THE COMPANIES ACT, 2013

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

*CALIBER MINING AND LOGISTICS LIMITED

I. *The name of the Company is **CALIBER MINING AND LOGISTICS LIMITED**

II. The Registered Office of the company will be situated in the State of Maharashtra within the jurisdiction of the 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.

a. To carry on the business of producing, processing, refining, beneficiating, manufacturing or otherwise buying, importing, exporting, marketing and selling and generally dealing in various metals and Minerals and their bye- products of all kinds, varieties and nature and to act as indent or agent, commission agent, distributors, wholesellers, retailers, broker, contractor, traders or otherwise deal with raw and process materials, semi products and end products of Low ash Metallurgical Coke, carbon, Chemicals, Coal, Coke, Petroleum Coke products, Calcined Petroleum Coke, Ferro Alloys, Electrodes, Petro Products and Petro Products of all kinds & specification and other allied items and industrial raw materials and to deal in the research and development in the said areas and to act as a consultants in the said area and to deal in the business of manufacturers and dealers in carbon black of all types, gas black, ebony black, jet black, hydrocarbon black, satin black and silicate of carbon either from natural and/or artificial gas or from any other source and to provided consultancy services for pollution control and to deal in manufacturing & selling of pollution controlling devices for industries.

*b. To mine, quarry or beneficiate coal and manufacture coke and other by-products of coal, purchase or otherwise acquire all minerals and other materials of every kind needed for or resulting from the

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mining, manufacturing production or processing of coal, coke and other by-products of every kind and, for this purpose, to install, operate and manage all necessary plants, mines, establishments, works.

*c. To carry on the business of buying, selling, importing, exporting, producing, trading, manufacturing or otherwise dealing in all products made of coal and iron ore, coking coal, manganese, limestone, refractories and other allied industries and for that purpose to install, operate and manage all necessary plants, mines, establishments, works.

*d. To carry, collect, receive, load, unload, distribute, transfer and deliver coal, iron ores, coke and any other minerals and other property of every description by any mode of transportation.

*e. To undertake the activities of rake loading in which the coals are loaded in particular orders in the stationary rakes by travelling tipper and also undertake rail coordination services while transporting of coal, coke and other byproducts of every kind as and when required.

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

2. To acquire and take over the whole or part of the business, property goodwill and liabilities of any person, firm or Company carrying on or about to carry on business which this Company is authorised to carry on or proposed of any property or rights suitable for the purpose of this Company.

3. Upon any issue of shares, debentures or other securities of the Company, to employ any person, firm or company as brokers, commission agents and underwriters and to provide for the remuneration of such persons, firm or company for their services.

4. To sell, improve, manage, develop, exchange, lease, mortgage, enfranchise, abandon, dispose of, turn to account or deal with the property and rights of the Company.

5. To search for and to purchase or acquire from any Government, State or Authority any licenses, concessions, grants, decrees, rights, powers and privileges which may seem to the Company capable of being turned to account and to work, develop, carry out, exercise and turn to account the same.

6. To sell and mortgage and deal with or dispose of the property, assets or undertakings of the Company or any part of, for such consideration as the company may think fit and in particular for shares, stocks, debentures an

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other securities of any other Company whether or not having objects altogether or in part similar to those of the company.

7. To purchase or acquire, protect, prolong and renew any patents, copyrights, brevets licenses, protections and concessions, which may appear likely to be advantageous or useful to the Company and to use and turn to account the same and to grant licenses or privileges in respect of the same.

8. To borrow money or receive money on deposits from member, Directors or their relatives either without security or secured by debenture stock (perpetual or terminable), mortgage or other security charged on the undertaking or on all or any of the assets of the Company including uncalled capital.

9. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, letters of credit, circular notes, warrants, debentures, and other negotiable / transferable instruments.

10. To advance money to such persons and on such terms as may seem expedient with or without security and in particular to customers and others having dealings with the Company and to give any guarantee or indemnity as may seem expedient.

11. To pay all costs charges and expenses for the promotion and establishment of the Company.

12. To erect buildings, plant and machinery, tolls, goods or things for the purpose of the business of the Company.

13. To purchase, take on lease or in exchange, hire or acquire any real and personal property and rights or privileges which the Company may think necessary or convenient for the purposes of its business and in particular any land, buildings, easements, machinery, plant and stock-in-trade.

14. To take or acquire or hold shares in any other company, having objects altogether or in parts similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this company.

15. With permission of Appropriate authority to act as trustees for the holders of or otherwise in relation to any debentures, bonds or debentures stock issued or to be issued by any company and generally to undertake and execute any trusts, the undertaking whereof may seem calculated directly or indirectly to benefit the company.

