SICAL
A Pristine Group Company

Pristine
Passion on Move

August 03, 2026

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

Scrip Code: 520086

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

Symbol: SICALLOG
Series: BE

Sub: **Disclosure under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015-Notice of postal ballot**

Dear Sir/Madam,

Pursuant to the provisions of Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Securities and Exchange Board of India master circular no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, please find enclosed a copy of the postal ballot notice dated July 30, 2026 ("**Postal Ballot Notice**"), dispatched today i.e., Monday, August 03, 2026, to the members of Sical Logistics Limited ("**Company**").

The Postal Ballot Notice seeks approval of the members of the Company through postal ballot only by way of voting through electronic means ("**remote e-voting**") for the following business:

Type of resolution	Particulars
Ordinary	To approve the material related party transactions between the Company and Sical Multimodal and Rail Transport Limited, being the step-down material subsidiary company of the Company
Special	To approve the creation of mortgage on the land and building of Sical Multimodal and Rail Transport Limited, being the step-down material subsidiary company of the Company
Ordinary	To approve the material related party transactions between the Company and Pristine Malwa Logistics Park Private Limited, being the immediate holding company of the Company

The explanatory statement setting out the material facts and the reasons concerning the resolutions and the instructions for remote e-voting are annexed to the Postal Ballot Notice.

In accordance with the relevant circulars issued by the Ministry of Corporate Affairs, the Postal Ballot Notice has been sent only through electronic mode to all those members whose names appear 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 Central Depository Services (India) Limited ("**CDSL**"), (NSDL and CDSL collectively, the "**Depositories**") as on Friday, July 31, 2026 ("**Cut-off date**") and whose e-mail IDs are registered with the Company/RTA/Depositories. The physical copy of the Postal Ballot Notice, the postal ballot form and the pre-paid business reply envelope have not been sent to the members for this postal ballot.

The schedule of events for the postal ballot is as given below:

Cut-off date for eligibility to vote	Friday, July 31, 2026
Commencement of remote e-voting period	09:00 a.m. IST on Thursday, August 06, 2026
Conclusion of remote e-voting period	05:00 p.m. IST on Friday, September 04, 2026
Date of declaration of results	Within two (2) working days from the conclusion of remote e-voting period.

The Postal Ballot Notice will also be made available on the website of the Company at https://sical.in

You are hereby requested to take the above information on record.

Thanking you,

Yours faithfully,

For Sical Logistics Limited

SESHADRI RAJAPPAN

Digitally signed by SESHADRI RAJAPPAN
Date: 2026.08.03 15:38:00 +05'30'

SICAL LOGISTICS LIMITED
CHENNAI

(Seshadri Rajappan)
Whole-time director
DIN: 00862481

Encl. as above

SICAL LOGISTICS LIMITED
CIN: L51909TN1955PLC002431
Registered office: South India House 73, Armenian Street, Chennai, Tamil Nadu - 600001
Website: https://sical.in | **E-mail**: cs@pristinelogistics.com
Tel: +91-44 66157071

POSTAL BALLOT NOTICE

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

NOTICE is hereby given to the members of Sical Logistics Limited ("**Company**"), pursuant to the provisions of Sections 110, 108 and other applicable provisions, if any, of the Companies Act, 2013, as amended ("**Act**"), read with Rule 22 and 20 of the Companies (Management and Administration) Rules, 2014, as amended ("**Rules**"), and in compliance with the general circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars in this regard (including circular no. 03/2025 dated September 22, 2025), issued by the Ministry of Corporate Affairs, Government of India, as amended, modified and supplemented from time to time (hereinafter collectively referred to as "**MCA Circulars**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**Listing Regulations**"), Secretarial Standard on General Meetings ("**SS-2**"), as amended, issued by the Institute of Company Secretaries of India, and any other applicable laws, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolutions as set out in this Notice, are proposed to be passed by the members of the Company through postal ballot only by way of voting through electronic means ("**remote e-voting**") for the following business:

S. No.	Particulars
1	To approve the material related party transactions between the Company and Sical Multimodal and Rail Transport Limited, being the step-down material subsidiary company of the Company
2	To approve the creation of mortgage on the land and building of Sical Multimodal and Rail Transport Limited, being the step-down material subsidiary company of the Company
3	To approve the material related party transactions between the Company and Pristine Malwa Logistics Park Private Limited, being the immediate holding company of the Company

