

MEMORANDUM OF ASSOCIATION
OF
NEO CLASSIC CRUISE AND TOURS PRIVATE LIMITED
(COMPANY LIMITED BY SHARES)
(INCORPORATED UNDER THE COMPANIES ACT, 2013)

I. The name of the Company is “**NEO CLASSIC CRUISE AND TOURS PRIVATE LIMITED**”

II. The Registered Office of the Company will be situated in the State of Kerala.

III. The objects for which the Company is established are:-

***A. THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION:**

1. To purchase, Charter, hire or otherwise, sell, exchange, lot or charter either in India or in any country or otherwise deal with steam, boats, ferries, cruises and other ships and vessels of any description; to establish, maintain and operate transport services and other services by water within India and between India and other countries of the world for the conveyance of passengers to provide, operate and maintain different types of services for pleasure and entertainment of the passengers and generally to establish maintain and operate cruise lines and other lines.
2. To establish, organize, manage, run, charter, conduct, contract, develop, handle, own, operate and to do business transport services by water within India and between India and other countries of the world for transporting goods, articles, or things through all sorts of ships, vessels, boats, barges, trawlers and other types of vessels.
3. To carry on the business of merchants, carriers by land and water, ship owners, ship agents, dock owners or in connection with their business of carriers by land and sea, and provide facilities for the carrying on of any of the above business including consultancy services and
4. To carry on business as Travel Agents and Tour Operators and to provide facilities in travelling and touring to travelers and tourists and to provide the provisions of conveniences of all kinds in the way through tickets, e-tickets, circular tickets, sleeping



For Neo Classic Cruise & Tours Pvt. Ltd

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Director

cars or berths, reserved places, hotel and boarding, lodging accommodation and guides, enquiry bureau, libraries, resting rooms, baggage transport and otherwise and to charter steamships and aeroplanes for fixed periods or for particular voyages and flights.

5. To assist, help, support, train, advise and guide any person, group of persons, section, community for the purpose of tourism, visit to historical places, arrangement of recreational trips and or to manage, organize, administer or make all types of arrangements of food, boarding, lodging, ticketing, transportation (from place to place by air, land; whether partly by air, partly by ship or / and partly by land) convenience, facilities, services, and to obtain licence, approval, permission from concerned state or authority and /or to do any act, deed, things, activities necessary, ancillary, incidental or conducive to the attainment of the object of the company.
6. To seek and obtain association and recognition from IATA, international airlines, local airlines, railways, shipping companies and international and local travel agents, associations and to keep liaison with tourist bureaus, government departments and other agencies dealing with travel and transport.
- *7. To carry on the business of ship builders and repairs and re-fitters of ships, boats, ferries, cruises and vessels of any description and any other parts required for boats, ships, ferries, cruises and vessels and to construct and maintain for the use of the company, repairing or docking of ships and other vessels & to aid in or contribute to the construction of any such works, and any other works incidental thereto, both in India & abroad.

Pursuant to the Special Resolution passed at the Extra-ordinary General Meeting held on 29th May 2017 the Main Objects Clause under Clause III A has been amended in the following manner:-

"Main object clause of the Memorandum of Association of the Company be altered by adding the new clause no. 7 after the existing clause no. 6."

//Certified True Copy//

Director



B. MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A):

1. To acquire and take over any business or undertaking carried on in connection with any land or building which the Company may desire to acquire or become interested in and the whole or any of the assets and liabilities of such business or undertaking and to carry on the same or to dispose or remove or put an end thereto or otherwise deal with the same as may seem expedient.
2. To open bank accounts of all kinds including overdraft accounts, and to operate the same and to draw, make, accept, endorse, discount, execute, issue and negotiate bills of exchange, promissory notes, warrants, bills of lading, railway receipts, delivery notes, warehouse keeper's certificates, cheques, drafts, hundies and other instruments of every description in connection with the business of the Company.
3. To enter into partnership or into any arrangement for sharing profits, union of interests, cooperation, joint venture, reciprocal concession or otherwise with any person or Company carrying on or engaged in or about to carry on or be engaged in any business or transaction carried on or conducted or capable of being carried on or conducted, directly or indirectly to benefit the Company or otherwise assist any such person or company and to take or otherwise acquire shares and securities of any such company and to hold, sell or otherwise acquire shares and securities of any such company and to hold, sell or otherwise deal with the same.
4. To collaborate with foreign firms for acquiring or offering technical know-how, or to employ foreign technicians or experts or advisers on a contract basis or otherwise and to loan on suitable terms in Company's technicians, experts and other parties in or outside India for developing allied business and to send out to foreign countries the Company's own professional and experts for developing business in foreign countries on a joint venture basis or otherwise and to send out company's men to foreign countries for further training.
5. To acquire and undertake the whole or any part of the business property and liabilities of any person or company carrying on any business which the company is authorized to carry on or possessed property suitable for the purposes of this company and to



