

Sical Logistics Ltd.

South India House
73 Armenian Street
Chennai 600 001 India

T + 91 44 66157071
T + 91 44 66157072

SICAL

December 24, 2024

BSE Limited (BSE)

The Department of Corporate Services
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
Scrip Code: 520086

National Stock Exchange of India Limited (NSE)

Exchange Plaza, C-1, Block G,
Bandra-Kurla Complex
Bandra (E), Mumbai – 400 051

Symbol: SICALLOG

Series : BE

Dear Sir/Madam,

Sub: Notice of 01st Extraordinary General Meeting of Sical Logistics Limited ("Company")

Pursuant to Regulation 30 read with Para A of Part A of schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of the 01st Extraordinary General Meeting of the Company for the financial year 2024-25, to be held on Thursday, January 16, 2025 at 02.00 pm (IST) through Video Conference / Other Audio-Visual Means ("VC/ OAVM").

The aforesaid notice is also available on the website of the Company at www.sical.in

This is for your information and records.

Thanking you,

Yours truly,

For Sical Logistics Limited

Vaishali Jain
Company Secretary and Compliance Officer
Membership No. A58607

Encl: as above

Notice is hereby given that the Extra-ordinary General Meeting (EGM) of the members of Sical Logistics Limited (the “Company”) will be held on Thursday, 16th day of January 2025, at 02:00 p.m. through video conferencing (“VC”)/ other audio-visual means (OAVM) to transact the following business as:

SPECIAL BUSINESS

I. To increase the authorised share capital of the Company and consequential amendment in Memorandum of Association of the Company

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

“**RESOLVED THAT** pursuant to the provisions of sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) (including any amendment(s), statutory modification(s) or re-enactment thereof for the time being in force) and the rules framed thereunder, read with the Memorandum of Association and Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to increase the authorised share capital of the Company from existing ₹ 2,20,00,00,000 (Rupees two hundred and twenty crore only) consisting of 22,00,00,000 (twenty two crore) shares of ₹ 10/- (Rupees ten only) each divided into 7,00,00,000 (seven crore) equity shares of ₹ 10/- (Rupees ten only) each and 15,00,00,000 (fifteen crore) preference shares of ₹ 10/- (Rupees ten only) each to ₹ 2,30,00,00,000 (Rupees two hundred and thirty crore only) consisting of 23,00,00,000 (twenty three crore) shares divided into 8,00,00,000 (eight crore) equity shares of ₹ 10/- (Rupees ten only) each and 15,00,00,000 (fifteen crore) preference shares of ₹ 10/- (Rupees ten only) each of the Company.”

“**RESOLVED FURTHER THAT** pursuant to sections 13, 61, 64 and all other applicable provisions, if any, of the Act, consent of the members of the Company be and is hereby accorded, for alteration of existing Clause V of the Memorandum of Association of the Company by substituting in its place, the following:

“V. The Authorised share capital of the Company is ₹ 2,30,00,00,000/- (Rupees two hundred and thirty crore only) divided into 8,00,00,000 (eight crore only) equity shares of ₹ 10/- (Rupees ten only) each and 15,00,00,000 (fifteen crore only) preference shares of ₹ 10/- (Rupees ten only) each.”

“**RESOLVED FURTHER THAT** approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (“Board”) (which term shall include any committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) and such other persons as may be authorized by the Board, to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

“**RESOLVED FURTHER THAT** a copy of the above resolution, certified to be true by any director and/or company secretary of the Company, be furnished to such persons and be filed with the Registrar of Companies, Chennai and/or any other statutory or regulatory or governmental authorities, as may be required for necessary actions.”

II. To enhance the limits on the borrowing powers of the Board of Directors

To consider and if deemed fit to pass with or without modification(s), the following resolution as a Special Resolution

“**RESOLVED THAT** in modification of the Special Resolution passed by the shareholders on April 20, 2017, consent of the shareholders of the Company be and is hereby accorded to the Board of Directors pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company,

to borrow monies from time to time at their discretion, together with the monies to be borrowed / already borrowed by the Company, (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) either from the Company's bankers and / or any one or more persons or corporate entities or Financial Institutions whether by way of cash credit advances, loans or bills discounting, Issue of debentures, or otherwise and whether unsecured or secured by mortgage, charge, assets and properties whether movable or immovable or stock in trade including raw materials, stores, work-in-progress of the Company on such terms and conditions as may be considered suitable by the Board of Directors up to a limit of Rs. 1200 crores (Rupees one thousand two hundred crores only) in excess of the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose."

"RESOLVED FURTHER THAT the authority granted above shall be in modification of the authorities granted earlier to the Board of Directors from time to time.

"RESOLVED FURTHER THAT all directors and/or company secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be required to give effect to the above resolution."

III. To increase the power of the Board for creating charge / providing security over the assets of the company in line with the enhanced borrowing powers envisaged

To consider and if deemed fit to pass with or without modification(s), the following resolution as a Special Resolution

"RESOLVED THAT, pursuant to Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, consent of the shareholders of the Company be and is hereby accorded to the Board of Directors for creation of any charge / security (including pari passu charge/ security) over the assets of the Company in such manner and in such form and on such of the assets of the Company, both present and future, as may be agreed to by the Board of Directors of the Company for the purpose of securing the aforesaid borrowings up to Rs. 1200 crores (Rupees one thousand two hundred crores only) together with interest costs, charges, expenses and all other monies payable by the Company to the concerned Lenders / Institutions, under the respective arrangements entered into / to be entered by the Company and/or Board, under Section 180(1)(c) of the Companies Act, 2013."

