



SICAL LOGISTICS LIMITED

CIN: L51909TN1955PLC002431

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

Website: <https://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. 03/2025 dated September 22, 2025), 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 laws, 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 re-appointment of Mr. Seshadri Rajappan (DIN: 00862481) as whole-time director of the Company
2	To approve the subsequent material modification in the approved related party transaction entered between the Company and Pristine Malwa Logistics Park Private Limited, being the immediate holding company of the Company



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 are 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 laws, 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 Thursday, December 11, 2025
Conclusion of remote e-voting period	05:00 p.m. IST on Friday, January 09, 2026
Cut-off date for eligibility to vote	Friday, December 05, 2025

The remote e-voting facility will be disabled by CDSL immediately after 05:00 p.m. IST on Friday, January 09, 2026 and will be disallowed thereafter. The last date of e-voting, i.e., January 09, 2026, 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 two (2) 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 <https://sical.in> and on the website of CDSL at www.evotingindia.com.

SPECIAL BUSINESS:

1. To approve the re-appointment of Mr. Seshadri Rajappan (DIN: 00862481) as whole-time director of the Company

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 Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and the articles of association of the Company, and based on the recommendation and approval of the nomination and remuneration committee and the board of directors of the Company, Mr. Seshadri Rajappan (DIN: 00862481), who was appointed as whole-time director of the Company at the 68th Annual General Meeting of the Company for a period of three (3) consecutive years with effect from January 11, 2023 and whose term would end on January 10, 2026, be and is hereby re-appointed as a whole-time director of the Company for an another term of three (3) consecutive years, even he attained the age of seventy (70) years, on the following terms and conditions:

1. Period of appointment:

- a) He shall hold the office for a term of three (3) consecutive years with effect from January 11, 2026, to January 10, 2029.
- b) He shall be liable to retire by rotation whilst he continues to hold office of whole-time director and his re-appointment on retirement by rotation as a director shall not be deemed to constitute a break in his office of whole-time director.

2. Remuneration:

- a) He shall be paid up to an amount of Rs. 74,00,000/- (Rupees seventy-four lakh only) per annum, excluding the perquisites as mentioned under Section IV of Part II of Schedule V of the Companies Act, 2013, as remuneration.
- b) The aforementioned remuneration shall be the maximum limit up to which he is entitled to receive per annum during his term as a whole-time director.”

“RESOLVED FURTHER THAT in the event of no profits or inadequacy of profits in any financial year, Mr. Seshadri Rajappan be and is hereby entitled to receive remuneration up to limit as approved by the members herein above.”

“RESOLVED FURTHER THAT the board of directors of the Company be and is hereby authorised to alter and vary the terms and conditions of the re-appointment including remuneration, based on the recommendation of nomination and remuneration committee from time to time.”

“RESOLVED FURTHER THAT the board of directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps and actions as may be necessary, ancillary, incidental or expedient for giving effect to the above resolution.”

2. To approve the subsequent material modification in the approved related party transaction entered 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, if any, 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, 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 in accordance with the Company’s policy on related party transactions and other applicable laws/statutory provisions, if any, 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 modify the material related party transaction i.e., leasing of commercial equipment, entered between the Company and Pristine Malwa Logistics Park Private Limited (**“Pristine Malwa”**), the immediate holding company and a related party of the Company within the meaning of Regulation 2(1)(zb) of the Listing Regulations, by reducing the number of leased commercial equipment and the lease rent as mentioned below, with all other terms and conditions remained unchanged:

1) Number of commercial equipment continued to be leased to the Company by Pristine Malwa:

- a) Twenty-one (21) commercial equipment for a period of three (3) years commenced from March 2025 in the financial 2024-25 to February 2028 in the financial year 2027-28.
- b) Seventeen (17) commercial equipment for a period of three (3) years commenced from April 2025 in financial 2025-26 to March 2028 in financial year 2027-28.

2) Lease rent payable by the Company to Pristine Malwa:

- a) Financial year 2025-26: Up to an amount of Rs. 21.08 crore (exclusive of applicable taxes)
- b) Financial year 2026-27: Up to an amount of Rs. 15.67 crore (exclusive of applicable taxes)



c) Financial year 2027-28: Up to an amount of Rs. 15.01 crore (exclusive of applicable taxes)."

