



SICAL LOGISTICS LIMITED

CIN: L51909TN1955PLC002431

Registered office: South India House 73, Armenian Street, Chennai, Tamil Nadu - 600001

Website: www.sical.in | **E-mail:** cs@pristinelogistics.com

Tel: +91-44 66157071

POSTAL BALLOT NOTICE

[Pursuant to Section 110 read with Section 108 of the Companies Act, 2013, Rule 22 and 20 of the Companies (Management and Administration) Rules, 2014, as amended]

NOTICE is hereby given to the members of Sical Logistics Limited ("**Company**"), pursuant to the provisions of Sections 110, 108 and other applicable provisions, if any, of the Companies Act, 2013, as amended ("**Act**"), read with Rule 22 and 20 of the Companies (Management and Administration) Rules, 2014, as amended ("**Rules**"), and in compliance with the general circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars in this regard (including circular no. 09/2024 dated September 19, 2024), issued by the Ministry of Corporate Affairs, Government of India as amended, modified and supplemented from time to time (hereinafter collectively referred to as "**MCA Circulars**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**Listing Regulations**"), Secretarial Standard on General Meetings ("**SS-2**"), as amended, issued by the Institute of Company Secretaries of India, and any other applicable law, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolutions as set out in this Notice, are proposed to be passed by the members of the Company through postal ballot only by way of voting through electronic means ("**remote e-voting**") for the following business:

S. No.	Particulars
1	To approve the material related party transaction between the Company and Pristine Logistics & Infraprojects Limited, being the ultimate holding company of the Company
2	To approve the material related party transaction between the Company and Pristine Malwa Logistics Park Private Limited, being the immediate holding company of the Company
3	To approve the material related party transaction between the Company and Sical Bangalore Logistics Park Limited, being the step-down subsidiary of the Company
4	To approve the creation of mortgage on the assets of Sical Multimodal and Rail Transport Limited, being the material step down subsidiary of the Company and disposal of such material assets in the event of invocation or enforcement of mortgage

5	To approve creation of pledge on the shares of Sical Infra Assets Limited, being the material subsidiary of the Company and disposal of such shares in the event of invocation or enforcement of pledge
6	To approve raising a loan with an option to convert the same into fully paid equity shares or preference shares or optionally convertible debentures of the Company upon the occurrence of an event of default under Section 62(3) of the Companies Act, 2013

An explanatory statement pursuant to Section 102, 110 and other applicable provisions, if any, of the Act, pertaining to the resolutions setting out the material facts and the reasons thereof forms part of this postal ballot notice ("**Notice**" or "**Postal Ballot Notice**").

In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only in electronic mode to those members whose e-mail IDs are registered with the Company/Company's Registrar and Share Transfer Agent viz., Cameo Corporate Services Limited ("**RTA**")/ National Securities Depository Limited ("**NSDL**") and/or Central Depository Services (India) Limited ("**CDSL**"), (NSDL and CDSL collectively, the "**Depositories**"). Accordingly, physical copy of the Postal Ballot Notice along with postal ballot form and pre-paid business reply envelope is not being sent to the members. If your e-mail address is not registered with the Company/RTA/Depositories, please follow the process provided in the notes to receive this Postal Ballot Notice and login ID and password for remote e-voting.

In compliance with the provisions of the Act read with the Rules, MCA Circulars, Listing Regulations, SS-2 and other applicable law, the Company has provided remote e-voting facility to its members to cast their votes electronically. The Company has engaged CDSL for facilitating remote e-voting. The members are requested to give their assent/ dissent only through the remote e-voting system. The detailed instructions to cast the vote through remote e-voting forms part of the 'notes' section to this Notice.

The board of directors of the Company has appointed M/s KRA & Associates, Company Secretaries (Firm Registration Number P2020TN082800) to act as scrutinizer ("**Scrutinizer**") for conducting the postal ballot (remote e-voting process) in a fair and transparent manner.

The remote e-voting facility will be available during the following period:

Commencement of remote e-voting period	09:00 a.m. IST on Friday, May 16, 2025
Conclusion of remote e-voting period	05:00 p.m. IST on Saturday, June 14, 2025
Cut-off date for eligibility to vote	Friday, May 09, 2025

The remote e-voting facility will be disabled by CDSL immediately after 05:00 p.m. IST on Saturday, June 14, 2025 and will be disallowed thereafter. The last date of e-voting, i.e., June 14, 2025, shall be the date on which the resolutions would be deemed to have been passed, if approved, by the requisite majority.

