

THE COMPANIES ACT, 2013
MEMORANDUM OF ASSOCIATION¹
OF
S J LOGISTICS (INDIA) LIMITED
COMPANY LIMITED BY SHARES

- I. The name of the Company is **S J LOGISTICS (INDIA) LIMITED²**
- II. The Registered office of the Company will be situated in the **STATE OF MAHARASHTRA**, within the jurisdiction of the **REGISTRAR OF COMPANIES OF MUMBAI³**

III.

(A) **The objects to be pursued by the Company on its incorporation are: ⁴**

1. To carry in India or abroad the business to import, export, buy, sell, turn to account and to act as forwarding agent, contractor, booking agent, cargo-owner, broker, consultant and to deal in all size, varieties, capacities, specifications, descriptions, characteristics, applications and use of ships, boats, vessels, tankers and to carry shipping business for transporting goods at national & international level.
2. To carry on the business of warehousing, warehousemen, custodians, and to establish warehouses, storage rooms, godowns, cold storage, bins and to provide facilities for storage of commodities, merchandise, articles and things of any description, and to make arrangements for clearing, forwarding, transporting, removal and distribution of goods stored and also to act as packers, hauliers, transport, cartage and haulage contractors and clearing, forwarding, transport and commission agents and to provide such other facilities of warehousing, storing and safe custody of goods received from customers for a particular period on such terms and conditions as may deem expedient.
3. To undertake and to do all activities in India or abroad for carrying on the business of carriers, ship owners, ship brokers, ship agents, ship underwriters, ship managers, tug-owners, freight brokers, freight contractors, carriers of goods and passengers by land air and water, transport haulage and general contractors, barge owners, and wharfingers.
4. To establish, organize, manage, run, charter, conduct, contract, develop, handle, own, operate and to do business as fleet carriers, transporters, in all its branches on land, air, water, & space, for transporting goods, articles, or things on all routes and lines on National and International level subject to law in force through all sorts of carries like trucks, lorries, trawlers, dumpers, coaches, tankers, tractors, haulers, jeeps, trailers, motor buses, omnibuses, motor taxis, railways, tramways, aircraft's, hovercrafts, rockers, space shuttles, ships, vessels, boats, barges and so on whether propelled by petrol, diesel, electricity, steam oil, atomic power or any other form of power.

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¹ The members of the Company at their Extra-Ordinary General Meeting held on September 12, 2016 have approved the adoption of new set of Memorandum of Association by passing of Special Resolution as per provisions of Company Act, 2013.

² The members of the Company at their Extra-Ordinary General Meeting held on September 12, 2016 have amended Clause I and approved the change in name of the Company from S J Logistics (India) Private Limited to S J Logistics (India) Limited by passing of Special Resolution which shall be effective from the date of central government approval.

³ The members of the Company at their Annual General Meeting held on November 30, 2021 had amended Clause II by passing of Special Resolution

⁴ The members of the Company at their Extra-Ordinary General Meeting held on July 12, 2023 have approved the adoption of new set of Memorandum of Association along with additional of objects under Clause IIIA & Clause IIIB by passing of Special Resolution as per provisions of Company Act, 2013

(B) Matters which are necessary for furtherance of the objects specified in Clause III (A) are:

