

March 09, 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 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 March 06, 2026 ("**Postal Ballot Notice**"), dispatched today i.e., Monday, March 09, 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 transaction between the Company and Sical Multimodal and Rail Transport Limited, being the step-down material subsidiary of the Company
Special	To approve the creation of mortgage on the land of Sical Multimodal and Rail Transport Limited, being the step-down material subsidiary of the Company
Ordinary	To approve the material related party transactions between the Company and Pristine Magadh Infrastructure Private Limited, being the fellow subsidiary company of the Company
Special	To appoint Mr. Sharad Kumar (DIN:11286544) as an independent director 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 in 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, March 06, 2026 ("**Cut-off date**") and whose e-mail IDs are registered with the Company/RTA/Depositories. The physical copy of the Postal Ballot Notice, postal ballot form and pre-paid business reply envelope are not being sent to the members for this postal ballot.

## SICAL LOGISTICS LIMITED

CIN: L51909TN1955PLC002431

Registered Office: South India House 73 Armenian Street, Chennai - 600 001 India

Tel.: + 91 44 66157071, + 91 44 66157072 | Email : info@sical.in Web : www.sical.in

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

<b>Cut-off date for eligibility to vote</b>	Friday, March 06, 2026
<b>Commencement of remote e-voting period</b>	09:00 a.m. IST on Thursday, March 12, 2026
<b>Conclusion of remote e-voting period</b>	05:00 p.m. IST on Friday, April 10, 2026
<b>Date of declaration of results</b>	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



(Vaishali Jain)  
Company Secretary and Compliance Officer  
ICSI Membership No. A58607

*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](mailto: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:

<b>S. No.</b>	<b>Particulars</b>
1	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
2	To approve the creation of mortgage on the land of Sical Multimodal and Rail Transport Limited, being the step-down material subsidiary of the Company
3	To approve the material related party transactions between the Company and Pristine Magadh Infrastructure Private Limited, being the fellow subsidiary company of the Company
4	To appoint Mr. Sharad Kumar (DIN:11286544) as an independent director 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 postal ballot form and pre-paid business reply envelope are not being 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, March 12, 2026
Conclusion of remote e-voting period	05:00 p.m. IST on Friday, April 10, 2026
Cut-off date for eligibility to vote	Friday, March 06, 2026

The remote e-voting facility will be disabled by CDSL immediately after 05:00 p.m. IST on Friday, April 10, 2026 and will be disallowed thereafter. The last date of e-voting, i.e., April 10, 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](http://www.evotingindia.com).



## **SPECIAL BUSINESS:**

### **1. 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**

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 guaranteeing all secured obligations of SMART under, or in connection with the credit facilities aggregating up to Rs. 20,00,00,000/- (Rupees twenty crore only) (**“Facility”**) availed by SMART from CSB Bank Limited (**“Bank”**) on such terms and conditions as may be agreed with the Bank.”

**“RESOLVED FURTHER THAT** the following guarantees / comforts for the Facility be provided by the Company in favour of the Bank:

- (i) an unconditional and irrevocable corporate guarantee for the purposes of guaranteeing all secured obligations of SMART under, or in connection with the Facility; and
- (ii) any other comfort or contractual undertaking as may be required by the Bank in connection to the 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 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 of Sical Multimodal and Rail Transport Limited, being the step-down material subsidiary 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), the memorandum of association of the Company, 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 the creation of first pari-passu 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 credit facilities aggregating up to Rs. 20,00,00,000/- (Rupees twenty crore only) (**“Facility”**) availed by SMART from CSB Bank Limited (**“Bank”**) on such terms and conditions as may be agreed with the Bank.”

**“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 Magadh Infrastructure Private Limited, being the fellow 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 Pristine Magadh Infrastructure Private Limited ("**PMIPL**"), the fellow 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. 25,00,00,000/- (Rupees twenty- five crore only) ("**Facility**") availed by the Company from HDFC 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 Facility be provided by PMIPL:

- (i) an exclusive charge, by way of mortgage, over its leasehold property (industrial land and building) situated at village Bihta, Patna, Bihar;
- (ii) an unconditional and irrevocable corporate guarantee for the purposes of guaranteeing all secured obligations of the Company under, or in connection with the Facility; and
- (iii) any other comfort or contractual undertaking as may be required by the Bank in connection to the 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."