Based on the Scrutinizer's report, the results of remote e-voting will be declared within 2 (two) working days from the conclusion of remote e-voting period. The result along with Scrutinizer's report shall be forwarded to BSE Limited and National Stock Exchange of India Limited, where the Company's shares are listed and shall also be made available on the website of the Company at www.sical.in and on the website of CDSL at www.evotingindia.com.

SPECIAL BUSINESS:

1. To approve the material related party transaction between the Company and Pristine Logistics & Infraprojects Limited, being the ultimate holding company of the Company

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**Listing Regulations**"), the applicable provisions of the Companies Act, 2013 ("**Act**"), if any, read with the rules framed thereunder (including any statutory modification(s) or re-enactments(s) thereof, for the time being in force), the memorandum of association of the Company, and other applicable laws/statutory provisions, if any, and the Company's policy on related party transactions, and based on the approval of the audit committee and recommendation of the board of the directors of the Company ("**Board**"), the consent and approval of the members be and is hereby accorded to the Board, to enter into a related party transaction(s)/contract(s)/arrangement(s)/ agreement(s), in an ordinary course of business of the Company and on an arm's length basis, with Pristine Logistics & Infraprojects Limited ("**PLIL**"), the ultimate holding company and a related party of the Company within the meaning of Regulation 2(1)(zb) of the Listing Regulations, for the purpose of securing the rupee term loan facility aggregating up to Rs. 250,00,00,000/- (Rupees two hundred and fifty crores only) ("**Facility**") to be availed by the Company from Aditya Birla Capital Limited and such other lenders as may be agreed (collectively, the "**Lenders**" which term shall include their assigns and transferees) on such terms and conditions as may be agreed with the Lenders.

RESOLVED FURTHER THAT the following security / guarantees / comforts for the Facility is proposed to be provided by PLIL:

- (i) a first ranking and exclusive pledge over 46.40% of the issued and paid-up share capital (on a fully diluted basis) of Sical Infra Assets Limited ("**SIAL**"), a material subsidiary of the Company, held by PLIL; and
- (ii) any other comfort or contractual undertaking as may be required by the Lenders in connection to the Facility,

each in the favour of the Lenders and/or any security trustee appointed for the benefit of the Lenders ("**Trustee**").

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts, matters, deeds and things as it may deem fit in its absolute discretion (including finalising the terms and conditions, methods and modes in respect thereof and executing such documents and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto), to delegate all or any of the powers herein conferred, to any director(s) (including any committee thereof) or any other officer(s) or authorised representative(s) of the Company, to settle any question(s) that may arise in this regard, and to take all such steps and actions that may be necessary, proper, expedient or incidental for the purpose of giving effect to the above resolution, and in each such case, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

2. To approve the material related party transaction between the Company and Pristine Malwa Logistics Park Private Limited, being the immediate holding company of the Company

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“**Listing Regulations**”), the applicable provisions of the Companies Act, 2013 (“**Act**”), if any, read with the rules framed thereunder (including any statutory modification(s) or re-enactments(s) thereof, for the time being in force), the memorandum of association of the Company, and other applicable laws/statutory provisions, if any, and the Company’s policy on related party transactions, and based on the approval of the audit committee and recommendation of the board of the directors of the Company (“**Board**”), the consent and approval of the members be and is hereby accorded to the Board, to enter into a related party transaction(s)/contract(s)/arrangement(s)/ agreement(s), in an ordinary course of business of the Company and on an arm’s length basis with Pristine Malwa Logistics Park Private Limited (“**PMLPPL**”), the immediate holding company and a related party of the Company within the meaning of Regulation 2 (1) (zb) of the Listing Regulations, for the purpose of securing and guaranteeing all secured obligations of the Company under, or in connection with the rupee term loan facility aggregating up to Rs. 250,00,00,000/- (Rupees two hundred and fifty crores only) (“**Facility**”) to be availed by the Company from Aditya Birla Capital Limited and such other lenders as may be agreed (collectively, the “**Lenders**” which term shall include their assigns and transferees) on such terms and conditions as may be agreed with the Lenders.

RESOLVED FURTHER THAT the following security / guarantees / comforts for the Facility is proposed to be provided by PMLPPL:

- (i) a first ranking and exclusive pledge over such number of equity shares of the Company held by PMLPPL that would result in a security cover of at least 1.25x at all times during the tenor of the Facility;
- (ii) an unconditional and irrevocable corporate guarantee for the purposes of guaranteeing all secured obligations of the Company under, or in connection with the Facility; and
- (iii) any other comfort or contractual undertaking as may be required by the Lenders in connection to the Facility.

each in favour of the Lenders and/or any security trustee appointed for the benefit of the Lenders ("**Trustee**").