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

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

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

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

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

Commencement of remote e-voting period	09:00 a.m. IST on Thursday, August 06, 2026
Conclusion of remote e-voting period	05:00 p.m. IST on Friday, September 04, 2026
Cut-off date for eligibility to vote	Friday, July 31, 2026

The remote e-voting facility will be disabled by CDSL immediately after 05:00 p.m. IST on Friday, September 04, 2026 and will be disallowed thereafter. The last date of e-voting, i.e., September 04, 2026, shall be the date on which the resolutions would be deemed to have been passed, if approved, by the requisite majority.

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

SPECIAL BUSINESS:

1. **To approve the material related party transactions between the Company and Sical Multimodal and Rail Transport Limited, being the step-down material subsidiary company of the Company**

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

"**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**Listing Regulations**"), the applicable provisions of the Companies Act, 2013 ("**Act**"), if any, read with the rules framed thereunder (including any statutory modification(s) or re-enactments(s) thereof, for the time being in force), the memorandum of association of the Company, and other applicable laws/statutory provisions, if any, and the Company's policy on related party transactions, and based on the approval of the audit committee and recommendation of the board of the directors of the Company ("**Board**"), the consent and approval of the members be and is hereby accorded to the Board, to enter into a related party transaction(s)/contract(s)/ arrangement(s)/ agreement(s), in an ordinary course of business of the Company and on an arm's length basis with Sical Multimodal and Rail Transport Limited ("**SMART**"), the step-down material subsidiary 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 credit facilities aggregating up to Rs. 115,00,00,000/- (Rupees one hundred fifteen crore only) ("**Facilities**") availed by the Company from Axis Bank Limited ("**Bank**") on such terms and conditions as may be agreed with the Bank."

"**RESOLVED FURTHER THAT** the following securities/guarantees / comforts for the Facilities be provided by SMART in favour of the Bank:

(i) a first pari-passu charge, by way of mortgage over its land and building situated at Vallur, Chennai, Tamil Nadu ("**CFS Land**");

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

(iii) any other comfort or contractual undertaking as may be required by the Bank in connection to the Facilities."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts, matters, deeds and things as it may, in its absolute discretion, deem necessary, expedient or desirable to give effect to this resolution, including but not limited to finalizing the terms and conditions of the securities/guarantees/comforts, executing all necessary agreements and/or documents, to delegate all or any of the powers herein conferred, to any director(s) or any other officer(s) or authorised representative(s) of the Company, to settle any question(s) that may arise in this regard, and to take all such steps and actions that may be necessary, proper, expedient or incidental for the purpose of giving effect to the above resolution, and in each such case, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

2. **To approve the creation of mortgage on the land and building of Sical Multimodal and Rail Transport Limited, being the step-down material subsidiary company 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 Regulation 24(6) 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), and other applicable laws/statutory provisions, if any, and subject to such approvals, consents, permissions and sanctions as may be required from appropriate authorities, the consent and approval of the members be and is hereby accorded to the board of the directors of the Company ("**Board**") for:

a) the creation of first pari-passu charge, by way of mortgage by Sical Multimodal and Rail Transport Limited ("**SMART**") over its land and building situated at Vallur, Chennai, Tamil Nadu (including any consequent enforcement of such mortgage upon the occurrence of an event of default) for the purpose of securing the credit facilities aggregating up to Rs. 115,00,00,000/- (Rupees one hundred fifteen crore only) ("**Facilities**") availed by the Company from Axis Bank Limited ("**Bank**") on such terms and conditions as may be agreed with the Bank; and

b) the creation of second ranking charge, by way of mortgage by Sical Multimodal and Rail Transport Limited ("**SMART**") over its land situated at Anuppampattu village, Ponneri, Thiruvallur district, Tamil Nadu (including any consequent enforcement of such mortgage upon the occurrence of an event of default) for the purpose of securing the working capital term loan aggregating up to Rs. 5,60,83,000/- (Rupees five crore sixty lakh eighty-three thousand only) ("**WCTL**") availed by SMART from HDFC Bank Limited ("**Lender**") under the emergency credit line guarantee scheme 5.0 on such terms and conditions as may be agreed with the Lender."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts, matters, deeds and things as it may, in its absolute discretion, deem necessary, expedient or desirable to give effect to this resolution, including but not limited to finalizing the terms and conditions of such mortgage, executing all necessary agreements and/or documents, to delegate all or any of the powers herein conferred, to any director(s) or any other officer(s) or authorised representative(s) of the Company, to settle any question(s) that may arise in this regard, and to take all such steps and actions that may be necessary, proper, expedient or incidental for the purpose of giving effect to the above resolution, and in each such case, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

