

THIS NOTICE (AS DEFINED HEREIN) IS NOT FOR RELEASE, PUBLICATION AND/OR DISTRIBUTION IN AND/OR INTO THE UNITED STATES OF AMERICA, ITS TERRITORIES AND POSSESSIONS, ANY STATE OF THE UNITED STATES OF AMERICA, OR THE DISTRICT OF COLUMBIA (TOGETHER, THE "UNITED STATES") OR ANY "OTHER JURISDICTIONS" (AS DEFINED HEREIN) IF SUCH AN ACTION IS PROHIBITED BY APPLICABLE LAW. FOR FURTHER INFORMATION, SEE "IMPORTANT INFORMATION" HEREIN.

August 01, 2024

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai –400 051

Subject: Notice of the proposed offer for sale of equity shares of face value of ₹ 10 each ("Equity Shares") of Sical Logistics Limited (the "Company") by its promoter, Pristine Malwa Logistics Park Private Limited ("Seller"), through the stock exchange mechanism (the "Notice")

Dear Sir / Madam,

This is to inform you that the Seller proposes to sell up to 24,74,514 equity shares of face value of ₹ 10 each of the Company (representing 3.79% of the total issued and paid-up Equity Share Capital of the Company) (**"Offer Size"**) on August 02, 2024 (**"T day"**) {for Non-Retail Investors (as defined below) only} and on August 05, 2024 (**"T+1 day"**) {for Retail Investors (as defined below) and for Non-Retail Investors, who choose to carry forward their un-allotted bids from T day} (hereinafter be referred to as **"Offer Shares"**), through a separate, designated window of BSE Limited (the **"BSE"**) and the National Stock Exchange of India Limited (the **"NSE"** and together with BSE, the **"Stock Exchanges"**).

The Offer is being undertaken in accordance with:

- a) We refer to paragraph 19.1.5.2 of chapter 1 of the master circular for stock exchanges and clearing corporations bearing reference number *SEBI/HO/MRD2/PoD-2/CIR/P/2023/171* dated October 16, 2023 (which rescinded the circular bearing reference number *SEBI/HO/MRD/MRD-PoD-3/P/CIR/2023/10* dated January 10, 2023 regarding the *"Comprehensive Framework on Offer for Sale (OFS) of Shares through Stock Exchange Mechanism"*) read with the circular bearing reference number *SEBI/HO/MRD/MRD-PoD-3/P/CIR/2024/6* dated January 23, 2024 regarding *"Framework for Offer for Sale (OFS) of Shares to Employees through Stock Exchange Mechanism"* notified by the Securities and Exchange Board of India (**"SEBI"**) and the circular bearing reference number *SEBI/HO/MRD/MRD-PoD-3/P/CIR/2024/82* dated June 14, 2024 regarding *"Modification in Framework for Offer for Sale (OFS) of Shares to Employees through Stock Exchange Mechanism"* notified by SEBI (such circulars collectively, the **"SEBI OFS Circulars"**), pertaining to comprehensive guidelines on offer for sale of shares through the stock exchange mechanism, and the applicable notices and circulars issued by the Stock Exchanges (as defined hereinunder) from time to time in this regard;
- b) the applicable notices and circulars issued by the Stock Exchanges from time to time in this regard, including (a) *'Revised Operational Guidelines for Offer for Sale (OFS) Segment'* issued by BSE through vide its notice bearing no. 20240701-19 dated July 1, 2024 (**"BSE OFS Circular"**) and, to the extent applicable, the

PRISTINE MALWA LOGISTICS PARK PVT. LTD.

