

SICAL LOGISTICS LTD



ANNUAL REPORT 2024-25



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SICAL LOGISTICS LIMITED

CORPORATE INFORMATION

Board of Directors

Chairman

Satishkumarreddy Mulamreddy - Non-Executive Independent Director

Directors

Seshadri Rajappan	- Executive Director
Amit Kumar	- Non-Executive Director
Rajnish Kumar	- Non-Executive Director
Sanjay Mawar	- Non-Executive Director
Neelaveni	- Non-Executive Independent Director
Vinay Kumar Pabba	- Non-Executive Independent Director

Chief Financial Officer

K. Rajavel

Company Secretary & Compliance Officer

Vaishali Jain

Registered Office

South India House
73, Armenian Street
Chennai
Tamil Nadu – 600001
Telephone: +91-44 66157071
Fax: +91-44 66157017
Email: cs@pristinelogistics.com
Website: <https://sical.in>

Banker

Bank of Baroda
HDFC Bank

Statutory Auditor

SRSV & Associates
Chartered Accountants

Internal Auditor

D. Rangaswamy & Co.
Chartered Accountants

Secretarial Auditor

KRA & Associates
Company Secretaries

Registrar and Share Transfer Agent

Cameo Corporate Services Limited
Subramanian Building, 5th Floor,
1, Club House Road, Chennai- 600002
Telephone: 044-40020700 / 044-28460390
Fax: 044-28460129
Website: www.cameoindia.com
Investor portal : <https://wisdom.cameoindia.com/>

Board's Report

Dear Members,

The board of directors ("**Board**") of Sical Logistics Limited ("**Company**") hereby present the 70th annual report of the Company together with the audited financial statements for the financial year ended on March 31, 2025.

1) Financial highlights:

The highlights of the standalone and consolidated financial performance of the Company for the financial year ended March 31, 2025 are given below:

(Amt. in Lakhs)

Particulars	Standalone		Consolidated	
	Year ended March 31, 2025	Year ended March 31, 2024	Year ended March 31, 2025	Year ended March 31, 2024
Income				
Revenue from operations	4,022	6,617	22,182	22,109
Other income	1,082	1,305	1,910	1,751
Total income	5,104	7,922	24,092	23,860
Profit/ (loss) before tax and exceptional item	(6,027)	(6,030)	(4,040)	(5,339)
Exceptional item	967	1,438	967	3,806
Profit/ (loss) after exceptional item from continuing operations	(5,060)	(4,592)	(3,073)	(1,533)
Tax expense:				
Current tax	-	-	69	161
Prior year tax	(656)	-	(646)	-
Deferred tax	-	-	87	402
Minimum Alternate Tax	-	-	370	-
Minimum Alternate Tax credit entitlement	-	-	(354)	(110)
Profit/ (loss) after tax from continuing operations	(4,404)	(4,592)	(2,599)	(1,986)
Profit/ (loss) on discontinued operations	-	-	-	(844)
Share of (loss)/profit from joint venture	-	-	15	1
Total other comprehensive income/(loss)	(10)	5	(10)	(17)
Total comprehensive income/ (loss) for the year	(4,414)	(4,587)	(2,593)	(2,846)

The standalone and consolidated financial statements of the Company for the financial year ended March 31, 2025, are prepared in accordance with the Companies Act, 2013 ("**Act**") and Indian Accounting Standards ("**Ind AS**") as notified by the Ministry of Corporate Affairs and as amended from time to time.

2) State of Company's affairs:

The Company is engaged in providing integrated logistics services, focussed on handling and transportation of minerals and overburden associated with the mining operations. Its core services include loading, unloading and road transportation delivered on contractual basis. The Company operates at the contract sites located in the state of Madhya Pradesh and Odisha.

There has been no change in the nature of business of the Company during the year under review.

3) Transfer to reserves:

No amount has been transferred to reserves for the financial year ended March 31, 2025. For details on the movement in reserves and surplus during the year under review, please refer to the statement of changes in equity included in the standalone financial statement.

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4) Dividend:

The Board does not recommend any dividend for the financial year under review.

Further, there are no unpaid and unclaimed dividends pertaining to previous years. Accordingly, the requirement to transfer such amount to investor education and protection fund is not applicable to the Company.

5) Payment to the erstwhile financial creditors of the Company:

In accordance with the resolution plan approved by the Hon'ble National Company Law Tribunal, Chennai Bench vide its order dated December 08, 2022, under the Insolvency and Bankruptcy Code, 2016, as amended, the Company has fully discharged the deferred debt obligations amounting to Rs. 331,00,00,000/- (Rupees three hundred thirty one crore only) to its erstwhile financial creditors, within the prescribed time limit.

6) Material changes and commitments affecting the financial position of the Company:

There have been no material changes and commitments affecting the financial position of the Company which occurred between the end of the financial year to which the financial statements relate and to the date of this report, except for the payment of final tranche of deferred debt obligations amounting to Rs. 226,00,00,000/- (Rupees two hundred twenty six crore only) to the erstwhile financial creditors in accordance with the resolution plan approved by the Hon'ble National Company Law Tribunal, Chennai Bench vide its order dated December 08, 2022, under the Insolvency and Bankruptcy Code, 2016, as amended. This payment is expected to have positive impact on the Company's financial position.

7) Capital structure:

a) Authorised share capital

The members of the Company at its extra ordinary general meeting held on January 16, 2025, has increased the authorised share capital of the Company i.e., from Rs. 220,00,00,000/- (Rupees two hundred twenty crore only) divided into 7,00,00,000 (seven crore) equity shares of Rs. 10/- (Rupees ten only) each and 15,00,00,000 (fifteen crore) preference shares of Rs. 10/- (Rupees ten only) each to Rs. 230,00,00,000/- (Rupees two hundred thirty crore only) divided into 8,00,00,000 (eight crore) equity shares of Rs. 10/- (Rupees ten only) each and 15,00,00,000 (fifteen crore) preference shares of Rs. 10/- (Rupees ten only) each.

b) Paid-up share capital

During the year under review, the paid-up share capital of the Company remained same i.e., Rs. 65,24,90,800/- (Rupees sixty five crore twenty four lakh ninety thousand eight hundred only) divided into 6,52,49,080 (six crore fifty two lakh forty nine thousand eighty) equity shares of Rs. 10/- each.

8) Minimum public shareholding:

In accordance with the proviso to Rule 19A (5) of Securities Contracts (Regulations) Rules, 1957, as amended, read with Regulation 38 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"), the Company has, during the year under review, met the requirement of maintaining a public shareholding of 10%, as applicable to the Company. This was achieved by reducing the promoter's shareholding from 95.00% to 90.00%.

Subsequent to the end of the financial year March 31, 2025, the Company has taken further steps towards meeting the mandatory requirement of maintaining a minimum public shareholding of 25% as prescribed under the Rule 19A (5) of Securities Contracts (Regulations) Rules, 1957, as amended, read with Regulation 38 of the Listing Regulations. In this regard, the Company's promoter i.e., Pristine Malwa Logistics Park Private Limited has sold 0.13% of the total paid-up share capital of the Company through the open market, resulting in an increase in the public shareholding from 10.00% to 10.13%.

9) Qualified Institutions Placement ("QIP"):

The members of the Company at its extra ordinary general meeting held on January 16, 2025, had approved the issuance of equity shares and/or equity linked securities through QIP for an aggregate amount not exceeding Rs. 250,00,00,000/- (Rupees two hundred fifty crore only) to the qualified institutional buyers, in accordance with the Act, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2015, as amended from time to time, and other applicable laws.

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However, the Company has not proceeded with the QIP as of the date of this report, as the management is still in the process of evaluating the market conditions and identifying suitable qualified institutional buyers.

The Board will take appropriate steps to initiate the QIP at a suitable time, considering the market conditions and other relevant factors.

10) Annual return:

Pursuant to the provisions of Section 92(3) and Section 134(3)(a) of the Act, the annual return of the Company in the prescribed form MGT-7 will be available on the website of the Company at <https://sical.in>.

11) Directors and key managerial personnel:

a) Directors:

The Board has a good and diverse mix of executive, non-executive, and independent directors, thereby ensuring a balanced structure that supports effective oversight, accountability, and strategic guidance in accordance with the applicable statutory and regulatory framework.

As on March 31, 2025, the Board of the Company has seven (7) directors comprising of one (1) director in the category of key managerial personnel as whole-time director, three (3) non-executive & non-independent directors and three (3) non-executive & independent directors including one (1) independent women director.

Further, the following changes took place during the financial year ended March 31, 2025 and up to the date of this report:

Appointment:

On May 16, 2024, the Board, appointed Mr. Satishkumarreddy Mulamreddy (DIN: 09199183) and Ms. Neelaveni (DIN: 09042292) as additional directors under the category of independent director. Mr. Satishkumarreddy Mulamreddy (DIN: 09199183) was also elected as chairman of the Company.

The members of the Company had approved their appointment on the Board through postal ballot on August 07, 2024. The terms and conditions of their appointment are given below:

S. No.	Name of the director	DIN	Terms and conditions of the appointment
1	Satishkumarreddy Mulamreddy	09199183	Appointed as independent director of the Company for a term of three (3) consecutive years with effect from May 16, 2024 to May 15, 2027, and his office is not liable to retire by rotation.
2	Neelaveni	09042292	Appointed as independent director of the Company for a term of three (3) consecutive years with effect from May 16, 2024 to May 15, 2027, and her office is not liable to retire by rotation.

Resignation:

Ms. Anuradha Mukhedkar (DIN: 09564768) has resigned from the position of independent director and chairperson of the Company, due to her personal commitments with effect from closing business hour of April 26, 2024.

Director retiring by rotation:

In accordance with the provisions of Section 152 and other applicable provisions of the Act, Mr. Amit Kumar (DIN: 01928813) is retiring by rotation at the 70th Annual General Meeting of the Company. Being eligible, he has offered himself for re-appointment at the ensuing annual general meeting. He has consented to and is not disqualified from being re-appointed as director in terms of Section 164 of the Act read with applicable rules made thereunder.

Considering his vast experience, knowledge, skills and expertise, the nomination and remuneration committee and the Board has recommended the re-appointment of Mr. Amit Kumar at the ensuing annual general meeting. The information as required pursuant to the Regulation 36 (3) of the Listing Regulations and Clause 1.2.5 of the secretarial standard on general meetings (SS-2) in respect of Mr. Amit Kumar seeking re-appointment at the 70th Annual General Meeting is annexed to the notice of the ensuing annual general meeting.

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Independent directors and their declarations:

As on March 31, 2025, Mr. Vinay Kumar Pabba, Mr. Satishkumarreddy Mulamreddy and Ms. Neelaveni are the independent directors on the Board. They have given declarations, that they meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, they have confirmed that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective, independent judgement and without any external influence.

In terms of Section 150 of the Act read with the rules made there under, the Company has received confirmation from all the independent directors, that they are registered on the independent directors' database maintained by the Indian Institute of Corporate Affairs ("IICA"). Pursuant to Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, all the independent directors of the Company, except Mr. Vinay Kumar Pabba, are exempted from taking online proficiency self-assessment test conducted by IICA. Mr. Vinay Kumar Pabba had successfully passed the requisite online proficiency self-assessment test in compliance with the said rule. Also, all the independent directors have confirmed that they are complying with the code for independent directors as prescribed in Schedule IV to the Act.

In the opinion of the Board, the independent directors possess the requisite expertise, skill, experience (including the proficiency) and knowledge and are persons of integrity and repute. They fulfil the conditions specified in the Act, rules made thereunder and in Listing Regulations and are independent of the management.

b) Key managerial personnel:

During the year under review, there has been no change in the key managerial personnel of the Company. Mr. Seshadri Rajappan (DIN: 00862481), whole-time director, Mr. K. Rajavel, chief financial officer and Ms. Vaishali Jain (ICSI Membership No. A58607), company secretary and compliance officer, continued to be the key managerial personnel of the Company.

12) Number of meetings of the Board:

The Board met eight (8) times during the financial year ended March 31, 2025. The meetings were held in accordance with provisions of the Act and the relevant rules made thereunder and the Listing Regulations.

The particulars of the meetings held and attendance of the directors in the meetings are detailed in the corporate governance report, which forms an integral part of this annual report.

13) Committees of the Board:

The Board has following committees to deal with specific areas and activities which concern the Company and requires a closer review for making informed decision within the authority delegated to each of the committees:

- a) Audit committee
- b) Nomination and remuneration committee
- c) Stakeholders' relationship committee
- d) Corporate social responsibility committee
- e) Fund raising committee

Details of composition, terms of reference and number of meetings held for respective committees are given in the corporate governance report, which forms an integral part of this annual report. Further, during the year under review, all recommendations made by the committees were considered and accepted by the Board.

14) Performance evaluation of the Board, its committees and individual directors:

The annual performance evaluation of the Board, its committees and individual directors was conducted in accordance with the provisions of the Act and the Listing Regulations through structured questionnaires, designed on the basis of criteria outlined in the guidance note on board evaluation issued by the Securities and Exchange Board of India and feedback based on ratings.

The nomination and remuneration committee evaluated the performance of every director of the Company based on the criteria such as participation at the meetings, attendance records, fulfilment of their functions, roles and responsibilities and commitment towards the Company's objectives.

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The Board evaluated the performance of its committees based on the criteria such as composition of each committee, the quality and timeliness of recommendations provided, effectiveness in fulfilling assigned roles and responsibilities and frequency of its meeting.

The Board (excluding the independent director being evaluated) evaluated the performance of independent directors on the basis of their ability to offer independent and unbiased opinion, their contribution in resolving issues during meetings, attendance records, participation in the meetings, overall fulfilment of their functions, roles and responsibilities. Further, the Board evaluated the performance of the executive directors based on the criteria such as their role in providing assistance, support and directions to the Company.

The independent directors at their separate meeting (without the attendance of non-independent directors and members of the management) held on March 27, 2025, reviewed the performance of the chairperson of the Company, non-independent directors and the board as a whole. The independent directors also assessed the quality, quantity and timeliness of the flow of information from the management to the Board, necessary for effectively and reasonably performing its duties.

The Board expressed their satisfaction towards the process followed by the Company for evaluating the performance of the individual directors, Board and its committees.

15) Policy on directors' appointment and remuneration:

The Board, based on the recommendation of the nomination and remuneration committee, has framed a policy on directors' appointment and remuneration. This policy outlines the criteria for determining qualifications, positive attributes and independence of a director as well as framework for remuneration of the directors, key managerial personnel and senior management.

The policy has been posted on the website of the Company at <https://sical.in/investors/policies>.

It is hereby affirmed that the remuneration paid to the directors, key managerial personnel and senior management is in line with the remuneration policy of the Company.

16) Familiarisation programme for independent directors:

The details of the familiarisation programme for independent directors are given in the corporate governance report, which forms an integral part of this annual report.

17) Risk management:

The Company is not required to constitute a risk management committee, as it does not fall within the scope of Regulation 21 of the Listing Regulations. However, the Company has put in place a risk management policy, for monitoring, mitigating, reporting and effectively managing the risks that are envisaged on the conduct of business wherein all material risks faced by the Company are identified and assessed.

18) Vigil mechanism/whistle blower policy:

The vigil mechanism/whistle blower policy provides a mechanism for the directors, employees and stakeholders to report their genuine concerns about unethical behaviour, actual or suspected fraud or violation of the code of conduct and provides adequate safeguard against victimization to those who use such mechanism. The policy also makes provision for direct access to the chairperson of the audit committee in exceptional cases. The details of the policy as well as establishment of vigil mechanism are available on the website of the Company at <https://sical.in/investors/policies>.

19) Corporate social responsibility:

During the year under review, the Company was not required to incur any expenditure on corporate social responsibility ("CSR") activities, as the average net profit of the Company for the three (3) immediately preceding financial years was negative. Accordingly, the annual report on CSR activities as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended, is not applicable to the Company for the year under review.

The CSR policy is available on the website of the Company at <https://sical.in/investors/policies>. Further, the details regarding the terms of reference of the CSR committee are provided in the corporate governance report.

20) Subsidiaries, joint ventures or associate companies:

As on March 31, 2025, the Company has six (6) direct subsidiary companies, two (2) indirect subsidiary companies and one (1) joint venture through indirect subsidiary company as per the details given below:

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S. No.	Name of the company	Relationship
1	Sical Infra Assets Limited	Subsidiary company
2	Sical Multimodal and Rail Transport Limited	Indirect subsidiary company
3	Sical Bangalore Logistics Park Limited	Indirect subsidiary company
4	Pristine Value Logistics Private Limited (Formerly known as Patchems P Limited)	Wholly owned subsidiary company
5	Sical Supply Chain Solutions Limited	Wholly owned subsidiary company
6	Sical Iron Ore Terminal (Mangalore) Limited	Wholly owned subsidiary company
7	Sical Mining Limited	Wholly owned subsidiary company
8	Sical Washeries Limited	Wholly owned subsidiary company
9	Sical Sattva Rail Terminal Private Limited	Joint venture through indirect subsidiary company

During the year under review, no company ceased to be the subsidiary or joint venture of the Company.

In terms of the Company's policy for determining 'Material Subsidiary' of the Company, Sical Infra Assets Limited, Sical Multimodal and Rail Transport Limited and Pristine Value Logistics Private Limited are considered as material subsidiary of the Company, as their turnover or net worth exceeded 10% of the consolidated turnover or net worth of the Company in the immediately preceding financial year.

Sical Infra Assets Limited is engaged in the business of providing logistics and related services through its subsidiary companies i.e., Sical Multimodal and Rail Transport Limited and Sical Bangalore Logistics Park Limited.

Sical Multimodal and Rail Transport Limited ("SMART") is engaged in operating container freight stations at Chennai, Visakhapatnam and Tuticorin. During the financial year ended March 31, 2025, SMART has made progress on the development of its rail-linked cargo terminal in Chennai. The terminal is being constructed on the SMART's own land parcel and is strategically located near key maritime port, offering significant potential for multimodal logistics integration. This infrastructure project is expected to commence its operations in the financial year 2025-26 and is anticipated to play a pivotal role in enhancing its logistics capabilities and contributing to future revenue growth. Further, during the financial year ended March 31, 2025, SMART registered a turnover of Rs. 12,002 lakhs (previous year Rs. 10,435 lakhs) and recorded profit before taxes of Rs. 1,798 lakhs as against the previous year's figures of Rs. 537 lakhs. Sical Sattva Rail Terminal Private Limited is the joint venture of SMART.

Pristine Value Logistics Private Limited ("PVLPL") engaged in the business of providing integrated warehousing and distribution services to various key industries such as electrical and electronics, paints, renewable energy, pharmaceutical, construction, and beverages. Its services include handling of inward and outward stocks, purchase order management, order processing, inventory management, and transportation. It operates a network of nineteen (19) warehouses with a total warehousing space of 11,52,158 square feet located in four (4) states of India, namely, Maharashtra, Goa, Chhattisgarh and Uttar Pradesh. In line with its strategic growth objectives, PVLPL recently entered the national super stockist model within pharmaceutical sector, aiming to have high growth and value addition in the health care industry. During the financial year ended March 31, 2025, PVLPL registered a turnover of Rs. 6,199.48 lakhs (previous year Rs. 5,097.94 lakhs) and recorded profit before taxes of Rs. 209.57 lakhs as against the previous year's figures of Rs. 192.07 lakhs.

During the year under review, there has been no material change in the nature of the business of the subsidiary companies.

In accordance with the Section 129(3) of the Act, a statement containing salient features of the financial statements of the subsidiary companies in Form AOC-1 is annexed as **Annexure I** and forms an integral part of this report. The statement also provides details of performance and financial position of each of the subsidiaries and joint venture.

Further, pursuant to the provisions of Section 136 of the Act, the standalone and consolidated financial statements of the Company, audited financial statements of the subsidiaries and all other related documents which are required to be annexed to the financial statements of the Company will also be kept open for inspection by any member. Members seeking to inspect these documents can send an e-mail at cs@pristinelogistics.com mentioning their name, DP ID & Client ID/folio number and permanent account number (PAN) and the same are also available on the Company's website at <https://sical.in>.

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21) Consolidated financial statement:

In addition to the standalone financial statement of the Company, the consolidated financial statement is also being presented to the members of the Company. The consolidated financial statement of the Company has been prepared in accordance with the Act and the Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time.

The audited consolidated financial statement together with the independent auditor's report thereon forms an integral part of the annual report.

22) Adequacy of internal financial control system with reference to financial statement:

The preparation of the financial statements is pursuant to the control criteria defined considering the essential components of internal control - as stated in the "Guidance Note on Audit of Internal Financial Controls over Financial Reporting" issued by the Institute of Chartered Accountants of India. The control criteria ensure the orderly and efficient conduct of the Company's business, including adherence to its policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records and the timely preparation of reliable financial information. Based on the assessment carried out by the management and the evaluation of the results of the assessment, the Board is of the opinion that the Company has effective internal financial control systems reference to financial statement.

23) Auditors' and their reports:

Statutory auditor:

The members of the Company at their 68th Annual General Meeting held on September 29, 2023, approved the appointment of M/s SRSV & Associates, Chartered Accountants (Firm registration number: 015041S), as the statutory auditor of the Company for a period of three (3) years i.e., from the conclusion of 68th Annual General Meeting till the conclusion of 71st Annual General Meeting to be held in the year 2026.

Statutory auditor's report:

No qualifications, reservations, adverse remarks or disclaimer were made by the statutory auditor in their report on the financial statement for the financial year ended March 31, 2025.

Secretarial auditor:

M/s KRA & Associates, Practicing Company Secretaries (Firm Registration Number P2020TN082800 and Peer Review Number 5562/2024), was appointed as secretarial auditor to conduct the secretarial audit of the Company for the financial year ended March 31, 2025, as required under Section 204 of the Act and the Regulation 24A of the Listing Regulations.

In line with the amended Regulation 24A of the Listing Regulations, the Board, based on the recommendation of the audit committee, has appointed (subject to the approval of the members in the ensuing annual general meeting of the Company) M/s KRA & Associates, Practicing Company Secretaries, as secretarial auditor of the Company for a term of five (5) consecutive years, commencing from the financial year 2025-26 till the financial year 2029-30 i.e., April 01, 2025 to March 31, 2030.

The Board has recommended, the appointment of M/s KRA & Associates, Practicing Company Secretaries, as secretarial auditor of the Company, for the approval of the members at the ensuing annual general meeting of the Company.

The brief profile and other requisite information of M/s KRA & Associates, Practicing Company Secretaries, as required under Regulation 36(3) of the Listing Regulations, is annexed to the notice of the ensuing annual general meeting.

Secretarial auditor's report:

The secretarial audit report for the financial year ended March 31, 2025 does not contain any qualification, reservation, adverse remark or disclaimer.

The secretarial audit reports of the Company and its material subsidiaries, i.e., Sical Infra Assets Limited, Sical Multimodal and Rail Transport Limited and Pristine Value Logistics Private Limited are annexed as **Annexure II** and form an integral part of this report.

Internal auditor:

Pursuant to the provisions of Section 138 of the Act and the Companies (Accounts) Rules, 2014, as amended, M/s D. Rangaswamy & Co., Chartered Accountants, was appointed as internal auditor by the Board to conduct internal audit of the Company for the financial year 2024-25.

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M/s D. Rangaswamy & Co., Chartered Accountants maintained a direct reporting relationship with the audit committee. This reporting structure enabled prompt identification and escalation of issues warranting the audit committee's attention, thereby supporting the audit committee in discharging its oversight responsibilities and in upholding the highest standards of corporate accountability and integrity.

Cost records and cost audit:

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Act are not applicable for the business activities carried out by the Company.

Reporting of frauds by auditors:

During the year under review, the auditors of the Company have not reported any instances of fraud committed against the Company by its officers or employees under Section 143(12) of the Act to the audit committee, the Board or to the Central Government.

24) Particulars of loan, guarantee or investment under Section 186 of the Companies Act, 2013:

The Company is engaged in the business of providing integrated logistics services which falls under the infrastructural facilities as categorized under Schedule VI of the Act. Hence, the provisions of Section 186 of the Act are not applicable to the Company to the extent of loans given, guarantees or securities provided, or any investment made. Further, the details of loans given, guarantees or securities provided, or any investment made, if any, are provided in the notes to the financial statement.

25) Deposits:

The Company did not accept any deposits within the meaning of the provisions of Chapter V (Acceptance of deposits by companies) of the Act during the year under review. Neither any deposit is unclaimed or unpaid during the financial year ended March 31, 2025.

26) Secretarial standards:

The Company complies with the applicable secretarial standards issued by the Institute of Company Secretaries of India.

27) Conservation of energy, technology absorption, foreign exchange earnings and outgo:

a) Conservation of energy

The Company is committed to energy conservation and as a socially responsible entity, the Company continuously monitors its operations to ensure environmental sustainability. The Company has implemented various energy conservation techniques throughout its operations, contributing to improved energy efficiency and a reduction in overall energy costs.

During the year under review, the Company has taken following steps in the direction of energy conservation.

i. Installation of LED lighting and smart energy management systems

The Company has installed a smart energy management system to monitor and manage energy usage throughout its operations. This system helps in identifying the areas where energy can be conserved. Additionally, the traditional sodium lights have been replaced with modern LED lighting. These measures have resulted in reduced electricity consumption and corresponding decrease in the overall impact on the environment.

ii. Adoption of green energy through solar power

As part of its ongoing commitment to renewable energy and sustainability, the Company has installed solar power systems at multiple locations within its project areas. These solar panels help in generating clean and renewable energy on-site, thereby reducing dependency on conventional power sources. This initiative supports the Company's efforts toward greener operations.

iii. Use of energy-efficient electrical equipment

The Company has prioritised the use of 5-star rated and energy-efficient electrical equipment, throughout its operations. This initiative has helped in reducing electricity consumption and lowering operating costs and reinforcing the Company's broader commitment to sustainability and responsible resource management.

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As a part of its broader commitment to sustainability, the Company has taken steps in utilizing alternate source of energy by installing solar power systems at project locations, to further enhance energy efficiency and minimize environmental impact.

During the year under review, the Company, including its subsidiaries, incurred capital expenditure up to an amount of Rs. 30,00,000/- (Rupees thirty lakhs only) towards ongoing initiatives focused on improving energy efficiency and promoting sustainable operations.

b) Technology absorption

The Company remains focused on leveraging innovation and technological advancement as key enablers of sustainable growth. With a strategic approach to technology adoption, the Company actively monitors and evaluates emerging technologies that align with its goals of cost-efficiency and environmental sustainability. This includes the integration of digital tools, smart energy solutions, and sustainable operational practices. As a result of these efforts, the Company has witnessed various benefits, such as, improved safety standards, reduced energy consumption, and lower operating costs.

c) Foreign exchange earnings and outgo

During the year under review, there was no transaction involving foreign exchange earnings and outgo.

28) Particulars of contracts or arrangement with related parties:

All the related party transactions entered during the year under review were in ordinary course of the business and at arm's length basis and in compliance with the Act and the Listing Regulations.

Subsequent to the end of the financial year March 31, 2025, the Company entered certain material related party transactions i.e., transaction with a related party exceeding Rupees 1000 crore or 10% of the annual consolidated turnover of the Company, whichever is lower, as per the last audited financial statement of the Company. These transactions were duly approved by the members of the Company through postal ballot on May 06, 2025, June 09, 2025 and August 07, 2025, in accordance with the Act and the Listing Regulations.

