

February 22, 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-Notice of postal ballot by way of remote e-voting**

Dear Sir/Madam,

Pursuant to the provisions of Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a copy of the postal ballot notice dated February 20, 2024 ("**Postal Ballot Notice**"), dispatched today i.e., Thursday, February 22, 2024, to the members of Sical Logistics Limited ("**Company**").

The Postal Ballot Notice seeks approval of the members of the Company through postal ballot, only by way of voting through electronic means ("**remote e-voting**") for the following business:

Type of resolution	Particulars
Ordinary Resolution	To appoint Mr. Sanjay Mawar (DIN:00303822) as a non-executive director of the Company

The explanatory statement setting out the material facts and the reasons concerning the resolution and instructions for remote e-voting are annexed to the Postal Ballot Notice.

In accordance with the relevant circulars issued by the Ministry of Corporate Affairs, the Postal Ballot Notice has been sent only in electronic mode, to all those members whose names appear in the register of members/beneficial owners maintained by the Company/Company's Registrar and Share Transfer Agents viz., Cameo Corporate Services Limited ("**RTA**")/depositories as on Wednesday February 21, 2024 ("**Cut-off date**") and whose e-mail IDs are registered with the Company/RTA/depositories. The physical copy of the Postal Ballot Notice, postal ballot form and pre-paid business reply envelope are not being sent to the members for this postal ballot.

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

<b>Cut-off date for eligibility to vote</b>	Wednesday, February 21, 2024
<b>Commencement of remote e-voting period</b>	09:00 a.m. IST on Tuesday, February 27, 2024
<b>Conclusion of remote e-voting period</b>	05:00 p.m. IST on Wednesday, March 27, 2024
<b>Date of declaration of results</b>	Within 2 (two) working days from the conclusion of remote e-voting period.

The Postal Ballot Notice will also be made available on the website of the Company at [www.sical.in](http://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**

***Encl. as above***



**SICAL**

**SICAL LOGISTICS LIMITED**

**CIN: L51909TN1955PLC002431**

**Registered office:** South India House 73, Armenian Street Chennai, Tamil Nadu - 600001

**Website:** [www.sical.in](http://www.sical.in) | **E-mail:** [cs@pristinelogistics.com](mailto:cs@pristinelogistics.com)

**Tel:** +91-44 66157071

**POSTAL BALLOT NOTICE**

**[Pursuant to Section 110 read with Section 108 of the Companies Act, 2013, Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014, as amended]**

**NOTICE** is hereby given to the members of Sical Logistics Limited ("**Company**"), pursuant to the provisions of Sections 110, 108 and other applicable provisions, if any, of the Companies Act, 2013, as amended ("**Act**"), read with Rule 22 and 20 of the Companies (Management and Administration) Rules, 2014, as amended ("**Rules**"), and in compliance with the general circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, subsequent circulars in this regard, the latest one being circular no. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India (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 law, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolution as set out in this Notice, is proposed to be passed by the members of the Company through postal ballot only by way of voting through electronic means ("**remote e-voting**") for the following business:

<b>S. No.</b>	<b>Particulars</b>
1	To appoint Mr. Sanjay Mawar (DIN:00303822) as a non-executive director of the Company

An explanatory statement pursuant to Section 102, 110 other applicable provisions, if any, of the Act, pertaining to the resolution setting out the material facts and the reasons thereof forms part of this postal ballot notice ("**Notice**" or "**Postal Ballot Notice**").

In compliance with the MCA Circulars, the Company is sending this Postal Ballot Notice only in electronic mode, to those members whose e-mail IDs are registered with the Company/Company's Registrar and Share Transfer Agents viz., Cameo Corporate Services Limited ("**RTA**")/depositories. Accordingly, physical copy of the Postal Ballot Notice along with postal ballot form and pre-paid business reply envelope is not being sent to the members. If your e-mail address is not registered with the Company/RTA/depositories, please follow the process provided in the notes to receive this Postal Ballot Notice and login ID and password for remote e-voting.



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In compliance with the provisions of Act read with the Rules, MCA Circulars, Listing Regulations, SS-2 and other applicable law, the Company has provided remote e-voting facility to its members to cast their votes electronically. The Company has engaged Central Depository Services (India) Limited (“**CDSL**”) for facilitating remote e-voting. The members are requested to give their assent/ dissent only through the remote e-voting system. The detailed instructions to cast the vote through remote e-voting forms part of the notes to this Notice.

