

[Pursuant to Schedule I (see Sections 4 and 5) to the Companies Act, 2013] FORM NO. INC-33

SPICE MOA
(e-Memorandum of Association)

MOA language: English Hindi

SRN of form INC-1

G69085983

Pre-fill

* Table applicable to company as notified under schedule I of the companies Act, 2013

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Table A- MEMORANDUM OF ASSOCIATION OF A COMPANY LIMITED BY SHARES

1. The Name of the Company is

AIR INDIA ASSETS HOLDING LIMITED

2. The Registered office of the company will be situated in the state of

Delhi-DL

3.(a) The objects to be pursued by the company on its incorporation are

1. To acquire from Air India Ltd. its

a. shares held in:

(i) Air India Air Transport Services Ltd.,

(ii) Air India Engineering Services Ltd.,

(iii) Airline Allied Services Ltd., and

(iv) Hotel Corporation of India Ltd.

b. paintings, artifacts and other non-operational assets, whether or not reflected in the balance sheet, all as may be decided by Air India Ltd./Government of India.;

c. non-core assets, as may be decided by Air India Ltd./Government of India;

d. immovable properties, whether leasehold or freehold, moveable properties including intangible properties such as but not limited to trademarks, brand names, goodwill, copyright and other intellectual property rights, slots at airports, landing rights, operating rights, goodwill, and other rights, in each case whether or not reflected in the balance sheet, as may be decided by Air India Ltd./Government of India;

e. accumulated working capital loans not backed by any asset; and

f. other assets/liabilities or of its subsidiaries, as may be decided by Air India Ltd./Government of India.

2. To:

a. act as landlord, lessor or owner of, and to collect or receive rent, profits, benefits or compensation in respect of, the properties and assets acquired from Air India Ltd., or otherwise acquired;

b. sell, transfer, exchange, lease, permit to use, gift, or otherwise dispose of, turn to account or in any manner deal with, the properties or assets including the shares, paintings, artifacts and others properties or rights acquired pursuant to clause 1 above, and to pay off the working capital loans and pay the interest, expenses, etc. in relation to such loans and otherwise, in such manner, at such times and on such terms and conditions as the Company may, at its absolute discretion, decide;

c. provide engineering services for vehicles of all kinds, including aircraft, ships, wagons, cars, trucks, engines, components and parts, etc.;

- d. operate a maintenance and repair organization and to provide maintenance and repair services for vehicles of all kinds, including aircraft, ships, wagons, cars, trucks, engines, components and parts, etc.;
- e. carry on airline business as passenger and freight/cargo carrier on all or any of its routes
- f. provide handling ground handling and airport handling services;
- g. provide advisory or consultancy services in relation to any of the businesses or activities the Company is authorized to carry on.

3.(b)Matters which are necessary for furtherance of the objects specified in clause 3(a) are

