

SICAL LOGISTICS LIMITED
VOTING RESULTS OF THE POSTAL BALLOT

Date of the AGM/EGM /Postal Ballot Notice	May 13, 2025 (Last date of remote e-voting: Saturday, June 14, 2025)
Total number of shareholders on record date (i.e. May 09, 2025, cut-off date for e-voting purpose)	41410
Number of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group Public	Not Applicable
Number of shareholders attended the meeting through video conferencing Promoters and Promoter Group Public	Not Applicable

SICAL LOGISTICS LIMITED

Agenda-Wise disclosure

Resolution No.					1			
Description of resolution					To approve the material related party transaction between the Company and Pristine Logistics & Infraprojects Limited, being the ultimate holding company of the Company			
Resolution required: (Ordinary/Special)					Ordinary Resolution			
Whether Promoter/Promoter groups are interested in the agenda/resolution ?					Yes			
Category	Mode of voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes- in favour	No. of votes-in against	% of votes in favour on voted polled	% of votes against on vote polled
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
Promoter and Promoter group	E-voting	58724172	0	0	0	0	0	0
	Poll							
	Postal ballot (if applicable)							
	Sub-total	58724172	0	0	0	0	0	0
Public-Institutions	E-voting	12003	0	0	0	0	0	0
	Poll							
	Postal ballot (if applicable)							
	Sub-total	12003	0	0	0	0	0	0
Public-Non Institution	E-voting	6512905	11573	0.18	5910	5663	51.07	48.93
	Poll							
	Postal ballot (if applicable)							
	Sub-total	6512905	11573	0.18	5910	5663	51.07	48.93
Grand Total		65249080	11573	0.02	5910	5663	51.07	48.93

Whether resolution is pass or not: Passed

Resolution No.				2				
Description of resolution				To approve the material related party transaction between the Company and Pristine Malwa Logistics Park Private Limited, being the immediate holding company of the Company				
Resolution required: (Ordinary/Special)				Ordinary Resolution				
Whether Promoter/Promoter groups are interested in the agenda/resolution ?				Yes				
Category	Mode of voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes- in favour	No. of votes-in against	% of votes in favour on voted polled	% of votes against on vote polled
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
Promoter and Promoter group	E-voting	58724172	0	0	0	0	0	0
	Poll							
	Postal ballot (if applicable)							
	Sub-total	58724172	0	0	0	0	0	0
Public-Institutions	E-voting	12003	0	0	0	0	0	0
	Poll							
	Postal ballot (if applicable)							
	Sub-total	12003	0	0	0	0	0	0
Public-Non Institution	E-voting	6512905	11573	0.18	5923	5650	51.18	48.82
	Poll							
	Postal ballot (if applicable)							
	Sub-total	6512905	11573	0.18	5923	5650	51.18	48.82
Grand Total		65249080	11573	0.02	5923	5650	51.18	48.82

Whether resolution is pass or not: Passed

Resolution No.				3				
Description of resolution				To approve the material related party transaction between the Company and Sical Bangalore Logistics Park Limited, being the step-down subsidiary of the Company				
Resolution required: (Ordinary/Special)				Ordinary Resolution				
Whether Promoter/Promoter groups are interested in the agenda/resolution ?				No				
Category	Mode of voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes- in favour	No. of votes-in against	% of votes in favour on voted polled	% of votes against on vote polled
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
Promoter and Promoter group	E-voting	58724172	0	0	0	0	0	0
	Poll							
	Postal ballot (if applicable)							
	Sub-total	58724172	0	0	0	0	0	0
Public-Institutions	E-voting	12003	0	0	0	0	0	0
	Poll							
	Postal ballot (if applicable)							
	Sub-total	12003	0	0	0	0	0	0
Public-Non Institution	E-voting	6512905	11573	0.18	5931	5642	51.25	48.75
	Poll							
	Postal ballot (if applicable)							
	Sub-total	6512905	11573	0.18	5931	5642	51.25	48.75
Grand Total		65249080	11573	0.02	5931	5642	51.25	48.75