#### **4. To appoint Mr. Sharad Kumar (DIN:11286544) as an independent director 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 Sections 149, 152 read with Schedule IV, and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") and the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), as amended from time to time, and the articles of association of the Company



and based on the recommendation of the board of directors of the Company, Mr. Sharad Kumar (DIN: 11286544), who was appointed as an additional director (in the capacity of independent director) of the Company, with effect from January 14, 2026, by the board of the directors in terms of Section 161 of the Act and who has submitted the declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of director, be and is hereby appointed as an independent director of the Company for a term of 3 (three) consecutive years with effect from January 14, 2026 to January 13, 2029, and whose office shall not be liable to retire by rotation.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149,197 read with Schedule V, and other applicable provisions, if any, of the Act and the rules framed made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable provisions of the Listing Regulations, as amended from time to time, and based on the recommendation of the board of directors of the Company, the consent and approval of the members of the Company be and is hereby accorded for the payment of remuneration to Mr. Sharad Kumar (DIN:11286544), up to amount of Rs. 12,00,000/- (Rupees twelve lakh only) per annum, during his tenure as an independent director of the Company.”

**“RESOLVED FURTHER THAT** in the event of no profits or inadequacy of profits in any financial year, Mr. Sharad Kumar be and is hereby entitled to receive up to the limit as approved by the members herein above, as minimum remuneration.”

**“RESOLVED FURTHER THAT** the board of directors of the Company be and is hereby authorised to do all acts, matters, deeds and things and take all such steps and actions as may be necessary, ancillary, incidental or expedient for giving effect to the above resolution.”

**By order of the Board of Directors  
For Sical Logistics Limited**

**(Vaishali Jain)  
Company Secretary  
ICSI Membership No. A58607**

**Place : New Delhi**

**Date : March 06, 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. Further, the details as required pursuant to the Regulation 36 (3) of the Listing Regulations and Clause 1.2.5 of the SS-2 are given in the explanatory statement.
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, March 06, 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](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of CDSL at [www.evotingindia.com](http://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., April 10, 2026. Members seeking to inspect documents can send an e-mail at [cs@pristinelogistics.com](mailto: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, March 12, 2026	05:00 p.m. IST on Friday, April 10, 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, March 06, 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-POD2/1/3762/2026 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	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</li> <li>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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered mobile &amp; 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.</li> </ol>
Individual shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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</li> </ol>

	<p>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.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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.</p> <p>4)For OTP based login you can click on <a href="https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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.</p>
<p>Individual shareholders (holding securities in demat mode) login through their depository participants (DP)</p>	<p>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</p>

	you will be redirected to e-Voting service provider website for casting your vote during the remote e-voting period.
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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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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](http://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](http://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:

<b>For physical shareholders and other than individual shareholders holding shares in demat</b>	
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](http://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](mailto: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](mailto:gkrkg@yahoo.in) and [gkrkgram@yahoo.in](mailto:gkrkgram@yahoo.in) and to the Company at the email address viz; [cs@pristinelogistics.com](mailto: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) 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](mailto:gkrkg@yahoo.in) and [gkrkgram@yahoo.in](mailto:gkrkgram@yahoo.in) with a copy marked to [cs@pristinelogistics.com](mailto: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](mailto: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, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto: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](http://www.mca.gov.in).

**By order of the Board of Directors  
For Sical Logistics Limited**

**(Vaishali Jain)  
Company Secretary  
ICSI Membership No. A58607**

**Place : New Delhi**  
**Date : March 06, 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 WITH 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. 1: 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**

Sical Multimodal and Rail Transport Limited, a step-down material subsidiary of the Company (“**SMART**”), has availed the credit facilities aggregating up to Rs. 20,00,00,000/- (Rupees twenty crore only) (“**Facility**”) from CSB Bank Limited (“**Bank**”).

One of the terms of the Bank for extending the Facility is that all the secured obligations of SMART under, or in connection with the Facility shall be guaranteed by an unconditional and irrevocable corporate guarantee by the Company 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 is a ‘related party’ 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 transaction involving the corporate guarantee to be provided by the Company for securing the Facility is considered as related party transaction.