5. To carry on the business of Agency of shippers, ship owners, ship operators, ship managers, charterers, wharf and Dock owners, lighterman, shipping and general agents, ship brokers, merchants, forwarding agents, wharfingers, warehousemen, stevedores, cool store operators, freight contractors, total logistics, parcel services, courier carriers of all kind of ocean-going vessels, of any class of any type including but not restricted to container ships, tanker ships, dry cargo, vessels passengers' vessels liquid parcel carriers.
6. To act as carriers and transportation agent of goods, animals or passengers' mails, containers, goods merchandise, livestock and product and cargo of every description from place to place either by land, air, sea, rail or partly through sea and partly by land rail or air, whether by motor vehicles, aero plane, railway, ship or any other mode of transportation.
7. To undertake and carry out consolidation, containers packaging, packaging of all types, forwarding agents, domestic and all India freight carrier service on board service, specifically fragile and / or special articles, undertake collection of goods from various parts and from various places, to undertake on "Turnkey Basis," transport of goods from place to the customs, completing all formalities of excise, customs, octroi, insurance documentation for banking and shipping, invoices reports, engineering plans, blue prints, tenders, product literature, inter office correspondence all samples of clothing, machine parts, slides, transparencies, diskettes, computer tapes, samples of unrestricted items, gift parcels, the service draw the line however, at foodstuffs, liquor and tobacco.
8. To co-operate and reciprocate with Transporters and Carriers in India for rendering every assistance, financial or otherwise, in meeting any unforeseen crisis and adopting means to disseminate true and helpful information and knowledge amongst the clients in particular and the public in general about the transport and other business of the Company of Transport and Carriers business in India.
9. To carry on activities connected with transport business with store houses, godowns, warehouses and other buildings for the housing and repairs of trucks, lorries, motor cars and omnibuses and for storage of fuel and other oils required for the working of the said vehicles and maintaining garages and to obtain licenses to ply trucks, buses and other vehicles on prescribed routes.
10. To, purchase, lake on rent or otherwise acquire garages, store houses and other buildings for the housing or repairs of transport vehicles and for the storage of fuel, stores, spares, oils and other materials required for the working of the above vehicles, the warehousing of the cargo and passengers transported.
11. To enter into contracts with Railways Department for taking Railway wagon (closed or open) for movement of import, export and local cargo to the destination through multi modal transport including Railways on lease basis or any other basis.
12. To employ experts to investigate and examine into the conditions, prospects, value, character and circumstances of any business concerns and undertakings having similar business and generally of any assets, concessions, properties or rights.
13. To utilize and to exploit the result of scientific researches and to get patent rights in respect of discoveries, inventions, improvements and processes developed by the Company.
14. To draw, make, accept, endorse, execute and discount promissory notes, cheques, bill of exchange, hundies and other negotiable and transferable instruments in connection with the Company's business.

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15. To merge, acquire or amalgamate with any other company, whose objects are similar to those of this Company whether by sale or purchase of fully or partly paid-up shares or otherwise of the undertaking, subject to liabilities, of this or any such other company as aforesaid, with or without winding up or by sale of purchase (of fully or partly paid-up shares or otherwise) of all the shares, or stock of this or any such other company as aforesaid or by partnership or in any manner. To aid on promoting, to subsidize and assist companies and firm of all kinds having objects altogether or in part similar to the objects of the Company.
16. To form/incorporate a non-profit organization under Section 8 and other applicable provisions of The Companies Act, 2013
17. To form, incorporate, acquire, purchase or takeover the business of Partnership firms whether registered or not under The Partnership Act 1932, Limited Liability Partnership (LLP) incorporated under The Limited Liability Partnership Act, 2008 or any other form of business entity for expanding business/enter into the new lines of business in consistence with the main, ancillary and other objects of the Company.
18. To enter into any arrangement or partnership for sharing profits union of interest, Co-operation, joint-ventures, reciprocal concession either in whole or in part with any other Company, firm, Government or Authorities, Central, Provincial, Municipal, Local or public bodies that may seem conducive to Company's objects or of any of them end to obtain, from any such Government or Authority any rights, privileges and concession which the Company may think desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
19. To accumulate capital for any of the business of the Company and to appropriate the Company's assets for specific purposes and to hold shares and securities of any other firms, companies, or corporate bodies or Government and to become the holding/ subsidiary Company or cause others to be the holding/subsidiary or to authorize the formation of holding/subsidiary companies by the virtue of majority shareholding, takeover by mean of management/majority voting rights or any other form of Corporate restructuring.
20. Subject to the provisions of the Companies Act, 2013 to issue shares in the Company at par, premium or corporate debentures at par or premium and or to dispose of the undertaking or any part thereof for such consideration as the Company thinks fit.
21. To borrow or raise or secure the payment of money or to receive money on deposit money other than public deposit at interest for any of the business of the Company and at such time or times and in such manner as may be thought fit and in particular by the issue of debentures, perpetual or otherwise including debentures convertible into shares or this or other Company or perpetual annuities and as security for any such money so borrowed, raised or received or any , such debentures so issued to mortgage, pledge or change the whole or any part of the property assets or revenue and profits of the Company present or future including its uncalled share capital by special assignment or otherwise or to transfer or convey the same absolutely or interest and to give the lenders powers of the sale and other powers as may seem expedient and purchase, redeem and pay such securities subject to the provisions of of the Companies Act, 2013 and the directives of the Reserve Bank of India.
22. To cause the Company to be recognized in any Indian States or foreign country and to open branches in India or outside for to take agencies of any firm, company or companies within India or abroad with the same objects and likewise to appoint agents for the purpose of business.
23. To open account or accounts either current or overdraft with any Bank or Banks, and to endorse cheques and operate each account.

