

THE COMPANIES ACT, 2013
(COMPANY LIMITED BY SHARES)
MEMORANDUM OF ASSOCIATION
OF
Sical Logistics Limited
(INCORPORATED UNDER THE COMPANIES ACT, 1913)

This set of memorandum of association has been approved pursuant to the provisions of Section 13 of the Companies Act, 2013 and by a special resolution passed at the 69th annual general meeting of the Sical Logistics Limited held on September 30, 2024

- I. The name of the Company is **SICAL LOGISTICS LIMITED**
- II. The Registered Office of the Company will be situated in the **State of Tamil Nadu**.
- III. **(A) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**
 1. To carry on the business of transport of goods either by air or by land or by sea or partly by land or partly by air and to carry on the business of general carriers, transporters, railway and forwarding agents, warehouse men, storekeepers, bonded carmen and common carmen.
 2. To provide facilities for the storage, warehousing, packing and distribution of goods and merchandise of all description and to carry on the trade of warehousing and stores of goods of all varieties including hazardous cargo, wares and merchandise of every kind and description whatsoever; carry on and undertake the storage, warehousing, packaging, removal, carrying, delivery, sorting, labeling, weighing, rebagging palletisation, grating, stretch and shrink, rapping purchase, sales, exchange, mortgaging, pledging, pleading, letting and executing of goods and merchandise of every description; provide inventory management and specialized inspection services and to construct, build, equip, own and maintain, take on lease all types of warehouse, customs bonded warehouses, cold storages and aircon.
 3. To run, or operate on hire lorries, trucks, station wagons, aeroplanes, air ship motors, railway, rail motors, ships, vessels, boat and all other vehicles whatsoever kind propelled by gas, electricity, gasoline, compressed air, steam, manual power, mechanized power, oil, crude oil, atomic, solar or any other energy whatsoever or any other means from one place to another for the purpose of carrying, conveying, transporting goods.
 4. To construct railway and other sidings and to equip all workshops and machinery that may be required in connection with the above process and to equip or manufacture rolling stock, vans, carriages, etc. for handling the materials inside the works or outside as may be found necessary.
 5. To establish, maintain and operate shipping services (public and private) and all ancillary services and for these purposes or as an independent undertaking to purchase, take in charge, charter, hire, build, construct or otherwise acquire and to own, work, manage and trade with steam, sailing motor and other ships, trawlers, drifters, tugs and vessels, motor and other vehicles with all necessary and convenient equipment, engines trackles, gears, furniture and stores or any shares of interest in ships, vessels, motor and other vehicles.
 6. To construct, hire, purchase and work steamships and other ocean going of offshore vessels of any class and to establish and maintain lines or regular services of steamships or other ocean going/offshore vessels and to enter into contracts

for the carriage of goods and cargo of any kind by any means and either by its own vessels and conveyances, or by or over the vessels, conveyances of others.

7. To acquire, concessions or licences for the establishment and working of lines of steamships or sailing vessels between any ports of the world, or for the formation of working of any wharf, pier, dock or other works or for the working of any coaches or other public conveyances with the benefit of any subsidy attached to any such concession or licence or otherwise.
8. To establish, construct, purchase or otherwise acquire, manage, conduct and operate silos, cold storage warehouses, dry storage warehouses, bonded warehouses for the preservation, storage corresponding systems for conveyance of commodities to and from silos, storages including discharge equipments and treatment of merchandise, machinery, food products, farm products furniture and all other articles whether manufactured or not both of foreign and indigenous production or manufacture.
9. To acquire, manage, man, train and provide personnel for all types of ocean going vessels including offshore vessels, rigs, non-destructive test vessels, dynamically positioned drill ships, jack-up and semi submersible drilling rigs, specialized ships for underwater pipe laying and covering other related services, marine consultants, crew recruitment, ship deliverers, marine engineers, surveyors and/or any other work connected with shipping business.
10. To carry on the business of engineering contractors in respect of all technical and other services connected to shipping industry and port operations and to recruit people of various categories for internal and overseas employment connected with port and other operations.
11. To carry on the business of mining, overburden removal, onshore and offshore drilling, oil field services such as mud engineering, mud logging, cementing, wire line logging, inspection, repairs and reconditioning of tubular, oil/gas exploration, production, transportation, storing and handling of oil for oil and natural gas industry.