CIN: U63000DL2012PTC242966

Registered Office : 3rd Floor, Wing-B, Commercial Plaza, Radisson Hotel, NH-8, Mahipalpur, New Delhi-110037
Telephone : +91-11-47235800, 46772223/24/27, E-mail: coml@pristinelogistics.com

previous notices issued by BSE in this regard; and (b) the '*Revised operating guidelines of Offer for Sale*' issued by NSE vide its circular bearing reference number NSE/CMTR/62927, dated July 12, 2024 and to the extent applicable, the previous notices issued by NSE in this regard ("**NSE OFS Circular**", together with the BSE OFS Circular, the "**Stock Exchange Circulars**" and together with the SEBI OFS Circulars, the "**OFS Guidelines**").

Such offering of Offer Shares shall be referred to as the "**Offer**".

The Offer shall be undertaken exclusively through the Seller's broker on a separate window provided by Stock Exchanges for this purpose. The Seller has appointed **Systematix Shares and Stocks (India) Limited** as the Seller's broker.

The Offer is being undertaken by the Seller for achieving the minimum public shareholding of the Company as prescribed under Rule 19(A) of Securities Contracts (Regulation) Rules, 1957, as amended, read with Regulation 38 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and is one of the permissible methods prescribed by SEBI by way of its master circular bearing no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 regarding "*Manner of achieving Minimum Public Shareholding*".

This Notice is being issued to the Stock Exchanges in accordance with the SEBI OFS Circulars, to announce the Seller's intention to undertake the Offer, and contains important details with respect to the Offer, including certain information that is required to be disclosed pursuant to the SEBI OFS Circulars. The prospective investors, as well as their brokers, are requested to read the entire information included in this Notice, along with the SEBI OFS Circulars before participating in the Offer.

Name of the Seller	Pristine Malwa Logistics Park Private Limited
Category of Seller	Promoter of the Company
Name of the company whose shares are proposed to be sold and its ISIN	Name: Sical Logistics Limited ISIN: INE075B01020
Name of the stock exchange(s) wherein the orders shall be placed	i) BSE ii) NSE
Name of the designated stock exchange	NSE
Name of the designated clearing corporation	NSE Clearing Limited
Date and time of the opening and closing of the Offer	The Offer shall take place on a separate window of the Stock Exchanges on August 02, 2024 and August 05, 2024, commencing at 9:15 a.m. (Indian Standard Time) and shall close at 3:30 p.m. (Indian Standard Time), on both days, in accordance with the details given below: <u>For Non-Retail Investors (as defined below):</u> <u>August 02, 2024 ("T day")</u> Only Non-Retail Investors shall be allowed to place their bids on T day, i.e., August 02, 2024. While placing their bids, Non-Retail Investors may indicate their willingness to carry forward their un-allotted bids

	to T+1 day for allocation to them, in the unsubscribed portion of Retail Category (defined below). The Offer shall take place during trading hours on a separate window of the Stock Exchanges on T day, i.e., August 02, 2024 commencing at 9:15 a.m. and shall close at 3:30 p.m. Indian Standard Time on the same date. <u>For Retail Investors (as defined below), and Non-Retail Investors, who chose to carry forward their un-allotted bids: August 05, 2024 ("T+1 day")</u> The Offer shall continue to take place during trading hours on a separate designated window of the Stock Exchanges on T+1 day i.e., August 05, 2024 commencing at 09:15 a.m. (Indian Standard Time) and shall close at 03:30 p.m. (Indian Standard Time) on the same date. Only Retail Investors (defined below) shall be allowed to place their bids on T+1 day, i.e., August 05, 2024. Further, those Non-Retail Investors who have placed their bids on T day and have chosen to carry forward their un-allotted bids to T+1 day, shall be allowed to carry forward their un-allotted bids for allocation to them in the unsubscribed portion of Retail Category (defined below) and also revise their bids on T+1 day as per the OFS Guidelines. (T day and T+1 day, together referred to as "Trade Dates")
Allocation methodology	The allocation shall be at or above the Floor Price (as defined below) on a price priority basis at multiple clearing prices, in accordance with the SEBI OFS Circulars, except in case of Retail Investors, who shall have an option to bid at or above the Cut-off Price (as defined below). Bidders (as defined below) can bid under Retail Category or Non-Retail Category. Indicative price for Non-Retail Category shall be displayed separately, but there shall be no indicative price for the Retail Category. No single Bidder, other than mutual funds registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended ("Mutual Funds") and insurance companies registered with the Insurance Regulatory and Development Authority under the

Insurance Regulatory and Development Authority Act, 1999, as amended ("**Insurance Companies**"), shall be allocated more than 25% of the Offer Shares.

