

MEMORANDUM

&

ARTICLES OF ASSOCIATION

OF

GOOMO HOLDINGS SERVICES INDIA PRIVATE LIMITED



GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS

Central Registration Centre

Certificate of Incorporation

[Pursuant to sub-section (2) of section 7 of the Companies Act, 2013 and rule 18 the Companies (Incorporation) Rules, 2014]

I hereby certify that GOOMO HOLDINGS SERVICES INDIA PRIVATE LIMITED is incorporated on this Fifteenth day of November Two thousand sixteen under the Companies Act, 2013 and that the company is limited by shares.

The CIN of the company is U74999MH2016FTC287629.

Given under my hand at Manesar this Fifteenth day of November Two thousand sixteen .

DS MINISTRY OF
CORPORATE
AFFAIRS 01

KAILASH CHAND MEENA

Deputy Registrar Of Companies

For and on behalf of the Jurisdictional Registrar of Companies

Registrar of Companies

Central Registration Centre

Disclaimer: This certificate only evidences incorporation of the company on the basis of documents and declarations of the applicant(s). This certificate is neither a license nor permission to conduct business or solicit deposits or funds from public. Permission of sector regulator is necessary wherever required. Registration status and other details of the company can be verified on www.mca.gov.in

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

GOOMO HOLDINGS SERVICES INDIA PRIVATE LIMITED

103 FLOOR 1, NAVYUG INDUSTRIAL ESTATE,, T.J.ROAD,SEWREE,
MUMBAI, Mumbai City, Maharashtra, India, 400015



THE COMPANIES ACT, 2013*)
(*TO THE EXTENT APPLICABLE)

(COMPANY LIMITED BY SHARES)

MEMORANDUM OF ASSOCIATION

OF

GOOMO HOLDINGS SERVICES INDIA PRIVATE LIMITED

- I. The Name of the Company is **GOOMO HOLDINGS SERVICES INDIA PRIVATE LIMITED**
- II. The Registered office of the Company will be situated in the Maharashtra. i.e. with the Jurisdiction of Registrar of Companies Maharashtra at Mumbai..
- III. The objects of which the Company is established are:-

(A) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-

1. To act as a holding company for all Indian subsidiary and To provide all type of services in the preparation of techno economic feasibility reports and project reports, project appraisals and travel solutions, law and legal , field of taxation, merchant banking , import , export , administration and organization management, mergers and acquisitions, strategic , alliances, valuations, re-organization, investment, diversification strategies and disinvestment in compliance with the FEMA regulations, investigations, assurance services , proprietary and efficiency audit ,internal audit , social audit commencement and expansion of trade, market related , intellectual property rights, advisory and liaisoning services, secretarial services ,general accounting matters, event management , MIS recruitment ,manpower search and human resource management services ,disaster recovery and management services and preparation of budget , ,corporate strategic planning to Indian and multinational corporate.

b. Matters which are necessary for furtherance of the object specified in clause III [A] are:

2. To enter into any arrangements with any Government or Government departments or authorities or statutory corporations, bodies corporate or other undertaking that may seem conducive to the attainment of the company's main objects, and to obtain from any such Government or Government departments or authorities or persons any rights, privileges, franchises and concessions necessary or desirable to obtain and to carry out, exercise, use or comply with any such arrangements.

3. To purchase, acquire and undertake all or any part of the business, property and liabilities of any person or company carrying on or proposing to carry on any business which this company is authorized to carry on or possessed of property suitable for the purpose of the company or which can be carried on in conjunction therewith.

4. To pay for any property, rights or privileges acquired by the company or for the services rendered or to be rendered in connection with the promotion of the business of the company or for acquisition of any property for the company or otherwise either wholly or partially in cash or in shares, bonds, debentures or other securities of the company and to issue any shares either as fully paid up or with such amount credited as paid up thereon, as may be agreed upon and to charge any such bonds, debentures or other securities upon all or any part of the property of the company.

5. To sell, exchange, mortgage, let on lease, royalty or tribute, grant licenses, easements, options and other rights over and in any other manner deal with or dispose of the whole or any part of the undertaking, property assets, rights and effects of the company for such consideration as may be thought fit and in particular for cash or for stocks, shares, whether fully or partly paid up or securities of any other company.

6. To set up laboratories, purchase and acquire land for establishment of Institute, equipment and instruments required for carrying out medical investigation and to educate and train medical students, nurses, midwives and hospital administrators and to grant such certificates or recognitions as the company may prescribe or deem fit from time to time and to grant stipends, scholarships or any other assistance monetary or otherwise to whomsoever to further the course medicine and / or medical research.

