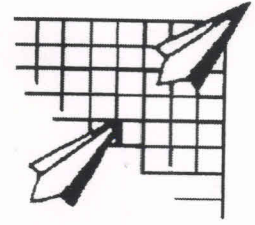


HARDOLI PAPER MILLS LTD.

Regd. Off. : "Krishna Kunj", 1st Floor, Bhavsar Chowk, C.A. Road, NAGPUR-440032.
Ph. (O) (0712) 2770168, 2770968, 2733846 FAX (0712) 2770168
CIN : L21010MH1995LCO85883 E-mail : hardolipaper@gmail.com



CERTIFIED COPY OF THE SPECIAL RESOLUTION PASSED AT THE EXTRA-ORDINARY GENERAL MEETING (No.1/2019-2020) OF THE MEMBERS OF HARDOLI PAPER MILLS LIMITED HELD AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT KRISHNA KUNJ, FIRST FLOOR, BHAVSAR CHOWK, C. A. ROAD. NAGPUR - 440002 ON THURSDAY, THE 13TH DAY OF FEBRUARY, 2020 AT 3.30 P.M.

1. TO ADOPT NEW SET OF ARTICLES OF ASSOCIATION (AOA) OF THE COMPANY

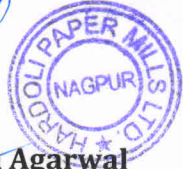
"RESOLVED THAT pursuant to the provisions of Sections 14 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded to adopt the new set of Articles of Association in accordance with the provisions of Companies Act, 2013 in place of existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company or any other Committee thereof be and is hereby authorized to do all such acts, deeds, steps, matter and things, as it may in its discretion deem necessary, expedient and proper to give effect to above resolution and to settle any question, difficulties or doubts that may arise in this regards at any stage, without requiring the Board of Directors to secure further any consent or approval of the to this end and intent that they shall be deemed to have given approval thereto expressly by authorizing of this resolution."

//CERTIFIED TRUE COPY//

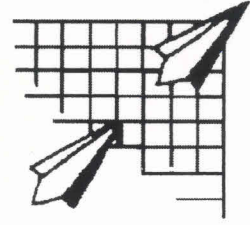
For HARDOLI PAPER MILLS LIMITED


Kailashchandra Agarwal
Managing Director
DIN: 00367292



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item no. 1:

The existing Articles of Association (AOA) are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Act. On 12th September, 2013, the Ministry of Corporate Affairs ("MCA") had notified 98 Sections for implementation. Subsequently, on 26th March, 2014, MCA notified most of the remaining Sections (barring those provisions which require sanction / confirmation of the National Company Law Tribunal ("Tribunal"). With the coming into force of the Act, several regulations of the existing AOA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to replace wholly the existing AOA by a new set of Articles. The new AOA to be substituted in place of the existing AOA are based on "Table-F" of the Act which sets out the model articles of association for a company limited by shares.

Pursuant to Section 14 of the Act, the consent of the Members by way of Special Resolution is required for alteration of AOA of the Company. The Board recommends the Special Resolution set forth in Item No. 1 of the Notice for approval of the Members.

The proposed new draft AOA is being uploaded on the Company's website for perusal by the Members. Further, a copy of the proposed set of new AOA of the Company would be available for inspection for the Members at the Registered Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of EOGM. The aforesaid documents are also available for inspection at the EOGM.

None of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

//CERTIFIED TRUE COPY//

For HARDOLI PAPER MILLS LIMITED


Kailashchandra Agarwal
Managing Director
DIN: 00367292