"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, 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."

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

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

Place : New Delhi

Date : December 08, 2025

Registered office:

South India House 73,
Armenian Street, Chennai,
Tamil Nadu - 600001
CIN: L51909TN1955PLC002431
Website: <https://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. Further, the details as required pursuant to the Regulation 36 (3) of the Listing Regulations and Clause 1.2.5 of the SS-2 are given in the explanatory statement.
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, December 05, 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 <https://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., January 09, 2026. 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 Thursday, December 11, 2025	05:00 p.m. IST on Friday, January 09, 2026

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, December 05, 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 & My Easi New (Token) 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 & My Easi New (Token) 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. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be

	<p>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> <p>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed 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</p>

	you will be redirected to e-Voting service provider website for casting your vote during the remote e-voting period.
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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 21 09911
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 022 - 4886 7000 and 022 - 2499 7000

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's 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.

- 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 21 09911. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, 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 21 09911.
- 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 : December 08, 2025
Registered office:
South India House 73,
Armenian Street, Chennai,
Tamil Nadu - 600001
CIN: L51909TN1955PLC002431
Website: <https://sical.in>

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) READ WITH SECTION 110 OF THE COMPANIES ACT, 2013 ("ACT")

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

Item no. 1: To approve the re-appointment of Mr. Seshadri Rajappan (DIN: 00862481) as whole-time director of the Company

The shareholders, at the 68th Annual General Meeting of the Company held on September 29, 2023, approved the appointment of Mr. Seshadri Rajappan (DIN:00862481) as whole-time director of the Company for a period of three (3) consecutive years with effect from January 11, 2023. His current term as whole-time director will end on January 10, 2026.

The board of directors of the Company ("**Board**") at its meeting held on November 12, 2025, on the recommendation of nomination and remuneration committee and subject to the approval of the shareholders of the Company, re-appointed Mr. Seshadri Rajappan as the whole-time director for another term of three (3) years from January 11, 2026, to January 10, 2029. His maximum remuneration during the tenure as whole-time director will be up to an amount of Rs.74,00,000/- (Rupees seventy-four lakh only) per annum, excluding the perquisites as mentioned under Section IV of Part II of Schedule V of the Act.

Mr. Seshadri Rajappan satisfies all the conditions specified under Section 196 (3) and Part I of Schedule V of the Act for being eligible to be re-appointed as whole-time director of the Company. He has also confirmed that he is not debarred from holding the office of director by virtue of any order of Securities and Exchange Board of India ("SEBI") or any other such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI orders regarding appointment of directors by the listed companies.

Even though he has attained the age of seventy (70) years, the Board is of the view that his continued association would benefit the Company considering his skills, knowledge, expertise, experience and commitment towards the Company.

As per Regulation 17 (1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), the listed company shall ensure that approval of members for re-appointment of a person on the board of directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Accordingly, in compliance with the provisions of Sections 196, 197, 203 read with Schedule V of the Act, Regulation 17 (1C) of the Listing Regulations and other applicable provisions of the Act and the Listing Regulations, approval of the members by way of special resolution through postal ballot is being sought for the re-appointment of Mr. Seshadri Rajappan as a whole-time director of the Company for another term of three (3) consecutive years with effect from January 11, 2026 to January 10, 2029, with a remuneration up to an amount of Rs. 74,00,000/- (Rupees seventy-four lakh only) per annum, excluding the perquisites as mentioned under Section IV of Part II of Schedule V of the Act. The said remuneration shall be the maximum limit up to which he is entitled to receive per annum during his term as a

whole-time director. Such remuneration will be paid even in case the Company has no profits or inadequate profits during his tenure as whole-time director.

