SICAL
A Pristine Group Company

PRISTINE
Passion Moves

November 11, 2026

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

Scrip Code: 520086

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

Symbol: SICALLOG
Series: BE

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

Dear Sir/Madam,

Pursuant to the provisions of Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI 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 November 05th, 2026 ("**Postal Ballot Notice**") , dispatched on Wednesday, November 11, 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 businesses:

Type of Resolution	Particulars
Ordinary Resolution	To approve modification of material related party transaction with Kanpur Logistics Park Private Limited
Ordinary Resolution	To approve material related party transaction with Sical Multimodal and Rail Transport Limited

The Explanatory Statement setting out the material facts and reasons concerning the proposed resolutions, along with the instructions for remote e-voting, forms part of the Postal Ballot Notice.

Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Companies Act, 2013 ("**Act**"), read with the rules made thereunder, and in compliance with the applicable circulars issued by the Ministry of Corporate Affairs ("**MCA**"), the Postal Ballot Notice, along with the Explanatory Statement, inter alia, indicating the process and manner of voting through electronic means ("remote e-voting"), has been sent only through electronic mode to all those members whose names appear in the Register of Members/List of Beneficial Owners maintained by the Company, its Registrar and Share Transfer Agent, viz., Cameo Corporate Services Limited ("**RTA**"), and/or National Securities Depository Limited ("**NSDL**") and Central Depository Services (India) Limited ("**CDSL**") (NSDL and CDSL collectively referred to as the "**Depositories**"), as on Friday, November 06, 2026 ("**Cut-off Date**"), and whose e-mail addresses are registered with the Company/RTA/Depositories.

In accordance with the applicable MCA circulars, the physical copy of the Postal Ballot Notice, postal ballot form and pre-paid business reply envelope have not been sent to the members. Accordingly, the members are required to communicate their assent or dissent through the remote e-voting system only.

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

Cut-off date for eligibility to vote	Friday, November 06, 2026
Commencement of remote e-voting period	09:00 a.m. IST on Friday, November 13, 2026
Conclusion of remote e-voting period	05:00 p.m. IST on Saturday, December 12, 2026
Date of declaration of results	Within two (2) working days from the conclusion of remote e-voting period.

The remote e-voting facility will be disabled by CDSL immediately after 05:00 p.m. IST on Saturday, December 12, 2026 and will not be available thereafter.

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,
For Sical Logistics Limited

NEERAJ Digitally signed by NEERAJ Date: 2026.11.11 15:19:58 +05'30'

(Neeraj)
Company Secretary and Compliance Officer
ICSI M. No. A68626

Encl.: As stated above

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

POSTAL BALLOT NOTICE

[Pursuant to Section 110 read with Section 108 of the Companies Act, 2013, Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and any applicable circulars issued by Ministry of Corporate Affairs, from time to time]

Dear Member(s),

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 20 and 22 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**"), and SEBI Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 issued by the Securities and Exchange Board of India ("SEBI") in this regard, 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-enactments thereof, for the time being in force), that the resolutions as set out in this Notice, are proposed to be passed by the members of the Company through postal ballot only by way of voting through electronic means ("**remote e-voting**") for the following business:

S. No.	Particulars of the resolution(s)
1	To approve modification of material related party transaction with Kanpur Logistics Park Private Limited
2	To approve material related party transaction with Sical Multimodal and Rail Transport Limited

An explanatory statement pursuant to Sections 102(1), 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 Friday, November 13, 2026
Conclusion of remote e-voting period	05:00 p.m. IST on Saturday, December 12, 2026
Cut-off date for eligibility to vote	Friday, November 06, 2026

The remote e-voting facility will be disabled by CDSL immediately after 05:00 p.m. IST on Saturday, December 12, 2026, and will be disallowed thereafter. The last date of e-voting, i.e., December 12, 2026, shall be the date on which the resolutions would be deemed to have been passed, if approved, by the requisite majority.