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

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

"**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**Listing Regulations**"), the applicable provisions of the Companies Act, 2013 ("**Act**"), if any, read with the rules framed thereunder (including any statutory modification(s) or re-enactments(s) thereof, for the time being in force), the memorandum of association of the Company, and other applicable laws/statutory provisions, if any, and the Company's policy on related party transactions, and based on the approval of the audit committee and recommendation of the board of the directors of the Company ("**Board**"), the consent and approval of the members be and is hereby accorded to the Board, to enter into a related party transaction(s)/contract(s)/ arrangement(s)/ agreement(s), in an ordinary course of business of the Company and on an arm's length basis with Pristine Malwa Logistics Park Private Limited ("**Pristine Malwa**"), the immediate holding company and a related party of the Company within the meaning of Regulation 2 (1) (zb) of the Listing Regulations, for the purpose of securing and guaranteeing all secured obligations of the Company under, or in connection with the term loan (refinancing) facility aggregating up to Rs. 85,00,00,000/- (Rupees eighty-five crore only) ("**Term Loan Facility**") availed by the Company from Axis Bank Limited ("**Bank**") on such terms and conditions as may be agreed with the Bank."

"**RESOLVED FURTHER THAT** the following securities/ guarantees / comforts for the Term Loan Facility be provided by Pristine Malwa:

(i) pledge over such number of equity shares of the Company held by Pristine Malwa that would result in a security cover of upto1.25x of the Term Loan Facility at all times during the tenor of the Term Loan Facility;

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

(iii) any other comfort or contractual undertaking as may be required by the Bank in connection to the Term Loan Facility."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts, matters, deeds and things as it may, in its absolute discretion, deem necessary, expedient or desirable to give effect to this resolution, including but not limited to finalizing the terms and conditions of the securities/guarantees/comforts, executing all necessary agreements and/or documents, to delegate all or any of the powers herein conferred, to any director(s) 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.”

By order of the Board of Directors
For Sical Logistics Limited

(Seshadri Rajappan)
Whole-time director
DIN:00862481

Place : Chennai
Date : July 30, 2026

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

NOTES:

1. An explanatory statement pursuant to the provisions of Section 102 read with Section 110 of the Act, setting out the material facts and the reasons in respect of the resolutions as set out above is annexed hereto.

2. Pursuant to the provisions of Section 110 of the Act read with the Rules and the MCA Circulars, the Company has an option to seek the approval of the members through postal ballot by way of remote e-voting for the above-mentioned resolutions, instead of getting the same passed at a general meeting. Accordingly, if the resolutions are approved by the members through postal ballot, it shall be deemed to have been passed as if the same have been passed at a general meeting of the members convened in this regard.

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

a) In compliance with the MCA Circulars, the Postal Ballot Notice is being sent only through electronic mode to those members whose names appear in the register of members/ list of beneficial owners maintained by the Company/ RTA/Depositories as on the cut-off date i.e., Friday, July 31, 2026 and whose email-id are registered with the Company/RTA/ Depositories.

b) The members holding shares in physical mode and who have not registered/updated their e-mail id and other applicable details, if any, with the Company are requested to visit the investor portal of Company's RTA at https://wisdom.cameoindia.com and upload the requisite documents thereat. The members holding shares in dematerialized mode are requested to register / update their e-mail id and other applicable details, if any, with the relevant depository participant. After successful registration of the e-mail id and other applicable details, a copy of this Postal Ballot Notice along with the remote e-voting user ID and password will be sent to the member's registered e-mail address, upon request received from the members.

c) The members may note that the Postal Ballot Notice will also be available on the Company's website https://sical.in, website of the stock exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL at www.evotingindia.com.