The disclosure of related party transactions as required under Section 134(3)(h) of the Act in Form AOC-2 is annexed as **Annexure III** to this report. Further, the disclosure pertaining to the transactions with the entities belonging to the promoter/promoter group holding more than 10% of the shareholding in the Company, as mandated under Para A Schedule V of the Listing Regulations along with the additional disclosure as required under the Indian Accounting Standard (Ind AS 24-Related Party Disclosures) are provided in the notes to the financial statements, which form an integral part of this annual report.

29) Manpower strength:

As of March 31, 2025, the Company employs total of thirty-five (35) individuals, comprising twenty-eight (28) males and seven (7) females. The Company currently does not have any transgender employees.

30) Particulars of employees and remuneration:

There were no employees who were employed throughout the year and were in receipt of remuneration aggregating Rs. 1.02 crore or more or were employed for part of the year and were in receipt of remuneration aggregating Rs. 8.50 lakh per month or more during the financial year ended March 31, 2025. Disclosure pertaining to remuneration and other details required under Section 197(12) of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, is annexed as **Annexure IV** and forms an integral part of this report.

31) Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

The Company is committed to providing a safe and conducive environment for all its employees. The Company has in place an anti-sexual harassment policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. As per the said policy, the Company has an internal complaints committee to redress complaints received regarding sexual harassment.

The requisite details as required under Rule 8 of the Companies (Accounts) Rules, 2014, as amended from time to time, are given below:

SICAL LOGISTICS LIMITED

- | | |
|---|------------------|
| a) Number of complaints of sexual harassment received in the year | : None |
| b) Number of complaints disposed off during the year | : Not Applicable |
| c) Number of cases pending for more than ninety days | : None |

32) Compliance with Maternity Benefit Act, 1961:

The Company has complied with the provisions of the Maternity Benefit Act, 1961, as amended from time to time. The Company is committed to ensuring a safe, inclusive, and supportive workplace for women employees. All eligible women employees are provided with maternity benefits as prescribed under the said Act including paid maternity leave, nursing breaks, and protection from dismissal during maternity leave.

The Company also ensures that no discrimination is made in recruitment or service conditions on the grounds of maternity. Necessary internal systems and human resource policies are in place to uphold the spirit and letter of the legislation.

33) Corporate Governance:

Pursuant to Regulation 34 of the Listing Regulations, corporate governance report along with the certificate from practicing company secretary, confirming compliance with the conditions of corporate governance as stipulated in Regulation 34 read with Schedule V of the Listing Regulations forms an integral part of this annual report.

34) Suspension of trading:

The details pertaining to suspension of trading in shares of the Company during the year under review are disclosed in the corporate governance report, which forms an integral part of this annual report.

35) Management discussion and analysis:

The management discussion and analysis report for the financial year ended March 31, 2025, as required under the Regulation 34 of the Listing Regulations, is annexed separately forming part of this annual report.

36) Directors' responsibility statement:

To the best of knowledge and beliefs, the Board make the following statements in terms of Section 134(3)(c) of the Act:

- in the preparation of the annual accounts for the financial year ended on March 31, 2025, the applicable accounting standards had been followed and no material departures have been made from the same;
- such accounting policies have been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at March 31, 2025 and of the profit / loss of the Company for the year under review;
- the proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the annual accounts of the Company have been prepared on a going concern basis;
- the internal financial controls were in place and such internal financial controls were adequate and were operating effectively; and
- the Board has devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

37) Other disclosures:

No disclosure or reporting is required in respect of the following items as there were no transactions on these items, during the year under review:

- The Company has not issued equity shares with differential rights as to dividend, voting or otherwise.
- The Company has not issued sweat equity shares.
- The Company has not implemented any employee stock option scheme.
- No corporate action required to be implemented by the Company.

SICAL LOGISTICS LIMITED

- The Company's whole-time director did not receive any remuneration or commission from Company's holding company or from any subsidiaries of the Company.
- There was no revision made in financial statement or the directors' report of the Company.
- There has been no change in the nature of business of the Company.
- The Company has not obtained any credit rating of its securities.
- No significant and material order were passed by the regulators or courts or tribunals or statutory and quasi-judicial body which impact going concern status and Company's operations in future.
- Neither an application has been made nor any proceeding is pending before National Company Law Tribunal for corporate insolvency process under the Insolvency and Bankruptcy Code, 2016.
- There is no incidence of one-time settlement in respect of any loan taken from the banks or financial institutions during the year under review. Hence, disclosure pertaining to difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan is not applicable.

Acknowledgements

The Board acknowledge and thanks all the stakeholders of the Company including its employees, customers, shareholders, bankers, vendors, lenders, regulatory and government authorities and stock exchanges for their support and cooperation. The Board looks forward to their continued support in future.

For and on behalf of the board of directors
Sical Logistics Limited

(Sanjay Mawar)
Director
DIN:00303822

(Amit Kumar)
Director
DIN:01928813

Place : New Delhi

Date : September 02, 2025

SICAL LOGISTICS LIMITED

Annexure I to the Board's Report

Form AOC 1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of the subsidiaries or associate companies or joint ventures

PART A - Subsidiaries

(Amt in Rs. Lakhs)

Particulars	Details							
SI No	1	2	3	4	5	6	7	8
Name of the Subsidiary	Sical Multimodal and Rail Transport Limited*	Sical Infra Assets Limited	Sical Iron Ore Terminal (Mangalore) Limited	Sical Bangalore Logistics Park Limited*	Sical Mining Limited	Pristine Value Logistics Private Limited (formerly known as Patchems P Limited)	Sical Washeries Limited	Sical Supply Chain Solutions Limited
CIN/any other registration number of subsidiary company	U60232TN2007PLC063378	U45203TN2007PLC063432	U63020TN2009PLC073147	U63090TN2016PLC110673	U10300TN2016PLC112461	U24110MH1989PTC052943	U10100TN2019PLC128380	U63000TN2012PLC087754
The date since when subsidiary was acquired	May 7, 2007	May 9, 2007	October 9, 2009	May 31, 2016	September 12, 2016	June 30, 2017	March 29, 2019	July 15, 2019
Provisions pursuant to which the company has become a subsidiary (Section 2(87)(i)/ Section 2(87)(ii))	2(87)(ii)	2(87)(ii)	2(87)(ii)	2(87)(ii)	2(87)(ii)	2(87)(ii)	2(87)(ii)	2(87)(ii)
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	From	-	-	-	-	-	-	-
	To	-	-	-	-	-	-	-
Reporting currency and exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Share Capital	7,269	5,330	3,650	3	1	1	5	5
Reserves & surplus	8135	20,109	(3,644)	(2,599)	(423)	1,017	-	0.40
Total Assets	47,675	16,989	9	4,254	41	2,581	5	5.89
Total Liabilities	32,616	559	3	6,850	463	1,563	-	0.49
Investments	345	9,009	-	-	-	-	-	-
Turnover	12,002	-	-	-	-	6,199	-	-
Profit before taxation	1798	(7)	(6)	(4)	-	201	-	-
Provision for taxation	(147)	-	-	-	-	-	-	-
Profit after taxation	1625	(7)	(6)	(4)	-	201	-	-
Proposed dividend	-	-	-	-	-	-	-	-
Extent of shareholding (in %)	-	53.60%	100%	-	100%	100%	100%	100%

*Wholly owned subsidiary companies of Sical Infra Assets Limited

SICAL LOGISTICS LIMITED

1. Names of subsidiaries which are yet to commence operations:

- Sical Washeries Limited
- Sical Supply Chain Solutions Limited
- Sical Iron Ore Terminal (Mangalore) Limited
- Sical Bangalore Logistics Park Limited

2. Names of subsidiaries which have been liquidated or have ceased during the year:

None

Part B-Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to joint venture

(Amt in Rs. Lakhs)

Name of associates/joint venture	Sical Sattva Rail Terminal Private Limited
1. Latest audited/unaudited balance sheet date	March 31, 2025
2. Date on which the associates/joint venture was associated or acquired	December 08, 2007
3. Shares of associates/joint venture held by the Company on the year end	
i. No.	-
ii. Amount of Investment in associates/joint venture	-
iii. Extend of Holding (in percentage)	-
4. Description of how there is significant influence	Joint venture of indirect subsidiary company
5. Reason why the associates/joint venture is not consolidated	Not Applicable
6. Net worth attributable to shareholding as per latest audited/unaudited balance sheet	145
7. Profit/Loss for the year	
Considered in Consolidation	15
Not Considered in Consolidation	-

1 Name of associates/joint ventures which are yet to commence operations: -

2 Name of associates/joint ventures which have been liquidated or have ceased to be associate or joint venture during the year: -

For and on behalf of the Board of Directors of
Sical Logistics Limited

Sanjay Mawar

Director

DIN:00303822

Place : New Delhi

K.Rajavel

Chief Financial Officer

Place : New Delhi

S.Rajappan

Whole-Time Director

DIN: 00862481

Place : Chennai

Vaishali Jain

Company Secretary

Membership No: A58607

Place : New Delhi

Date : May 28, 2025

SICAL LOGISTICS LIMITED

Annexure II to the Board's Report

Form No. MR-3

Secretarial Audit Report

For the financial year ended March 31, 2025

[Pursuant to section 204(1) of the Companies Act, 2013 and rule no.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members
Sical Logistics Limited
South India House 73,
Armenian Street,
Chennai, Tamil Nadu-600001

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Sical Logistics Limited** (hereinafter called the “**Company**”). The secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the **financial year ended on March 31, 2025 (“Audit Period”)**, complied with the statutory provisions listed hereunder and also that the Company has proper board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2025 according to the provisions of:

1. The Companies Act, 2013 (“the Act”) and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 (“SCRA”) and the rules made thereunder;
3. The Depositories Act, 1996 and the regulations and bye-laws framed thereunder;
4. The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of foreign direct investment, overseas direct investment and external commercial borrowings;
5. The following regulations and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (“SEBI Act”), to the extent applicable to the Company:
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021- **Not applicable as the Company has not issued any shares/ options to directors/ employees during the year under review;**
 - e. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021- **Not applicable as the Company has not issued/listed any non-convertible securities during the year under review;**
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Act and dealing with the client - **Not applicable as the Company is not registered as Registrar to an Issue and Share Transfer Agent during the year under review;**
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021- **Not applicable as the Company has not delisted/ proposed to delist its equity shares during the year under review;**

SICAL LOGISTICS LIMITED

- h. The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 - **Not applicable as the Company has not bought back/ proposed to buy-back any of its securities during the year under review;**

We have examined the systems and processes in place to ensure compliance with the specific laws (to the extent applicable) such as (i) Coal Mines Regulations (CMR), 2017; (ii) Mines Act, 1952; (iii) Motor Vehicles Act, 1988; and (iv) Environment (Protection) Act, 1986, considering and relying upon representations, made by the Company and its officers for systems and mechanism formed by the Company for compliances under these laws.

We have also examined compliance with the applicable clauses of the following:

- i) Secretarial Standards issued by the Institute of Company Secretaries of India with respect to meetings of board of directors (SS-1) and general meetings (SS-2).
- ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Listing Agreements entered into by the Company with the BSE Limited and National Stock Exchange of India Limited.

During the period under review, the Company has complied with the provisions of the Act, rules, regulations, guidelines, standards, etc., mentioned above, to the extent applicable.

We further report that,

- The board of directors of the Company is duly constituted with proper balance of executive directors, non-executive directors and independent directors. The changes in the composition of board of directors that took place during the year under review, were carried out in compliance with the provisions of the Act.
- Adequate notice was given to all directors to schedule board and committee meetings; agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on agenda items before the meeting and for meaningful participation at the meeting.
- All decisions of the board and committee thereof were carried with requisite majority and there were no dissenting views and hence not recorded as part of the minutes.

We further report that, there appear adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the Audit Period, the following events occurred which have a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc.:

- a) The Company has achieved the public shareholding of 10% as mandated under Rule 19A (5) of Securities Contracts (Regulations) Rules, 1957, as amended, read with Regulation 38 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
- b) The members of the Company at its extra ordinary general meeting held on January 16, 2025, has authorized the board of directors to borrow monies from time to time, at its discretion, on such terms and conditions as it may deem fit and expedient in the interests of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/ to be obtained from the Company's bankers in the ordinary course of business, shall be up to an amount of Rs. 1,200 crore (Rupees one thousand two hundred crore only) in excess of the aggregate of the paid-up equity share capital and free reserves of the Company.
- c) The members of the Company at its extra ordinary general meeting held on January 16, 2025, has authorized the board of directors to create charge or security over the assets of the Company, both present and future, in such manner as may be determined by the board of directors of the Company, for the purpose of securing the afore-mentioned borrowings up to an amount of Rs. 1,200 crore (Rupees one thousand two hundred crore only).
- d) The members of the Company at its extra ordinary general meeting held on January 16, 2025, approved the issuance of equity shares and/or equity linked securities through QIP for an aggregate amount not exceeding Rs. 250,00,00,000/- (Rupees two hundred fifty crore only) to the qualified institutional buyers, in accordance with the Act, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2015, as amended from time to time, and other applicable laws.

SICAL LOGISTICS LIMITED

We further report that during the Audit Period, there were no instances of:

- a) Right issue of shares/debentures/sweat equity etc.
- b) Redemption / buy- back of securities
- c) Merger / amalgamation /reconstruction etc.
- d) Foreign technical collaborations

We further report that our audit is subjected only to verifying adequacy of systems and procedures that are in place for ensuring proper compliance by the Company and we are not responsible for any lapses in those compliances on the part of the Company.

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report

**FOR KRA & ASSOCIATES
PRACTICING COMPANY SECRETARIES**

Aishwarya
ACS NO 51960 / C.P.No.: 20319
Peer Review no.: 5562 /2024
UDIN: A051960G001004285

Date : 13/08/2025
Place : Chennai

SICAL LOGISTICS LIMITED

ANNEXURE A to the Secretarial Audit Report

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the secretarial records.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, we have obtained the management representation about compliance of laws, rules and regulations and happening of events, etc.
5. The compliances of the provisions of the corporate laws and other applicable laws, rules, regulations, standards are the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**FOR KRA & ASSOCIATES
PRACTICING COMPANY SECRETARIES**

Aishwarya
ACS NO 51960 / C.P.No.: 20319
Peer Review no.: 5562 /2024
UDIN: A051960G001004285

Date : 13/08/2025
Place : Chennai

SICAL LOGISTICS LIMITED

Form No. MR-3

Secretarial Audit Report

For the financial year ended March 31, 2025

[Pursuant to section 204 (1) of the Companies Act, 2013 and rule no. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members,
Sical Infra Assets Limited
73 Armenian Street,
Chennai, Tamil Nadu-600001

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Sical Infra Assets Limited** (hereinafter called the “**Company**”). The secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the **financial year ended on March 31, 2025 (“Audit Period”)**, complied with the statutory provisions listed thereunder and also that the Company has proper board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Company for the financial year ended on March 31, 2025 according to the provisions of:

- (i) The Companies Act, 2013 (“the Act”) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (“SCRA”) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the regulations and bye-laws framed thereunder;
- (iv) The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of foreign direct Investment and overseas direct investment and external commercial borrowings;
- (v) The following regulations and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (“SEBI Act”)- **Not applicable as the Company has not listed/proposed to list its securities during the year Audit Period: -**
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Act and dealing with the client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
 - h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018

During the audit period, none of the other laws are applicable.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India with respect to meetings of board of directors (SS-1) and general meetings (SS-2).
- (ii) The listing agreements entered into by the Company with the stock exchanges - **Not applicable as the Company has not entered into the listing agreements with the stock exchanges.**

SICAL LOGISTICS LIMITED

During the period under review, the Company has complied with the provisions of the Act, rules, regulations, guidelines, standards, etc. mentioned above, to the extent applicable

We further report that,

1. The board of directors of the Company is duly constituted with proper balance of executive directors, non-executive directors and independent directors. The changes in the composition of board of directors that took place during the year under review, were carried out in compliance with the provisions of the Act.
2. Adequate notice was given to all directors to schedule board and committee meetings; agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on agenda items before the meeting and for meaningful participation at the meeting.
3. All decisions of the board and committee thereof were carried with requisite majority and there were no dissenting views and hence not recorded as part of the minutes.

We further report that, there appear adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the Audit Period, there were no instances of:

- a) Public/ right/preferential issue of shares/debentures/sweat equity etc.
- b) Redemption / buy- back of securities
- c) Major decisions taken by the members in pursuance to Section 180 of the Act
- d) Merger / amalgamation /reconstruction etc.
- e) Foreign technical collaborations

We further report that our audit is subjected only to verifying adequacy of systems and procedures that are in place for ensuring proper compliance by the Company and we are not responsible for any lapses in those compliances on the part of the Company.

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

FOR KRA & ASSOCIATES
Practicing Company Secretary

Aishwarya N
M.No. A51960/ CP No. 20319
Peer Review No. 5562/2024
UDIN: A051960G001004351

Place : Chennai
Date : 13/08/2025

SICAL LOGISTICS LIMITED

Annexure-A to the Secretarial Audit Report

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Secretarial records.
3. We have not verified the correctness and appropriateness of financial records and Book of Accounts of the company.
4. Wherever required, we have obtained the Management representation about compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of the corporate laws and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

FOR KRA & ASSOCIATES
Practicing Company Secretary

Aishwarya
M.No. A51960/ CP No. 20319
Peer Review No. 5562/2024
UDIN: A051960G001004351

Place : Chennai
Date : 13/08/2025

SICAL LOGISTICS LIMITED

Form No. MR-3

Secretarial Audit Report

For the financial year ended March 31, 2025

[Pursuant to section 204 (1) of the Companies Act, 2013 and rule no. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To

The Members

Sical Multimodal and Rail Transport Limited

South India House 73,

Armenian Street, Chennai,

Tamil Nadu-600001

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Sical Multimodal and Rail Transport Limited** (hereinafter called the "**Company**"). The secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on **March 31, 2025 ("Audit Period")** complied with the statutory provisions listed thereunder and also that the Company has proper board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Company for the financial year ended on **March 31, 2025** according to the provisions of:

- (i) The Companies Act, 2013 ("the Act") and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the regulations and bye-laws framed thereunder;
- (iv) The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of foreign direct investment and overseas direct investment and external commercial borrowings;
- (v) The following regulations and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act")-**Not Applicable as the Company has not listed/proposed to list its securities during the Audit Period:-**
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Act and dealing with the client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
 - h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018

We have examined the systems and processes in place to ensure compliance with the specific laws (to the extent applicable) such as (i) Customs Act, 1962; (ii) Motor Vehicles Act, 1988; and (iii) Environment (Protection) Act, 1986; (iv) Factories Act, 1948; and (v) Contract Labour (Regulation and Abolition) Act, 1970, considering and relying upon representations, made by the Company and its officers for systems and mechanism formed by the Company for compliances under these laws.

SICAL LOGISTICS LIMITED

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India with respect to meetings of board of directors (SS-1) and general meetings (SS-2).
- (ii) The listing agreements entered into by the Company with the stock exchanges - **Not applicable as the Company has not entered into the listing agreements with the stock exchanges.**

During the period under review the Company has complied with the provisions of the Act, rules, regulations, guidelines, standards, etc. mentioned above, to the extent applicable.

We further report that,

1. The board of directors of the Company is duly constituted with proper balance of executive directors and non-executive directors and independent directors. The changes in the composition of board of directors that took place during the year under review, were carried out in compliance with the provisions of the Act.
2. Adequate notice was given to all directors to schedule board and committee meetings; agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on agenda items before the meeting and for meaningful participation at the meeting.
3. All decisions of the board and committee thereof were carried with requisite majority and there were no dissenting views and hence not recorded as part of the minutes.

We further report that, there appear adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the Audit Period, there were no instances of:

- a) Public/ right/preferential issue of shares/debentures/sweat equity etc.
- b) Redemption / buy- back of securities
- c) Major decisions taken by the members in pursuance to Section 180 of the Act
- d) Merger / amalgamation /reconstruction etc.
- e) Foreign technical collaborations

We further report that our audit is subjected only to verifying adequacy of systems and procedures that are in place for ensuring proper compliance by the Company and we are not responsible for any lapses in those compliances on the part of the Company.

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

FOR KRA & ASSOCIATES
Practicing Company Secretary

Aishwarya N
M.No. A51960/ CP No. 20319
Peer Review No. 5562/2024
UDIN: A051960G001052291

Place : Chennai

Date : 21/08/2025

SICAL LOGISTICS LIMITED

Annexure-A to the Secretarial Audit Report

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Secretarial records.
3. We have not verified the correctness and appropriateness of financial records and book of accounts of the company.
4. Wherever required, we have obtained the management representation about compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of the corporate laws and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedure on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

FOR KRA & ASSOCIATES
Practicing Company Secretary

Aishwarya N
M.No. A51960/ CP No. 20319
Peer Review No. 5562/2024
UDIN: A051960G001052291

Place : Chennai
Date : 21/08/2025

SICAL LOGISTICS LIMITED

Form No. MR-3

Secretarial Audit Report

For the Financial Year ended March 31, 2025

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To

The Members

Pristine Value Logistics Private Limited

(formerly known as Patchems P Ltd.)

Unit No.404 & 405, 4th Floor, Fenkin-9 Building

Wagle Estate, Panchpakhadi, Thane

Wagle I.E., Thane - 400604, Maharashtra

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Pristine Value Logistics Private Limited** (hereinafter called "**the Company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2025 ("**Audit Period**"), complied with the statutory provisions listed hereunder and also that the Company has proper board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed, and other records maintained by the Company for the financial year ended on March 31, 2025 according to the provisions of:

1. The Companies Act, 2013 ("the Act") and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;
3. The Depositories Act, 1996 and the regulations and bye-laws framed thereunder;
4. The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of foreign direct investment, overseas direct investment and external commercial borrowings;
5. Being an unlisted deemed public Company, the following regulations and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"), were not applicable to the Company during the audit period:
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - e. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Act and dealing with the client;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
 - h. The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018;
 - i. We have been informed that the following specific laws applicable to the Company.

NIL

SICAL LOGISTICS LIMITED

We have also examined compliance with the applicable clauses of the following:

- i) Secretarial Standards issued by the Institute of Company Secretaries of India with respect to meetings of board of directors (SS-1) and general meetings (SS-2).
- ii) The listing agreement entered into by the Company, if any - **Not applicable**

During the period under review, the Company has complied with the provisions of the act, rules, regulations, guidelines, standards, etc., mentioned above, to the extent applicable.

We further report that,

- The board of directors of the Company is duly constituted with proper balance of executive directors and non-executive directors. The changes in the composition of board of directors that took place during the year under review, were carried out in compliance with the provisions of the Act.
- Adequate notice was given to all directors to schedule board meetings; agenda and notes to agenda were sent in advance and a system exists for seeking and obtaining further information and clarifications on agenda items before the meeting and for meaningful participation at the meeting.
- All decisions of the board were carried with requisite majority and there were no dissenting views and hence not recorded as part of the minutes.

We further report that, based on the review of the compliance mechanism established by the Company, we are of the opinion that the Company has adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the Audit Period, there were no instances of:

- a) Public/ right/preferential issue of shares/debentures/sweat equity etc.;
- b) Redemption / buy- back of securities;
- c) Major decision taken by the members in pursuance to section 180 of the Act;
- d) Merger / amalgamation /reconstruction etc.
- e) Foreign technical collaborations

We further report that our audit is subjected only to verifying adequacy of systems and procedures that are in place for ensuring proper compliance by the Company and we are not responsible for any lapses in those compliances on the part of the Company.

This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

For KJ & Associates
Company Secretaries

Rajesh K. Jha
Partner

M. No. 6390/CP No. 5737
UDIN: F006390G000927068

Place: Delhi

Date: 04 August, 2025

SICAL LOGISTICS LIMITED

ANNEXURE A to the Secretarial Audit Report

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the secretarial records.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, we have obtained the management representation about compliance of laws, rules and regulations and happening of events, etc.
5. The compliances of the provisions of the corporate laws and other applicable laws, rules, regulations, standards are the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For KJ & Associates
Company Secretaries

Rajesh K. Jha
Partner

M. No. 6390/CP No. 5737
UDIN: F006390G000927068

Place: Delhi

Date: 04 August, 2025

SICAL LOGISTICS LIMITED

Annexure III to the Board's Report

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under fourth proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis

Corporate identity number (CIN) or (PAN)/ Passport for individuals or any other registration number	Name(s) of the related party	Nature of relationship	Nature of contracts/ arrangement/ transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including actual / expected contractual amount	Justification for entering into such contracts or arrangements or transactions	Date of approval by the Board	Amount paid as advances, if any	Date on which the resolution was passed in general meeting as required under first proviso to section 188	SRN of MGT-14
NIL										

2. Details of material contracts or arrangements or transactions at arm's length basis:

Corporate identity number (CIN) or (PAN)/ Passport for individuals or any other registration number	Name(s) of the related party	Nature of relationship	Nature of contracts/ arrangement/ transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including actual / expected contractual amount	Date of approval by the Board	Amount paid as advances, if any
U63000DL2012 PTC242966	Pristine Malwa Logistics Park Private Limited	Promoter and Intermediate holding company of the Company	Leasing of commercial equipment	For a period of 5 years	42 (forty-two) commercial equipment for a period of 5 years commencing from financial year 2024-25 (lease started from March, 2025) to financial year 2028-29. 17 (seventeen) commercial equipment for a period of 5 years commencing from financial year 2025-26 to financial year 2029-30	December 31, 2024	N.A.

For and on behalf of the Board of Directors of
Sical Logistics Limited

Place : New Delhi
Date : September 02, 2025

Sanjay Mawar
Director
DIN:00303822

Amit Kumar
Director
DIN: 01928813

SICAL LOGISTICS LIMITED

Annexure IV to the Board's Report

Statement of disclosure of remuneration under Section 197 (12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended

a) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year ended March 31, 2025

(Amount in Rs. Lakhs)

S. No.	Name of director	Director Identification Number (DIN)	Designation	Director's remuneration	Median remuneration of employees	Ratio to median remuneration of the employees
1	Satishkumarreddy Mulamreddy	09199183	Chairperson & Non-Executive & Independent director	-	-	-
2	Amit Kumar	01928813	Non-Executive & Non-Independent director	-	-	-
3	Rajnish Kumar	01507736	Non-Executive & Non-Independent director	-	-	-
4	Sanjay Mawar	00303822	Non-Executive & Non-Independent director	-	-	-
5	Seshadri Rajappan	00862481	Whole-time director	54.11	7.00	7.73
6	Vinay Kumar Pabba	02711931	Non-Executive & Independent director	15.00	7.00	2.14
7	Neelaveni	09042292	Non-Executive & Independent director	-*	-	-

*During the financial year ended March 31, 2025, Ms. Neelaveni received Rs. 3,00,000/- (Rupees three lakh only) as a sitting fees for attending the meetings of the Board and the committees (including adjourned meetings).

b) The percentage increase in remuneration of each director[^], chief financial officer^{^^}, chief executive officer, company secretary or manager, if any, in the financial year ended March 31, 2025

S. No.	Name	Designation	% Increase in remuneration in the 2025 as compared to 2024
1	Seshadri Rajappan	Whole-time director	7.5%
2	Vinay Kumar Pabba	Non-Executive & Independent director	No change
3	Satishkumarreddy Mulamreddy	Non-Executive & Independent director	Not comparable ^{^^^}
4	Vaishali Jain	Company Secretary	10%

[^]The details of Mr. Amit Kumar, Mr. Rajnish Kumar and Mr. Sanjay Mawar, non-executive directors of the Company, are not applicable as they have not received any remuneration from the Company. Furthermore, the details pertaining to Ms. Neelaveni, non-executive and non-independent director of the Company are also not applicable as she receives sitting fees for attending the meetings of the Board and the committees (including adjourned meetings).