1. To carry on any of its businesses or activities either in whole or in part, directly or indirectly in partnership or cooperation with one or more entities, by ownership of the shares or stakes in companies whether or not having the same or similar aims or being part of any new companies, bodies corporate, partnerships, limited liability partnerships, associations etc. and to promote new companies, bodies corporate, partnerships, limited liability partnerships, associations etc. to carry on any one or more of the businesses or activities, whether through subsidiaries or joint ventures.
2. To invest by way of or acquire and hold share capital, debentures, loan or other securities in or provide commercial or monetary assistance to other companies, bodies corporate, partnerships, limited liability partnerships, associations etc.
3. To purchase, take on lease or otherwise acquire or acquire rights to use, and to hold and maintain, land, rights to including rights to use land, or buildings, or rights over or connected with land, concessions, machinery, buildings, works, apparatus, implements, stock in trade, patents, inventions, movable and immovable property of any kind including intangible property whether or not deemed necessary or convenient for the purpose of the business of the Company.
4. To offer and enter into contracts, agreements or arrangements for services in connection with the business of the Company.
5. To sell, lease, exchange, gift, grant rights to use or rights over, or dispose of or improve, manage, develop or deal with the whole or any part of the undertaking or of the undertakings of the Company or any business, property, rights or assets of the Company or any part thereof, or any shares or interest therein in such manner and for such consideration as the board of directors of the Company may think fit and in particular, but without limitation, for shares, debentures or securities of any other company whether or not having objects altogether or in part similar to those of the Company.
6. To control or acquire the whole or any part of the business, property and/ or liabilities of any undertaking, company, body corporate, association, firms, limited liability partnerships or individuals whether or not having similar objects to those of the Company.
7. To sell, lease, exchange, give on license or otherwise permit to be used, any property, movable, immovable or intangible, or rights of the Company on such terms and conditions as the Company may deem appropriate.
8. To amalgamate or merge with any other company, body corporate, firm, association, limited liability partnership, society, association of persons, undertaking or business, and give or accept any form of consideration, including fully or partly paid up shares, debentures, other securities or otherwise.
9. To establish, maintain and to discontinue offices, agencies or branches in India and / or abroad for the purposes of efficient and profitable working of the Company's business.
10. To carry on at such place or places in India and / or abroad, as the Board of Directors of the Company may from time to time determine, the business of the Company.
11. To procure the Company to be recognized in any foreign country or place, for the purposes of the business of the Company.
12. To obtain any order of any government, regulator, authority or judiciary for enabling the Company to obtain or exercise all powers and authorities necessary or expedient to carry out or extend any of the objects of the company or for any other purpose which may seem expedient and to oppose any proceeding or application which may seem calculated directly or indirectly to prejudice the Company's interest.
13. To enter into partnership or any arrangement for sharing profits and/or losses, union of interest, co-operation, collaboration, joint venture, reciprocal concession, amalgamation or otherwise with any person, firm, company, body corporate, limited liability partnership, association or society etc. whether or not carrying on or engaged in any business or transaction which the Company is authorized to carry on.
14. To acquire, use, deploy or have technology as may be required by the Company and to enter into license agreements or joint venture agreements or such other agreements for acquiring, using, deploying or having such technology.
15. To buy, sell, import, export and deal in merchandise, products, substances, commodities, currencies, articles and things required for the business of the Company.
16. To enter into any derivative contracts including in relation to stocks, shares or other securities, commodities or currencies.
17. To do all the above things and all such other things in India and/or abroad and as principals, agents, contractors, trustees or otherwise and either alone or in conjunction with others and to do all such other things as are in the opinion of the Board of Directors incidental or conducive to the attainment of the above objects or any of them.