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts, matters, deeds and things as it may deem fit in its absolute discretion (including finalising the terms and conditions, methods and modes in respect thereof and executing such documents and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto), to delegate all or any of the powers herein conferred, to any director(s) (including any committee thereof) or any other officer(s) or authorised representative(s) of the Company, to settle any question(s) that may arise in this regard, and to take all such steps and actions that may be necessary, proper, expedient or incidental for the purpose of giving effect to the above resolution, and in each such case, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

3. To approve the material related party transaction between the Company and Sical Bangalore Logistics Park Limited, being the step-down subsidiary of the Company

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**Listing Regulations**"), the applicable provisions of the Companies Act, 2013 ("**Act**"), if any, read with the rules framed thereunder (including any statutory modification(s) or re-enactments(s) thereof, for the time being in force), the memorandum of association of the Company, and other applicable laws/statutory provisions, if any, and the Company's policy on related party transactions, and based on the approval of the audit committee and recommendation of the board of the directors of the Company ("**Board**"), the consent and approval of the members be and is hereby accorded to the Board, to enter into a related party transaction(s)/contract(s)/ arrangement(s)/ agreement(s), in an ordinary course of business of the Company and on an arm's length basis, with Sical Bangalore Logistics Park Limited ("**SBLPL**"), a step down subsidiary and a related party of the Company within the meaning of Regulation 2 (1) (zb) of

the Listing Regulations, for the purpose of securing the rupee term loan facility aggregating up to Rs. 250,00,00,000/- (Rupees two hundred and fifty crores only) ("**Facility**") to be availed by the Company from Aditya Birla Capital Limited and such other lenders as may be agreed (collectively, the "**Lenders**" which term shall include their assigns and transferees) on such terms and conditions as may be agreed with the Lenders.

RESOLVED FURTHER THAT the following security / guarantees / comforts for the Facility is proposed to be provided by SBLPL:

- (i) a first ranking and exclusive charge, by way of mortgage, over its land situated in the Whitefield area of Bengaluru ("**Bangalore Land**"); and
- (ii) any other comfort or contractual undertaking as may be required by the Lenders in connection to the Facility,

each in favour of the Lenders and/or any security trustee appointed for the benefit of the Lenders ("**Trustee**").

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts, matters, deeds and things as it may deem fit in its absolute discretion (including finalizing the terms and conditions, methods and modes in respect thereof and executing such documents and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto), to delegate all or any of the powers herein conferred, to any director(s) (including any committee thereof) or any other officer(s) or authorised representative(s) of the Company, to settle any question(s) that may arise in this regard, and to take all such steps and actions that may be necessary, proper, expedient or incidental for the purpose of giving effect to the above resolution, and in each such case, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

4. To approve the creation of mortgage on the assets of Sical Multimodal and Rail Transport Limited, being the material step down subsidiary of the Company and disposal of such material assets in the event of invocation or enforcement of the mortgage

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulations 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**Listing Regulations**"), the applicable provisions of the Companies Act, 2013 ("**Act**"), if any, read with the rules framed thereunder (including any statutory modification(s) or re-enactments(s) thereof, for the time being in force), the memorandum of association of the Company, and other applicable

laws/statutory provisions, if any, and the Company's policy on related party transactions, and based on the approval of the audit committee and recommendation of the board of the directors of the Company ("**Board**"), the consent and approval of the members be and is hereby accorded to the Board, to enter into a related party transaction(s)/contract(s)/arrangement(s)/ agreement(s), in an ordinary course of business of the Company and on an arm's length basis and on such terms and conditions as may be agreed between the Company and Sical Multimodal and Rail Transport Limited ("**SMART**"), a material step down subsidiary and a related party of the Company within the meaning of Regulation 2 (1) (zb) of the Listing Regulations, for the purpose of securing the rupee term loan facility aggregating up to Rs. 250,00,00,000/- (Rupees two hundred and fifty crores only) ("**Facility**") to be availed by the Company from Aditya Birla Capital Limited and such other lenders as may be agreed (collectively, the "**Lenders**" which term shall include their assigns and transferees) on such terms and conditions as may be agreed with the Lenders.

