SICAL
A Pristine Group Company

Pristine
Passion on Move

September 07, 2026

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

Scrip Code: 520086

Symbol: SICALLOG
Series: BE

Sub: **Disclosure pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Voting Results, Scrutinizer's Report and Minutes of Postal Ballot Proceedings pursuant to Postal Ballot Notice dated July 30, 2026**

Dear Sir/Madam,

The Company had submitted the Postal Ballot Notice dated July 30, 2026, seeking approval of the shareholders by way of voting through electronic means ("**remote e-voting**") in respect of the resolutions set out therein.

In connection with the above, this is to inform you that the remote e-voting process in respect of the aforementioned resolutions concluded on September 04, 2026, at 05:00 p.m. IST. Following the conclusion of e-voting, the Scrutinizer submitted their report on the results of the Postal Ballot.

Based on the Scrutinizer's Report, we hereby inform you that the **Ordinary Resolutions at Serial Nos. 1 and 3 and the Special Resolution at Serial No. 2** were passed by the shareholders of the Company with the requisite majority on September 04, 2026, being the last date of remote e-voting.

In this regard, please find enclosed the following:

i. Voting results as required under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**Annexure I**);

ii. Report of the Scrutinizer dated September 07, 2026, pursuant to Sections 108 and 110 of the Companies Act, 2013, read with the relevant rules and regulations made thereunder, as amended (**Annexure II**); and

iii. Minutes of Postal Ballot proceedings (**Annexure III**).

The voting results and the scrutinizer's report will be hosted on the Company's website at https://sical.in/ and on the website of Central Depository Services (India) Limited at www.evotingindia.com.

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: 2026.09.07 19:58:59 +05'30'

SICAL LOGISTICS LIMITED CHENNAI

(Seshadri Rajappan)
Whole-time director
DIN: 00862481

Encl. as above

Annexure I

SICAL LOGISTICS LIMITED
VOTING RESULTS OF THE POSTAL BALLOT

Date of the ~~AGM~~/~~EGM~~/Postal Ballot Notice	July 30, 2026 (Last date of remote e-voting: Friday, September 04, 2026)
Total number of shareholders on record date (i.e., July 31, 2026, cut-off date for e-voting purpose)	40727
Number of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group Public	Not Applicable
Number of shareholders attended the meeting through video conferencing Promoters and Promoter Group Public	Not Applicable

SICAL LOGISTICS LIMITED

Agenda-Wise disclosure

Resolution No.	1
Description of resolution	To approve the material related party transactions between the Company and Sical Multimodal and Rail Transport Limited, being the step-down material subsidiary company of the Company.
Resolution required: (Ordinary/Special)	Ordinary Resolution
Whether Promoter/Promoter group are interested in the agenda/resolution ?	Yes

Category	**Mode of voting**	**No. of shares held**	**No. of votes polled**	**% of votes polled on outstanding shares**	**No. of votes- in favour**	**No. of votes-against**	**% of votes in favour on votes polled**	**% of votes against on votes polled**
		(1)	**(2)**	**(3)=(2/1)*100**	**(4)**	**(5)**	**(6)=(4/2)*100**	**(7)=(5/2)*100**
Promoter and Promoter group	E-voting	58641903	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal ballot (if applicable)		0	0	0	0	0	0
	Sub-total	**58641903**	**0**	**0**	**0**	**0**	**0**	**0**
Public-Institutions	E-voting	2716360	2115332	77.87	2115332	0	100	0
	Poll		0	0	0	0	0	0
	Postal ballot (if applicable)		0	0	0	0	0	0
	Sub-total	**2716360**	**2115332**	**77.87**	**2115332**	**0**	**100**	**0**
Public-Non Institutions	E-voting	18426607	3859805	20.95	3846260	13545	99.65	0.35
	Poll		0	0	0	0	0	0
	Postal ballot (if applicable)		0	0	0	0	0	0
	Sub-total	**18426607**	**3859805**	20.95	**3846260**	**13545**	99.65	0.35
Grand Total		**79784870**	**5975137**	7.49	**5961592**	**13545**	99.77	0.23