Pursuant to Rule 22(5) of the Rules, the board of directors of the Company has appointed M/s KRA & Associates, Company Secretaries (Firm Registration Number P2020TN082800) to act as scrutinizer (“**Scrutinizer**”) for conducting the postal ballot (remote e-voting process) in a fair and transparent manner.

The remote e-voting facility will be available during the following period:

Commencement of remote e-voting period	09:00 a.m. IST on Tuesday, February 27, 2024
Conclusion of remote e-voting period	05:00 p.m. IST on Wednesday, March 27, 2024
Cut-off date for eligibility to vote	Wednesday, February 21, 2024

The e-voting facility will be disabled by CDSL immediately after 05:00 p.m. IST on Wednesday, March 27, 2024 and will be disallowed thereafter. The last date of e-voting, i.e., March 27, 2024, shall be the date on which the resolution would be deemed to have been passed, if approved, by the requisite majority.

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

**SPECIAL BUSINESS:**

- 1. To appoint Mr. Sanjay Mawar (DIN:00303822) as a non-executive director 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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the rules and regulations made 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, as amended from time to time, and the articles of association of the Company and based on the recommendation of



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nomination and remuneration committee and board of directors of the Company, Mr. Sanjay Mawar (DIN:00303822), who was appointed as an additional director (non-executive director) of the Company, with effect from February 13, 2024, by the board of directors in terms of Section 161 of the Act 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 a non – executive director of the Company, whose office shall be liable to retire by rotation.”

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

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

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

**Place : Chennai  
Date : February 20, 2024**

**Registered office:**  
South India House 73,  
Armenian Street Chennai,  
Tamil Nadu - 600001  
CIN: L51909TN1955PLC002431  
Website: [www.sical.in](http://www.sical.in)

**NOTES:**

1. An explanatory statement pursuant to the provisions of Section 102 read with 110 of the Act, setting out the material facts and the reasons in respect of the resolution as set out above is annexed hereto. Further, details as required pursuant to the Regulation 36 (3) of the Listing Regulations and Clause 1.2.5 of the SS-2 are given in the explanatory statement.
2. Pursuant to the provisions of Section 110 of the Act read with the Rules and the MCA Circulars, the Company has an option to seek the approval of the members through postal ballot by way of remote e-voting for the above-mentioned resolution, instead of getting the same passed at a general meeting. Accordingly, if the resolution is approved by the members through postal ballot, it shall be deemed to have been passed as if the same has been passed at a general meeting of the members convened in this regard.



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

- a) In compliance with the MCA Circulars, the Postal Ballot Notice is being sent only through electronic mode to those members whose names appear in the register of members/beneficial owners maintained by the Company/ RTA/depositories as on the cut-off date i.e., Wednesday, February 21, 2024 and whose email-id are registered with the Company/RTA/depositories.
- b) The members holding shares in physical mode and who have not registered/updated their e-mail id and other applicable details, if any, with the Company are requested to visit the investor portal of Company's RTA at <https://wisdom.cameoindia.com> and upload the requisite documents thereat. The members holding shares in dematerialised mode are requested to register / update their e-mail id and other applicable details, if any, with the relevant depository participant. After successful registration of the e-mail id and other applicable details, a copy of this Postal Ballot Notice along with the remote e-voting user ID and password will be sent to the member's registered e-mail address, upon request received from the members.
- c) The members may note that the Postal Ballot Notice will also be available on the Company's website [www.sical.in](http://www.sical.in), website of the stock exchanges i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).

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

All the documents referred to in the Postal Ballot Notice will be available for inspection electronically by the members from the date of circulation of the Notice up to the last date of receipt of votes by remote e-voting i.e., March 27, 2024. Members seeking to inspect documents can send an e-mail at [cs@pristinelogistics.com](mailto:cs@pristinelogistics.com) mentioning their name, DP ID & Client ID/folio number and permanent account number (PAN) during the remote e-voting period.

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

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

<b>Commencement of remote e-voting period</b>	<b>Conclusion of remote e-voting period</b>
09:00 a.m. IST on Tuesday, February 27, 2024	05:00 p.m. IST on Wednesday, March 27, 2024



The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently or cast the vote again.

- c) The members whose names appear in the register of members/ beneficial owners as on Wednesday, February 21, 2024, being the cut-off date, are entitled to vote on the resolution set out in this Postal Ballot Notice. A person who is not a member as on the cut-off date should treat this Postal Ballot Notice for information purpose only.
- d) The voting rights shall be as per the number of equity shares held by the members as on the cut-off date.
- e) In case of joint holders, the member whose name appears as the first holder in the order of names, as per the register of members/beneficial owner of the Company will be entitled to vote.