18. To enter into any arrangements or collaboration with the Government of India or with any State Government or with any Indian or foreign government, authorities, municipal, local or otherwise or with any person, that may seem conducive to the Company's objects or any of them or otherwise acquire from any such government, state government, authority or person, any rights, powers, privileges, licenses, decrees, sanctions, grants and concessions whatsoever, whether statutory or otherwise, and to carry out, exercise and comply with any such arrangements, rights, powers, privileges, licenses, decrees, sanctions, grants and concessions.
19. To obtain on lease / license, buy, acquire or let land, buildings for office or residence of the employees, directors and visitors of the Company.
20. To invest surplus funds whether in freehold, or leasehold land or land of any tenure, or in stock, shares, debentures, commercial paper, other securities, in deposits, merchandise and other property, movable, immovable or intangible.
21. To purchase or otherwise acquire, sell, lease, mortgage, charge, convert, account and dispose of licenses, shares, stock, debentures, debenture stock, securities, concessions, options, produces, policies, book debts and claims and any interest in real or personal property and any claim against such property or against any person or company found necessary or convenient for the purposes of the Company.
22. To advance money either with or without security generally and also to persons undertaking to build on or improve any property in which the Company is interested and to tenants, builders and contractors.
23. To receive moneys, securities and valuables of all kind on deposit at interest or otherwise or as security deposit in the course of business of the Company.
24. To issue shares or debentures, debenture stock, bonds, warrants, obligations and securities of all kinds, including in exchange, or on conversion, of debt, as also in payment or part payment of any movable or immovable property purchased or acquired by the Company or services rendered to the Company; and to frame, constitute and secure the same, as may seem expedient to the Board of Directors of the Company with full power to make the same transferable by delivery or by instrument of transfer or otherwise or either perpetual or terminable and either redeemable or otherwise and to charge and secure the same by trust deed or otherwise on the undertaking of the Company or upon any specific property and rights, present and future of the Company (including its uncalled capital) or otherwise howsoever.
25. To borrow or raise money or to receive money or deposits at interest or otherwise in such manner as the Board of Directors of the Company may think fit and in particular by the issue of debentures or debenture stock, perpetual or otherwise including debentures or debenture stock convertible into shares of the Company and as securities for any such moneys so borrowed, raised or received to mortgage, pledge or charge the whole or any part of the Company's assets and/or revenues, present and future, by special assignment or otherwise and to transfer or convey the same absolutely in trust and to give the lender power to sell and other powers as may seem expedient to the Board of Directors and to purchase, redeem or payoff any such securities.
26. To open account or accounts with any bank or banks and to pay into and to withdraw money from such account or accounts and otherwise to operate thereon and to obtain various types of fund-based or non-fund based credit and other facilities in the best interest of the Company.
27. To draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes, bills of lading, debentures and such other negotiable or transferable instruments or securities of all types.
28. To insure any of the properties, undertakings, contracts, guarantees or obligations of the Company of every nature and kind in any manner whatsoever.
29. To create any depreciation fund or reserve fund, sinking fund, insurance fund and/or any other special fund or reserves, whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company or for utilizing it for any other purposes of or conducive to the interest of the Company and to utilize all such funds or reserves, for such purposes as the Board of Directors of the Company may think fit.
30. To pay, satisfy or compromise any claims made against the Company which it may seem expedient to the Board of Directors of the Company to pay, satisfy or compromise notwithstanding that the same may not be valid in law.
31. To pay all the costs, charges and expenses of and incidental to the promotion, formation, registration and establishment of the Company and the issue and subscription of its capital including any underwriting or other expenses attending the issue of any circular or notices and the printing, stamping, circulating of proxies and all forms to be filled up by the members of the Company.
32. To remunerate the servants of the Company and others for services rendered and also out of and in proportion to the profits of the Company or otherwise as may be thought fit.
33. To do all such other things as may be deemed incidental or conducive for the attainment of the main objects or any of them.
34. To adopt such means, of making known the business of the Company as may seem expedient and in particular by advertising in the press by circulars, by purchase and exhibition of works or art or interest, by publication of books and periodicals and by granting prizes, rewards and donations.
35. To apply for, purchase or otherwise, acquire any patent, patent right, copyright, trademarks, or other rights, goodwill, formulae, license, lease, concessions, conferring any exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may directly or indirectly benefit the Company;

and to use, exercise, develop or grant licenses in respect of or otherwise turn to account the property, rights, or information so acquired.

36. To establish or support or aid in the establishment and support of associations, institutions, funds, trusts, and conveniences for the benefit of past or present employees or directors of the Company or the dependents of such persons; and to grant pensions and allowances, to make payments towards insurance; to subscribe or guarantee money for charitable or benevolent objects or useful objects for general public.

37. To promote any other company or companies for the purpose of acquiring or taking over all or any of the property, rights, and liabilities of the company or for any other purpose which may directly or indirectly benefit the Company.

38. To lend and advance money or give credit to any person or company; to give guarantee or indemnify for the payment of money or the performance of contracts or obligations by any person; to secure or undertake in any way the repayment of moneys lent or advanced to, or the liabilities incurred by any person subject to the provisions of applicable law.

39. To train or pay for training in India or abroad of any of the Company's employees or officers or any candidate in the interest of or furtherance of the Company's objects.

4. 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.

