



SICAL

SICAL LOGISTICS LIMITED

CIN: L51909TN1955PLC002431

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

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

Tel: +91-44 66157071

POSTAL BALLOT NOTICE

[Pursuant to Section 110 read with Section 108 of the Companies Act, 2013, Rules 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, the latest one being circular no. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India (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 appoint Mr. Satishkumarreddy Mulamreddy (DIN:09199183) as an independent director of the Company
2	To appoint Ms. Neelaveni (DIN:09042292) as an independent director of the Company

An explanatory statement pursuant to Section 102, 110 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 Agents viz., Cameo Corporate Services Limited (“**RTA**”)/depositories. Accordingly, physical copy of the Postal Ballot Notice along with postal



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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 Central Depository Services (India) Limited (“**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 to this Notice.

Pursuant to Rule 22(5) of the Rules, 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 Tuesday, July 09, 2024
Conclusion of remote e-voting period	05:00 p.m. IST on Wednesday, August 07, 2024
Cut-off date for eligibility to vote	Tuesday, July 02, 2024

The e-voting facility will be disabled by CDSL immediately after 05:00 p.m. IST on Wednesday, August 07, 2024 and will be disallowed thereafter. The last date of e-voting, i.e., August 07, 2024, 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:

- To appoint Mr. Satishkumarreddy Mulamreddy (DIN:09199183) as an independent 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 149, 152 read with Schedule IV, and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the rules and



regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, and the articles of association of the Company and based on the recommendation of the nomination and remuneration committee and the board of directors of the Company, Mr. Satishkumarreddy Mulamreddy (DIN:09199183), who was appointed as an additional director (in the capacity of independent director) of the Company, with effect from May 16, 2024, by the board of the directors in terms of Section 161 of the Act and who has submitted the declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of director, be and is hereby appointed as an independent director of the Company for a term of 3 (three) consecutive years with effect from May 16, 2024 to May 15, 2027 and whose office shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT the board of directors of the Company be and is hereby authorised to do all acts, matters, deeds 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 appoint Ms. Neelaveni (DIN:09042292) as an independent 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 149, 152 read with Schedule IV, and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the rules and regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, and the articles of association of the Company and based on the recommendation of the nomination and remuneration committee and the board of directors of the Company, Ms. Neelaveni (DIN:09042292), who was appointed as an additional director (in the capacity of independent director) of the Company, with effect from May 16, 2024, by the board of the directors in terms of Section 161 of the Act and who has submitted the declaration that she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing her candidature for the office of director, be and is hereby appointed as an independent director of the Company for a term of 3 (three) consecutive years with effect from May 16, 2024 to May 15, 2027 and whose office shall not be liable to retire by rotation."



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“RESOLVED FURTHER THAT the board of directors of the Company be and is hereby authorised to do all acts, matters, deeds and things and take all such steps and actions as may be necessary, ancillary, incidental or expedient for 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 : Chennai
Date : June 29, 2024**

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 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., Tuesday, July 02, 2024 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 dematerialised 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., August 07, 2024. Members seeking to inspect documents can send an e-mail at cs@pristine.logistics.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 Section 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 Tuesday, July 09, 2024	05:00 p.m. IST on Wednesday, August 07, 2024

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 Tuesday, July 02, 2024, 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 purpose 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/2023/120 dated 11 July 2023 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

	<p>of all e-Voting service providers, so that the user can visit the e-Voting service providers' website directly.</p> <ol style="list-style-type: none"> 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.
<p>Individual shareholders holding securities in demat mode with NSDL</p>	<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.nsd.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 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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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.
Individual shareholders (holding securities in demat mode) login through their depository participants (DP)	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.

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.

- 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@pristine.logistics.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the Scrutinizer to verify the same.



