



(A company under Corporate Insolvency Resolution Process)

Date: 12th December 2022

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| BSE Limited, Department of Corporate Services, Floor 25, P.J. Towers, Dalal Street, Mumbai: 400 001 | National Stock Exchange of India Limited, Exchange Plaza, 5 th Floor, Plot No.C/1, G Block, Bandra-Kurla Complex, Bandra [East], Mumbai: 400 051 |
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Dear Sir,

Sub: Approval of the resolution plan for Sical Logistics Limited ("SLL" / "Company") by the Adjudicating Authority.

On 08.12.2022, the Hon'ble National Company Law Tribunal, Chennai Bench orally pronounced an order in IA/366(CHE)/2022 in IBA/73/2020, an application filed by the undersigned for approval of the Resolution Plan submitted by Pristine Malwa Logistics Park Private Limited ("Pristine") under section 30 & 31 of the Insolvency and Bankruptcy Code, 2016 and approved the Resolution Plan. As of date, we are waiting to receive a copy of the said order from the registry. An intimation about the aforesaid was made by the undersigned on 09.12.2022. A true copy of the order was received by the undersigned on 12.12.2022.

Pristine has identified certain Conditions Precedent to be fulfilled after "NCLT approval date" which are provided below.

Conditions Precedent - Unless waived (where permissible under Applicable Law) by Pristine, the consummation and completion of the Resolution Plan is contingent on the following conditions ("Conditions Precedent") having been fulfilled:

- (i) Receipt of copy of the order of the NCLT sanctioning the Resolution Plan in the form filed by Pristine.
- (ii) Copy of the order of the NCLT sanctioning the Resolution Plan being filed with the jurisdictional ROC, if required.
- (iii) Communication of the order of the NCLT sanctioning the Resolution Plan by the Resolution Professional with

- *all the Stakeholders of the Company*
- *by publishing the order on the website of the Company*
- *along with disclosure to be made to the stock exchanges by the Resolution Professional under the LODR Regulations;*

For the avoidance of doubt, it is clarified by Pristine that not granting of any reliefs and waivers as specified in the Resolution Plan would not be construed as modification of the contents of the Resolution Plan.



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Upon the fulfilment of the Conditions Precedent, the Resolution Professional will notify Pristine of such fulfilment ("CP Fulfilment Notice"). Pristine shall issue a notice within 5 (five) Business Days from the date of such CP Fulfilment Notice and communicate as such to the erstwhile COC in writing ("Closing Action Notice") confirming the date on which it proposes to complete the steps set out for Acquisition as a going concern in Part B (Financial Proposal) of the Resolution Plan in accordance with Part A (Business Plan) of the Resolution Plan.

It is clarified that such date identified in the Closing Action Notice for completing the steps set out for Acquisition as a going concern in Part B (Financial Proposal) of the Resolution Plan shall not be later than 30 (thirty) days from the CP Fulfilment Notice. The Closing Action Notice shall contain the Effective Date.

The Resolution Plan as approved by the NCLT, is binding on the Company and its employees, Members, Creditors, Guarantors and other stakeholders involved, as per provisions of the Code.

Set out below are the salient features of the Plan and other material information (other than commercial secrets):

i. Infusion of funds after Effective Date

As part of the Resolution Plan, it is proposed that Pristine shall infuse funds ("Initial Fund Infusion amount") for an amount equivalent to INR 65 crores in one or more tranches in a manner and in such time and intervals, as determined necessary by Pristine, into the Company by way of equity, equity-linked, quasi equity and / or other securities and / or shareholder debt and/ or deposits, third party debt or a combination thereof hereby termed as Initial Fund Infusion which shall be utilised towards discharge/settlement of the Admitted Operational Creditors Debt; the Allocated CIRP Cost Amount; and Upfront FC Debt Payment.

- Timelines for completion of funding by Pristine
The Initial Fund Infusion amount shall be made within 30 days from the Effective Date
- Terms of funding
 - a. No stay on the implementation of the Resolution Plan by any appellate court or tribunal; and
 - b. No legal proceedings seeking an increase in the Total Resolution Amount or liability of Pristine or for any material modification of the contents of the Resolution Plan having been initiated in any court or tribunal against the decision of the NCLT approving this Resolution Plan and/ or subject to the fulfilment of the Conditions Precedent.

ii. Proposal for Outstanding Debt

The Resolution Plan provides for the payment of admitted claims of the Company in the following manner:

(in INR)