"RESOLVED FURTHER THAT the authority granted above shall be in modification of the authorities granted earlier to the Board of Directors from time to time."

"RESOLVED FURTHER THAT all directors and/or company secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be required to give effect to the above resolution."

IV. To approve capital raising by way of issuance of equity shares and/or equity linked securities by way of Qualified Institutions Placement ("QIP")

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

"RESOLVED THAT pursuant to the applicable provisions of Sections 23, 42, 55, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013, as amended (the "**Act**"), and applicable rules made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, all other applicable rules under the Companies Act, 2013, (including any amendment(s), statutory modification(s) or re-enactment thereof for the time being in force), and in accordance with the provisions of the memorandum of association and articles of association of the Company and in accordance with the relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), to the extent applicable, the listing agreement(s) entered into by the Company with the BSE Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**"), the "**Stock Exchanges**") where equity shares of face value of INR 10/- each of the Company are listed, the provisions of the Foreign Exchange Management Act, 1999 including any amendments, statutory modification(s) and/or re-enactment thereof ("**FEMA**") and rules and regulations made

thereunder, including the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, each as amended, and any other provisions of applicable laws, including all other statutes, clarifications, rules, regulations, circulars, notifications, guidelines, if any, as may be applicable, promulgated or issued from time to time by the Government of India (“GOI”), the Securities and Exchange Board of India (“SEBI”), Ministry of Corporate Affairs (“MCA”), Stock Exchanges, Registrar of Companies (“ROC”), Reserve Bank of India (“RBI”), Foreign Investment Promotion Board (“FIPB”), Department of Industrial Policy & Promotion (“DIPP”), Ministry of Finance (Department of Economic Affairs) and all other Ministries/ Departments of the Government of India and all other appropriate or competent authorities or bodies under any other applicable laws and subject to such approval(s), consent(s), permission(s) and/or sanction(s) as may be necessary or required from the lenders of the Company and from various regulatory and statutory authorities, including the GOI, RBI, SEBI, MCA and the Stock Exchanges (herein after referred to as “Applicable Regulatory Authorities”), and subject to such terms, conditions and modifications as may be prescribed or imposed while granting such approval(s), permission(s) consent(s) and/or sanction(s) by any of the Appropriate Applicable Regulatory Authorities, which may be agreed to by the Board of Directors of the Company (hereinafter referred as “Board” which term shall include any committee thereof, constituted by the Board to exercise its powers including the powers conferred by this Resolution), the approval of the members of the Company be and is hereby accorded to create, offer, issue and allot, such number of fully paid-up equity shares, and/or securities convertible into equity shares (including warrants, or otherwise, in registered or bearer form) and/or any other instrument or securities representing Equity Shares and/ or convertible securities linked to Equity Shares (all of which are hereinafter referred to as “Securities”) or any combination of the Securities thereof in accordance with the applicable laws, in such manner in consultation with the lead managers / book running lead manager(s) and/or other advisor(s) or otherwise, for an aggregate consideration not exceeding Rs. 250 crores only (Rupees two hundred and fifty crores only) or an equivalent amount thereof (inclusive of such premium or discount, as the case may be, as may be fixed on such Securities), in one or more tranches, whether denominated in Rupee or denominated in foreign currency, through one or more of permissible modes including but not limited to private placement or public offer or on a preferential allotment basis or a qualified institutions placement (“QIP”) to “qualified institutional buyers” as defined in the Chapter VI of the SEBI ICDR Regulations and other applicable law, or any combination thereof as may be considered appropriate under applicable law, and/or such other documents/ writings/ circulars/ memoranda in such a manner, in such tranche or tranches, to all eligible investors, including, foreign or residents investors (whether institutions, incorporated bodies, mutual funds, trusts, individuals or otherwise), venture capital funds (foreign or Indian), alternative investment funds, foreign portfolio investors, qualified foreign investors, Indian and/ or foreign multilateral financial institutions, mutual funds, insurance companies, banks, non-resident Indians, pension funds and/ or any other categories of investors as may be permissible under applicable laws or any combination of the above as may be deemed appropriate by the Board in its absolute discretion, whether they be holders of the Securities or not (collectively called the “Investors”) to all or any of them, jointly or severally through an offer document and/or a private placement offer letter and/or placement document and/or such other documents/writings/ circulars/ memoranda in such a manner on such terms and conditions, considering the prevailing market conditions and other relevant factors wherever necessary, at such price or prices, whether at prevailing market price(s) or at permissible discount or premium to market price(s) in terms of applicable laws and regulations, with authority to retain over subscription up to such percentage as may be permitted under applicable regulations, including the discretion to determine the categories of Investors to whom the offer, issue and allotment of Securities shall be made to the exclusion of others in consultation with the book running lead manager(s) and/or underwriters and/or stabilizing agent and/or other advisors or otherwise on such terms and conditions, including the security, rate of interest etc., issue of Securities as fully or partly paid, making of calls and manner of appropriation of application money or call money, in respect of different class(es) of investor(s) and/or in respect of different Securities, deciding of other terms and conditions like number of securities to be issued, face value, number of Equity Shares to be allotted on conversion/ redemption/ extinguishment of debt(s), terms of issue, period of conversion, fixing of record date or book closure terms if any, as the Board may in its absolute discretion decide, in each case subject to applicable laws and on such terms and conditions as may be determined and deemed appropriate by the Board in its absolute discretion and without requiring any further approval or consent from the shareholders of the Company at the time of such issue and allotment considering the prevailing market conditions and other relevant factors in consultation with the lead managers, guarantors, financial and/or legal advisors, depositories, registrars and other agencies, so as to enable to list on any stock exchanges in India and/or on any of the overseas stock exchanges, wherever required and as may be permissible.”