RESOLVED FURTHER THAT the following security / guarantees / comforts for the Facility is proposed to be provided by SMART:

- (i) a first ranking and exclusive charge, by way of mortgage over its land and building situated at Vallur, Chennai ("**CFS Land**"); and
- (ii) any other comfort or contractual undertaking as may be required by the Lenders in connection to the Facility,

each in favour of the Lenders and/or any security trustee appointed for the benefit of the Lenders ("**Trustee**").

RESOLVED FURTHER THAT pursuant to the provisions of Regulations 24(6) and other applicable regulations of the Listing Regulations, the consent and approval of the members be and is hereby accorded to the Board to dispose off the CFS Land (constituting more than 20% of the assets of SMART), in the event of any consequent enforcement of said mortgage by the Lenders / Trustee pursuant to the terms and conditions of the Facility.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts, matters, deeds and things as it may deem fit in its absolute discretion (including finalising the terms and conditions, methods and modes in respect thereof and executing such documents and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto), to delegate all or any of the powers herein conferred, to any director(s) (including any committee thereof) or any other officer(s) or authorised representative(s) of the Company, to settle any question(s) that may arise in this regard, and to take all such steps and actions that may be necessary, proper, expedient or incidental for the purpose of giving effect to the above resolution, and in each such case, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

5. **To approve creation of pledge on the shares of Sical Infra Assets Limited, being the material subsidiary of the Company and disposal of such shares in the event of invocation or enforcement of pledge**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulations 24(5) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**Listing Regulations**"), the applicable provisions of the Companies Act, 2013 ("**Act**"), if any, read with the rules framed thereunder (including any statutory modification(s) or re-enactments(s) thereof, for the time being in force), the memorandum of association of the Company, and other applicable laws/statutory provisions, if any, and subject to such approvals, consents, permissions and sanctions as may be required from appropriate authorities, the consent and approval of the members be and is hereby accorded to the board of the directors of the Company ("**Board**") to:

- (i) create a first ranking and exclusive pledge over 53.60% of the issued and paid-up share capital (on a fully diluted basis) of Sical Infra Assets Limited ("**SIAL**"), a material subsidiary of the Company ("**Pledged Shares**"), held by the Company, for the purpose of securing the rupee term loan facility aggregating up to Rs. 250,00,00,000/- (Rupees two hundred and fifty crores only) ("**Facility**") to be availed by the Company from Aditya Birla Capital Limited and such other lenders as may be agreed (collectively, the "**Lenders**" which term shall include their assigns and transferees) on such terms and conditions as may be agreed with the Lenders, to be created in favour of the Lenders and/or any security trustee appointed for the benefit of the Lenders ("**Trustee**"); and
- (ii) dispose off the Pledged Shares, in the event of any consequent enforcement of such pledge by the Lenders / Trustee pursuant to the Facility, resulting in the Company's shareholding in SIAL being reduced to 51% or below or the Company ceasing to exercise control over SIAL.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts, matters, deeds and things as it may deem fit in its absolute discretion (including finalizing the terms and conditions, methods and modes in respect thereof and executing such documents and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto), to delegate all or any of the powers herein conferred, to any director(s) (including any committee thereof) or any other officer(s) or authorised representative(s) of the Company, to settle any question(s) that may arise in this regard, and to take all such steps and actions that may be necessary, proper, expedient or incidental for the purpose of giving effect to the above resolution, and in each such case, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

6. To approve raising a loan with an option to convert the same into fully paid equity shares or preference shares or optionally convertible debentures of the Company upon the occurrence of an event of default under Section 62(3) of the Companies Act, 2013

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to provisions of Section 62(3) and all the other applicable provisions, if any, of the Companies Act, 2013 (including any amendment to or re-enactment thereof) and the Reserve Bank of India circular dated June 7, 2019 on "Prudential Framework for Resolution of Stressed Assets" (as amended from time to time) ("**RBI Circular**"), the Company be and is hereby authorised to convert all or any secured obligations in relation to or in connection with the rupee term loan facility aggregating up to Rs. 250,00,00,000/- (Rupees two hundred and fifty crores only) ("**Facility**") to be availed by the Company from Aditya Birla Capital Limited and such other lenders as may be agreed (collectively, the "**Lenders**"), into fully paid up equity shares (carrying voting rights) or preference shares or optionally convertible debentures of the Company upon the occurrence of an event of default under the Facility and at a price and on terms in accordance with the RBI Circular and other applicable laws.

RESOLVED FURTHER THAT the board of directors of the Company be and is hereby authorised to negotiate, finalise and execute all deeds and documents and take all steps and do all such acts, matters, deeds and things and give such directions as may be required, necessary, expedient or desirable for giving effect to the aforesaid resolution, and also further to comply with the requirements, if any, under applicable laws, (including the Companies Act, 2013)."