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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) and other supporting documents 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,



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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 : Chennai
Date : June 29, 2024**

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



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) READ WITH SECTION 110 OF THE COMPANIES ACT, 2013, REGULATION 36 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 no. 1: To appoint Mr. Satishkumarreddy Mulamreddy (DIN:09199183) as an independent director of the Company

Pursuant to the provisions of Section 161 of the Act and the articles of association of the Company, the board of directors of the Company, vide resolution dated May 16, 2024, appointed Mr. Satishkumarreddy Mulamreddy (DIN:09199183) as an additional director (in the capacity of independent director) of the Company with effect from May 16, 2024.

The Company has received a notice in writing under Section 160 of the Act from a member of the Company, proposing the candidature of Mr. Satishkumarreddy Mulamreddy as a director (independent) of the Company.

The Company has received a declaration from Mr. Satishkumarreddy Mulamreddy confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1) (b) of Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, Mr. Satishkumarreddy Mulamreddy has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties with an objective independent judgement and without any external influence. Mr. Satishkumarreddy Mulamreddy 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 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.

Further, Mr. Satishkumarreddy Mulamreddy has confirmed that he is not disqualified from being appointed as director in terms of Section 164 of the Act and has given his consent to act as director in terms of Section 152 of the Act. Mr. Satishkumarreddy Mulamreddy has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended, with respect to his registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs ("IICA"). Mr. Satishkumarreddy Mulamreddy is exempted from the requirement to undertake online proficiency self-assessment test conducted by IICA.

In the opinion of the board, Mr. Satishkumarreddy Mulamreddy fulfils the conditions specified in the Act and rules made there under and the Listing Regulations for his appointment as an independent director of the Company and his appointment is independent of the management and he possess requisite expertise, skills, experience and knowledge and is a person of integrity and repute.



In terms of Section 161 of the Act, a person appointed as an additional director holds office up to the date of the next annual general meeting. Further as per Regulation 17 (1C) of the Listing Regulations, the listed company shall ensure that approval of members for 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 Section 149, 152 read with Schedule IV 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 is being sought for the appointment of Mr. Satishkumarreddy Mulamreddy as an independent director of the Company for a term of 3 (three) consecutive years with effect from May 16, 2024 to May 15, 2027 by way of special resolution through postal ballot.

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 are given below.

Except Mr. Satishkumarreddy Mulamreddy, 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 set out in the item no. 1 of the Postal Ballot Notice.

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

THE INFORMATION IN RESPECT OF RESOLUTION SET OUT IN THE ITEM NO. 1 OF THE POSTAL BALLOT NOTICE (PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ISSUED BY INSTITUTE OF COMPANY SECRETARIES OF INDIA PURSUANT TO SECTION 118 OF THE COMPANIES ACT, 2013)

Brief profile of Mr. Satishkumarreddy Mulamreddy (independent director)

Name and age of the director	Satishkumarreddy Mulamreddy, 55 years
Date of birth	June 13, 1969
DIN	09199183
Qualification	Satishkumarreddy Mulamreddy holds a bachelor's degree in engineering from the College of Engineering, Osmania University, Hyderabad.
Brief resume, experience and expertise in specific functional areas	He has over 28 years of experience as a civil servant in the Indian Revenue Service (Customs and Central Excise). He also has

	experience in performing consultancy assignments.
Name of the listed entities in which he holds the directorship and the membership of committees of the board along with the name of the listed entities from which he has resigned in the past three years	<p>Name of the listed entities in which Mr. Satishkumarreddy Mulamreddy holds the directorship and the membership of committees of the board:</p> <p>None</p> <p>Name of the listed entities from which Mr. Satishkumarreddy Mulamreddy has resigned in the past three years:</p> <p>None</p>
List of other public companies in which he holds the directorship	<p>Public companies:</p> <ul style="list-style-type: none"> • Pristine Logistics & Infraprojects Limited <p>Deemed public companies:</p> <ul style="list-style-type: none"> • Pristine Magadh Infrastructure Private Limited • Pristine Mega Logistics Park Private Limited • Pristine Mega Food Park Private Limited
List of membership/chairmanship of the committees of the Company <i>(for the purpose of determination of membership/ chairpersonship of the audit committee and the stakeholders' relationship committee alone are considered)</i>	Chairman of audit committee of the Company i.e., Sical Logistics Limited
List of membership/ chairmanship of committees of other companies in which he is a director <i>(for the purpose of determination of membership/ chairpersonship of the audit committee and the stakeholders' relationship committee alone are considered)</i>	Chairman of the audit committee of Pristine Magadh Infrastructure Private Limited and Pristine Mega Food Park Private Limited
Shareholding in the Company (both own or held by/ for other persons on a beneficial basis)	Nil