**6. Instructions for members for remote e-voting:**

The details of the process and manner for remote e-voting are explained herein below:

**Login method for e-voting for individual shareholders holding shares in demat mode**

In terms of SEBI master circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 on e-voting facility provided by listed companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with depositories and depository participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-voting facility.

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

Type of shareholders	Login Method
Individual shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"><li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li><li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system</li></ol>

	<p>of all e-Voting service providers, so that the user can visit the e-Voting service providers' website directly.</p> <ol style="list-style-type: none"> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered mobile &amp; email as recorded in the demat account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting service providers.</li> </ol>
<p>Individual shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a personal computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be 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.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-</li> </ol>



	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.
Individual shareholders (holding securities in demat mode) login through their depository participants (DP)	You can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no. 1800 1020 990 and 1800 22 44 30

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

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a) For CDSL: 16 digits beneficiary ID,
  - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c) Shareholders holding shares in physical form should enter folio number registered with the Company.



- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

<b>For physical shareholders and other than individual shareholders holding shares in demat</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Shareholders who have not updated their PAN with the Company/depository participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend bank details Or Date of birth (DoB)	Enter the dividend bank details or date of birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company 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 are uploaded, which will be made available to scrutinizer for verification.
- 18) Note for non – individual shareholders and custodians-
  - a) Non-Individual shareholders (i.e., other than individuals, HUF, NRI etc.) and custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - b) A scanned copy of the registration form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - c) After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - d) The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - e) It is mandatory that, a scanned copy of the board resolution/power of attorney (POA) which they have issued in favour of the custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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



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

**a) For physical shareholders:**

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

**b) For demat shareholders:**

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

**8. General Information:**

- a) Institutional/corporate members are required to send a scanned copy (PDF format) of their respective board or governing body resolution/authorization letter etc., authorising their representative to vote on their behalf through remote e-voting. The said resolution/authorization letter shall be sent by e-mail on Scrutinizer's e-mail address at [gkrkg@yahoo.in](mailto:gkrkg@yahoo.in) and [gkrkgram@yahoo.in](mailto:gkrkgram@yahoo.in) with a copy marked to [cs@pristinelogistics.com](mailto:cs@pristinelogistics.com). Institutional/corporate members can also upload their board resolution/power of attorney/authority letter etc. by clicking on the "Upload Board Resolution/Authority Letter" displayed under the "e-Voting" tab in their login.
- b) If you have any queries or issues regarding remote e-voting from the CDSL e-voting system, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33. 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, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.
- c) The Scrutinizer will submit their report on remote e-voting within the prescribed time to the chairperson of the Company or any other authorized officer(s) of the Company after completion of the scrutiny of the e-voting.
- d) SEBI has mandated the submission of permanent account number ("PAN") by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company /RTA.
- e) As per the provisions of Section 72 of the Act, the facility for making nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination,



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he/ she may submit the same in Form ISR-3 or Form SH-14 as the case may be. Members are requested to submit the said details to their depository participants in case the shares are held by them in dematerialized form and to the Company's RTA in case the shares are held by them in physical form. The forms can be obtained from the Company/Company's RTA or from the website of the MCA at [www.mca.gov.in](http://www.mca.gov.in).

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

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

**Place : Chennai  
Date : February 20, 2024**

**Registered office:**  
South India House 73,  
Armenian Street Chennai,  
Tamil Nadu - 600001  
CIN: L51909TN1955PLC002431  
Website: [www.sical.in](http://www.sical.in)



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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) READ WITH SECTION 110 OF THE COMPANIES ACT, 2013, REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

The following statement sets out the material facts and reasons relating to the resolution mentioned in the Postal Ballot Notice.

**To appoint Mr. Sanjay Mawar (DIN:00303822) as a non-executive director of the Company**

Pursuant to the provisions of Section 161 of the Act, the articles of association of the Company and on the recommendation of the nomination and remuneration committee, the board of directors of the Company at its meeting held on February 13, 2024 has appointed Mr. Sanjay Mawar (DIN: 00303822) as an additional director (non-executive and non-independent director) of the Company with effect from February 13, 2024.

The Company has received a notice in writing under Section 160 of the Act from a member of the Company, proposing the candidature of Mr. Sanjay Mawar as a director (non-executive) of the Company.

Mr. Sanjay Mawar has confirmed that he is not debarred from holding the office of director by virtue of any order of Securities and Exchange Board of India ("SEBI") or any other such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI orders regarding appointment of directors by the listed companies. Further, Mr. Sanjay Mawar has confirmed that he is not disqualified from being appointed as director in terms of Section 164 of the Act and has given his consent to act as director in terms of Section 152 of the Act.