Non-Retail Category Allocation Methodology

The Non-Retail Investors shall have an option to carry forward their un-allotted bids from T day to T+1 day provided such Non-Retail Investors indicate their willingness to carry forward their un-allotted bids to T+1 day. Further, such Non-Retail Investors can also revise their bids on T+1 day in accordance with the OFS Guidelines.

The allocation of the unsubscribed portion of the Retail Category to the Non-Retail Investors shall be at a price equal to the Cut-off Price (as defined below) or higher as per the bids.

Any unsubscribed portion of the Non-Retail Category after allotment shall be eligible for allocation to the Retail Category. Such allocation to the Retail Investors shall be at a price equal to the Cut-off Price or higher as per the bids.

A minimum of 25% of the Offer Shares shall be reserved for Mutual Funds and Insurance Companies, subject to receipt of valid bids at or above the Floor Price (defined below). In the event of any under subscription by Mutual Funds and Insurance Companies, the unsubscribed portion shall be available to other Bidders in the Non-Retail Category.

In case of oversubscription in the Non-Retail Category on T+1 day, if the aggregate number of Offer Shares bid for at a particular clearing price is more than available quantity, then the allocation for such bids will be done on a proportionate basis.

Retail Category Allocation Methodology

For the purpose of this Notice, Retail Investor shall mean an individual investor who places bids for Offer Shares of total value of not more than ₹2,00,000 (Indian Rupees two lakhs) aggregated across the Stock Exchanges ("**Retail Investor**" and such category, "**Retail Category**". Further, the term "**Non-Retail Category**" shall be construed accordingly).

Minimum 10% of the Offer Shares shall be reserved for allocation to Retail Investors subject to receipt of valid bids ("**Retail Portion**"). The Stock Exchanges will decide the quantity of Offer Shares eligible to be considered in the Retail Portion, based on the Floor Price (defined below) declared by the Seller.

A Retail Investors will have an option to place a price bid or bid at the Cut-off Price. The "**Cut-off Price**" is the lowest price at which all the Offer Shares may be sold and shall be determined based on all valid bids received in the Non-Retail Category on T day. In case of under subscription in the Non-Retail Category, the Retail Investors shall be allowed to place their bids at Floor Price on T+1 day. Further, bids by Retail Investors below the Cut -Off Price or the Floor Price, as applicable, will be rejected.

The Cut-Off price shall be determined separately for bids received in the Retail Category and for bids received in the Non-Retail Category. Allocation to Retail Investors shall be made based on the Cut-off price determined in the Retail Category. Upon determining the Cut-off price in the Retail Category, the Offer Shares reserved for such category shall be allocated to eligible bids of Retail Investors on price priority method at multiple clearing prices / Cut-Off price determined in the Retail Category, in accordance with the OFS Guidelines.

In case of oversubscription in the Retail Category, if the aggregate number of Offer Shares bid for at a particular clearing price / Cut-off Price determined in the Retail Category, as the case may be, is more than the available quantity, then the allocation for such bids will be done on a proportionate basis at such clearing price (at or above the Cut-off Price)/Cut-off Price, as the case may be.

Any unsubscribed portion of the Retail Category, after allotment to Retail Investors, shall be eligible for allocation to Non -Retail Investors who have chosen to carry forward their un-allotted bids on T day to T+1 day. Such Non-Retail Investors would be required to indicate their willingness to carry forward their bid on to T+1 day on T day.

Any unsubscribed portion of the Non-Retail Category after allotment shall be eligible for allocation to the Retail Category on T+1 day.

