

MEMORANDUM OF ASSOCIATION OF

ALLCARGO TERMINALS LIMITED^**

A COMPANY LIMITED BY SHARES

1. The Name of the Company is **ALLCARGO TERMINALS LIMITED**^**
2. The Registered office of the company will be situated in the state of Maharashtra.
3. (a) The objects to be pursued by the company on its incorporation are;
 - 1) To carry on the business of storage, warehousing, transportation and handling of all kinds of cargo, and materials whether containerized or not, from any port station to any container freight station or to any inland container depot and freight carriers, transportation of goods, animals or passengers from place to place either by land or by air, sea or partly by sea and partly by land or air, whether by means of motor vehicles and/or aeroplanes or other means of transport, to establish and to construct and operate container freight stations, inland container depots, and allied activities and operate railway sidings and to own, lease, use container and deploy the containers in the business of international freight forwarding, by means of road, sea, transport and multimodal transport, and to carry on the business of clearing & shipping agent, hirers, fleet owners of trucks, trailers, cranes, bulldozers and all types of earth moving equipments and machines.
 - 2) To undertake and carry on the business of carriers, shipowners; ship brokers, ship agents, ship underwriters, ship managers, tug-owners, freight brokers, freight contractors, carriers of good and passengers by land air and water, transport haulage and general contractors, barge owners, and wharfingers.
 - 3) To carry on the business of warehousing and logistics including industrial warehousing, logistics parks and to setup, construct, develop, acquire, deal-in, in any warehousing or logistics infrastructure including industrial warehouses, industrial park(s), logistics park(s), multimodal logistics park(s), infrastructure park(s) and such other related or similar warehousing or logistic facilities and for that purpose, to enter into transactions to buy, develop, acquire, purchase, lease, cut to size, handover, or deal in any other form and types of lands, buildings, properties and to develop, construct, build, alter, acquire, source convert, improve, design, erect, establish, equip, dismantle, pull down, turn to account, furnish, level, decorate fabricate, install, finish, repair, maintain, search, survey, examine, inspect, locate, modify, own, operate, protect, promote, provide, participate, file bids, and participate in auctions, reconstruct, grout, dig, excavate, pour, renovate, remodel, rebuild, undertake, contribute, assist and to act or provide services relating to warehouses, factories, buildings, structures, drainage and sewage works, water distribution, storage and filtration systems, docks, harbours, piers, irrigation works, foundation works and to carry on all or any of the forgoing activities for providing building materials, goods, plants, machineries, equipment, accessories, parts, tools, fittings, articles, materials and facilities and to sell, lease, forward sell, exchange and otherwise deal in warehouses, industrial parks, logistics parks and infrastructure parks and such other similar ancillary facilities for warehousing and storage.

Name of the Company has been changed from **TRANSINDIA PROJECTS AND TRANSPORT SOLUTIONS PRIVATE LIMITED to **ALLCARGO PROJECTS PRIVATE LIMITED** vide Special Resolution passed by the Members of the Company at their Extraordinary General Meeting held on April 02, 2019.*

*#Name of the Company has been further changed from **ALLCARGO PROJECTS PRIVATE LIMITED** to **ALLCARGO TERMINALS PRIVATE LIMITED** vide Special Resolution passed by the Members of the Company at their Extraordinary General Meeting held on July 13, 2021.*

*^Name of the Company has been further changed from **ALLCARGO TERMINALS PRIVATE LIMITED** to **ALLCARGO TERMINALS LIMITED** pursuant to conversion of Company into public limited Company vide Special Resolution passed by the Members of the Company at their Extraordinary General Meeting held on December 10, 2021*