The disclosure under Regulation 36(3) of the Listing Regulations and secretarial standard on general meetings issued by the Institute of Company Secretaries of India and the statement containing additional information as required under Schedule V to the Act are given below:

The information pursuant to Regulation 36(3) of the Listing Regulations and secretarial standards issued by the Institute of Company Secretaries of India pursuant to Section 118 of the Act

Name and age of the director	Mr. Seshadri Rajappan , 71 years
Date of birth	May 15, 1954
DIN	00862481
Qualification	Seshadri Rajappan holds a post graduate diploma in personnel management and industrial relations.
Brief resume, experience and expertise in specific functional areas	He has over four decades of experience in managing human resources and industrial relations. He also has over two decades of operational experience in 3PL and port operations.
Date of first appointment on the board of directors of the Company	January 11,2023
List of the listed entities in which he holds the directorship and the membership of committees of the board along with the list of listed entities from which he has resigned in the past three years	None
List of other public companies in which he holds the directorship	<p>Public Companies:</p> <p>Sical Infra Assets Limited Sical Iron Ore Terminal (Mangalore) Limited Sical Bangalore Logistics Park Limited Sical Mining Limited Sical Iron Ore Terminals Limited Sical Sattva Rail Terminal Private Limited</p> <p>Deemed Public Companies:</p> <p>Pristine Value Logistics Private Limited (formerly known as Patchems Private Limited)</p>
List of membership/chairmanship of the committee of the Company (for the purpose of determination of membership/chairmanship of the audit committee and the stakeholders' relationship committee alone are considered)	None

List of membership/chairmanship of the committee of other companies in which he is a director <i>(for the purpose of determination of membership/chairmanship of the audit committee and the stakeholders' relationship committee alone are considered)</i>	None
Shareholding in the Company (both own or held by/for other persons on a beneficial basis)	Nil
Relationship with other directors, managers and other key managerial personnel of the Company	None
Number of meetings of the board attended during the year	During the current financial year 2025-26 (up to November 30, 2025), the Board met seven (7) times. Mr. Seshadri Rajappan attended all the Board meetings.
Terms and conditions of the re-appointment along with details of remuneration sought to be paid and the remuneration last drawn, if applicable	<p>Re-appointed as whole-time director of the Company for a term of three (3) consecutive years with effect from January 11, 2026 to January 10, 2029 and he is liable to retire by rotation.</p> <p>Proposed remuneration:</p> <p>Up to an amount of Rs. 74,00,000/- (Rupees seventy-four lakh only) per annum, excluding the perquisites mentioned under Section IV of Part II of Schedule V of the Act.</p> <p>This shall be the maximum limit up to which he is entitled to receive remuneration per annum during his term as a whole-time director.</p> <p>Further, in the event of no profits or inadequacy of profits in any financial year, Mr. Seshadri Rajappan is entitled to receive remuneration up to the limit as mentioned above.</p> <p>Last drawn remuneration:</p> <p>Up to an amount of Rs. 55,00,000/- (Rupees fifty-five lakh only) per annum, excluding the perquisites as mentioned under Section IV of Part II of Schedule V of the Act.</p>

The statement containing additional information as required under Schedule V to the Act

I.	General information:																
(1)	Nature of industry	The Company is engaged in the business of providing integrated logistics services															
(2)	Date or expected date of commencement of commercial production	Not Applicable															
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable															
(4)	Financial performance based on given indicators	<p>The financial performance of the Company on a standalone basis is as follows:</p> <p style="text-align: right;">(Amount in Rs. Lakh)</p> <table> <tr> <th>Particulars</th><th>For the year ended March 31, 2025</th><th>For the year ended March 31, 2024</th></tr> <tr> <td>Revenue from operations</td><td>4,022</td><td>6,617</td></tr> <tr> <td>Total expenses</td><td>11,131</td><td>13,952</td></tr> <tr> <td>Profit/(loss) before tax</td><td>(5,060)</td><td>(4,592)</td></tr> <tr> <td>Profit/(loss) after tax</td><td>(4,404)</td><td>(4,592)</td></tr> </table>	Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024	Revenue from operations	4,022	6,617	Total expenses	11,131	13,952	Profit/(loss) before tax	(5,060)	(4,592)	Profit/(loss) after tax	(4,404)	(4,592)
Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024															
Revenue from operations	4,022	6,617															
Total expenses	11,131	13,952															
Profit/(loss) before tax	(5,060)	(4,592)															
Profit/(loss) after tax	(4,404)	(4,592)															
(5)	Foreign investments or collaborations, if any	Not Applicable															