Whether resolution is pass or not: Passed

Resolution No.				4				
Description of resolution				To approve the creation of mortgage on the assets of Sical Multimodal and Rail Transport Limited, being the material step down subsidiary of the Company and disposal of such material assets in the event of invocation or enforcement of mortgage				
Resolution required: (Ordinary/Special)				Special Resolution				
Whether Promoter/Promoter groups are interested in the agenda/resolution ?				No				
Category	Mode of voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes- in favour	No. of votes-in against	% of votes in favour on voted polled	% of votes against on vote polled
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
Promoter and Promoter group	E-voting	58724172	0	0	0	0	0	0
	Poll							
	Postal ballot (if applicable)							
	Sub-total	58724172	0	0	0	0	0	0
Public-Institutions	E-voting	12003	0	0	0	0	0	0
	Poll							
	Postal ballot (if applicable)							
	Sub-total	12003	0	0	0	0	0	0
Public-Non Institution	E-voting	6512905	11573	0.18	5912	5661	51.08	48.92
	Poll							
	Postal ballot (if applicable)							
	Sub-total	6512905	11573	0.18	5912	5661	51.08	48.92
Grand Total		65249080	11573	0.02	5912	5661	51.08	48.92

Whether resolution is pass or not: Not Passed

Resolution No.				5				
Description of resolution				To approve creation of pledge on the shares of Sical Infra Assets Limited, being the material subsidiary of the Company and disposal of such shares in the event of invocation or enforcement of pledge				
Resolution required: (Ordinary/Special)				Special Resolution				
Whether Promoter/Promoter groups are interested in the agenda/resolution ?				No				
Category	Mode of voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes- in favour	No. of votes-in against	% of votes in favour on voted polled	% of votes against on vote polled
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
Promoter and Promoter group	E-voting	58724172	0	0	0	0	0	0
	Poll							
	Postal ballot (if applicable)							
	Sub-total	58724172	0	0	0	0	0	0
Public-Institutions	E-voting	12003	0	0	0	0	0	0
	Poll							
	Postal ballot (if applicable)							
	Sub-total	12003	0	0	0	0	0	0
Public-Non Institution	E-voting	6512905	11573	0.18	5912	5661	51.08	48.92
	Poll							
	Postal ballot (if applicable)							
	Sub-total	6512905	11573	0.18	5912	5661	51.08	48.92
Grand Total		65249080	11573	0.02	5912	5661	51.08	48.92

Whether resolution is pass or not: Not Passed

Resolution No.					6			
Description of resolution					To approve raising a loan with an option to convert the same into fully paid equity shares or preference shares or optionally convertible debentures of the Company upon the occurrence of an event of default under Section 62(3) of the Companies Act, 2013			
Resolution required: (Ordinary/Special)					Special Resolution			
Whether Promoter/Promoter groups are interested in the agenda/resolution ?					No			
Category	Mode of voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes- in favour	No. of votes-in against	% of votes in favour on voted polled	% of votes against on vote polled
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
Promoter and Promoter group	E-voting	58724172	0	0	0	0	0	0
	Poll							
	Postal ballot (if applicable)							
	Sub-total	58724172	0	0	0	0	0	0
Public-Institutions	E-voting	12003	0	0	0	0	0	0
	Poll							
	Postal ballot (if applicable)							
	Sub-total	12003	0	0	0	0	0	0
Public-Non Institution	E-voting	6512905	11572	0.18	5909	5663	51.06	48.94
	Poll							
	Postal ballot (if applicable)							
	Sub-total	6512905	11572	0.18	5909	5663	51.06	48.94
Grand Total		65249080	11572	0.02	5909	5663	51.06	48.94

Whether resolution is pass or not: Not Passed

KRA & ASSOCIATES PRACTICING COMPANY SECRETARIES

PARTNERS

CS R.KANNAN**CS AISHWARYA****SRI SANKARA GURUKRIPA ILLAM**

Regd OFF. : No. 6A, 10th Street,

New Colony, Adambakkam,

Chennai - 600 088

E-mail : gkrkgram@yahoo.in

Ph: 044 - 40051764

SCRUTINIZER'S REPORT

[Pursuant to Section 108 & 110 of the Companies Act, 2013 read with Rule 20 (4) (xii) and Rule 22 of the Companies [Management & Administration] Rules, 2014]

To:

The Chairman**SICAL LOGISTICS LIMITED**

CIN: L51909TN1955PLC002431

"SOUTH INDIA HOUSE" 73, ARMENIAN STREET

CHENNAI TN 600001

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot for the EVSN 250513003

We, **M/s. KRA & ASSOCIATES**, Practicing Company Secretaries having office at No. 6A, 10th Street, New Colony, Adambakkam, Chennai – 600 088 were appointed as the Scrutinizer by the Board of Directors of the Company for the purpose of scrutinizing the postal ballot (via remote e-voting) process in a fair and transparent manner under the provisions of Sections 108 and 110 of the Companies Act, 2013 (the "Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended, read with the various general circulars the latest one being circular no. 09/2024 dated 19th September, 2024 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, Secretarial Standard-2 on "General Meetings" issued by the Institute of Company Secretaries of India and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) in respect of the following resolution as mentioned in the Notice of Postal Ballot dated **13th May, 2025**.