- 4) To carry on the business of logistic solutions including supply chain management for clients in India and abroad and to provide integrated logistic services as importers, exporters, merchants, wholesalers, distributors, agents, commission agents assemblers, agents, brokers, traders and dealers or otherwise of all kinds of products, goods, articles, merchandise and commodities.
- 5) To undertake contracts for, to provide services in connection with, to render consultancy on and to act as clearing and forwarding agents, in relation to:
 - a) Transportation and handling of all kinds of cargo and materials including over-dimensional or odd shaped cargo in any part of the world by land, sea, air or any other modes of conveyance.
 - b) Acquisition, by purchase, lease, hire or otherwise; erection and/or operation of cranes or other plant and machinery necessary and suitable for handling and transportation of any type of materials and goods in any part of the world.
 - c) Setting up projects including undertaking of turnkey contracts for the purposes of handling and transportation of goods and materials, including making available by purchase or otherwise, cranes, vehicles, erection and transport equipment and such other plant and machinery required for handling and transportation of cargo.
 - d) To own, purchase, charter, hire or otherwise acquire, sell, exchange or deal with, operate, trade in or with or acquire any share or interest in steamship or other ships, boats, vessels, trucks or other vehicles piled on road, railways, aircraft or other means of transport and conveyance of any description propelled or worked or capable of being propelled or worked by or with the help of steam, electricity, Petrol, oil, gas or any other motive power, with all equipment and furniture, and to employ the same for carriage or conveyance of passengers, mails and freight and for any other purpose including the conveyance of troops, munitions of war, live stock, corn and other produce, machinery and goods, merchandise and food articles of whatsoever nature or kind between such ports and places in any part of the world as may seem expedient, and also to acquire or obtain any postal or other subsidy etc. and generally to establish, maintain and operate lines or regular services of steamships or other vessels and other transport vehicles on such trade routes and services as may be allotted to the Company.
 - e) To purchase, own, maintain, repair, replace, restore, sell or dispose of engines, boilers, machinery, component parts, accessories and fittings, required for ships or vessels, cranes and other erection equipments, trucks, and other vehicles, used for transportation, of any description or kind."
- (b) Matters which are necessary for furtherance of the objects specified in clause 3(a) are;
 - 6) To do all such acts, things and deeds which are necessary for attainment of Main Objects either as principals, contractors or otherwise and either alone or in conjunction with others.
 - 7) To do all research and development activities on all aspects related to the main objects of the Company. To procure the recognition of the Company under the laws and regulations of any other country for attainment of main object of the Company.
 - 8) To receive / obtain subsidy from Central Government, State Government, Local Authorities and/or any other government authorities for attainment of main object clause of the Company. To apply for and acquire permits, licenses and quota rights from the Government of India or from State Government or from any foreign Governments in connection with the business of the Company.
 - 9) To act as consultants or advisors of any firm, body corporate, association or other undertaking for attainment of main object of the Company.
 - 10) To open branch in India and elsewhere and to get a company registered in any foreign country and adopt such means of making known to the public the business or the products of the Company as may seem expedient and in particulars by Advertising in the press, by circulars and publication of books and periodicals.
 - 11) To apply for tender, purchase or otherwise acquire any contract, sub-contract, licenses in relation to main objects of the Company herein above mentioned and to undertake, execute, carryout, dispose of or otherwise turn to account the same.
 - 12) To purchase, take on lease or on tenancy or in exchange, hire-purchase or hire-purchases basis, take options over a lease or tenancy or otherwise acquire any estate or immovable property or interest whatsoever and any rights and privileges which the Company may think necessary or convenient for the purposes of its business and in particular any land, buildings, easements, machinery, plants and stock-in-trade, and either to erect, construct, develop, work, cultivate, retain or deal with any property to be acquired for the purposes of the Company's business, whether on land belonging to the Company or belonging to others or to turn the same to account as may seem expedient, all or any of its property rights and privileges or rights or privileges in which the Company has an interest.
 - 13) To sell, mortgage, exchange, grant leases, licences, easements and other rights in respect of improve, manage, develop and turn to account or deal with in any manner the whole of the property, assets, investments, undertakings, rights and effects of the Company, or any part thereof for such

consideration as may be thought fit, including shares, debentures or securities of any other company, whether, partly paid up or fully paid up.