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 transaction taken together with the previous transactions entered with SMART during the current financial year 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 transaction for the Company.

In compliance with the Listing Regulations, Act and other applicable laws/statutory provisions, if any, the audit committee, after its deliberation, had approved the said transaction between

the Company and SMART. The transaction is in the ordinary course of business and on an arm's length basis.

The details of transaction 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-POD2/1/3762/2026 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
1.	Name of the related party	Sical Multimodal and Rail Transport Limited ("SMART")
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	SMART 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
1	<p>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:</p> <ul style="list-style-type: none"> <li>• Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</li> <li>• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital,</li> </ul>	<p>SMART is the step-down material subsidiary company of the Company.</p> <p>The Company indirectly holds 53.60% of the total issued and paid-up share capital of SMART.</p> <p>Not Applicable</p>

<p>then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).</p> <ul style="list-style-type: none"> <li>Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).</li> </ul>	<p>None</p>
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**Details of previous transactions with the related party**

S. No.	Particulars of the information	Information provided by the management																					
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	<p>During the financial year ended March 31, 2025, the following transactions were undertaken by the Company with SMART:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 10%;">S. No.</th> <th style="width: 60%;">Nature of transactions</th> <th style="width: 30%;">Amount (in Rs. lakhs)</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">1.</td> <td>Receive of lease rent from SMART</td> <td style="text-align: right;">60.41</td> </tr> <tr> <td style="text-align: center;">2.</td> <td>Grant of loan to SMART</td> <td style="text-align: right;">550.00</td> </tr> <tr> <td style="text-align: center;">3.</td> <td>Receive of interest on loan granted to SMART</td> <td style="text-align: right;">88.00</td> </tr> <tr> <td style="text-align: center;">4.</td> <td>Issuance of corporate guarantee by the Company to HDFC Bank Limited for the purpose of securing credit facilities availed by SMART</td> <td style="text-align: right;">2000</td> </tr> </tbody> </table> <p>During the financial year ended March 31, 2025, the following transaction was undertaken by Sical Bangalore Logistics Park Limited, step-down subsidiary company of the Company with SMART:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 10%;">S. No.</th> <th style="width: 60%;">Nature of Transactions</th> <th style="width: 30%;">Amount (in Rs. lakhs)</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">1.</td> <td>Loan received from SMART</td> <td style="text-align: right;">1299.00</td> </tr> </tbody> </table>	S. No.	Nature of transactions	Amount (in Rs. lakhs)	1.	Receive of lease rent from SMART	60.41	2.	Grant of loan to SMART	550.00	3.	Receive of interest on loan granted to SMART	88.00	4.	Issuance of corporate guarantee by the Company to HDFC Bank Limited for the purpose of securing credit facilities availed by SMART	2000	S. No.	Nature of Transactions	Amount (in Rs. lakhs)	1.	Loan received from SMART	1299.00
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S. No.	Nature of Transactions	Amount (in Rs. lakhs)																					
1.	Loan received from SMART	1299.00																					

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 2025-26 (up to December 31, 2025) is Rs. 25068.21 lakhs.  Total amount of all the transactions undertaken by Sical Bangalore Logistics Park Limited, step-down subsidiary company of the Company with SMART in the current financial year 2025-26 (up to December 31, 2025) is Rs. 7.78 lakhs.
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

### **Amount of the proposed transaction**

<b>S. No.</b>	<b>Particulars of the information</b>	<b>Information provided by the management</b>
1.	Amount of the proposed transactions being placed for approval in the meeting of the audit committee	Cash credit facility : Rs. 10,00,00,000/- (Rupees ten crore only)  Term loan facility : Rs. 10,00,00,000/- (Rupees ten crore only)  Total : Rs. 20,00,00,000/- (Rupees twenty crore only)
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
3.	Value of the proposed transactions as a percentage of the listed	9.02% of the Company's annual consolidated turnover for the financial year ended on March 31, 2025.