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

1. To acquire by purchase, lease, exchange or otherwise any movable or immovable property and any rights or privileges which the Company may deem necessary or convenient for the purpose of its business.
2. To enter into partnership or into any arrangement for sharing profits, union of interest, joint venture, reciprocal concession or co-operation with persons or companies carrying on or engaged in the business or transaction of this Company.
3. To import, buy, exchange, alter, improve and manipulate in all kinds of plants, machinery, apparatus, tools and things necessary or convenient for carrying on the business of the Company.
4. To vest any movable or immovable property, rights or interests required by or received or belonging to the Company in any person or company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.
5. To purchase or otherwise acquire, build, carry out, equip, maintain, alter, improve, develop, manage, work, control and superintend any plants, warehouse, sheds, offices, shops, stores, buildings, machinery, apparatus, labour lines, and houses, warehouses, and such other works and conveniences necessary for carrying on the main business of the Company.
6. To undertake or promote scientific research relating to the business or class of business of the Company.
7. To acquire and takeover the whole or any part of the business, goodwill, trademarks properties and liabilities of any person or persons, firm, companies or undertakings either existing or new, engaged in or carrying on or proposing to carry on business this Company is authorised to carry on, possession of any property or rights suitable for the purpose of the Company and to pay for the same either in cash or in shares or partly in cash and partly in shares or otherwise.

8. To negotiate and enter into agreements and contracts with Indian and foreign individuals, companies, corporations and such other organizations for technical, financial or any other such assistance for carrying out all or any of the objects of the Company or for the purpose of activity research and development of manufacturing projects on the basis of know-how, financial participation or technical collaboration and acquire necessary formulas and patent rights for furthering the objects of the Company.
9. Subject to the provisions of Chapter XV, to amalgamate with any other company of which all or any of their objects companies having similar to the objects of the Company in any manner whether with or without the liquidation.
10. Subject to any law for the time being in force, to undertake or take part in the formation, supervision or control of the business or operations of any person, firm, body corporate, association undertaking carrying on the business of the Company.
11. To apply for, obtain, purchase or otherwise acquire and prolong and renew any patents, patent- rights, brevets, inventions, processes, scientific technical or other assistance, manufacturing processes know-how and other information, designs, patterns, copyrights, trade-marks, licenses concessions and the like rights or benefits, conferring an exclusive or non- exclusive or limited or unlimited right of use thereof, which may seem capable of being used for or in connection with the objects of the Company or the acquisition or use of which may seem calculated directly or indirectly to benefit the Company on payment of any fee royalty or other consideration and to use, exercise or develop the same under or grant license in respect thereof or otherwise deal with same and to spend money in experimenting upon testing or improving any such patents, inventions, rights or concessions.
12. To apply for and obtain any order any act or legislature, charter, privilege concession, licence or authorization of any government, state or other authority for enabling the Company to carry on any of its objects into effect or for extending any of the powers of the Company or for effecting and modification of the constitution of the Company or for any other such purpose which may seem expedient or calculated directly or indirectly to prejudice the interest of the Company.
13. To enter into any arrangements with any Government or Authorities or any persons or companies that may seem conducive to the objects of the Company or any of them and to obtain from any such Government, authority, person or company any rights, charters, contracts, licenses and concessions which the Company may think desirable to obtain and to carry out, exercise and comply therewith.
14. To procure the Company to be registered or recognised in or under the laws of any place outside India and to do all act necessary for carrying on in any foreign country for the business or profession of the Company.
15. To draw, make, accept, discount, execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and such other negotiable or transferable instruments, of all types or securities and to open Bank Accounts of any type and to operate the same in the ordinary course of the Company.
16. To advance money either with or without security, and to such persons and upon such terms and conditions as the Company may deem fit and also to invest and deal with the money of the Company not immediately required, in or upon such investments and in such manner as from time to time, may be determined, provided that the Company shall not carry on the business of Banking Regulations Act, 1949.
17. Subjects to the provisions of Chapter V, Section 179 and Section 186 of the Companies Act, 2013 and the rules made thereunder and the directions issued by the Reserve Bank of India, to receive money on deposit or loan and borrow or raise money in such manner and at such time or times as the Company thinks fit and in particular by the issue of debentures, debentures- stock, perpetual or otherwise and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the properties, or assets or revenues and profits of the Company both present and future, including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or company to give the lenders the power to sale and such other powers as may seem expedient and purchase redeem or pay off any such securities.

