

April 14, 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 in terms of Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015-voting results, scrutinizer's report and minutes of postal ballot proceedings of postal ballot notice dated March 06, 2026 of Sical Logistics Limited ("Company")

Dear Sir/Madam,

This is in furtherance to the letter dated March 09, 2026, wherein the Company had submitted the postal ballot notice dated March 06, 2026, seeking approval of the shareholders by way of voting through electronic means ("remote e-voting") for the following business:

S. No.	Type of resolution	Particulars
1	Ordinary Resolution	To approve the material related party transaction between the Company and Sical Multimodal and Rail Transport Limited, being the step-down material subsidiary of the Company
2	Special Resolution	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	Ordinary Resolution	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	Special Resolution	To appoint Mr. Sharad Kumar (DIN:11286544) as an independent director of the Company

In connection to the above, this is now to inform you that the remote e-voting process in respect of the aforementioned resolutions has concluded on April 10, 2026, at 05:00 p.m. IST. Following the conclusion of e-voting, the scrutinizer has submitted their report on the results of the postal ballot.

Based on the scrutinizer's report, we hereby inform you that the ordinary resolutions at serial no.1 and 3 and special resolutions at serial no. 2 and 4 were passed by the shareholders of the Company with requisite majority on April 10, 2026, being the last date of remote e-voting.

In this regard, please find enclosed the following:

- Voting results as required under Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**Annexure I**);
- Report of the scrutinizer dated April 13, 2026, pursuant to Section 108, 110 of the Companies Act, 2013 read with the relevant rules and regulations made thereunder, as amended (**Annexure II**); and

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

iii. Minutes of postal ballot proceedings (**Annexure III**).

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

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

Thanking you,

Yours faithfully,

For Sical Logistics Limited



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

Encl. as above

SICAL LOGISTICS LIMITED
VOTING RESULTS OF THE POSTAL BALLOT

Date of the AGM/EGM/Postal Ballot Notice	March 06, 2026 (Last date of remote e-voting: Friday, April 10, 2026)
Total number of shareholders on record date (i.e., March 06, 2026, cut-off date for e-voting purpose)	40698
Number of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group Public	Not Applicable
Number of shareholders attended the meeting through video conferencing Promoters and Promoter Group Public	Not Applicable

SICAL LOGISTICS LIMITED

Agenda-Wise disclosure

Resolution No.		1						
Description of resolution		To approve the material related party transaction between the Company and Sical Multimodal and Rail Transport Limited, being the step-down material subsidiary of the Company						
Resolution required: (Ordinary/Special)		Ordinary Resolution						
Whether Promoter/Promoter groups are interested in the agenda/resolution ?		No						
Category	Mode of voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes- in favour	No. of votes- against	% of votes in favour on voted polled	% of votes against on vote polled
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
Promoter and Promoter group	E-voting	58641903	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal ballot (if applicable)		0	0	0	0	0	0
	Venue Voting		0	0	0	0	0	0
	Sub-total	58641903	0	0	0	0	0	0
Public-Institutions	E-voting	13762	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal ballot (if applicable)		0	0	0	0	0	0
	Venue Voting		0	0	0	0	0	0
	Sub-total	13762	0	0	0	0	0	0
Public-Non Institution	E-voting	6593415	710263	10.77	710243	20	100	0
	Poll		0	0	0	0	0	0
	Postal ballot (if applicable)		0	0	0	0	0	0
	Venue Voting		0	0	0	0	0	0
	Sub-total	6593415	710263	10.77	710243	20	100	0
Grand Total		65249080	710263	1.09	710243	20	100	0