Relationship with other directors, manager and other key managerial personnel of the Company	None
Date of first appointment on the board of directors of the Company	May 16, 2024
Number of meetings of the board attended during the year	<p>Post his appointment on May 16, 2024, the board of directors of the Company met 1 (one) time.</p> <p>Mr. Satishkumarreddy Mulamreddy attended that board meeting.</p>
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Refer experience and expertise mentioned above
Justification for choosing the appointee for appointment as independent director	In the opinion of the board, Mr. Satishkumarreddy Mulamreddy fulfils the conditions specified in the Act and the rules made there under and the Listing Regulations for his appointment as independent director and he is independent of the management. The proposal of his appointment has been approved by the board considering his expertise, skills, wide experience and knowledge.
Terms and conditions of the appointment along with details of remuneration sought to be paid and the remuneration last drawn, if applicable	<p>Mr. Satishkumarreddy Mulamreddy is proposed to be appointed as independent director of the Company to hold office for a term of 3 (three) consecutive years with effect from May 16, 2024 to May 15, 2027 and his office will not be liable to retire by rotation.</p> <p>No remuneration is sought to be paid to Mr. Satishkumarreddy Mulamreddy.</p>



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Item no. 2: To appoint Ms. Neelaveni (DIN:09042292) as an independent director of the Company

Pursuant to the provisions of Section 161 of the Act and the articles of association of the Company, the board of directors of the Company, vide resolution dated May 16, 2024, appointed Ms. Neelaveni (DIN:09042292) as an additional director (in the capacity of independent director) of the Company with effect from May 16, 2024.

The Company has received a notice in writing under Section 160 of the Act from a member of the Company, proposing the candidature of Ms. Neelaveni as a director (independent) of the Company.

The Company has received a declaration from Ms. Neelaveni confirming that she meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1) (b) of Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, Ms. Neelaveni has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties with an objective independent judgement and without any external influence. Ms. Neelaveni has also confirmed that she 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 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.

Further, Ms. Neelaveni has confirmed that she is not disqualified from being appointed as director in terms of Section 164 of the Act and has given her consent to act as director in terms of Section 152 of the Act. Ms. Neelaveni has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended, with respect to her registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs ("IICA"). Ms. Neelaveni is exempted from the requirement to undertake online proficiency self-assessment test conducted by IICA.

In the opinion of the board, Ms. Neelaveni fulfils the conditions specified in the Act and rules made there under and the Listing Regulations for her appointment as an independent director of the Company and her appointment is independent of the management and she possess requisite expertise, skills, experience and knowledge and is a person of integrity and repute.

In terms of Section 161 of the Act, a person appointed as an additional director holds office up to the date of the next annual general meeting. Further as per Regulation 17 (1C) of the Listing Regulations, the listed company shall ensure that approval of members for 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 Section 149, 152 read with Schedule IV 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 is being sought for the appointment of Ms. Neelaveni as an independent director of the Company for a term of 3 (three)



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consecutive years with effect from May 16, 2024 to May 15, 2027 by way of special resolution through postal ballot.

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 are given below.

Except Ms. Neelaveni, 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 set out in the item no. 2 of the Postal Ballot Notice.

The board of directors recommends the special resolution as set out in the item no. 2 of the Postal Ballot Notice for the approval of the members.

