

June 20, 2025

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

Re: Sical Logistics Limited – Creation of Pledge of Shares and Non-Disposal Undertaking

Sub: Disclosure in terms of Regulation 31 (1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations")

Dear Sir/Madam,

1. This disclosure is being made by Pristine Malwa Logistics Park Private Limited, Promoter of Sical Logistics Limited under:
 - (a) the HoldCo Undertaking cum Subordination Deed dated June 17, 2025 (as may be amended from time to time) (hereinafter referred as "**HoldCo Undertaking cum Subordination Deed**") which has been executed by Pristine Malwa Logistics Park Private Limited ("**HoldCo**") in connection with certain undertakings provided by HoldCo in relation to the equity shares of Sical Logistics Limited ("**Company**"), a subsidiary of HoldCo; and
 - (b) the Unattested Securities Pledge Agreement dated June 16, 2025 (as may be amended from time to time) (hereinafter referred as "**Unattested Securities Pledge Agreement**") which has been executed by HoldCo to create a pledge on certain equity shares of the Company in favour of Catalyst Trusteeship Limited ("**Security Trustee**") and HoldCo has created a pledge on certain equity shares of the Company in favour of the Security Trustee through the depository system on June 17, 2025.
2. As per the terms and conditions of the HoldCo Undertaking cum Subordination Deed, HoldCo is required to hold at least 51% (fifty one per cent.) of the issued and fully paid-up equity share capital of the Company (on a fully diluted basis) and shall retain control over the Company.
3. As per the terms and conditions of the Unattested Securities Pledge Agreement, HoldCo is required to create a pledge on certain equity shares of the Company in favour of the Security Trustee in such manner that it would result in a security cover of at least 1.25x at all times. HoldCo has created a pledge on certain equity shares of the Company in favour of the Security Trustee through the depository system on June 17, 2025.
4. Given the nature of the conditions under the terms of the HoldCo Undertaking cum Subordination Deed and Unattested Securities Pledge Agreement, one or more conditions are likely to fall within the definition of the term "encumbrance" provided under Chapter V of the Takeover Regulations.
5. The enclosed disclosure is being made under Securities and Exchange Board of India's ("**SEBI**") Master circular dated February 16, 2023 bearing reference no. SEBI / HO / CFD / PoD-1 / P / CIR / 2023 / 31 and Regulation 31(1) of the Takeover Regulations.

PRISTINE MALWA LOGISTICS PARK PVT. LTD.

CIN: U63000DL2012PTC242966

Regd. Office: 3rd Floor, Wing-B, Commercial Plaza, Radisson Hotel, NH8, Mahipalpur, New Delhi-110037
Telephone : +91-11-47235800, 46772223/24/27 E-mail: coml@pristinelogistics.com

Web : www.pristinelogistics.com

Kindly take the above on record.

For Pristine Malwa Logistics Park Private Limited



(Mohammad Athar Shams)

Director

DIN: 07619210

Encl. as above

Copy to: -

Sical Logistics Limited
South India House, 73,
Armenian Street, Chennai,
Tamil Nadu-600001

Disclosure by the Promoters to the stock exchanges and to the Target Company for encumbrance of shares / invocation of encumbrance / release of encumbrance, in terms of Regulations 31(1) and 34(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011	
Name of the Target Company (TC)	Sical Logistics Limited
Names of the Stock Exchanges where the shares of the Target Company are listed	BSE Limited National Stock Exchange Limited
Date of reporting	June 20, 2025
Name of the promoter or PAC on whose shares encumbrance has been created / released / invoked	Pristine Malwa Logistics Park Private Limited

Name of the Promoter (s) or PACs with him (*)	Promotor holding in the target company (1)		Promotor holding already encumbered (2)		Details of events pertaining to encumbrance (3)							Post event holding of encumbered shares (creation (2)+(3))/release (2)-(3))	
	No. of Shares	% of total share capital	No. of Shares	% of total share capital	Type of event (creation /release /invocation	Date of creation/ release/ invocation of encumbrance	Type of Encumbrance (pledge/lien/non disposal undertaking/ others)	Reasons for encumbrance	Number	% of total share capital	Name of the entity in whose favor shares encumbered	No. of Shares	% of total share capital
Pristine Malwa Logistics Park Limited	5,87,24,172	90%	-	-	Creation	17.06.2025	Pledge (Please refer to the <u>Note 1</u> below)	(Please refer to the <u>Note 1</u> below)	3,28,43,780	50.34	Catalyst Trusteeship Limited	3,28,43,780	50.34
					Creation	17.06.2025	Non-Disposal Undertaking (Please refer to the <u>Note 1</u> below)	(Please refer to the <u>Note 1</u> below)	3,32,77,031	51.00	Catalyst Trusteeship Limited	3,32,77,031	51.00

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Total	5,87,24,172	90%	-	-	-	-	-	-	3,32,77,031	51.00	Catalyst Trusteeship Limited	3,32,77,031	51.00
									(including encumbrance by way of pledge on 3,28,43,780 equity shares)				

NOTE 1:

Pristine Malwa Logistics Park Private Limited ("**HoldCo**"), an entity incorporated in India is classified as a promoter of Sical Logistics Limited (the "**Target Company**").

This disclosure is being made by the HoldCo under:

- (a) the HoldCo Undertaking cum Subordination Deed dated June 17, 2025 (as may be amended from time to time) (hereinafter referred as "**HoldCo Undertaking cum Subordination Deed**") which has been executed by Pristine Malwa Logistics Park Private Limited ("**HoldCo**") in connection with certain undertakings provided by HoldCo in relation to the equity shares of Sical Logistics Limited ("**Company**"), a subsidiary of HoldCo; and
- (b) the Unattested Securities Pledge Agreement dated June 16, 2025 (as may be amended from time to time) (hereinafter referred as "**Unattested Securities Pledge Agreement**") which has been executed by HoldCo and HoldCo has created a pledge on certain equity shares of the Company in favour of Catalyst Trusteeship Limited ("**Security Trustee**") through the depository system on June 17, 2025.

As per the terms and conditions of the HoldCo Undertaking cum Subordination Deed, HoldCo is required to hold at least 51% (fifty one per cent.) of the issued and fully paid-up equity share capital of the Company (on a fully diluted basis) and shall retain control over the Company.

As per the terms and conditions of the Unattested Securities Pledge Agreement, HoldCo is required to create a pledge on certain equity shares of the Company in favour of the Security Trustee in such manner that it would result in a security cover of at least 1.25x at all times. HoldCo has created a pledge on certain equity shares of the Company in favour of the Security Trustee through the depository system on June 17, 2025.

Given the nature of the conditions under the terms of the HoldCo Undertaking cum Subordination Deed, and Unattested Securities Pledge Agreement one or more conditions are likely to fall within the definition of the term "encumbrance" provided under Chapter V of the Takeover Regulations.



The enclosed disclosure is being made under Securities and Exchange Board of India's ("SEBI") Master circular dated February 16, 2023 bearing reference no. SEBI / HO / CFD / PoD-1 / P / CIR / 2023 / 31 and Regulation 31 of the Takeover Regulations.

For and on behalf of **Pristine Malwa Logistics Park Private Limited**



(**Mohammad Athar Shams**)

Director

DIN:07619210

Place: New Delhi

Date: June 20, 2025

*The names of all the promoters, their shareholding in the target company and their pledged shareholding as on the reporting date appears in the table irrespective of whether they are reporting on the date of event or not.