18. To undertake and execute any trusts, the undertaking of which may seem to the Company desirable, either gratuitously or otherwise.
19. To establish, or promote or concur in establishing or promote any company for the purpose of acquiring all or any of the properties, rights and liabilities of the Company.
20. To sell, lease, mortgage, exchange, grant licences and other rights improve, manage, develop and dispose of undertakings, investments, properties, assets and effects of the company or any part thereof for such consideration as may be expedient and in particular of any shares, stocks, debentures or other securities of any other such company having objects altogether or in part similar to those of the Company.
21. Subjects to the provisions of Companies Act, 2013, to distribute among the members in specie or otherwise any property of the Company or any proceeds of sale or disposal of any property of the Company in the event of winding up.
22. To distribute as dividend or bonus among the member or to place to reserve or otherwise to apply, as the Company may, from time to time, determine any money received by way of premium on debentures issued at a premium by the Company and any money received in respect of forfeited shares, money arising from the sale by the Company of forfeited shares subject to the provisions of the Companies Act, 2013.
23. To employ agents or experts to investigate and examine into the conditions, prospects value, character and circumstances of any business concerns and undertakings and generally of any assets properties or rights which the Company purpose to acquire.
24. To accept gifts, bequests, devises or donations of any movable or immovable property or any right or interests therein from members or others.
25. To create any reserve fund, sinking fund, insurance fund or any other such special funds whether for depreciation repairing, improving research, extending or maintaining any of the properties of the Company or for any other such purpose conducive to the interest of the Company.
26. Subject to the provisions of the Companies Act, 2013 to subscribe, contribute, gift or donate any money, rights or assets for any national educational, religious, charitable, scientific, public, general or usual objects or to make gifts or donations of money or such other assets to any institutions, clubs, societies, associations, trusts, scientific research associations, funds, universities, college or any individual, body of individuals or bodies corporate.
27. To establish and maintain or procure the establishment and maintenance of any contributory or non- contributory pension or superannuation, provident or gratuity funds for the benefit of and give or procure the giving of the donations, gratuities pensions, allowances, bonuses or emoluments of any persons who are or were at any time in the employment or service of the Company or any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company or who are or were at any time Directors or officers of the Company or any other company as aforesaid and the wives, widows, families and dependents of any such persons and also to establish and subsidise and subscribe to any institutions, associations, club or funds calculated to be for the benefit of or advance aforesaid and to do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.
28. To establish, for any of the objects of the Company, branches or to establish any firm or firms at places in or outside India as the Company may deem expedient.
29. To pay for any property or rights acquired by or for any services rendered to the Company and in particular to remunerate any person, firm or company introducing business to the Company either in cash or fully or partly- paid up shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise or by

- any securities which the Company has power to issue or by grant of any rights or options or partly in one mode and partly in another and generally on such terms as the Company may determine.
30. To pay out of the funds of the Company all costs, charges and expenses of and incidental to the formation and registration of the Company and any company promoted by the Company and also all costs, charges, duties, impositions and expenses of and incidental to the acquisition by the Company of any property or assets.
 31. To send out to foreign countries, its director(s), employees or other person or persons for investigation possibilities of business or trade procuring and buying any machinery or establishing trade and business connections or for promoting the interests of the Company and to pay all expenses incurred in the connection.
 32. To compensate for loss of office of any managing director or directors or other officers of the Company within the limitations prescribed under the Companies Act, 2013 or such other statute or rule having the force of law and to make payments to any person whose office of employment or duties may be determined by virtue of any transaction in which the Company is engaged.
 33. To agree to refer to arbitration any dispute, present or future between the Company and any other company, firm, individual or any other body and to submit the same in arbitration in India or abroad either in accordance with Indian or any foreign system of law.
 34. To appoint agents, sub- agents, dealers, managers canvassers, sales, representatives or salesman for transacting all or any kind of the business of which this Company is authorised to carry on and to constitute agencies of the Company in India or in any other country and establish depots and agencies in different parts of the world.
- IV 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.
- V The Authorised Share Capital of the Company is Rs. 230,00,00,000/- (Rupees two hundred and thirty crore only) divided into 8,00,00,000 (eight crore) equity shares of Rs. 10/- (Rupees ten only) each and 15,00,00,000 (fifteen crore) preference shares of Rs. 10/- (Rupees ten only) each.

WE, the several persons, whose names, addresses and descriptions are subscribed, are desirous of being formed into a company in pursuance of the Memorandum of Association and we agree to take the number of shares in the capital of the company set opposite to our respective names :

Names, Addresses and description of subscribers	Number of shares to be taken by each subscriber
M.A.Chidambaram, Merchant & Banker Chettinad House, Adyar, Madras	Ten shares
M.Somasundaram Chettiar Banker 2/28, Mookarnallamuthu St, Madras – 1	Ten shares
V.Vaidyasubramanyam Accountant "Lochana" Raja Annamalaipuram Madras – 28	Ten shares
S.Meenakshisundaram Merchant 18, Geil St, Madras – 1.	Ten shares
Witness : K.R.Ramachandra Iyer, Accountant South India Corporation (Agencies) Ltd. 80, Sembudoss Street, Madras – 1.	
Dated : 6.5.1955	