^{^^}The details of Mr. K. Rajavel, chief financial officer of the Company are not applicable as he has not received any remuneration from the Company.

^{^^^}The % increase of remuneration of Mr. Satishkumarreddy Mulamreddy is not comparable as he was appointed on May 16, 2024 and he has not drawn remuneration from the Company during the financial year ended March 31, 2024.

SICAL LOGISTICS LIMITED

- c) **The percentage increase in the median remuneration of employees in the financial year: 10 %**
- d) **The number of permanent employees on the rolls of Company as on March 31, 2025: 35**
- e) **Average percentiles increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

The average percentile increase in the salaries of employees other than the managerial personnel in the last financial year was approximately 10%. In comparison, the percentile increase in the remuneration of managerial personnel was also approximately 10%.

The increase in salaries of employees (other than managerial personnel) was based on Company's performance as well as the performance of the employees. The remuneration for managerial personnel is determined based on their individual contribution, strategic contributions, and the performance of the Company.

There were no exceptional circumstances leading to an increase in the managerial remuneration during the financial year under review.

- f) **Affirmation that the remuneration is as per the remuneration policy of the Company**

It is hereby affirmed that the remuneration paid is as per the remuneration policy of the Company.

Management Discussion and Analysis

Overview

Sical Logistics Limited ("Sical" or "the Company"), incorporated in 1955, has evolved over the years into a diversified logistics platform. Its services span overburden removal and coal transportation, integrated logistics, container freight operations, warehousing and distribution, dredging, and a range of value-added logistics solutions. Backed by its parent, Pristine Logistics & Infraprojects Limited, the Company benefits from financial strength, operational synergies, and an expanded customer network. Together, this positions Sical as a forward-looking, technology-enabled logistics services provider, capable of supporting India's growing infrastructure, energy, and logistics needs.

Industry Structure and Developments

India remains one of the fastest-growing large economies, supported by favourable demographics, resilient consumption, and sustained infrastructure investments. Logistics lies at the heart of this expansion. According to industry estimates, India's logistics sector is valued at USD 300-350 billion and is expected to grow at a CAGR of 7-8% over the next five years, aided by strong policy initiatives such as the PM Gati Shakti National Master Plan and the National Logistics Policy.

Coal continues to dominate India's energy basket, contributing nearly 70% of electricity generation. In FY2025, Coal India Limited produced 838 million tonnes, while total domestic coal production crossed 1.0 billion tonnes, underlining the government's emphasis on self-reliance and import substitution. This directly supports demand for overburden removal and coal evacuation. Parallely, India's organised warehousing sector is expanding rapidly, with modern storage space expected to double by FY2030, driven by e-commerce, manufacturing, and consumption growth. Containerised trade has also remained robust, with throughput at major ports rising by 7% year-on-year in FY2025, underscoring the need for efficient container freight stations.

While this growth outlook is encouraging, the macroeconomic environment in FY2025 saw GDP growth moderating to 6.5%, due to softer industrial activity, elevated food inflation, widening trade imbalances, and muted private investment. Nonetheless, rising urbanisation, diversification of trade through free trade agreements, and continued government investment in infrastructure provide a resilient foundation for logistics demand.

Business Overview

Sical group operates as integrated logistics services company with offerings across mining logistics, coal transportation, container freight stations, warehousing and distribution, and dredging. While the Company has multiple service lines, its operations are managed and evaluated by the management as a unified business, in line with its integrated approach.

Segment-wise or product-wise performance

In FY2025, Sical group enhanced its execution momentum in mining logistics and coal transportation, supported by medium- and long-term contracts with public sector undertakings. Its container freight stations at Chennai, Tuticorin, and Visakhapatnam facilitated steady trade flows with efficient handling and strict regulatory compliance. Warehousing and distribution services benefitted from rising demand for organised storage solutions, while dredging services contributed to port and marine infrastructure development. Together, these activities reinforced Sical's reputation as a trusted and diversified logistics partner.

Opportunities

The Indian logistics industry is entering a phase of sustained expansion, offering multiple growth opportunities for Sical.

In mining logistics, with domestic coal production surpassing 1 billion tonnes in FY2025 and overburden removal requirements increasing in line with higher stripping ratios, the demand for integrated logistics solutions is expected to remain strong. The government's target of 1.5 billion tonnes of coal production by FY2030 provides long-term visibility for overburden removal and coal evacuation contracts.

Organised warehousing has grown at over 20% CAGR during the past five years and is projected to double by FY2030. Rising e-commerce penetration, higher consumption, and manufacturing expansion under "Make in India" are driving demand for warehousing facilities. This presents significant opportunity with the group to expand its warehousing and third-party logistics offerings.

Containerised trade also remains a key growth driver, with Indian ports handling over 11 million TEUs in FY2025. Increasing EXIM trade volumes and government initiatives to enhance port efficiency ensure strong demand for container freight stations. Recognition of the group's Chennai CFS as a top performer validates its ability to capitalise on this trend.

SICAL LOGISTICS LIMITED

In South India, rail-linked terminals remain under-penetrated, presenting both challenges and opportunities. Sical's strategy is to develop efficient, customer-centric terminals supported by flexible, technology-enabled solutions tailored to regional demand. By focusing on service quality, operational efficiency, and integrated multimodal offerings, the Company aims to strengthen its competitive positioning even as government-supported multimodal logistics parks emerge as large-scale alternatives. Furthermore, digitalisation, automation, and ESG-compliance are becoming increasingly important differentiators in contract awards. With its technology-first approach and emphasis on sustainability, Sical is well positioned to protect and expand its market presence in this evolving landscape.

Threats

Despite favourable growth prospects, the industry continues to face structural threats.

Uncertainty in regulatory frameworks related to integrated logistics, port operations, and customs procedures may disrupt operations and increase compliance costs. Volatility in crude oil prices poses challenges to freight economics, as contractual escalation clauses may not always allow full or timely recovery, thereby impacting margins. Infrastructure and logistics projects remain prone to execution delays due to land acquisition hurdles, environmental clearances, and local-level disruptions, which can escalate costs and strain financial resources.

Competitive intensity is another concern, with aggressive bidding in large logistics contracts leading to margin pressures. Broader macroeconomic headwinds-such as slower industrial activity, inflationary spikes, or global trade disruptions-can reduce freight volumes, moderate container throughput, and temper warehousing demand, impacting industry participants including Sical.

Risks and Concerns

In addition to external threats, the Company faces business-specific risks that require active management.

Bidding risk is inherent, as most integrated logistics contracts are awarded through competitive tendering. Unsuccessful bids, cancellations, or disputes from rival bidders may impact the order book.

Operating cost risk arises from heavy dependence on diesel, power, and lubricants; this is mitigated through escalation clauses, preventive maintenance, and route optimisation.

In cargo handling and warehousing, maintaining high standards is critical, particularly for temperature-sensitive goods. Any breach may result in customer claims and reputational damage. Macroeconomic risks-such as inflation, rising interest rates, or volatile commodity prices-may reduce demand and compress margins.

Given that operations are largely concentrated in India, the Company remains exposed to regulatory and country risks from changes in taxation, labour codes, or government policies. In addition, global financial instability could indirectly impact trade flows, credit availability, and investor confidence in India.

The group addresses these risks through diversification of services and geographies, building strategic partnerships, maintaining a strong compliance framework, and adopting technology to improve resilience and efficiency.

Outlook

India's logistics sector is at the cusp of transformation, driven by multimodal integration, digitisation, and sustainability. Sical, with its diversified portfolio, strong parentage, and integrated approach, is well positioned to capture these opportunities.

The Company will continue to focus on strengthening its presence in integrated mining logistics, expanding warehousing and distribution capacity, enhancing efficiency in container freight operations, and building resilience in dredging services. By pursuing disciplined bidding, embedding technology, and prioritising customer-centric service delivery, Sical aims to deliver sustainable growth and create long-term stakeholder value, even amidst external uncertainties.

Environmental, Health, Safety, Sustainability and Governance Initiatives

Policy Commitment

The Company has adopted a comprehensive Environmental, Sustainability, EHSQ, Human Rights and Security Policy that underscores its commitment to reducing environmental impact, conserving resources, fostering a strong safety culture, and promoting sustainability across its logistics operations. This policy has been implemented across all entities within the Sical Group of Companies.

Risk and Compliance Management

The Company undertakes systematic identification and evaluation of environmental risks arising from its logistics operations, including emissions, waste generation, and resource consumption. Environmental Impact Assessment and Control (EIAC) mechanisms have been implemented across operational sites. The EHS team implements safety plans, conducts inspections, and maintains documentation aligned with ISO 14001, ISO 9001, and ISO 45001 standards.

Internal Audits

Periodic internal audits are conducted to assess the effectiveness of the EHS management system, identify non-conformities, and drive continual improvement.

Emergency Preparedness and Response

The Company has established emergency response procedures, including identification of potential scenarios, preparation of response plans, periodic drills, and ensuring the availability of first aid and firefighting equipment at all terminals.

Training and Awareness

Sical places strong emphasis on building awareness and skills among employees, contractors, and partners. Training programmes include first aid, emergency response, safety inductions, electrical safety, fire safety, and mechanical safety. We have integrated Toolbox Talks (TBTs) into our EHS system to foster a proactive safety culture across its operations.

Work Permit and Third-Party Inspections

A comprehensive Work Permit System (WPS) has been implemented to ensure safe execution of operations in compliance with ISO standards. Additionally, all lifting tools and tackles undergo certification by accredited third-party inspection agencies.

Fire Safety

The Company maintains a robust fire safety management system comprising firefighting equipment, fire hydrant systems, and emergency evacuation plans to safeguard employees, visitors, and assets.

Incident Management and Corrective Actions

Sical follows a structured approach to incident management. Incidents are investigated using Root Cause Analysis (RCA) and Fault Tree Analysis (FTA). Corrective and preventive actions are documented, implemented, and tracked to closure. A unique Incident Barcode System has been introduced for accurate tracking of incidents by location, equipment, and type.

Waste Management

The Company has established the following waste management practices across its facilities:

- Dedicated storage areas for safe and organized waste handling.
- Segregation of waste into hazardous and non-hazardous streams.
- Adoption of the 4Rs - Reuse, Reduce, Recover, and Recycle.
- Hazardous waste disposal through CPCB/SPCB-approved TSDFs or authorized recyclers.
- E-waste disposal through SPCB-approved vendors.
- Battery waste disposal in compliance with CPCB guidelines.
- Monthly tracking of waste volumes.
- Awareness and training for employees on source segregation and safe handling procedure.

Reward and Recognition (R&R) Programme

To promote a strong safety culture, the Company has implemented an R&R Programme encouraging proactive safety practices, safe behaviour and reinforcing positive behaviour.

Employee Well-Being and Health

The Company organizes periodic health check-up and eye check-up camps for employees and drivers, ensuring workplace health and wellness.

SICAL LOGISTICS LIMITED**Security Management System**

Company's Security Management System is aligned with global standards, including C-TPAT (Custom Trade Partner Against Terrorism) compliance. A comprehensive security policy has been developed for our operations, supported by M/s. SIS India Ltd at all major terminals. Key features of security management include business partner requirements, container security, physical access controls, personal and IT security, incident response, threat awareness, risk assessment and 24x7 CCTV monitoring control rooms.

Grievance Redressal Mechanism

The Company has established a functional grievance redressal mechanism supported by Standard Operating Procedure (SOP) to systematically and transparently address concerns, issues, and complaints from external stakeholders.

Diversity and Inclusion

Sical is committed to fostering a diverse, inclusive, and equitable workplace where individuals are respected and empowered, regardless of gender, ethnicity, age, ability, or background. The Company believes that diversity drives innovation, collaboration, and performance.

Human Rights

The Company upholds international standards of human rights, with policies and practices covering non-discrimination, prevention of sexual harassment, elimination of child labour, employee health and safety, supply chain due diligence, and accountability.

Supplier Code of Conduct

Sical has adopted a Supplier Code of Conduct to ensure that all suppliers and vendors adhere to ethical, legal, environmental, and social standards, thereby extending responsible practices across the supply chain.

Documentation and Recordkeeping

The Company maintains comprehensive EHS records, including manuals, procedures, risk assessments, training records, audit reports, incident logs, and management information systems, ensuring transparency and continuous improvement.

Internal Control Systems and their Adequacy

The Company considers internal controls a cornerstone of its corporate governance framework, with governance principles supporting robust control and audit mechanisms tailored to operational needs. These systems enhance compliance, improve efficiency, assess critical processes, and proactively mitigate risks, fostering accountability and control awareness across the organisation.

The Audit Committee, primarily comprising Independent Directors with relevant expertise, ensures adequate checks and balances for prompt issue identification.

The Company maintains full compliance with applicable laws through robust systems, continuous monitoring, and timely adaptation to regulatory changes. Compliance status is regularly reviewed, underscoring the Company's commitment to ethical conduct and regulatory integrity.

Financial and Operational Performance

During the financial year ended March 31, 2025, the Company reported a total standalone income of Rs. 5,104 lakhs. Profit Before Tax and Exceptional Items stood at Rs. (6,027) lakhs. The total comprehensive income for the year was Rs. (4,414) lakhs, while retained earnings as on March 31, 2025, stood at Rs. (1,95,580) lakhs, indicative of accumulated losses carried forward from previous years.

On a consolidated basis, the Company recorded a total income of Rs. 24,092 lakhs. Profit Before Tax and Exceptional Items was Rs. (4,040) lakhs. The total comprehensive income for the year stood at Rs. (2,593) lakhs, while retained earnings as on March 31, 2025, were Rs. (205,623) lakhs, reflecting the cumulative effect of past losses and the group's ongoing efforts to restore profitability.

Human Resources and Industrial Relations

At Sical, human capital is regarded as a strategic asset and a key driver of long-term business sustainability. The Company fosters a people-centric culture that emphasises performance, safety, inclusivity, and continuous learning across all levels of the organisation.

SICAL LOGISTICS LIMITED

During the year under review, the Company maintained open and transparent communication with employees, fostering engagement, trust, and alignment with organisational objectives. Focused initiatives in training, skill enhancement, and workplace safety continued to strengthen employee capabilities and commitment.

Looking ahead, the Company remains committed to investing in talent development, enhancing diversity and inclusion, and building a high-performance culture that supports its growth aspirations and operational excellence.

Key financial ratios

Details of significant changes (i.e., a change of 25% or more as compared to the immediately previous financial year) in key financial ratios based on the standalone financial statements of the Company for the year ended March 31, 2025, are provided below along with brief explanations:

The changes in these ratios reflect the financial performance and position of the Company during the year and are primarily driven by operational challenges, liquidity constraints, and restructuring efforts.

Ratio	Year ended March 31, 2025	Year ended March 31, 2024	Explanation for variations above 25%
Debtors Turnover	2.42	3.74	The movement is account of decrease in revenue from operations during the year.
Interest Coverage Ratio	0.62	0.46	The improvement is mainly due to higher operating profit before interest and tax in the current year compared to the previous year, despite continuing high finance costs.
Current Ratio	0.36	0.67	The negative movement is on account of entire liabilities to financial creditors being classified as current amounting to Rs. 26,078 lakhs.
Debt Equity Ratio	14.86	5.67	The movement is on account of reduction in shareholder's equity due to losses in current year and marginal increase in the borrowings.
Operating Profit Margin (%)	0.25	0.22	Not applicable as the variation is below 25%
Net Profit Margin	(109.50%)	(69.40%)	The movement is account of decrease in revenue from operations during the year resulting in losses during the year.

Details of any change in return on net worth as compared to the previous financial year.

The Return on Net Worth has declined from (48.23%) as of March 31, 2024, to (87.71%) as of March 31, 2025. The variation of 81.87% is due to reduction in shareholders' equity, consequent to the losses incurred during the current financial year.

Cautionary Statement

This report contains forward-looking statements concerning the future performance, operations, and strategic initiatives of the Company. These statements are based on current expectations, assumptions, and projections, and are subject to inherent risks and uncertainties. Actual results may differ materially from those expressed or implied due to factors such as economic conditions, regulatory changes, cost fluctuations, competitive pressures, or unforeseen events.

The Company makes no assurance that these expectations will be realised and disclaims any obligation to publicly update forward-looking statements, except as required by applicable law. Readers are therefore cautioned not to place undue reliance on such statements and should recognise that they involve known and unknown risks, uncertainties, and other factors beyond the Company's control.

SICAL LOGISTICS LIMITED**CORPORATE GOVERNANCE REPORT**

In accordance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), as amended from time to time, the Board of Directors (“**Board**”) of Sical Logistics Limited (“**Company**”) is pleased to present the corporate governance report for the financial year ended March 31, 2025.

This report reflects the Company’s steadfast commitment to upholding the highest standards of corporate governance, regulatory compliance, and ethical conduct. It highlights the Board’s continued emphasis on transparency, accountability, and sound decision-making process, all of which are integral to ensuring Company’s long-term sustainable growth and creation of enduring value for all stakeholders.

A. Company’s philosophy on code of corporate governance

The Company remains steadfast in its commitment to fostering a robust and effective corporate governance framework, recognizing its pivotal role in driving sustainable growth and delivering long-term value to all stakeholders including investors, regulators, employees, customers and suppliers. The Company’s governance philosophy transcends mere statutory compliance, embracing a proactive approach that emphasizes operational transparency, timely and accurate disclosures, and the continuous enhancement of stakeholders’ value, all grounded in strict adherence to regulatory requirements. While meeting regulatory obligations is the fundamental priority, the Company equally prioritizes the highest standards of ethical and responsible conduct, ensuring these principles are deeply embedded in its strategic objectives and operational practices.

Corporate governance is regarded as dynamic and evolving commitment that influences every aspect of Company’s management and operations. Transparency, integrity and fairness are the cornerstones of Company’s governance practices, enabling it to build enduring trust with all the stakeholders. These principles facilitate prudent, accountable, and efficient decision-making process, aligned with the expectations of those who entrust their confidence in the Company.

B. Board of Directors

The Board of the Company is composed of distinguished individuals who bring with them diverse range of expertise, extensive knowledge and vast experience across key domains such as corporate governance, legal, finance and accounting. Their collective wisdom and skill sets contribute to a holistic and balanced perspective on strategic, financial, and operational matters. This enables the Board to make informed and prudent decisions that align with the Company’s long-term vision, foster resilient governance practices, and drive sustainable value creation for all stakeholders.

Entrusted with the overall responsibility for the management, governance, and strategic direction of the Company, the Board plays a pivotal role in formulating corporate policies, monitoring operational performance, and ensuring compliance with regulatory and ethical standards. Through proactive leadership and strategic foresight, the Board remains committed to steering the Company towards sustainable growth, innovation, and long-term value creation for all stakeholders.

i. Composition of Board

The composition of the Board of the Company is in conformity with the requirements prescribed under Regulation 17 of the Listing Regulations as well as Sections 149 of the Companies Act, 2013 (“**Act**”). The Board has a good and diverse mix of executive, non-executive, and independent directors, thereby ensuring a balanced structure that supports effective oversight, accountability, and strategic guidance in accordance with the applicable statutory and regulatory framework.

As of March 31, 2025, the Board consisted of seven (7) directors comprising of three (3) non-executive independent directors {including one (1) woman director}, three (3) non-executive non-independent directors and one (1) executive director.

All the independent directors on the Board have confirmed that they meet the criteria for independence as stipulated under Regulation 16 (1) (b) of the Listing Regulations and Section 149 of the Act. Further, none of the independent directors serve as an independent director in more than seven listed companies as stipulated under Regulation 17A of the Listing Regulations. The maximum tenure of each independent directors is governed in accordance with the provisions of the Act and rules made thereunder.

All the directors have made necessary disclosures regarding their directorships in accordance with Section 184 of the Act and their committee positions in other companies as stipulated under Regulation 26 of the Listing Regulations.

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The directors of the Company are in compliance of Regulations 17A and 26 of the Listing Regulations concerning the permissible limits on directorships, committee membership and chairmanship of the committee.

The following table provides a comprehensive overview of the composition of the Board including the number of directorships and committee memberships/chairmanships held by the directors in other companies, along with the names of other listed companies where directorships are held as of March 31, 2025:

S. No.	Name of the director	DIN	Category	Number of other directorships and committee memberships/ chairmanships			Name of other listed companies & category of directorship
				other directorship*	committee membership**	committee chairmanship**	
1	Amit Kumar	01928813	Non-Executive Non-Independent Director	6	2	-	-
2	Neelaveni***	09042292	Non-Executive Independent Director	4	1	1	-
3	Rajnish Kumar	01507736	Non-Executive Non-Independent Director	7	1	-	-
4	Sanjay Mawar	00303822	Non-Executive Non-Independent Director	7	2	-	-
5	Satishkumarreddy Mulamreddy***	09199183	Non-Executive Independent Director	4	4	4	-
6	Seshadri Rajappan	00862481	Executive Director i.e., Whole-Time Director	6	-	-	-
7	Vinay Kumar Pabba	02711931	Non-Executive Independent Director	-	-	-	-

*The directorships, held by directors as mentioned above, includes public limited companies and deemed public limited companies and does not include directorship(s) in private limited companies, foreign companies and section 8 companies under the Act.

**As required by Regulation 26 of the Listing Regulations, the disclosure includes membership/chairmanship of the audit committee and stakeholders' relationship committee across all other public limited companies including deemed public limited companies (excluding the Company).

***On May 16, 2024, the Board appointed Mr. Satishkumarreddy Mulamreddy (DIN: 09199183) and Ms. Neelaveni (DIN: 09042292) as additional directors under the category of independent director. Mr. Satishkumarreddy Mulamreddy was elected as the chairman of the Company. Their appointment as independent directors were approved by the members through special resolutions passed via postal ballot on August 07, 2024.

ii. Board meetings and attendance of the directors

The Board meets at least once every calendar quarter, ensuring a minimum of four meetings annually, with a maximum interval of 120 days between any two consecutive meetings. To facilitate meaningful participation and effective planning, meetings are scheduled in a manner that allows directors ample time to align their schedules. In cases requiring urgent decision making, resolutions are passed through circulation in accordance with the applicable laws. These resolutions are subsequently placed before the Board at its next meeting for noting. Additional meetings of the Board are convened as and when necessary, depending on the nature and exigency of business matters.

Comprehensive presentations are made during Board meetings, covering business operations and other matters requiring the Board's attention. Relevant materials including agenda papers and background information, are circulated to the directors in advance or presented during the meeting, including minimum information required to be made available to the Board as prescribed under Part-A of Schedule II of Regulation 17(7) of the Listing Regulations. This ensures that the Board is equipped with all necessary information to make informed and effective decisions.

During the financial year ended March 31, 2025, the Board met 8 (eight) times i.e., May 30, 2024, August 13, 2024, September 03, 2024, October 23, 2024, November 14, 2024, December 05, 2024, December 31, 2024 and January 30, 2025. The directors participated in the Board meetings either in-person or through video conferencing/ other

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audio-visual means. The requisite quorum, as prescribed under the Act and Listing Regulations was duly maintained at all the meetings, ensuring that the decisions of the Board were taken with adequate participation and due deliberation.

The attendance of each director at the Board meetings and at the last annual general meeting is given below:

S. No.	Name of the director	DIN	Number of Board meetings held during the financial year 2024-25	Number of Board meeting attended	Whether attended last annual general meeting (convened on September 30, 2024)
1	Amit Kumar	01928813	8	6	Yes
2	Anuradha Mukhedkar*	09564768	8	N.A.	N.A.
3	Neelaveni**	09042292	8	7	Yes
4	Rajnish Kumar	01507736	8	5	No
5	Sanjay Mawar	00303822	8	6	No
6	Satishkumarreddy Mulamreddy**	09199183	8	8	Yes
7	Seshadri Rajappan	00862481	8	8	Yes
8	Vinay Kumar Pabba	02711931	8	6	No

*Ms. Anuradha Mukhedkar (DIN: 09564768) resigned from the office of independent director & chairperson of the Company with effect from closing business hour of April 26, 2024.

** On May 16, 2024, the Board appointed Mr. Satishkumarreddy Mulamreddy (DIN: 09199183) and Ms. Neelaveni (DIN: 09042292) as additional directors under the category of independent director and their appointment were approved by the members through special resolutions passed via postal ballot on August 07, 2024.

iii. Independent directors

Every independent director is required to submit a declaration, at the first meeting of the Board in which they participate as a director and thereafter at the first Board meeting of each financial year, confirming compliance with the independence criteria as outlined under Section 149 of the Act and Regulation 16(1)(b) of the Listing Regulations. The Company has duly received these declarations from all the independent directors, affirming their adherence to the prescribed criteria of independence.

Based on the declarations received and the Board's own assessment, it is confirmed that all the independent directors meet the criteria of independence specified under the Act and the Listing Regulations. Furthermore, they are independent of the Company's management and are capable of exercising objective and impartial judgment in discharging their duties.

During the reporting period, except for Ms. Anuradha Mukhedkar, independent director and chairperson of the Company, no other independent director resigned from the Board of the Company. Ms. Anuradha Mukhedkar tendered her resignation with effect from the close of business hours of April 26, 2024. In her resignation letter, she cited personal commitments as the reason for stepping down and confirmed that there were no material reasons for her resignation other than those stated.

Subsequently, on May 16, 2024, the Board appointed Mr. Satishkumarreddy Mulamreddy (DIN: 09199183) and Ms. Neelaveni (DIN:09042292) as additional directors under the category of independent director. Mr. Satishkumarreddy Mulamreddy was also elected as the chairman of the Company. Their appointment as independent directors were approved by the members through special resolutions passed via postal ballot on August 07, 2024.

Meeting of independent directors and familiarization programme for them

In accordance with the provisions of Section 149(8) read with Schedule IV of the Act and Regulation 25 of the Listing Regulations, a separate meeting of independent directors of the Company was held on March 27, 2025, without the presence of non-independent directors and members of the management. At this meeting, the independent directors reviewed the performance of the chairman of the Company, non-independent directors and the Board as a whole. They also assessed the quality, quantity and timeliness of the flow of information from the management to the Board, which is critical for the Board to discharge its functions effectively and in a well-informed manner.

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To support their active participation and informed decision-making, the independent directors are provided with necessary documents and reports to enable them to familiarize with the Company's procedures and practices. As part of the Company's ongoing familiarisation programme, periodic presentations are made at the Board and committee meetings on various aspects, inter-alia, covering the Company's business and operations, strategy, finance and other relevant matters.