5. The share capital of the company is rupees, divided into,


50,000.00	Equity	shares of	10.00	rupees each	
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6 We, the several persons, whose names and addresses are subscribed, 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 against our respective names:

S.No.	Subscriber Details					
	Name, Address, Description and Occupation	DIN/PAN/Passport Number	No. of shares taken		DSC	Dated
1	Shri R. N. Choubey, Secretary (Civil Aviation), Ministry of Civil Aviation, as nominee of President of India Address: 112, New Moti Bagh East, Netaji Nagar (Res), New Delhi - 110023 Occupation: Service	AAGPC8270Q	1	Equity	RAJIV NAYAN CHOUBEY Digitally signed by RAJIV NAYAN CHOUBEY Date: 2018.01.22 13:16:35 +05'30'	22/01/18
2	Smt. Gargi Kaul, Joint Secretary & Financial Advisor, Ministry of Civil Aviation, as nominee of President of India. Address: CII 66, Bapa Nagar, New Delhi - 110005 Occupation: Service	AAIPM7479B	1	Equity	GARGI KAUL Digitally signed by GARGI KAUL Date: 2018.01.22 13:23:15 +05'30'	22/01/18
3	Shri S. K. Mishra, Joint Secretary, Ministry of Civil Aviation, as nominee of President of India Address: W-17, HUDCO Place, Andrews Ganj, Andrews Ganj, South Delhi, Delhi - 110049 Occupation: Service	07728790	1	Equity	SATYENDRA KUMAR MISHRA Digitally signed by SATYENDRA KUMAR MISHRA Date: 2018.01.22 13:45:26 +05'30'	22/01/18
4	Smt. Usha Padhee, Joint Secretary, Ministry of Civil Aviation, as nominee of President of India Address: A-10, VIP Colony, Nayapalli, Bhubaneswar - 751015, Orissa Occupation: Service	AEGPP3239N	1	Equity	USHA PADHEE Digitally signed by USHA PADHEE Date: 2018.01.22 12:47:45 +05'30'	22/01/18
5	Smt. Shefali Juneja, Director (AI Division), Ministry of Civil Aviation, as nominee of President of India. Address: D-1/10, Rabindra Nagar, Lodi Road, New Delhi - 110003 Occupation: Service	AANPJ0993Q	1	Equity	SHEFALI JUNEJA Digitally signed by SHEFALI JUNEJA Date: 2018.01.22 12:06:07 +05'30'	22/01/18
6	Shri Angshumali Rastogi, Director, Ministry of Civil Aviation., as nominee of President of India Address: D-7/9 Vasant Vihar, New Delhi - 110057 Occupation: Service	AAAPR2507F	1	Equity	ANGSHUMALI RASTOGI Digitally signed by ANGSHUMALI RASTOGI Date: 2018.01.22 11:55:18 +05'30'	22/01/18
7	Shri C. K. Shukla, Under Secretary, Ministry of Civil Aviation – authorized representative of President of India. Address: 76, Pocket-D, Mayur Vihar, Phase-2, New Delhi- 110091 Occupation: Service	BLEPS1792M	49994	Equity	CHANDRA KISHORE SHUKLA Digitally signed by CHANDRA KISHORE SHUKLA Date: 2018.01.22 12:10:11 +05'30'	22/01/18
Total Shares taken			50,000.00	Equity		

Signed before Me

Name	Address, Description and Occupation	DIN/PAN/Passport Number/ Membership Number	DSC	Dated

FCS	Jiwan Parkash Saini	FF,42, Omaxe Square, Commercial Centre Jasola, New Delhi - 110025 Occupation: Professional (Practicing Company Secretary)	3671	 <small> Digitally signed by Jiwan Parkash Ash Saini DN: cn=Jiwan Parkash Ash Saini, o=Jiwan Parkash Ash Saini, email=jiwan.parkash.ash.saini@delhi.nic.in, c=IN Reason: I have signed the data with my private key Date: 2018.01.22 14:36:13 UTC </small>	22/01/18
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