Responsibility as a Scrutinizer:

Our responsibility, as a Scrutinizer for the E-voting process for the Postal Ballot (Remote E-voting) is restricted to make a Scrutinizer's report of the votes cast "in favour" of or "against" the resolution set out in the Postal Ballot Notice, based on the reports generated from the e-voting system provided by the Central Depository Services (India) Limited (**CDSL**), the authorised agency engaged by the Company for providing remote e-voting facility.



KRA & ASSOCIATES PRACTICING COMPANY SECRETARIES

In this connection, we submit hereunder the Scrutinizer's Report on the results of voting, through Remote e-voting:

- The Members of the Company as on "Cut-off" date i.e., Friday, **09th May, 2025**, were entitled to vote on the proposed special business set out in the Postal Ballot Notice.
- Cameo Corporate Services Limited (**RTA**) has transmitted the Postal Ballot Notice through email to the Members of the Company whose names appeared in the Register of Members/List of Beneficial Owners maintained by the Company / Depositories, as on **09th May, 2025**
- The remote e-voting began on **16th May, 2025 09:00 am to 14th June 2025 (5:00 p.m. IST)**. At the end of e-voting period on **14th June 2025 (5:00 p.m. IST)**, the e-voting portal was disabled forthwith.
- Thereafter, the details containing, inter alia, list of Members who assented or dissented to vote for or against the resolution that was put to vote was generated from the e-voting website of CDSL i.e., <https://www.evotingindia.com/>.
- The results of the postal ballot (via Remote E-voting) are as under:

Resolution 1 – SPECIAL BUSINESS – ORDINARY RESOLUTION

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

Mode of Voting	Votes in Favour of Resolution			Votes against Resolution			Invalid votes	
	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes
Remote E-voting	56	5910	51.07	14	5663	48.93	-	-

Resolution: 2 – SPECIAL BUSINESS – ORDINARY RESOLUTION:

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

Mode of Voting	Votes in Favour of Resolution			Votes against Resolution			Invalid votes	
	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes
Remote E-voting	57	5923	51.18	13	5650	48.82	-	-



KRA & ASSOCIATES

PRACTICING COMPANY SECRETARIES

Resolution 3 – SPECIAL BUSINESS – ORDINARY RESOLUTION

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

Mode of Voting	Votes in Favour of Resolution			Votes against Resolution			Invalid votes	
	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes
Remote E-voting	58	5931	51.25	12	5642	48.75	-	-

Resolution 4 – SPECIAL BUSINESS – SPECIAL RESOLUTION

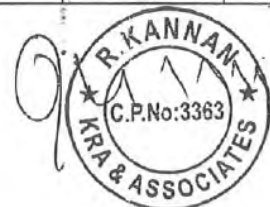
To approve the creation of mortgage on the assets of *Sical Multimodal and Rail Transport Limited*, being the material step-down subsidiary of the Company and disposal of such material assets in the event of invocation or enforcement of mortgage.

Mode of Voting	Votes in Favour of Resolution			Votes against Resolution			Invalid votes	
	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes
Remote E-voting	56	5912	51.08	14	5661	48.92	-	-

Resolution 5 – SPECIAL BUSINESS – SPECIAL RESOLUTION

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

Mode of Voting	Votes in Favour of Resolution			Votes against Resolution			Invalid votes	
	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes
Remote E-voting	56	5912	51.08	14	5661	48.92	-	-



KRA & ASSOCIATES

PRACTICING COMPANY SECRETARIES

Resolution 6 – SPECIAL BUSINESS – SPECIAL RESOLUTION

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

Mode of Voting	Votes in Favour of Resolution			Votes against Resolution			Invalid votes	
	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes
Remote E-voting	55	5909	51.06	14	5663	48.94	-	-

Note:

1. The number of votes cast for Resolution 1 is 11,573. The number of votes cast for "YES" is 5,910 i.e. 51.0671% (rounded off to 51.07%) and the votes cast for "NO" is 5,663 i.e. 48.9329% (rounded off to 48.93%).
2. The number of votes cast for Resolution 2 is 11,573. The number of votes cast for "YES" is 5,923 i.e. 51.1795% (rounded off to 51.18%) and the votes cast for "NO" is 5,650 i.e. 48.8205% (rounded off to 48.82%).
3. The number of votes cast for Resolution 3 is 11,573. The number of votes cast for "YES" is 5,931 i.e. 51.2468% (rounded off to 51.25%) and the votes cast for "NO" is 5,642 i.e. 48.7514% (rounded off to 48.75%).
4. The number of votes cast for Resolution 4 is 11,573. The number of votes cast for "YES" is 5,912 i.e. 51.0844% (rounded off to 51.08%) and the votes cast for "NO" is 5,661 i.e. 48.9156% (rounded off to 48.92%).
5. The number of votes cast for Resolution 5 is 11,573. The number of votes cast for "YES" is 5,912 i.e. 51.0844% (rounded off to 51.08%) and the votes cast for "NO" is 5,661 i.e. 48.9156% (rounded off to 48.92%).
6. The number of votes cast for Resolution 6 is 11,572. The number of votes cast for "YES" is 5,909 i.e. 51.0629% (rounded off to 51.06%) and the votes cast for "NO" is 5,663 i.e. 48.9371% (rounded off to 48.94%).



**KRA & ASSOCIATES
PRACTICING COMPANY SECRETARIES**

RESULTS:

Based on the voting results set out above, the ordinary resolutions at Serial Nos. 1 to 3 have been passed with requisite majority. However, the special resolutions at Serial Nos. 4 to 6 have not been passed, as they did not secure the requisite majority as required under Section 114 of the Companies Act, 2013 which states that the votes casted in favour of the resolution, electronically by members who, being entitled so to do, voted by postal ballot, are required to be not less than three times the number of the votes, if any, casted against the resolution by members so entitled and voting.

Accordingly, the outcome of the Postal Ballot may be declared in line with the voting results reported herein.

**FOR KRA & ASSOCIATES
PRACTICING COMPANY SECRETARIES**



Sr. Partner

Date: 17.06.2025

Place: Chennai

M No.: F6718 / CP. No.: 3363

UDIN: F006718G000617341

COUNTERSIGNED BY COMPANY SECRETARY

FOR SICAL LOGISTICS LIMITED

A handwritten signature in blue ink.

VAISHALI JAIN



COMPANY SECRETARY AND COMPLIANCE OFFICER

M.No. A58607

MINUTES OF POSTAL BALLOT PROCEEDINGS HELD THROUGH REMOTE E-VOTING CONCLUDED ON JUNE 14, 2025

Pursuant to the provisions of Sections 110, 108 and other applicable provisions, if any, of the Companies Act, 2013, as amended ("Act"), read with Rule 22 and 20 of the Companies (Management and Administration) Rules, 2014, as amended ("Rules"), and in compliance with the general circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars in this regard (including circular no. 09/2024 dated September 19, 2024), issued by the Ministry of Corporate Affairs, Government of India, as amended, modified and supplemented from time to time (hereinafter collectively referred to as "MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2"), as amended, issued by the Institute of Company Secretaries of India, and any other applicable law, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the board of directors of Sical Logistics Limited ("Company") vide their resolution dated May 13, 2025, approved the postal ballot notice for seeking the approval of the shareholders of the Company through postal ballot only by way of voting through electronic means ("remote e-voting") for the following business:

S. No.	Particulars
1	To approve the material related party transaction between the Company and Pristine Logistics & Infraprojects Limited, being the ultimate holding company of the Company
2	To approve the material related party transaction between the Company and Pristine Malwa Logistics Park Private Limited, being the immediate holding company of the Company
3	To approve the material related party transaction between the Company and Sical Bangalore Logistics Park Limited, being the step-down subsidiary of the Company
4	To approve the creation of mortgage on the assets of Sical Multimodal and Rail Transport Limited, being the material step down subsidiary of the Company and disposal of such material assets in the event of invocation or enforcement of mortgage
5	To approve creation of pledge on the shares of Sical Infra Assets Limited, being the material subsidiary of the Company and disposal of such shares in the event of invocation or enforcement of pledge
6	To approve raising a loan with an option to convert the same into fully paid equity shares or preference shares or optionally convertible debentures of the Company upon the occurrence of an event of default under Section 62(3) of the Companies Act, 2013

In compliance with the provisions of the Act, read with the applicable Rules, MCA Circulars, Listing Regulations, SS-2 and other applicable law, the Company had provided remote e-voting facility to its members to enable them to cast their votes electronically. The Company engaged Central Depository Services (India) Limited ("CDSL") to facilitate remote e-voting process.