“RESOLVED FURTHER THAT in case of issue and allotment of Securities by way of QIP in terms of Chapter VI of the SEBI ICDR Regulations:

- i. the allotment of Securities shall only be made to successful eligible Qualified Institutional Buyers as defined in the SEBI ICDR Regulations (“QIBs”) and as decided by the Board;
- ii. the allotment of the Securities, shall be completed within 365 days from the date of passing of the special resolution by the members of the Company or such other time as may be allowed under the SEBI ICDR Regulations from time to time;
- iii. the equity shares issued and allotted or allotted upon conversion of other Securities shall rank *pari passu* in all respects including entitlement to dividend, voting rights or otherwise with the existing equity shares of the Company;
- iv. the Securities to be created, offered and issued shall be subject to the provisions of Memorandum and Articles of Association of the Company;
- v. no partly paid-up equity shares shall be issued/allotted;
- vi. in case of allotment of equity shares, the relevant date for the purpose of pricing of the equity shares to be issued, shall be the date of the meeting in which the Board or any committee duly authorized by the Board decides to open the proposed issue of Securities, subsequent to the receipt of the approval of shareholders of the Company in terms of provisions of the Act and other applicable laws, rules, regulations and guidelines in relation to the proposed issue of the Securities;
- vii. it shall be at such price which is not less than the price determined in accordance with the applicable provisions of Regulation 176(1) provided under Chapter VI of the SEBI ICDR Regulations (the “QIP Floor Price”). The Board may, however, at its absolute discretion and in consultation with the lead managers, issue Equity Shares at a discount of not more than 5% or such percentage as may be permitted under applicable regulations to the QIP Floor Price;
- viii. no single allottee shall be allotted more than 50% of the proposed QIP size and the minimum number of allottees shall be as per the SEBI ICDR Regulations;
- ix. the Company shall not undertake any subsequent QIP until the expiry of two weeks from the date of QIP to be undertaken pursuant to this special resolution, or such other time as may be prescribed in the SEBI ICDR Regulations or other applicable laws; and
- x. the Securities allotted pursuant to the QIP shall not be sold by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange or such other time as may be permitted from time to time by the SEBI ICDR Regulations.

“**RESOLVED FURTHER THAT** the consent of the members of the Company, be and is hereby accorded to Board or its duly constituted committee thereof, to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the offering. All such Equity Shares shall rank *pari-passu* with the existing Equity Shares in all respects.”

“**RESOLVED FURTHER THAT** the issue to the holders of the Securities, which are convertible into or exchangeable with equity shares at a later date shall be, *inter alia*, subject to the following terms and conditions:

- i) in the event the Company is making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the equity shares, the number of equity shares to be allotted shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced *pro tanto*;
- ii) in the event the Company is making rights offer by issue of equity shares prior to the allotment of the equity shares to be issued upon conversion of the Securities, the entitlement of the holders of the Securities to the equity shares will stand increased in the same proportion as that of the rights offer and such

additional equity shares shall be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders;

- iii) in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, if and as required, the number of equity shares, the price and the time period as aforesaid shall be suitably adjusted; and
- iv) in the event of consolidation and/or division of outstanding equity shares into smaller number of equity shares (including by way of stock split) or re – classification of the Securities into other securities and/or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.

“RESOLVED FURTHER THAT in case of offering of any Securities, including without limitation any securities convertible into equity shares, consent of the members of the Company be and is hereby accorded to the Board to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion, redemption or cancellation of any such Securities referred to above in accordance with the terms of issue/ offering in respect of such Securities and such equity shares shall rank *pari passu* with the existing equity shares of the Company in all respects, except as may be provided otherwise under the terms of issue/ offering and in the offer document and/or placement document and/or offer letter and/or offering circular and/or listing particulars, in accordance with the applicable laws.”