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| Sl. No. | Category of Creditor | Amount of Claim | Claim Admitted | Amount provided in the Plan (INR) | Sources of Funds |
|---------|---|-----------------|----------------|---|---|
| 1 | Insolvency Resolution Process Cost | Actuals | Actuals | 3,92,78,190* | Fund infusion by RA |
| 2 | Operational Creditor (vendors and related parties) | 5,54,80,92,972 | 5,16,99,04,868 | - | - |
| 3 | Operational Creditor (Statutory dues) | 71,88,19,050 | 69,91,81,091 | - | - |
| 4 | Workmen/ Employee dues | 9,34,25,401 | 6,75,33,117 | 6,75,33,117 | Fund infusion by RA |
| 5 | Other Creditors | 38,98,00,000 | - | - | - |
| 6 | Secured Financial Creditors (excluding Bank Guarantee exposure) | 956,62,91,978 | 936,14,74,086 | 385,31,88,694* | Fund infusion by RA / Cashflow of CD |
| | | | | Actuals | Income tax refund received for assessment years 2018-19, 2019-20 and 2020-21 in December 2021 |
| 7 | Secured Financial Creditors (Bank Guarantee exposure) | 142,55,89,426 | 142,55,89,426 | 84,82,37,057 (Maximum Payment to Secured FC within 180 days from date of invocation of live BGs – if any Live Bank Guarantees are invoked) | Fund infusion by RA / Cashflow of CD |
| 8 | Unsecured Financial Creditors | 482,62,80,022 | 482,62,80,022 | - | - |
| | Total | 2256,82,98,849 | 2154,99,62,610 | 480,82,37,058 + Actuals | |

*Any excess CIRP cost over and above the allocated amount shall be deducted from consideration due to Financial Creditors under the Resolution Plan

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(in INR)

| Sl. No. | Category of Creditor | Amount provided in the Plan | Upfront on effective date | Deferred - Within deferred payment period |
|---------|---|---|--|---|
| 1 | Insolvency Resolution Process Cost | 3,92,78,190 | 3,92,78,190* | - |
| 2 | Workmen/ Employee dues | 6,75,33,117 | 6,75,33,117 | - |
| 3 | Secured Financial Creditors (excluding Bank Guarantee exposure) | 385,31,88,694 | 54,31,88,694* | 331,00,00,000# |
| | | Actuals (Income tax refund received for assessment years 2018-19, 2019-20 and 2020-21 in December 2021) | Actuals (Income tax refund received for assessment years 2018-19, 2019-20 and 2020-21 in December 2021) | - |
| 4 | Secured Financial Creditors (Bank Guarantee exposure) | 84,82,37,057 (Maximum Payment to Secured FC within 180 days from date of invocation of live BGs – if any Live Bank Guarantees are invoked) | - | 84,82,37,057 (Maximum Payment to Secured FC within 180 days from date of invocation of live BGs – if any Live Bank Guarantees are invoked) |
| | Total | 480,82,37,058 + Actuals | 65,00,00,000 + Actuals | 415,82,37,058 |

*Any excess CIRP cost over and above the allocated amount shall be deducted from consideration due to Financial Creditors under the Resolution Plan

#Interest Rate at 8% per annum payable annually at the end of each year and computed on a monthly rest basis. Interest shall accrue and be charged from the Effective Date, which shall be paid annually with monthly rests. First interest payable shall be on the expiry of 1 year from the Effective Date. Annual Repayment to commence from Effective Date plus 2 years

iii. Assignment of Balance FC Debt and Admitted Other Operational Creditor Debt

Pristine shall take over the Balance FC Debt (including that owed to the Related Parties) and the Admitted Other Operational Creditor Debt by way of an assignment for a consideration equivalent to the Balance FC Debt Assignment Consideration and Other Operational Creditor Payments, on the Effective Date, on and with effect from the NCLT Approval Date by virtue of the order of the NCLT approving the Resolution Plan.



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iv. Cancellation of Promoters shares

Entire paid-up equity shares held by the Promoters/Promoter Group, shall stand fully extinguished and cancelled as part of the Resolution Plan on the Effective Date.

v. Reduction and Reconstitution of Public Shareholding

The share capital of the Company shall be reconstituted in such a manner that the share capital of the existing public shareholders of the Company shall get reduced/diluted/restructured/consolidated in a manner such that post Debt into Equity Conversion, the public shareholding is reduced/diluted/restructured/consolidated to 5% of the total paid-up share capital of the Company ("Capital Reduction"). Prior to the Effective Date, Pristine will propose a suitable structure to the Monitoring Committee for the aforesaid reduction and reconstitution of the share capital of the Company. It is clarified that:

a. Upon pro rata dilution/reduction/consolidation of equity shares of the existing public shareholders, they shall have no claim of whatsoever nature against either the Pristine or the Company.

b. Pristine does not propose any reduction of the authorized share capital of the Company.

vi. Debt to Equity Conversion

Simultaneous to the process contemplated under points iii and iv above, the FC Assigned Debt and OC Assigned Debt as determined by Pristine shall be converted into fully paid-up equity shares of the Company such that the resultant equity shareholding of Pristine shall be 95% of the fully paid-up equity share capital of the Company.