For Neo Classic Cruise & Tours Pvt. Ltd.

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Director

promote, subscribe to or assist any public or private work or undertaking offering facilities for or conducting in any way to the purposes or profit of the Company and to hold shares or interest in any such company or partnership.

6. To form or let out the business of the Company or any part thereof or to sell or transfer the same or any part thereof, permanently or temporarily to any other company or companies or persons as may be thought desirable on any terms and conditions which may be thought proper.
7. To enter into contract or arrangement with any Government or authority, supreme, municipal, local or otherwise that may seem conducive to the Company's objects or any of them and to obtain for many such Government or authority any rights, privileges and concessions.
8. To acquire, buy, purchase, lease or otherwise acquire, hold, sell, exchange, grant and dispose of lands, buildings, offices, shops, warehouses, laboratories, garages and premises of every description, mortgages, charges, grants, concessions, leases, contracts, policies, book-debts and claims and any interest in any movable or immovable property and any claim against such property.
9. To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined and particularly by way of advance or deposit with or without interest to or with any bank, corporation, person or persons.
10. To adopt such means of making known the business of the Company as may seem expedient and in particular by advertising to the press 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 (including donations to any fund for charitable or public purposes).
11. To purchase, take on lease or in exchange, hire or otherwise acquire any estates, land or lands in India or elsewhere and any rights, privileges and easements and concessions and factories machinery, implements, tools, live and dead stock, stores effects and other property, real or personal, immovable or movable of any kind which may be required for attaining the main objects.



For Neo Classic Cruise & Tours Pvt. Ltd.


Director

12. To promote and form any Company or Companies for any purpose and to transfer all or any of the property rights and liabilities of this Company to that company.
13. To apply for, purchase or otherwise acquire and protect, prolong and renew trademark, trade names, designs, secret processes, patents, patent rights, copyrights, licenses, protection and concession, which may appear likely to be advantageous or useful to the Company and to spend money in experimenting and testing and improving or seeking to improve any patents, copyrights, inventions or rights which the Company may acquire or propose to acquire or develop.
14. To acquire by concession, grant, purchase, amalgamation, barter, lease, license or otherwise, either absolutely or conditionally and either solely or jointly with other lands, houses estates, farms quarries, water rights, way lanes and other works, privileges, rights and here deterrents and machinery, plant and utensils and trademarks and other movable and immovable property of any description whatsoever at any place or places in India or in any foreign country and together with such rights as may be agreed upon and granted by Government or the rulers or owners thereof and to expend such sums of money as may be deemed requisite and advisable in the exploration, survey, cultivation and development thereof.
15. To purchase or otherwise acquire and undertake the whole or any part of the business, property, goodwill, rights and liabilities of any person, firm or company carrying on any business and purchase, acquire apply for, hold, sell and deal in shares, stock, debentures or debenture stock of any such person, firm or company and to conduct, make or carry into effect any arrangement in regard to the winding up of the business of any such person, firm or company.
16. To promote any other company for the purpose of acquiring the whole or part of the business or property or undertaking, or any other liabilities of this Company, or for taking over any business or operations which may appear likely to assist or benefit this Company and to place or guarantee the placing of, underwrite or subscribe for or otherwise acquire all or any part of the shares or securities of any such Company aforesaid.



For Neo Classic Cruise & Tours Pvt. Ltd.