THE INFORMATION IN RESPECT OF RESOLUTION SET OUT IN THE ITEM NO. 2 OF THE POSTAL BALLOT NOTICE (PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ISSUED BY INSTITUTE OF COMPANY SECRETARIES OF INDIA PURSUANT TO SECTION 118 OF THE COMPANIES ACT, 2013)

Brief profile of Ms. Neelaveni (independent director)

Name and age of the director	Neelaveni, 58 years
Date of birth	January 05, 1966
DIN	09042292
Qualification	Neelaveni holds a bachelor's degree in law from Bharathiar University, Tamil Nadu and a master's degree in public administration from Madurai Kamaraj University, Tamil Nadu.
Brief resume, experience and expertise in specific functional areas	She has over 32 years of experience as a practitioner of law.
Name of the listed entities in which she holds the directorship and the membership of committees of the board along with the name of the listed entities from which she has resigned in the past three years	Name of the listed entities in which Ms. Neelaveni holds the directorship and the membership of committees of the board: None

	<p>Name of the listed entities from which Ms. Neelaveni has resigned in the past three years:</p> <p>Ms. Neelaveni was on the board of the Company i.e., Sical Logistics Limited.</p> <p>However, pursuant to the implementation of the resolution plan, as approved by the Hon'ble National Company Law Tribunal, Chennai Bench for the Company under the Insolvency and Bankruptcy Code, 2016, the board of directors of the Company was reconstituted on January 11, 2023 and erstwhile board of directors were dissolved. Thus, Ms. Neelaveni (who was on the erstwhile board of the Company) deemed to have resigned from the board of the Company on January 11, 2023.</p>
<p>List of other public companies in which she holds the directorship</p>	<ul style="list-style-type: none"> • Sical Infra Assets Limited • Sical Multimodal and Rail Transport Limited • Sical Iron Ore Terminal (Mangalore) Limited • Sical Iron Ore Terminals Limited • Sical Connect Limited • Sical Saumya Mining Limited • Sical Washeries Limited
<p>List of membership/chairmanship of the committees of the Company</p> <p><i>(for the purpose of determination of membership/ chairpersonship of the audit committee and the stakeholders' relationship committee alone are considered)</i></p>	<p>None</p>
<p>List of membership/ chairmanship of committees of other companies in which she is a director</p> <p><i>(for the purpose of determination of membership/ chairpersonship of the audit committee and the stakeholders' relationship committee alone are considered)</i></p>	<p>None</p>

Shareholding in the Company (both own or held by/ for other persons on a beneficial basis)	Nil
Relationship with other directors, manager and other key managerial personnel of the Company	None
Date of first appointment on the board of directors of the Company	May 16, 2024 (However, she was on the board of directors of the Company from January 27, 2021 to January 11, 2023)
Number of meetings of the board attended during the year	Post her appointment on May 16, 2024, the board of directors of the Company met 1 (one) time. Ms. Neelaveni attended that board meeting.
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Refer experience and expertise mentioned above
Justification for choosing the appointee for appointment as independent director	In the opinion of the board, Ms. Neelaveni fulfils the conditions specified in the Act and the rules made there under and the Listing Regulations for her appointment as independent director and she is independent of the management. The proposal of her appointment has been approved by the board considering his expertise, skills, wide experience and knowledge.
Terms and conditions of the appointment along with details of remuneration sought to be paid and the remuneration last drawn, if applicable	Ms. Neelaveni is proposed to be appointed as independent director of the Company to hold office for a term of 3 (three) consecutive years with effect from May 16, 2024 to May 15, 2027 and her office will not be liable to retire by rotation. No remuneration is sought to be paid to Ms. Neelaveni. However, she will be paid sitting fees for attending the meetings of the board and the committees (including adjourned meetings) of the Company and such sitting



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	fees will be within the statutory limit prescribed under the Act.
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**By order of the Board of Directors
For Sical Logistics Limited**

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

**Place : Chennai
Date : June 29, 2024**

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