	entity's annual consolidated turnover for the immediately preceding 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								
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 turnover of related party) for the immediately preceding financial year, if available.	16.66% of SMART's annual standalone turnover for the financial year ended on March 31, 2025.								
6.	Financial performance of the related party for the immediately preceding financial year.	<table border="1"> <thead> <tr> <th><b>Particulars</b></th> <th><b>For the financial year ended on March 31, 2025 (Amount in Rs. lakhs)</b></th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>12,002</td> </tr> <tr> <td>Profit After Tax</td> <td>1625</td> </tr> <tr> <td>Net worth</td> <td>15,404</td> </tr> </tbody> </table>	<b>Particulars</b>	<b>For the financial year ended on March 31, 2025 (Amount in Rs. lakhs)</b>	Turnover	12,002	Profit After Tax	1625	Net worth	15,404
<b>Particulars</b>	<b>For the financial year ended on March 31, 2025 (Amount in Rs. lakhs)</b>									
Turnover	12,002									
Profit After Tax	1625									
Net worth	15,404									

### **Basic details of the proposed transaction**

<b>S. No.</b>	<b>Particulars of the information</b>	<b>Information provided by the management</b>
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	The Company will provide unconditional and irrevocable corporate guarantee for the purpose of guaranteeing all secured obligations of SMART under, or in connection with the credit facilities up to an amount of Rs. 20,00,00,000/- (Rupees

		twenty crore only) availed by SMART from CSB Bank Limited.
2.	Details of each type of the proposed transaction	As described above
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	The tenure of the proposed transaction is linked with the tenure of credit facilities availed by SMART from CBS Bank Limited i.e., cash credit facility is repayable on demand and term loan facility has door to door tenure of eight (8) years.
4.	Whether omnibus approval is being sought?	Not Applicable
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
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	<p>SMART has availed credit facilities up to an amount of Rs. 20 crore ("<b>Facility</b>") from CSB Bank Limited.</p> <p>One of the terms of CSB Bank Limited for extending the Facility is that the Company shall provide unconditional and irrevocable corporate guarantee, for the purpose of guaranteeing all secured obligations of SMART under, or in connection with the Facility.</p> <p>Hence, entering this related party transaction is in the best interest of the Company as SMART is the step-down material subsidiary of the Company.</p>
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.	None
	a. Name of the director / KMP	Not Applicable
	b. Shareholding of the director/ KMP, whether direct or indirect, in the related party	Not Applicable

8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making.	All relevant / important information has been provided

**Additional details for proposed transaction relating to guarantee to be given by the Company**

<b>S. No.</b>	<b>Particulars of the information</b>	<b>Information provided by the management</b>
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 the guarantee is invoked, and the Company is required to make payment on behalf of SMART, the Company shall be entitled to step into the rights of the Bank and shall have an implied right of indemnity and recovery against SMART. Any amount so paid shall be recoverable from SMART and may be recorded as an inter-company receivable or loan.
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.	a) Issuance of corporate guarantee by the Company to HDFC Bank Limited for the purpose of securing and guaranteeing credit facilities availed by SMART- Rs. 95 crore .  b) Issuance of comfort letter by the Company to HDFC Bank Limited for the purpose of credit facilities availed by Pristine Malwa Logistics Park Private Limited (holding company) - Rs. 70 crore  None

**Additional details for proposed material transaction relating to guarantee given by the Company**

<b>S. No.</b>	<b>Particulars of the information</b>	<b>Information provided by the management</b>
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.	SMART has maintained its status as going concern and has remained solvent throughout the last three financial years i.e., FY 24-25, FY 23-24 and FY 22-23.
3	<p>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.</p> <p>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.</p>	As mentioned above
4	<p>Default on borrowings, <i>if any</i>, over the last three financial years, by the related party from the listed entity or any other person.</p> <p>In addition, state the following:</p> <p>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;</p>	<p>None</p> <p>No</p>

	<p>b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;</p> <p>c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</p> <p>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.</p>	<p>No</p> <p>No</p> <p>No</p>
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**b) Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of related party transaction**

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 transaction is in the interest of the Company.

**d) Disclosure that the material related party transaction or any material modification thereto, has 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 transaction at its meeting held on January 07, 2026.

Subsequently, the board of directors of the Company at its meeting held on January 07, 2026, has recommended the said material related party transaction 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 transaction or not), shall not vote to approve the resolution set out in item no. 1 of the Postal Ballot Notice.

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

The board of directors of the Company recommends the ordinary resolution as set out in item no. 1 of the Postal Ballot Notice for the approval of the members.