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

Accordingly, in compliance with the provisions of Section 149, 152 of the Act, Regulation 17 (1C) of the Listing Regulations and other applicable provisions of the Act and the Listing Regulations, approval of the members is being sought for the appointment of Mr. Sanjay Mawar as a non-executive director of the Company by way of ordinary resolution through postal ballot.

The disclosure under Regulation 36(3) of the Listing Regulations and secretarial standard on general meetings issued by the Institute of Company Secretaries of India are given below.

Except Mr. Sanjay Mawar, being the appointee, none of the directors, key managerial personnel of the Company, and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out in the Postal Ballot Notice.

The board of directors recommends the ordinary resolution set out in the Postal Ballot Notice for the approval of the members.

**THE INFORMATION IN RESPECT OF RESOLUTION SET OUT IN THE POSTAL BALLOT NOTICE (PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ISSUED BY INSTITUTE OF COMPANY SECRETARIES OF INDIA PURSUANT TO SECTION 118 OF THE COMPANIES ACT, 2013)**

**Brief profile Mr. Sanjay Mawar (non-executive and non-independent director)**

Name and age of the director	Sanjay Mawar, 55 years
Date of birth	November 24, 1968
DIN	00303822
Qualification	Sanjay Mawar holds a bachelor's degree in arts (honours) from University of Delhi. He also holds a bachelor's degree in law from Faculty of Law, University of Delhi.
Brief resume, experience and expertise in specific functional areas	He has over 27 years of experience in law and administration, including over 15 years of experience as an entrepreneur. He has also been a member of the Supreme Court Bar Association since April 19, 2005.
Date of first appointment on the board of directors of the Company	February 13, 2024 (However he was on the board of directors of the Company for a brief period of time i.e., from November 02, 2023 to January 24, 2024)
Name of the listed entities in which he holds the directorship and the membership of committees of the board along with the name of listed entities from which he has resigned in the past three years	<b>Name of the listed entities in which Mr. Sanjay Mawar holds the directorship and the membership of committees of the board:</b>  None  <b>Name of listed entities from which Mr. Sanjay Mawar has resigned in the past three years:</b>

	Mr. Sanjay Mawar had resigned from the Company itself on January 24, 2024 due to his personal commitments.
List of other public companies in which he holds the directorship	<p><b>Public companies:</b></p> <ul style="list-style-type: none"> <li>• Pristine Logistics &amp; Infraprojects Limited</li> <li>• Sical Multimodal and Rail Transport Limited</li> </ul> <p><b>Deemed public companies:</b></p> <ul style="list-style-type: none"> <li>• Pristine Magadh Infrastructure Private Limited</li> <li>• Kanpur Logistics Park Private Limited</li> <li>• Techlog Support Services Private Limited</li> <li>• Indomatrix Logistics Private Limited</li> <li>• Patchems P Limited</li> </ul>
List of membership/chairmanship of the committees of the Company  <i>(for the purpose of determination of membership/ chairpersonship of the audit committee and the stakeholders' relationship committee alone are considered)</i>	None
List of membership/ chairmanship of committees of other companies in which he is a director  <i>(for the purpose of determination of membership/ chairpersonship of the audit committee and the stakeholders' relationship committee alone are considered)</i>	<ul style="list-style-type: none"> <li>• Member of stakeholders' relationship committee of Pristine Logistics &amp; Infraprojects Limited</li> <li>• Member of audit committee of Pristine Magadh Infrastructure Private Limited</li> </ul>
Shareholding in the Company (both own or held by/ for other persons on a beneficial basis)	Nil
Relationship with other directors, manager and other key managerial personnel of the Company	None
Number of meetings of the board attended during the year	Post his appointment on February 13, 2024, no board meeting of the Company was held.





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<p>Terms and conditions of the appointment along with details of remuneration sought to be paid and the remuneration last drawn, if applicable</p>	<p>Mr. Sanjay Mawar is proposed to be appointed as non-executive director whose office will be liable to retire by rotation.</p> <p>No remuneration is sought to be paid to Mr. Sanjay Mawar.</p>
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**By order of the Board of Directors  
For Sical Logistics Limited**

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

**Place : Chennai**

**Date : February 20, 2024**

**Registered office:**

South India House 73,  
Armenian Street Chennai,  
Tamil Nadu - 600001  
CIN: L51909TN1955PLC002431  
Website: [www.sical.in](http://www.sical.in)