4. **Procedure for inspection of documents:**

All the documents referred to in the Postal Ballot Notice will be available for inspection electronically by the members from the date of circulation of the Notice up to the last date of receipt of votes by remote e-voting i.e., September 04, 2026. Members seeking to inspect documents can send an e-mail at cs@pristinelogistics.com mentioning their name, DP ID & Client ID/folio number and permanent account number (PAN) during the remote e-voting period.

5. **Information to members regarding remote e-voting:**

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

b) The facility to exercise vote through remote e-voting will be available during the following period:

Commencement of remote e-voting period	**Conclusion of remote e-voting period**
09:00 a.m. IST on Thursday, August 06, 2026	05:00 p.m. IST on Friday, September 04, 2026

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

c) The members whose names appear in the register of members/ list of beneficial owners as on Friday, July 31, 2026, being the cut-off date, are entitled to vote on the resolutions set out in this Postal Ballot Notice. A person who is not a member as on the cut-off date should treat this Postal Ballot Notice for information purposes only.

d) The voting rights shall be as per the number of equity shares held by the members as on the cut-off date.

e) In case of joint holders, the member whose name appears as the first holder in the order of names, as per the register of members/list of beneficial owners of the Company will be entitled to vote.

6. **Instructions for members for remote e-voting:**

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

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

Pursuant to Section VI-C of the SEBI master circular no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 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	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting service providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile & email as recorded in the demat account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting service providers.
Individual shareholders holding securities in demat mode with NSDL	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a personal computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID

	and Password. After successful authentication, you will be 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.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4)For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.
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 21 09911
Individual shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000

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

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on “Shareholders” module.

3) Now enter your User ID
a) For CDSL: 16 digits beneficiary ID,
b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
c) Shareholders holding shares in physical form should enter folio number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

For physical shareholders and other than individual shareholders holding shares in demat	
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).

	Shareholders who have not updated their PAN with the Company/depository participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend bank details Or Date of birth (DoB)	Enter the dividend bank details or date of birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company's records in order to login. If both the details are not recorded with the Depository or Company, please enter the member id / folio number in the dividend bank details field.

7) After entering these details appropriately, click on "SUBMIT" tab.

8) Shareholders holding shares in physical form will then directly reach the company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

10) Click on the EVSN for Sical Logistics Limited on which you choose to vote.

11) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the resolution and option NO implies that you dissent to the resolution.

12) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution details.

13) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

14) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

15) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

16) If a demat account holder has forgotten the login password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

17) There is also an optional provision to upload board resolution/power of attorney, if any to be uploaded, which will be made available to Scrutinizer for verification.

18) Note for non – individual shareholders and custodians-

a) Non-Individual shareholders (i.e., other than individuals, HUF, NRI etc.) and custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.

b) A scanned copy of the registration form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

c) After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

d) The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

e) It is mandatory that, a scanned copy of the board resolution/power of attorney (POA) which they have issued in favour of the custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.

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

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

a) **For physical shareholders:**

Please provide necessary details like name, folio no., scanned copy of the share certificate (front and back), PAN card (self-attested scanned copy of PAN card), Aadhar card (self-attested scanned copy of Aadhar card) 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 21 09911. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

c) The Scrutinizer will submit their report on remote e-voting within the prescribed time to the chairman of the Company or any other person authorised by him after completion of the scrutiny of the e-voting.

d) SEBI has mandated the submission of permanent account number (“PAN”) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company /RTA.

e) As per the provisions of Section 72 of the Act, the facility for making nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or Form SH-14 as the case may be. Members are requested to submit the said details to their depository participants in case the shares are held by them in dematerialized form and to the Company’s RTA in case the shares are held by them in physical form. The forms can be obtained from the Company/Company’s RTA or from the website of the MCA at www.mca.gov.in.