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

Sical Multimodal and Rail Transport Limited, a step-down material subsidiary of the Company (“**SMART**”), has availed the credit facilities aggregating up to Rs. 20,00,00,000/- (Rupees twenty crore only) (“**Facility**”) from CSB Bank Limited (“**Bank**”).

SMART is securing the Facility by creating a first pari-passu charge, by way of mortgage, over its land situated at Anuppampattu village, Ponneri, Thiruvallur district, Tamil Nadu, in favour of the Bank.

The said transaction i.e., creation of mortgage 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, had approved the said transaction and seeks the approval of the members by way of special resolution.

None of the directors, key managerial personnel of the Company, and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out in the item no. 2 of the Postal Ballot Notice.



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.

**Item No. 3: To approve the material related party transactions between the Company and Pristine Magadh Infrastructure Private Limited, being the fellow subsidiary company of the Company**

The Company has availed credit facilities aggregating up to Rs. 25,00,00,000/- (Rupees twenty-five crore only) (“**Facility**”) from HDFC Bank Limited (“**Bank**”). One of the terms of the Bank for extending the Facility is that:

- (A) the Facility shall be, *inter alia*, secured by an exclusive charge, by way of mortgage, to be created by Pristine Magadh Infrastructure Private Limited (fellow subsidiary company of the Company) (“**PMIPL**”) over its leasehold property (industrial land and building) admeasuring 23.78 acres situated at village Bihta, Patna, Bihar.
- (B) all the secured obligations of the Company under, or in connection with the Facility shall be guaranteed by an unconditional and irrevocable corporate guarantee to be provided by PMIPL.

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**”), PMIPL is a ‘related party’ 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 security/ issuance of corporate guarantee by PMIPL for securing the Facility 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, had approved the said transactions between

the Company and PMIPL. 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-POD2/1/3762/2026 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
1.	Name of the related party	Pristine Magadh Infrastructure Private Limited (" <b>PMIPL</b> ")
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	PMIPL 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
1	<p>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:</p> <ul style="list-style-type: none"> <li>• Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</li> <li>• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital,</li> </ul>	<p>PMIPL is a fellow subsidiary company of the Company.</p> <p>None</p> <p>Not Applicable</p>

<p>then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).</p> <ul style="list-style-type: none"> <li>• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).</li> </ul>	None
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**Details of previous transactions with the related party**

S. No.	Particulars of the information	Information provided by the management						
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	<p>During the financial year ended March 31, 2025, the Company did not enter any transaction with PMIPL.</p> <p>Further, during the financial year ended March 31, 2025, the following transaction was undertaken by Sical Multimodal and Rail Transport Limited, step-down material subsidiary company of the Company (“SMART”) with PMIPL:</p> <table border="1" style="width: 100%; margin-top: 10px;"> <thead> <tr> <th style="width: 10%;">S. No.</th> <th style="width: 60%;">Nature of Transactions</th> <th style="width: 30%;">Amount (in Rs. lakhs)</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">1.</td> <td>SMART has taken commercial equipment from PMIPL on lease basis</td> <td style="text-align: center;">8.40</td> </tr> </tbody> </table>	S. No.	Nature of Transactions	Amount (in Rs. lakhs)	1.	SMART has taken commercial equipment from PMIPL on lease basis	8.40
S. No.	Nature of Transactions	Amount (in Rs. lakhs)						
1.	SMART has taken commercial equipment from PMIPL on lease basis	8.40						
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.	<p>Total amount of all the transactions undertaken by the Company with PMIPL in the current financial year 2025-26 (up to December 31, 2025) is Rs.1200 lakhs.</p> <p>Total amount of all the transactions undertaken by SMART with PMIPL in the current financial year 2025-26 (up to December 31, 2025) is Rs. 6.5 lakhs.</p>						
3.	Any default, if any, made by a related party concerning any obligation	None						

	<p>undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</p>	
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**Amount of the proposed transaction**