“RESOLVED FURTHER THAT in case of offering of any Securities, including other securities convertible into equity shares, consent of shareholders of the Company, be and is hereby accorded to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion, redemption or cancellation of any such Securities referred to above in accordance with the terms of issue/ offering in respect of such Securities and such equity shares shall rank *pari-passu* with the existing equity shares of the Company in all respects, except as may be provided otherwise under the terms of issue/ offering and in the offer document and/or placement document and/or offer letter and/or offering circular and/or listing particulars.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or a committee thereof, in consultation with the lead manager, advisors and/or other intermediaries as may be appointed in relation to the Issue, be and is hereby authorized to take all actions and do all such acts, deeds, matters and things as may be necessary, desirable or expedient including without limitation, the determination of the terms and conditions of the QIP including among other things, the date of opening and closing of the QIP, the class of investors to whom the Securities are to be issued, determination of the number of Securities, tranches, issue price, finalization and approval of preliminary and final placement document(s), interest rate, listing, premium/discount, permitted under applicable law (now or hereafter), conversion of Securities, if any, redemption, allotment of Securities, listing of securities at Stock Exchange(s) and to sign and execute all deeds, documents, undertakings, agreements, papers, declarations and writings as may be required in this regard including without limitation, the private placement offer letter (along with the application form), information memorandum, disclosure documents, the preliminary placement document and the placement document, placement agreement, escrow agreement and any other documents as may be required, approve and finalise the bid cum application form and confirmation of allocation notes, seek any consents and approvals as may be required, provide such declarations, affidavits, certificates, consents and/or authorities as required from time to time, finalize utilization of the proceeds of the QIP, give instructions or directions and/or settle all questions, difficulties or doubts that may arise at any stage from time to time, and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the MCA, the book running lead manager, or other authorities or intermediaries involved in or concerned with the QIP or any other mode of issuance of Securities and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise, and that all or any of the powers conferred on the Board pursuant to this resolution may be exercised by the Board to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and all actions taken by the Board or any committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the Issue, the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to a duly constituted committee of the Board or any such persons as the Board may deem fit in its absolute discretion, with the power to take such steps and to do all such acts, deeds, matters and things, including making necessary filings with the Stock Exchange(s) and statutory/ regulatory authorities and execution of any deeds and documents for and on behalf of the Company and to represent the Company before any governmental authorities, as they may deem fit and proper for the purposes of giving effect to above resolutions and settle any questions or difficulties that may arise.”

“RESOLVED FURTHER THAT any director and/or the company secretary of the Company be and are hereby severally authorised to certify the true copy of these resolution and forward the same to any person or authority for their record and necessary action.”

“RESOLVED FURTHER THAT all actions taken in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved, ratified and confirmed in all respects.”

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

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

Place : Chennai

Date : December 05, 2024

Registered office:

South India House 73,

Armenian Street Chennai,

Tamil Nadu - 600001

CIN: L51909TN1955PLC002431

Website: www.sical.in

NOTES:

1. An explanatory statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“Act”), setting out the material facts in respect of the special business to be transacted at the extra ordinary general meeting (“EGM”) is annexed hereto.
2. Pursuant to the general circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, followed by general circular no. 20/2020 dated May 5, 2020, 09/2023 dated September 25, 2023 and subsequent circulars in this regard, the latest one being circular no. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India (hereinafter collectively referred to as “MCA Circulars”), and circular no. SEBI/HO/ CFD/ CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by the Securities and Exchange Board of India (“SEBI Circulars”), and other applicable circulars issued in this regard, the companies are allowed to hold the EGM through video conferencing (“VC”) or through other audio-visual means (“OAVM”), without the physical presence of the members at a common venue.

In compliance with the applicable provisions of the Act, Listing Regulations, MCA Circulars and SEBI Circulars, the 01st EGM of the Company for the financial year 2024-25 is being held through VC/OAVM facility, which does not require physical presence of members at a common venue. The proceedings of the EGM will be deemed to be conducted at the registered office of the Company situated at South India House, 73 Armenian Street, Chennai, Tamil Nadu-600001.

3. As per the provisions of clause 2 of the general circular No. 14/2020 dated April 08, 2020, issued by the MCA, the matters of special business set out in the accompanying notice, are considered to be unavoidable by the board and hence, forms part of this notice.
4. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since this EGM is being held pursuant to the MCA circulars through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this EGM and hence the proxy form, attendance slip and route map of EGM are not annexed to this notice.

However, in pursuance of Section 113 of the Act, representatives of the institutional/corporate members may be appointed for the purpose of voting, through board or governing body resolution/ power of attorney/ authority letter, etc., for participation in the EGM through VC/ OAVM and e-voting during the EGM.

5. Institutional/corporate members are required to send a scanned copy (PDF format) of their respective board or governing body resolution/authorisation etc., authorising their representative to attend the EGM through VC/OAVM on their behalf and to vote through e-voting. The said resolution/authorisation 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@pristine.logistics.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.
6. **Electronic dispatch of notice of EGM and process for registration of email id for obtaining copy of notice :**
 - a) In compliance with the MCA Circulars and SEBI Circulars, the notice of EGM is being sent only through electronic mode to those members whose email address are registered with the Company/ Company’s Registrar and Share Transfer Agent (“RTA”) viz., Cameo Corporate Services Limited/Depository. Members may note that the notice of EGM is also available on the Company’s website www.sical.in, websites of 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 e-voting service provider i.e., Central Depository Services (India) Limited (“CDSL”) at www.evotingindia.com.

- 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 notice of EGM will be sent to the member’s registered e-mail address, upon request received from the members.

