

**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 in terms of Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015-voting results, scrutinizer's report and minutes of postal ballot proceedings of postal ballot notice dated July 04, 2025 of Sical Logistics Limited ("Company")**

Dear Sir/Madam,

This is in furtherance to the letter dated July 08, 2025, wherein the Company had submitted the postal ballot notice dated July 04, 2025, seeking approval of the shareholders by way of voting through electronic means ("remote e-voting") for the following business:

S. No.	Type of resolution	Particulars
1	Ordinary Resolution	To approve the material related party transaction with Sical Multimodal and Rail Transport Limited, being the material step down subsidiary of the Company
2	Special Resolution	To approve the creation of mortgage on the land and building of Sical Multimodal and Rail Transport Limited, being the material step down subsidiary of the Company, to secure the facility availed by the Company
3	Special Resolution	To approve creation of pledge on the shares of Sical Infra Assets Limited, being the material subsidiary of the Company

In connection to the above, this is now to inform you that the remote e-voting process in respect of the aforementioned resolutions has concluded on August 07, 2025, at 05:00 p.m. IST. Following the conclusion of e-voting, the scrutinizer has submitted their report on the results of the postal ballot.

Based on the scrutinizer's report, we hereby inform you that the ordinary resolution at serial no.1 and special resolutions at serial no. 2 and 3 were passed by the shareholders of the Company with requisite majority on August 07, 2025, being the last date of remote e-voting.

In this regard, please find enclosed the following:

- Voting results as required under Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**Annexure I**);
- Report of the scrutinizer dated August 07, 2025, pursuant to Section 108, 110 of the Companies Act, 2013 read with the relevant rules and regulations made thereunder, as amended (**Annexure II**); and
- Minutes of postal ballot proceedings (**Annexure III**).

## SICAL LOGISTICS LIMITED

**CIN: L51909TN1955PLC002431**

Registered Office: South India House 73 Armenian Street, Chennai - 600 001 India  
Tel.: + 91 44 66157071, + 91 44 66157072 | Email : info@sical.in Web : www.sical.in

The voting results and the scrutinizer's report will be hosted on the Company's website at [www.sical.in](http://www.sical.in) and on the website of Central Depository Services (India) Limited at [www.evotingindia.com](http://www.evotingindia.com).

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 LOGISTICS LIMITED**  
**VOTING RESULTS OF THE POSTAL BALLOT**

Date of the AGM/EGM/Postal Ballot Notice	July 04, 2025 (Last date of remote e-voting: Thursday, August 07, 2025)
Total number of shareholders on record date (i.e., July 04, 2025, cut-off date for e-voting purpose)	41223
Number of shareholders present in the meeting either in person or through proxy:  Promoters and Promoter Group Public	Not Applicable
Number of shareholders attended the meeting through video conferencing  Promoters and Promoter Group Public	Not Applicable

**SICAL LOGISTICS LIMITED**

**Agenda-Wise disclosure**

<b>Resolution No.</b>				1				
<b>Description of resolution</b>				To approve the material related party transaction with Sical Multimodal and Rail Transport Limited, being the material step down subsidiary of the Company				
<b>Resolution required: (Ordinary/Special)</b>				Ordinary Resolution				
<b>Whether Promoter/Promoter group are interested in the agenda/resolution ?</b>				Yes				
<b>Category</b>	<b>Mode of voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of votes polled on outstanding shares</b>	<b>No. of votes- in favour</b>	<b>No. of votes- against</b>	<b>% of votes in favour on votes polled</b>	<b>% of votes against on votes polled</b>
		<b>(1)</b>	<b>(2)</b>	<b>(3)=(2/1)*100</b>	<b>(4)</b>	<b>(5)</b>	<b>(6)=(4/2)*100</b>	<b>(7)=(5/2)*100</b>
Promoter and Promoter group	E-voting	58641956	0	0	0	0	0	0
	Poll							
	Postal ballot (if applicable)							
	<b>Sub-total</b>		<b>58641956</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public-Institutions	E-voting	12003	0	0	0	0	0	0
	Poll							
	Postal ballot (if applicable)							
	<b>Sub-total</b>		<b>12003</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public-Non Institutions	E-voting	6595121	759105	11.51	754253	4852	99.36	0.64
	Poll							
	Postal ballot (if applicable)							
	<b>Sub-total</b>		<b>6595121</b>	<b>759105</b>	<b>11.51</b>	<b>754253</b>	<b>4852</b>	<b>99.36</b>
<b>Grand Total</b>		<b>65249080</b>	<b>759105</b>	<b>1.16</b>	<b>754253</b>	<b>4852</b>	<b>99.36</b>	<b>0.64</b>