7. To collect and provide credit or other information, to organize information cells and data banks, relating to industrial, agricultural and other economic activities and to provide information for the development of industries to entrepreneurs and to provide any other computerized services.

8. To enter into contracts of indemnity or guarantee and to guarantee the performance of any contract or obligation and the due payment and repayment of any debt or liability present or future or contingent on the performance of any contracts or obligations of any persons, firms or company or body corporate.

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9. To apply for, purchase or otherwise, acquire and protect, prolong and renew in any part of the world any patents, patent rights, brevets, d'invention, trademarks, designs, licenses, protections, concessions, monopolies and the like conferring any exclusive or non-exclusive or limited right to their use or any secret or other information as to any invention, process or privilege which may seem capable of being used for any of the purposes of the Company and to use, exercise, develop or grant licenses or privileges in respect of or otherwise turn to account, the property rights and information so acquired and to carry on any business in any way connected therewith.

10 To establish, provide, maintain and conduct or otherwise subsidize research laboratories and experimental workshops, for scientific and technical research and experiments, to undertake and carry on scientific and technical researches, experiments and tests of all kinds, to promote studies and researches, both scientific and technical, investigations and inventions by providing, subsidizing, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conference and by providing or contributing to the award of scholarships, prizes and reward, studies, researches, investigations, experiments, tests and invention of any kind that may be considered likely to assist any business which the company is authorized to carry on.

11. To insure with any other company, firm or persons against losses, damages and risks of all kinds that may affect the company.

12. To engage in providing Manpower placement and recruiting, Selecting, Interviewing, Training and Employing all types of executives, top and Middle Management Staff, Junior Level Staff, Workers, Labourers Skilled/Unskilled required by various Industries and organizations including providing security services, labour contractors, Industrial, Commercial, Housing and to conduct employment bureau in India and abroad for the attainment of main objects of company.

13. To invest and deal with the surplus monies of the company not immediately required for the business to purchase or subscribe for shares and securities of any other company or to invest in any mode, to accumulate funds and to invest or purchase or lease any land, buildings, easements, stock-in-trade or other properties which the company may think necessary for the purpose of its business.

14. Subject to the provisions of the Companies Act, 2013, to receive money on deposit or loan, borrow or raise money in such manner as the company shall think fit and in particular by the issue of equity, debentures or debenture 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 property or assets 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 persons or company or any obligations undertaken by the company or any other person or company, either from India or abroad, as the case may be, but the company shall not carry on Banking Business.

15. To procure the recognition of the Company under the laws of any place outside India.

16. To open any kind of account in any Bank and to draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities.

17. To engage, employ, suspend and dismiss executives, engineers, agents, manager, superintendents, assistants, clerks, coolies and other servants and laborers and to remunerate any such person at such rate as shall be thought fit, to grant bonus, compensation, pension or gratuity to any such person or to his widow or children and generally to provide for the welfare of all the employees.

18. To form, incorporate 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 or control or development of the company or any other object or objects which in the opinion of the company could or might assist the company in the management of its business, the development of its properties and to apply all or any of the costs and expenses incurred in connection with any such promotion or incorporation.

19. Subject to the provisions of the Act, to amalgamate or to enter into partnership or into any arrangement for sharing profits, union of interest, Co-operation, joint venture, license or reciprocal concession or for limiting competition with any person or persons or company or companies carrying on or engaged in or about to carry on or engage in or being authorized to carry on or engage in any business or transaction which the company is authorized to carry on or engage in.

20. To adopt such means of making known the products of the company as may seem expedient and in particular by advertising in press, cinema, electronic media such as television, internet etc. by circulars, posters, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations.

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21. To assist any other company under the same management within the meaning of the Companies Act, 2013 or any statutory modification thereof, in any manner and to any extent including the giving of loan and guarantees or the providing of securities of any kind whatsoever in connection with any loan given to the latter by any person, firm or body corporate.

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22. To distribute among the members in specie any property of the company or any proceeds of the sale or disposal of any property of the company in the event of winding up, so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

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23. To institute and to defend and suit, appeal, application for review or revision or any other application of any nature whatsoever, to take out executions, to enter into agreements of reference to arbitration and to enforce and where need be to contest any awards and for all such purpose to engage or retain counsels, attorneys and when necessary to remove them.

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24. To open any kind of account in any Bank and to draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities.

25. To engage, employ, suspend and dismiss executives, engineers, agents, manager, superintendents, assistants, clerks, coolies and other servants and laborers and to remunerate any such person at such rate as shall be thought fit, to grant bonus, compensation, pension or gratuity to any such person or to his widow or children and generally to provide for the welfare of all the employees.