7. Procedure for inspection of documents:

- a) The register of directors and key managerial personnel and their shareholding maintained under Section 170 of the Act and the register of contracts or arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available for inspection electronically by the members from the date of circulation of the notice up to the date of EGM. Members desiring inspection of statutory registers may send their request in writing to the Company at cs@pristinelogistics.com mentioning their name, DP ID & Client ID/folio number and permanent account number (PAN).
- b) All the documents referred to in the notice will be available for inspection electronically by the members from the date of circulation of the notice up to the date of EGM. 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).

8. Information to members regarding e-voting and EGM through VC/OAVM:

- a) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, secretarial standard on general meetings issued by the Institute of Company Secretaries of India and Regulation 44 of the Listing Regulations, as amended, read with MCA Circulars, the Company is providing remote e-voting facility to its members in respect of the business to be transacted at the EGM and facility for those members participating in the EGM to cast vote through e-voting system during the EGM. For this purpose, CDSL will be providing facility for voting through remote e-voting, for participation in the EGM through VC/ OAVM facility and e-voting during the EGM.
- b) The members may join the EGM through VC/ OAVM facility by following the procedure as mentioned below which shall be kept open for the members 15 minutes before the time scheduled to start the EGM and the Company may close the window for joining the VC/ OAVM facility 15 minutes after the scheduled time to start the EGM.
- c) The members may note that the VC/ OAVM facility provided by CDSL, allows participation of at least one thousand members on a first-come-first-served basis. The large members (i.e., members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the chairperson of the audit committee, nomination and remuneration committee and stakeholders’ relationship committee, auditors, etc. can attend the EGM without any restriction on account of first-come-first-served basis.
- d) The members attending the EGM through VC/ OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
- e) The members, whose names appear in the register of members/ list of beneficial owners as on the cut-off date i.e., January 09, 2025 shall only be entitled to avail the facility of remote e-voting or e-voting during the EGM. The voting rights shall be as per the number of equity shares held by the members as on the cut-off date. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
- f) In case of joint holders attending the EGM, 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.

9. Procedure to raise questions / seek clarifications:

- a) The members who would like to express their views/ ask questions regarding businesses to be conducted during the EGM, should register themselves as a speaker by sending a request at cs@pristinelogistics.com at least 7 (seven) days prior to meeting from the registered e-mail address mentioning their name, DP ID & Client ID/ folio number, PAN, mobile number. Only those members who have registered themselves as a speaker will be allowed to express their views/ ask questions during the EGM.
- b) The Company reserves the right to restrict the number of questions and number of speakers, depending upon the availability of time as appropriate for smooth conduct of the EGM. When a pre-registered speaker is invited to speak at the meeting, but he/ she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with video/ camera along with good internet speed.
- c) The members who do not wish to speak during the EGM but have queries may send their queries at least 7 (seven) days prior to meeting mentioning their name, DP ID & Client ID /folio number, email id, mobile number at cs@pristinelogistics.com. These queries will be replied by the Company suitably by email.

10. Instructions for members for e-voting and joining virtual meeting:

- a) The remote e-voting period commences from Monday, 13th January 2025 at 09:00 a.m. and ends on Wednesday, 15th January, 2025 at 05:00 p.m. The e-voting module shall be disabled by CDSL for voting thereafter. The members, whose names appear in the register of members/list of beneficial owners as on the cut-off date i.e., January 09, 2025 may cast their vote electronically. The voting right of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being January 09, 2025.
- b) **E-voting process**

Login method for e-voting and joining virtual meeting for individual shareholders holding shares in demat mode

Pursuant to Section VI-C of the Securities and Exchange Board of India (“SEBI”) master circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 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	<ul style="list-style-type: none">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 & New System Myeasi 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

	<p>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 or joining virtual meeting & voting during the meeting. 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.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>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.</p>
<p>Individual shareholders holding securities in demat mode with NSDL</p>	<p>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.nsd.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 or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 or joining virtual meeting & voting during the meeting.</p>
<p>Individual shareholders (holding securities in demat mode) login through their depository participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to</p>

	e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
--	---

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 22 55 33
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 toll free no. 1800 1020 990 and 1800 22 44 30

Login method for e-voting and joining virtual meeting 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 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 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 and 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@pristine.logistics.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- 19) If you have any queries or issues regarding attending EGM & 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 22 55 33.

20) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) 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 22 55 33.

11. Process for those shareholders whose email/mobile no. are not registered with the Company/depositories for procuring user id and password:

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) and other supporting documents 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.

12. Instructions for members attending the EGM through VC/OAVM and e-voting during meeting are as under:

- a) The procedure for attending meeting and e-voting on the day of the EGM is same as the instructions mentioned above for e-voting.
- b) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- c) Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- d) The members who have voted through remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
- e) Only those members, who are present in the EGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the EGM.
- f) If any votes are cast by the members through the e-voting available during the EGM and if the same members have not participated in the meeting through VC/OAVM facility, then the votes cast by such members may be considered invalid as the facility of e-voting during the meeting is available only to the members attending the meeting.
- g) Members are encouraged to join the EGM through laptops / IPads for better experience.
- h) Members will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
- i) Members connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

13. General Information:

- a) In accordance with Regulation 40 of the Listing Regulations, as amended, the Company had stopped accepting any transfer requests for securities held in physical form. Members holding shares of the Company in physical form are requested to kindly get their shares converted into demat/electronic form to get inherent benefits of dematerialisation.