Upon appointment, independent directors are issued a letter of appointment outlining in detail the terms of their appointment including their roles, function, responsibilities and their fiduciary duties as a director of the Company. The details of familiarisation programme imparted to independent directors are disclosed on the website of the Company and can be accessed through web link <https://sical.in/training-and-development-for-independent-directors/>.

iv. Relationship between the Directors inter-se

As on March 31, 2025, the Board comprised of 7 (seven) directors and there is no relationship between the directors inter-se.

v. Number of shares and convertible instruments held by non- executive directors

As on March 31, 2025, no shares and convertible instruments are held by non-executive directors of the Company.

vi. Core skill/ expertise/ competence of the Board

As of March 31, 2025, the Board comprised of highly qualified members who possess a diverse range of skills, competencies, expertise and industry experience, enabling them to provide valuable insights and actively contribute to the decision-making process at both Board and committee meetings. Their collective proficiency ensures robust deliberations and strategic oversight, strengthening corporate governance and fostering the effective functioning of the Board.

Outlined below is a comprehensive matrix detailing the core skills, expertise, and competencies that individual Board members are expected to bring to their roles. These attributes are pivotal in upholding the principles of good governance and driving the Board's effectiveness:

Core skill/ expertise/ competence	Details
Effective management and leadership skills	Demonstrated ability to lead teams effectively, inspire performance, and drive organizational growth through strategic decision-making and motivational leadership.
Experience in developing and implementing strategies to grow market share	Proven track record of crafting and executing innovative strategies that enhance competitive positioning and expand market presence.
Knowledge and experience in the logistics and service sector	Extensive expertise in navigating the complexities of the logistics and service industry, including operational efficiency, customer satisfaction, and market dynamics.
Finance, taxation, and legal	Comprehensive understanding of financial management, taxation laws, and legal frameworks to ensure compliance and optimize fiscal performance.
Financial restructuring and turnaround	Skilled in devising and implementing financial restructuring plans to stabilize operations, restore profitability, and steer organizations towards sustainable growth.
Experience in developing governance practices, serving the best interests of all stakeholders, maintaining Board and management accountability, and observing good corporate governance	Deep expertise in establishing robust governance frameworks that uphold transparency, ensure accountability, and align business practices with stakeholder interests.

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The area of expertise of the Board members as on the date of this report, have been mapped below:

Name of the director	Designation	Core skill/ expertise/ competence
Amit Kumar	Non-Executive Non-Independent Director	He has vast experience in various fields of handling issues and decision making. He is actively engaged in business development, operations and strategies of the Company
Neelaveni*	Non-Executive Independent Director	She provides unbiased opinions in various matters related to the Company
Rajnish Kumar	Non-Executive Non-Independent Director	He has vast experience in various fields of handling issues and decision making. He is actively engaged in business development, operations and strategies of the Company.
Sanjay Mawar	Non-Executive Non-Independent Director	He has vast experience in various fields of handling issues and decision making. He is engaged in legal matters and corporate governance of the Company
Seshadri Rajappan	Whole-Time Director	He is actively engaged in the day-to-day management of the Company
Satishkumarreddy Mulamreddy*	Non-Executive Independent Director	He acts as a guiding tool and provide unbiased opinion in the field of accounts, finance and taxation
Vinay Kumar Pabba	Non-Executive Independent Director	He keeps a better understanding and provide unbiased opinion in the field of accounts, finance and taxation

**The Board appointed Mr. Satishkumarreddy Mulamreddy and Ms. Neelaveni as additional directors under the category independent directors on May 16, 2024 and their appointment were approved by the members through special resolutions passed via postal ballot on August 07, 2024.*

C. Committees of the Board

The Board committees play a crucial role in the governance structure of the Company and are being set out to deal with specific areas / activities which concern the Company and need a closer review. The Board committees are constituted/ reconstituted with the approval of the Board. Keeping in view the requirements of the Act and the Listing Regulations, the Board has approved the terms of reference of the various committees which set forth the purpose and responsibilities of the committees.

i. Audit committee

The audit committee functions in accordance with its terms of reference, objectives, composition, meeting requirements, authority and responsibilities, as prescribed under Section 177 of the Act and Regulation 18 read with Part C of Schedule II of the Listing Regulations.

The audit committee is responsible for overseeing the Company's financial reporting, internal financial controls, vigil mechanism and compliance frameworks.

Terms of reference of the audit committee:

The terms of reference of the audit committee are as follows:

1. Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that its financial statements are correct, sufficient and credible;
2. Recommending to the Board the appointment, remuneration and terms of appointment of the statutory auditor of the Company;
3. Reviewing and monitoring the statutory auditor's independence and performance, and effectiveness of audit process;
4. Approving payments to statutory auditors for any other services rendered by the statutory auditors;
5. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

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- (i) Matters required to be included in the director's responsibility statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Act;
 - (ii) Changes, if any, in accounting policies and practices and reasons for the same;
 - (iii) Major accounting entries involving estimates based on the exercise of judgment by management;
 - (iv) Significant adjustments made in the financial statements arising out of audit findings;
 - (v) Compliance with listing and other legal requirements relating to financial statements;
 - (vi) Disclosure of any related party transactions; and
 - (vii) Modified opinion(s) in the draft audit report.
6. Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
 7. Reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the Board to take up steps in this matter;
 8. Approval or any subsequent modifications of transactions of the Company with related parties;
 9. Scrutinising of inter-corporate loans and investments;
 10. Valuation of undertakings or assets of the Company, wherever it is necessary;
 11. Evaluating of internal financial controls and risk management systems;
 12. Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances;
 13. Reviewing, with the management, the performance of statutory and internal auditors, and adequacy of the internal control systems;
 14. Reviewing the adequacy of internal audit function if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 15. Discussing with internal auditors on any significant findings and follow up thereon;
 16. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
 17. Discussing with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
 18. Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
 19. Reviewing the functioning of the whistle blower mechanism;
 20. Approving the appointment of the chief financial officer or any other person heading the finance function or discharging that function after assessing the qualifications, experience and background, etc. of the candidate;
 21. Carrying out any other function as mentioned in the terms of reference of the audit committee and any other terms of reference as may be decided by the Board and/or specified/provided under the Act, the Listing Regulations or by any other regulatory authority;
 22. Reviewing the utilization of loans and/ or advances from/investment by the holding company in any subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances / investments existing as per applicable law;
 23. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders;

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24. Formulating a policy on related party transactions, which shall include materiality of related party transactions; and
25. Recommending to the Board the appointment and removal of the external auditor, fixation of audit fees and approval for payment for any other services.

Composition of the audit committee:

During the financial year ended March 31, 2025, the audit committee was re-constituted as Mr. Satishkumarreddy Mulamreddy, independent director, was inducted as chairperson/member of the audit committee with effect from May 17, 2024, in place of Ms. Anuradha Mukhedkar, who ceased to be the chairperson/member of the audit committee consequent to her resignation from the position of independent director of the Company with effect from the close of business hours of April 26, 2024.

The composition of the audit committee as on March 31, 2025 is as follows:

Name of the member	Designation	Category
Mr. Satishkumarreddy Mulamreddy	Chairperson	Non-Executive Independent Director
Mr. Vinay Kumar Pabba	Member	Non-Executive Independent Director
Mr. Amit Kumar	Member	Non-Executive Non-Independent Director

The chairperson of the audit committee has a strong financial and accounting background with immense experience. All the members of the audit committee possess appropriate financial, accounting and/or technical expertise & exposure. The company secretary of the Company acts as secretary of the audit committee. The chief financial officer of the Company is the permanent invitee to the meetings of the audit committee. The concerned partner/ representatives of the statutory auditor are also invited to the meeting of the audit committee to present the statutory audit report and their findings, if any. The committee affirms that in compliance with the whistleblower policy/ vigil mechanism no personnel had been denied access to the audit committee.

Meetings of audit committee and attendance of its members during the year

six (6) meetings of the audit committee were held during financial year ended March 31, 2025. These meetings were held on May 30, 2024, August 13, 2024, September 03, 2024, November 14, 2024, December 31, 2024 and January 30, 2025. The necessary quorum was present at all the meetings. The maximum interval between any two meetings did not exceed one hundred twenty (120) days.

The attendance of each member at the audit committee meetings held during the year under review are as under:

Name of the member	Number of audit committee meeting held	Number of audit committee meeting attended
Mr. Satishkumarreddy Mulamreddy	6	6
Mr. Vinay Kumar Pabba	6	6
Mr. Amit Kumar	6	5

Members of the audit committee participated in the aforesaid meetings either in-person or through video conferencing/ other audio-visual means. All members attended all the meetings of the audit committee except Mr. Amit Kumar who was granted leave of absence for the meeting held on December 31, 2024.

ii. Nomination and remuneration committee

The nomination and remuneration committee functions in accordance with its terms of reference, objectives, composition, meeting requirements, powers, and responsibilities, as prescribed under Section 178 of the Act and Regulation 19 read with Part D of Schedule II of the Listing Regulations.

The nomination and remuneration committee plays a pivotal role in strengthening corporate governance by overseeing the appointment, performance evaluation, and remuneration of directors and key managerial personnel, thereby ensuring transparency, accountability, and alignment with the Company's long-term objectives.

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Terms of reference of the nomination and remuneration committee:

The terms of reference of the nomination and remuneration committee are as follows:

1. Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. For every appointment of an independent director, the committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the committee may, (i) use the services of an external agencies, if required; (ii) consider candidates from a wide range of backgrounds, having due regard to diversity; and (iii) consider the time commitments of the candidates;
3. Formulating of criteria for evaluation of the performance of the independent directors and the Board;
4. Devising a policy on Board diversity, nomination and remuneration, performance evaluation and succession planning for the Board and senior management;
5. Identifying persons who qualify to become directors or who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board their appointment and removal, and carrying out evaluations of every director's performance;
6. Determining whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
7. Recommend to the Board, all remuneration, in whatever form, payable to senior management;
8. Analysing, monitoring and reviewing various human resource and compensation matters;
9. Determining the Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such Directors;
10. Determining compensation levels payable to the senior management personnel and other staff (as deemed necessary), which shall be market-related, usually consisting of a fixed and variable component;
11. Reviewing and approving compensation strategy from time to time in the context of the current Indian market in accordance with applicable laws;
12. Performing such functions as are required to be performed by the compensation Committee under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended;
13. Framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:
 - (i) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended; or
 - (ii) the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, as amended.
14. Performing such other activities as may be delegated by the Board and/or specified/provided under the Act, the Listing Regulations or by any other regulatory authority.

Composition of the nomination and remuneration committee

During the financial year ended March 31, 2025, the nomination and remuneration committee was re-constituted as Ms. Neelaveni, independent director, was inducted as member of the nomination and remuneration committee with effect from May 17, 2024, in place of Ms. Anuradha Mukhedkar, who ceased to be the member of the nomination and remuneration committee consequent to her resignation from the position of independent director of the Company with effect from the close of business hours of April 26, 2024.

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The composition of the nomination and remuneration committee as on March 31, 2025 is as follows:

Name of the member	Designation	Category
Mr. Vinay Kumar Pabba	Chairman	Non-Executive Independent Director
Ms. Neelaveni	Member	Non-Executive Independent Director
Mr. Rajnish Kumar	Member	Non-Executive Non-Independent Director

The company secretary of the Company acts as secretary of the nomination and remuneration committee.

Meetings of nomination and remuneration committee and attendance of its members during the year

one (1) meeting of the nomination and remuneration committee was held during financial year ended March 31, 2025. The meeting was held on September 03, 2024. The necessary quorum was present at the meeting.

The attendance of each member at the nomination and remuneration committee meeting held during the year under review are as under:

Name of the member	Number of nomination and remuneration committee meeting held	Number of nomination and remuneration committee meeting attended
Mr. Vinay Kumar Pabba	1	1
Ms. Neelaveni	1	1
Mr. Rajnish Kumar	1	1

Members of the nomination and remuneration committee participated in the aforesaid meeting either in-person or through video conferencing/other audio-visual means. All members attended the said meeting.

Performance evaluation framework

In accordance with the Act and the Listing Regulations, an annual performance evaluation of the Board, its committees and individual directors, was conducted through structured questionnaires, designed based on criteria outlined in the guidance note on board evaluation issued by the Securities and Exchange Board of India and feedback gathered through ratings.

The nomination and remuneration committee evaluated the performance of every director of the Company using the criteria such as active participation in the meetings, attendance records, fulfilment of their functions, roles and responsibilities and commitment towards the Company's objectives.

The Board evaluated the performance of its committees based on parameters including the composition of each committee, the quality and timeliness of recommendations provided, effectiveness in fulfilling assigned roles and responsibilities and the frequency of its meeting.

The performance of independent directors was evaluated by the Board (excluding the independent director being evaluated) on the basis of their ability to offer independent and unbiased opinion, their contribution in resolving issues during meetings, attendance records, participation in the meetings, overall fulfilment of their functions, roles and responsibilities.

The Board evaluated the performance of the executive director based on the criteria such as their role in providing assistance, support and directions to the employees of the Company.

In the separate meeting of independent directors held without the attendance of non-independent directors and members of the management, the independent directors reviewed the performance of the chairperson, non-independent directors and the Board as a whole.

Further details of the performance evaluation carried out for the financial year ended March 31, 2025 have been provided in the Board's Report section of this annual report.

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iii. Stakeholders' relationship committee

The stakeholders' relationship committee functions in accordance with its terms of reference, objectives, composition, meeting requirements, powers, and responsibilities, as prescribed under Section 178 of the Act and Regulation 20 read with Part D of Schedule II of the Listing Regulations.

The stakeholders' relationship committee plays a proactive role in ensuring effective communication between the Company and its stakeholders and addressing the stakeholders' concern in an efficient manner.

Terms of reference of the stakeholders' relationship committee:

The terms of reference of the stakeholders' relationship committee are as follows:

1. Consider and resolve grievances of security holders of the Company, including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.;
2. Review of measures taken for effective exercise of voting rights by shareholders;
3. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the registrar and share transfer agent.
4. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;
5. Formulation of procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;
6. To approve, register, refuse to register transfer or transmission of shares and other securities;
7. To sub-divide, consolidate and or replace any share or other securities certificate(s) of the Company;
8. To authorise affixation of common seal of the Company;
9. To issue duplicate share or other security(ies) certificate(s) in lieu of the original share/security(ies) certificate(s) of the Company;
10. To approve the transmission of shares or other securities arising as a result of death of the sole/any joint shareholder;
11. To dematerialize or rematerialize the issued shares;
12. Ensure proper and timely attendance and redressal of investor queries and grievances;
13. Performing such other activities as may be delegated by the Board and/or specified/provided under the Act, the Listing Regulations or by any other regulatory authority; and
14. To further delegate all or any of the power to any other employee(s), officer(s), representative(s), consultant(s), professional(s), or agent(s).

Composition of the stakeholders' relationship committee

The composition of the stakeholders' relationship committee as on March 31, 2025 is as follows:

Name of the member	Designation	Category
Mr. Amit Kumar	Chairman	Non-Executive Non- Independent Director
Mr. Rajnish Kumar	Member	Non-Executive Non- Independent Director
Mr. Vinay Kumar Pabba	Member	Non-Executive Independent Director

The company secretary of the Company acts as secretary of the stakeholders' relationship committee.

Meetings of stakeholders' relationship committee and attendance of its members during the year

one (1) meeting of the stakeholders' relationship committee was held during financial year ended March 31, 2025. The meeting was held on March 26, 2025. The necessary quorum was present at the meeting.

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The attendance of each member at the stakeholders' relationship committee meeting held during the year under review are as under:

Name of the member	Number of stakeholders' relationship committee meeting held	Number of stakeholders' relationship committee meeting attended
Mr. Amit Kumar	1	1
Mr. Rajnish Kumar	1	1
Mr. Vinay Kumar Pabba	1	0

Members of the stakeholders' relationship committee participated in the aforesaid meeting either in-person or through video conferencing/other audio-visual means. All members attended the said meeting except Mr. Vinay Kumar Pabba who was granted leave of absence.

Name and designation of the compliance officer

Ms. Vaishali Jain (ICSI Membership No. A58607) is the company secretary and compliance officer of the Company.

Detail of complaints received and resolved during the year

The details of investor complaints (as reported under Regulation 13 of the Listing Regulations) received and resolved during the financial year ended March 31, 2025 are as under:

Number of investor complaints pending as on April 01, 2024	Number of investor complaints received during the year	Number of investor complaints resolved during the year	Number of investor complaints pending as on March 31, 2025
0	1	1	0

iv. Corporate social responsibility committee

The corporate social responsibility ("CSR") committee oversees, *inter-alia*, the CSR activities and related matters of the Company. It discharges its roles and responsibilities in accordance with its terms of reference, objectives, composition, meeting requirements and powers, as prescribed under Section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended.

Terms of reference of the corporate social responsibility committee:

The terms of reference of the CSR committee are as follows:

- To formulate and recommend to the Board, the CSR policy, indicating the CSR activities to be undertaken as specified in Schedule VII of the Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014 ("CSR Rules"), each as amended;
- To formulate and recommend to the Board, a roadmap of the CSR activities to be undertaken by the Company and annual budget to carry out the CSR activities including amendments therein, from time to time;
- To approve and recommend to the Board, the expenditure to be incurred on the CSR activities, from time to time as per the annual budget/ CSR programme approved by the Board and in accordance with the Act and the CSR Rules;
- To formulate and recommend an annual action plan in pursuance of its CSR policy which shall include the following:
 - the list of CSR projects or programs that are approved to be undertaken in areas or subjects specified in Schedule VII of the Act,
 - the manner of execution of such projects or programs as specified the CSR Rules,
 - the modalities of utilization of funds and implementation schedules for the projects or programs,
 - monitoring and reporting mechanism for the projects or programs,
 - details of need and impact assessment, if any, for the projects undertaken by the Company, as specified in the CSR Rules;

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5. To identify CSR policy partners and CSR policy programmes;
6. To identify and appoint the CSR team of the Company, including CSR manager, wherever required and delegate responsibilities to the CSR team and supervise proper execution of all delegated responsibilities;
7. Review and monitor the implementation of CSR programmes and issuing necessary directions as required for proper implementation and timely completion of CSR programmes;
8. To establish a transparent monitoring mechanism for implementation of CSR projects and programs undertaken by the Company and submit a half-yearly report to the Board;
9. To perform such other functions or responsibilities and exercise such other powers as may be specified by the Board or as may be conferred upon the CSR committee in terms of the provisions of Section 135 of the Act, as amended and the rules framed thereunder.

Composition of the corporate social responsibility committee

During the financial year ended March 31, 2025, the corporate social responsibility committee was re-constituted as Ms. Neelaveni, independent director, was inducted as member of the corporate social responsibility committee with effect from May 17, 2024, in place of Ms. Anuradha Mukhedkar, who ceased to be the member of the corporate social responsibility committee consequent to her resignation from the position of independent director of the Company with effect from the close of business hours of April 26, 2024.

The composition of the corporate social responsibility as on March 31, 2025 is as follows:

Name of the member	Designation	Category
Mr. Amit Kumar	Chairman	Non-Executive Non- Independent Director
Mr. Rajnish Kumar	Member	Non-Executive Non- Independent Director
Ms. Neelaveni	Member	Non-Executive Independent Director

The company secretary of the Company acts as secretary of the corporate social responsibility committee

Meetings of corporate social responsibility committee and attendance of its members during the year

No meeting of the corporate social responsibility committee was held during the financial year ended March 31, 2025.

v. Fund raising committee

During the reporting period, fund raising committee was constituted by the Board for managing and streamlining the entire fund raising process of the Company efficiently.

Terms of reference of the fund raising committee:

The terms of reference of the fund raising committee are as follows:

1. Decide the date for the opening and closing of the issue of securities, including determining the form and manner of the issue, including the class of investors to whom the securities are to be issued and allotted, type of security, number of securities to be issued/allotted, issue price, face value, discount/premium and execution of various transaction documents;
2. The issue of securities and allotment of the equity shares shall be made at such time or times as the Board may in its absolute discretion decide, subject, however to applicable guidelines, notifications, rules and regulations;
3. Finalisation of the allotment of the securities on the basis of the subscriptions received and approving the allotment of the securities;
4. To deal with over subscription/under subscription in such manner as may be permitted by the applicable regulations;
5. To decide and finalize the objects of the issue for which funds are being raised by the Company and all such additional matters in connection with or incidental thereto;
6. Finalisation of any arrangement for the submission of the preliminary and final offering circulars/prospectus(es)/ offer document(s), letter of offer(s), placement document(s) and any amendments and supplements thereto, with any applicable government and regulatory authorities, institutions or bodies, as may be required;

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7. Approval of the preliminary and final offering circulars/ preliminary placement document/ placement document / prospectus/ offer document/ letter of offer (including amending, varying or modifying the same, as may be considered desirable or expedient) as finalised in consultation with the lead manager(s)/underwriter(s)/ advisor(s), in accordance with all applicable rules, regulations and guidelines including approval for any financial statements, required for the purpose or during the course of fund raising;
8. Entering into any arrangement for managing, underwriting and marketing the proposed offering of securities and to appoint, enter into and execute all such, in its absolute discretion, managers (including lead manager(s)), investment banker(s), merchant banker(s), underwriter(s), guarantor(s), financial and/or legal advisor(s), chartered accountants, company secretaries, industry experts, depositories, custodians, paying and conversion agents, listing agents, escrow bank(s)/agent(s), monitoring agency, and other agents as may be required and sign all applications, filings, deeds, documents, memorandum of understanding and agreements with any such entities and to pay any fees, commissions, remunerations, and expenses in connection with the proposed offering of the securities;
9. Approval of the deposit agreement(s), placement agreement, escrow agreement, monitoring agency agreement, the purchase/underwriting agreement(s), the trust deed(s), the indenture(s) other certificate representing the securities, letters of allotment, listing application, engagement letter(s), memoranda of understanding, application forms, confirmation allocation notes, and any other agreements or documents, presentations or other materials, as may be necessary in connection with the issue/offering (including amending, varying or modifying the same, as may be considered desirable or expedient), in accordance with all applicable laws, rules, regulations and guidelines;
10. Authorisation of any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorneys, to do such acts, deeds and things as the authorised person in its absolute discretion may deem necessary or desirable in connection with the issue and allotment of the securities;
11. Seeking, if required, the consent of the lenders, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India, and any other consents that may be required in connection with the issue and allotment of the securities;
12. To appoint any one of the stock exchanges as the designated stock exchange;
13. Seeking listing of the securities on any Indian or international stock exchange, submitting the in – principle and listing applications to such stock exchanges and taking all actions that may be necessary in connection with obtaining such listing;
14. Deciding upon the issue structure and nature of the offering and deciding the pricing and terms of the securities, and all other related matters, including taking any action on two-way fungibility for conversion of underlying equity shares into FCCBs/GDRs/ ADRs, as per applicable laws, regulations or guidelines;
15. File requisite documents with the SEBI, BSE Limited / National Stock Exchange of India Limited, and any other statutory and/or regulatory authorities, and any amendments, supplements or additional documents in relation thereto, as may be required;
16. To open and operate one or more bank accounts in the name of the Company in Indian currency or foreign currency(ies) with such bank or banks in India and/or such foreign countries as may be required in connection with the aforesaid issue, including with any escrow bank;
17. To settle all questions, difficulties or doubts that may arise in regard to such issue(s) or allotments and utilization of the issue proceeds as it may, in its absolute discretion deem fit, without being required to seek any further consent or approval of the member or otherwise, to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, and accordingly any such action, decision or direction of the Board shall be binding on all the members of the Company;
18. To file form FC-GPR, FC-TRS or any other form required under applicable law with the authorized dealer, RBI or any other regulatory authority with respect to the issuance of the securities;
19. To decide and approve the other terms and conditions of the issue of the securities and also shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient;

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20. To do all such acts, deeds, matters and things as the fund raising committee may, in its absolute discretion, consider necessary, proper, expedient, desirable or appropriate for making the said issue as aforesaid and to settle any question, query, doubt or difficulty that may arise in this regard including the power to allot under subscribed portion, if any, in such manner and to such persons(s) as the Board, may deem fit and proper in its absolute discretion to be most beneficial to the Company.

Composition of the fund raising committee

The Board constituted the fund raising committee on December 05, 2024 and its composition as on March 31, 2025 is as follows:

Name of the member	Designation	Category
Mr. Satishkumarreddy Mulamreddy	Member	Non-Executive Independent Director
Mr. Amit Kumar	Member	Non-Executive Non-Independent Director
Mr. Sanjay Mawar	Member	Non-Executive Non-Independent Director

Meetings of fund raising committee and attendance of its members during the year

No meeting of the fund raising committee was held during the financial year ended March 31, 2025.

D. Remuneration of directors

i. Remuneration paid to executive director

The following table set forth the details of remuneration paid by the Company to the executive director during the financial year ended March 31, 2025:

(Amount in Rupees lakhs)

Name of the director	Salary & allowances	Perquisites	Commission and/or performance linked incentives	Total
Mr. Seshadri Rajappan	54.11	-	-	54.11

The Company has not entered any service contract with executive director i.e., Mr. Seshadri Rajappan. Neither there is notice period nor severance fees.

ii. Remuneration paid to non-executive directors

The following table set forth the details of remuneration paid by the Company to the non-executive directors during the financial year ended March 31, 2025:

(Amount in Rupees lakhs)

Name of the director	Sitting fees	Salary & allowances	Perquisites	Commission and/or performance linked incentives	Total
Mr. Amit Kumar	-	-	-	-	-
Ms. Neelaveni	3.00	-	-	-	3.00
Mr. Rajnish Kumar	-	-	-	-	-
Mr. Sanjay Mawar	-	-	-	-	-
Mr. Satishkumarreddy Mulamreddy	-	-	-	-	-
Mr. Vinay Kumar Pabba	-	15.00	-	-	15.00

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Criteria of making payments to non-executive directors

In line with the provisions of the Act and Listing Regulations, the Company has formulated a policy outlining the criteria and terms for payment to non-executive directors including independent directors. Further, in terms of Regulation 46 of the Listing Regulations, the criteria for payment to non-executive directors is available on the Company's website at <https://sical.in/investors/policies>

Details of pecuniary relationship or transactions of the non-executive directors vis-à-vis the Company

None of the non-executive directors had any material pecuniary relationship or transaction with the Company during the year under review, other than receiving remuneration and sitting fees as mentioned above.

Stock option scheme

The Company does not have any stock option scheme for its employees and directors.

E. Senior management

The name and designation of the senior management person of the Company as on March 31, 2025 are given below:

Name	Designation
Mr. K. Rajavel	Chief Financial Officer(Key managerial personnel)
Ms. Vaishali Jain	Company Secretary and Compliance Officer(Key managerial personnel)
Mr. Aditya Nath Singh Baghel	Senior Vice President (Mining)

During the financial year ended March 31, 2025, Mr. Vinod Kumar (GM-Projects) ceased to be the senior management of the Company due to his movement in another role. During the reporting period, none of the senior management personnel resigned from the Company.