S. No.	Particulars of the information	Information provided by the management
1.	Amount of the proposed transactions being placed for approval in the meeting of the audit committee	<p>Cash credit facility : Rs. 10,00,00,000/- (Rupees ten crore only)</p> <p>Bank Guarantee : Rs. 15,00,00,000/- (Rupees fifteen crore only)</p> <p>Total : Rs. 25,00,00,000/- (Rupees twenty-five crore only)</p>
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
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	11.27% of the Company's annual consolidated turnover for the financial year ended on March 31, 2025.
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	Not Applicable

	listed entity is not a party to the transaction)									
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 turnover of related party) for the immediately preceding financial year, if available.	75.73% of PMIPL's annual standalone turnover for the financial year ended on March 31, 2025.								
6.	Financial performance of the related party for the immediately preceding financial year.	<table border="1"> <thead> <tr> <th>Particulars</th> <th>For the financial year ended on March 31, 2025 (Amount in Rs. lakhs)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>3301.29</td> </tr> <tr> <td>Profit After Tax</td> <td>82.74</td> </tr> <tr> <td>Net worth</td> <td>1601.97</td> </tr> </tbody> </table>	Particulars	For the financial year ended on March 31, 2025 (Amount in Rs. lakhs)	Turnover	3301.29	Profit After Tax	82.74	Net worth	1601.97
Particulars	For the financial year ended on March 31, 2025 (Amount in Rs. lakhs)									
Turnover	3301.29									
Profit After Tax	82.74									
Net worth	1601.97									

### **Basic details of the proposed transaction**

S. No.	Particulars of the information	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.)	PMIPL will provide (a) an exclusive charge, by way of mortgage, over its leasehold property (industrial land and building) admeasuring 23.78 acres situated at village Bihta, Patna, Bihar (b) 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 credit facilities up to an amount of Rs. 25,00,00,000/- (Rupees twenty-five crore only) availed by the Company from HDFC Bank Limited.
2.	Details of each type of the proposed transaction	As described above

3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	The tenure of the proposed transaction is linked with the tenure of credit facilities availed by the Company from HDFC Bank Limited i.e., cash credit facility is repayable on demand and bank guarantee facility, subject to renewal, has a validity of twelve (12) months.
4.	Whether omnibus approval is being sought?	Not Applicable
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
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	<p>The Company has availed credit facilities up to an amount of Rs. 25 crore ("<b>Facility</b>") from HDFC Bank Limited</p> <p>One of the terms of HDFC Bank Limited for extending the Facility is that PMIPL shall provide security and guarantee, for the purpose of securing and guaranteeing all secured obligations of the Company under, or in connection with the Facility.</p> <p>Hence, entering these related party transactions are in the best interest of the Company.</p>
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.	None
	a. Name of the director / KMP	Not Applicable
	b. Shareholding of the director/ KMP, whether direct or indirect, in the related party	Not Applicable
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making.	All relevant / important information has been provided

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

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 or any material modification thereto, has 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 January 07, 2026.

Subsequently, the board of directors of the Company at its meeting held on January 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 transaction or not), shall not vote to approve the resolution set out in item no. 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. 3 of the Postal Ballot Notice.

The board of directors of the Company recommends the ordinary resolution as set out in item no. 3 of the Postal Ballot Notice for the approval of the members.

**Item No. 4: To appoint Mr. Sharad Kumar (DIN:11286544) as an independent director of the Company**

Pursuant to the provisions of Section 161 of the Act and the articles of association of the Company, the board of directors of the Company, vide resolution dated January 14, 2026, appointed Mr. Sharad Kumar (DIN:11286544) as an additional director (in the capacity of independent director) of the Company with effect from January 14, 2026.

The board of directors of the Company, subject to the approval of the members of the Company, also approved the remuneration of up to Rs. 12,00,000/- (Rupees twelve lakh only) per annum for Mr. Sharad Kumar.

The Company has received a notice in writing under Section 160 of the Act from a member of the Company, proposing the candidature of Mr. Sharad Kumar as a director (independent) of the Company.

The Company has received a declaration from Mr. Sharad Kumar confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1) (b) of Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, Mr. Sharad Kumar has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties with an objective independent judgement and without any external influence. Mr. Sharad Kumar has also confirmed that he is not debarred from holding the office of director by virtue of any order of Securities and Exchange Board of India ("SEBI") or any other authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI orders regarding appointment of directors by the listed companies.