Whether resolution is pass or not: Passed

<b>Resolution No.</b>					2			
<b>Description of resolution</b>					To approve the creation of mortgage on the land and building of Sical Multimodal and Rail Transport Limited, being the material step down subsidiary of the Company, to secure the facility availed by the Company			
<b>Resolution required: (Ordinary/Special)</b>					Special Resolution			
<b>Whether Promoter/Promoter group are interested in the agenda/resolution ?</b>					No			
Category	Mode of voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes- in favour	No. of votes- against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
Promoter and Promoter group	E-voting	58641956	58641956	100	58641956	0	100	0
	Poll							
	Postal ballot (if applicable)							
	<b>Sub-total</b>	<b>58641956</b>	<b>58641956</b>	<b>100</b>	<b>58641956</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public-Institutions	E-voting	12003	0	0	0	0	0	0
	Poll							
	Postal ballot (if applicable)							
	<b>Sub-total</b>	<b>12003</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public-Non Institutions	E-voting	6595121	759105	11.51	754386	4719	99.38	0.62
	Poll							
	Postal ballot (if applicable)							
	<b>Sub-total</b>	<b>6595121</b>	<b>759105</b>	<b>91.02</b>	<b>754386</b>	<b>4719</b>	<b>99.38</b>	<b>0.62</b>
<b>Grand Total</b>		<b>65249080</b>	<b>59401061</b>	<b>91.04</b>	<b>59396342</b>	<b>4719</b>	<b>99.99</b>	<b>0.01</b>

Whether resolution is pass or not: Passed

<b>Resolution No.</b>					3			
<b>Description of resolution</b>					To approve creation of pledge on the shares of Sical Infra Assets Limited, being the material subsidiary of the Company			
<b>Resolution required: (Ordinary/Special)</b>					Special Resolution			
<b>Whether Promoter/Promoter group are interested in the agenda/resolution ?</b>					No			
<b>Category</b>	<b>Mode of voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of votes polled on outstanding shares</b>	<b>No. of votes- in favour</b>	<b>No. of votes- against</b>	<b>% of votes in favour on votes polled</b>	<b>% of votes against on votes polled</b>
		<b>(1)</b>	<b>(2)</b>	<b>(3)=(2/1)*100</b>	<b>(4)</b>	<b>(5)</b>	<b>(6)=(4/2)*100</b>	<b>(7)=(5/2)*100</b>
Promoter and Promoter group	E-voting	58641956	58641956	100	58641956	0	100	0
	Poll							
	Postal ballot (if applicable)							
	<b>Sub-total</b>		<b>58641956</b>	<b>58641956</b>	<b>100</b>	<b>58641956</b>	<b>0</b>	<b>100</b>
Public-Institutions	E-voting	12003	0	0	0	0	0	0
	Poll							
	Postal ballot (if applicable)							
	<b>Sub-total</b>		<b>12003</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public-Non Institutions	E-voting	6595121	759105	11.51	754399	4706	99.38	0.62
	Poll							
	Postal ballot (if applicable)							
	<b>Sub-total</b>		<b>6595121</b>	<b>759105</b>	<b>11.51</b>	<b>754399</b>	<b>4706</b>	<b>99.38</b>
<b>Grand Total</b>		<b>65249080</b>	<b>59401061</b>	<b>91.04</b>	<b>59396355</b>	<b>4706</b>	<b>99.99</b>	<b>0.01</b>