**By order of the Board of Directors
For Sical Logistics Limited**

(Vaishali Jain)
Company Secretary
ICSI Membership No. A58607

Place : New Delhi
Date : May 13, 2025

Registered office:
South India House 73,
Armenian Street, Chennai,
Tamil Nadu - 600001
CIN: L51909TN1955PLC002431
Website: www.sical.in

NOTES:

1. An explanatory statement pursuant to the provisions of Section 102 read with Section 110 of the Act, setting out the material facts and the reasons in respect of the resolutions as set out above is annexed hereto.
2. Pursuant to the provisions of Section 110 of the Act read with the Rules and the MCA Circulars, the Company has an option to seek the approval of the members through postal ballot by way of remote e-voting for the above-mentioned resolutions, instead of getting the same passed at a general meeting. Accordingly, if the resolutions are approved by the members through postal ballot, it shall be deemed to have been passed as if the same have been passed at a general meeting of the members convened in this regard.

3. Electronic dispatch of Postal Ballot Notice and process for registration of email id:

- a) In compliance with the MCA Circulars, the Postal Ballot Notice is being sent only through electronic mode to those members whose names appear in the register of members/ list of beneficial owners maintained by the Company/ RTA/Depositories as on the cut-off date i.e., Friday, May 09, 2025 and whose email-id are registered with the Company/RTA/Depositories.
- b) The members holding shares in physical mode and who have not registered/updated their e-mail id and other applicable details, if any, with the Company are requested to visit the investor portal of Company's RTA at <https://wisdom.cameoindia.com> and upload the requisite documents thereat. The members holding shares in dematerialized mode are requested to register / update their e-mail id and other applicable details, if any, with the relevant depository participant. After successful registration of the e-mail id and other applicable details, a copy of this Postal Ballot Notice along with the remote e-voting user ID and password will be sent to the member's registered e-mail address, upon request received from the members.
- c) The members may note that the Postal Ballot Notice will also be available on the Company's website www.sical.in, website of the stock exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL at www.evotingindia.com.

4. Procedure for inspection of documents:

All the documents referred to in the Postal Ballot Notice will be available for inspection electronically by the members from the date of circulation of the Notice up to the last date of receipt of votes by remote e-voting i.e., June 14, 2025. Members seeking to inspect documents can send an e-mail at cs@pristinelogistics.com mentioning their name, DP ID & Client ID/folio number and permanent account number (PAN) during the remote e-voting period.

5. Information to members regarding remote e-voting:

- a) Pursuant to the provisions of Sections 110 and 108 of the Act read with the Rules, Regulation 44 of the Listing Regulations, MCA Circulars and SS-2, the Company has extended the remote e-voting facility to the members to cast their votes electronically. The Company has engaged the services of CDSL as the agency to provide remote e-voting facility. The members may cast their votes remotely, using remote e-voting only on the dates mentioned hereunder.
- b) The facility to exercise vote through remote e-voting will be available during the following period:

Commencement of remote e-voting period	Conclusion of remote e-voting period
09:00 a.m. IST on Friday, May 16, 2025	05:00 p.m. IST on Saturday, June 14, 2025

The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently or cast the vote again.

- c) The members whose names appear in the register of members/ list of beneficial owners as on Friday, May 09, 2025, being the cut-off date, are entitled to vote on the resolutions set out in this Postal Ballot Notice. A person who is not a member as on the cut-off date should treat this Postal Ballot Notice for information purposes only.
- d) The voting rights shall be as per the number of equity shares held by the members as on the cut-off date.
- e) In case of joint holders, the member whose name appears as the first holder in the order of names, as per the register of members/list of beneficial owners of the Company will be entitled to vote.

6. Instructions for members for remote e-voting:

The details of the process and manner for remote e-voting are explained herein below:

Login method for e-voting for individual shareholders holding shares in demat mode

Pursuant to Section VI-C of the SEBI master circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 pertaining to 'e-voting facility provided by listed companies', e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/depository participants in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider ('ESP') thereby facilitating not only seamless authentication but also ease and convenience of participating in e-voting process.

Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and depository participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-voting facility.

Login method for individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting service providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile & email as recorded in the demat account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting service providers.
Individual shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a personal computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section.