Whether resolution is pass or not: Passed

Resolution No.					2			
Description of resolution					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			
Resolution required: (Ordinary/Special)					Special Resolution			
Whether Promoter/Promoter groups are interested in the agenda/resolution ?					No			
Category	Mode of voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes- in favour	No. of votes- against	% of votes in favour on voted polled	% of votes against on vote polled
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
Promoter and Promoter group	E-voting	58641903	58641903	100	58641903	0	100	0
	Poll		0	0	0	0	0	0
	Postal ballot (if applicable)		0	0	0	0	0	0
	Venue voting		0	0	0	0	0	0
	Sub-total	58641903	58641903	100	58641903	0	100	0
Public-Institutions	E-voting	13762	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal ballot (if applicable)		0	0	0	0	0	0
	Venue voting		0	0	0	0	0	0
	Sub-total	13762	0	0	0	0	0	0
Public-Non Institution	E-voting	6593415	710263	10.77	710206	57	99.99	0.01
	Poll		0	0	0	0	0	0
	Postal ballot (if applicable)		0	0	0	0	0	0
	Venue voting		0	0	0	0	0	0
	Sub-total	6593415	710263	10.77	710206	57	99.99	0.01
Grand Total		65249080	59352166	90.96	59352109	57	100	0

Whether resolution is pass or not: Passed

Resolution No.		3						
Description of resolution		To approve the material related party transactions between the Company and Pristine Magadh Infrastructure Private Limited, being the fellow subsidiary company of the Company						
Resolution required: (Ordinary/Special)		Ordinary Resolution						
Whether Promoter/Promoter groups are interested in the agenda/resolution ?		No						
Category	Mode of voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes- in favour	No. of votes- against	% of votes in favour on voted polled	% of votes against on vote polled
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
Promoter and Promoter group	E-voting	58641903	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal ballot (if applicable)		0	0	0	0	0	0
	Venue voting		0	0	0	0	0	0
	Sub-total		58641903	0	0	0	0	0
Public-Institutions	E-voting	13762	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal ballot (if applicable)		0	0	0	0	0	0
	Venue voting		0	0	0	0	0	0
	Sub-total		13762	0	0	0	0	0
Public-Non Institution	E-voting	6593415	710260	10.77	710194	66	99.99	0.01
	Poll		0	0	0	0	0	0
	Postal ballot (if applicable)		0	0	0	0	0	0
	Venue voting		0	0	0	0	0	0
	Sub-total		6593415	710260	10.77	710194	66	99.99
Grand Total		65249080	710260	1.09	710194	66	99.99	0.01

Whether resolution is pass or not: Passed

Resolution No.				4				
Description of resolution				To appoint Mr. Sharad Kumar (DIN:11286544) as an independent director of the Company				
Resolution required: (Ordinary/Special)				Special Resolution				
Whether Promoter/Promoter groups are interested in the agenda/resolution ?				No				
Category	Mode of voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes- in favour	No. of votes- against	% of votes in favour on voted polled	% of votes against on vote polled
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
Promoter and Promoter group	E-voting	58641903	58641903	100	58641903	0	100	0
	Poll		0	0	0	0	0	0
	Postal ballot (if applicable)		0	0	0	0	0	0
	Venue voting		0	0	0	0	0	0
	Sub-total		58641903	58641903	100	58641903	0	100
Public-Institutions	E-voting	13762	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal ballot (if applicable)		0	0	0	0	0	0
	Venue voting		0	0	0	0	0	0
	Sub-total		13762	0	0	0	0	0
Public-Non Institution	E-voting	6593415	710257	10.77	710191	66	99.99	0.01
	Poll		0	0	0	0	0	0
	Postal ballot (if applicable)		0	0	0	0	0	0
	Venue voting		0	0	0	0	0	0
	Sub-total		6593415	710257	10.77	710191	66	99.99
Grand Total		65249080	59352160	90.96	59352094	66	100	0

Whether resolution is pass or not: Passed

Annexure 11

KRA & ASSOCIATES PRACTICING COMPANY SECRETARIES

PARTNERS

CS R.KANNAN

CS AISHWARYA

SRI SANKARA GURUKRIPA ILLAM

Regd OFF. : No. 6A, 10th Street,

New Colony, Adambakkam,

Chennai - 600 088

E-mail : gkrkgram@yahoo.in

Ph: 044 - 40051764

SCRUTINIZER'S REPORT

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

To

The Chairman

SICAL LOGISTICS LIMITED

CIN: L51909TN1955PLC002431

South India House 73,

Armenian Street

Chennai, Tamil Nadu-600001

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot

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

Responsibility as a Scrutinizer:

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

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

- i. The members of the Company as on "Cut-off" date i.e., Friday, March 6, 2026 were entitled to vote on the proposed special business set out in the Postal Ballot Notice.
- ii. Cameo Corporate Services Limited (**RTA**) has transmitted the Postal Ballot Notice through email to the members of the Company whose names appeared in the register of members/list

A handwritten signature in blue ink is written over a circular blue stamp. The stamp contains the text: "R. KANNAN" at the top, "C.P.No:3363" in the center, and "KRA & ASSOCIATES" at the bottom, flanked by two stars.

**KRA & ASSOCIATES
PRACTICING COMPANY SECRETARIES**

of beneficial owners maintained by the Company / RTA/Depositories, as on Friday, 6th March, 2026.

- iii. The remote e-voting began on 09:00 a.m. IST on Thursday, March 12, 2026 **and ends on 05:00 p.m. IST on Friday, April 10, 2026.** At the end of e-voting period on 05:00 p.m. IST on Friday, April 10, 2026 the e-voting portal was disabled forthwith.
- iv. Thereafter, the details containing, inter alia, list of members who assented or dissented to the resolutions that were put to vote was generated from the e-voting website of CDSL i.e., <https://www.evotingindia.com/>.
- v. The results of the postal ballot (via remote e-voting) are as under:

Resolution: 1 – SPECIAL BUSINESS –ORDINARY RESOLUTION:

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

Mode of Voting	Votes in Favour of Resolution			Votes against Resolution			Invalid votes	
	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes
Remote E-voting	62	710243	100%	6	20	0%	-	-

Resolution: 2 – SPECIAL BUSINESS –SPECIAL RESOLUTION:

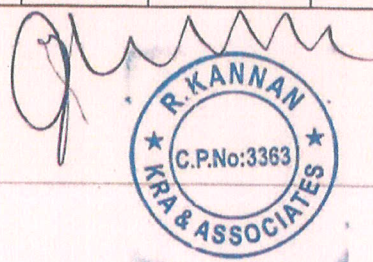
To approve the creation of mortgage on the land of Sical Multimodal and Rail Transport Limited, being the step-down material subsidiary of the Company

Mode of Voting	Votes in Favour of Resolution			Votes against Resolution			Invalid votes	
	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes
Remote E-voting	62	59352109	100%	8	57	0%	-	-

Resolution: 3 – SPECIAL BUSINESS –ORDINARY RESOLUTION:

To approve the material related party transactions between the Company and Pristine Magadh Infrastructure Private Limited, being the fellow subsidiary company of the Company

Mode of Voting	Votes in Favour of Resolution			Votes against Resolution			Invalid votes	
	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes
Remote E-voting	59	710194	99.99%	8	66	0.01%	-	-



**KRA & ASSOCIATES
PRACTICING COMPANY SECRETARIES**

Resolution: 4 – SPECIAL BUSINESS –SPECIAL RESOLUTION:

To appoint Mr. Sharad Kumar (DIN:11286544) as an independent director of the Company

Mode of Voting	Votes in Favour of Resolution			Votes against Resolution			Invalid votes	
	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes
Remote E-voting	60	59352094	100%	8	66	0%	-	-

RESULTS:

Based on the aforesaid results, Resolution No: 1, 3 Special Business - Ordinary resolution & Resolution No:2,4 Special Business – Special Resolution contained in the Postal Ballot Notice dated March 06, 2026, is passed with the requisite majority.

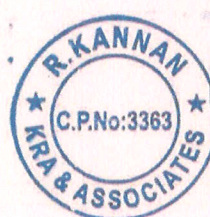
The outcome of the Postal Ballot may be declared accordingly based on the voting results as reported herein.