Whether resolution is pass or not: Passed

ANNEXURE - II

**KRA & ASSOCIATES  
PRACTICING COMPANY SECRETARIES**

PARTNERS

**RS R.KANNAN**

**RS AISHWARYA**

**SRI SANKARA GURUKRIPA ILLAM**

Regd OFF. : No. 6A, 10th Street,

New Colony, Adambakkam,

Chennai - 600 088

E -mail : gkrkgram@yahoo.in

Ph: 044 - 40051764

**SCRUTINIZER'S REPORT**

[Pursuant to Section 110 read with Section 108 of the Companies Act, 2013, Rule 22 and Rule 20 (4)  
(xii) of the Companies (Management & Administration) Rules, 2014]

To  
**The Chairman**  
**SICAL LOGISTICS LIMITED**  
CIN: L51909TN1955PLC002431  
South India House 73,  
Armenian Street  
Chennai, Tamil Nadu-600001

Dear Sir,

**Sub: Scrutinizer's Report on Postal Ballot**

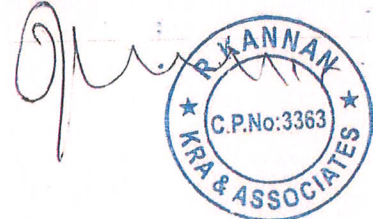
We, **M/s. KRA & ASSOCIATES**, Practicing Company Secretaries having office at No. 6A, 10th Street, New Colony, Adambakkam, Chennai – 600 088 were appointed as the Scrutinizer by the Board of Directors of the Company for the purpose of scrutinizing the postal ballot (via remote e-voting) process in a fair and transparent manner under the provisions of Sections 108 and 110 of the Companies Act, 2013 (the "Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended, read with the general circular nos. 14/2020 dated April 08 2020, 17/2020 dated April 13, 2020 and subsequent circulars in this regard, the latest one being circular no. 09/2023 dated September 25, 2023 and subsequent circulars in this regard, the latest one being circular no. 09/2024 dated 19<sup>th</sup> September, 2024 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, Secretarial Standard-2 on "General Meetings" issued by the Institute of Company Secretaries of India and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) in respect of the resolutions as mentioned in the Notice of Postal Ballot dated July 04, 2025

**Responsibility as a Scrutinizer:**

Our responsibility, as a Scrutinizer for the e-voting process for the Postal Ballot (remote e-voting) is restricted to make a Scrutinizer's report of the votes cast "in-favour" of or "against" the resolution set out in the Postal Ballot Notice, based on the reports generated from the e-voting system provided by the Central Depository Services (India) Limited (**CDSL**), the authorized agency engaged by the Company for facilitating remote e-voting facility.

In this connection, we submit hereunder the Scrutinizer's Report on the results of voting, through remote e-voting:

- i. The members of the Company as on "Cut-off" date i.e., Friday, July 4, 2025 were entitled to vote on the proposed special business set out in the Postal Ballot Notice.



**KRA & ASSOCIATES  
PRACTICING COMPANY SECRETARIES**

- ii. Cameo Corporate Services Limited (RTA) has transmitted the Postal Ballot Notice through email to the members of the Company whose names appeared in the register of members/list of beneficial owners maintained by the Company / RTA/Depositories, as on Friday, 4<sup>th</sup> July, 2025.
- iii. The remote e-voting began on 09:00 a.m. IST on Wednesday, July 09, 2025 and ends on **05:00 p.m. IST on Thursday, August 07, 2025**. At the end of e-voting period on 05:00 p.m. IST on Thursday, August 7, 2025 the e-voting portal was disabled forthwith.
- iv. Thereafter, the details containing, inter alia, list of members who assented or dissented to the resolutions that were put to vote was generated from the e-voting website of CDSL i.e., <https://www.evotingindia.com/>.
- v. The results of the postal ballot (via remote e-voting) are as under:

**Resolution: 1 – SPECIAL BUSINESS –ORDINARY RESOLUTION:**

To approve the material related party transaction with Sical Multimodal and Rail Transport Limited, being the material step down subsidiary of the Company