16. To establish agents in India and elsewhere for sales and purchases and to regulate and discontinue the same.

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*17.*To adopt such means of making known the business of the Company. Within and outside India, as may seem expedient and in particular by advertising in the press, public places and theatres, by radio, by television, by circulars, by purchase and exhibition of works of art or interest, by publication of books, pamphlets, bulletins or periodicals by organising or participating in exhibitions and by granting prizes, rewards, donations and Commissions.

18.To aid, pecuniary an association, body or movement, having for an object, the solution, settlement surmounting of industrial or labour problems or troubles or of the promotion of industry or trade.

19.To provide for the welfare of employees or ex-employees of the company and the wives, widows, families or dependents of such persons by building or contributing to the buildings of houses, dwelling or chawls or by grants of money, pension, allowances, Gratuities, bonus or other payments or by creating and from time to time subscribing or contributing to provident and other funds, institutions and trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and assistance as the Company shall think fit.

20.To subscribe or contribute or to assist or to guarantee money to charitable, benevolent, religious, scientific, national, public, or any other useful institutions, objects or purpose or for any exhibition.

21.To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any given time in the employment or service of the Company, or who are or were at any time Directors of officers of the Company, and the wives, widows, families and dependents of any such persons, and also establish and subsidise and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interest and well-being of the Company, and make payments to or towards the insurance of any such person as aforesaid.

22.To enter into any partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture, reciprocal concession, or with any person, firm or company carrying on or engaged in or about to carry on or to engage in any business or transaction which the company is authorised to carry on or engage in business or transaction capable of being conducted so as directly or indirectly to benefit this Company, and to act as the agents of any such person, firm or Company, and to, guarantee the contracts of, or assist any such person, firm or company, and to take or assist any such person, firm or company, and to take or acquire and hold share and

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securities of any such company and to sell, hold, re-issue with or without guarantee or deal with the same.

23.To distribute any of the properties of the Company amongst the members in specie or kind.

24.To promote any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of this company.

25.To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for discharging what the directors may consider to be social and moral responsibilities of the Company to the public or any section of the public as also any activity which the Director consider likely to promote, national welfare or social, economic or moral uplift of the public or any section of the public and in such manner and by such means as the Directors may think fit and the Directors may without prejudice to the generality of the foregoing, undertake, carry out, promote and sponsor any activity for publication of any books, literature, newspaper, or for giving merit awards, for giving scholarship, loans, or any other assistance to deserving students or other scholars or person to enable them to prosecute their studies or academic pursuits or researches and for establishing, conducting or assisting any institution, fund, trust having one of the aforesaid objects as one of its objects, by giving donations or in any other manner and the Directors may at their discretion in order to implement any of the above mentioned objects or purposes transfer without consideration or at such fair or concessional value as the Directors may think fit and divest the ownership of any property of the company to or in favour of any public or local body or authority or Central or State Government or any public institutions or trust or funds or Organisation(s) or persons(s) as the Directors may approve.

26.To take on lease, industrial and other similar undertakings from Government, semi-government corporations, companies, and persons, whether public or private for furtherance of the business activities of the company.

27.To purchase, take on lease or in exchange or acquire any lands or buildings and any estate or interest in and any rights connected with any such lands and buildings and to develop and turn to account any land acquired by the company or in which the Company is interested.

28.Subject to the provisions of the Companies Act, 2013 and directives from time to time for Reserve Bank of India, to receive, raise or borrow money from time to time for the purposes of the Company or deposits, loans, bonds, debentures or promissory notes or by taking credit in or opening current accounts with any individual or firm or with any Bank or Banks and whether with or without giving any security, goods or other articles or by mortgaging, pledging, charging, hypothecating any lands, buildings and machinery goods, assets or revenue of the company present or future including its uncalledcapital or by the issue of debentures, debenture-stock, perpetual

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including debenture or debenture-stock, convertible into shares of this or any other Company partly or wholly or to convey the same absolutely or in trust and give lenders powers of sale and other powers as may be expedient and to purchase redeem or pay of such securities.

29. To invest surplus moneys of the Company not immediately required in immoveable properties, shares, stock, bonds, debentures, obligations or other securities or in current or deposit account/s with Banks.

30. Subjects to the provisions of the Act, to distribute among the members, in specie, any property of the Company or any proceeds of sale or disposal of any property of the Company in the event of winding up of the Company.

31. To open accounts with any bank or banks and to deposit money therein and to draw and endorse cheques on and to withdraw moneys from such accounts and generally operate upon same (whether overdraft or not) as may be required for pursuance of any of the objects or purposes of the Company

32. To acquire for purchase or on lease or assignment or under any other arrangement or understandings upon payment of consideration by way of outright payment or by rent, royalty forever or for certain period the Trade name, Trade mark, Goodwill or any other rights of and from any other concern or concerns in carrying on the business or dealing in the products, goods and commodities for which Company is authorised.