By order of the Board of Directors
For Sical Logistics Limited

(Seshadri Rajappan)
Whole-time director
DIN:00862481

Place : Chennai
Date : July 30, 2026
Registered office:
South India House 73,
Armenian Street, Chennai,
Tamil Nadu - 600001
CIN: L51909TN1955PLC002431
Website: https://sical.in

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

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

Item No(s). 1 and 3:

The Company has availed (i) working capital facility (i.e., cash credit facility and bank guarantee facility) up to an amount of Rs. 30,00,00,000/- (Rupees thirty crore only) ("**Working Capital Facility**"); and (ii) term loan (refinancing) facility up to an amount of Rs. 85,00,00,000/- (Rupees eighty-five crore only) ("**Term Loan Facility**"), aggregating up to Rs. 115,00,00,000/- (Rupees one hundred fifteen crore only) (collectively, the "**Facilities**") from Axis Bank Limited (the "**Bank**").

One of the terms of the Bank for extending the Facilities is that:

A) The Facilities shall be, inter alia, secured by a first pari-passu charge, by way of mortgage, to be created by Sical Multimodal and Rail Transport Limited (a step-down material subsidiary company of the Company) ("**SMART**") over its land and building situated at Vallur, Chennai, Tamil Nadu ("**CFS Land**"); and

B) All the secured obligations of the Company under, or in connection with the Facilities shall be guaranteed by an unconditional and irrevocable corporate guarantee to be provided by SMART in favour of the Bank.

The Term Loan Facility, in addition to the above, shall, inter-alia, be secured by:

A) Pledge over such number of equity shares of the Company held by Pristine Malwa Logistics Park Private Limited (the immediate holding company of the Company) ("**Pristine Malwa**") that would result in a security cover of upto1.25x of the Term Loan Facility at all times during the tenor of the Term Loan Facility; and

B) All the secured obligations of the Company under, or in connection with the Term Loan Facility shall be guaranteed by an unconditional and irrevocable corporate guarantee to be provided by Pristine Malwa in favour of the Bank.

In terms of Regulation 2(1) (zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**Listing Regulations**"), SMART and Pristine Malwa are 'related parties' of the Company.

Further, as per the Regulation 2(1)(zc) of the Listing Regulations, any transaction involving a transfer of resources, services or obligations between (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand; or (ii) a listed entity or any of its subsidiaries on one hand and any other person or entity on the other hand, the purpose and effect of which is to benefit any related party of the listed entity or any of its subsidiaries, regardless of whether a price is charged or not, is considered as 'related party transaction'.

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

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

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

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

The details of transactions as required under Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI master circular bearing reference no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30 2026 and "*Industry Standards on Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions*" are set forth below:

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

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

Basic details of the related party

S. No.	Particulars of the information	Information provided by the management	Information provided by the management
1.	Name of the related party	Sical Multimodal and Rail Transport Limited ("**SMART**")	Pristine Malwa Logistics Park Private Limited ("**Pristine Malwa**")
2.	Country of incorporation of the related party	India	India
3.	Nature of business of the related party	SMART is engaged in the business of providing logistics services	Pristine Malwa is engaged in the business of providing logistics services

Relationship and ownership of the related party

S. No.	**Particulars of the information**	**Information provided by the management**	**Information provided by the management**
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	SMART is the step-down material subsidiary company of the Company.	Pristine Malwa is the promoter and immediate holding company of the Company. Pristine Malwa holds 73.50% of the total issued and paid-up share capital of the Company.
	• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	The Company indirectly holds 53.60% of the total issued and paid-up share capital of SMART.	Not Applicable
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable	Not Applicable
	• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	None	As stated above