Once the share capital of the Company is reorganized pursuant to Cancellation of Promoters Shares and Capital Reduction and Debt into Equity Conversion, the resultant shareholding pattern of the Company will be as below:

| Shareholders | Shareholding Percentage |
|-----------------------|-------------------------|
| Pristine | 95% |
| Existing Shareholders | 5% |
| Total | 100% |

It is clarified that the shares of the Company will remain listed on the Bombay Stock Exchange and National Stock Exchange of India Limited.

vii. Treatment of Subsidiaries

a. Effect of Resolution plan on Subsidiaries, Joint Venture Companies, and Associate Companies, Investee Companies and entities where Company is a Shareholder

All obligations of the Company arising out of any shareholders agreement, share purchase agreement or any other such agreement entered into by the Company as a party including



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any transfer restrictions, share retention obligations or other limitations or restrictions applicable to the Company in respect of its Subsidiaries, joint venture companies, associate companies, investee companies and entities where Company is a shareholder shall immediately, irrevocably and unconditionally stand extinguished and waived.

Basis the fresh slate principle, all liabilities of the Company (if any) in its capacity of shareholder of its Subsidiaries, joint ventures and associate companies, investee companies and entities where Company is a shareholder shall stand extinguished, settled, abated and written off with effect from the NCLT Approval Date, by virtue of the order of the NCLT approving this Resolution Plan and Pristine or Company shall at no point of time be, directly or indirectly, held responsible or liable in relation thereto.

b. Establishment of Trust for stake in Identified Companies

A trust in accordance with the provisions of the Indian Trust Act, 1882 shall be established for the purpose of dealing with the shareholding of the Company, in its subsidiaries ("Identified Companies") namely

- (i) Sical Iron Ore Terminal Limited (63% shareholding)
- (ii) Sical Saumya Mining Limited (65% shareholding)
- (iii) Sical Logixpress Private Limited (erstwhile known as PNX Logistics Private Limited (60 % shareholding)
- (iv) Sical Connect Limited (100% shareholding)
- (v) Bergen Offshore Logistics Pte Limited (100%)
- (vi) PSA SICAL Terminals Ltd (37.5%)

The beneficiaries of this Trust shall be the members of the Committee of Creditors ("Beneficiaries").

Within 30 Business Days from the NCLT Approval and in any case before the Effective Date, the Trust shall be established including execution of the trust deed and such other documents as may be necessary, under the supervision of the Monitoring Agency. On the establishment of the Trust, the entire shareholding of the Company in the Identified Companies shall be transferred to and held in the name of the Trust by the board of trustees for benefit of the Beneficiaries identified in the trust deed and in the manner provided under the trust deed ("Trust Share").

The Trust shall supervise the affairs of the Identified Companies (in its capacity of the majority shareholder of the Identified Companies). The Trust shall be managed by a board of trustees comprising of 2 representatives of the Secured Financial Creditors and 1 independent person nominated collectively by the Secured Financial Creditors and Pristine ("Board of Trustees").



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The object and purpose of the Trust shall be to undertake the sale of the Trust Share in the Identified Companies. The time for undertaking the sale of the Trust Share in the Identified Companies shall not be more than a period of 1(one) year from date of formation of the trust.

viii. Constitution of Monitoring Committee

a. Constituents of Monitoring Committee

- Insolvency Professional
- Two nominees / representatives of the Approving Financial Creditors and
- Two nominees of Pristine

b. Term of Monitoring Committee

Monitoring Committee shall be constituted and be in operation from the NCLT Approval Date until the Effective Date and the implementation of the Resolution Plan will be supervised by the Monitoring Committee during such period.

- NCLT Approval Date- Date of receipt of the certified copy of the order from NCLT Chennai, approving the Resolution Plan
- Effective Date- Date identified in the Closing Action Notice ("Effective Date") and provided that there is
 - (a) no stay on the implementation of the Resolution Plan by any appellate court or tribunal;*
 - and*
 - (b) no legal proceedings seeking an increase in the Total Resolution Amount or liability of the Resolution Applicant or for any material modification of the contents of the Resolution Plan having been initiated in any court or tribunal against the decision of the NCLT approving this Resolution Plan*

This is for your information and records.

Thanking you,

Yours faithfully,

Mr. Sripatham Venkatasubramanian Ramkumar
Member of Monitoring Committee
(on behalf of the Monitoring Committee)
Sical Logistics Limited