Total number of Equity Shares being offered in the Offer	Up to 24,74,514 Equity Shares of face value of ₹ 10 each of the Company (representing 3.79 % of the total issued and paid-up Equity Share Capital of the Company as on August 01, 2024) i.e, the Offer Size.
Green Shoe Option: maximum number of shares the Seller may choose to sell over and above the Offer Shares	Not Applicable
Name of the broker on behalf of the Seller (the "Seller's Broker") and broker code	Systematix Shares and Stocks (India) Limited Broker code for BSE: 0182 Broker code for NSE: 11327
Floor Price	The floor price for the Offer shall be ₹ 100 (Rupees One Hundred only) per Equity Share (" Floor Price "). The Stock Exchanges are required to ensure that the Floor Price is immediately informed to the market. No discount is being offered to the Retail Investors.
Conditions for withdrawal of the Offer	The Seller reserves the right to not to proceed with the Offer at any time before the time of opening of the Offer on T day. In such a case, there shall be a cooling off period of 10 trading days from the date of withdrawal before another offer for sale through stock exchange mechanism is undertaken for the purpose of meeting the minimum public shareholding requirement in terms of the SEBI OFS Circulars. The Stock Exchanges shall suitably disseminate details of such withdrawal.
Conditions for cancellation of the Offer	Cancellation of the Offer shall not be permitted during the bidding period. In the event the aggregate number of valid orders received from Non-Retail Investors in the Offer at or above the Floor Price on T day is not sufficient, the Seller reserve the right to cancel the Offer, post bidding, in full (for both Non-Retail Investors and Retail Investors) and not proceed with the Offer on T+1 day. In case of defaults in settlement obligations, the Seller reserves the right to either conclude the Offer, to the extent of valid bids received, or cancel the Offer in full. In such cases, the decision to either conclude or cancel the Offer shall be at the sole discretion of the Seller. The Seller can send request for cancellation for bidding to the Stock Exchanges by 5:00 p.m. on T day.
Conditions for participating in the Offer for Sale	1. Non-institutional investors (including Retail Category) bidding in the Non-Retail Category shall deposit 100% of the bid value in cash upfront with the clearing corporation at the time of placing bids for the Offer.