II.	Information:	
(1)	Background details	As disclosed above
(2)	Past remuneration	As mentioned above
(3)	Recognition or awards	As mentioned above

(4)	Job profile and his suitability	He has over four decades of experience in managing human resources and industrial relations, which are relevant for the proposed position i.e., overall management of the affairs of the Company.
(5)	Remuneration proposed	As mentioned above
(6)	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration proposed to be paid is commensurate with industry standards.
(7)	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any.	Besides drawing remuneration as stated above, he does not have any other pecuniary relationship directly or indirectly with the Company or with the managerial personnel or other directors of the Company.

III.	Other information:	
(1)	Reasons of loss or inadequate profits	<p>The corporate insolvency resolution process was initiated in respect of the Company under the provisions of the Insolvency and Bankruptcy Code, 2016 ("IBC") by an order of the Hon'ble National Company Law Tribunal, Chennai Bench ("NCLT") with effect from March 10, 2021.</p> <p>The Hon'ble NCLT vide its order dated December 08, 2022 approved the resolution plan, submitted by Pristine Malwa Logistics Park Private Limited under Section 31 of the IBC.</p> <p>In accordance with the approved resolution plan, the Company has fully discharged the deferred debt obligations amounting to Rs. 331,00,00,000/- (Rupees three hundred thirty-one crore only) to its erstwhile financial creditors, within the prescribed time limit.</p> <p>This payment is expected to have positive impact on the Company's financial position.</p>
(2)	Steps taken or proposed to be taken for improvement	
(3)	Expected increase in productivity and profits in measurable terms	

		Further, the Company is in the process of setting up new projects which will start contributing to its profits in near future. Overall, the Company is expecting to generate adequate profits in future.
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Except Mr. Seshadri Rajappan, being the appointee, none of the directors, key managerial personnel of the Company, and/or their relatives is concerned or interested, financially or otherwise, in the resolution mentioned at item no. 1 of the Postal Ballot Notice.

The Board recommends the special resolution as set out in item no. 1 of the Postal Ballot Notice for the approval of the members.

Item no. 2: To approve the subsequent material modification in the approved related party transaction entered between the Company and Pristine Malwa Logistics Park Private Limited, being the immediate holding company of the Company

The Company has entered into a lease arrangement with Pristine Malwa Logistics Park Private Limited (“**Pristine Malwa**”), the immediate holding company and a related party of the Company within the meaning of Regulation 2 (1) (zb) of the Listing Regulations, for taking dumpers, excavators, tankers, bulldozers, graders (hereinafter, collectively, referred to as the “**Commercial Equipment**”) on lease to run its ongoing projects smoothly.

Under this said arrangement, Pristine Malwa leased forty-two (42) Commercial Equipment to the Company for a period of five (5) financial year commencing from the financial year 2024-25 (lease started from March 2025) and an additional seventeen (17) Commercial Equipment for a period of five (5) financial year commencing from the financial year 2025-2026. The lease amount under the arrangement was up to an amount of Rs. 24.95 crore per financial year (exclusive of applicable taxes).

In accordance with Regulation 23 of the Listing Regulations, the said related party transaction, being classified as material related party transaction, was approved by the members of the Company through ordinary resolution passed via postal ballot on May 06, 2025.

Subsequently, the tenure under the said lease arrangement was reduced from five (5) financial years to three (3) financial years, which was approved by the members at the 70th Annual General Meeting of the Company held on September 30, 2025.

It is now proposed to reduce the number of Commercial Equipment under the lease arrangement from fifty-nine (59) to thirty-eight (38) and consequently to revise the lease rent. The revised lease rent would be up to an amount of Rs. 21.08 crore (exclusive of applicable taxes) for the financial year 2025-26, up to an amount of Rs. 15.67 crore (exclusive of applicable taxes) for the financial year 2026-27 and up to an amount of Rs. 15.01 crore (exclusive of applicable taxes) for the financial year 2027-28.

