

THE COMPANIES ACT, 2013

COMPANY LIMITED BY SHARES

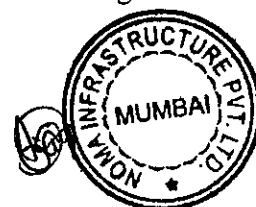
MEMORANDUM OF ASSOCIATION*

OF

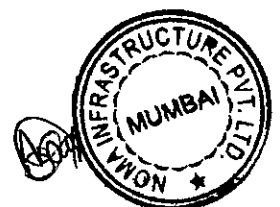
NOMA INFRASTRUCTURE PRIVATE LIMITED

(Incorporated under Companies Act, 1956)

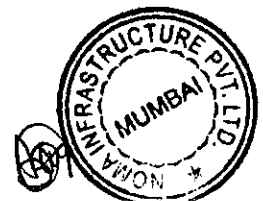
- I. The name of the Company is "NOMA INFRASTRUCTURE PRIVATE LIMITED".
- II. The Registered Office of the Company will be situated in the State Maharashtra i.e. within jurisdiction of Registrar of companies, Maharashtra at Mumbai.
- III. The Objects for which the Company is established are;
- (A) THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**
1. To carry on the business of logistics and to act as international freight forwarding and shipping agents, marine engineers, ship-chandlers, freight brokers, stevedores, charting agents on behalf of client and on its own in all its branches in India and abroad and to carry on either solely or with other companies, corporations, firms or individuals, the business of custom house, clearing, forwarding, consolidating, transport contractor and shipping agents either by sea, land or air and to represent owners and prepare documentation and arrange for documentation, charters of ships, air-crafts, barges, boats and carriers of goods by road, rail, air and water for import and export of goods and relocation of expatriates and to undertake and carry on trades and business of shippers, ship owners, ship operators, ship brokers, booking agents, indenting and distribution agents, ship-charterers, shipping agents, cargo consolidators, commission agents, underwriters, ship managers, packers, warehousemen, stevedores, wharfingers, dock owners, storekeepers, tug owners, marine surveyors, salvors, ship builders, ship and container repairers, loading & unloading brokers, freight contractors, cargo superintendent, hauling contractors, cartage contractors, freight brokers including all other logistics services and liaison with Government and other authorities wherever necessary and to carry on all or any business or trade of freight forwarding and all value added services in any of the services thereof.
 2. To carry on business of and to act as shippers, underwriters, commission agents, ISO tank agency (for principal located outside India), freight forwarding & clearing agents (for principal located outside India), transport agents, brokers.
 3. To carry on all or any of the business of transport, storage of materials / warehousing / CFS activity, cleaning facility for ISO tanks, repairs and maintenance of ISO tank and various other containers, cartage and haulage contractors, garage proprietors, owners and charterers of road vehicles, aircrafts, ships tugs, barges and boats of every description, lighter men, carriers of goods and passengers by road, rail and water. Carmen, cartage contractors, stevedores, carts, superintendents, packers, hauliers, warehousemen, storekeepers, job masters, hotel and motel owners.
- (B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE:**
1. To receive merchandise imported from within or outside the country to take delivery of the same, to arrange for their storage and onward transmission to the respective destination and to do all other such acts and things as are incidental to these.