Mode of Voting	Votes in Favour of Resolution			Votes against Resolution			Invalid votes	
	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes
<b>Remote E-voting</b>	89	754253	99.36%	12	4852	0.64%	-	-

**Resolution: 2 – SPECIAL BUSINESS –SPECIAL RESOLUTION:**

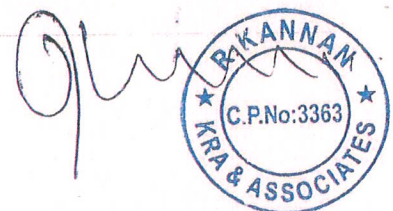
To approve the creation of mortgage on the land and building of Sical Multimodal and Rail Transport Limited, being the material step down subsidiary of the Company, to secure the facility availed by the Company

Mode of Voting	Votes in Favour of Resolution			Votes against Resolution			Invalid votes	
	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes
<b>Remote E-voting</b>	92	59396342	99.99%	11	4719	0.01%	-	-

**Resolution: 3 – SPECIAL BUSINESS –SPECIAL RESOLUTION:**

To approve creation of pledge on the shares of Sical Infra Assets Limited, being the material subsidiary of the Company

Mode of Voting	Votes in Favour of Resolution			Votes against Resolution			Invalid votes	
	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes
<b>Remote E-voting</b>	93	59396355	99.99%	10	4706	0.01%	-	-



# KRA & ASSOCIATES PRACTICING COMPANY SECRETARIES


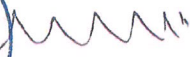
## RESULTS:

Based on the aforesaid results, Resolution 1 Special Business - Ordinary resolution & Resolution No:2,3 Special Business – Special Resolution contained in the Postal Ballot Notice dated July 04, 2025 is passed with the requisite majority.

The outcome of the Postal Ballot may be declared accordingly based on the voting results as reported herein.

Date: 07-08-2025  
Place: Chennai

FOR KRA & ASSOCIATES  
Practicing Company Secretaries  
R. KANNAN



Sr. Partner  
M No.: F6718 / CP. No.: 3363  
UDIN: F006718G000960847

COUNTER SIGNED BY AUTHORISED SIGNATORY  
FOR SICAL LOGISTICS LIMITED



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

**MINUTES OF POSTAL BALLOT PROCEEDINGS HELD THROUGH REMOTE E-VOTING CONCLUDED ON AUGUST 07, 2025**

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, and subsequent circulars in this regard (including circular no. 09/2024 dated September 19, 2024), issued by the Ministry of Corporate Affairs, Government of India, as amended, modified and supplemented from time to time (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), the board of directors of Sical Logistics Limited (“**Company**”) vide their resolution dated July 04, 2025, approved the postal ballot notice for seeking the approval of the shareholders of the Company through postal ballot only by way of voting through electronic means (“**remote e-voting**”) for the following business:

S. No.	Particulars
1	To approve the material related party transaction with Sical Multimodal and Rail Transport Limited, being the material step down subsidiary of the Company
2	To approve the creation of mortgage on the land and building of Sical Multimodal and Rail Transport Limited, being the material step down subsidiary of the Company, to secure the facility availed by the Company
3	To approve creation of pledge on the shares of Sical Infra Assets Limited, being the material subsidiary of the Company

In compliance with the provisions of the Act, read with the applicable Rules, MCA Circulars, Listing Regulations, SS-2 and other applicable law, the Company had provided remote e-voting facility to its members to enable them to cast their votes electronically. The Company engaged Central Depository Services (India) Limited (“**CDSL**”) to facilitate remote e-voting process.

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

In compliance with the MCA Circulars, the postal ballot notice was sent only through electronic mode to those members whose names appeared in the register of members/ list of beneficial owners maintained by the Company/ Company’s Registrar and Share Transfer Agent viz., Cameo Corporate Services Limited (“**RTA**”)/ National Securities Depository Limited (“**NSDL**”) and/or CDSL (NSDL and CDSL collectively, the “**Depositories**”) as on the cut-off date i.e., Friday, July 04, 2025 and whose email-ids were registered with the Company/RTA/Depositories.