<u>Details of previous transactions with the related party</u>

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th><th>Information provided by the management</th></tr>
<tr><td>1.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.</td><td>During the financial year ended March 31, 2026, the following transactions were undertaken by the Company with SMART:
<table>
<tr><th>S. No.</th><th>Nature of transactions</th><th>Amount (in Rs. lakhs)</th></tr>
<tr><td>1.</td><td>Receive of lease rent from SMART</td><td>62.40</td></tr>
<tr><td>2.</td><td>Receive of interest on loan granted to SMART</td><td>84.38</td></tr>
<tr><td>3.</td><td>Repayment of loan granted to SMART</td><td>108.45</td></tr>
<tr><td>3.</td><td>Creation of first ranking and exclusive charge, by way of mortgage by SMART, over its land and building situated at Vallur, Chennai, to secure the secured obligations of the Company under, or in connection with the rupee term loan facility availed by the Company from Aditya Birla Capital Limited</td><td>25,000</td></tr>
</table></td><td>During the financial year ended March 31, 2026, the following transactions were undertaken by the Company with Pristine Malwa:
<table>
<tr><th>S. No.</th><th>Nature of transactions</th><th>Amount (in Rs. lakhs)</th></tr>
<tr><td>1.</td><td>Payment of lease rent by the Company for commercial equipment taken on lease</td><td>2098.19</td></tr>
<tr><td>2.</td><td>Purchase of commercial equipment</td><td>3175.20</td></tr>
<tr><td>3.</td><td>Loan received from Pristine Malwa</td><td>600.00</td></tr>
<tr><td>4.</td><td>Repayment of loan received from Pristine Malwa</td><td>600.00</td></tr>
<tr><td>5.</td><td>Payment of interest on loan taken from Pristine Malwa</td><td>205.91</td></tr>
<tr><td>6.</td><td>(a) Issuance of unconditional and irrevocable corporate guarantee by Pristine Malwa

(b) Creation of first ranking and exclusive pledge over such number of</td><td>25,000</td></tr>
</table></td></tr>
</table>

<table>
<tr>
<td></td>
<td></td>
<td>
<table>
<tr><td></td><td>and such other lenders as may be agreed.</td><td></td></tr>
</table>
During the financial year ended March 31, 2026, the following transactions were undertaken by Sical Bangalore Logistics Park Limited, step-down subsidiary of the Company with SMART:
<table>
<tr><th>S. No.</th><th>Nature of Transactions</th><th>Amount (in Rs. lakhs)</th></tr>
<tr><td>1.</td><td>Loan taken from SMART</td><td>22</td></tr>
</table>
During the financial year ended March 31, 2026, the following transactions were undertaken by Sical Infra Assets Limited, subsidiary of the Company with SMART:
<table>
<tr><th>S. No.</th><th>Nature of Transactions</th><th>Amount (in Rs. lakhs)</th></tr>
<tr><td>1.</td><td>Repayment of loan by SMART</td><td>4</td></tr>
</table>
During the financial year ended March 31, 2026, the following transactions were undertaken by Pristine Value Logistics Private Limited, subsidiary of the Company with SMART:
<table>
<tr><th>S. No.</th><th>Nature of Transactions</th><th>Amount (in Rs. lakhs)</th></tr>
<tr><td>1.</td><td>Loan taken from SMART</td><td>5</td></tr>
</table>
</td>
<td>
<table>
<tr><td></td><td>equity shares of the Company held by Pristine Malwa that would result in the minimum cover of 1.25x, for the purpose of securing and guaranteeing all secured obligations of the Company under, or in connection with the rupee term loan facility availed by the Company from Aditya Birla Capital Limited and such other lenders as may be agreed.</td><td></td></tr>
</table>
During the financial year ended March 31, 2026, the following transactions were undertaken by Sical Multimodal and Rail Transport Limited, step-down subsidiary of the Company with Pristine Malwa:
<table>
<tr><th>S. No.</th><th>Nature of Transactions</th><th>Amount (in Rs. lakhs)</th></tr>
<tr><td>1.</td><td>Payment of interest on loan taken from Pristine Malwa</td><td>12.50</td></tr>
</table>
</td>
</tr>
</table>

2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Total amount of all the transactions undertaken by the Company with SMART in the current financial year 2026-27 (up to June 30, 2026) is Rs. 2,000 lakhs.	Not Applicable
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	None	None

Amount of the proposed transaction(s)

S. No.	Particulars of the information	Information provided by the management	Information provided by the management
1.	Amount of the the proposed transactions being placed for approval in the meeting of the audit committee	Up to an amount of Rs. 11,500 lakhs	Up to an amount of Rs. 8,500 lakhs
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding	29.82% of the Company's annual consolidated turnover for the financial year ended on March 31, 2026.	22.04% of the Company's annual consolidated turnover for the financial year ended on March 31, 2026.

	financial year		
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable	Not Applicable
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone	82.21% of SMART's annual standalone turnover for the financial year ended on March 31, 2026.	405.11% of Pristine Malwa's annual standalone turnover for the financial year ended on March 31, 2026 (unaudited).