F. General body meetings

i. Annual General Meeting ("AGM")

The location and time, where last three (3) AGM of the Company were held and details of special resolutions passed:

AGM	Date and time	Venue	Special Resolutions passed
67 th	December 31, 2022 at 11:00 a.m.	Through video conferencing/ other audio-visual means. The registered office of the Company i.e., South India House, 73 Armenian Street, Chennai, Tamil Nadu-600001 deemed to be the venue of the annual general meeting.	No special resolution was passed in this meeting.
68 th	September 29, 2023 at 04:45 p.m.	Through video conferencing/ other audio-visual means. The registered office of the Company i.e., South India House, 73 Armenian Street, Chennai, Tamil Nadu-600001 deemed to be the venue of the annual general meeting.	The following matters were passed through special resolution: - Appointment of Ms. Anuradha Mukhedkar (DIN: 09564768) as independent director of the Company - Appointment of Mr. Vinay Kumar Pabba (DIN: 02711931) as independent director of the Company and fixing of his remuneration - Appointment of Mr. Seshadri Rajappan (DIN: 00862481) as whole-time director of the Company and fixing of his remuneration

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AGM	Date and time	Venue	Special Resolutions passed
69 th	September 30, 2024 at 02:30 p.m.	Through video conferencing/ other audio-visual means. The registered office of the Company i.e., South India House, 73 Armenian Street, Chennai, Tamil Nadu-600001 deemed to be the venue of the annual general meeting.	The following matters were passed through special resolution: - Continuation of the employment of Mr. Seshadri Rajappan (DIN: 00862481) as whole-time director of the Company - Alignment of the memorandum of association of the Company as per the provisions of the Companies Act, 2013 - Alignment of the articles of association of the Company as per the provisions of the Companies Act, 2013 - Payment of remuneration to Mr. Vinay Kumar Pabba (DIN: 02711931), non-executive and independent director of the Company exceeding fifty percent of the total annual remuneration payable to all non-executive directors of the Company

ii. Extra Ordinary General Meeting (“EGM”)

The location and time, where the EGM of the Company was held during the financial year ended March 31, 2025 and details of special resolutions passed:

Date and time	Venue	Special resolutions passed
January 16, 2025 at 02:00 p.m.	Through video conferencing/ other audio-visual means. The registered office of the Company i.e., South India House, 73 Armenian Street, Chennai, Tamil Nadu-600001 deemed to be the venue of the extra ordinary general meeting.	The following matters were passed through special resolution: - Enhancement in the limits on the borrowing powers of the Board of Directors - Enhancement in the power of the Board for creating charge / providing security over the assets of the Company in line with the enhanced borrowing powers - Approval for raising of capital by way of issuance of equity shares and/or equity linked securities by way of Qualified Institutions Placement (“QIP”)

iii. Postal ballot
a) Details of special resolutions passed through postal ballot

During the financial year ended March 31, 2025, the following special resolutions were passed by the members of the Company through postal ballot on August 07, 2024:

S. No.	Special resolutions passed	Details of voting pattern	
		% of votes in favor of the resolution	% of votes against the resolution
1	Appointment of Mr. Satishkumarreddy Mulamreddy (DIN:09199183) as an independent director of the Company	100%	-
2	Appointment of Ms. Neelaveni (DIN:09042292) as an independent director of the Company	100%	-

In connection with the above postal ballot, the Board had appointed M/s KRA & Associates, Practicing Company Secretaries (Firm Registration Number P2020TN082800), as the scrutinizer to conduct the postal ballot (remote e-voting process) in a fair and transparent manner. The remote e-voting period commenced on Tuesday, July 09, 2024, at 09:00 a.m. IST and concluded on Wednesday, August 07, 2024, at 05:00 p.m. IST. The scrutinizer submitted their report on the result of the postal ballot on August 08, 2024.

After the closure of the financial year ended March 31, 2025 and up to the date of this report, the following special resolutions were passed by the members of the Company through postal ballot on August 07, 2025:

S. No.	Special resolutions passed	Details of voting pattern	
		% of votes in favor of the resolution	% of votes against the resolution
1	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	99.99%	0.01%
2	Creation of pledge on the shares of Sical Infra Assets Limited, being the material subsidiary of the Company	99.99%	0.01%

In connection with the above postal ballot, the Board had appointed M/s KRA & Associates, Practicing Company Secretaries (Firm Registration Number P2020TN082800), as the scrutinizer to conduct the postal ballot (remote e-voting process) in a fair and transparent manner. The remote e-voting period 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 scrutinizer submitted their report on the result of the postal ballot on August 07, 2025.

b) Special resolution proposed to be passed through postal ballot

No special resolution is proposed to be passed through postal ballot as on the date of this report.

c) Procedure for postal ballot

The postal ballot was conducted in accordance with the provisions of Sections 110, 108 and other applicable provisions, if any, of the Act read with Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014, as amended, 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, issued by the Ministry of Corporate Affairs, Government of India (hereinafter collectively referred to as "MCA Circulars"), Regulation 44 of the Listing Regulations and the 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).

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The postal ballot notice along with explanatory statement were sent only through electronic mode to those members whose names appear 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 Central Depository Services (India) Limited ("CDSL"), (NSDL and CDSL collectively, the "Depositories") as on the cut-off date (as determined by the Company) and whose email-id are registered with the Company/RTA/Depositories.

For shareholders whose e-mail addresses were not registered, the Company also published a notice in the newspaper declaring the details of completion of dispatch of postal ballot notice through electronic mode and giving an opportunity to those shareholders who have not registered their e-mail addresses for registering the same in order to obtain the electronic copy of the postal ballot notice and to cast their votes.

The Board had appointed M/s KRA & Associates, Practicing 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 Company had engaged CDSL for facilitating remote e-voting. The shareholders were advised to cast their votes through remote e-voting only during the remote e-voting period. The voting rights were as per the number of equity shares held by the shareholders as on the cut-off date.

After completion of scrutiny of e-votes, the Scrutinizer submitted their report on the results of postal ballot (through remote e-voting) to the company secretary of the Company (person authorised by the chairman of the Company). The results were placed on the website of the Company at <https://sical.in> and were also intimated to the stock exchanges and CDSL. The resolutions were deemed to have been passed on the last date of remote e-voting period.

G. Means of communication

i. Financial results, newspapers in which results normally published:

The quarterly, half yearly and annual financial results are submitted to the stock exchanges where the shares of the Company are listed i.e., National Stock Exchange of India Limited and BSE Limited. These financial results are generally published in the newspaper - Business Standard (English) which has nation-wide circulation and Makkal Kural (Tamil), the vernacular language newspaper with wide circulation in the state where the registered office of the Company is situated. The results are also made available on the Company's website at <https://sical.in/investors/financial-results/>.

ii. Website:

The 'Investors' section of Company's website (<https://sical.in>) provides shareholders related information. In addition to the mandatory disclosures under the Listing Regulations, the website also hosts the annual report, quarterly, half-yearly, annual financial results, shareholding patterns and corporate governance reports.

iii. Official news releases, presentations made to institutional investors or to the analysts

During the year under review, neither any official news releases were made by the Company, nor any presentations were made to institutional investors or to the analysts.

iv. Electronic communication:

During the financial year ended March 31, 2025, the Company sent communications, including the annual report, by email to those shareholders whose email addresses were registered with the Company, Company's Registrar and Share Transfer Agent viz., Cameo Corporate Services Limited ("RTA"), National Securities Depository Limited ("NSDL") and/or Central Depository Services (India) Limited ("CDSL"), (NSDL and CDSL collectively, the "Depositories"). The Company encourages the members to register their email address with the Company/ RTA / Depositories to receive soft copies of the annual report, notices and other information disseminated by the Company, on a real-time basis, without any delay.

v. Intimation to the stock exchanges:

The Company intimates to the stock exchanges where the shares of the Company are listed i.e., National Stock Exchange of India Limited and BSE Limited, all price sensitive information or such other matters which in its opinion are material and of relevance to the shareholders.

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H. General shareholder information

The corporate identity number (CIN) allotted to the Company by the Ministry of Corporate Affairs is L51909TN1955PLC002431. The registered office of the Company is situated at South India House 73, Armenian Street, Chennai, Tamil Nadu-600001

Date, time and venue of the 70th Annual General Meeting

Date : September 30, 2025

Time : 12:30 p.m.

Venue : Through video conferencing ("VC")/ other audio-visual means ("OAVM"), without the physical presence of the members at a common venue.

The registered office of the Company i.e., South India House 73, Armenian Street, Chennai, Tamil Nadu-600001 shall be deemed to be the venue of the annual general meeting.

Financial calendar

The financial year of the Company begins on April 01 and ends on March 31 of the following year. The financial reporting schedule for the financial year 2025-26 would be as follows (tentative):

- Quarter ending June 30, 2025 : On or before August 14, 2025
- Quarter ending September 30, 2025 : On or before November 14, 2025
- Quarter ending December 31, 2025 : On or before February 14, 2026
- Quarter ending March 31, 2026 : On or before May 30, 2026

Dividend payment date

No dividend is recommended by the Board for the financial year ended March 31, 2025.

Listing on stock exchanges

The equity shares of the Company are listed on:

- a) National Stock Exchange of India Limited

Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai –400 051

- b) BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001

The Company had paid annual listing fees to both the stock exchanges for the financial year 2024-2025.

Trading of equity shares on stock exchanges

During the reporting period, the National Stock Exchange of India Limited and BSE Limited placed the equity shares of the Company under the additional surveillance measure from July 01, 2024 to October 31, 2024 and restricted the trading on their platforms, due to delay in achieving the minimum public shareholding requirement of 10%, as mandated under proviso to Rule 19A (5) of Securities Contracts (Regulations) Rules, 1957, as amended, read with Regulation 38 of Listing Regulations.

The Company has since achieved compliance with the said minimum public shareholding of 10% in accordance with the applicable regulatory provisions.

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Shareholding as on March 31, 2025
Distribution of shareholding as on March 31, 2025

Range of shares	No. of shareholders		No. of shares	
	No. of holders	% of holders	No. of shares	% of total capital
1-100	37,932	91.29	3,70,658	0.57
101-500	1,976	4.76	4,67,238	0.72
501-1000	847	2.04	6,34,477	0.97
1001-2000	410	0.99	5,85,823	0.90
2001-3000	134	0.32	3,33,274	0.51
3001-4000	62	0.15	2,18,497	0.33
4001-5000	40	0.10	1,82,040	0.28
5001-10000	76	0.18	5,24,101	0.80
10001-and above	73	0.17	6,19,32,972	94.92
Total	41,550	100.00	6,52,49,080	100.00

Shareholding pattern as on March 31, 2025

Category	No. of holders	No. of shares held	% of holding
Resident	40,947	57,69,582	8.84
Financial Institutions	3	10,738	0.02
Non-Resident Indian	273	1,55,609	0.24
Corporate Body	296	5,93,11,335	90.90
Clearing Member	7	554	Negligible
Mutual Funds	5	80	Negligible
Trusts	4	19	Negligible
Bank	13	151	Negligible
Foreign Portfolio Investment	1	761	Negligible
Qualified Institutional Buyer	1	251	Negligible
Total	41,550	6,52,49,080	100.00

Registrar and Share Transfer Agent

All the investor related matters are attended to and processed by the Company's Registrar and Share Transfer Agent. The details of Registrar and Share Transfer Agent are as under-

Cameo Corporate Services Limited

Subramanian Building, 5th Floor,

1, Club House Road, Chennai- 600002

Telephone: 044-40020700 – 0704 / 044-28460390 - 94

Fax- 044-28460129

Investor portal : <https://wisdom.cameoindia.com/>

Share transfer system

The transfer of the Company's shares held in dematerialized (demat) form are processed by the depositories i.e., National Securities Depository Limited and Central Depository Services (India) Limited through their respective depository participants without any involvement of the Company.

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Pursuant to Regulation 40 of the Listing Regulations, requests for transfer of securities will not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, members holding equity shares of the Company in physical form are advised to dematerialise their holdings to facilitate the transfer of shares.

Further, the Securities and Exchange Board of India vide its circular no. SEBI/ HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 mandated that the processing of investors service requests for issue of duplicate shares certificate, claim from unclaimed suspense account, renewal/exchange of securities, endorsement, sub-division/splitting of share certificates/ consolidation of securities/folios, transmission and transposition, shall be in dematerialized form only. After processing the service request, a letter of confirmation will be issued to the shareholders. The said letter of confirmation shall be valid for a period of 120 days, within which the shareholder would need to make a request to the depository participant for dematerializing those shares. If the shareholder fails to submit the request within 120 days, then the Company shall credit those shares in the suspense escrow demat account of the Company. The shareholders can claim these shares transferred to suspense escrow demat account on submission of necessary documentation.

The details of shares transferred to/ released from suspense escrow demat account during the financial year ended March 31, 2025 are as under:

Particulars	No. of shareholders	No. of shares
Shares lying as on March 31, 2024	-	-
Shares transferred during the financial year ended March 31, 2025	1	1
Shares claimed and released during the financial year ended March 31, 2025	-	-
Shares lying as on March 31, 2025	1	1

Dematerialization of shares and liquidity

The shares of the Company are in compulsory demat segment and are available for trading in both the depository systems, namely, National Securities Depository Limited and Central Depository Services (India) Limited. The details of dematerialised shares as on March 31, 2025 are as under:

No. of shares	6,51,65,269
% of shares	99.87
No. of shareholders	22,493
% of shareholders	54.13

Reconciliation of share capital audit

A practicing company secretary conducts a reconciliation of share capital audit every quarter to reconcile the total admitted capital with National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and the total issued/paid up capital and the listed capital. The audit confirms that the total issued/ paid up capital is in agreement with the aggregate total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

Outstanding global depository receipts, American depository receipts, warrants or any convertible instrument

There were no global depository receipts, American depository receipts, warrants or convertible instruments outstanding as on March 31, 2025.

Commodity price risk or foreign exchange risk and hedging activities

The Company does not have any exposure hedged through commodity derivatives. There were no commodity price risk or foreign exchange risk during the financial year ended March 31, 2025.

Plant location of the Company

The Company is engaged in the business of providing integrated logistics services and as such there are no manufacturing activities.

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Address for correspondence

The shareholders may send their communications, queries, suggestions and grievances at the following address:

Company

Sical Logistics Limited
Secretarial department
South India House,
73 Armenian Street,
Chennai, Tamil Nadu-600001
Telephone: 044-66157071
E-mail: cs@pristine.logistics.com

Website: <https://sical.in>

Registrar and Share Transfer Agent

Cameo Corporate Services Limited
Subramanian Building, 5th Floor,
1, Club House Road, Chennai- 600002
Telephone: 044-40020700 – 0704 / 044-28460390 - 94
Fax: 044-28460129
Investor portal : <https://wisdom.cameoindia.com/>

Credit ratings

The Company has not obtained any credit rating of its securities.

I. Other disclosures

Materially significant related party transactions

All the related party transactions have been entered into in the ordinary course of business and at arms' length basis. There are no materially significant related party transactions that may have potential conflict with the interests of the Company at large.

During the reporting period, the Company has taken commercial equipment on lease from Pristine Malwa Logistics Park Private Limited, promoter of the Company. Subsequent to the end of the financial year 2024-25, the Company has taken additional commercial equity on lease from Pristine Malwa Logistics Park Private Limited. The same being the material related party transaction under Regulation 23 of the Listing Regulations, was approved by shareholders via postal ballot on May 06, 2025.

Details of the related party transactions entered into by the Company are disclosed in the financial statements as per the applicable Indian accounting standards.

The Company's policy on related party transactions, is available on the Company's website at <https://sical.in/investors/policies>.

Details of non-compliance by the Company

During the year under review, the Company has complied with the applicable rules and regulations prescribed by the Securities and Exchange Board of India, the stock exchanges, and other statutory authorities on all matters related to capital markets. However, there was a delay in achieving the minimum public shareholding of 10% as mandated under proviso to Rule 19A(5) of Securities Contracts (Regulations) Rules, 1957, as amended, read with Regulation 38 of the Listing Regulations. The National Stock Exchange of India Limited and BSE Limited had levied a fine of Rs. 5,000/- per day for the quarter ended March 31, 2024, June 30, 2024 and September 30, 2024 (till August 06, 2024) aggregating to Rs. 9,61,700/- each.

The Company had remitted the levied fine amount to the stock exchanges and in the month of August, 2024 achieved the minimum public shareholding of 10% as mandated under Rule 19A(5) of Securities Contracts (Regulations) Rules, 1957, as amended, read with Regulation 38 of the Listing Regulations.

Vigil mechanism/whistle blower policy

The Company has put in place a vigil mechanism / whistle blower policy to report concerns about unethical behaviour, actual or suspected fraud, or violation of code of conduct or ethics policy. The mechanism also provides for adequate safeguards against victimization to those who use such mechanism and also provides direct access to the chairperson of audit committee in exceptional cases. The Company affirms that during the financial year ended March 31, 2025, no person has been denied access to the chairperson of audit committee. The policy has been hosted on the website of the Company at <https://sical.in/investors/policies>.

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Details of utilization of funds raised through preferential allotment or qualified institutions placement

During the year under review, the Company did not raise any funds through preferential allotment or qualified institutions placement. Consequently, the disclosure requirement under Regulation 32(7A) of the Listing Regulations pertaining to the utilization of such funds is not applicable.

Recommendation to the Board by any of its committees

During the year under review, all recommendations made by the committees were accepted by the Board.

Consolidated fees paid to the statutory auditors

The Company and its subsidiaries on a consolidated basis have paid Rs. 31.21 lakhs to the statutory auditor and to all entities in their network firm /network entity of which the statutory auditor is a part.

The details of such fees are as under:

(Amt in Rs. Lakhs)

Particulars	Amount
For statutory audit	24.21
For tax audit	6.00
For reimbursement of expenses	1.00
Total	31.21

Prevention of sexual harassment of women at workplace

In compliance with the provisions of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH Act"), the Company has a policy on the prevention of sexual harassment, which is available on the website of the Company at <https://sical.in/investors/policies>. A robust mechanism is in place to redress complaints of sexual harassment, ensuring a safe and respectful workplace for all employees.

The internal committee constituted under POSH Act comprises both the internal members and an external member with extensive experience in dealing with the issues related to sexual harassment.

The disclosures in relation to the POSH Act are given as under:

1. Number of complaints filed during the financial year : None
2. Number of complaints disposed during the financial year : Not applicable
3. Number of complaints pending as on the end of the financial year : None

Disclosure by the Company and its subsidiaries of loans and advances in the nature of loans to firms/ companies in which directors are interested

During the year under review, the Company and its subsidiaries had not given any loans and advances to firms/companies in which the directors of the Company are interested.

However, the Company had given financial assistance by way of loan to Pristine Value Logistics Private Limited (wholly owned subsidiary company) and Sical Multimodal and Rail Transport Limited (indirect subsidiary company). Further, Sical Multimodal and Rail Transport Limited (indirect subsidiary company) had given financial assistance by way of loan to Sical Bangalore Logistics Park Limited (indirect subsidiary company).

Material subsidiary companies

The Company has three (3) material subsidiary companies i.e., Sical Infra Assets Limited, Sical Multimodal and Rail Transport Limited and Pristine Value Logistics Private Limited (formerly known as Patchems P Limited). The disclosure in relation to the material subsidiaries are given as under:

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Name of the material subsidiary company	Date and place of incorporation	Name of the statutory auditor	Date of appointment of statutory auditor
Sical Infra Assets Limited	May 09, 2007, Chennai	M/s SRSV & Associates, Chartered Accountants (Firm registration number: 015041S)	September 28, 2023
Sical Multimodal and Rail Transport Limited	May 07, 2007, Chennai	M/s SRSV & Associates, Chartered Accountants (Firm registration number: 015041S)	September 28, 2023
Pristine Value Logistics Private Limited (formerly known as Patchems P Ltd.)	August 8, 1989, Mumbai	S. Ramanand Aiyar & Co (Firm registration number: 000990N)	September 28, 2023

Further, in compliance with the Regulation 16(1)(c) of the Listing Regulations, the Company has laid down a policy for determining the 'Material Subsidiary of the Company'. The said policy is available on the Company's website at <https://sical.in/investors/policies>.

Demat suspense account/unclaimed suspense account

Pursuant to Regulation 34(3) read with Schedule V of the Listing Regulations, the disclosure of the shares in the suspense account are as under:

Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year	:	Nil
Number of shareholders who approached the Company for transfer of shares from suspense account during the year	:	None
Number of shareholders to whom shares were transferred from suspense account during the year	:	None
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year	:	Nil
The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares	:	Nil

Code of conduct

The Board has laid down a code of conduct for all Board members and senior management personnel of the Company. The said code of conduct has been posted on the website of the Company at <https://sical.in/investors/policies>. All Board members and senior management personnel have affirmed compliance with the code of conduct. A declaration signed by the executive director is annexed to this report as **Annexure A** and forms part of this report.

Code for prevention of insider trading

The Company has established the code for prevention of insider trading and the code of fair disclosure, in compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended. The code of prevention of insider trading (the "Insider Trading Code") inter-alia prohibits trading in the Company's shares by Designated Persons (as defined under the Insider Trading Code) and their immediate relatives while in possession of unpublished price-sensitive information pertaining to the Company.

The Insider Trading Code is applicable to all the directors, employees, and third parties such as auditors, consultants and others, who may have access to unpublished price-sensitive information. In adherence to the Insider Trading Code, the trading window is closed during the period of declaration of financial results and the occurrence of any material events that may impact the Company.

Disclosures on corporate governance report

The Company has complied with all the mandatory requirements of corporate governance as specified in sub paras (2) to (10) of Part C of Schedule V of the Listing Regulations and disclosures on compliance with corporate governance requirements specified in Regulations 17 to 27 including Regulation 46 (2) (b) to (i) of the Listing Regulations have been included in the relevant sections of this report.

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Discretionary requirements as specified in Part E of the Schedule II of the Listing Regulations

The status of adoption of the discretionary requirements as specified in Part E of the Schedule II of the Listing Regulations are as follows:

a) Board:

The chairperson (non-executive and independent) of the Board does not maintain its office at the Company's expense and also does not avail any reimbursement of expenses incurred in performance of his/her duties.

Further, the Company has 1 (one) woman independent director on its Board.

b) Shareholders rights:

Half-yearly and other quarterly financial results of the Company are published in one English newspaper having nation-wide circulation normally Business Standard and one Tamil newspaper having wide circulation in the state in which the registered office of the Company is situated normally Makkal Kural and are also displayed on the website of the Company at <https://sical.in/investors/financial-results/> and on the websites of the stock exchanges where the shares of the Company are listed.

In view of the above, the quarterly / half-yearly results of the Company were not sent to the shareholders individually.

c) Modified opinion in audit report:

There was no audit qualification in the auditor's report on audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2025. The Company has moved towards a regime of financial statements with unmodified audit opinion.

d) Separate posts of chairman and managing director or chief executive officer:

During the year under review, the Board has not appointed managing director or chief executive officer.

e) Reporting of internal auditor:

During the year under review, the internal auditor maintained a direct reporting relationship with the audit committee, thereby ensuring independence, transparency, and effectiveness in the Company's internal control framework. This reporting structure enabled prompt identification and escalation of issues warranting the committee's attention, thereby reinforcing the Company's governance, risk management, and compliance mechanisms.

Through regular interactions, comprehensive audit reports, and objective assessments, the internal auditor provided critical assurance and actionable insights. These contributions significantly supported the audit committee in discharging its oversight responsibilities and in upholding the highest standards of corporate accountability and integrity.

f) Independent director:

During the year under review, the independent directors of the Company hold one (1) separate meeting, without the presence of non-independent directors and members of the management. At such meeting, the independent directors reviewed the performance of the chairman of the Company, non-independent directors and the Board as a whole. They also assessed the quality, quantity and timeliness of the flow of information from the management to the Board.

g) Risk management:

The Company does not constitute the risk management committee. However, the Company has put in place a risk management policy, for monitoring, mitigating, reporting and effectively managing the risks that are envisaged on the conduct of business wherein all material risks faced by the Company are identified and assessed.

Certificate from company secretary in practice

Pursuant to Regulation 34(3) read with Schedule V of the Listing Regulations, M/s KRA & Associates, Practicing Company Secretaries, has issued a certificate confirming that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority. The said certificate is annexed to this report as **Annexure B**.

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Certificate on corporate governance

M/s KRA & Associates, Practicing Company Secretaries has issued a certificate regarding compliance of conditions of corporate governance as required under the Regulation 34(3) read with Para E of the Schedule V of the Listing Regulations. The said certificate is annexed to this report as **Annexure C**.

CEO/CFO certification

Pursuant to Regulation 17(8) read with Part B of Schedule II of the Listing Regulations, the Board has received a compliance certificate on the financial statements for the financial year ended March 31, 2025, from the whole-time director and the chief financial officer of the Company. The said certificate is annexed to this report as **Annexure D**.

Disclosure of accounting treatment

In accordance with the provisions of the Act, the Company's financial statements have been meticulously prepared in compliance with the Indian Accounting Standards, as notified under the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time. These financial statements accurately present a true and fair view of the Company's financial position, ensuring transparency, regulatory adherence, and the highest standards of financial reporting.

Disclosure of certain types of agreements binding the Company

During the year under review, no agreement has been entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the Company or of its holding, subsidiary or associate company, among themselves or with the Company 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 Company or impose any restriction or create any liability upon the Company.

Green Initiative

As a responsible corporate citizen, the Company wholeheartedly embraces and supports the 'Green Initiative' launched by the Ministry of Corporate Affairs, Government of India. This forward-thinking initiative facilitates the electronic delivery of key documents, including the annual report and other communications, directly to the members' e-mail addresses registered with the RTA/Depositories. By adopting digital correspondence, the Company contributes to environmental sustainability while enhancing efficiency in shareholder communication.

Members who have yet to register their e-mail addresses are requested to do so at the earliest to ensure seamless access to corporate communications and important updates.

SICAL LOGISTICS LIMITED

Annexure A to the Corporate Governance Report

DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT

[Pursuant to Regulation 34(3) read with Para D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

I, Seshadri Rajappan, whole-time director of Sical Logistics Limited ("Company"), hereby declare that in accordance with the Regulation 26 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all members of the board of directors and senior management personnel of the Company have affirmed compliance with the Company's code of conduct for board of directors and senior management for the financial year ended March 31, 2025.

Seshadri Rajappan

Whole-time director

DIN: 00862481

Place : Chennai

Date : May 28, 2025

SICAL LOGISTICS LIMITED

Annexure B to the Corporate Governance Report

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34(3) and Schedule V Para C Clause (10) (i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To
The Members
Sical Logistics Limited
South India House
73, Armenian Street,
Chennai, Tamil Nadu-600001

We have examined the relevant registers, records, forms, returns and disclosures received from the directors of Sical Logistics Limited bearing CIN: L51909TN1955PLC002431 and having registered office at South India House, 73 Armenian Street, Chennai, Tamil Nadu-600001 (hereinafter referred to as "the Company"), produced before us by the Company for the purpose of issuing this certificate, in accordance with Regulation 34(3) read with Schedule V Para C Clause 10 (i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications including director identification number ("DIN") status at the portal www.mca.gov.in as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify that none of the directors on the board of the Company as stated below for the financial year ended March 31, 2025 have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other statutory authority.