Regulation 23 of the Listing Regulations, inter-alia, states that all material related party transactions and subsequent material modifications as defined by the audit committee, shall require prior approval of the members by means of an ordinary resolution. Furthermore, as per the Company’s policy on related party transactions, the subsequent material

modifications mean subsequent change to an existing material related party transaction, having variance of 20% of the existing limit or subsequent change in existing related party transaction, if the change leads such related party transaction to statutory limit of material related party transaction.

The proposed change in the said material related party transaction is expected to have variance of more than 20% of originally approved lease rent, qualifying it as subsequent material modification.

In compliance with the Act, Listing Regulations, and other applicable laws/statutory provisions, if any, the audit committee, after its deliberation, has approved the proposed material modification.

The details of transaction 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 and “Industry Standards on Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions” are set forth below:

a) Information as placed before the audit committee in the format as specified in the related party transaction Industry Standards, to the extent applicable:

The information provided by the management to the audit committee are as follows:

Basic details of the related party

S. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	Pristine Malwa Logistics Park Private Limited (“ Pristine Malwa ”)
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Pristine Malwa is engaged in the business of providing logistics services

Relationship and ownership of the related party

S. No.	Particulars of the information	Information provided by the management
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	<p>Pristine Malwa is the promoter and immediate holding company of the Company.</p> <p>Pristine Malwa holds 89.87% of the total issued and paid-up share capital of the Company.</p>

	<ul style="list-style-type: none"> • Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. • Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). • Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). 	<p>Not Applicable</p> <p>Not Applicable</p> <p>As stated above</p>
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Details of previous transactions with the related party

S. No.	Particulars of the information	Information provided by the management		
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	During the financial year ended March 31, 2025, the following transactions were undertaken by the Company with Pristine Malwa:		
		S. No.	Nature of transactions	Amount (in Rs. lakhs)
		1.	Payment of lease rent by the Company for commercial equipment taken on lease	143.38
		2.	Payment of interest on loan taken by the Company	206.00
		3.	Issue of comfort letter by the Company to HDFC Bank Limited for the purpose of	7000.00

		<table> <tr> <td></td><td>commercial equipment loan availed by Pristine Malwa</td><td></td></tr> </table> <p>During the financial year ended March 31, 2025, the following transactions were undertaken by Sical Multimodal and Rail Transport Limited, subsidiary of the Company with Pristine Malwa:</p> <table> <tr> <th>S. No.</th><th>Nature of Transactions</th><th>Amount (in Rs. lakhs)</th></tr> <tr> <td>1.</td><td>Loan received from Pristine Malwa</td><td>100.00</td></tr> <tr> <td>2.</td><td>Payment of interest on loan</td><td>5.00</td></tr> </table>		commercial equipment loan availed by Pristine Malwa		S. No.	Nature of Transactions	Amount (in Rs. lakhs)	1.	Loan received from Pristine Malwa	100.00	2.	Payment of interest on loan	5.00
	commercial equipment loan availed by Pristine Malwa													
S. No.	Nature of Transactions	Amount (in Rs. lakhs)												
1.	Loan received from Pristine Malwa	100.00												
2.	Payment of interest on loan	5.00												
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	<p>Total amount of all the transactions undertaken by the Company with Pristine Malwa in the current financial year 2025-26 (up to September 30, 2025) is Rs.51,350.28 lakhs.</p> <p>Total amount of all the transactions undertaken by Sical Multimodal and Rail Transport Limited, subsidiary of the Company with Pristine Malwa in the current financial year 2025-26 (up to September 30, 2025) is Rs. 6.26 lakhs.</p>												
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No												

Amount of the proposed transaction

S. No.	Particulars of the information	Information provided by the management
1.	Amount of the proposed transactions being placed for approval in the meeting of the audit committee	The revised lease rent would be up to an amount of Rs. 21.08 crore (exclusive of applicable taxes) for the financial year 2025-26, up to an amount of Rs. 15.67 crore (exclusive of applicable taxes) for the financial year 2026-27 and up to an amount of Rs. 15.01 crore (exclusive of applicable taxes) for the financial year 2027-28.
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	No
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	9.50% of the Company's annual consolidated turnover for the financial year ended on March 31, 2025.
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	691.15% of Pristine Malwa's annual standalone turnover for the financial year ended on March 31, 2025.