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

SPECIAL BUSINESS(ES):

Item No. 1: To Approve Modification of Material Related Party Transaction with Kanpur Logistics Park Private Limited

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

"RESOLVED THAT in accordance with the provisions of Regulation 23(4) read with Regulation 23(2) and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the applicable provisions of the Companies Act, 2013, 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 as recommended by the Audit Committee and the Board of Directors of the Company, ("**Company**") the consent and approval of the members of the Company be and is hereby accorded to the Board, to approve the material modification in the terms of the unsecured loan availed from Kanpur Logistics Park Private Limited, Group Company and a related party of the Company within the meaning of Regulation 2 (1) (zb) of the Listing Regulations on an arm's length basis and in the ordinary course of business of the Company by revising the terms and conditions as set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Board and any other duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all acts, matters, deeds and things as it may deem fit in its absolute discretion, to delegate all or any of the powers herein conferred, to any director(s) (including any committee thereof) 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.**"**

Item No. 2: To Approve Material Related Party Transaction with Sical Multimodal and Rail Transport Limited

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

"RESOLVED THAT in accordance with the provisions of Regulation 23(4) read with Regulation 23(2) and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the applicable provisions of the Companies Act, 2013, 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 as recommended by the Audit Committee and the Board of Directors of the Company, ("Company") the consent and approval of the members of the Company be and is hereby accorded for undertaking and/or continuing the material related party transaction(s) with Sical Multimodal and Rail Transport Limited, a Step-down Material Subsidiary Company and a related party of the Company within the meaning of Regulation 2(1)(zb) of the Listing Regulations, including the proposed modifications and revisions in the terms and conditions of the existing loan arrangement, on such terms and conditions as set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Board and any other duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all acts, matters, deeds and things as it may deem fit in its absolute discretion, to delegate all or any of the powers herein conferred, to any director(s) (including any committee thereof) 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.**"**

By order of the Board of Directors
For Sical Logistics Limited

Neeraj
Company Secretary and Compliance Officer
Membership No: A68626

Place : New Delhi
Date : November 05, 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(1) read with Section 110 of the Act, setting out the material facts and the reasons in respect of the resolutions as set out above is annexed hereto.

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

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

a) In compliance with the MCA Circulars, the Postal Ballot Notice is being sent only through electronic mode to those members whose names appear in the register of members/ list of beneficial owners maintained by the Company/ RTA/Depositories as on the cut-off date i.e., Friday, November 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 and www.nseindia.com respectively, and on the website of CDSL at www.evotingindia.com

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

All the documents referred to in the Postal Ballot Notice will be available for inspection electronically by the members from the date of circulation of the Notice up to the last date of receipt of votes by remote e-voting i.e., Saturday, December 12, 2026. Members seeking to inspect documents can send an e-mail at cs@pristinelogistics.com mentioning their name, DP ID & Client ID/folio number and permanent account number (PAN) during the remote e-voting period.

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

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

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

Commencement of remote e-voting period	Conclusion of remote e-voting period
09:00 a.m. IST on Friday, November 13, 2026	05:00 p.m. IST on Saturday, December 12, 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, November 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/I/3762/2026 dated January 30, 2026 pertaining to 'e-voting facility provided by listed companies', e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/depository participants in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider ('ESP') thereby facilitating not only seamless authentication but also ease and convenience of participating in e-voting process.

Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and depository participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-voting facility.

Login method for individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual shareholders holding securities in demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com/ and click on login icon & My Easi New (Token) Tab.

	2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting service providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website https://www.cdslindia.com/ and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile & email as recorded in the demat account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting service providers.
Individual shareholders holding securities in demat mode with NSDL	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a personal computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-

	Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual shareholders (holding securities in demat mode) login through their depository participants (DP)	You can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., CDSL and NSDL

Login type	Helpdesk details
Individual shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000

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

1) The shareholders should log on to the e-voting website www.evotingindia.com.
2) Click on “Shareholders” module.
3) Now enter your User ID

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

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

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

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

For physical shareholders and other than individual shareholders holding shares in demat	
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Shareholders who have not updated their PAN with the Company/depository participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend bank details Or Date of birth (DoB)	Enter the dividend bank details or date of birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company's records in order to login. If both the details are not recorded with the Depository or Company, please enter the member id / folio number in the dividend bank details field.

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

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

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

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

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

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

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

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

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

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

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

18) Note for non – individual shareholders and custodians-

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

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

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

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

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

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

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

a) **For physical shareholders:**

Please provide necessary details like name, folio no., scanned copy of the share certificate (front and back), PAN card (self-attested scanned copy of PAN card), Aadhar card (self-attested scanned copy of Aadhar card) to the Company’s RTA at its investor portal at https://wisdom.cameoindia.com/

b) **For demat shareholders:**

Please update your email id and mobile no. with your respective depository participant.