	<p>A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual shareholders (holding securities in demat mode) login through their depository participants (DP)	<p>You can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., CDSL and NSDL

Login type	Helpdesk details
Individual shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no. 1800 1020 990 and 1800 22 44 30

Login method for e-voting for physical shareholders and shareholders other than individual holding in demat form

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Shareholders holding shares in physical form should enter folio number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For physical shareholders and other than individual shareholders holding shares in demat	
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Shareholders who have not updated their PAN with the Company/depository participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

Dividend bank details Or Date of birth (DoB)	Enter the dividend bank details or date of birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the Depository or Company, please enter the member id / folio number in the dividend bank details field.
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- 7) After entering these details appropriately, click on "SUBMIT" tab.
- 8) Shareholders holding shares in physical form will then directly reach the company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN for Sical Logistics Limited on which you choose to vote.
- 11) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the resolution and option NO implies that you dissent to the resolution.
- 12) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution details.
- 13) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- 14) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- 16) If a demat account holder has forgotten the login password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- 17) There is also an optional provision to upload board resolution/power of attorney, if any to be uploaded, which will be made available to Scrutinizer for verification.
- 18) Note for non – individual shareholders and custodians-

- a) Non-Individual shareholders (i.e., other than individuals, HUF, NRI etc.) and custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- b) A scanned copy of the registration form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- c) After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- d) The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- e) It is mandatory that, a scanned copy of the board resolution/power of attorney (POA) which they have issued in favour of the custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.

Alternatively, non-individual shareholders are required mandatory to send the relevant board resolution/ authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email address viz., gkrkg@yahoo.in and gkrkgram@yahoo.in and to the Company at the email address viz; cs@pristinelogistics.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the Scrutinizer to verify the same.

7. Process for those shareholders whose email/mobile no. are not registered with the Company/Depositories:

a) For physical shareholders:

Please provide necessary details like name, folio no., scanned copy of the share certificate (front and back), PAN card (self-attested scanned copy of PAN card), Aadhar card (self-attested scanned copy of Aadhar card) to the Company's RTA at its investor portal at <https://wisdom.cameoindia.com/>

b) For demat shareholders:

Please update your email id and mobile no. with your respective depository participant.

8. General Information:

- a) Institutional/corporate members are required to send a scanned copy (PDF format) of their respective board or governing body resolution/authorization letter etc., authorising their representative to vote on their behalf through remote e-voting. The said resolution/authorization letter shall be sent by e-mail on Scrutinizer's e-mail address at gkrkg@yahoo.in and gkrkgram@yahoo.in with a copy marked to cs@pristinelogistics.com. Institutional/corporate members can also upload their board resolution/power of



attorney/authority letter etc. by clicking on the "Upload Board Resolution/Authority Letter" displayed under the "e-Voting" tab in their login.

- b) If you have any queries or issues regarding remote e-voting from the CDSL e-voting system, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.
- c) The Scrutinizer will submit their report on remote e-voting within the prescribed time to the chairman of the Company or any other person authorised by him after completion of the scrutiny of the e-voting.
- d) SEBI has mandated the submission of permanent account number ("PAN") by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company /RTA.
- e) As per the provisions of Section 72 of the Act, the facility for making nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or Form SH-14 as the case may be. Members are requested to submit the said details to their depository participants in case the shares are held by them in dematerialized form and to the Company's RTA in case the shares are held by them in physical form. The forms can be obtained from the Company/Company's RTA or from the website of the MCA at www.mca.gov.in.

**By order of the Board of Directors
For Sical Logistics Limited**

**(Vaishali Jain)
Company Secretary
ICSI Membership No. A58607**

**Place : New Delhi
Date : May 13, 2025**

Registered office:
South India House 73,
Armenian Street, Chennai,
Tamil Nadu - 600001
CIN: L51909TN1955PLC002431
Website: www.sical.in



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) READ WITH SECTION 110 OF THE COMPANIES ACT, 2013, REGULATION 44 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The following statement sets out the material facts and reasons relating to the resolutions mentioned in the Postal Ballot Notice.

Item Nos. 1 to 4:

The Company proposes to avail the rupee term loan facility aggregating up to Rs. 250,00,00,000/- (Rupees two hundred and fifty crores only) (the "**Facility**") from Aditya Birla Capital Limited and such other lenders as may be agreed (collectively, the "**Lenders**").