- 14) To take part in the formation, supervision or control of the business or operations of any company having similar business or undertaking and for that purpose to act as agents, financial advisers or in any other capacity and to appoint and remunerate any Directors, administrators or accountants or other experts or agents.
- 15) To do the job-works for others or giving the job work to others or to accept or give work on contract basis from time to time and upon such terms and conditions as may be thought expedient for the attainment of main object of the Company.
- 16) To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the promotion, formation, establishment and registration of the Company or the issue of its capital including brokerage and commission for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.
- 17) To enter into contracts, agreements and arrangements with any other company, firm, individual or body or individuals for the attainment of main objects of the Company.
- 18) To appoint, nominate Directors or Managers of any subsidiary company or of any other company in which this Company is or may be interested.
- 19) To employ experts to investigate and examine into the condition, prospects, character and circumstances of Company's business, concern and undertakings and of any assets, property or rights.
- 20) To pay all preliminary expenses of any company promoted by the Company or any company in which the Company is or may contemplate being interested including in such preliminary expenses, all or any part of the costs and expenses of owners of any business or property acquired by the Company.
- 21) To amalgamate, enter into any partnership or acquire interest in the business of or to apply for and become member of any other company, association, person or firm engage in business or transaction included in the objects of the Company, or enter into any arrangement for sharing profits or for co-operation or for limiting competition or for mutual assistance with any such person, association, firm or company, or to acquire and to give or accept by way of consideration for any of the acts and things aforesaid, any shares, debentures, debenture-stock or securities that may be agreed upon and to hold and retain or sell or mortgage and deal with any shares, debentures, debenture-stock or securities so received.
- 22) To apply for, purchase or otherwise acquire and protect and renew in India or abroad any patents, rights, brevets, invention, trademarks, designs, licenses, concessions conferring any exclusive or non-exclusive or limited right to their use, or any secret or other information as to any invention, and to use, exercise, develop or grant license in respect of or otherwise turn to account the property, rights or information so acquired, and to expend money in experimenting upon, testing or improving any such patents, invention or rights.
- 23) To purchase and acquire secret process, methods and formula in connection with any of the objects of the Company and specifications and designs for the apparatus and equipment related thereto and to pay for the same by the allotment of fully paid shares of the Company or in any way under agreement or agreements for the purpose.
- 24) To negotiate, enter into agreements and contracts with foreign companies, firms and individuals for agency, distributorship, technical assistance, know-how and collaboration in the marketing, importing and exporting of equipments, machineries and spares and accessories any or all of the materials products and to pay to such company, firms or individuals, any fee, royalty, shares, bonus, remuneration and otherwise compensate them in any other manner for the services rendered by them.
- 25) To adopt such means of making known the business of the Company as may seem expedient, and in particular by advertising in the press, souvenirs, radio, cinema, television, by circulars, by purchase and exhibitions of works of art or interest, by publication of books, periodicals and by granting prizes, rewards, awards and donations.
- 26) To appropriate use or lay out land belonging to the Company for streets, parks, pleasure grounds, allotments and other conveniences, and to present any such land so laid out to the public or to any person or company conditionally or unconditionally as the Company thinks fit.
- 27) To open current, overdraft, loan, cash, credit or deposit account or accounts with any Bank, company, firm or persons.
- 28) To draw, make, accept, endorse, discount, negotiate, exercise and issue and to buy, sell and deal in bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities.

