

September 30, 2024

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001**National Stock Exchange of India Limited**
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai –400 051**Scrip Code: 520086****Symbol: SICALLOG**
Series: BE

Sub: Disclosure under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015- Alignment of memorandum and articles of association of Sical Logistics Limited as per the Companies Act, 2013

Pursuant to the provisions of Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”), read with Securities and Exchange Board of India circular no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, this is to inform you that the shareholders of Sical Logistics Limited (“Company”) at the 69th Annual General Meeting of the Company held today i.e., Monday, September 30, 2024 (which commenced at 02:30 p.m. and concluded at 02:45 p.m.) has, *inter-alia*, transacted the following business:

i. Aligned the memorandum of association of the Company as per the provisions of the Companies Act, 2013

The Company was incorporated in the year 1955 under the provisions of the erstwhile Companies Act, 1913. The clauses of the erstwhile memorandum of association of the Company were based on the provisions of the erstwhile Companies Act, 1913.

With the enactment of Companies Act, 2013, several clauses of erstwhile memorandum of association required alteration/ deletion. Accordingly, the clauses of the memorandum of association of the Company viz., the situation of registered office clause (Clause II), the object clause (Clause III), liability clause (Clause IV), and capital clause (Clause V) are aligned with the Table A of Schedule I to the Companies Act, 2013.

In order to align the memorandum of association of the Company with the structure provided under the Companies Act, 2013, *inter-alia*, following key changes are being made:

- a) The situation of the registered office under Clause II (*situation of registered office clause*) has been changed from “State of Madras” to “State of Tamil Nadu”.
- b) The existing Clause III (*object clause*) does not specifically differentiate between the Company’s main/principal business activities and incidental/ancillary activities for furtherance of main/principal business activities. Therefore, the object clause has been divided into 2 (two) parts i.e., main/principal objects and incidental/ancillary objects.

Further, the object clause has also been updated to explain the main/principal business and incidental/ancillary activities of the Company in more clear terms. There is no change in the principal activities of the Company. It continues to carry on the business providing integrated logistics services.

- c) The existing Clause IV (*liability clause*) has been substituted to clarify that the liability of the members is limited to the amount unpaid, if any, on the shares held by them.

- d) The Clause V (*capital clause*) has been simplified to state the present authorised share capital of the Company. There is no change in the authorised share capital of the Company.

ii. **Aligned the articles of association of the Company as per the provisions of the Companies Act, 2013**

The erstwhile articles of association of the Company were based on the provisions of the erstwhile Companies Act, 1956. With the enactment of Companies Act, 2013, several articles of erstwhile articles of association required alteration/ deletion.

Further, the National Company Law Tribunal, Chennai bench ("NCLT") vide its order dated December 08, 2022 approved resolution plan of the Company submitted by Pristine Malwa Logistics Park Private Limited under Section 31 of the Insolvency and Bankruptcy Code, 2016 ("IBC"). Accordingly, by virtue of the aforementioned NCLT order and approved resolution plan of the Company, all the special provisions in the erstwhile articles of association of the Company (incorporated by the erstwhile promoters of the Company) were inoperative and non-binding and were stand extinguished.

Since the changes required for aligning the erstwhile articles of association with the Companies Act, 2013 were numerous, it was therefore considered expedient to adopt a new set of articles of association in substitution of the erstwhile set of articles of association.

The key changes in the articles of association of the Company are as follows:

- a) The new articles of association have been restructured and aligned with the provisions of the Companies Act, 2013 and other applicable laws.
- b) The new articles of association are based on the 'Table-F' of the Companies Act, 2013 which sets out the model articles of association for a company limited by shares.
- c) References to the sections, sub-sections, clauses etc. of the erstwhile Companies Act 1956, which have been amended are substituted with the new provisions of the Companies Act, 2013.
- d) Provisions of the Companies Act, 2013, which permit the company to do certain acts when authorised by articles of association, or which require the company to do acts in a prescribed manner unless the articles of association otherwise provides, have been specifically included.

The information will also be hosted on the website of the Company at www.sical.in

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

Thanking you,

Yours faithfully,

For Sical Logistics Limited

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