- b) 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.
- c) As per the provisions of Section 72 of the Act, the facility for making nomination is available to 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 ISR-3 or 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’s RTA or from the website of the MCA at www.mca.gov.in.
- d) Institutional members are encouraged to attend and vote at the EGM through VC / OAVM.
- e) The board of directors has appointed M/s KRA & Associates, Company Secretaries (Firm Registration Number P2020TN082800) to act as scrutinizer for conducting the entire e-voting process in a fair and transparent manner.
- f) The scrutinizer will, after the conclusion of e-voting at the EGM, first count the votes cast at the EGM and thereafter unblock the votes cast through remote e-voting and shall make a consolidated scrutinizer’s report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such report shall then be sent to the chairman of the Company or any other person authorized by him, who shall then countersign and declare the result of the voting forthwith.
- g) Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting, i.e., January 16, 2025.
- h) The result of e-voting shall be declared within 2 (two) working days from the conclusion of the EGM and simultaneously be intimated to stock exchanges. The result along with scrutinizer’s report shall also be made available on the website of the Company at www.sical.in and on the website of CDSL at www.evotingindia.com.
- i) Members are requested to address all correspondences to the Company’s RTA at:

Cameo Corporate Services Limited

Subramanian Building, 5th Floor,
1, Club House Road, Chennai- 600002
Telephone: 044-40020700 – 0704 / 044-28460390 - 94
Fax- 044-28460129
Investor portal : <https://wisdom.cameoindia.com/>

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

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

Place : Chennai
Date : December 05, 2024

Registered office:
South India House 73,

Armenian Street Chennai,
Tamil Nadu - 600001
CIN: L51909TN1955PLC002431
Website: www.sical.in

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required under Section 102 of the Companies Act, 2013 (including any statutory modifications) thereto or re-enactments made thereunder, if any, for the time being in force (the "Act"), the following explanatory statement sets out all material facts relating to the following business mentioned in the accompanying Notice:

Item No. I

The present authorised share capital of the Company is ₹ 2,20,00,00,000 (Rupees two hundred and twenty crore only) consisting of 22,00,00,000 (twenty two crore) shares divided into 7,00,00,000 (seven crore) equity shares of ₹ 10/- (Rupees ten only) each and 15,00,00,000 (fifteen crore) preference shares of ₹ 10/- (Rupees ten only) each. Company intends to undertake the Issue, as detailed in item No. 02 below, subject to applicable regulatory approvals and, the Board at its meeting held on December 05, 2024, had accorded its approval for increasing the Authorised Share Capital from ₹ 2,20,00,00,000 (Rupees two hundred and twenty crore only) to ₹ 2,30,00,00,000 (Rupees two hundred and thirty crore only) by creation of 1,00,00,000 additional equity shares of ₹ 10/- (Rupees ten only) each, subject to shareholders approval.

It is therefore proposed to increase the authorised share capital of the Company to ₹ 2,30,00,00,000 (Rupees two hundred and thirty crore) consisting of 23,00,00,000 (twenty three) shares comprising of 8,00,00,000 (eight crore) equity shares of ₹ 10/- (Rupees ten only) each and 15,00,00,000 (fifteen crore) preference shares of ₹ 10/- (Rupees ten only) each as per the Memorandum of Association and Articles of Association of the Company.

Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed authorised share capital. The proposal for increase in authorised share capital and amendment of memorandum of association of the Company requires approval of members at a general meeting.

A copy of the memorandum of association of the Company duly amended will be available for inspection in the manner provided in the Notes to this notice.

None of the directors or key managerial personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise in the said resolution.

The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as an Ordinary Resolution.

Items No. II and III

The present management of the Company has been undertaking utmost efforts to put the Company back on growth track by reviving its operations in terms of the resolution plan approved earlier by the Hon'ble National Company Law Tribunal and to explore other business opportunities strategically conducive with the vision of the Company. Considering the existing obligations of the Company and the business plans and the liquidity requirements to serve the existing obligations and pursue the business plans, the Company may resort to external borrowings. The present authorization in favour of the Board of Directors to borrow amounts has been upto Rs. 1,050 Crores (Rupees One thousand and fifty crores only) granted by the shareholders of the Company vide Special Resolution passed on April 20, 2017. The present borrowings of the Company as per the resolution plan approved by the Hon'ble National Company Law Tribunal are within the abovesaid authorization. In partial modification of the authority so granted, the Board of Directors of the Company deem it appropriate to seek the authorization from the shareholders to borrow amounts from time to time, upto Rs. 1200 crores (Rupees One thousand and two hundred crores) and to create security over its assets and/or to create security in any other manner towards the said borrowings.

None of the directors or key managerial personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise in the said resolutions.

The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as Special Resolutions.