6.	Financial performance of the related party for the immediately preceding financial year.	Particulars	<i>For the financial year ended on March 31, 2025 (Amount in Rs. lakhs)</i>
		Turnover	305.38
		Profit After Tax	1813.63
		Net worth	9139.73

Basic details of the proposed transaction

S. No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	<p>The Company, in its ordinary course of business, has taken Commercial Equipment (as mentioned above) on lease from Pristine Malwa for a period of three (3) financial years.</p> <p>It is now proposed to reduce the number of Commercial Equipment under the lease and consequently to revise the lease rent.</p>
2.	Details of each type of the proposed transaction	<p>To reduce number of Commercial Equipment under the lease arrangement from fifty-nine (59) to thirty-eight (38) and consequently to revise the lease rent.</p> <p>The revised lease rent would be up to an amount of Rs. 21.08 crore (exclusive of applicable taxes) for the financial year 2025-26, up to an amount of Rs. 15.67 crore (exclusive of applicable taxes) for the financial year 2026-27 and up to an amount of Rs. 15.01 crore (exclusive of applicable taxes) for the financial year 2027-28.</p>
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	There will be no change in the approved lease tenure i.e., three (3) years.
4.	Whether omnibus approval is being sought?	Not Applicable
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	As mentioned above

6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	By reducing number of Commercial Equipment under the lease, the Company will be able to ensure timely servicing of its obligations under the lease arrangement.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	The proposed modification pertains to the approved material related party transaction entered between the Company and Pristine Malwa, promoter of the Company.
	a. Name of the director / KMP	Not Applicable
	b. Shareholding of the director/ KMP, whether direct or indirect, in the related party	Not Applicable
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making.	All relevant / important information has been provided

Additional details for proposed transaction relating to sale, purchase or supply of goods or services or any other similar business transaction

S. No.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not Applicable
2.	Basis of determination of price	The lease rent is derived on an arm's length basis by aggregating the cost of the leased Commercial Equipment and first-time insurance cost plus 12.5% per annum
3.	In case of Trade advance (<i>of upto 365 days or such period for which such advances are extended as per normal trade practice</i>), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	Not Applicable
	a. Amount of Trade advance	
	b. Tenure	
	c. Whether same is self-liquidating?	

- b) Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of related party transaction**

The justification has been disclosed above.

- c) Disclose the fact that the audit committee has reviewed the certificates provided by the CEO/ managing director/ whole-time director/manager and CFO of the listed entity as required under the related party transaction Industry Standards**

The audit committee has reviewed the certificate provided by the whole-time director and CFO of the Company confirming that the terms of proposed material modification are in the interest of the Company.

- d) Disclosure that the material related party transaction or any material modification thereto, has been approved by the audit committee and the board of directors recommends the proposed transaction to the shareholders for approval**

The audit committee has approved the proposed material modification to the approved related party transaction at its meeting held on November 12, 2025.

Subsequently, the board of directors of the Company at its meeting held on November 12, 2025, has recommended the said material modification to the shareholders for their approval.

- e) Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by audit committee while approving the RPT**

The audit committee did not consider any valuation report or any reports of external party.

- f) The audit committee and board of directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision making**

The audit committee and the board of directors of the Company hereby affirms that, in their assessment, the redacted disclosure contains all the necessary information required for public shareholders to make informed decision.

- g) Any other information that may be relevant**

All relevant / important information has been provided



The members may note that all the related parties (whether such related party is the party to the above-mentioned transaction or not), shall not vote to approve the resolution set out in item no. 2 of the Postal Ballot Notice.

None of the directors (except being associated with such related party as directors), key managerial personnel of the Company, and/or their relatives are concerned or interested financially or otherwise, in the resolution mentioned at item no. 2 of the Postal Ballot Notice.

The board of directors of the Company recommends the ordinary resolution as set out in item no. 2 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 : December 08, 2025

Registered office:

South India House 73,
Armenian Street, Chennai,
Tamil Nadu - 600001
CIN: L51909TN1955PLC002431
Website: <https://sical.in>