Note: For the purpose of presentation, the voting data in this Report has been rounded off to the nearest whole number.

Date:13-4-2026

Place: Chennai

**FOR KRA & ASSOCIATES
Practicing Company Secretaries**




R. KANNAN

Sr. Partner

**M No.: F6718 / CP. No.: 3363
UDIN: F006718H000072267**

**COUNTER SIGNED BY AUTHORISED SIGNATORY
FOR SICAL LOGISTICS LIMITED**


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



MINUTES OF POSTAL BALLOT PROCEEDINGS HELD THROUGH REMOTE E-VOTING CONCLUDED ON APRIL 10, 2026

Pursuant to the provisions of Sections 110, 108 and other applicable provisions, if any, of the Companies Act, 2013, as amended (“**Act**”), read with Rule 22 and 20 of the Companies (Management and Administration) Rules, 2014, as amended (“**Rules**”), and in compliance with the general circular 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), the board of directors of Sical Logistics Limited (“**Company**”) vide their resolution dated March 06, 2026, approved the postal ballot notice for seeking the approval of the shareholders of the Company through postal ballot only by way of voting through electronic means (“**remote e-voting**”) for the following business:

S. No.	Particulars
1	To approve the material related party 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

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

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

In compliance with the MCA Circulars, the postal ballot notice was sent only through electronic mode to those members whose names appeared in the register of members/ list of beneficial owners maintained by the Company/ Company’s Registrar and Share Transfer Agent viz., Cameo Corporate Services Limited (“**RTA**”)/ National Securities Depository Limited (“**NSDL**”) and/or CDSL (NSDL and CDSL collectively, the “**Depositories**”) as on the cut-off date i.e., Friday, March 06, 2026 and whose email-ids were registered with the Company/RTA/Depositories.

The Company had dispatched the postal ballot notice to its members through electronic mode on March 09, 2026. After completing the dispatch, the Company published a notice in the newspapers i.e., Business Standard (English language) and Makkal Kural (Tamil -vernacular language) on March 10, 2026, informing the members about the same.

The remote e-voting was commenced on Thursday, March 12, 2026, at 09:00 a.m. IST and concluded on Friday, April 10, 2026, at 05:00 p.m. IST. The e-voting facility was disabled by CDSL immediately after 05:00 p.m. IST on Friday, April 10, 2026 and was not accessible thereafter.

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

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

The Scrutinizer's report was taken on record, and it was declared that the following resolutions set out in the postal ballot notice dated March 06, 2026, were passed with requisite majority. The details of voting are as follows:

Resolution	Total no. of shares as on cut-off date	No. of votes – in favour	% of votes in favour	No. of votes – against	% of votes-against
1.To approve the material related party transaction between the Company and Sical Multimodal and Rail Transport Limited, being the step-down material subsidiary of the Company	65249080	710243	100	20	0
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	65249080	59352109	100	57	0
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	65249080	710194	99.99	66	0.01
4.To appoint Mr. Sharad Kumar (DIN:11286544) as an independent director of the Company	65249080	59352094	100	66	0

The resolutions as set out in the postal ballot notice dated March 06, 2026 that were passed by the members on April 10, 2026 are as follows:

Resolution No. 1: Ordinary Resolution

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

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

related party transaction(s)/contract(s)/ arrangement(s)/ agreement(s), in an ordinary course of business of the Company and on an arm's length basis with Sical Multimodal and Rail Transport Limited ("**SMART**"), the step-down material subsidiary company and a related party of the Company within the meaning of Regulation 2 (1) (zb) of the Listing Regulations, for the purpose of 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."

Resolution No. 2: Special Resolution

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

"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."

Resolution No. 3: Ordinary Resolution

To approve the material related party transactions between the Company and Pristine Magadh Infrastructure Private Limited, being the fellow subsidiary company of the Company

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

Resolution no. 4: Special Resolution

To appoint Mr. Sharad Kumar (DIN:11286544) as an independent director of the Company

"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.”