One of the terms of the Lenders for extending the Facility is that:

- (A) the Facility shall be, *inter alia*, secured by:
- (i) a first ranking and exclusive pledge over 46.40% of the issued and paid-up share capital (on a fully diluted basis) of Sical Infra Assets Limited ("**SIAL**"), a material subsidiary of the Company, held by Pristine Logistics & Infraprojects Limited (the ultimate holding company of the Company);
 - (ii) a first ranking and exclusive pledge, over such number of equity shares of the Company held by Pristine Malwa Logistics Park Private Limited (the immediate holding company of the Company) ("**PMLPPL**") that would result in the minimum cover of 1.25x at all times during the tenor of the Facility ;
 - (iii) a first ranking and exclusive charge, by way of mortgage, to be created by Sical Bangalore Logistics Park Limited (a step-down subsidiary of the Company) over its land situated in the Whitefield area of Bengaluru ("**Bangalore Land**"); and
 - (iv) a first ranking and exclusive charge, by way of mortgage, to be created by Sical Multimodal and Rail Transport Limited (a material step-down subsidiary of the Company), over its land and building situated at Vallur, Chennai ("**CFS Land**");
- (B) all the secured obligations of the Company under, or in connection with the Facility shall be guaranteed by an unconditional and irrevocable corporate guarantee to be provided by PMLPPL,

each in favour of the Lenders and/or any security trustee appointed for the benefit of the Lenders ("**Trustee**").

In terms of Regulation 2(1) (zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**Listing Regulations**"), Pristine Logistics & Infraprojects Limited, Pristine Malwa Logistics Park Private Limited, Sical Bangalore Logistics Park Limited and Sical Multimodal and Rail Transport Limited are 'related parties' of the Company.

Further, as per the Regulation 2(1)(zc) of the Listing Regulations, any transaction involving a transfer of resources, services or obligations between (i) a listed entity or any of its subsidiaries

on one hand and a related party of the listed entity or any of its subsidiaries on the other hand; or (ii) a listed entity or any of its subsidiaries on one hand and any other person or entity on the other hand, the purpose and effect of which is to benefit any related party of the listed entity or any of its subsidiaries, regardless of whether a price is charged or not, is considered as 'related party transaction'.

Accordingly, the above transactions involving the creation of securities by related parties for securing the Facility are considered as related party transactions.

Furthermore, Regulation 23 of the Listing Regulations, *inter-alia*, states that all material related party transactions shall require prior approval of the members by means of an ordinary resolution, even if such transactions are in the ordinary course of business and at an arm's length pricing. A transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with the previous transactions during a financial year, exceeds Rs.1,000 crore or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

The aggregate value of above-mentioned transactions is expected to exceed the 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, classifying it as material related party transactions for the Company.

Sical Multimodal and Rail Transport Limited, a material subsidiary of the Company, is securing the Facility by mortgaging the CFS Land and upon the occurrence of an event of default by the Company under the Facility, the Lenders / Trustee may enforce such mortgage resulting in the CFS land being disposed off. Accordingly, the said transaction i.e., creation of mortgage by Sical Multimodal and Rail Transport Limited would fall under the purview of Regulation 24(6) of the Listing Regulations.

In compliance with the Listing Regulations, Companies Act, 2013 and other applicable laws/statutory provisions, if any, the audit committee, after its deliberation, had approved the said transactions between the Company and above-mentioned related parties. The transactions are in the ordinary course of business and on an arm's length basis.

The details of transactions as required under Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI master circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are set forth below:

Sl. No	Particulars	Details			
		Item No. 1	Item No. 2	Item No. 3	Item No. 4
1	Details of summary of information provided by the management to the audit committee				
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including	As described above			

	nature of its concern or interest (financial or otherwise)	
b.	Type, material terms and particulars of the proposed transaction	As disclosed above
c.	Tenure of the proposed transaction (particular tenure shall be specified)	Till the repayment of the Facility by the Company to the Lenders i.e., 3 (three) years from the date of first disbursement.
d.	Value of the proposed transaction	Up to an amount of Rs. 250,00,00,000/- (Rupees two hundred and fifty crore only)
e.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed related party transaction	113.08% of the annual consolidated turnover of the Company for the financial year ended on March 31, 2024.
f.	The requisite details if the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary.	Not applicable as the transactions does not relate to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary.
2	A copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable
3	Justification as to why the RPT is in the interest of the listed entity	<p>The Hon'ble National Company Law Tribunal, Chennai Bench ("NCLT") vide its order dated December 08, 2022, approved the resolution plan for the Company submitted by Pristine Malwa Logistics Park Private Limited, under the Insolvency and Bankruptcy Code, 2016.</p> <p>Pursuant to the approved resolution plan, the Company is required to make the second and final instalment payment to the financial creditors of the Company within stipulated timelines. In order to meet</p>

		<p>such obligation, the Company is arranging the funds by availing a rupee term loan up to an amount of Rs. 250 crore from the Lenders.</p> <p>One of the terms of the Lenders for extending the Facility is that the Facility shall be secured by creation of securities by said related parties, as mentioned above.</p> <p>Hence, entering these related party transactions are in the best interest of the Company.</p>
4	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not Applicable
5	Any other information that may be relevant	All relevant / important information forms part of this explanatory statement

The members may note that all the related parties (whether such related party is the party to the above-mentioned transactions or not) shall not vote to approve the resolutions set out in the item nos. 1, 2, 3, 4 of the Postal Ballot Notice.