8. General Information:

a) Institutional/corporate members are required to send a scanned copy (PDF format) of their respective board or governing body resolution/authorization letter etc., authorising their representative to vote on their behalf through remote e-voting. The said resolution/authorization letter shall be sent by e-mail on Scrutinizer's e-mail address at gkrkg@yahoo.in and gkrkgram@yahoo.in with a copy marked to cs@pristinelogistics.com. Institutional/corporate members can also upload their board resolution/power of attorney/authority letter etc. by clicking on the "Upload Board Resolution/Authority Letter" displayed under the "e-Voting" tab in their login.

b) If you have any queries or issues regarding remote e-voting from the CDSL e-voting system, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Assistant Vice President, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

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

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

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

By order of the Board of Directors
For Sical Logistics Limited

Neeraj
Company Secretary and Compliance Officer
Membership No: A68626

Place : New Delhi
Date : November 05, 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 Modification of Material Related Party Transaction with Kanpur Logistics Park Private Limited

The Company, in order to meet its business and operational requirements, had availed an unsecured loan facility of up to Rs. 150 crore from Kanpur Logistics Park Private Limited, a fellow subsidiary and related party of the Company. ("Kanpur Logistics" or the Group Company").

In view of the Company's current business requirements and financing arrangements, it is proposed to modify certain terms and conditions of the aforesaid unsecured loan. The proposed modifications are intended to optimize the Company's finance costs and provide greater financial flexibility while ensuring continued support from the Kanpur Logistics .

The revised terms are set out below:

Particulars	**Proposed Revisions**
Interest Rate	Revising the rate of interest from 12.5% per annum to 10% per annum
Repayment and interest servicing	Subject to existing loan covenants in the financing agreements with Banks and Financial Institutions, up to 40% of the proceeds realised from sale of assets of the Company can be utilised towards repayment of outstanding loan together with accrued interest. The balance sale proceeds shall remain available for other business requirements.
Loan Tenure	The tenure of the existing loan shall be extended by a further period of upto 15 (fifteen) months, and the revised tenure shall accordingly be up to March 31, 2031.
Other Terms	All remaining terms and conditions of the unsecured loan shall continue to remain unchanged.

Pursuant to the Regulation 23 of the Listing Regulations, inter-alia, states that all material related party transactions" and subsequent material modifications as defined by the audit committee, shall require prior approval of the members by means of an ordinary resolution. Furthermore, as per the Company's policy on related party transactions, the subsequent material modifications mean subsequent change to an existing material related party transaction, having variance of 20% of the existing limit or subsequent change in existing related party transaction, if the change leads such related party transaction to statutory limit of material related party transaction.

The proposed change in the said material related party transaction qualifies it as subsequent material modification.

In compliance with the Act, Listing Regulations, and other applicable laws/statutory provisions, if any, the audit committee, after its deliberation, has approved the proposed material modification.

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. SEBI/HO/49/14/14(7)2025-CFDPOD2/I/3762/2026 dated January 30, 2026, as amended ("SEBI Master Circular") along with details as required under the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards") 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:

Kanpur Logistics Park Private Limited and the Company: -

Part A: Minimum information of the proposed RPT

A(1) Basic Details of the related party

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

A(2) Relationship and ownership of the related party

S. No.	Particulars of the information	Information provided by the management
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Kanpur Logistics is Fellow Subsidiary of Company.
	• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Not Applicable
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable
	• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable

A (3) Details of previous transactions with the related party

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td>1.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.</td><td>During the financial year ended March 31, 2026, the following transactions were undertaken by the Company with Kanpur Logistics:

<table><tr><th>S. No.</th><th>Nature of Transactions</th><th>Amount (in Rs. lakhs)</th></tr><tr><td>1.</td><td>Payment of interest on loan taken by the Company</td><td>1,463.00</td></tr><tr><td></td><td></td><td></td></tr></table>
During the financial year ended March 31, 2026, the following transactions were undertaken by Sical Multimodal and Rail Transport Limited, subsidiary of the Company with Kanpur Logistics:

<table><tr><th>S. No.</th><th>Nature of Transactions</th><th>Amount (in Rs. lakhs)</th></tr><tr><td>1</td><td>Availing of Handling, transport and storage services</td><td>145.00</td></tr></table></td></tr>
<tr><td>2.</td><td>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.</td><td>During the current financial year the following transactions were undertaken by the Company with Kanpur Logistics:

<table><tr><th>S. No.</th><th>Nature of Transactions</th><th>Amount (in Rs. lakhs)</th></tr><tr><td>1</td><td>Payment of interest on loan taken by the Company</td><td>405.14</td></tr><tr><td></td><td></td><td>-</td></tr></table>
During the current financial year the following transactions were undertaken by Sical Multimodal and Rail Transport Limited, step-down material subsidiary of the Company with Kanpur Logistics:

<table><tr><th>S. No.</th><th>Nature of Transactions</th><th>Amount (in Rs. lakhs)</th></tr><tr><td>1</td><td>Availing of Handling, transport and storage services</td><td>29.64</td></tr></table></td></tr>
<tr><td>3.</td><td>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.</td><td>None</td></tr>
</table>

A (4) 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/shareholders	The amount of the proposed transaction shall be upto Rs. 15000 lakh
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	38.90% (approx.) of the Company's annual consolidated turnover for the financial year ended on March 31, 2026.
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.	183.06 % (approx.) of Kanpur Logistics Park Private Limited annual Standalone turnover for the financial year ended on March 31, 2026.
6.	Financial performance of the related party for the immediately preceding financial year.	**Particulars** / ***For the financial year ended on March 31, 2026 (Amount in Rs. lakhs)*** Turnover: 8,194.1 Profit After Tax: 1,230.1 Net worth: 11310.6

A(5) 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.)	Changing the terms condition of unsecured loan as per the following details: 1. Revising the rate of interest from 12.5% pa to 10% pa 2. Subject to existing loan covenants in the financing agreements with Banks and Financial

		Institutions, up to 40% of the proceeds realised from sale of assets of the Company can be utilised towards repayment of outstanding loan together with accrued interest. The balance sale proceeds shall remain available for other business requirements and 3. The tenure of the existing loan shall be extended by a further period of approximately upto 15 (fifteen) months, and the revised tenure shall accordingly be up to March 31, 2031.
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)	**Tenure of the proposed transaction:** The tenure of the existing loan, originally agreed for a period of 5 (five) years commencing from January 14, 2025, shall be extended by a further period of approximately upto 15 (fifteen) months and shall accordingly continue up to March 31, 2031.
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	The revised terms are expected to strengthen the Company's financial flexibility, enhance its debt servicing capability and support its ongoing business operations.
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

Part B: Additional Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A.

B (5) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management

1.	Material covenants of the proposed transaction	1. Revising the rate of interest from 12.5% pa to 10% pa 2. Subject to existing loan covenants in the financing agreements with Banks and Financial Institutions, up to 40% of the proceeds realised from sale of assets of the Company can be utilised towards repayment of outstanding loan together with accrued interest. The balance sale proceeds shall remain available for other business requirements and 3. The tenure of the existing loan shall be extended by a further period of approximately upto 15 (fifteen) months, and the revised tenure shall accordingly be up to March 31, 2031.
2.	Interest rate (in terms of numerical value or base rate and applicable spread)	10%
3.	Cost of borrowing Note: This shall include all costs associated with the borrowing	Rate of interest
4.	Maturity / due date	31st March, 2031
5.	Repayment schedule & terms	As per demand
6.	Whether secured or unsecured	Unsecured
7.	If secured, the nature of security & security coverage ratio	Not Applicable
8.	The purpose for which the funds will be utilized by the listed entity / subsidiary	The funds were utilised for the principal business activities.

Part C: Additional Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A and Part B.

C(4) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements.	
	a. Before transaction	1.85
	b. After transaction	1.85
2.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements.	
	a. Before transaction	0.15
	b. After transaction	0.15

Minimum Information to be provided to the Shareholders as per the Industry Standards for consideration of related party transactions is as under:

a) Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable

Mentioned above

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 August 14, 2026.

Subsequently, the board of directors of the Company at its meeting held on August 14, 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 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 in accordance with Regulation 23(4) of the Listing Regulations, 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 Material Related Party Transaction with Sical Multimodal and Rail Transport Limited

The Company has provided an unsecured loan facility of up to Rs. 20 crores to Sical Multimodal and Rail Transport Limited ('SMART'), a step-down material subsidiary and a related party of the Company. ("Borrower").

The Company had entered into an agreement dated August 13, 2024, with SMART in relation to the aforesaid unsecured loan facility, pursuant to which the loan tenure was initially agreed for a period of 2 (two) years. Subsequently, the tenure of the loan was extended to 5 (five) years pursuant to an amendment agreement dated July 26, 2025.