- 29) To borrow from Bank, State and Central Financial Corporation and/or Public Financial Institutions, long-term, medium-term, short-term, loan or secure the Bank facilities for working capital, deferred payment facilities, letters of credit inland and foreign bills discounting, packing credit, Bank guarantee, cash credit limit and offer in security land, factory and office building, plant and machinery and equipment, stock of raw materials, finished and semi-finished goods, work-in-process stores and space parts, book debts and personal guarantee of the Directors.
- 30) Subject to the provisions of the Companies Act, 2013 and the Regulations made thereunder and as per directives of the Reserve Bank of India, to borrow or raise or secure the payments of money or to receive money, other than public deposits, on deposit at interest for any of the purposes of the Company and at such time or times and in such manner as may be thought fit in particular by the issue of debentures or debenture-stock, perpetual or otherwise, including debentures or debenture-stock convertible into shares of this or any other company or perpetual annuities and as security for any such money so borrowed, raised or received or of any such debentures or debenture-stock so issued, to mortgage, pledge or charge the whole or any part of the property, assets, or revenue and profits of the Company, present or future including its uncalled capital, by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient and to purchase, redeem or pay off any securities. Provided that, the Company shall not carry on banking business as defined in the Banking Regulation Act, 1949.
- 31) To lend out, deposit, invest and deal with the moneys of the Company not immediately required in such manner upon such terms as may for time to time be determined by the Directors in accordance with the applicable provisions of Companies Act, 2013.
- 32) To use, exercise, develop, sell, assign, grant licenses or otherwise turn to account the property, rights and information so acquired.
- 33) To invest the funds of the Company in any manner as the Directors think fit and without prejudice to the generality and in the purchase of lands or any interest therein or on ground rents or upon the security of land or any interest whether reversionary or otherwise.
- 34) To take, subscribe, hold shares, bonds, debentures, securities in any company, association or concern engaged or proposing to engage in any company or business.
- 35) To make donations to such persons or institutions and in such cases either in cash or stock-in-trade or any other assets as may be thought directly or indirectly conducive to any of the Company's objects or otherwise expedient and also to subscribe, contribute or otherwise assist or guarantee money for charitable, scientific or benevolent objects or for any public, national or other objects.
- 36) To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension, fund, superannuation funds or gratuity funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances or emolument and providing housing, educational, recreational and other amenities and facilities to any persons who are or were at any time in the employment or service of the Company who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependents of any such persons and also establish and subsidize and subscribe to any institutions, associations, clubs or funds calculated to advance the interests and well being of the Company (or of any such other company as aforesaid) and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.
- 37) To accept gifts, bequests, devices or donations of any movable or immovable property or any rights or interest therein from members or others and to make gifts and donations to members or others of moneys, assets and properties of any kind.
- 38) To dedicate, present or otherwise 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, museum, corporation or authority.
- 39) To pay for any property or rights acquired by the Company or service rendered or to be rendered to the Company, either in cash or in fully paid or partly paid shares of the Company, and that either with or without preferred or deferred rights in respect of dividends, or repayment of capital or otherwise, or by any stock, debentures, debenture-stock, bonds or other securities which the Company has the power to grant or issue or partly in one mode and partly in another, and generally on such terms as the Company may approve.
- 40) To remunerate the Directors and employees or servants or any agents of the Company and others out of the profits or in proportion to the returns of profit of the Company.
- 41) To incur debt and obligation for the conduct of business of the Company and to purchase or hire goods, material or materials or machinery on credit or otherwise for the business of the Company.