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24. To adopt such means of making known the name and business of the Company as may seem expedient and in particular by advertising in the press, public places and theaters, on radio, television, by circulars, by publication of books pamphlets, bulletins or particulars by organizing or participating in exhibitions and by granting prizes rewards and donations subject to the provisions of the Companies Act, 2013. To seek for and secure openings for the employment of capital in India and elsewhere, and with a view thereto to prospect, inquire, examine, explore and test and to dispatch and employ expeditions, commissioners, experts and other agents for the business of the Company.
25. To sell or dispose of for cash or on credit or to contract for the sale and future delivery of or to send for sale to any part of India or elsewhere, all the articles and things and also all other products of produce whatsoever of the Company.
26. To sell or dispose of the undertaking of the Company or any part thereof in such manner and for such consideration as the Company may think fit and in particular for share fully or partly paid up, debentures, debenture stock or securities of any other company whether promoted by the Company for the purpose or not and to improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.
27. To acquire and take over the whole or any part of the business, property and liabilities of any person, firm, company or corporation carrying on business which this Company is authorized to carry on.
28. To undertake any advisory, technical, accountancy and to take part in supervision or control of the business or operation of any other interested to achieve objects of the company.
29. To acquire, establish and provide or otherwise arrange for transport of any kinds for the purposes of the business of the company and to construct any lines or works in connection therewith and run the same by steam, gas, oil, electricity or other fuel or power.
30. To apply for purchases or otherwise acquire any patents, brevets, invention, licenses, concession and the like conferring an exclusive, non-exclusive or limited rights to use any secret or other information as to invention which may seem capable of being used for any of the purpose of the Company and to use, exercise, develop or grant licenses in respect of or otherwise turn to account the property rights and information so acquired.
31. To acquire from any person, firm, to body corporate whether in India or elsewhere, technical information, know-how, processes, engineering, and operating data, plans, layouts and blue prints, useful for the design erection and doped rations of plant required for any of the business of the Company and to enter into negotiations with foreign companies and other persons and acquire, by grant, purchase, lease, barter, license or other terms, formulae, process and other rights and benefits and to obtain financials and/or technical collaboration, technical information, know-how and expert adviser.
32. To pay out of the funds of the Company all costs, charges and expenses of any incidental to the formation and registration of the Company, and any Company promoted by the Company, and the issue of the capital of the company and any such other Company and all the costs incidental to the negotiations between the promoters preliminary to the formation of the Company and other expenses of and incidental to the accomplishment of all or any formalities which the company may think necessary or proper in connection with any of the matters aforesaid.
33. To provide for the welfare of Directors or persons in the employment of the Company or formerly engaged in any business acquired by the Company and wives, widows and families or dependents of such persons by grants of moneys, pension or other payments, and by establishing and supporting, aiding in the establishment of associations, institutions, funds, trusts, conveniences and providing or subscribing towards places of instruction and recreation and hospitals, dispensaries, medical and other attendance and other assistance, as the company shall think fit and to form, subscribe to or otherwise and benevolent, religious, scientific, national, public or other institution or objects or activities which shall have any moral or other claims to support or aid by Company by reason to social, cultural or economic organization or for any social economic.