The Company had dispatched the postal ballot notice to its members through electronic mode on July 08, 2025. After completing the dispatch, the Company published a notice in the newspapers i.e., Business Standard (English language) and Makkal Kural (Tamil -vernacular language) on July 09, 2025, informing the members about the same.

The remote e-voting was commenced on Wednesday, July 09, 2025, at 09:00 a.m. IST and concluded on Thursday, August 07, 2025, at 05:00 p.m. IST. The e-voting facility was disabled by CDSL immediately after 05:00 p.m. IST on Thursday, August 07, 2025 and was not accessible thereafter.

The Scrutinizer then scrutinized the votes casted through remote e-voting and upon completion of the scrutiny, submitted their report to the company secretary of the Company (person authorised by the chairman of the Company).

The company secretary of the Company was also authorised by the chairman of the Company to disseminate the voting results, as required under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Scrutinizer's report was taken on record, and it was declared that the following resolutions set out in the postal ballot notice dated July 04, 2025, were passed with requisite majority. The details of voting are as follows:

Resolution	Total no. of shares as on cut-off date	No. of votes – in favour	% of votes in favour	No. of votes – against	% of votes-against
1.To approve the material related party transaction with Sical Multimodal and Rail Transport Limited, being the material step down subsidiary of the Company	65249080	754253	99.36	4852	0.64
2.To approve the creation of mortgage on the land and building of Sical Multimodal and Rail Transport Limited, being the material step down subsidiary of the Company, to secure the facility availed by the Company	65249080	59396342	99.99	4719	0.01
3.To approve creation of pledge on the shares of Sical Infra Assets Limited, being the material subsidiary of the Company	65249080	59396355	99.99	4706	0.01

The resolutions as set out in the postal ballot notice dated July 04, 2025 that were passed by the members on August 07, 2025 are as follows:

**Resolution No. 1: Ordinary Resolution**

**To approve the material related party transaction with Sical Multimodal and Rail Transport Limited, being the material step down subsidiary of the Company**

**“RESOLVED THAT** pursuant to the provisions of Regulation 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (**“Listing Regulations”**), the applicable provisions of the Companies Act, 2013 (**“Act”**), if any, read with the rules framed thereunder (including any statutory modification(s) or re-enactments(s) thereof, for the time being in force), the memorandum of association of the Company, and other applicable laws/statutory provisions, if any, and the Company's policy on related party transactions, and based on the approval of the audit committee and recommendation of the board of the directors of the Company (**“Board”**), the consent and approval of the members be and is hereby accorded to the Board, to enter into a related party transaction(s)/contract(s)/ arrangement(s)/ agreement(s), in an ordinary course of business of the Company and on an arm's length basis and on such terms and conditions as may be agreed between the Company and Sical Multimodal and Rail Transport Limited (**“SMART”**), a material step down subsidiary and a related party of the Company within the meaning of Regulation 2 (1) (zb) of the Listing Regulations, for the

purpose of securing the rupee term loan facility aggregating up to Rs. 250,00,00,000/- (Rupees two hundred and fifty crores only) ("**Facility**") availed by the Company from Aditya Birla Capital Limited and such other lenders as may be agreed (collectively, the "**Lenders**" which term shall include their assigns and transferees) on such terms and conditions as set out in the facility agreement dated June 16, 2025 executed between inter alia the Company and the Lenders ("**Facility Agreement**").

**RESOLVED FURTHER THAT** the following security / guarantees / comforts for the Facility is proposed to be provided by SMART:

(i) a first ranking and exclusive charge, by way of mortgage over its land and building situated at Vallur, Chennai ("**CFS Land**"); and

(ii) any other comfort or contractual undertaking as may be required by the Lenders in connection to the Facility,

each in the favour of the Lenders and/or any security trustee appointed for the benefit of the Lenders ("**Trustee**").