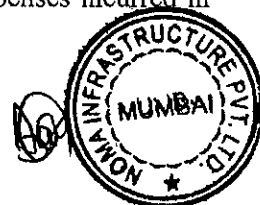
2. To receive goods, luggages, parcels, freight and other merchandise from various offices, firms, individuals or persons for the purposes of warehousing and onward transmission by any suitable transport media to get the same insured against risk of loss, damages or pilferage to incur all expenses in connection there with and to do all other acts and things as may be considered necessary or desirable for the purposes of clearing and forwarding business of the Company.
3. To own the trucks, delivery vans or any other conveyance or conveyances and to give the same on hire for the purpose of transportation of goods, containers, passengers, luggage, freight, documents and parcels and also to take on hire any type of conveyance or conveyances for the said purpose.
4. To acquire, purchase, own, establish, install, erect, equip, work, operate, maintain, hold, use, improve, lease, let, manage, mortgage, exchange, sell, convey and otherwise deal in ships, vessels, barges, tugs, chassis, trucks, trailers, forklifts, cranes, heavy lift equipment, palates, gears, tools and shipping and transport industry requirement movable and immovable properties of every kind and description and any rights or interest therein useful or suitable for the business of the Company including plants, warehouses, stores and offices thereof.
5. To carry on business and or as an agent for all kinds of travelling and transport media and in particular to act as booking contracting agents for and transports of all kinds and to acquire and to dispose of agencies, sub-agencies, booking agents and any other interests or arrangement or arrangement about dealings in, to acquire and to dispose of agencies, sub agencies, booking agents and any other interest or arrangement or arrangement about dealings in, to acquire and to grant, sub-let of or hire out concessions, privileges, monopolies, licenses, permits, quotas, about any particular brand, variety, shape, design and purpose.
6. To carry on the business or running motor cars, motor mini-buses of all kinds and transport media and in particular to act as booking contracting agents for and transports of all kinds and to apply and become member of any agency, institution, governing the trade of cargo booking, courier services, transport, carriers, ship brokers and freight construction and in general as transporters of goods, animals, passengers, movable property and of anything which is capable of being transported by rail, road or sea or by whatever means.
7. To carry on the business as agents for railways, shipping and road Transport Corporation, companies or bodies and carriers by land, water and freight contractors, forwarding & clearing agents, stevedores, ship chandlers, caterers in railways and steam ship companies and to render allied services and facilities offered in such business in India or abroad.
8. To acquire by purchase, exchange or otherwise any movable or immovable property any rights or privileges which the Company may deem necessary or convenient for the purpose of its main business.
9. 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.
10. To import, change, 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.
11. To vest any movable property, rights or interests required by or received or belonging to the Company in any person or Company on behalf of or for the benefits of the Company and with or without any declared trust in favor of the Company.
12. To purchase or otherwise acquire, build, carry out, equip, maintain, alter, improve, develop, manage, work, control and superintend any plats, warehouse, sheds, office, 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.
13. To undertake or promote scientific research relating to the main business or class of business of the Company.



14. To acquire and take over the whole or any part of the business, goodwill, trade-marks 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 authorised to carry on possession of any property of rights suitable for the purpose of the Company and to pay for the same either in cash or in shares of partly in cash and partly in shares or otherwise.
15. 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.
16. Subject to provisions under the Companies Act, 2013, the Company may amalgamate with any other Company of which all or any of their objects are similar to the objects of the Company in any manner whether with or without the liquidation.
17. 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 or undertaking, carrying on the main business of the Company.
18. To apply for and 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 incarnation, designs, patterns, copyrights, trade mark, licenses concessions and the like rights or benefits, conferring an exclusive or non-exclusive or limited or unlimited rights or use hereof, which may seem capable of being used for or in connection with the main objects of the Company of the acquisition or use of which may seem calculate directly to benefit the Company on payment of any fees, 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.
19. To apply for and obtain any order under any Act or Legislature, Charter, Privilege 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 precluding or applications which may seem expedient or calculated directly or indirectly to prejudice the interest of the Company.
20. To enter into any arrangements with any Government or Authorities or any persons or Companies that may seem conducive to the main objects of the 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.
21. To procure the Company to be registered or recognized in or under the laws of any place outside India and to do all act necessary for carrying on in any foreign country, the business or profession of the Company.
22. 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 or securities and to open Accounts of any type and to operate the same in the ordinary course of the Company.
23. Subject to the relevant sections of the Companies Act, 2013, and the Rules and Regulations made there under and the directions issued by the RBI to receive money on loan and borrow or raise money in such manner and at such time to time 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, revenue 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 other person or Company of any obligation undertaken by the Company or Company to give the lenders the power to sale and such other expedient and purchase, redeem or pay off any such securities.