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34. From time to time to subscribe or contribute to or guarantee money s for any charitable, benevolent or objects of public character to social, cultural or economic or cultural objectives or for similar objects or purposes the support of which will, in the opinion of the company, tend to increase its, repute or popularity among its employees, its customers, or the public.
35. To invest and deal with the moneys of the Company not immediately required in shares, stocks, bonds, debentures, obligations or other securities of any company or association or in Government securities or to deposit with Banks or in any other investments of commodities or any other manner as may from time to time be determined.
36. To lend moneys to such persons on such terms as may seem expedient and in particular to members of the staff customers and others having dealing with the Company and to give any guarantee or indemnity as may seem expedient but no to do any banking business as described in Banking Regulation Act, 1949.
37. Upon any issue of shares, debentures or other securities of the Company, to employ brokers, commission agents and underwriters, and to provide the remuneration of such persons for their services by payments in cash or by the issue of shares, debentures or other securities of the Company, or granting of option, to take the same, or in any other manner allowed by law.
38. To insure any of the properties, undertaking, contracts, guarantees or obligations of the Company of every nature and kind in any manner whatsoever.
39. To create any depreciation fund, reserve fund, sinking fund, insurance fund. Whether for depreciation or for repairing, improving, extending or maintaining any of the property of the Company or for redemption of debentures or redeemable preference shares or for any other purpose whatsoever conducive to the interests of the Company.
40. To establish, maintain and conduct training schools, courses and programmers in connection with the sale, installation, use, maintenance, improvement or repair of machine apparatus, appliances and products and articles, required in the use thereof or used in connection therewith by the Company.
41. To aid peculiarly or otherwise, any association body or movement having for an object the solution, settlement of industrial or labour problems or troubles of the promotion of industry or trade or social, economic justice.
42. To refer to agree to refer any claim, demand, dispute or any other person, by or against the Company, or in which the company is interested or concerned and whether between the company and the members or his or their representatives or between the Company and third parties, to arbitration in India or at any place outside India, and to observe and perform and to do all acts deeds and things to carry out or enforce the awards.
43. To place, to reserve or to distribute as bonus shares among the members or otherwise to apply as the company may from time to time think fit, any money of the Company including moneys received by way of premium on the shares or debentures issued at a premium by the Company and any moneys received in respect of forfeited shares and also moneys arising from the sale by the Company of forfeited shares as or from any other reserves.
44. To distribute any of the Company's property among the members in special kind as permissible under the provisions of the Companies Act, 2013 in event of winding up.
45. To do needful for the promotion and growth of the national economy through increased productivity, effective utilization of material and manpower resources and continued application of modern scientific and managerial techniques in keeping with the national aspirations and the Company shall be mindful of its social and moral responsibilities to the consumers, employees, shareholders, society and the local community.

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46. To provide residential and/or sleeping accommodation for workmen and in connection therewith to a afford to such persons, facilities and convenience for washing, bathing, cooking, reading, writing and finding employment and for the purchase, sale and consumption of provision both liquid and solid.

47. To lay roads and pleasure gardens and recreation grounds drain farm, cultivate or otherwise improvement of the land or any part thereof for the purpose end in connection with the business of the Company and to let out, lease or dispose off the above.

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

V. The Authorised Capital of the Company is Rs. 30,00,00,000 divided into 3,00,00,000 equity shares of Rs. 10 each with power to increase and/or reduce the capital of the Company as provided in the Articles of Association of the Company.^{5 6 7 8 9 10}

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⁵ The members of the Company at their Extra-Ordinary General Meeting held on August 01, 2012 have approved alteration in clause V(A) by increasing Authorised Share Capital of the Company from Rs. 20,00,000 divided into 20,000 equity shares of 100 each to Rs. 1,00,00,000 divided into 1,00,000 equity shares of 100 each by passing Ordinary Resolution