Whether resolution is pass or not: Passed

Resolution No.				2				
Description of resolution				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.				
Resolution required: (Ordinary/Special)				Special Resolution				
Whether Promoter/Promoter group are interested in the agenda/resolution ?				No				
Category	**Mode of voting**	**No. of shares held**	**No. of votes polled**	**% of votes polled on outstanding shares**	**No. of votes- in favour**	**No. of votes- against**	**% of votes in favour on votes polled**	**% of votes against on votes polled**
		(1)	**(2)**	**(3)=(2/1)*100**	**(4)**	**(5)**	**(6)=(4/2)*100**	**(7)=(5/2)*100**
Promoter and Promoter group	E-voting	58641903	58641903	100	58641903	0	100	0
	Poll		0	0	0	0	0	0
	Postal ballot (if applicable)		0	0	0	0	0	0
	Sub-total	**58641903**	**58641903**	100	**58641903**	**0**	**100**	**0**
Public-Institutions	E-voting	2716360	2115332	77.87	2115332	0	100	0
	Poll		0	0	0	0	0	0
	Postal ballot (if applicable)		0	0	0	0	0	0
	Sub-total	**2716360**	**2115332**	**77.87**	**2115332**	**0**	**100**	**0**
Public-Non Institutions	E-voting	18426607	3859805	20.95	3846260	13545	99.65	0.35
	Poll		0	0	0	0	0	0
	Postal ballot (if applicable)		0	0	0	0	0	0
	Sub-total	**18426607**	**3859805**	20.95	**3846260**	**13545**	99.65	0.35
Grand Total		**79784870**	**64617040**	80.99	**64603495**	**13545**	99.98	0.02

Whether resolution is pass or not: Passed

Resolution No.				3				
Description of resolution				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.				
Resolution required: (Ordinary/Special)				Ordinary Resolution				
Whether Promoter/Promoter group are interested in the agenda/resolution ?				Yes				
Category	**Mode of voting**	**No. of shares held**	**No. of votes polled**	**% of votes polled on outstanding shares**	**No. of votes- in favour**	**No. of votes- against**	**% of votes in favour on votes polled**	**% of votes against on votes polled**
		(1)	**(2)**	**(3)=(2/1)*100**	**(4)**	**(5)**	**(6)=(4/2)*100**	**(7)=(5/2)*100**
Promoter and Promoter group	E-voting	58641903	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal ballot (if applicable)		0	0	0	0	0	0
	Sub-total	**58641903**	0	0	0	0	0	0
Public-Institutions	E-voting	2716360	2115332	77.87	2115332	0	100	0
	Poll		0	0	0	0	0	0
	Postal ballot (if applicable)		0	0	0	0	0	0
	Sub-total	**2716360**	**2115332**	**77.87**	**2115332**	**0**	**100**	**0**
Public-Non Institutions	E-voting	18426607	3859805	20.95	3846250	13555	99.65	0.35
	Poll		0	0	0	0	0	0
	Postal ballot (if applicable)		0	0	0	0	0	0
	Sub-total	**18426607**	**3859805**	20.95	**3846250**	**13555**	99.65	0.35
Grand Total		**79784870**	**5975137**	7.49	**5961582**	**13555**	99.77	0.23

Whether the resolution is passed or not: Passed

Annexure -II

KRA & ASSOCIATES
PRACTICING COMPANY SECRETARIES

PARTNERS

CS R.KANNAN

CS AISHWARYA

SRI SANKARA GURUKRIPA ILLAM
Regd OFF. : No. 6A, 10th Street,
New Colony, Adambakkam,
Chennai - 600 088
E -mail : gkrkgram@yahoo.in
Ph: 044 - 40051764

SCRUTINIZER'S REPORT

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

To,
The Chairman
SICAL LOGISTICS LIMITED
CIN: L51909TN1955PLC002431
South India House 73, Armenian Street
Chennai, Tamil Nadu-600001