24. To undertake and execute any busts, the undertaking of which may seem to the Company desirable, either gratuitously or otherwise.
25. 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.
26. To sell, mortgage, exchange, grant licenses and other rights improve, manage, develop and dispose of undertakings, 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 of other securities of any other such Company or Companies having main objects altogether or in part similar to those of the Company.
27. Subject to the Provisions of the Companies Act, 2013, to distribute among the members in specie 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.
28. 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 the Companies Act, 2013.
29. To employ agents or experts to investigate and examine into the condition, prospects, value, character and circumstances of any business concern an undertakings and generally of any assets, properties or rights which the Company propose to acquire.
30. To accept gifts, bequests, devisers or donations of any movable or immovable property or any right or interests therein from members or others.
31. To create any reserve fund, sinking fund, or any other such special funds whether for depreciation, repairing, improving, research, extending or maintaining any of the properties of the Company or for any other such purpose conducive to the interest of the Company.
32. Subject to the provisions 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, usual objects or to make gifts ordinations of money or such other assets to any institutions, clubs, societies, associations, trust, scientific research associations, funds, universities, college or any Individual, body of Individuals or bodies corporate.
33. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pensions 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 perms 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 other 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 dependents 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 made payments to or towards the aforesaid and to do any of the matters aforesaid, either alone or in conjunction with any such other Company as aforesaid.
34. To establish for any of the main object of the Company, branches or to establish any firm or firms at places in or outside India as the Company may deem expedient.
35. To pay out of the funds of the Company all costs, charges and expenses of and incidental to the formation and registration of the Company and any Company promoted by the Company and also all costs, charges, duties, impositions and expenses of and expenses and incidental to the acquisition by the Company of any property or assets.
36. To send out to foreign countries, its directors, employees or any other person or persons for investigation possibilities of main business or trade procuring and buying any machinery or establishing trade and business connections or for promoting the interest of the Company and to pay all expenses incurred in this connection.

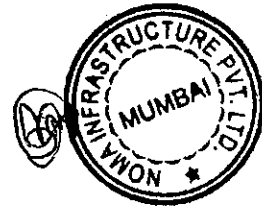


37. To compensate for loss of office of any Managing Director or Directors or other officers of the Company within the limitations prescribed under the Companies Act, 2013, or such other status or rule having the force of law and to make payments to any persons whose office of. Employment or duties may be determined by virtue of any transaction in which the Company is engaged.
38. To agree to refer to arbitration any dispute, present or future between the Company & any other Company, firm, individual or any other body and to submit the same to arbitration in India or abroad either in accordance with Indian or any foreign system of law.
39. To appoint agents, sub-agents, dealers, managers canvassers, sales representatives or salesmen for transacting all or any kind of the main business of which this Company is authorized to carry on and to constitute agencies of the Company in India or in any other country and establish depots and agencies in different parts of the world.


IV. The Liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

V.

- (a) The Authorised Share Capital of the Company is Rs.1,00,000/- (Rupees One Lacs Only) divided into 10,000 (Ten Thousands) Equity Shares of Rs. 10/- (Rupees Ten Only) each.
- (b) The minimum paid up share capital of the company shall be Rs. 1,00,000/- (Rupees One Lac Only)



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 our respective name:

Name Address, Description & Occupation of subscribers	No. of Equity Shares	Signature of Subscriber	Signature, Name Address, Description of witness
<p>1) HIREN VALLABJI PASAD S/O. VALLABJI CAIRHAMSHI PASAD. 302, AKASH BANGACHS, TANAJI N&R, BANDJONGKI. KURAR VILLAGE, MALAD (E), MUMBAI - 400097.</p> <p>OCCUPATION-BUSINESS.</p>	<p>5000 [FIVE THOUSAND EQUITY SHARES ONLY]</p>	<p>Pasad Hiren</p>	
<p>2) Dakshesh Shoh S/o. Koutilal. Candharlal Shoh C-110, first floor, shive kowsti, Behind Jain temple, Borivli (W), Satya Nagar, Mumbai - 92.</p> <p>Occupation-Business.</p>	<p>5000 [Five thousand Equity Shares only].</p>	<p>D.K. Shoh</p>	<p>WITNESS THE SIGNATURE OF ALL THE SUBSCRIBER</p> <p>Dinesh Kumar Sharma S/o. Durga Prasad Sharma C/106 Shanti Ganga Apt. Station Road Bhayander (E) Thane - 401105 Maharashtra India</p>
<p>Total</p>	<p>10,000 [Ten thousand Equity Shares]</p>		

Mumbai

Date: - 11/01/2014