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts, matters, deeds and things as it may deem fit in its absolute discretion (including finalizing the terms and conditions, methods and modes in respect thereof and executing such documents and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto), to delegate all or any of the powers herein conferred, to any director(s) (including any committee thereof) or any other officer(s) or representative(s) of the Company, to settle any question(s) that may arise in this regard, and to take all such steps and actions that may be necessary, proper, expedient or incidental for the purpose of giving effect to the above resolution, and in each such case, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

#### **Resolution No. 2: Special Resolution**

**To approve the creation of mortgage on the land and building of Sical Multimodal and Rail Transport Limited, being the material step down subsidiary of the Company, to secure the facility availed by the Company**

**"RESOLVED THAT** pursuant to the provisions of Regulation 24(6) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**Listing Regulations**"), the applicable provisions of the Companies Act, 2013 ("**Act**"), if any, read with the rules framed thereunder (including any statutory modification(s) or re-enactments(s) thereof, for the time being in force), the memorandum of association of the Company, and other applicable laws/statutory provisions, if any, and subject to such approvals, consents, permissions and sanctions as may be required from appropriate authorities, the consent and approval of the members be and is hereby accorded to the board of the directors of the Company ("**Board**") for the creation of a first ranking and exclusive charge, by way of mortgage by Sical Multimodal and Rail Transport Limited over the land and building situated at Vallur, Chennai (including any consequent enforcement of such mortgage upon the occurrence of an event of default) for the purpose of securing the rupee term loan facility aggregating up to Rs. 250,00,00,000/- (Rupees two hundred and fifty crores only) ("**Facility**") availed by the Company from Aditya Birla Capital Limited and such other lenders as may be agreed (collectively, the "**Lenders**" which term shall include their assigns and transferees) on such terms and conditions as set out under the facility agreement dated June 16, 2025 executed between *inter alia* the Company and the Lenders ("**Facility Agreement**").

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts, matters, deeds and things as it may deem fit in its absolute discretion (including finalizing the terms and conditions, methods and modes in respect thereof and executing such documents and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto), to delegate all or any of the powers

herein conferred, to any director(s) (including any committee thereof) or any other officer(s) or authorised representative(s) of the Company, to settle any question(s) that may arise in this regard, and to take all such steps and actions that may be necessary, proper, expedient or incidental for the purpose of giving effect to the above resolution, and in each such case, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

### **Resolution No. 3: Special Resolution**

#### **To approve creation of pledge on the shares of Sical Infra Assets Limited, being the material subsidiary of the Company**

“**RESOLVED THAT** pursuant to the provisions of Regulation 24(5) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“**Listing Regulations**”), the applicable provisions of the Companies Act, 2013 (“**Act**”), if any, read with the rules framed thereunder (including any statutory modification(s) or re-enactments(s) thereof, for the time being in force), the memorandum of association of the Company, and other applicable laws/statutory provisions, if any, and subject to such approvals, consents, permissions and sanctions as may be required from appropriate authorities, the consent and approval of the members be and is hereby accorded to the board of the directors of the Company (“**Board**”) to create a first ranking and exclusive pledge over 53.60% of the issued and paid-up share capital (on a fully diluted basis) of Sical Infra Assets Limited (“**SIAL**”), a material subsidiary of the Company (“**Pledged Shares**”), held by the Company (including any consequent enforcement of such pledge upon the occurrence of an event of default) for the purpose of securing the rupee term loan facility aggregating up to Rs. 250,00,00,000/- (Rupees two hundred and fifty crores only) (“**Facility**”) availed by the Company from Aditya Birla Capital Limited and such other lenders as may be agreed (collectively, the “**Lenders**” which term shall include their assigns and transferees) on such terms and conditions as set out under the facility agreement dated June 16, 2025 executed between *inter alia* the Company and the Lenders (“**Facility Agreement**”).

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts, matters, deeds and things as it may deem fit in its absolute discretion (including finalizing the terms and conditions, methods and modes in respect thereof and executing such documents and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto), to delegate all or any of the powers herein conferred, to any director(s) (including any committee thereof) or any other officer(s) or authorised representative(s) of the Company, to settle any question(s) that may arise in this regard, and to take all such steps and actions that may be necessary, proper, expedient or incidental for the purpose of giving effect to the above resolution, and in each such case, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”