<table>
<tr><td></td><td>turnover of related party) for the immediately preceding financial year, if available.</td><td></td><td></td></tr>
<tr><td>6.</td><td>Financial performance of the related party for the immediately preceding financial year.</td><td><table><tr><td>Particulars</td><td>For the financial year ended on March 31, 2026 (Amount in Rs. lakhs)</td></tr><tr><td>Turnover</td><td>13,988</td></tr><tr><td>Profit After Tax</td><td>841</td></tr><tr><td>Net worth</td><td>16,235</td></tr></table></td><td><table><tr><td>Particulars</td><td>For the financial year ended on March 31, 2026 (Amount in Rs. lakhs) (unaudited)</td></tr><tr><td>Turnover</td><td>2098.19</td></tr><tr><td>Profit After Tax</td><td>734.92</td></tr><tr><td>Net worth</td><td>9874.66</td></tr></table></td></tr>
</table>

Basic details of the proposed transaction(s)

S. No.	**Particulars of the information**	**Information provided by the management**	**Information provided by the management**
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	SMART will (a) create a first pari- passu charge by way of mortgage over its land and building situated at Vallur, Chennai, Tamil Nadu ("CFS Land"); and (b) provide an unconditional and irrevocable corporate guarantee, for the purpose of securing and guaranteeing all secured obligations of the Company under, or in connection with the Facilities availed by the Company from Axis Bank Limited.	Pristine Malwa will (a) create pledge over such number of equity shares of the Company held by Pristine Malwa that would result in security cover of upto1.25x of the Term Loan Facility; and (b) provide an unconditional and irrevocable corporate guarantee, for the purpose of securing and guaranteeing all secured obligations of the Company under, or in connection with the Term Loan Facility availed by the Company from Axis Bank Limited.
2.	Details of each type of the proposed transaction	As described above	As described above

3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	The tenure of the proposed transactions is linked with the tenure of Facilities availed by the Company from Axis Bank Limited i.e., (a) Working Capital Facility comprising of (i) cash credit facility is repayable on demand; and (ii) bank guarantee facility has a duration of up to four (4) years (b) Term Loan Facility has door to door tenor of nine (9) years	The tenure of the proposed transactions is linked with the tenure of Term Loan Facility availed by the Company from Axis Bank Limited i.e., door to door tenor of nine (9) years
4.	Whether omnibus approval is being sought?	No	No
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	As mentioned above	As mentioned above
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The Company has availed Facilities from Axis Bank Limited. One of the terms of Axis Bank Limited for extending the Facilities is that SMART shall provide security and guarantee, for the purpose of securing and guaranteeing all secured obligations of the Company under, or in connection with the Facilities. Hence, entering these related party transactions are in the best interest of the Company.	The Company has availed Term Loan Facility from Axis Bank Limited. One of the terms of Axis Bank Limited for extending the Term Loan Facility is that Pristine Malwa shall provide security and guarantee, for the purpose of securing and guaranteeing all secured obligations of the Company under, or in connection with the Term Loan Facility. Hence, entering these related party transactions are in the best interest of the Company.

7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	Few of the directors of the Company are associated with SMART as its directors and holds its equity shares as nominee(s) of Sical Infra Assets Limited, subsidiary company of the Company.	The proposed transaction is between the Company and Pristine Malwa, promoter of the Company. Hence, promoter of the Company is interested in the proposed transaction. Also, few of the directors of the Company holds Pristine Malwa's equity shares as nominee(s) of Pristine Logistics & Infraprojects Limited, the ultimate holding company of the Company
	a. Name of the director / KMP	Mr. Amit Kumar, Mr. Rajnish Kumar, Mr. Sanjay Mawar and Ms. Neelaveni	Mr. Amit Kumar, Mr. Rajnish Kumar and Mr. Sanjay Mawar
	b. Shareholding of the director/ KMP, whether direct or indirect, in the related party	Mr. Amit Kumar, Mr. Rajnish Kumar and Mr. Sanjay Mawar, directors of the Company hold 1 equity share of Rs. 10 each of SMART as nominee(s) of Sical Infra Assets Limited, a subsidiary company of the Company.	Mr. Amit Kumar, Mr. Rajnish Kumar and Mr. Sanjay Mawar, directors of the Company hold 1 equity share of Rs. 10 each of Pristine Malwa as nominee(s) of Pristine Logistics & Infraprojects Limited, the ultimate holding company of the Company.
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable	Not Applicable
9.	Other information relevant for decision making.	All relevant / important information has been provided	All relevant / important information has been provided