- 42) To remunerate any person, firm or company, subscribing or procuring or contracting to procure subscription for the capital or debenture of or rendering financial or other assistance of this Company or any company, corporation or undertaking in which this Company may be interested, in substitution of or in addition to any other form of remuneration, the right to subscribe for and receive an allotment of any of the shares or other securities for the time being unissued of this Company, upon such terms as the Company may think expedient or the right to underwrite at a specified commission any shares or debentures to be offered at any future time by the Company for subscription whether within a specified time or generally.
- 43) To guarantee the repayment of the principal of or the payment of the dividends or interest or any stock, shares, debentures, debenture-stock, bonds, mortgages, loans or other securities, issued by, or any other contract or obligations or debt of any other company, corporation, firm or person, including (without prejudice to the said generality) Bank overdrafts, bills of exchange and promissory notes.
- 44) To pay, satisfy or compromise any claims made against the Company in respect of any contracts entered into by the Company or otherwise claims which it may deem expedient to pay, satisfy or compromise notwithstanding that the same may not be valid in law.
- 45) To insure the whole or any part of the property of the Company either fully or partially, to protect and indemnify the Company from liability or loss in any respect, either fully or partially, and also to ensure and to protect and indemnify any part or portion thereof either on mutual principle or otherwise.
- 46) To undertake and execute any trust, the undertaking whereof may seem desirable either gratuitously or otherwise.
- 47) To enter into any arrangement with any Government or authority, supreme, municipal, local or otherwise, or any person or company that may seem conducive to the Company's objects or any of them and to obtain from any such Government, authority, person or company any rights, privileges, charters, licenses and concessions which the Company may think desirable and to obtain and the same into effect, exercise, and comply therewith.
- 48) To apply for, promote and obtain or joint in applying, promoting and obtaining from any Act of Parliament or legislature, charter, privilege, concession, license, authorisation of or from Government, State, municipality or any other authority whatever and to apply for and obtain any order and license or permission of any authority whatever for enabling the Company to carry its objects into effect or for extending any of the powers of the Company, or for affecting any modification of the Company's constitution and to oppose any proceedings or applications which may seem calculated, directly or indirectly, to prejudice the Company's interests.
- 49) To refer or agree to refer, any claim, demand, dispute or any other question, by or against the Company, or in which the Company is interested or concerned, and whether between the Company and the member or 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 all acts, deeds, matters and things to carry out or enforce the awards.
- 50) To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for discharging to the public or any section of the public as also any activity to promote national welfare or social, economic or moral uplift of the public or any sections of the public and in such manner and by such means undertake, carry out, promote and sponsor any activity for publication of any book, literature, newspaper, or for organizing lectures or seminars to advance these objects or for giving merit awards, for giving scholarships, loans or any other assistance to deserving students or other scholars or persons to enable them to prosecute studies or academic pursuits or researches and for establishing conducting or assisting any institution fund, trust having any one of the aforesaid objects, as one of its objects, by giving donations or otherwise in any other manner in order to implement any of the above mentioned objects or purposes transfer without consideration or at such fair or concessional value and subject to provisions of Companies Act, 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 trusts or funds.
- 51) To create any depreciation fund, reserve fund, sinking fund, insurance fund or any other special fund, whether for depreciation or for repairing, extending or maintaining any of the property of the Company.
- 52) To distribute as bonus shares amongst the members or to place in reserve or otherwise to apply as the Company may from time to time determine, any moneys received in payment of forfeited shares and moneys arising from the sale by the Company of forfeited shares or any moneys received by way of premium on shares or debentures issued at a premium by the Company.
- 53) To distribute among the members in specie or in kind any property of the Company or any proceeds of sale or dispose of any property of the Company in the event of winding up, subject to provisions of Companies Act.
- 54) To exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any of its branches in the Union of the India and in any or all States, territories and any or all foreign

countries, and for this purpose to have and maintain and to discontinue such number of offices and agencies of the Company therein as may be convenient.