	2. Institutional investors have an option of placing bids without any upfront payment. In case of institutional investors who place bids with 100% of the bid value deposited upfront on T day, custodian confirmation shall be provided within trading hours on T day. In case of institutional investors who place bids without depositing 100% of the bid value upfront on T day, custodian confirmation shall be as per the existing rules for secondary market transactions and applicable law including SEBI OFS Circulars. In case of institutional investors who carry forward their unallotted bids from T day to T+1 day, custodian confirmation shall be as per the existing rules for secondary market transactions and OFS Guidelines. 3. In respect of bids in the Retail Category, margin for bids placed at the Cut-off Price, shall be at the Cut-off Price, determined based on the bids received on T day for the Non-Retail Category and for price bids at the value of the bid. Clearing corporation shall collect margin to the extent of 100% of order value in cash or cash equivalents at the time of placing bids. Pay-in and pay-out for bids by Retail Investors shall take place as per normal secondary market transactions and applicable law including SEBI OFS Circulars. 4. Retail Investors may enter a price bid and/or opt for bidding at the Cut-off Price. In case of under subscription in the Non-Retail Category after allotment, the Retail Investors shall be allowed to place their bids at Floor Price. 5. The funds collected shall neither be utilized against any other obligation of the trading member nor co-mingled with other segments. 6. Individual investors shall have the option to bid in the Retail Category and/or the Non-Retail Category. However, if the cumulative bid value by an individual investor across both the Retail Category and Non-Retail Category exceeds ₹2,00,000 (Rupees two lakh only), the bids, in the Retail Category shall be rejected, and only bids in the Non-Retail Category will be eligible for allocation. Further, if the cumulative bid value by an individual investor in the Retail Category across Stock Exchanges (BSE and NSE in aggregate) exceeds ₹2,00,000/- (Rupees two lakhs only), such bids shall be rejected. 7. Modification or cancellation of orders: a) Orders placed by Retail Investors (with 100% of the bid value deposited upfront) can be
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	modified or cancelled any time during the trading hours on T+ 1 day. b) Orders placed by institutional investors and by non-institutional investors, with 100% of the bid value deposited upfront, such orders can be modified or cancelled any time during the trading hours on T day, and in respect of any un-allotted bids which they have indicated to be carried forward to T+1 day, orders can be modified (only by making upward revision in the price or quantity) on T+1 day in accordance with the SEBI OFS Circulars. c) Orders placed by institutional investors without depositing 100% of the bid value upfront, such orders cannot be modified or cancelled by the investors or stock brokers, except for making upward revision in the price or quantity any time during the trading hours on T day, and in respect of any un-allotted bids which they have indicated to be carried forward to T+1 day, orders can be modified (only by making upward revision in the price or quantity) on T+1 day in accordance with the SEBI OFS Circulars. d) Bids carried forward by Non-Retail Investors to T+1 day may be revised in accordance with the SEBI OFS Circulars In case of any permitted modification or cancellation of the bid, the funds shall be released / collected on a real-time basis by the clearing corporation. 8. Bidders shall also be liable to pay any other fees, as may be levied by the Stock Exchanges, including securities transaction tax, transaction charges and applicable stamp duty. 9. Multiple orders from a single Bidder shall be permitted, subject to the conditions prescribed in paragraph 6 above. 10. In case of default in pay-in by any Bidder, an amount aggregating to 10% of the order value shall be charged as penalty from the investor and collected from the broker. This amount shall be credited to the Investor Protection Fund of the Stock Exchange. 11. The equity shares of the Company other than the Offer Shares shall continue trading in the normal market. However, in case of market closure due to incidence of breach of "Market wide index-based circuit filter", the Offer shall also be halted. 12. In accordance with the SEBI OFS Circulars, the promoter and members of the promoter group of the
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	Company, are not allowed to participate in the Offer (apart from the OFS by the Seller), and accordingly, any bid from the promoter or members of the promoter group of the Company shall be rejected.
Settlement	1. Settlement shall take place on a trade for trade basis. For bids received from Non-Retail Category on T day, being non-institutional investors and institutional investors who place orders with 100% of the order value deposited upfront, settlement shall take place on T+1 day in accordance with the SEBI OFS Circulars. In the case of institutional investors who place bids on T day without depositing 100% of the order value upfront, settlement shall be as per the existing rules for secondary market transactions. 2. For the bids received on T+1 day, from the Non-Retail Investors who choose to carry forward their un-allotted bids to T+1 day with 100% of the order value deposited upfront, the settlement shall take place on T+2 day. 3. For the bids received on T+1 day from the Retail Category, the settlement shall be carried out as per the existing rules for secondary market transactions. 4. For the bids received on T+1 day from the Non-Retail Investors who choose to carry forward their un-allotted bids to T+1 day without depositing 100% of the order value upfront, the settlement shall be carried out as per the existing rules for secondary market transactions. 5. Funds collected from the Bidders who have not been allocated equity shares shall be released after the download of the obligation.

Important Information

This Offer is personal to each prospective bidder (including individuals, funds or otherwise) registered with the broker of the Stock Exchanges who makes a bid (each a "**Bidder**"), and neither this Offer nor this Notice constitutes an offer to sell or invitation or solicitation of an offer to buy, to the public, or to any other person or class of persons requiring any prospectus or offer document to be issued, submitted to or filed with any regulatory authority or to any other person or class of persons within or outside India.