<u>Additional details for proposed transaction relating to guarantee to be given by SMART, a step-down material subsidiary company of the Company</u>

S. No.	Particulars of the information	Information provided by the management
1	a) Rationale for giving guarantee, surety, indemnity or comfort letter	As mentioned above
	(b) Whether it will create a legally binding obligation on listed entity?	Yes

2	Material covenants of the proposed transaction including: (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	In the event guarantee is invoked, and SMART is required to make payment on behalf of the Company, SMART shall be entitled to step into the rights of the Bank and shall have an implied right of indemnity and recovery against the Company. Any amount paid shall be recoverable by the Company.
3	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	Up to an amount of Rs. 11,500 lakhs None

<u>Additional details for proposed material transaction relating to guarantee to be given by SMART, a step-down material subsidiary company of the Company</u>

S. No.	Particulars of the information	Information provided by the management
1	If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party.	None
2	Details of solvency status and going concern status of the related party during the last three financial years.	The Company and SMART have maintained their status as going concern and have remained solvent throughout the last three financial years i.e., FY 25-26, FY 24-25, FY 23-24.

3	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	As mentioned above
4	Default on borrowings, *if any*, over the last three financial years, by the related party from the listed entity or any other person. In addition, state the following: a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting; c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	None No No No No

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

The justification has been disclosed above.

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

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

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

The audit committee has approved the proposed material related party transactions at its meeting held on May 23, 2026.

Subsequently, the board of directors of the Company at its meeting held on May 23, 2026 has recommended the said material related party transactions to the shareholders for their approval.

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

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

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

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

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

All relevant / important information has been provided.

The members may note that all the related parties (whether such related party is the party to the above-mentioned transactions or not), shall not vote to approve the resolution set out in item no(s). 1 and 3 of the Postal Ballot Notice.

None of the directors (except being associated with such related party as directors), key managerial personnel of the Company, and/or their relatives are concerned or interested financially or otherwise, in the resolution mentioned at item no(s). 1 and 3 of the Postal Ballot Notice.

The board of directors of the Company recommends the ordinary resolutions as set out in item no(s). 1 and 3 of the Postal Ballot Notice for the approval of the members.

Item No. 2 : To approve the creation of mortgage on the land and building of Sical Multimodal and Rail Transport Limited, being the step-down material subsidiary company of the Company

The Company has availed (i) working capital facility (i.e., cash credit facility and bank guarantee facility) up to an amount of Rs. 30,00,00,000/- (Rupees thirty crore only); and (ii) term loan (refinancing) facility up to an amount of Rs. 85,00,00,000/- (Rupees eighty-five crore only), aggregating up to Rs. 115,00,00,000/- (Rupees one hundred fifteen crore only) (collectively, the "**Facilities**") from Axis Bank Limited ("**Bank**").

The Facilities will be secured by creating a first pari-passu charge, by way of mortgage, by Sical Multimodal and Rail Transport Limited, a step-down material subsidiary company of the Company ("**SMART**") over its land and building situated at Vallur, Chennai, Tamil Nadu, in the favour of the Bank.

Further, SMART has availed working capital term loan aggregating up to Rs. 5,60,83,000/- (Rupees five crore sixty lakh eighty-three thousand only) ("**WCTL**") from HDFC Bank Limited ("**Lender**") under the emergency credit line guarantee scheme 5.0.

The WCTL will be secured by creating a second ranking charge, by way of mortgage by SMART over its land situated at Anuppampattu village, Ponneri, Thiruvallur district, Tamil Nadu, in the favour of the Lender.

The said transactions i.e., creation of mortgage(s) by SMART would fall under the purview of Regulation 24(6) of the Listing Regulations and shall require prior approval of the members of the Company by way of special resolution.

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

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

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

By order of the Board of Directors
For Sical Logistics Limited

(Seshadri Rajappan)
Whole-time director
DIN:00862481

Place : Chennai
Date : July 30, 2026

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