Company.
15. To draw, make, accept, discount, execute, and issue bills of exchanges, promissory notes, bills of lading, warrants, debentures and such other negotiable or transferable instruments, of all types of securities and to open Bank Accounts of any type and to operate the same in the ordinary course of the Company.
16. To advance money either with or without security, and to such persons and upon such terms and conditions as the Company may deem fit and also to invest and deal with the money of the Company not immediately required in or upon such investments and in such manner as, from time to time, may be determined, provided that the Company shall not carry on the business of banking as provided in the Banking Regulations Act, 1949.
17. Subject to section 73, 74, 179, 180, 185 and 186 of the Companies Act, 2013 and the rules made there under and the directions issued by the Reserve Bank of India, to receive money on deposit or loan and borrow or raise money in such manner and at such time or times as the Company thinks fit and in particular by the issue of debentures, debentures stock, perpetual or otherwise and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the properties or assets or revenues and profits of the Company 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 company of any obligation undertaken by the Company or such other person or company to give the lenders the power to sale and such other powers as may seem expedient and purchase, redeem or payoff any such securities.
18. To undertake and execute any trusts, the undertaking of which seem to the Company desirable, either gratuitously otherwise.
19. To establish, or promote or concur in establishing or promote any company for the purpose of acquiring all or any of the properties, rights and liabilities of the Company.
20. To sell, lease, mortgage, exchange, grant licenses and other rights improve, manage, develop and dispose of undertakings, investments, properties, assets and effects of the Company or any part thereof for such consideration as may be expedient and in particular for any shares, stocks,



debentures, or other securities of any other such company having main objects altogether or in part similar to those of the Company.

21. Subject to the provisions of Section 66 of the Companies Act, 2013, to distribute among the members in money or otherwise any property of the Company or any proceeds of sale or disposal of any property of the Company in the event of winding up.
22. To distribute as dividend or bonus among the member or to place to reserve or otherwise to apply, as the Company may, from time to time, determine any money received by way of premium on debentures issued at a premium by the Company and any money received in respect of forfeited shares, money arising from the sale by the Company of forfeited shares, subject to provisions of Section 52 of the Companies Act, 2013.
23. To employ agents or experts to investigate and examine into the condition, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, properties or rights which the Company propose to acquire.
24. To accept gifts, bequests, devises or donations of any movable or immovable property of any right or interest therein from members or others.
25. To create any reserve fund, sinking fund, insurance fund or any other such special funds whether for depreciation, repairing, improving, and research, extending or maintaining any of the properties of the Company or for any other such purpose conducive to the interest of the Company.
26. Subject to the provisions of Section 179 to 183 of the Companies Act, 2013 to subscribe contribute, gift or donate any money, rights or assets for any national educational, religious, charitable, scientific, public, general or usual objects or to make gifts or donations of money or such other assets to any institutions, clubs, societies, associations, trusts, scientific research associations, funds, universities, college or any individual, body of individuals or bodies corporate.
27. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation, provident or gratuity funds for the benefit of and give or procure the giving of the donations, gratuities, pensions, allowances, bonuses or emoluments of any persons who are or were at any time in the employment or service of the Company or any Company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company or who are or were at any time Directors or officers of the Company or any other company as aforesaid and the wives, widows, families and dependants of any such persons and also to establish and subsidies and subscribe to any institutions, associations, club or funds calculated to be for the benefit of or advance aforesaid and make payments to or towards the insurance of any such persons as aforesaid and to do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.
28. To establish, for any of the main objects of the Company, branches or to establish any firm or firms at places in or outside India as the Company may deem expedient.
29. To pay for any property or rights acquired by or for any services rendered to the Company and in particular to remunerate any person, firm or company introducing business to the Company either in cash or fully or partly-paid up shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise or by any securities which the Company has power to issue or by the grant of any rights or options or partly in one mode and partly in another and generally on such terms as the Company may determine, subject to the provisions of section 188 of the Companies Act, 2013.



S.No	Name, address, description and occupation of subscriber	Signature of the subscriber	Name & address, description & occupation of witness
1	Shyam Lal Gupta S/o Niranjan Lal Gupta 16-B/4, Asaf Ali Road, New Delhi Businessman	(Sd)	
2	Rajendra Kumar Gupta S/o Shyam Lal Gupta 16-B/4, Asaf Ali Road, New Delhi Businessman	(Sd)	O.R raghavan S/o O.U.Rajagopala Iyer 4, Jain Mandir Road New Delhi Chartered Accountant Services
3	Ravindra Kumar Gupta S/o Shyam Lal Gupta 16-B/4, Asaf Ali Road, New Delhi Businessman	(Sd)	

29th day of August, 1970