26. To form, incorporate 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 or control or development of the company or any other object or objects which in the opinion of the company could or might assist the company in the management of its business, the development of its properties and to apply all or any of the costs and expenses incurred in connection with any such promotion or incorporation.

27. Subject to the provisions of the Companies Act, 2013, to receive money on deposit under section 73 of Companies Act, 2013 or loan, borrow or raise money in such manner as the company shall think fit and in particular by the issue of debentures or debenture 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 property or assets 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 persons or company or any obligations undertaken by the company or any other person or company as the case may be, but the company shall not carry on Banking Business.

28. To procure the recognition of the Company in/or under the laws of any place outside India.

29. Subject to the provisions of the Act, to amalgamate or to enter into partnership or into any arrangement for sharing profits, union of interest, Co-operation, joint venture, license or reciprocal concession or for limiting competition with any person or persons or company or companies carrying on or engaged in or about to carry on or engage in or being authorized to carry on or engage in any business or transaction which the company is authorized to carry on or engage in.

30. To adopt such means of making known the products of the company as may seem expedient and in particular by advertising in press, cinema, electronic media such as television, internet etc. by circulars, posters, by purchase and exhibition of works of art or interest, by publication of books and periodicals; and by granting prizes, rewards and donations.

31. To distribute among the members in specie any property of the company or any proceeds of the sale or disposal of any property of the company in the event of winding up, so that, no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

32. To institute and to defend and suit, appeal, application for review or revision or any other application of any nature whatsoever, to take out executions, to enter into agreements of reference to arbitration and to enforce and where need be to contest any awards and for all such purpose to engage or retain counsels, attorneys and when necessary to remove them.

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






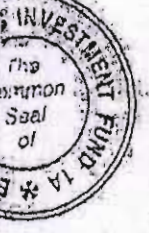
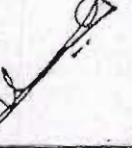



***V. The Authorised Share Capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crore Only) Equity Shares of Rs.10/- (Rupees Ten Only) each.

* The Authorised Share Capital of the Company has been increased from Rs.1,00,000/- to Rs. 50,00,000/- vide Special Resolution passed in the Extra ordinary general Meeting held on 22nd December, 2016.

** The Authorised Share Capital of the Company has been increased from Rs. 50,00,000/- to Rs. 10,00,00,000/- vide Special Resolution passed in the Extra ordinary general Meeting held on 4th February, 2017.

*** The Authorised Share Capital of the Company has been increased from Rs. 10,00,00,000/- to Rs. 20,00,00,000/- vide Special Resolution passed in the Extra ordinary general Meeting held on 19th July, 2017

We the several persons whose names and addresses are subscribed below 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 to our respective names.

Names, Addresses, Occupation & Description Of Subscribers	Number of Equity shares Taken by each Subscriber	Photograph of the Subscriber	Signature of Subscribers	Signature of Witness his name, Address, description And Occupation
<p>1. GOOMO HOLDINGS PTE LTD 30 CECIL STREET #19-03/04 PRUDENTIAL TOWER SINGAPORE 049712 AZLINDA BINTE DOALIM DIRECTOR BUSINESS VIA RESOLUTION AZLINDA BINE DOALIM GENDER- FEMALE D/O MR. DOALIM NATIONALITY - SG (SINGAPORE) OCC - BUSINESS linda_55@hotmail.com +6598581489 APD- 2 MARINE VISTA #07 SINGAPORE 449026</p> <p>2. EMERGING MARKETS INVESTMENT FUND IA C/O TRIDENT TRUST COMPANY (MAURITIUS) LIMITED, 5TH FLOOR, BARKLY WHARF, LE CAUDAN WATERFRONT PORT-LOUIS MAURITIUS MAHAROOFF PAROIKOT DIRECTOR</p>	<p>9900 (NINE THOUSAND NINE HUNDRED)</p> <p>100 (ONE HUNDRED ONLY)</p>	 	  <p>DIRECTOR</p>  <p>Maharooff Paroikot Director</p>  	<p>Abdur Raheem 111 North Bridge Road #25-03, Peninsula Plaza Singapore 19048 Lawyer</p>  <p>WITNESS TO (1)</p> <p>WITNESS TO (2) Maharooff Paroikot signed in my presence this 19/10/2016.</p> 
<p>Total</p>	<p>10000 (Ten Thousand)</p>	<p>maharooff@emergingindia.com +2302103486</p>	<p>ADD: HOUSE NO. 251 AVENUE BENUELI SODNAC QUARTIER BORNES, MAURITIUS</p> 	

Singapore, Dated this 11/11/2016

ADD: HOUSE NO. 251 AVENUE
BENUELI SODNAC
QUARTIER BORNES, MAURITIUS