The Offer is being made in accordance with the SEBI OFS Circulars and subject to the guidelines, circulars, rules and regulations of the Stock Exchanges. There will be no public offer of the Offer Shares in India under applicable law in India including the Companies Act, 2013 and the rules and regulations made thereunder (the "**Companies Act**") or in any other jurisdiction. Accordingly, no documents have been or will be prepared, filed or submitted for approval as a prospectus or an offer document with the Registrar of Companies and/or SEBI under applicable law in India, including the Companies Act, 2013, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, or to the Stock Exchanges or any other statutory or regulatory authority in India or abroad, under the applicable laws in India and no such document will be circulated or distributed to any person in any jurisdiction, including in India.

The Bidders acknowledge and agree that any buy order or bid shall be made solely on the basis of publicly available information and any information available with SEBI, Stock Exchanges, the Company's website or any other public domain, together with the information contained in this Notice, and that it has not relied on any investigation that the Seller's Broker or any other person on their behalf may have conducted with respect to the Offer Shares or the Company. This Offer is further subject to the terms set forth in the contract note to be provided to the successful Bidders. Bidders should consult their own tax advisors regarding the tax implications to them of acquiring the Offer Shares. Pursuant to this Offer, the Seller proposes to sell the Offer Shares to the successful Bidders. Nothing in this Offer is or should be construed as giving rise to a relationship of any nature between the Seller and any other person engaging in a simultaneous offer for sale of equity shares through the stock exchange mechanism of the NSE and/ or the BSE (either before or after the Offer).

This Notice is for information purposes only and is neither an offer nor invitation to buy or sell nor a solicitation of an offer to buy to sell any securities, nor shall there be any sale of securities in any jurisdiction ("**Other Jurisdiction**") in which such offer, solicitation or sale is or may be unlawful whether prior to registration or qualification under the securities laws of any such jurisdiction or otherwise. This Notice and the information contained herein are not for publication or distribution, directly or indirectly, to persons in any Other Jurisdiction unless permitted pursuant to an exemption under the relevant local law or regulation in any such jurisdiction. Prospective Bidders should seek appropriate legal advice prior to participating in the Offer.

This Notice or information contained herein is not for release, publication or distribution in the United States of America, its territories and possessions, any state of the United States of America, and the District of Columbia (together, the "**United States**"), and is neither an offer to sell nor a solicitation of an offer to buy any securities of the Company in the United States. The Offer Shares have not been and will not be registered under the U.S. Securities Act of 1933 ("**Securities Act**") and may not be offered or sold in the United States except in transactions exempt from the registration requirements of the Securities Act. The Offer Shares will be offered outside the United States through offshore transactions in reliance upon Regulations under the Securities Act. The purchasers of Offer Shares are hereby advised that any resale of such shares must be made in accordance with the registration requirements of the securities laws in the United States.

By submitting a bid in connection with the Offer or receiving the Offer Shares, each Bidder and any broker acting on such Bidder's behalf will be deemed to have (a) read and understood this Notice in its entirety. (b) Accepted and complied with the terms and conditions set out in this Notice; and (c) represented, Agreed and acknowledged that such Bidder is, and at the time the Offer Shares are purchased, will be, the beneficial owner of such Offer Shares, not an affiliate of the Company or a person acting on behalf of such an affiliate and located outside the United States and purchasing such Offer Shares in reliance upon Regulations.

By submitting a bid on behalf of a buyer in connection with the Offer, each broker will also be deemed to have represented, agreed and acknowledged that it is located outside the United States and that none of the broker, its

affiliates and all persons acting on its or their behalf has (a) engaged or will engage in any "directed selling efforts" (as defined in Regulation S under the Securities Act) in connection with the offer or sale of the Offer Shares, (b) engaged or will engage in any form of general solicitation or general advertising (each, within the meaning of Regulation D under the Securities Act) in connection with the offer or sale of the Offer Shares and (e) offered or will offer and sell the Offer Shares except outside the United States in reliance upon Regulation.

Thanking You,

Yours faithfully,

For Pristine Malwa Logistics Park Private Limited


Name: Vikash Kumar Verma
Designation: Director

Date: August 01, 2024
Place: Delhi