33. To indemnify directors, agents and servants of the Company against proceedings, costs, damages in respect of anything done or ordered to be done by them for and in the interest of the Company or any loss damage or misfortunes, whatever which shall happen in execution of the duties of their office or in relation thereof.

34. To acquire and take over as a going concern by purchase of or lease or hire, hire purchase and to pay for the same by shares, debentures, debenture-stock, bonds, cash and to undertake to carry on the whole or any part of the business together with the goodwill. Trade name, trade mark, property rights and liabilities of any person or persons, firms or any company carrying on any business or any part thereof within the objects of the Company or which the Company is authorised to carry on.

35. To apply for tender, purchase or otherwise acquire any contracts, sub-contracts, licenses and concessions for or in relation to the objects or business herein mentioned or any of them and to undertake, execute, carry out, dispose off or turn to account the same.

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36.To dedicate, present or dispose of either voluntarily or for value any property of the Company deemed to be of national, public or local interest to any national trust, public body, museums, Corporations or authority or any trustees for or on behalf of any of the same or on behalf of the public.

37.To create any reserve fund, sinking fund, insurances fund or any other special fund whether depreciation or the repairing, improving, extending or maintaining any of the property of the Company or for purpose conductive to the interest of the Company.

38.To sublet contracts form time to time and upon such terms and conditions as may be thought expedient.

39.To purchase, take on lease or in exchange or otherwise acquire any lands with or without buildings or structures and any estate or interest and any rights connected with any such lands or buildings and structures and to develop, turn to account, lease, transfer in whole or in part or dispose off in any manner the same as may seen expedient and in particular by laying out and preparing the same for building purpose and/or with a view to form a colony or society with or without sanitary water, roads and lights and conveniences for residential, commercial and/or public utilities and by constructing, reconstructing, altering, pulling down, decorating, maintaining, furnishing, filling up and improving buildings, offices, flats, houses, mills, roads, drains, walls and by planting, paving, drawing, cultivating and letting the same on lease building agreement and by advancing money and entering into contracts and arrangements with buildings, tenants and others. To carry on the business of tourist and travel agents, cartage and haulage contractors, forwarding, transport agents and contractors, goods and articles carriers, to arrange and operate tourists and travellers of freight and passage brokers and representatives of airlines, steamship lines, railway and other carriers whether in India or abroad.

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

V. (i) The Authorised Share Capital of the Company isRs.70,00,00,000/- (Rupees Seventy Crore Only) divided into 7,00,00,000 (Seven Crore) Equity Shares of Rs. 10/- (Rupees Ten only) each.

(ii) The Minimum Paid up Capital of the Company shall be Rs.51,00,000/- (Rupees Fifty One Lakh Only)

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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, description and occupation of the subscribers	Signature	No. of equity shares taken by each subscriber	Name, address description and occupation of the witness
1) MOHIT CHADDA S/O: SATISHKUMAR CHADDA R/O: B-44, SHASTRI NAGAR, MUL ROAD CHANDRAPUR - 01 OCC: BUSINESS	Mohit Chadda 	3300 EQUITY SHARES (THREE THOUSAND THREE HUNDRED EQUITY SHARES ONLY)	"I Parag Dasarwar S/o. Sharadrao Dasarwar R/o: 205, 2nd floor, Audumber Apartment, Jayant Nagar, Nagpur - 440027 OCC. Company Secretary in Practice, witness to subscribers nos 1 to 3 who have subscribed and signed in my presence dt:- 19/06/2014 at Nagpur. Further I have verified the details for their identification particulars as fixed in." Date:- 19/06/2014 Place:- Nagpur
2) ANUJ CHADDA S/O: KRISHAN CHADDA R/O: B-30 SHASTRI NAGAR MUL ROAD CHANDRAPUR-01 OCC: BUSINESS	Anuj Chadda 	3400 EQUITY SHARES (THREE THOUSAND FOUR HUNDRED EQUITY SHARES ONLY)	
3) RAHUL CHADDA S/O: ROSHANLAL CHADDA R/O: PLOT NO. B-30 SHASTRI NAGAR, MUL ROAD, CHANDRAPUR - 442401 OCC: BUSINESS	R. Chadda 	3300 EQUITY SHARES (THREE THOUSAND THREE HUNDRED EQUITY SHARES ONLY)	
	TOTAL	10000 EQUITY SHARES (TEN THOUSAND EQUITY SHARES ONLY)	

Date: 19/06/2014
Place: NAGPUR

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