S. No.	Name of the directors	DIN	Date of appointment	Date of cessation
1	Anuradha Mukhedkar	09564768	11.01.2023	26.04.2024
2	Amit Kumar	01928813	11.01.2023	-
3	Neelaveni	09042292	16.05.2024	-
4	Rajnish Kumar	01507736	11.01.2023	-
5	Sanjay Mawar	00303822	13.02.2024	-
6	Satishkumarreddy Mulamreddy	09199183	16.05.2024	-
7	Seshadri Rajappan	00862481	11.01.2023	-
8	Vinay Kumar Pabba	02711931	11.01.2023	-

Ensuring the eligibility for the appointment/continuity of every director on the board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For KRA & ASSOCIATES
PRACTICING COMPANY SECRETARIES**

**Date : 13/08/2025
Place : Chennai**

**Aishwarya N
M.No. A51960 / CP. No. 20319
Peer Review No. 5562/2024
UDIN : A051960G001004263**

SICAL LOGISTICS LIMITED

Annexure C to the Corporate Governance Report

CORPORATE GOVERNANCE CERTIFICATE

[Pursuant to Regulation 34(3) read with Para E of Schedule V of the Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015]

To
The Members of
Sical Logistics Limited
South India House,
73, Armenian Street
Chennai, Tamil Nadu- 600001.

We have examined the compliances of the conditions of Corporate Governance by Sical Logistics Limited ("Company"), for the financial year ended on March 31, 2025, as stipulated under Regulations 17 to 27, clause (b) to (i) regulation 46(2) and Paras C, D and E of Schedule V of SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015 (the "Listing Regulations") as amended from time to time.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the review of the procedures and implementation thereof, as adopted by the Company for ensuring compliance with the conditions of Corporate Governance as prescribed under the Listing Regulations. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the directors and the management, we hereby certify that the Company has complied with the conditions of corporate governance stipulated in the Listing Regulations for the financial year ended on March 31, 2025.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For KRA & ASSOCIATES
PRACTICING COMPANY SECRETARIES**

Date : 13/08/2025

Place : Chennai

Aishwarya N
M.No. A51960 / CP. No. 20319
Peer Review No. 5562/2024
UDIN : A051960G001004219

SICAL LOGISTICS LIMITED

Annexure D to the Corporate Governance Report

CERTIFICATION BY THE WHOLE-TIME DIRECTOR AND CHIEF FINANCIAL OFFICER

*[Pursuant to Regulation 17(8) of the Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements), Regulations, 2015]*

To
The Board of Directors
Sical Logistics Limited
South India House,
73, Armenian Street,
Chennai, Tamil Nadu-600001

We, the undersigned, in our respective capacities as whole-time director and chief financial officer of Sical Logistics Limited ("Company"), to the best of our knowledge and belief, certify that:

- a) We have reviewed the financial statements and the cash flow statement for the year ended March 31, 2025 and to the best of our knowledge and belief:
 - i) The financial statements and cash flow statement do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 - ii) The financial statements and the cash flow statement together present a true and fair view of the affairs of the Company and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are no transactions entered into by the Company during the year ended March 31, 2025 which are fraudulent, illegal or violative of Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of these internal control systems of the Company pertaining to financial reporting and have disclosed to the auditors and the audit committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the auditors and audit committee that:
 - i) There have been no significant changes in the above-mentioned internal controls over financial reporting during the year.
 - ii) There have been no significant changes in the accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii) There is no instance of significant fraud of which we have become aware and the involvement therein of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Seshadri Rajappan
Director
DIN: 00862481
Place : Chennai

K. Rajavel
Chief financial officer
Place : New Delhi

Date : May 28, 2025

STANDALONE FINANCIAL STATEMENTS

INDEPENDENT AUDITOR'S REPORT

To the Members of **SICAL LOGISTICS LIMITED**

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying Standalone Financial Statements of **SICAL LOGISTICS LIMITED** ("the Company"), which comprises the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss (including Other Comprehensive Loss), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended and notes to the financial statements including a summary of material accounting policies and other explanatory information (hereinafter referred to as "the Standalone Financial Statements")

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, the loss and total comprehensive loss, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the *Code of Ethics* issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

- a. We draw attention to Note no. 35 to the Standalone Financial Statements. The resolution plan submitted by M/S Pristine Malwa Logistics Park Private Limited was approved by the Honourable NCLT, Chennai Bench, vide its order dated December 8, 2022 and the effective date of implementation of the resolution plan was declared as Jan 11, 2023. The effect of the approved resolution plan has been considered in the financial statements for the year ended March 31, 2023.
- b. Confirmation of balances is not available from most of the financial creditors. The balances stated in the financial statements have been derived from the claims made by the financial creditors, as admitted by the Resolution Professional and approved by the NCLT. These balances have been adjusted in accordance with the approved Resolution Plan and reduced by the payments made under the Resolution Plan. In the absence of confirmation of balances, the possible adjustment, if any, required in the balances payable to each financial creditor is presently not determinable. (Refer Note No. 12.1 to the standalone financial statements).

Our opinion is not modified in respect of the above matters.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements of the current period. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

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Implementation of Resolution Plan: Refer Note No 35 to the Standalone Financial Statements for the details regarding commencement of implementation of the resolution plan and for impact of the resolution plan on the Company pursuant to the Corporate Insolvency Resolution Process ("CIRP") under Insolvency and Bankruptcy Code, 2016. The determination of carrying amount of liabilities to give effect of resolution plan, comprehending the provisions of the Resolution Plan and determining the appropriateness of the accounting treatment thereof, more particularly the accounting treatment of derecognition of liabilities and outstanding trading dues & its related provisions and impairment of various assets, required significant judgment and estimates. Accounting for the effects of the resolution plan is considered by us to be a matter of most significance due to its importance to intended users' understanding of the financial statements as a whole and materiality thereof. The Company was a party to certain litigations. Pursuant to the approval of the Resolution Plan, it was determined that no amounts are payable in respect of those litigations upto the effective date viz Jan 11, 2023, as they stand extinguished. The estimates related to expected outcome of litigations and recoverability of payments made in respect thereof have high degree of inherent uncertainty due to insufficient judicial precedents in India in respect of disposal of litigations involving companies admitted to Corporate Insolvency Resolution Process.	Audit Procedure: We have performed the following procedures to determine whether the effect of Resolution Plan has been appropriately recognised in the financial statements: • We have reviewed the terms and conditions stipulated by the Hon'ble NCLT in the Resolution Plan • Reviewed management's process for review and commencement of implementation of the Resolution Plan. • Reviewed the provisions of the Resolution Plan to understand the requirements of the said Plan and evaluated the possible impact of the same on the financial statements. • Verified the underlying documents supporting the receipt and payment of funds as per the Resolution Plan. • Tested the related disclosures made in notes to the financial statements in respect of the implementation of the resolution plan. • Assessed management's estimate of recoverability.
Contingent Liability According to the information and explanations given to us and as confirmed by the Company, in view of the implementation of the resolution plan as approved by the Hon'ble National Company Law Tribunal, all pending litigations relating to pre-CIRP period are deemed to be extinguished as at January 11, 2023, i.e. the date of implementation of the approved resolution plan (except bank guarantees as per approved resolution plan). Accordingly, there are no dues of income tax, sales tax, service tax, excise duty, value added tax and goods and service tax which have not been deposited as at March 31, 2025 on account of dispute. (Refer Note No.25 to the Standalone Financial Statements.)	Audit Procedure The Audit addressed this Key Audit Matter by; • Assessing the adequacy of tax Provisions by reviewing correspondence with tax Authorities. • Discussing significant litigations and claims with the Company's Internal Legal Counsel. • Reviewing previous judgments made by relevant tax Authorities and opinions given by Company's advisors & • Assessing the reliability of the past estimates of the management. Our Audit Procedures did not identify any material exceptions

Information Other than the Standalone Financial Statements and Auditors' Report Thereon

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's Annual Report but does not include the Standalone Financial Statements and our report thereon.

Our opinion on the Standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

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If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance, total comprehensive loss, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act, read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

SICAL LOGISTICS LIMITED

Materiality is the magnitude of misstatements in the Standalone Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Standalone Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Standalone Financial Statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (here in after referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive loss), Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account
 - (d) In our opinion, the aforesaid Standalone Financial Statements comply with the IND AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on March 31, 2025 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid / provided by the Company to its directors during the year is in accordance with the provisions of section 197 read with Schedule V to the Act.
 - (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its Standalone Financial Statements as referred to in Note No. 25 - to the Standalone Financial Statements.
 - ii. The Company did not have any long-term contracts including derivative contracts as at March 31, 2025;

SICAL LOGISTICS LIMITED

- iii. There were no amounts required to be transferred to the Investor Education and Protection Fund by the Company for the year ended March 31, 2025;
- iv. (a) Management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries. (Refer Note No 37(n) to the Standalone Financial Statements)
- (b) Management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries (Refer Note. 37(n) to the Standalone Financial Statements), and
- (c) Based on the audit procedures adopted by us, nothing has come to our notice that has caused us to believe that the representations made by the Management under sub clause (a) and (b) above, contain any material misstatement.
- v. The Company has not declared or paid any Dividend during the year.
- vi. Based on our examination which included test checks, the Company, in respect of financial year ended March 31, 2025, has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with. Refer Note No. 40(b) to the Standalone Financial Statements). Additionally, the audit trail has been preserved by the Company as per the statutory requirements for record retention.

For SRSV & Associates
Chartered Accountants
F.R.No. 015041S

R Subburaman
Partner

Membership No. 020562
UDIN NO: 25020562BNUKHY7424

Place: Chennai
Dated: May 28, 2025

ANNEXURE ‘A’ TO THE INDEPENDENT AUDITOR’S REPORT

The Annexure referred to in our Independent Auditor’s Report to the members of **SICAL LOGISTICS LIMITED** on the Standalone Financial Statements for the year ended March 31,2025:

- i. In respect of the Company’s Property, Plant and Equipment:
- (a) (A) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant & Equipment.
 - (B) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company has maintained proper records showing full particulars of Intangible Assets.
 - (b) According to the information and explanations given to us and the records examined by us, during the year, the Company has once verified all the Property, Plant and Equipment and no material discrepancies were noticed on such verification.
 - (c) According to the information and explanations given to us and on the basis of our examination of relevant records evidencing title/possession provided to us, we report that, the title deeds of all the immovable properties comprising of land and buildings recorded as Property, Plant and Equipment, which are freehold, are held in the name of the Company as at the Balance Sheet date, except the following (Refer Note No. 2 to the Standalone Financial Statements)

Description of Property	Gross carrying value (Rs)	Held in name of	Whether promoter, director or their relative or employee	Period held- indicate range, where appropriate	Reason for not being held in name of company, indicate if in dispute
Land and Building situated in Bye Pass Road, Avaniapuram Village, Madurai, Tamil Nadu	1,97,981	ACT India	No	1995	The title deeds are in the names of erstwhile companies that merged with the Company under Section 391 to 394 of the Companies Act, 1956 pursuant to Schemes of Amalgamation as approved by the Hon’ble High Courts. Name Change has not been effected in the books of the registering authority. This is to be preferred by the company
Land and Building situated in Bye Pass Road, Meelavittan, Tuticorin, Tamilnadu	4,18,19,067	ACT India	No	1995	The title deeds are in the names of erstwhile companies that merged with the Company under Section 391 to 394 of the Companies Act, 1956 pursuant to Schemes of Amalgamation as approved by the Hon’ble High Courts. Name Change has not been effected in the books of the registering authority. This is to be preferred by the company
Building situated in Kottapattu, Trichy, Tamil Nadu	3,03,149	ACT India	No	1995	The title deeds are in the names of erstwhile companies that merged with the Company under Section 391 to 394 of the Companies Act, 1956 pursuant to Schemes of Amalgamation as approved by the Hon’ble High Courts. Name Change has not been effected in the books of the registering authority. This is to be preferred by the company

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Description of Property	Gross carrying value (Rs)	Held in name of	Whether promoter, director or their relative or employee	Period held- indicate range, where appropriate	Reason for not being held in name of company, indicate if in dispute
Land situated in Thattankulam Road, Madhavaram, Chennai, Tamil Nadu	27,38,569	ACT India	No	1995	The title deeds are in the names of erstwhile companies that merged with the Company under Section 391 to 394 of the Companies Act, 1956 pursuant to Schemes of Amalgamation as approved by the Hon'ble High Courts. Name Change has not been effected in the books of the registering authority. This is to be preferred by the company
Land situated in Palapathi Village, Mangulam Revenue, Arupukottai Taluk Virudhu Nagar, Kariapattu, Tamil Nadu	1,50,13,660	ACT India	No	1994	The title deeds are in the names of erstwhile companies that merged with the Company under Section 391 to 394 of the Companies Act, 1956 pursuant to Schemes of Amalgamation as approved by the Hon'ble High Courts. Name Change has not been effected in the books of the registering authority. This is to be preferred by the company
Land situated in G N T Road, Ponniannan Medu, Madhavaram, Chennai	1,38,00,103	ACT India	No	1996	The title deeds are in the names of erstwhile companies that merged with the Company under Section 391 to 394 of the Companies Act, 1956 pursuant to Schemes of Amalgamation as approved by the Hon'ble High Courts. Name Change has not been effected in the books of the registering authority. This is to be preferred by the company
Building situated in 2 nd Floor, No.73, South India House, Armenian Street, Chennai, Tamil Nadu	4,38,000	South India Steel and Sugars Ltd	No	1971	The title deeds are in the names of erstwhile companies that merged with the Company under Section 391 to 394 of the Companies Act, 1956 pursuant to Schemes of Amalgamation as approved by the Hon'ble High Courts. Name Change has not been effected in the books of the registering authority. This is to be preferred by the company
Land situated in Satharai and Keelacheri, Thiruvalur, Tamil Nadu	2,83,33,521	Tube Suppliers Ltd	No	1975	There was a change in the name of the Company from Tube Suppliers Ltd to VRW Industries Ltd and was further merged with Tubes and Malleables Ltd. Name Change has not been effected in the books of the registering authority. This is to be preferred by the company
Building situated in 1 st Floor, No.73, South India House, Armenian Street, Chennai, Tamil Nadu	55,93,101	Tubes and Malleables	No	1959	The title deeds are in the names of erstwhile companies that merged with the Company under Section 391 to 394 of the Companies Act, 1956 pursuant to Schemes of Amalgamation as approved by the Hon'ble High Courts. Name Change has not been effected in the books of the registering authority. This is to be preferred by the company

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Description of Property	Gross carrying value (Rs)	Held in name of	Whether promoter, director or their relative or employee	Period held- indicate range, where appropriate	Reason for not being held in name of company, indicate if in dispute
Building situated in Ground Floor, No.73, South India House, Armenian Street, Chennai, Tamil Nadu	31,55,774	South India Corporation (A) Ltd	No	1959	There was a change in the name of the Company from South India Corporation [Agencies] Limited to Sical Logistics Limited in February, 2006. Name Change has not been effected in the books of the registering authority. This is to be preferred by the company
Building situated in No.47, Rajaji Salai, Chennai, Tamil Nadu	1,68,19,941	South India Corporation (A) Ltd	No	1995	There was a change in the name of the Company from South India Corporation [Agencies] Limited to Sical Logistics Limited in February, 2006. Name Change has not been effected in the books of the registering authority. This is to be preferred by the company
Building situated in SIR R.N.M House, No.6,3-B, 3 rd Floor, Lal Bazaar Street, Kolkata, West Bengal	11,66,438	South India Corporation (A) Ltd	No	1982	There was a change in the name of the Company from South India Corporation [Agencies] Limited to Sical Logistics Limited in February, 2006. Name Change has not been effected in the books of the registering authority. This is to be preferred by the company
Building situated in Flat No.8, 3 rd Floor, No.5, Tara Road, Kolkata, West Bengal	1,04,000	South India Corporation (A) Ltd	No	1985	There was a change in the name of the Company from South India Corporation [Agencies] Limited to Sical Logistics Limited in February, 2006. Name Change has not been effected in the books of the registering authority. This is to be preferred by the company
Building situated in Flat No. 305A and 305B, Jayant Apartment, Opp Air Cargo Complex Sahar Mumbai, Maharashtra	7,36,938	South India Corporation (A) Ltd	No	1988	There was a change in the name of the Company from South India Corporation [Agencies] Limited to Sical Logistics Limited in February, 2006. Name Change has not been effected in the books of the registering authority. This is to be preferred by the company
Building situated in Flat No.612, 6 th Floor, Tower-B, Plot No. 46/55, Road No.304, Vashi Village, Thane District, Mumbai, Maharashtra	15,56,250	South India Corporation (A) Ltd	No	1997	There was a change in the name of the Company from South India Corporation [Agencies] Limited to Sical Logistics Limited in February, 2006. Name Change has not been effected in the books of the registering authority. This is to be preferred by the company
Building situated in Rajgir Chambers, 2 nd Floor, 11-15,12/14, Shahid Bhagat Singh Road, Fort Mumbai, Maharashtra	3,17,500	Sical India Corporation (A) Ltd	No	1981	There was a change in the name of the Company from South India Corporation [Agencies] Limited to Sical Logistics Limited in February, 2006. Name Change has not been effected in the books of the registering authority. This is to be preferred by the company

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Description of Property	Gross carrying value (Rs)	Held in name of	Whether promoter, director or their relative or employee	Period held- indicate range, where appropriate	Reason for not being held in name of company, indicate if in dispute
Building situated in Marine Tower-1, Rajavari Street, Vishakapatnam	4,21,635	South India Corporation (A) Ltd	No	1995	There was a change in the name of the Company from South India Corporation [Agencies] Limited to Sical Logistics Limited in February, 2006. Name Change has not been effected in the books of the registering authority. This is to be preferred by the company

- (d) The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year. Accordingly, clause 3(i)(d) of the Order is not applicable.
- (e) Based on the information and explanations furnished to us, no proceedings have been initiated on or are pending against the Company for holding benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) (formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)) and Rules made thereunder, and therefore the question of our commenting on whether the Company has appropriately disclosed the details in its financial statements does not arise.
- ii. (a) As per the information and explanations given to us and based on the records examined by us, physical verification of inventory was conducted once during the year and no discrepancies were noticed on such verification. The value of inventory as per the financial statement is Nil after considering the provisions.
- (b) According to the records of the Company and information and explanations given to us, the Company has not been sanctioned working capital limits in excess of Rs Five crores, in aggregate from banks or financial institutions on the basis of security of current assets during the year. In respect of loans sanctioned during earlier years, the quarterly returns or statements have not been filed by the Company with the banks from the date of initiation of CIRP. (Refer Note No 14.1 to the Standalone Financial Statements).
- iii. (a) In our opinion and according to the explanations given to us, during the year the Company has provided loans or provided advances in the nature of loans, or stood guarantee, or provided security to any other entity as indicated below-

(A) To Subsidiaries/Joint Ventures/Associates

(Rs.in Lakhs)

To whom	Type (Loan/Advance/ Guarantee/Security)	Aggregate amount given during the year	Balance Outstanding as at the Balance Sheet Date
Sical Multimodal and Rail Transport Limited	Advances	550	843
Sical Multimodal and Rail Transport Limited	Corporate Guarantee	2,500	10,000

(B) To others not mentioned under (A) NIL

- (b) In our opinion and according to the explanations given to us, the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prejudicial to the Company's interest.
- (c) In our opinion and according to the explanations given to us in respect of loans and advances in the nature of loans, the schedule of repayment of principal and payment of interest has not been stipulated.
- (d) In our opinion and according to the explanations given to us in respect of loans and advances in the nature of loans, as the repayment terms are not stipulated, we are unable to comment on whether it is overdue for a period of more than 90 days.

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- (e) In our opinion and according to the explanations given to us, as the repayment terms are not stipulated, we are unable to comment on whether loans or advance in the nature of loan granted, which has fallen due during the year, has been renewed or extended or fresh loans have been granted to settle the overdues of existing loans given to the same parties.
- (f) In our opinion and according to the explanations given to us, the Company has granted loans or advances in the nature of loans during the year, either repayable on demand or without specifying any terms or period of repayment as follows:

(Rs. In Lakhs)

PARTICULARS	All Parties	Promoters	Related Parties
Aggregate amount of loans/ advances in nature of loans:			
-Repayable on Demand (A)	-	-	-
-Agreement does not specify any terms or period of repayment (B)			
a) Sical Multimodal and Rail Transport Limited	-	-	550
TOTAL (A+B)	-	-	550
Percentage of loans/advances in nature of loans to the total loans	100%		

- iv. In our opinion and according to the explanations given to us there are no loans, investments, guarantees and securities provided by the Company as specified under Sections 185 and 186 of the Companies Act, 2013, hence reporting under clause 3(iv) of the Order is not applicable.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits from the public within the meaning of Sections 73 to 76 or any other relevant provisions of the Act and rules framed thereunder, and hence reporting under clause 3(v) of the Order is not applicable.
- vi. In our opinion and according to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013 for any of the products/services manufactured/rendered by the Company.
- vii. In respect of statutory dues:
- According to the records of the Company and information and explanations given to us, the Company is generally regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value-added tax, Goods and service tax, cess and any other statutory dues with the appropriate authorities.
 - There are no undisputed statutory dues outstanding as on March 31, 2025 for more than six months from the date they became payable except Rs.1,462 lakhs, which pertains to the period prior to CIRP Initiation date (10th March 2021). According to the information and explanations given to us and as confirmed by the Company, in view of the implementation of the resolution plan as approved by the Hon'ble National Company Law Tribunal, except to the extent of payment to the stakeholders as per the approved Resolution Plan, the Company shall have no liability with respect to any claims relating in any manner to the period prior to CIRP initiation date/ Accordingly, all other pending litigations relating to pre-CIRP period are deemed to be extinguished as at January 11, 2023, i.e. the date of implementation of the approved resolution plan. There are no dues of income tax, sales tax, service tax, excise duty, value added tax and goods and service tax which have not been deposited as at March 31, 2025 on account of dispute.
- viii. According to the information and explanations given to us and on the basis of records of the Company examined by us, in our opinion, the Company has no transactions that has not been recorded in the books of account and no unrecorded income was disclosed or surrendered as income during the year in the Tax assessments under the Income Tax, 1961. Accordingly, clause 3(viii) the Order is not applicable.
- ix. (a) According to the information and explanations given to us and based on the records examined by us, the Company has defaulted in repayment of dues to banks and financial institutions till Jan 11, 2023. However, pursuant to the implementation of the resolution plan as approved by the Hon'ble National Company Law Tribunal, the Company has started repayment in respect of loans from banks, financial institutions as per the approved Resolution Plan.

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- (b) According to the information and explanations given to us and having regard to the fact of implementation of resolution plan approved by NCLT is under process, we report that during the year, the Company has not been declared as a wilful defaulter by any banks or financial institutions or any other lender. (Refer Note No.37(j) of the Standalone Financial Statements).
- (c) According to the records of the Company and information and explanations given to us, no term loans were obtained during the year. Accordingly, reporting under clause 3(ix)(c) of the Order is not applicable.
- (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) According to the information and explanations given to us and on an overall examination of the financial statements of the company, we report that the company has taken funds from following entity on account of or to meet the obligations of its subsidiaries, associates or joint ventures as per details below:

Nature of fund taken	Name of lender	Amount Involved (Rs in lakhs)	Name of the subsidiary, joint venture, associate	Relation	Nature of Transaction for which funds utilized	Remarks, if any
Advance	Holding Company	550	Sical Multimodal and Rail Transport Limited	Subsidiary	To meet the obligation of Subsidiary	

- (f) In our opinion, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Accordingly, clause (ix)(f) of the Order is not applicable.
- x. (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the reporting under clause 3(x)(a) of the Order is not applicable.
- (b) The Company has not made any preferential allotment or private placement of shares or fully or partially or optionally convertible debentures during the year. Accordingly, the reporting under clause 3(x)(b) of the Order is not applicable.
- xi. (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.
- (b) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, a report under Section 143(12) of the Act, in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the reporting under clause 3(xi)(b) of the Order is not applicable.
- (c) During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, and as represented to us by the management, no whistle-blower complaints have been received during the year by the Company. Accordingly, the reporting under clause 3(xi)(c) of the Order is not applicable.
- xii. In our opinion, the Company is not a Nidhi Company. Accordingly, clauses 3(xii) (a), xii(b) and xii(c) of the Order are not applicable.
- xiii. In our opinion and according to the information and explanation given to us, all transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and the details have been disclosed in the Standalone Financial Statements, as required by the applicable accounting standards.
- xiv. (a) In our opinion and according to the information and explanation given to us, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) The reports of the Internal Auditors for the period under audit received up to the date of our audit report were considered by us.

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- xv. In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors. Accordingly, clause 3(xv) of the Order is not applicable.
- xvi. (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the reporting under clause 3(xvi)(a) of the Order is not applicable.
- (b) The Company has not conducted non-banking financial activities or housing finance activities during the year. Accordingly, the reporting under clause 3(xvi)(b) of the Order is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the reporting under clause 3(xvi)(c) of the Order is not applicable.
- (d) Based on the information and explanation provided by the Management of the Company, the Group does not have more than one CICs, which are part of the Group. We have not, however, separately evaluated whether the information provided by the Management is accurate and complete. Accordingly, the reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii. In our opinion and according to the information and explanations given to us, the Company has incurred cash losses in the current financial year and in the immediately preceding financial year as below:

Financial Year	Amount (Rs in lakhs)
2024-25	3,037
2023-24	2,087

- xviii. There has been no resignation of the statutory auditors during the year and accordingly the reporting under clause 3(xviii) of the Order is not applicable.
- xix. According to the information and explanations given to us and on the basis of the financial ratios (Also refer Note No. 38 to the financial statements), ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, taking into consideration implementation of resolution plan till date and our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of Balance Sheet as and when they fall due within a period of one year from the Balance Sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the Balance Sheet date will get discharged by the Company as and when they fall due.
- xx. In our opinion and according to the information and explanations given to us, the company is not required to comply with the provisions of schedule VII read with section 135 of the Act. Therefore, clause 3(xx) of the order is not applicable.
- xxi. The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of Standalone Financial Statements. Accordingly, no comment in respect of the said clause has been included in this report.