Item No. IV

The Company intends to raise capital by way of a qualified institutions placement (“**QIP**”) to eligible investors through an issuance of equity shares and/or convertible securities in accordance with applicable laws and use the proceeds from the QIP, towards inter alia, various capital expenditure, the pre- payment and/ or repayment of outstanding borrowings availed by the Company and its subsidiaries, general corporate purposes and such other purpose(s) as may be permissible under applicable laws.

The proposed special resolution seeks the enabling authorisation of the members of the Company to the Board, without the need of any further approval from the members, to issue and allot Securities in accordance with applicable laws.

Accordingly, as approved by the board of directors of the Company (“**Board**”), at their meeting held on December 05, 2024, and in order to fulfil the aforesaid objects, it is hereby proposed to have an enabling approval for raising funds by way of issuance of equity shares of face value Rs. 10/- each (“**Equity Shares**”) and/or securities convertible into equity shares (including warrants, or otherwise, in registered or bearer form) and/or any other instrument or securities representing Equity Shares and/ or convertible securities linked to Equity Shares (all of which are hereinafter referred to as “**Securities**”) or any combination thereof, in accordance with applicable law, in one or more tranches, whether Rupee denominated or denominated in foreign currency, in the course of domestic and/or international offering(s) in one or more foreign markets, in terms of the applicable regulations and as permitted under the applicable laws, in such manner in consultation with the lead managers/book running lead manager(s) and/or other advisor(s) or otherwise, for an aggregate amount not exceeding Rs. 250 Crore only (Rupees two hundred fifty crore only) or an equivalent amount thereof (inclusive of such premium or discount as may be fixed on such Securities) at such price or prices as may be permissible under applicable law by way of a QIP or preferential allotment or a private placement(s) and/or any combination thereof or any other method as may be permitted under applicable laws to the eligible investors through issue of placement document and/or other permissible/ requisite offer documents or other permissible/requisite documents/writings/circulars/memoranda in such a manner to any eligible person, including qualified institutional buyers in accordance with the provisions of Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendment, modification, variation or re-enactment thereof) (“SEBI ICDR Regulations”), Sections 42 and 62 and other applicable provisions of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014, each as amended, the provisions of the Memorandum and Articles of Association of the Company and other applicable laws. Pursuant to the second proviso to Rule 13(1) of the 17 Companies (Share Capital and Debentures) Rules, 2014, as amended the price at which a preferential issue of shares is made by a listed company is not required to be determined by a registered valuer. The issue of Securities may be at such price, whether at prevailing market price(s) or at a premium or discount to market price as may be permitted under applicable law and to such classes of investors as the Board (including any duly authorized committee thereof) may in its absolute discretion decide, having due regard to the prevailing market conditions and any other relevant factors and wherever necessary, in consultation with lead managers/book running lead manager(s) and other agencies that may be appointed by the Company, subject to the SEBI ICDR Regulations, Companies Act, 2013 and other applicable guidelines, notifications, rules and regulations.

Object of the QIP: Our Company proposes to utilize the net proceed, after deducting fees, commissions and expenses related to the Issue towards the pre- payment and/ or repayment of outstanding borrowings availed by the Company and its subsidiaries, general corporate purposes and such other purpose(s) as may be permissible under applicable laws. The fund to be used for general corporate purposes, if any, shall not exceed 25% of the funds to be raised through the qualified institution placement. If the net proceeds are not completely utilised for the purposes stated hereinabove due to factors such as (i) economic and business conditions; (ii) increased competition; (iii) delay in procuring and operationalizing assets; (iv) receiving the necessary approvals; and (v) other commercial considerations, the same

would be utilized (in part or full) as may be decided by our Board (including any duly authorized committee thereof), in accordance with applicable law.

In case, it is difficult to quantify the exact amount of fund to be used from the proceeds of the Issue, a broad range of amount may be provided by the Company in the offer document provided that the broad range shall be a realistic estimation and range gap shall not exceed +/- 10% of the amount specified for that object of the Issue.

The Board (including any duly authorized committee thereof) may in their discretion adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the Members of the Company. The proposed issue of capital is subject to the applicable regulations issued by the Securities and Exchange Board of India, the Stock Exchanges, RBI, MCA, GOI, ROC, to the extent applicable, and any other government/ statutory/ regulatory approvals as may be required in this regard in India or abroad. Pending utilization of the proceeds from the Issue, the Company shall invest such proceeds in accordance with applicable laws.

The relevant disclosures as required in terms of the Companies Act, 2013 and SEBI ICDR Regulations are as under:

- a) the allotment of Securities shall only be made to qualified institutional buyers as defined under Regulation 2(1)(ss) of SEBI ICDR Regulations (“QIBs”) and no allotment shall be made, either directly or indirectly, to any QIB who is a promoter, or any person related to the promoters of the Company;
- b) the allotment of the Securities shall be completed within a period of 365 days from passing this resolution or such other time as may be allowed under the SEBI ICDR Regulations and or other applicable laws from time to time;
- c) the pricing of the Securities that may be issued to qualified institutional buyers pursuant to a qualified institutions placement, shall be determined by the Board, in accordance with applicable laws, which shall be subject to appropriate adjustments as per the provisions of the applicable laws, including SEBI ICDR Regulations. The aforesaid issue of Securities will be subject to receipt of requisite approvals from appropriate authorities, as may be applicable.
- d) the “relevant date” for the purposes of pricing of the Securities to be issued and allotted in the proposed QIP shall be the date of the meeting in which the Board or a duly authorised committee decides to open the proposed QIP; or in case of issuance of convertible securities, the date of the meeting in which the Board or a duly authorized committee of the Board decides to open the issue of the convertible securities or the date on which the holders of such convertible securities become entitled to apply for the equity shares as provided under the SEBI ICDR Regulations;
- e) the equity shares of the same class, which are proposed to be allotted through qualified institutions placement or pursuant to conversion or exchange of eligible securities offered through qualified institutions placement, have been listed on a stock exchange for a period of at least one year prior to the date of issuance of notice to its shareholders for convening the meeting to pass the special resolution;
- f) An issuer shall be eligible to make a qualified institutions placement if any of its promoters or directors is not a fugitive economic offender;
- g) The Board may, at its discretion and in consultation with the book running lead manager, in accordance with the applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law, on the price calculated in accordance with the pricing formula (floor price) provided under the SEBI ICDR Regulations;
- h) In case of allotment of eligible convertible securities, the relevant date for the purpose of pricing of such convertible securities shall be the date of the meeting in which the Board decides to open the proposed QIP or the date on which the holders of the eligible convertible securities are entitled to apply for the Equity Shares;

- i) no single allottee shall be allotted more than 50% of the QIP size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations. It is clarified that qualified institutional buyers belonging to the same group or who are under same control shall be deemed to be a single allottee;
- j) the Securities (excluding warrants) to be offered and allotted shall be in dematerialized form and shall be allotted on fully paid up basis;
- k) the Securities allotted shall not be eligible for sale by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time;
- l) The Company shall not undertake any subsequent QIP until the expiry of two weeks from the date of the QIP to be undertaken pursuant to the special resolution passed at this meeting

The special resolution also seeks to give the Board powers to issue Securities in one or more tranche or tranches, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies, qualified institutions buyers and/or individuals or otherwise as the Board in its absolute discretion deems fit. The resolution proposed is an enabling resolution and the exact price, proportion and timing of the issue of the Securities in one or more tranches and the remaining detailed terms and conditions for the Issue will be decided by the Board/ its duly constituted committee, in accordance with the SEBI ICDR Regulations and such other applicable laws, in consultation with book running lead manager and/or other advisor(s) appointed in relation to the Issue and such other authorities and agencies as may be required to be consulted by the Company, considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

Further, the Company is yet to identify the investor(s), decide the quantum of Securities to be issued to them, and proposed timeline within which the allotment will be completed. Hence, the details of the proposed allottees, percentage of their post Issue shareholding and the shareholding pattern of the Company, and timeline of the completion of allotment are not provided. The proposal, therefore, seeks to confer upon the Board/ its duly constituted committee, the absolute discretion and adequate flexibility to determine the terms of the Issue, including but not limited to the identification of the proposed investors in the Issue and quantum of Securities to be issued and allotted to each such investor, in accordance with the provisions of the SEBI ICDR Regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended; the Act; the Foreign Exchange Management Act, 1999 and the regulations made thereunder, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Consolidated FDI Policy issued by the Department for Promotion of Industry & Internal Trade, Ministry of Commerce and Industry, Government of India from time to time, each as amended; and other applicable law.

As Section 62(1)(c) of the Companies Act, 2013 provides, inter alia, that when it is proposed to increase the issued capital of a company by allotment of further equity shares, such further equity shares shall be offered to the existing members of such company and to any persons other than the existing members of the company by way of a special resolution. Since the special resolution proposed in the business of the notice may result in the issue of Equity Shares of the Company to persons other than existing Members of the Company, approval of the shareholders is also being sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Act as well as applicable rules notified by the Ministry of Corporate Affairs and in terms of the provisions of the Securities and Exchange Board of India (Issue and Capital Disclosure Requirements) Regulations, 2015, as amended.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Act, only after receipt of prior approval of its Members by way of a Special Resolution. Consent of the Members would therefore be necessary pursuant to the provisions of Sections 42 and 62(1)(c) of the Act, read with applicable provisions of the SEBI ICDR Regulations and the SEBI Listing Regulations, for issuance of Securities. The Equity Shares allotted pursuant to the issue shall rank in all respects pari passu with the existing Equity Shares of the Company.

The Equity Shares to be allotted would be listed on the stock exchanges. The offer/issue/allotment would be subject to the availability of the regulatory approvals, if any. The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap and relevant foreign exchange regulations. As and when the Board (including any duly authorized committee thereof) does take a decision on matters on which it has the

discretion, necessary disclosures will be made to the stock exchanges as may be required under the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

The Board, therefore, recommends the special resolution, as set out in this Item No. 4 in the accompanying notice for your approval.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is in anyway, concerned or interested, either directly or indirectly in passing of the said resolution, save and except to the extent of their respective interest as shareholders of the Company.

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

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

Place : Chennai
Date : December 05, 2024

Registered office:
South India House 73,
Armenian Street Chennai,
Tamil Nadu - 600001
CIN: L51909TN1955PLC002431
Website: www.sical.in