

Sical Logistics Ltd.

**South India House
73 Armenian Street
Chennai 600 001 India**

**T +91 44 66157071
T +91 44 66157072**

SICAL

Date: October 28, 2023

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**

Subject: Disclosure under Regulation 30A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir / Madam,

With reference to the captioned subject, please find enclosed herewith the disclosure required under Regulation 30A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, received from the promoter/holding company of Sical Logistics Limited (“**Company**”) being, Pristine Malwa Logistics Park Private Limited on October 27, 2023 for your perusal. Kindly take the above information on your record.

The letter received from our holding company is also available on the website of the Company at www.sical.in.

Thanking you,

Yours faithfully,

For Sical Logistics Limited

VAISHALI JAIN
Digitally signed
by VAISHALI JAIN
Date: 2023.10.28
13:56:08 +05'30'

(Vaishali Jain)

**Company Secretary and Compliance Officer
ICSI Membership No. A58607**

Encl.: as above



Date: October 27, 2023

To,

Company Secretary,
Sical Logistics Limited,
South India House
73 Armenian Street
Chennai-600001
Tamil Nadu

Subject: Disclosure under Regulation 30A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

We are informed that the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations") have been amended, whereby, agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the listed entity or of its holding, subsidiary or associate company, among themselves or with the listed entity or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the listed entity or impose any restriction or create any liability upon the listed entity, are required to be disclosed to the stock exchanges, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the listed entity is a party to such agreements.

The circular issued by the Securities and Exchange Board of India dated July 13, 2023, provides that, amongst others, the holding company is required to inform the listed company about such agreements to which the listed company is not a party.

In compliance with the aforesaid circular and the LODR Regulations, please see enclosed herewith the details of the share purchase & shareholders' agreement dated October 24, 2023 entered into by Pristine Malwa Logistics Park Private Limited ("Promoter") with Distribution Logistics Infrastructure Private Limited, Freightstar Private Limited, Deshpal Logistics & Infrastructure Private Limited, Bhim Singh Yadav Logistics & Infrastructure Private Limited, Distribution and Logistics Infrastructure India, Mauritius, Infrastructure India Plc. and Pristine Logistics & Infraprojects Limited (holding company of the Promoter).

For Pristine Malwa Logistics Park Private Limited

(Vikash Kumar Verma)
Director



PRISTINE MALWA LOGISTICS PARK PVT. LTD.

CIN: U63000DL2012PTC242966

Regd. Office: 3rd Floor, Wing-B, Commercial Plaza, Hotel Radisson, Mahipalpur, NH 8, New Delhi-110037.
Telephone : +91-11-47235800, 46772223/24/27 E-mail: coml@pristinelogistics.com

Web : www.pristinelogistics.com

DISCLOSURE OF THE SHARE PURCHASE & SHAREHOLDERS' AGREEMENT TO SICAL LOGISTICS LIMITED, IN COMPLIANCE WITH REGULATION 30A OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

A.		If the listed entity is a party to the agreement	
	i.	Details of the counterparties (including name and relationship with the listed entity)	Not Applicable
B.		If listed entity is not a party to the agreement	
	i.	Name of the party entering into such an agreement and the relationship with the listed entity	Pristine Malwa Logistics Park Private Limited (" Promoter "), which is the holding company of Sical Logistics Limited (" Company ")
	ii.	Details of the counterparties to the agreement (including name and relationship with the listed entity);	<p>a. Distribution Logistics Infrastructure Private Limited;</p> <p>b. Freightstar Private Limited;</p> <p>c. Deshpal Logistics & Infrastructure Private Limited;</p> <p>d. Bhim Singh Yadav Logistics & Infrastructure Private Limited;</p> <p>(a. to d. collectively referred to as the "DLI Entities")</p> <p>e. Distribution and Logistics Infrastructure India, Mauritius ("Seller");</p> <p>f. Infrastructure India Plc. ("Seller Parent");</p> <p>g. Pristine Logistics & Infraprojects Limited ("PLIL");</p> <p>(PLIL is the holding company of Promoter.)</p>
	iii.	Date of entering into the agreement	October 24, 2023
C.		Purpose of entering into the agreement	The share purchase & shareholders' agreement (" SPSHA ") is entered for acquisition of 100% equity stake in DLI Entities from the Seller by the Promoter.
D.		Shareholding, if any, in the entity with whom the agreement is executed	Not Applicable
E.		Significant terms of the agreement (in brief)	<p>In relation to the Company, the terms of the SPSHA include:</p> <p>(i) As consideration for the acquisition of 100% equity stake in DLI Entities, the Promoter would discharge consideration in combination of cash and equity shares being equivalent to 10% or sub-25% of the equity shares capital of the Promoter, in accordance with the terms of the SPSHA.</p> <p>(ii) Until 24 (twenty-four) months from the closing date of the SPSHA, without prior written consent of the Seller, the Promoter shall not (a) cease to be in control of the Company or (b) directly or indirectly, own less than 51% of the issued equity share capital of the Company (on a Fully Diluted Basis) (other than in scenarios as stated in the SPSHA).</p> <p>(iii) The Seller has the right to nominate 1 director on the respective boards of the Promoter and DLI Entities, in accordance with the SPSHA.</p>
F.		Extent and the nature of impact on management or control of the listed entity	Not Applicable



G.	Details and quantification of the restriction or liability imposed upon the listed entity	Not Applicable
H.	Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship	Pristine Malwa Logistics Park Private Limited is the promoter and holding company of the Company. PLIL is the holding company of Promoter.
I.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	Not Applicable
J.	In case of issuance of shares to the parties, details of issue price, class of shares issued	Please refer to the material terms stated in Point E above.
K.	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.	Not Applicable
L.	In case of rescission, amendment or alteration, listed entity shall disclose additional details to the stock exchange(s)	
	i. name of parties to the agreement	Not Applicable
	ii. nature of the agreement	Not Applicable
	iii. date of execution of the agreement	Not Applicable
	iv. details and reasons for amendment or alteration and impact thereof (including impact on management or control and on the restriction or liability quantified earlier)	Not Applicable
	v. reasons for rescission and impact thereof (including impact on management or control and on the restriction or liability quantified earlier)	Not Applicable