None of the directors, key managerial personnel of the Company, and/or their relatives is concerned or interested, financially or otherwise, in the resolutions set out in the item nos. 1, 2, 3, 4 of the Postal Ballot Notice except being associated with such related parties as directors.

The board of directors of the Company recommends the ordinary resolutions as set out in the item nos. 1, 2 and 3 and special resolution as set out in the item no. 4 of the Postal Ballot Notice for the approval of the members.

Item No. 5:

The Company proposes to avail a rupee term loan facility aggregating up to Rs. 250,00,00,000/- (Rupees two hundred and fifty crores only) (the "**Facility**") from Aditya Birla Capital Limited and such other lenders as may be agreed (collectively, the "**Lenders**").

One of the conditions of the Lenders for extending the Facility is that the Company shall create a first ranking and exclusive pledge over 53.60% of the issued and paid-up share capital (on a fully diluted basis) of Sical Infra Assets Limited ("**SIAL**"), a material subsidiary of the

Company, held by the Company in favour of the Lenders and/or any security trustee appointed for the benefit of the Lenders ("**Trustee**").

Upon the occurrence of an event of a default by the Company under the Facility, the Lenders / Trustee may enforce such pledge, which may result in the Company's shareholding in SIAL being reduced to 51% or below or the Company ceased to exercise control over SIAL.

In terms of Regulation 24(5) of the Listing Regulations, any transaction involving disposal of shares in a material subsidiary which may result in reduction of the listed entity's shareholding in such material subsidiary to 51% or below or the listed entity cease to exercise control over such material subsidiary, shall require prior approval of the members of the Company by way of special resolution.

Accordingly, in compliance with the Listing Regulations, the board of directors of the Company, after its deliberation, had approved the said transaction and seeks the approval of the members by way of special resolution.

None of the directors, key managerial personnel of the Company, and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out in the item no. 5 of the Postal Ballot Notice.

The board of directors of the Company recommends the special resolution as set out in the item no. 5 of the Postal Ballot Notice for the approval of the members.

Item No. 6:

The Company proposes to avail a rupee term loan facility aggregating up to Rs. 250,00,00,000/- (Rupees two hundred and fifty crores only) (the "**Facility**") from Aditya Birla Capital Limited and such other lenders as may be agreed (collectively, the "**Lenders**").

One of the conditions of the Lenders for extending the Facility is that upon the occurrence of an event of default by the Company under the Facility, the Lenders shall have an option to convert the outstanding amounts under the Facility together with interest due thereon, wholly or part thereof, into fully paid-up equity shares or preference shares or optionally convertible debentures of the Company, under Section 62(3) of the Companies Act, 2013 (the "**Act**") and the rules made thereunder, at a price determined in accordance with such applicable laws.

Section 62(3) of the Act, provides that nothing in Section 62 shall apply to the increase of the subscribed capital of a Company caused by the exercise of an option as a term attached to the debentures issued or loan raised by the company to convert such debentures or loans into shares in the company; *provided that* the terms of issue of such debentures or loan containing such an option have been approved before the issue of such debentures or the raising of loan by a special resolution passed by the company in general meeting.

Accordingly, the board of directors of the Company, after its deliberation, had approved the said transaction and seeks the approval of the members by way of special resolution.



None of the directors, key managerial personnel of the Company, and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out in the item no. 6 of the Postal Ballot Notice.

The board of directors of the Company recommends the special resolution as set out in the item no. 6 of the Postal Ballot Notice for the approval of the members.

**By order of the Board of Directors
For Sical Logistics Limited**

**(Vaishali Jain)
Company Secretary
ICSI Membership No. A58607**

**Place : New Delhi
Date : May 13, 2025**

Registered office:
South India House 73,
Armenian Street, Chennai,
Tamil Nadu - 600001
CIN: L51909TN1955PLC002431
Website: www.sical.in