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Director

17. To amalgamate with any company or companies having objects altogether or in part similar to those of this Company.

To enter into any contracts, arrangements, agreements or collaboration with Indian or Foreign individuals, any Government including Central or State or Authority, Municipalities, Local Boards or otherwise, NGO's, Companies, Banks, Financial Institutions or Corporations or other Organizations for technical, financial or any other assistance for carrying out all or any of the objects of the Company.

18. Subject to the provisions of Companies Act, to borrow or raise money or to raise money on deposits at interest or otherwise in such a manner as the Company may think fit and in particular by issue of debentures, debenture stock, perpetual or otherwise and convertible or perpetual annuities, and in securities of the money so borrowed, the whole or any part of the property, assets or revenue of the Company, present or future, including its uncalled capital, by special assignment or otherwise, or to transfer and convert the powers as may deem fit, securities provided however, the Company shall not carry on the business of banking as defined in the Banking Regulation Act, 1949.
19. To remunerate or make donations to (by cash or in kind or by the allotment of fully or partly paid shares, debentures, debenture stock, or securities of this or any other company, or in any other manner) whether out of the Company's capital, profits or otherwise, to any person, or firm or company for services rendered or to be rendered in introducing any property or business to the Company, or any other reason which the Company may think proper.
20. To pay all the costs, charges and expenses of and incidental to the promotion and establishment of the Company including costs, charges, expenses of negotiations, contracts and agreements made prior to and in anticipation of the formation and incorporation of the Company.
21. To lend or deposit moneys, belonging to or entrusted to or at the disposal of the Company, to such person or company and in particular to customers and others having dealings with the Company with or without security, upon terms as may be thought proper and guarantee the performance of contracts by such person or company, but not to do the business of Banking as defined in the Banking Regulation Act, 1949.



For Neo Classic Cruise & Tours Pvt. Ltd.

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Director

22. Subject to the provisions of the Companies Act and the Banking Regulation Act, 1949 to invest and deal with the moneys of the company, not immediately required, in such manner as may from time to time be determined.
23. To guarantee the payment of money, unsecured by or payable under or in respect of Promissory Notes, Bonds, Debentures, Stock, Contracts, Mortgages, obligations, Instruments and Securities of any company or of any authority, supreme, municipal, local or otherwise of any person whomsoever whether Incorporated or not incorporated.
24. To provide for the welfare of Directors, employees or ex- employees of the Company and the spouses, widows, families or dependents or relatives of such persons by building or contributing to the building of houses, dwelling or by grant of money, pensions, gratuity, bonus, payment towards insurance, or other payment, or by creating, from time to time, subscribing or contributing to, adding or supporting provident funds or trusts or conveniences, profit sharing schemes and other funds by providing or subscribing or contributing towards places of education or recreation, hospitals and dispensaries, medical and other assistance as the Company shall think fit.
25. Subject to the provisions of the Companies Act and the Constitution of India to subscribe or contribute or to otherwise assist or to guarantee money to charitable, benevolent, religious, scientific, educational, literary, medical, national, public or any other institutions, funds, objects or purposes or for any exhibition, industrial fair or display.
26. To train or apply for the training in India or abroad of any member or any of the Company's employees or any other candidates in the interest of and for the furtherance of the company's business.
27. To place to reserve, or to distribute as dividend or bonus among the members, or to apply as the Company may from time to time think fit moneys received by way of premium on shares or debentures issued at a premium by the company and any moneys in respect of dividends accrued on forfeited shares and to distribute any property of the Company amongst the members in specie or kind in the event of winding up.



For Neo Classic Cruise & Tours Pvt. Ltd.