For SRSV & Associates
Chartered Accountants
Firm Regn. No. 015041S

R Subburaman
Partner

Place: Chennai
Dated: May 28, 2025

Membership No. 020562
UDIN No. : 25020562BNUKHY7424

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 2 (f) under ‘Report on Other Legal and Regulatory Requirements’ section of the Independent Auditor’s Report of even date to the members of **SICAL LOGISTICS LIMITED**

Report on the Internal Financial Controls Over Financial Reporting under Clause(i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **SICAL LOGISTICS LIMITED** (“the Company”) as of March 31, 2025 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (“ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A Company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone Financial Statements for external purposes in accordance with generally accepted accounting principles. A Company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Standalone Financial statements in accordance with generally accepted

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accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the Standalone Financial Statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For SRSV & Associates
Chartered Accountants
Firm Regn. No. 015041S

R Subburaman
Partner

Place: Chennai
Dated: May 28, 2025

Membership No. 020562
UDIN No. : 25020562BNUKHY7424

CIN L51909TN1955PLC002431

Standalone Balance sheet as at 31 March 2025

Rs. In Lakhs

Particulars	Note	As at 31 March 2025	As at 31 March 2024
ASSETS			
Non-current assets			
Property, plant and equipment	2	14,832	17,591
Other intangible assets	2	5	5
Right of use of assets	2	6,636	-
Financial Assets	3		
- Investments	3.1	20,441	20,441
- Other non-current financial assets	3.2	1,045	100
Other non-current assets	4	23	54
Deferred tax assets (net)	5	-	-
		<u>42,982</u>	<u>38,191</u>
Current assets			
Inventories	6	-	-
Financial Assets	7		
- Trade receivables	7.1	2,500	820
- Cash and cash equivalents	7.2	4,469	7,667
- Bank balances other than cash and cash equivalents	7.2	2,864	1,520
- Other current financial assets	7.3	373	508
Current Tax Assets (Net)	8	157	499
Other current assets	9	420	251
		<u>10,783</u>	<u>11,265</u>
Total Assets		<u>53,765</u>	<u>49,456</u>
EQUITY AND LIABILITIES			
Equity			
Equity Share capital	10	6,525	6,525
Other Equity	11	(3,711)	703
		<u>2,814</u>	<u>7,228</u>
LIABILITIES			
Non-current liabilities			
Financial Liabilities			
- Borrowings	12.1	15,747	25,347
- Lease liabilities	12.2	5,557	-
Provisions	13	49	46
		<u>21,353</u>	<u>25,393</u>
Current liabilities			
Financial Liabilities	14		
- Borrowings	14.1	26,078	15,605
- Lease liabilities	12.2	1,104	-
- Trade payables	14.2		
(a) Total outstanding dues of Micro and Small Enterprises		-	-
(b) Total outstanding dues of creditors other than Micro and Small Enterprises		762	279
- Other financial liabilities	14.3	1,121	663
Other current liabilities	15	520	269
Provisions	16	14	19
		<u>29,599</u>	<u>16,835</u>
Total Equity and Liabilities		<u>53,765</u>	<u>49,456</u>
Material accounting policies	1		
Notes to the accounts	2 to 40 (b)		

The notes referred to above form an integral part of financial statements.

As per our report of even date attached

for **SRSV & Associates**
Chartered Accountants
Firm registration number : 015041S

R Subburaman
Partner
Membership No. 020562
Place: Chennai

for and on behalf of the Board of Directors of
Sical Logistics Limited

S.Rajappan
Whole time Director
DIN:00862481
Place: Chennai

K. Rajavel
Chief Financial officer
Place: New Delhi

Sanjay Mawar
Director
DIN: 00303822
Place: New Delhi

Vaishali Jain
Company Secretary
Membership No: A58607
Place: New Delhi

Date: May 28, 2025

CIN L51909TN1955PLC002431

Standalone Statement of profit and loss for the year ended 31 March 2025

Rs. In Lakhs

Particulars	Note	For the year ended 31 March 2025	For the year ended 31 March 2024
Revenue from operations	17	4,022	6,617
Other income	18	1,082	1,305
Total Income		5,104	7,922
Expenses			
Cost of services	19	2,998	5,144
Employee benefits expense	20	445	526
Finance costs	21	3,527	3,074
Depreciation and amortisation expense	2	3,067	4,201
Other expenses	22	1,094	1,007
Total expenses		11,131	13,952
Loss before Exceptional item		(6,027)	(6,030)
Exceptional Item	24	967	1,438
Loss after Exceptional Item		(5,060)	(4,592)
Tax expense			
Current tax		-	-
Prior year tax		(656)	-
Deferred tax		-	-
Loss after tax		(4,404)	(4,592)
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
Remeasurements of defined benefit plan actuarial gains/ (losses)		(10)	5
Others		-	-
		(10)	5
Income tax relating to items that will not be reclassified to profit or loss		-	-
Total Comprehensive Loss for the year		(4,414)	(4,587)
Loss per equity share of Rs. 10 each			
(1) Basic		(6.76)	(7.03)
(2) Diluted		(6.76)	(7.03)
Material accounting policies	1		
Notes to the accounts	2 to 40 (b)		

The notes referred to above form an integral part of financial statements.

As per our report of even date attached

for **SRSV & Associates**
Chartered Accountants
Firm registration number : 015041S

R Subburaman
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Vaishali Jain
Company Secretary
Membership No: A58607
Place: New Delhi

Date: May 28, 2025

CIN L51909TN1955PLC002431

Cash Flows Statement

Rs. In Lakhs

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
A. Cash flows from operating activities		
Loss before tax	(5,060)	(4,592)
Adjustments:		
Depreciation	3,067	4,201
(Profit)/ Loss on sale of fixed assets	(404)	(365)
Exceptional Item	(967)	(1,438)
Bad debts written-off	-	56
Provision for doubtful debts	327	75
Interest on inter-corporate Loan	(94)	(70)
Interest on income tax refund	(56)	(157)
Interest and finance charges	3,527	3,001
Provision no longer required written back	-	(24)
Interest income	(477)	(377)
Gain on termination of lease contract	-	-
Operating cash flow before working capital changes	(138)	310
<i>Changes in</i>		
- Trade receivables	(2,007)	1,772
- Current/Non current financial assets	(779)	28
- Current/Non current assets	798	242
- Current/Non current financial liabilities	13	16
- Current/Non current liabilities	251	80
- Trade payables	482	(1,426)
- Provisions	(12)	(7)
Cash generated/(used) from operations	(1,392)	1,015
Income taxes paid/ refunded (net)	1,055	321
Cash generated/(used) from operations [A]	(337)	1,336
B. Cash flows from investing activities		
Purchase of fixed assets (Including Capital Work in Progress and capital advances)	(689)	(316)
Proceeds from sale of fixed assets	929	576
Purchase of investments	-	(20)
Bank deposit	(1,344)	(81)
Interest income	477	377
Interest on inter-corporate Loan	63	2
Net cash generated/(used) in investing activities [B]	(564)	538
C. Cash flows from financing activities		
Proceeds from long term borrowings	13,000	2,747
Proceeds from/(Repayment of) Short Term Borrowings (net)	(12,668)	-
Payment of lease liability	(143)	-
Finance cost paid	(2,485)	(2,928)
Net cash generated/(used) from financing activities [C]	(2,297)	(181)
Increase/(Decrease) in cash and cash equivalents [A+B+C]	(3,198)	1,693
Cash and cash equivalents at the beginning of the year	7,702	6,009
Cash and cash equivalents at the end of the year	4,504	7,702
Components of cash and cash equivalents		
Cash on hand	-	-
<i>Balances with banks</i>		
- in current accounts	4,504	2,012
- in fixed deposits	-	5,690
Total cash and cash equivalents (Also, refer note 7.2)	4,504	7,702
Material accounting policies	1	
Notes to the accounts	2 to 40 (b)	

The notes referred to above form an integral part of financial statements.
As per our report of even date attached

for **SRSV & Associates**
Chartered Accountants
Firm registration number : 015041S

R Subburaman
Partner
Membership No. 020562
Place: Chennai

for and on behalf of the Board of Directors of
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Vaishali Jain
Company Secretary
Membership No: A58607
Place: New Delhi

Date: May 28, 2025

Notes to the accounts For the year ended 31 March 2025

1 Company overview and Material Accounting Policies

Company overview

- 1.1 Sical Logistics Limited ('Sical') founded in 1955 is a leading integrated multimodal logistics solutions provider. The Company is into every aspect of logistics namely port handling, road and rail transport, warehousing, shipping, stevedoring, customs handling, trucking, retail logistics, mining and integrated logistics.

The Company is a public limited company incorporated and domiciled in India and has its registered office at Chennai, Tamilnadu. The Company has its equity shares listed on the BSE Limited and National Stock Exchange of India Limited.

The financial statements are approved for issue by the company's Board on 28 May 2025.

- 1.2 The Hon'ble National Company Law Tribunal ("NCLT"), Chennai Bench, admitted the Corporate Insolvency Resolution Process ("CIRP") application filed by an operational creditor of SICAL LOGISTICS LIMITED ("the Company") and appointed Mr. Lakshmisubramanian (IBBI Registration no. IBBI/IPA-003/IP-N00232/2019-2020/12697) as Interim Resolution Professional ("IRP"), in terms of the Insolvency and Bankruptcy Code, 2016 ("the Code") to manage the affairs of the Company vide CP No. IBA/73/2020 dated 10th March 2021. Pursuant to this, based on the application made by the Committee of Creditors of the Company, the Hon'ble NCLT has ordered appointment of Mr. Sripatham Venkatasubramanian Ramkumar (IBBI Registration No. IBBI/IPA-001/IP-P00015/2016-17/10039) as Resolution Professional ("RP") of the Company in disposing of IA no. IA/54/CHE/2021 in IBA/73/2020 on 2nd June 2021.

The resolution plan as submitted by Pristine Malwa Logistics Park Private Limited was approved by CoC was filed before Honourable NCLT Chennai Bench for their approval. The Hon'ble National Company Law Tribunal Chennai as required under section 30 & 31 of the Insolvency and Bankruptcy Code, 2016, approved the Resolution Plan vide the Order IA (IBC)/ 366 (CHE)/2022 in IBA/73/2020 along with IA(IBC)/102(CHE)/2022 in IBA/73/2020 dated 08 December 2022. As per the said Order, the Resolution Plan is binding on the corporate debtor and its employees, members, creditors, including the Central Government, any State Government or any local authority to whom a debt in respect of the payment of dues arising under any law for the time being in force, such as authorities to whom statutory dues are owed, guarantors and other stakeholders involved in the Resolution Plan.

11th January, 2023 was declared as the effective date for the implementation of the Resolution Plan by the Monitoring Committee upon fulfilment of certain conditions precedent by the successful Resolution Applicant (Pristine Malwa Logistics Park Private Limited) including infusing of initial funding.

1.3 Basis of preparation of financial statements

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis, the provisions of the Companies Act, 2013 ('Act') (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

1.4 Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle;
- it is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or

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- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period. All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

1.5 Use of estimates

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements is included in the following notes:

- Income taxes:* Significant judgments are involved in determining the provision for income taxes, including the amount expected to be paid or recovered in connection with uncertain tax positions.
- Property, plant and equipment:* Property, plant and equipment represent a significant proportion of the asset base of the company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Company's assets are determined by management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.
- Other estimates:* The preparation of financial statements involves estimates and assumptions that affect the reported amount of assets, liabilities, disclosure of contingent liabilities at the date of financial statements and the reported amount of revenues and expenses for the reporting period. Specifically, the Company estimates the probability of collection of accounts receivable by analyzing historical payment patterns, customer concentrations, customer credit-worthiness and current economic trends. If the financial condition of a customer deteriorates, additional allowances may be required.

1.6 Revenue recognition

Revenue is recognized on accrual method on rendering of services when the significant terms of the arrangement are enforceable, services have been delivered and the collectability is reasonably assured.

Effective April 1, 2018, the Company adopted Ind AS 115 "Revenue from Contracts with Customers". The effect on adoption of Ind AS 115 was insignificant. Revenues in excess of invoicing are classified as contract assets (which we refer as unbilled revenue) while invoicing in excess of revenues are classified as contract liabilities (which we refer to as unearned revenues).

To determine whether to recognise revenue from contracts with customers, the Company follows a 5-step process:

- 1 Identifying the contract with customer
- 2 Identifying the performance obligations
- 3 Determining the transaction price
- 4 Allocating the transaction price to the performance obligations
- 5 Recognising revenue when/as performance obligation(s) are satisfied.

A performance obligation is satisfied over time if one of the following criteria is met:

- (a) the customer simultaneously receives and consumes the benefits provided by the entity's performance as the entity performs;
- (b) the entity's performance creates or enhances an asset (for example, work in progress) that the customer controls as the asset is created or enhanced ; or
- (c) the entity's performance does not create an asset with an alternative use to the entity and the entity has an enforceable right to payment for performance completed to date.

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Revenues from sale of services comprise income from container handling, storage and transportation services provided to customers. Revenue from handling, storage and transport services are recognised on completion of services i.e. when services are performed or delivered, as per the contracts entered with the customers provided the consideration is reliably determinable and no significant uncertainty exists regarding collection of consideration.

Revenue from terminal access service is recognized on completion of access services provided to rail operators for loading/unloading of the containers. Revenue from rental income from lease of plant and equipment is recognised on accrual basis as per the contracted terms. The amount recognised as revenue is exclusive of tax and net of rerums.

(a) Contract assets

A Contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the establishment performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised from the earned consideration that is conditional. The contract assets are transferred to receivable when the rights become unconditional. Payment terms are contractually agreed with the customers.

(b) Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Establishment has received consideration from the customer. If a customer pays consideration before the establishment transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Establishment performs under the contract.

1.7 Property, plant and equipment

Recognition and measurement: Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any. Cost includes expenditures directly attributable to the acquisition of the asset.

Depreciation: The Company depreciates property, plant and equipment over the estimated useful life on a straight-line from the date the assets are ready for intended use. Assets acquired under finance lease and leasehold improvements are amortized over the lower of estimated useful life and lease term. The estimated useful lives of assets for the current and comparative period of significant items of property, plant and equipment are as follows:

Asset Class	Dep Rate	Method	Useful Life (Years)
Buildings	3.34%	SLM	30
Workshop	33.34%	SLM	3
Furniture & Fixtures	10.00%	SLM	10
Office Equipment's	20.00%	SLM	5
EDP Equipment's	33.34%	SLM	3
Plant & Machinery	20.00%	SLM	5
Plant & Machinery	6.79%	SLM	14
Vehicles	12.50%	SLM	8

Depreciation methods, useful lives and residual values are reviewed at each reporting date.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment. Subsequent expenditure relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. Repairs and maintenance costs are recognized in the statement of profit and loss when incurred. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or disposition of the asset and the resultant gains or losses are recognized in the statement of profit and loss.

Amounts paid towards the acquisition of property, plant and equipment outstanding as of each reporting date and the cost of property, plant and equipment not ready for intended use before such date are disclosed under capital work-in-progress.

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1.8 Functional and presentation currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates (i.e. the "functional currency"). The financial statements are presented in Indian Rupee, the national currency of India, which is the functional currency of the Company.

1.9 Foreign currency transactions and balances

Transactions in foreign currency are translated into the functional currency using the exchange rates prevailing at the dates of the respective transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at the exchange rates prevailing at reporting date of monetary assets and liabilities denominated in foreign currencies are recognized in the statement of profit and loss and reported within foreign exchange gains/(losses).

Non-monetary assets and liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent on the date of transaction.

1.10 Financial instruments

All financial instruments are recognised initially at fair value. Transaction costs that are attributable to the acquisition of the financial asset (other than financial assets recorded at fair value through profit or loss) are included in the fair value of the financial assets. Loans and borrowings and payable are recognised net of directly attributable transactions costs.

(i) *Financial assets at amortised cost:*

A financial asset shall be measured at amortised cost if both of the following conditions are met:

- (a) the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and
- (b) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding (SPPI).

They are presented as current assets, except for those maturing later than 12 months after the reporting date which are presented as non-current assets. Financial assets are measured initially at fair value plus transaction costs and subsequently carried at amortized cost using the effective interest method, less any impairment loss.

Financial assets at amortised cost are represented by trade receivables, security deposits, cash and cash equivalents, employee and other advances and eligible current and non-current assets.

(ii) *Financial assets at Fair Value Through Other Comprehensive Income (FVTOCI) :*

Includes assets that are held within a business model where the objective is both collecting contractual cash flows and selling financial assets along with the contractual terms giving rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. At initial recognition, the Company, based on its assessment, makes an irrevocable election to present in other comprehensive income the changes in the fair value of an investment in an equity instrument that is not held for trading. These elections are made on an instrument-by instrument (i.e., share-by-share) basis. If the Company decides to classify an equity instrument at FVTOCI, then all fair value changes on the instrument, excluding dividends, impairment gains or losses and foreign exchange gains and losses, are recognized in other comprehensive income. There is no recycling of the amounts from OCI to profit or loss, even on sale of investment. The dividends from such instruments are recognized in statement of profit and loss.

The fair value of financial assets in this category are determined by reference to active market transactions or using a valuation technique where no active market exists.

The loss allowance at each reporting period is evaluated based on the expected credit losses for next 12 months and credit risk exposure. The Company shall also measure the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. The loss allowance shall be recognized in other comprehensive income and shall not reduce the carrying amount of the financial asset in the balance sheet.

(iii) *Financial assets at Fair Value Through Profit or Loss (FVTPL) :* Financial assets at FVTPL include financial assets that are designated at FVTPL upon initial recognition and financial assets that are not measured at amortized cost or at fair value through other comprehensive income. All derivative financial instruments fall into this category, except for those designated and effective as hedging instruments, for which the hedge accounting requirements apply. Assets in this category are measured at fair value with gains or losses recognized in statement of profit and loss. The fair value of financial assets in this category are determined by reference to active market transactions or using a valuation technique where no active market exists.

SICAL LOGISTICS LIMITED

The loss allowance at each reporting period is evaluated based on the expected credit losses for next 12 months and credit risk exposure. The Company shall also measure the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. The loss allowance shall be recognized in the statement of profit and loss.

- (iv) Cash and cash equivalents comprise cash on hand and in banks and demand deposits with banks which can be withdrawn at any time without prior notice or penalty on the principal.

For the purposes of the cash flow statement, cash and cash equivalents include cash on hand, in banks and demand deposits with banks, net of outstanding book overdrafts that are repayable on demand, and are considered part of the Company's cash management system.

- (v) *Financial liabilities at amortised cost:* Financial liabilities at amortised cost represented by trade and other payables are initially recognized at fair value, and subsequently carried at amortized cost using the effective interest method.

1.11 Fair value measurement

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Company enters into certain derivative contracts such as interest rate swaps and currency swaps to hedge risks which are not designated as hedges. Such contracts are accounted for at fair value through profit or loss. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

1.12 Impairment

- (i) *Financial assets:* In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss. The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivable.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

SICAL LOGISTICS LIMITED

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If in subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12 month ECL.

Lifetime ECLs are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12 month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

As a practical expedient, the Group uses a provision matrix to determine impairment loss on portfolio of its trade receivable. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in forward-looking estimates are analysed.

ECL impairment loss allowance (or reversal) recognised during the period is recognised as income/expense in the statement of profit and loss. This amount is reflected under the head other expenses in the statement of profit and loss. The balance sheet presentation for various financial instruments is described below:

Financial assets measured at amortised cost, contractual revenue receivable: ECL is presented as an allowance, i.e. as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write off criteria, the group does not reduce impairment allowance from the gross carrying amount.

- b) *Non-financial assets:* The Company assesses at each reporting date whether there is any objective evidence that a non financial asset or a group of non financial assets is impaired. If any such indication exists, the Company estimates the amount of impairment loss.

An impairment loss is calculated as the difference between an asset's carrying amount and the recoverable. Losses are recognised in the statement of profit and loss and reflected in an allowance account. When the Company considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, then the previously recognised impairment loss is reversed through statement of profit and loss.

The recoverable amount of an asset or cash-generating unit (as defined below) is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit").

1.13 Loss allowance for receivables and unbilled revenues

The Company determines the allowance for credit losses based on historical loss experience adjusted to reflect current and estimated future economic conditions. The company considered current and anticipated future economic conditions relating to industries the company deals with. In calculating expected credit loss, the company has also considered credit reports and other related credit information for its customers to estimate the probability of default in future and has taken into account estimates of possible effect from the pandemic relating to COVID -19.

1.14 Employee Benefit

The Company participates in various employee benefit plans. Post-employment benefits are classified as either defined contribution plans or defined benefit plans. Under a defined contribution plan, the Company's only obligation is to pay a fixed amount with no obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits. The related actuarial and investment risks fall on the employee. The expenditure for defined contribution plans is recognized as expense during the period when the employee provides service. Under a defined benefit plan, it is the Company's obligation to provide agreed benefits to the employees. The related actuarial and investment risks fall on the Company. The present value of the defined benefit obligations is calculated using the projected unit credit method.

The Company has the following employee benefit plans:

- (a) *Gratuity:* In accordance with the Payment of Gratuity Act, 1972, the Company provides for a lump sum payment to eligible employees, at retirement or termination of employment based on the last drawn salary and years of employment with the Company. The gratuity fund is managed by the Life Insurance Corporation of India (LIC). The Company's

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obligation in respect of the gratuity plan, which is a defined benefit plan, is provided for based on actuarial valuation using the projected unit credit method.

Actuarial gains or losses are recognized in other comprehensive income. Further, the profit or loss does not include an expected return on plan assets. Instead net interest recognized in profit or loss is calculated by applying the discount rate used to measure the defined benefit obligation to the net defined benefit liability or asset. The actual return on the plan assets above or below the discount rate is recognized as part of re-measurement of net defined liability or asset through other comprehensive income.

Remeasurements comprising of actuarial gains or losses and return on plan assets (excluding amounts included in net interest on the net defined benefit liability) are not reclassified to profit or loss in subsequent periods.

- (b) *Compensated absences:* The employees of the Company are entitled to compensated absences. The employees can carry forward a portion of the unutilised accumulating compensated absences and utilise it in future periods or receive cash at retirement or termination of employment. The Company records an obligation for compensated absences in the period in which the employee renders the services that increases this entitlement. The Company measures the expected cost of compensated absences as the additional amount that the Company expects to pay as a result of the unused entitlement that has accumulated at the end of the reporting period. The Company recognizes accumulated compensated absences based on actuarial valuation. Non-accumulating compensated absences are recognized in the period in which the absences occur. The Company recognizes actuarial gains and losses immediately in the statement of profit and loss.

1.15 Provisions and contingencies

Provisions :

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that is reasonably estimable, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Provision for onerous contracts:

The provision is recognised if, a contract in which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Contingent liabilities :

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation or it cannot be measured with sufficient reliability. The Company does not recognise a contingent liability but discloses its existence in the financial statements.

Contingent assets :

Contingent assets are neither recognised nor disclosed. However, when realisation of income is virtually certain, related asset is recognised.

1.16 Inventories

Inventories are valued at the lower of cost and net realisable value.

Cost of raw materials includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on first in, first out basis. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

1.17 Finance income and expense

Finance income consists of interest income on funds invested. Interest income is recognized as it accrues in the statement of profit and loss, using the effective interest method.

Finance expenses consist of interest expense on loans and borrowings. Borrowing costs are recognized in the statement of profit and loss using the effective interest method.

Foreign currency gains and losses are reported on a net basis.

SICAL LOGISTICS LIMITED

1.18 Income tax

Income tax comprises current and deferred tax. Income tax expense is recognized in the statement of profit and loss except to the extent it relates to items directly recognized in equity or in other comprehensive income.

- (a) *Current income tax:* Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for the period. The tax rates and tax laws used to compute the current tax amount are those that are enacted or substantively enacted by the reporting date and applicable for the period. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis or to realize the asset and liability simultaneously.
- (b) *Deferred income tax:* Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of the transaction.

Deferred income tax asset are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

Deferred income tax liabilities are recognized for all taxable temporary differences.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

1.19 Earnings per share (EPS)

Basic EPS is calculated by dividing the net profit or loss for the period attributable to the equity shareholders by the weighted average number of equity shares outstanding during the period.

Diluted EPS is computed by dividing the profit attributable to the equity shareholders (after adjusting for interest on the convertible preference shares, if any) by the weighted average number of equity shares considered for deriving basic EPS plus the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares into equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue that have changed the number of equity shares outstanding, without a corresponding change in resources.

1.20 Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

1.21 Leases

Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to Company's operations taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances. After considering current and future economic conditions, the Company has concluded that no changes are required to lease period relating to the existing lease contracts.

The Company's lease asset classes primarily consist of leases for building and vehicles. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the

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use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

1.22 Cash flow statement

Cash flows are reported using the indirect method, whereby profit/(loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future operating cash receipt or payments, and items of income or expenses associated with investing or financing cash flows. In the cash flow statement, cash and cash equivalents includes cash in hand, cheques on hand, balances with banks in current accounts and other short-term highly liquid investments with original maturities of 3 months or less, as applicable.

SICAL LOGISTICS LIMITED

NOTES TO THE ACCOUNTS

2 Property, plant and equipments & Intangible assets

Current year 2024-25

Rs. In Lakhs

Particulars	Gross Block				Accumulated Depreciation						Net Block	
	As at 01 April 2024	Adjustments	Additions during the year	Deletions during the year	As at 31 March 2025	As at 01 April 2024*	Adjustments	Additions during the year	Deletions during the year	Impairment allowance Reversal	As at 31 March 2025	As at 31 March 2024
Tangible assets												
Freehold land	11,277	-	45	102	11,220	-	-	-	-	-	11,220	11,277
Buildings	1,332	-	-	262	1,071	1,053	-	19	249	-	248	279
Plant and machinery	24,316	-	657	2,962	22,011	20,697	-	1,305	2,773	-	19,230	3,618
Office equipment's	554	-	9	8	555	535	-	2	7	-	530	19
Furniture's and fixtures	507	-	-	-	507	454	-	12	-	-	466	53
EDP Equipment's	646	-	10	32	624	635	-	1	31	-	604	12
Vehicles	22,104	-	-	7,455	14,649	19,784	-	1,615	7,235	-	14,164	2,320
Port handling equipment	1,630	-	-	-	1,630	1,617	-	1	-	-	1,618	13
Intangible assets												
Software	235	-	-	-	235	230	-	-	-	-	230	5
Total	62,602	-	720	10,820	52,503	45,004	-	2,955	10,295	-	37,665	17,596
Right of use assets												
Building	-	-	-	-	-	-	-	-	-	-	-	-
Vehicle	66	-	-	-	66	66	-	-	-	-	66	-
Plant & Machinery	-	-	6,748	-	6,748	-	-	112	-	-	112	-
Capital Work in Progress	-	-	-	-	-	-	-	-	-	-	-	-
GRAND TOTAL	62,668	-	7,469	10,820	59,318	45,070	-	3,067	10,295	-	37,843	17,596

* Includes impairment allowances of Rs 800 lakhs

NOTES TO THE ACCOUNTS
2 Property, plant and equipments & Intangible assets
Previous year 2023-24
Rs. In Lakhs

Particulars	Gross Block				Accumulated Depreciation						Net Block	
	As at 01 April 2023	Adjust- ments	Additions during the year	Deletions during the year	As at 31 March 2024	As at 01 April 2023	Adjust- ments	Additions during the year	Deletions during the year	Impairment allowance	As at 31 March 2024	As at 31 March 2023
<u>Tangible assets</u>												
Freehold land	11,277	-	-	-	11,277	-	-	-	-	-	-	11,277
Buildings	1,334	-	-	2	1,332	1,035	-	19	1	-	1,053	299
Plant and machinery	24,158	-	236	78	24,316	19,135	-	1,638	76	-	20,697	5,023
Office equipment's	563	-	2	10	554	525	-	21	11	-	535	38
Furniture's and fixtures	508	-	-	2	507	441	-	12	-	-	454	67
EDP Equipment's	647	-	-	0	646	634	-	1	-	-	635	13
Vehicles	25,536	-	25	3,456	22,104	20,527	-	2,508	3,250	-	19,784	5,009
Port handling equipment	1,630	-	-	-	1,630	1,616	-	1	-	-	1,617	14
<u>Intangible assets</u>												
Software	235	-	-	-	235	228	-	1	-	-	230	7
Total	65,889	-	262	3,549	62,602	44,141	-	4,201	3,338	-	45,005	21,747
Right of use assets												
Building	-	-	-	-	-	-	-	-	-	-	-	-
Vehicle	66	-	-	-	66	66	-	-	-	-	66	-
GRAND TOTAL	65,955	-	262	3,549	62,668	44,207	-	4,201	3,338	-	45,071	21,747

Note:

* Includes impairment allowances of Rs 1,200 lakhs

(a) The existing security interest on effective date of the Financial Creditors for securing the Financial Debt shall continue to secure the deferred Financial Creditor debt payment subject to the adjustment on account of outstanding receivable. However, any new assets created or value generated post the Effective Date will not be subject to any security in favour of the Financial creditors.