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot for EVSN: 260801005

We, **M/s. KRA & ASSOCIATES**, Practicing Company Secretaries having office at No. 6A, 10th Street, New Colony, Adambakkam, Chennai – 600 088 were appointed as the Scrutinizer by the Board of Directors of **SICAL LOGISTICS LIMITED** (hereinafter referred to as 'Company') for the purpose of scrutinizing the Postal Ballot closed on Friday, the July 31, 2026 (via Remote E-voting). The e-voting process commenced at 09:00 a.m. on Thursday, August 06, 2026 and ended at 05:00 p.m. on Friday, September 04, 2026 in a fair and transparent manner under the provisions of Sections 108 and 110 of the Companies Act, 2013 (the "Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, and Circular No. 03/2025 dated September 22, 2025, as well as all prior circulars issued in this regard by the Ministry of Corporate Affairs, Government of India (hereinafter collectively referred to as the "MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard-2 on "General Meetings" issued by the Institute of Company Secretaries of India and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) in respect of the resolutions as mentioned in the Notice of Postal Ballot dated **July 30, 2026 for seeking approval of the shareholders.**

R.KANNAN C.P.No:3363 KRA & ASSOCIATES

Responsibility as a Scrutinizer:

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

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

i. The Members of the Company as on "Cut-off" date i.e., **July 31, 2026,** were entitled to vote on the proposed special business set out in the Postal Ballot Notice.

ii. Cameo Corporate Services Limited **(RTA)** has transmitted the Postal Ballot Notice through email to the Members of the Company on July 30, 2026 to those e-mail IDs that were registered with the Company/ Company's RTA/National Securities Depository Limited ("NSDL") and/or Central Depository Services (India) Limited ("CDSL""), (NSDL and CDSL collectively, the "Depositories") as on **July 31, 2026.**

iii. The remote e-voting commenced **on Thursday, August 06, 2026, at 09:00 A.M. (IST) and ended on Friday, September 04, 2026, at 05:00 P.M. (IST)**. At the end of e-voting period on **Friday, September 04, 2026, at 05.00 P.M. (IST),** the e-voting portal was disabled forthwith.

iv. Thereafter, the details containing, inter alia, list of Members who assented or dissented to vote for or against the resolution that was put to vote was generated from the e-voting website of CDSL i.e., https://www.evotingindia.com/

v. The votes cast were unblocked on Friday, September 04,2026 in the presence of two witnesses, Mr. Tushar Y and Mr. Akash K who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

S.No.	Name	Signature of Witness
1.	Tushar Y	Y. Tushar.
2.	Akash K	

vi. The results of the postal ballot (via Remote E-voting) are as under:

R. KANNAN
C.P.No:3363
KRA & ASSOCIATES

Resolution: 1 – SPECIAL BUSINESS – ORDINARY RESOLUTION:

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.

Mode of Voting	Votes in Favour of Resolution			Votes against Resolution			Invalid votes	
	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes
Remote E-voting	110	59,61,592	99.77	4	13,545	0.23	-	-

Resolution: 2 – SPECIAL BUSINESS – SPECIAL RESOLUTION:

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

Mode of Voting	Votes in Favour of Resolution			Votes against Resolution			Invalid votes	
	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes
Remote E-voting	112	6,46,03,495	99.98	4	13,545	0.02	-	-

R. KANNAN
C.P.No:3363
KRA & ASSOCIATES

Resolution: 3 – SPECIAL BUSINESS – ORDINARY RESOLUTION:

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

Mode of Voting	Votes in Favour of Resolution			Votes against Resolution			Invalid votes	
	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes
Remote E-voting	109	59,61,582	99.77	5	13,555	0.23	-	-

The Outcome of the Postal Ballot may be declared accordingly based on the voting results as reported herein. The electronic data and all other relevant records relating to remote e-voting will be handed over to the Company Secretary & Compliance Officer of the Company for safe custody.