- 55) To register trade names, brand names, marks and also to permit their uses to such persons, firms, companies or corporations which adhere to such terms and conditions as laid down by the Company by making such rules and regulations as are necessary from time to time in that regard.
 - 56) To engage any person, firm or company for rendering professional, consultancy or advisory services to the Company and to remunerate any such person, firm or company as may be thought expedient.
 - 57) To exchange, sell, convey, mortgage, assign or let on lease or leases the whole or any part of the property (whether movable or immovable) of the Company and to accept as consideration for or in lieu thereof other land or cash or Government securities or securities guaranteed by the Government of India or Provincial or other Government or Municipal, Port Trust, Railways or other authority or shares, debentures, stocks, bonds or securities of any other company or companies or partly the one or partly the other of such other company and to take back or reacquire any property so disposed off by repurchasing or leasing the same for such price or prices and on such terms and conditions as the Company may think fit.
 - 58) To purchase the reversion or reversions or otherwise acquire the freehold rights in all or any part of the lands for the time being held under lease or for an estate less than a freehold estate by the Company.
 - 59) To adopt or give effect to any pre-incorporation or post-incorporation agreements, arrangements or any modifications or amendments thereto, arrived at between the Company's shareholders, promoters and/or any Government Authority (Central, State, Municipal, local or other), company (whether Indian or Foreign), firm or person for promotion of the Company, provision of technical know-how to the Company and or in respect of any matters concerning the affairs and business of the Company.
 - 60) To purchase, hire or use all kinds of vehicles including cars, heavy transport vehicles, and aircraft, for the purpose of transportation of equipment, materials, employees and managerial personnel or for any other purpose.
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 Authorized Share Capital of the Company is ₹ 55,00,00,000 (Rupees Fifty Five Crores Only) divided into 27,50,00,000 (Twenty Seven Crores Fifty Lakhs) Equity Shares of ₹ 2/- (Rupees Two Only) each.
 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:

*** Notes:**

1. Amended vide Ordinary Resolution passed by the Members of the Company at their Extra Ordinary General Meeting dated March 01, 2023 (Sub-Division of Shares by reducing Face value from Rs. 10/- to Rs. 2/-).

2. Amended vide Ordinary Resolution passed by the Members of the Company at their Extra Ordinary General Meeting dated March 06, 2023 (Increased Share Capital from ₹ 10,00,000 to ₹ 55,00,00,000).

SUBSCRIBER DETAILS					
S.No.	Name, Address, Description and Occupation	DIN/PAN/ Passport Number	No. of shares taken	DSC	Dated
1	NAME: ALLCARGO LOGISTICS LIMITED ADDRESS: 6TH FLOOR AVASHYA HOUSE CST ROAD KALINA SANTACRUZ EAST MUMBAI 400098 OCCUPATION: BUSINESS AUTHORISED REPRESENTATIVE: JATIN CHOKSHI, CHIEF INVESTMENT OFFICER FATHERS NAME: JAYANTILAL CHOKSHI ADDRESS: 603, PARASRAMPURIA ENCLAVE, HAJI BAPU ROAD , OPP POST OFFICE, MALAD (EAST) MUMBAI- 400097 OCCUPATION:SERVICE VIDE RESOLUTION DATED JANUARY 25, 2019	AAAPC4510F	1 Equity	Sd/-	01/02/19
2	NAME: ADARSH SUDHAKAR HEGDE FATHERS NAME: SUDHAKAR HEGDE ADDRESS: 302, GREENSTAR RIZVI COMPLEX, SHERLEY RAJAN ROAD, BANDRA WEST, MUMBAI 400050 OCCUPATION:SERVICE NOMINEE OF ALLCARGO LOGISTICS LIMITED HAVING ITS REGISTERED OFFICE AT 6TH FLOOR AVASHYA HOUSE CST ROAD KALINA SANTACRUZ (EAST), MUMBAI-400098 OCCUPATION:BUSINESS VIDE RESOLUTION DATED JANUARY 25, 2019	00035040	1 Equity	Sd/-	01/02/19
Total Shares Taken			2 Equity		

Signed before me				
Name	Address, Description and Occupation	DIN/PAN/ Passport Number/ Membership Number	DSC	Dated
FCS JATIN PRABHAKAR PATIL	NIDHI APARTMENT NO.1, FLAT NO. 51, LIBERTY GARDEN ROAD NO. 3, MALAD WEST, MUMBAI 400 064 PRACTICING COMPANY SECRETARY	7282	Sd/-	01/02/19