Further, Mr. Sharad Kumar has confirmed that he is not disqualified from being appointed as director in terms of Section 164 of the Act and has given his consent to act as director in terms of Section 152 of the Act. Mr. Sharad Kumar has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended, with respect to his registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs ("IICA"). Mr. Sharad Kumar has also passed the online proficiency self-assessment test conducted by IICA.



In the opinion of the board, Mr. Sharad Kumar fulfils the conditions specified in the Act and rules made there under and the Listing Regulations for his appointment as an independent director of the Company and his appointment is independent of the management and he possess requisite expertise, skills, experience and knowledge and is a person of integrity and repute.

In terms of Section 161 of the Act, a person appointed as an additional director holds office up to the date of the next annual general meeting. Further as per Regulation 17 (1C) of the Listing Regulations, the listed company shall ensure that approval of members for appointment of a person on the board of directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Accordingly, in compliance with the provisions of Sections 149, 152, 197 read with Schedule IV and V of the Act, Regulation 17 (1C) of the Listing Regulations and other applicable provisions of the Act and the Listing Regulations, approval of the members is being sought for the appointment of Mr. Sharad Kumar as an independent director of the Company for a term of three (3) consecutive years with effect from January 14, 2026 to January 13, 2029 and fixing his remuneration up to an amount of Rs. 12,00,000/- (Rupees twelve lakh only) per annum. The said remuneration shall be the maximum limit up to which he is entitled to receive per annum during his term as an independent director. Such remuneration will be paid even if the Company has no profits or inadequate profits during his tenure as independent director.

The disclosure under Regulation 36(3) of the Listing Regulations and secretarial standard on general meetings issued by the Institute of Company Secretaries of India and the statement containing additional information as required under Schedule V to the Act are given below:

**The information pursuant to Regulation 36(3) of the Listing Regulations and secretarial standards issued by the Institute of Company Secretaries of India pursuant to Section 118 of the Act**

Name and age of the director	Mr. Sharad Kumar, 57 years
Date of birth	August 06, 1968
DIN	11286544
Qualification	Mr. Sharad Kumar is a certified associate of the Indian Institute of Bankers, awarded by the Indian Institute of Banking and Finance. He also holds a master's degree in business administration.
Brief resume, experience and expertise in specific functional areas	He has over 30 years of experience in the banking and financial service sector and he has worked with leading institutions such as ICICI Bank Limited, HDFC Bank Limited and the Central Bank of India.
Date of first appointment on the board of directors of the Company	January 14, 2026
Name of the listed entities in which he holds the directorship and the membership of committees of the board along with the list of listed	None

entities from which he has resigned in the past three years	
List of other public companies in which he holds the directorship	None
List of membership/chairmanship of the committee of the Company <i>(for the purpose of determination of membership/chairmanship of the audit committee and the stakeholders' relationship committee alone are considered)</i>	Member of audit committee and stakeholders' relationship committee of the Company
List of membership/chairmanship of the committee of other companies in which he is a director <i>(for the purpose of determination of membership/chairmanship of the audit committee and the stakeholders' relationship committee alone are considered)</i>	None
Shareholding in the Company (both own or held by/for other persons on a beneficial basis)	Nil
Relationship with other directors, managers and other key managerial personnel of the Company	None
Number of meetings of the board attended during the year	Post his appointment, the Board met three (3) times.  Mr. Sharad Kumar attended all such Board meetings.
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Refer experience and expertise mentioned above
Justification for choosing the appointee for appointment as independent director	In the opinion of the board, Mr. Sharad Kumar fulfils the conditions specified in the Act and the rules made there under and the Listing Regulations for his appointment as independent director and his appointment is independent of the management and he possess requisite expertise, skills, experience and knowledge.
Terms and conditions of the appointment along with details of remuneration sought to be paid and the remuneration last drawn, if applicable	Mr. Sharad Kumar is proposed to be appointed as independent director of the Company to hold the office for a term of three (3) consecutive years with effect from January 14, 2026 to January 13, 2029 and his office will not be liable to retire by rotation.