FOR KRA & ASSOCIATES
Practising Company Secretaries

Place: Chennai
Date: September 7,2026

R.KANNAN C.P.No:3363 KRA & ASSOCIATES

R Kannan
Senior Partner
M No.: F6718 / CP. No.: 3363
Peer Review No.5562/2024
UDIN: F006718H001402838

COUNTER SIGNED BY AUTHORISED SIGNATORY
FOR SICAL LOGISTICS LIMITED

SICAL LOGISTICS LIMITED CHENNAI

(Seshadri Rajappan)
Whole-time director
DIN: 00862481

Annexure III

MINUTES OF POSTAL BALLOT PROCEEDINGS HELD THROUGH REMOTE E-VOTING CONCLUDED ON SEPTEMBER 04, 2026

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 No. 14/2020 dated April 8, 2020 and subsequent circulars issued by the Ministry of Corporate Affairs **("MCA")**, the latest being General Circular No. 03/2025 dated September 22, 2025 (collectively referred to as "**MCA Circulars**") in this regard and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**Listing Regulations**"), the applicable circulars issued by the Securities and Exchange Board of India ("**SEBI**") in this regard, the 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), the Board of Directors of Sical Logistics Limited ("**Company**"), at its meeting held on July 30, 2026, approved the Postal Ballot Notice for seeking the approval of the Members of the Company through Postal Ballot by way of voting through electronic means ("**remote e-voting**") for the following businesses:

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.

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

The Board of Directors of the Company had 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.

In compliance with the MCA Circulars, the Postal Ballot Notice was sent only through electronic mode to 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 CDSL (NSDL and CDSL collectively, the "**Depositories**"), as on the cut-off date i.e., Friday, July 31, 2026 and whose e-mail addresses were registered with the Company/RTA/ Depositories.

The Company dispatched the Postal Ballot Notice to the Members of the Company through electronic mode on August 03, 2026 and after the completion of dispatch of Postal Ballot Notice, the Company had made publication in the newspapers i.e., Business Standard (English language) and Makkal Kural (Tamil -vernacular language) on August 04, 2026 about the same.

The remote e-voting commenced on Thursday, August 06, 2026 (09:00 a.m. IST) and concluded on Friday, September 04, 2026 (05:00 p.m. IST). The e-voting facility was disabled by CDSL immediately after 05:00 p.m. IST on Friday, September 04, 2026, and no votes could be cast thereafter.

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

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

The Scrutinizer's report was taken on record, and it was declared that the following resolutions set out in the Postal Ballot Notice dated July 30, 2026, were passed with requisite majority. The details of voting are as follows:

Resolution	**Total no. of shares as on cut-off date**	**No. of votes – in favour**	**% of votes in favour**	**No. of votes – against**	**% of votes-against**
1. To approve the material related party transactions between the Company and Sical Multimodal and Rail Transport Limited, being the step-down material subsidiary company of the Company	79784870	5961592	99.77	13545	0.23
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	79784870	64603495	99.98	13545	0.02
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.	79784870	5961582	99.77	13555	0.23

The resolutions as set out in the Postal Ballot Notice dated July 30, 2026 that were passed by the members on September 04, 2026, are as follows:

Resolution No. 1: Ordinary Resolution

To approve the material related party transaction between the Company and Sical Multimodal and Rail Transport Limited, being the step-down material subsidiary of the Company

"**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**Listing Regulations**"), the applicable provisions of the Companies Act, 2013 ("**Act**"), if any, read with the rules framed thereunder (including any statutory modification(s) or re-enactments(s) thereof, for the time being in force), the memorandum of association of the Company, and other applicable laws/statutory provisions, if any, and the Company's policy on related party transactions, and based on the approval of the audit committee and recommendation of the board of the directors of the Company ("Board"), the consent and approval of the members be and is hereby accorded to the Board, to enter into a related party transaction(s)/contract(s)/ arrangement(s)/ agreement(s), in an ordinary course of business of the Company and on an arm's length basis with Sical 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."

Resolution No. 2: Special Resolution

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

"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."

Resolution No. 3: Ordinary Resolution

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

"**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."