At the time of entering into the aforesaid arrangement and its subsequent amendment, the aggregate value of transactions with SMART did not exceed the applicable materiality threshold prescribed under Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Accordingly, the approval of the members of the Company was not required to be obtained under Regulation 23(4) of the Listing Regulations at that time.

However, considering the aggregate value of the transactions undertaken and proposed to be undertaken with SMART, the applicable materiality threshold prescribed under the Listing Regulations has now been exceeded. Accordingly, the Company is seeking the approval of its members for the aforesaid material related party transaction, including the proposed revision in the rate of interest and extension of the existing loan tenure up to March 31, 2031.

In view of the Company's business requirements and financing arrangements, the Company seeks the approval of its members for the terms and conditions, including the proposed revision, of the aforesaid unsecured loan facility provided to SMART. The proposed terms have been considered in light of prevailing market conditions. The proposed interest rate is intended to provide an appropriate return to the Company while enabling SMART to optimise its finance costs.

The principal terms and conditions of the unsecured loan facility proposed to be placed before the members for approval are as follows:

Particulars	**Terms and Conditions**
Interest Rate	The rate of interest on the existing loan, originally agreed at 12.5% per annum, shall be revised to 10% per annum.
Loan Tenure	The tenure of the existing loan, originally agreed for a period of 2 (two) years commencing from August 13, 2024, and subsequently extended to 5 (five) years pursuant to the amendment agreement dated July 26, 2025, shall be further extended by approximately upto 20 (twenty) months and shall accordingly continue up to March 31, 2031.

Pursuant to the Regulation 23 of the Listing Regulations all material related party transactions and subsequent material modifications thereto, as applicable, require prior approval of the members by means of an ordinary resolution. Furthermore, as per the Company's policy on related party transactions, the subsequent material modifications mean subsequent change to an existing material related party transaction, having variance of 20% of the existing limit or subsequent change in existing related party transaction, if the change leads such related party transaction to statutory limit of material related party transaction.

In view of the foregoing, the aforesaid transaction, when considered together with the other transactions undertaken and proposed to be undertaken with SMART, qualifies as a material related party transaction under the Listing Regulations. Further, the proposed revision in the rate of interest and extension of the existing loan tenure constitute modifications to the terms of the existing loan arrangement. Accordingly, the Company is seeking the approval of its members for the aforesaid material related party transaction and the proposed modifications thereto.

In compliance with the Act, Listing Regulations, and other applicable laws/statutory provisions, if any, the audit committee, after its deliberation, has approved the proposed material related party transaction and the modifications to the existing loan arrangement.

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. SEBI/HO/49/14/14(7)2025-CFDPOD2/I/3762/2026 dated January 30, 2026, as amended ("SEBI Master Circular") along with details as required under the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards") 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:

The Company and Sical Multimodal and Rail Transport Limited:-

Part A: Minimum information of the proposed RPT

A(1) 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

A (2) Relationship and ownership of the related party

S. No.	Particulars of the information	Information provided by the management
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	SMART is the step-down material subsidiary company of the Company.

	• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. • Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). • Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	The Company holds 53.5% in Sical Infra Assets Limited ("SIAL") and SMART is the wholly owned subsidiary of SIAL. None Not Applicable

A (3) Details of previous transactions with the related party

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td>1.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.</td><td>During the financial year ended March 31, 2026, the following transactions were undertaken by the Company with SMART:
<table>
<tr><th>S. No.</th><th>Nature of Transactions</th><th>Amount (in Rs. lakhs) (approx.)</th></tr>
<tr><td>1.</td><td>Receive of lease rent from SMART</td><td>173.77</td></tr>
<tr><td>2.</td><td>Rendering of Services to SMART</td><td>62.40</td></tr>
<tr><td>3.</td><td>Repayment of loan granted to SMART</td><td>108.45</td></tr>
<tr><td>4.</td><td>Receive of interest on loan granted to SMART</td><td>84.38</td></tr>
<tr><td>5.</td><td>Creation of first ranking and exclusive charge, by way of mortgage by SMART, over its land and building situated at Vallur, Chennai, to secure the secured obligations of the Company under, or in connection with</td><td>25,000</td></tr>
</table>
</td></tr>
</table>

<table>
<tr><td></td><td></td><td>
<table>
<tr><td></td><td>the rupee term loan facility availed by the Company from Aditya Birla Capital Limited and such other lenders as may be agreed.</td><td></td></tr>
</table>