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

In compliance with the MCA Circulars, the postal ballot notice was sent only through electronic mode to those members whose names appeared in the register of members/ list of beneficial owners maintained by the Company/ Company's Registrar and Share Transfer Agent viz., Cameo Corporate Services Limited ("RTA")/ National Securities Depository Limited ("NSDL") and/or CDSL (NSDL and CDSL collectively, the "Depositories") as on the cut-off date i.e., Friday, May 09, 2025 and whose email-ids were registered with the Company/RTA/Depositories.

The Company had dispatched the postal ballot notice to its members through electronic mode on May 14, 2025. After completing the dispatch, the Company published a notice in the newspapers i.e., Business Standard (English language) and Makkal Kural (Tamil -vernacular language) on May 15, 2025, informing the members about the same.

The remote e-voting was commenced on Friday, May 16, 2025, at 09:00 a.m. IST and concluded on Saturday, June 14, 2025, at 05:00 p.m. IST. The e-voting facility was disabled by CDSL immediately after 05:00 p.m. IST on Saturday, June 14, 2025 and was not accessible thereafter.

The Scrutinizer then scrutinized the votes casted through remote e-voting and upon completion of the scrutiny, submitted their report to the company secretary of the Company (person authorised by the chairman of the Company).

The company secretary of the Company was also authorised by the chairman of the Company to disseminate the voting results, as required under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Scrutinizer's report was taken on record, and it was declared that the following ordinary resolutions set out in the postal ballot notice dated May 13, 2025, were passed with requisite majority. The details of voting are as follows:

Resolution	Total no. of shares as on cut-off date	No. of votes – in favour	% of votes in favour	No. of votes – against	% of votes-against
1. To approve the material related party transaction between the Company and Pristine Logistics & Infraprojects Limited, being the ultimate holding company of the Company	65249080	5910	51.07	5663	48.93
2. To approve the material related party transaction between the Company and Pristine Malwa Logistics Park Private Limited, being the immediate holding company of the Company	65249080	5923	51.18	5650	48.82
3. To approve the material related party transaction between the Company and Sical Bangalore Logistics Park Limited, being the step-down subsidiary of the Company	65249080	5931	51.25	5642	48.75

Further, it was declared that the following specials resolutions set out in the postal ballot notice dated May 13, 2025, were not passed. The details of voting are as follows:

Resolution	Total no. of shares as on cut-off date	No. of votes – in favour	% of votes in favour	No. of votes – against	% of votes-against
4. To approve the creation of mortgage on the assets of Sical Multimodal and Rail Transport Limited, being the material step down subsidiary of the Company and disposal of such	65249080	5912	51.08	5661	48.92

material assets in the event of invocation or enforcement of mortgage					
5.To approve creation of pledge on the shares of Sical Infra Assets Limited, being the material subsidiary of the Company and disposal of such shares in the event of invocation or enforcement of pledge	65249080	5912	51.08	5661	48.92
6.To approve raising a loan with an option to convert the same into fully paid equity shares or preference shares or optionally convertible debentures of the Company upon the occurrence of an event of default under Section 62(3) of the Companies Act, 2013	65249080	5909	51.06	5663	48.94

The resolutions as set out in the postal ballot notice dated May 13, 2025 that were passed by the members on June 14, 2025 are as follows:

Resolution No. 1: Ordinary Resolution

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

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

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

(i) a first ranking and exclusive pledge over 46.40% of the issued and paid-up share capital (on a fully diluted basis) of Sical Infra Assets Limited ("**SIAL**"), a material subsidiary of the Company, held by PLIL; and

(ii) any other comfort or contractual undertaking as may be required by the Lenders in connection to the Facility,

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

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

Resolution No. 2: Ordinary Resolution

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

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

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

(i) a first ranking and exclusive pledge over such number of equity shares of the Company held by PMLPPL that would result in a security cover of at least 1.25x at all times during the tenor of the Facility;

(ii) an unconditional and irrevocable corporate guarantee for the purposes of guaranteeing all secured obligations of the Company under, or in connection with the Facility; and

(iii) any other comfort or contractual undertaking as may be required by the Lenders in connection to the Facility,

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

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

members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

Resolution No. 3: Ordinary Resolution

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

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

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

(i) a first ranking and exclusive charge, by way of mortgage, over its land situated in the Whitefield area of Bengaluru ("Bangalore Land"); and

(ii) any other comfort or contractual undertaking as may be required by the Lenders in connection to the Facility,

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

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