Director

28. To establish branches or agencies, whether by means of local boards or otherwise anywhere in India or elsewhere at any place or places throughout the world, for the purposes of enabling the Company to carry on its business more efficiently and to discontinue or to reconstitute any such branches or agencies.
29. To apply for, promote and obtain any Act of Legislature or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly, or indirectly to prejudice the Company's interests.
30. To sell, exchange, mortgage (with or without power of sale) assign, lease, sublet and generally otherwise deal with the whole or any part of the business, estate property or undertaking of the Company, as a going concern, to any person or persons, association or associations, or otherwise for such consideration as the Company may think fit, either for cash or for shares, debentures, or securities for any other Company having objects altogether or in part, similar to the objects of this Company and to hold or distribute among the members in specie or otherwise the whole or part of the consideration for such sale or amalgamation with any person, company or association.
31. To insure with any person, firm, association or Company against losses, damages, risks and liabilities of any kind which may affect the company either wholly or partially and if thought fit, to effect any such insurance by joining or becoming a member of any mutual insurance, protection or indemnity association, federation or society, and to accept any such insurance or any part thereof for the account of the Company.
32. To establish and construct buildings and houses required to accommodate officers and workmen as may be found necessary and to join and participate in any Chamber of Commerce or Commercial institutions or Bodies as member or associate member and to pay all subscriptions and other amounts for such purpose.
33. To undertake and execute any trusts, the undertaking whereof may seem desirable either gratuitously or otherwise.



For Neo Classic Cruise & Tours Pvt. Ltd.

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Director

34. To employ experts to investigate and examine into the conditions, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, property or rights and to effect insurances and assurances on the lives of any debtors to the Company or on the lives of any other persons in whom the Company may have an assurable interest and to pay the premiums and other moneys required to keep up the policies of assurances out of the moneys of the Company and to appoint engineers, contractors, managers, brokers can-vassers, agents, and other persons and to establish and maintain agencies or branches in any part of India or elsewhere for the purposes of the Company and to discharge and to discontinue the same and to create any Depreciation Fund, Reserve Fund, Insurance Fund, Sinking Fund or any other Special Fund, whether for depreciation or repairs, replacement, improving, extending or maintaining any of the properties of the Company, or for any other purposes conducive to the interests of the Company and to capitalise its reserves and issue bonus shares.
- IV. The liability of the members of the Company is limited and this liability is limited to the amount unpaid, if, any on the shares held by them.
- V. The Authorised Share Capital of the Company is Rs. 10,00,000 /- (Rupees Ten Lakhs only) divided into 1,00,000 (One Lakhs) Equity Shares of Rs.10/- (Rupees Ten) each.



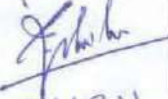




For Neo Classic Cruise & Tours Pvt. Ltd.

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Director

We, the several persons, whose names and addresses are subscribed hereto, 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 our respective names.

| SL. NO. | NAME, ADDRESS AND DESCRIPTION OF THE SUBSCRIBERS | NUMBER OF EQUITY SHARES TAKEN BY EACH SUBSCRIBER | SIGNATURE OF THE SUBSCRIBER | NAME, ADDRESS, DESCRIPTION AND SIGNATURE OF WITNESS(ES) |
|---------|---|--|---|--|
| 1. | KALIYAMPURATH MATHAI CHACKO 3/A KALIYAMPURATH CHACKO MATHAI 8/220, KALIYAMPURATH HOUSE, ALIANKUNNU, MULANTHURUTHY P.O. ERNAKULAM-682314 KERALA-INDIA. PAN: ABCPL6509M OCCUPATION: BUSINESS | 1,000 (ONE THOUSAND EQUITY SHARES OF RS. 10 EACH) |   | "I witness to subscribes, who have subscribed and signed in my presence further I have verified their identity proof (ID) for their identification and satisfied myself of their identification particulars as filled in."  CYRIL SHIBU M.COM, LL.B, FCS FCS No. 5083 KOLLATTUTHARA CHEMMAYAM, KOONAMMAVU P.O. ERNAKULAM. PIN: 683 518 (IN SERVICE) PAN AICPS9774K |
| 2) | NISHADITH KOLLATTUTHARA JOHN S/O KOLLATTUTHARA SEBASTIAN JOHN HOUSE NO 2/776 A. KOLLATTUTHARA HOUSE MULAVUKAD, ERNAKULAM 682504, KERALA INDIA PAN: AEX PJ7345C OCCUPATION: BUSINESS | 9,000 (NINE THOUSAND EQUITY SHARES OF RS. 10 EACH) |   | |
| | | 10,000 | | |

Date: 14/03/2016

Place: Ernakulam, Kerala