During the financial year ended March 31, 2026, the following transaction was undertaken by Sical Bangalore Logistics Park Limited, step-down subsidiary company of the Company with SMART:
<table>
<tr><th>S. No.</th><th>Nature of Transactions</th><th>Amount (in Rs. lakhs)</th></tr>
<tr><td>1.</td><td>Loan received from SMART</td><td>22</td></tr>
</table>
</td></tr>
<tr><td></td><td></td><td>During the financial year ended March 31, 2026, the following transaction was undertaken by Sical Infra Assets Limited, subsidiary company of the Company with SMART:
<table>
<tr><th>S. No.</th><th>Nature of Transactions</th><th>Amount (in Rs. lakhs)</th></tr>
<tr><td>1.</td><td>Repayment of loan by SMART</td><td>4</td></tr>
</table>
During the financial year ended March 31, 2026, the following transactions were undertaken by Pristine Value Logistics Private Limited, subsidiary of the Company with SMART:
<table>
<tr><th>S. No.</th><th>Nature of Transactions</th><th>Amount (in Rs. lakhs)</th></tr>
<tr><td>1.</td><td>Loan taken from SMART</td><td>5</td></tr>
</table>
</td></tr>
<tr><td>2.</td><td>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.</td><td>Total amount of all the transactions undertaken by the Company with SMART in the current financial year 2026-27 (up to June 30, 2026) is Rs. 2,000 lakhs.</td></tr>
<tr><td>3.</td><td>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</td><td>None</td></tr>
</table>

	entity or its subsidiary during the last financial year.	

A (4) 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/shareholders	Rs. 2000 lakh
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	5.19% of the Company's annual consolidated turnover for the financial year ended on March 31, 2026.
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.	14.30% of SMART's annual standalone turnover for the financial year ended on March 31, 2026.
6.	Financial performance of the related party for the immediately preceding financial year.	**Particulars** / ***For the financial year ended on March 31, 2026 (Amount in Rs. lakhs)*** Turnover: 13,988 Profit After Tax: 841 Net worth: 16,235

A (5) 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.)	1. Revising the rate of interest from 12.5% per annum to 10% per annum 2. Further extension of the existing loan tenure by approximately upto 20 (twenty) months, i.e., up to March 31, 2031
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)	**Tenure of the proposed transaction:** The tenure of the existing loan, originally agreed for a period of 2 (two) years commencing from August 13, 2024, and subsequently extended to 5 (five) years pursuant to the amendment agreement dated July 26, 2025, shall be further extended by approximately upto 20 (twenty) months and shall accordingly continue up to March 31, 2031.
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	The revised terms are expected to strengthen the SMART's financial flexibility and support its ongoing business operations.
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

Part B: Additional Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A.

B (5) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1.	Material covenants of the proposed transaction	1. Revising the rate of interest from 12.5% per annum to 10% per annum 2. Further extension of the existing loan tenure by approximately upto 20 (twenty) months, i.e., up to March 31, 2031
2.	Interest rate (in terms of numerical value or base rate and applicable spread)	10%
3.	Cost of borrowing Note: This shall include all costs associated with the borrowing	Rate of interest
4.	Maturity / due date	31 March, 2031
5.	Repayment schedule & terms	As per demand
6.	Whether secured or unsecured	Unsecured
7.	If secured, the nature of security & security coverage ratio	Not Applicable
8.	The purpose for which the funds will be utilized by the listed entity / subsidiary	The funds were utilised to support the principal business requirements.

Part C: Additional Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A and Part B.

C (4) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements	
	a. Before transaction	0.87
	b. After transaction	0.87
2.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements.	
	a. Before transaction	1.25
	b. After transaction	1.25

Minimum Information to be provided to the Shareholders as per the Industry Standards for consideration of related party transactions is as under:

a) Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable

Mentioned above

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 August 14, 2026.

Subsequently, the board of directors of the Company at its meeting held on August 14, 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 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 in accordance with Regulation 23(4) of the Listing Regulations, all the related parties, whether or not such related party is the party to the above-mentioned transaction, shall not vote to approve the resolution set out in item no. 2 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. 2 of the Postal Ballot Notice.

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

By order of the Board of Directors
For Sical Logistics Limited

Neeraj
Company Secretary and Compliance Officer
Membership No: A68626

Place : New Delhi
Date : November 05, 2026

Registered office:
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