	<p><b>Proposed remuneration:</b></p> <p>Up to an amount of Rs. 12,00,000/- (Rupees twelve lakh only) per annum.</p> <p>This shall be the maximum limit up to which he is entitled to receive remuneration per annum during his term as an independent director.</p> <p>Further, in the event of no profits or inadequacy of profits in any financial year, Mr. Sharad Kumar is entitled to receive remuneration up to the limit as mentioned above.</p> <p><b>Last drawn remuneration:</b></p> <p>Not Applicable</p>
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**The statement containing additional information as required under Schedule V to the Act**

<b>I.</b>	<b>General information:</b>														
(1)	Nature of industry	The Company is engaged in the business of providing integrated logistics services													
(2)	Date or expected date of commencement of commercial production	Not Applicable													
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable													
(4)	Financial performance based on given indicators	<p>The financial performance of the Company on a standalone basis is as follows:</p> <p style="text-align: center;"><b>( Amount in Rs. Lakh)</b></p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 30%;">Particulars</th> <th style="width: 35%;">For the year ended March 31, 2025</th> <th style="width: 35%;">For the year ended March 31, 2024</th> </tr> </thead> <tbody> <tr> <td>Revenue from operations</td> <td style="text-align: right;">4,022</td> <td style="text-align: right;">6,617</td> </tr> <tr> <td>Total expenses</td> <td style="text-align: right;">11,131</td> <td style="text-align: right;">13,952</td> </tr> <tr> <td>Profit/(loss) before tax</td> <td style="text-align: right;">(5,060)</td> <td style="text-align: right;">(4,592)</td> </tr> </tbody> </table>		Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024	Revenue from operations	4,022	6,617	Total expenses	11,131	13,952	Profit/(loss) before tax	(5,060)	(4,592)
Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024													
Revenue from operations	4,022	6,617													
Total expenses	11,131	13,952													
Profit/(loss) before tax	(5,060)	(4,592)													

		Profit/(loss) after tax	(4,404)	(4,592)
(5)	Foreign investments or collaborations, if any	Not Applicable		

<b>II. Information:</b>		
(1)	Background details	As disclosed above
(2)	Past remuneration	Not Applicable
(3)	Recognition or awards	As mentioned above
(4)	Job profile and his suitability	He has over 30 years of experience in the banking and financial service sector which is relevant for bringing objectivity into the functioning of the board and improving its effectiveness
(5)	Remuneration proposed	As mentioned above
(6)	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration proposed to be paid is commensurate with industry standards.
(7)	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any.	Besides drawing remuneration as stated above, he does not have any other pecuniary relationship directly or indirectly with the Company or with the managerial personnel or other directors of the Company.

<b>III. Other information:</b>		
(1)	Reasons of loss or inadequate profits	<p>The corporate insolvency resolution process was initiated in respect of the Company under the provisions of the Insolvency and Bankruptcy Code, 2016 (“<b>IBC</b>”) by an order of the Hon’ble National Company Law Tribunal, Chennai Bench (“<b>NCLT</b>”) with effect from March 10, 2021.</p> <p>The Hon’ble NCLT vide its order dated December 08, 2022 approved the resolution plan, submitted by Pristine</p>
(2)	Steps taken or proposed to be taken for improvement	
(3)	Expected increase in productivity and profits in measurable terms	

		<p>Malwa Logistics Park Private Limited under Section 31 of the IBC.</p> <p>In accordance with the approved resolution plan, the Company has fully discharged the deferred debt obligations amounting to Rs. 331,00,00,000/- (Rupees three hundred thirty-one crore only) to its erstwhile financial creditors, within the prescribed time limit.</p> <p>This payment is expected to have positive impact on the Company's financial position.</p> <p>Further, the Company is in the process of setting up new projects which will start contributing to its profits in near future. Overall, the Company is expecting to generate adequate profits in future.</p>
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Except Mr. Sharad Kumar, being the appointee, none of the directors, key managerial personnel of the Company, and/or their relatives is concerned or interested, financially or otherwise, in the resolution mentioned at item no. 4 of the Postal Ballot Notice.

The Board recommends the special resolution as set out in item no. 4 of the Postal Ballot Notice for the approval of the members.

**By order of the Board of Directors  
For Sical Logistics Limited**

**(Vaishali Jain)  
Company Secretary  
ICSI Membership No. A58607**

**Place : New Delhi**

**Date : March 06, 2026**

**Registered office:**

South India House 73,

Armenian Street, Chennai,

Tamil Nadu - 600001

CIN: L51909TN1955PLC002431

Website: <https://sical.in>