⁶ The members of the Company at their Extra-Ordinary General Meeting held on January 06, 2014 have approved alteration in clause V(A) by increasing Authorised Share Capital of the Company from Rs. 1,00,00,000 divided into 1,00,000 equity shares of 100 each to Rs. 2,50,00,000 divided into 2,50,000 equity shares of 100 each by passing Ordinary Resolution

⁷ The members of the Company at their Extra-Ordinary General Meeting held on October 27, 2017 have approved alteration in clause V(A) by passing Ordinary Resolution and increased in Authorised Share Capital of the Company from Rs. 1,00,00,000 divided into 1,00,000 equity shares of 100 each to Rs. 20,00,00,000 divided into Rs. 11,25,00,000 divided into 11,25,000 equity shares of 100 each and Rs. 8,75,00,000 divided into 87,500 preference shares of 1000 each

⁸ The members of the Company at their Extra-Ordinary General Meeting held on March 23, 2023 have amended clause V by passing Ordinary Resolution and approved subdivision of capital by dividing face value of equity shares from Rs. 100 per share to Rs. 10 per shares.

⁹ The members of the Company at their Extra-Ordinary General Meeting held on May 17, 2023 have amended clause V by passing Ordinary Resolution and approved Reclassification of Authorised Share Capital by reclassifying capital from Rs. 20,00,00,000 divided into Rs. 11,25,00,000 divided into 1,12,50,000 equity shares of 10 each and Rs. 8,75,00,000 divided into 87,500 preference shares of 1000 each to Rs. 20,00,00,000 divided into Rs. 17,00,00,000 divided into 1,70,00,000 equity shares of 10 each and Rs. 3,00,00,000 divided into 30,000 preference shares of 1000 each and cancelling the existing unissued 57,500 Preference Shares of Rs. 1000/- each amounting of Rs. 5,75,00,000.

¹⁰ The members of the Company via Postal Ballot (remote e-voting) on 09th March, 2024 have amended clause V by passing Special resolution, approved Reclassification of Authorized Share Capital (Preference) to Authorized Share Capital (Equity) after cancelling the existing unissued 30,000 Preference share of Rs. 1000/- each amounting to Rs. 3,00,00,000 (Rupees Three Crores only) and Approved the Increase in Authorized Share Capital of the Company from 20,00,00,000/- (Rupees Twenty Crores only) divided into 2,00,00,000 Equity Shares of Rs. 10/- each. To Rs. 30,00,00,000/- (Rupees Thirty Crores only) divided into 3,00,00,000 Equity Shares of Rs. 10/- each.

We the several persons, whose names and address 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 opposite our respective names:

Sr. No	Name, Address, Description and occupation of each Subscriber	No. of Shares taken by each Subscribers	Signature of each subscriber	Witness to the signatures of the subscribers
1	Rajen Hasmukhlal Shah Flat No 903, 9 th Floor, Maitri Daftodil, Maitri Gardens, Pokhran Road No 2, Panchpakhadi, Thane Business	500 (Five Hundred Only)	Sd/-	<p>Witness 1 to 4 Sd/-</p> <p>Durga More D/o Dagdu More</p> <p>Ansari & Associates 25, Bank Street, Sonawal Bldg, Fort, Mumbai - 400 001 Service</p>
2	Asmita Rajen Shah Flat No 903, 9 th Floor, Maitri Daftodil, Maitri Gardens, Pokhran Road No 2, Panchpakhadi, Thane Business	500 (Five Hundred Only)	Sd/-	
3	Hasmukhlal Jarnadas Shah Flat No 903, 9 th Floor, Maitri Daftodil, Maitri Gardens, Pokhran Road No 2, Panchpakhadi, Thane Business	500 (Five Hundred Only)	Sd/-	
4	Jayshree Hasmukhlal Shah Flat No 903, 9 th Floor, Maitri Daftodil, Maitri Gardens, Pokhran Road No 2, Panchpakhadi, Thane Business	500 (Five Hundred Only)	Sd/-	

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