Further, as per the approved resolution plan, with the payment of the Mandatory Dissenting Financial Creditors payment, upfront Financial Creditors debt payment and balance Financial Creditors debt assignment consideration to be paid to Financial creditors in a manner as set out in this Resolution Plan, the signed charge modification forms shall be provided by the financial creditors and by the security trustees / security agents of the financial creditors of the corporate debtor for securing the deferred Financial Creditors payment. The same is in progress as at 31 March 2025.

SICAL LOGISTICS LIMITED
NOTES TO THE ACCOUNTS
2 Property, plant and equipments & Intangible assets (continued)

- (b) The title deeds are in the names of erstwhile companies that merged with the Company under Section 391 to 394 of the Companies Act, 1956 pursuant to Schemes of Amalgamation as approved by the Hon'ble High Courts. Further there was a change in the name of the Company from South India Corporation [Agencies] Limited to Sical Logistics Limited in February, 2006. The below is the list of assets not in the name of the Company.

Relevant Line Item in Balance Sheet	Description of Property	Gross carrying value (in Rs)	Held in name of	Whether promoter, director or their relative or employee	Reason for not being held in name of company, indicate if in dispute
Land and Building	Land and Building situated in Bye Pass Road, Avaniapuram Village, Madurai, Tamil Nadu	1,97,981	ACT India	No	The title deeds are in the names of erstwhile companies that merged with the Company under Section 391 to 394 of the Companies Act, 1956 pursuant to Schemes of Amalgamation as approved by the Hon'ble High Courts. Name Change has not been effected in the books of the registering authority.
Land and Building	Land and Building situated in Bye Pass Road, Meelavittan, Tuticorin, Tamilnadu	4,18,19,067	ACT India	No	The title deeds are in the names of erstwhile companies that merged with the Company under Section 391 to 394 of the Companies Act, 1956 pursuant to Schemes of Amalgamation as approved by the Hon'ble High Courts. Name Change has not been effected in the books of the registering authority.
Building	Building situated in Kottapattu, Trichy, Tamil Nadu	3,03,149	ACT India	No	The title deeds are in the names of erstwhile companies that merged with the Company under Section 391 to 394 of the Companies Act, 1956 pursuant to Schemes of Amalgamation as approved by the Hon'ble High Courts. Name Change has not been effected in the books of the registering authority.
Land	Land situated in Thattankulam Road, Madhavaram, Chennai, Tamil Nadu	27,38,569	ACT India	No	The title deeds are in the names of erstwhile companies that merged with the Company under Section 391 to 394 of the Companies Act, 1956 pursuant to Schemes of Amalgamation as approved by the Hon'ble High Courts. Name Change has not been effected in the books of the registering authority.
Land	Land situated in Palapathi Village, Mangulam Revenue, Arupukottai Taluk Virudhu Nagar, Kariapattu, Tamil Nadu	1,50,13,660	ACT India	No	The title deeds are in the names of erstwhile companies that merged with the Company under Section 391 to 394 of the Companies Act, 1956 pursuant to Schemes of Amalgamation as approved by the Hon'ble High Courts. Name Change has not been effected in the books of the registering authority.
Land	Land situated in G N T Road, Ponniamman Medu, Madhavaram, Chennai	1,38,00,103	ACT India	No	The title deeds are in the names of erstwhile companies that merged with the Company under Section 391 to 394 of the Companies Act, 1956 pursuant to Schemes of Amalgamation as approved by the Hon'ble High Courts. Name Change has not been effected in the books of the registering authority.

SICAL LOGISTICS LIMITED
NOTES TO THE ACCOUNTS

Relevant Line Item in Balance Sheet	Description of Property	Gross carrying value (in Rs)	Held in name of	Whether promoter, director or their relative or employee	Reason for not being held in name of company, indicate if in dispute
Building	Building situated in 2nd Floor, No.73, South India House, Armenian Street, Chennai, Tamil Nadu	4,38,000	South India Steel and Sugars Ltd	No	The title deeds are in the names of erstwhile companies that merged with the Company under Section 391 to 394 of the Companies Act, 1956 pursuant to Schemes of Amalgamation as approved by the Hon'ble High Courts. Name Change has not been effected in the books of the registering authority.
Land	Land situated in Satharai and Keelacheri, Thiruvallur, Tamil Nadu	2,83,33,521	Tube Suppliers Ltd	No	There was a change in the name of the Company from Tube Suppliers Ltd to VRW Industries Ltd and was further merged with Tubes and Malleables Ltd. Name Change has not been effected in the books of the registering authority.
Building	Building situated in 1 st Floor, No. 73, South India House, Armenian Street, Chennai, Tamil Nadu	55,93,101	Tubes and Malleables	No	The title deeds are in the names of erstwhile companies that merged with the Company under Section 391 to 394 of the Companies Act, 1956 pursuant to Schemes of Amalgamation as approved by the Hon'ble High Courts. Name Change has not been effected in the books of the registering authority.
Building	Building situated in Ground Floor, No.73, South India House, Armenian Street, Chennai, Tamil Nadu	31,55,774	South India Corporation (A) Ltd	No	There was a change in the name of the Company from South India Corporation [Agencies] Limited to Sical Logistics Limited in February, 2006. Name Change has not been effected in the books of the registering authority.
Building	Building situated in No.47, Rajaji Salai, Chennai, Tamil Nadu	1,68,19,941	South India Corporation (A) Ltd	No	There was a change in the name of the Company from South India Corporation [Agencies] Limited to Sical Logistics Limited in February, 2006. Name Change has not been effected in the books of the registering authority.
Building	Building situated in SIR R.N.M House, No.6,3-B, 3 rd Floor, Lal Bazaar Street, Kolkata, West Bengal	11,66,438	South India Corporation (A) Ltd	No	There was a change in the name of the Company from South India Corporation [Agencies] Limited to Sical Logistics Limited in February, 2006. Name Change has not been effected in the books of the registering authority.
Building	Building situated in Flat No. 8, 3 rd Floor, No. 5, Tara Road, Kolkata, West Bengal	1,04,000	South India Corporation (A) Ltd	No	There was a change in the name of the Company from South India Corporation [Agencies] Limited to Sical Logistics Limited in February, 2006. Name Change has not been effected in the books of the registering authority.
Building	Building situated in Flat No. 305A and 305B, Jayant Apartment, Opp Air Cargo Complex Sahar Mumbai, Maharashtra	7,36,938	South India Corporation (A) Ltd	No	There was a change in the name of the Company from South India Corporation [Agencies] Limited to Sical Logistics Limited in February, 2006. Name Change has not been effected in the books of the registering authority.

NOTES TO THE ACCOUNTS

Relevant Line Item in Balance Sheet	Description of Property	Gross carrying value (in Rs)	Held in name of	Whether promoter, director or their relative or employee	Reason for not being held in name of company, indicate if in dispute
Building	Building situated in Flat No.612, 6 th Floor, Tower-B, Plot No. 46/55, Road No.304, Vashi Village, Thane District, Mumbai, Maharashtra	15,56,250	South India Corporation (A) Ltd	No	There was a change in the name of the Company from South India Corporation [Agencies] Limited to Sical Logistics Limited in February, 2006. Name Change has not been effected in the books of the registering authority.
Building	Building situated in Rajgir Chambers, 2 nd Floor, 11-15,12/14, Shahid Bhagat Singh Road, Fort Mumbai, Maharashtra	3,17,500	Sical India Corporation (A) Ltd	No	There was a change in the name of the Company from South India Corporation [Agencies] Limited to Sical Logistics Limited in February, 2006. Name Change has not been effected in the books of the registering authority.
Building	Building situated in Marine Tower-1, Rajavari Street, Vishakapatnam	4,21,635	South India Corporation (A) Ltd	No	There was a change in the name of the Company from South India Corporation [Agencies] Limited to Sical Logistics Limited in February, 2006. Name Change has not been effected in the books of the registering authority.

- (c) The Company does not hold any benami properties and therefore there are no proceedings that has been initiated or pending against the Company under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988).
- (d) The Company does not have any capital work-in-progress and intangibles under development as at the 31 March 2025 and 31 March 2024 and hence, disclosures w.r.to the ageing of such assets are not applicable.
- (e) The Company during the year has taken equipments on 5 years lease and the discounted cash outflows have been treated as Right of use asset in the current year.

3 Financial Assets
3.1 Investments
Rs. In Lakhs

	As at 31 March 2025	As at 31 March 2024
Investments in equity instruments, carried at cost		
Subsidiaries (unquoted)		
- Sical Supply Chain Solution Ltd - 50,000 Shares (PY - 50,000 Shares) of Rs. 10/- each fully paid up	5	5
- Sical Infra Assets Ltd - 2,85,65,000 Shares (PY - 2,85,65,000 Shares) of Rs. 10/- each fully paid up	19,339	19,339
- Sical Iron Ore Terminal (Mangalore) Ltd - 3,65,00,000 Shares (PY - 3,65,00,000 Shares) of Rs. 10/- each fully paid up**	250	250
- Sical Mining Limited - 10,000 Shares (PY - 10,000 Shares) of Rs. 10/- each fully paid up	1	1
- Patchems Private Ltd Shares - 1,000 Shares (PY - 975) of Rs. 100/- each fully paid up	1,090	1,090
- Sical Washeries Limited - 50,094 Shares (PY - 50,094) of Rs. 10/- each fully paid up	5	5

NOTES TO THE ACCOUNTS
Rs. In Lakhs

	As at 31 March 2025	As at 31 March 2024
Investments in equity instruments of other entities (fully paid-up), carried at fair value through profit and loss		
Unquoted		
- Develecto Mining Limited - 5,100 Shares (PY - 5,100) of Rs. 10/- each fully paid up	1	1
Less: Allowances for impairment in the value of investments	(250)	(250)
	20,441	20,441
Aggregate book value of quoted investments	-	-
Aggregate value of unquoted investments	20,691	20,691

The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.

Further, the Company has created impairment allowance for Sical Iron Ore Terminal (Mangalore) Ltd during the previous year to the tune of Rs. 250 lakhs, considering the financial position of the subsidiary, Further more, the company is non-operating and its licence was cancelled.

The Company has derecognised the investments in certain entities pursuant to the approved resolution plan during the previous year. These investments must be transferred to a trust formed by the Committee of Creditors for the purpose of managing these entities. As at the balance sheet date the trust was not formed due to administrative reasons and hence the regulatory procedures w.r.to transfer of these entities were not completed. The Company is bound to pay INR 100 lakhs for formation and maintenance of the trust. Also, refer note 15.

3.2 Other non current financial assets
Rs. In Lakhs

	As at 31 March 2025	As at 31 March 2024
Carried at amortised cost		
<i>Unsecured, considered good</i>		
Advances to related parties, net (refer note 28)	750	-
Security deposits	295	100
Receivables-credit impaired		
Margin money deposits*	59	59
Security deposits	425	425
Less: Allowances for expected credit losses	(484)	(484)
	1,045	100

*Given as security for credit facilities availed by the Company.

4 Other non-current assets
Rs. In Lakhs

	As at 31 March 2025	As at 31 March 2024
<i>Unsecured, considered good</i>		
Capital advance	23	54
Other advances		
Receivables which have significant increase in Credit Risk	1,580	1,580
Less: Allowances for expected credit losses	(1,580)	(1,580)
	23	54

NOTES TO THE ACCOUNTS

5 Deferred tax assets (net)

Rs. In Lakhs

	As at 31 March 2025	As at 31 March 2024
Deferred tax assets		
Expenditure covered under 43 B of Income-tax Act, 1961	944	54
Unabsorbed losses	6,415	5,959
Provision for doubtful trade receivables	5,606	5,607
Deferred tax liability		
Excess of depreciation allowed under Income Tax Act, 1961 over depreciation as per books	684	1,066
Net Deferred Tax Asset	12,282	10,554
Not recognised in the Financial Statement	(12,282)	(10,554)
Net Deferred Tax Asset	-	-
MAT Credit entitlement	3,290	3,290
Less: Allowances for impairment*	(3,290)	(3,290)
	-	-

*The Company has provided for the deferred tax asset (including MAT credit entitlement) as it is not probable that the taxable profit will be available for utilizing the unused tax losses and temporary differences. The Company has neither recognised deferred tax expense nor income in the statement of profit and loss and other comprehensive income for the year ended 31 March 2025 & 31 March 2024 and consequently reconciliation for the same is not disclosed.

Current assets

6 Inventories

Rs. In Lakhs

	As at 31 March 2025	As at 31 March 2024
Stores and spares	23	23
Loose tools	164	164
Less: Allowance for impairment	(187)	(187)
	-	-

The value of inventories were neither written-down in the current year nor previous years. Further, provisions are made based on the expected value in use of these inventories.

7 Financial Assets

7.1 Trade receivables, unsecured*

Rs. In Lakhs

	As at 31 March 2025	As at 31 March 2024
<i>Considered good</i>		
Trade Receivables	1,193	808
Unbilled Receivables	1,307	12
<i>Considered Doubtful</i>		
Trade Receivables - credit impaired	16,722	16,395
Unbilled Receivables- credit impaired	2,858	2,858
Less: Allowances for expected credit losses	(19,580)	(19,253)
	2,500	820

* No trade or other receivables are due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade receivables or other receivables are due from firms or private companies in which any director is a partner, director or a member.

NOTES TO THE ACCOUNTS
Ageing schedule of trade receivables
As at 31 March 2025
Rs. In Lakhs

Particulars	Unbilled receivables	Outstanding for following periods from due date of payment					
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	1,307	503	131	542	9	8	2,500
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-					
(iii) Undisputed Trade Receivables – credit impaired	2,858	57	205	72	1,288	8,039	12,519
(iv) Disputed Trade Receivables – considered good	-	-					
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-					
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	7,061	7,061
Total	4,165	560	336	614	1,297	15,108	22,080

As at 31 March 2024
Rs. In Lakhs

Particulars	Unbilled receivables	Outstanding for following periods from due date of payment					
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	12	204	564	32	8	0	820
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	2,858	-	-	1,267	942	7,125	12,192
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	7,061	7,061
Total	2,870	204	564	1,299	950	14,186	20,073

Customer credit risk is managed based on the Company's established policy, procedures and control relating to customer credit risk management, pursuant to which outstanding customer receivables are regularly monitored by the management. Outstanding customer receivables are regularly monitored by the management to ensure the risk of credit loss is minimal. Credit quality of a customer is assessed based on historical information in relation to pattern of collections, defaults and credit worthiness of the customer.

NOTES TO THE ACCOUNTS
Movement in expected credit loss
Rs. In Lakhs

	As at 31 March 2025	As at 31 March 2024
Balance at beginning of the year	19,253	19,178
Additions during the year, net	327	75
Utilised during the year	-	-
Balance at end of the year	19,580	19,253

7.2 Cash and bank balances
Rs. In Lakhs

	As at 31 March 2025	As at 31 March 2024
(a) Cash and cash equivalents		
Cash on hand	-	-
Balances with Banks (of the nature of cash and cash equivalents)		
- in current accounts*	4,504	2,012
- deposit with original maturity of less than 3 months*	-	5,690
Less: Allowances for doubtful recovery	(35)	(35)
	4,469	7,667

*A bank account with balance of Rs. 3,227 lakhs as at 31 March 2025 and the entire amount has been earmarked for the purpose of disbursement of funds to the creditors of the Company as per the resolution order. The same is controlled and operated by the Resolution Professional.

Rs. In Lakhs

	As at 31 March 2025	As at 31 March 2024
(b) Bank balances		
Other bank balances in fixed/margin money deposit accounts		
- with original maturity more than 3 months but less than 12 months as at balance sheet date	2,864	1,520
- other bank balances*	565	565
Less: Allowances for doubtful recovery	(565)	(565)
	2,864	1,520

Note: Fixed deposits with original maturity period of less than 3 months are classified as "Cash and cash equivalents" and fixed deposits with original maturity period of greater than 3 months, but with a maturity date of less than 12 months from balance sheet date are classified as "Other bank balances." These margin money deposits are given as lien to obtain bank guarantees. These bank guarantees are issued to customers as collateral for execution of contracts.

* An amount of INR 565 Lakhs has been recovered from the Margin Money held in current account by IndusInd Bank towards the loan repayment post commencement of CIRP. The Resolution Professional was of the opinion that the said recovery is in violation of the provisions of the Insolvency and Bankruptcy Code ("Code") as no debits can be made from the current accounts of the Corporate Debtor without express authorisation of Interim Resolution Professional / Resolution Professional and all liabilities as at CIRP commencement date has to be claimed by the Financial creditor as per provisions of the code. Necessary steps are being taken for reversal of the said amounts recovered by IndusInd Bank to the current account of the Company.

NOTES TO THE ACCOUNTS
7.3 Other current financial assets
Rs. In Lakhs

	As at 31 March 2025	As at 31 March 2024
Carried at amortised cost, unsecured		
<i>Considered good</i>		
- advances to related parties, net (refer note 28)	104	268
- interest receivable from related party*	99	68
- interest receivable from fixed deposits	2	3
- staff advance	-	1
- security deposits	168	168
<i>Considered Doubtful</i>		
- security deposits	780	780
- advances to other parties (also refer note 28)	3,015	3,015
- staff advance	65	65
Less: Allowances for expected credit losses	(3,860)	(3,860)
	373	508

* Includes interest receivable towards loan at an interest rate of 12.5% p.a. to Patchems Private Limited ('Patchems') & Sical Multimodal and Rail Transport Limited ('SMART') as at 31st March 2025, which is repayable on demand. The principal portion of the loan has been repaid by Patchems during the year.

8 Current Tax Assets,(Liabilities) (Net)
Rs. In Lakhs

	As at 31 March 2025	As at 31 March 2024
Advance income tax, net of provision for tax	157	499
	157	499

9 Other current assets
Rs. In Lakhs

	As at 31 March 2025	As at 31 March 2024
<i>Unsecured, considered good</i>		
- prepaid expenses	144	55
- advances for supply of goods and rendering of services	184	108
- balances with government authorities		
(i) Considered good	92	88
(ii) Considered doubtful	415	415
Less: Allowances for doubtful balances	(415)	(415)
Receivables-credit impaired		
- other receivables, (also refer note 24)	987	1,954
Less: Allowances for credit losses	(987)	(1,954)
	420	251

SICAL LOGISTICS LIMITED

NOTES TO THE ACCOUNTS

10 Share capital

Particulars	Authorised			Issued		Subscribed		Paid-up	
	Number of share	Face value	Total value (Rs. In Lakhs)	Number of share	Total value (Rs. In Lakhs)	Number of share	Total value (Rs. In Lakhs)	Number of share	Total value (Rs. In Lakhs)
Previous Year 2023-24									
Equity Shares	10								
Opening balance as on 1 Apr 2023	7,00,00,000		7,000	6,52,49,080	6,525	6,52,49,080	6,525	6,52,49,080	6,525
Decrease during the year	-		-	-	-	-	-	-	-
Increase during the year	-		-	-	-	-	-	-	-
Closing balance as on 31 Mar 2024	7,00,00,000		7,000	6,52,49,080	6,525	6,52,49,080	6,525	6,52,49,080	6,525
Preference shares									
Opening balance as on 1 Apr 2023	15,00,00,000		15,000	-	-	-	-	-	-
Increase during the year	-		-	-	-	-	-	-	-
Closing balance as on 31 Mar 2024	15,00,00,000		15,000	-	-	-	-	-	-
Equity shares forfeited									
Opening balance as on 1 Apr 2023	-		-	-	-	-	-	-	-
Decrease during the year	-		-	-	-	-	-	-	-
Closing balance as on 31 Mar 2024	-		-	-	-	-	-	-	-
Total			22,000		6,525		6,525		6,525
Current Year 2024-25									
Equity Shares	10								
Opening balance as on 1 Apr 2024	7,00,00,000	-	7,000	6,52,49,080	6,525	6,52,49,080	6,525	6,52,49,080	6,525
Decrease during the year	-	-	-	-	-	-	-	-	-
Increase during the year	-	-	1,000	-	-	-	-	-	-
Closing balance as on 31 Mar 2025	8,00,00,000		8,000	6,52,49,080	6,525	6,52,49,080	6,525	6,52,49,080	6,525
Preference shares									
Opening balance as on 1 Apr 2024	15,00,00,000		15,000	-	-	-	-	-	-
Increase during the year	-		-	-	-	-	-	-	-
Closing balance as on 31 Mar 2025	15,00,00,000		15,000	-	-	-	-	-	-
Equity shares forfeited									
Opening balance as on 1 Apr 2024	-		-	-	-	-	-	-	-
Decrease during the year	-		-	-	-	-	-	-	-
Closing balance as on 31 Mar 2025	-		-	-	-	-	-	-	-
Total			23,000		6,525		6,525		6,525

During the year ended 31 March 2023, the issued, subscribed and paid-up equity share capital of the Company that existed before effective date has been increased from Rs.58,52,02,640 divided into 5,85,20,264 equity shares of Rs.10/- each to Rs.65,24,90,800 divided into 6,52,49,080 equity shares of Rs.10/- each. The Paid up capital of the Company after implementation of all the Corporate actions, during the year ended 31st March 2023, as per the approved Resolution plan for the Company is Rs.65,24,90,800/- (Comprising of 6,52,49,080 Equity shares of Rs.10/-each).

As per Clause 18 of the Order of the Honourable NCLT, Chennai Bench, provides for Complete extinguishment of the erstwhile promoters shareholdings, reduction and reconstitution of the share capital of the shares held by the public to remain at 5% of the post-paid up share capital of the Company after allotting shares to the successful Resolution Applicant which shall be at 95%. Accordingly, after obtaining the in-principle approval from the stock exchanges, on 26th February, 2023, the shares of the erstwhile promoters were cancelled during the previous year, the reduced shares at the ratio of 1 for every 15 share held by the public were allotted with fresh distinctive numbers amounting to Rs. 32,62,454 being 5% of the paid-up capital and 6,19,86,626 shares to the successful resolution applicant being 95% of the paid-up share capital of the Company.

The shares allotted to the successful resolution applicant was at a price of Rs.287.57 per share.

There was a capital reduction effected during the year ended 31 March 2023 in addition to issue of fresh shares to the Resolution applicant as per the approved Resolution Plan.

NOTES TO THE ACCOUNTS
Note 10 Share capital (contd.)
(i) The rights, preferences and restrictions attaching to each class of shares including restrictions on the distribution of dividends and the repayment of capital:

The Company has one class of equity shares having a par value of Rs 10 per share. Each shareholder is eligible for one vote per share held. The dividend, if any, proposed by the Board of Directors shall be subject to the approval of the Shareholders at the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts if any, in proportion to their shareholding.

(ii) Details of shares held by the Promoters:

Particulars	Equity shares with voting rights
	Number of shares
As at 31 March 2024	
Pristine Malwa Logistics Park Private Limited (Holding and Promoter Company)	6,11,98,686
As at 31 March 2025	
Pristine Malwa Logistics Park Private Limited (Holding and Promoter Company)	5,87,24,172

(iii) Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at 31 March 2025			As at 31 March 2024		
	Number of shares held	% holding in that class of shares	% Change	Number of shares held of shares	% holding in that class	% Change
Equity shares with voting rights						
Pristine Malwa Logistics Park Private Limited	5,87,24,172	90.00%	4.04%	6,11,98,686	93.79%	1.21%

During the year, Pristine Malwa Logistics Park Private Limited (Promoter) sold 24,74,514 equity shares of face value Rs. 10/- each of the company (representing 3.79% of the total issued and paid-up share capital of the company) in accordance with the comprehensive guidelines on Offer for Sale of shares through the stock exchange mechanism issued by the Securities and Exchange Board of India and the applicable notices and circulars issued by the stock exchanges, for achieving the minimum public shareholding requirements. With the sale of 24,74,514 equity shares by the promoter, the shareholding of the promoter and promoter group in the company has reduced to 90% from 93.79% of the total issued and paid-up share capital of the Company thereby achieving the minimum public shareholding to 10% as mandated under Rule 19A (5) of the Securities Contracts (Regulations) Rules, 1957 as amended, read with Regulation 38 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended.

(iv) The Company has not allotted any fully paid up equity shares by way of bonus shares nor has bought back any class of equity shares during the period of five years immediately preceding the balance sheet date nor has issued shares for consideration other than cash except for allotment of shares to the resolution applicant as detailed in note 37.

(v) There are no shares for which calls remain unpaid.

(vi) Capital management policies and procedures

The Company's capital management objectives are:

- to safeguard the Company's ability to continue as a going concern, and continue to provide optimum returns to the shareholders and all other stakeholders by building a strong capital base.
- to maintain an optimum capital structure to reduce the cost of capital

In order to maintain or adjust the capital structure, the Company may adjust the return capital to shareholders, issue new shares, or sell investments / other assets to reduce debt.

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders plus its borrowings and cash credit facility, if any, less cash and cash equivalents as presented on the face of the balance sheet. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. The amounts managed as capital by the Company for the reporting years are summarized as follows:

NOTES TO THE ACCOUNTS

Particulars		As at 31 March 2025	As at 31 March 2024
Borrowings		41,825	40,952
Cash and bank balances		7,333	9,187
Net debt	(A)	34,492	31,765
Total equity	(B)	2,814	7,228
Overall financing	(A+B)	37,306	38,993
Gearing ratio	(A/(A+B))	92%	81%

The increase in gearing ratio is on account of borrowings from related parties to the tune of Rs 13,000 lakhs during the current year. Also, refer note 12.1

Statement of changes in equity
11 Other Equity
Rs. In Lakhs

Particulars	Other reserves				Retained earnings	Other items of Other Comprehensive Income	Equity attributable to owners of the company
	Securities Premium**	Debenture redemption reserve	General reserve	Capital reserve			
Balance as on 31 March 2023	1,87,441	-	3,294	1,093	(1,86,584)	46	5,290
Balance as at 1 April 2023	1,87,441	-	3,294	1,093	(1,86,584)	46	5,290
Total comprehensive income for the year	-	-	-	-	(4,592)	5	(4,587)
Balance as on 31 March 2024	1,87,441	-	3,294	1,093	(1,91,176)	51	703
Balance as at 1 April 2024	1,87,441	-	3,294	1,093	(1,91,176)	51	703
Total comprehensive income for the year	-	-	-	-	(4,404)	(10)	(4,414)
Balance as on 31 March 2025	1,87,441	-	3,294	1,093	(1,95,580)	41	(3,711)

**As per the resolution plan the total assigned debt to the successful Resolution Applicant viz. Pristine Malwa Logistics Park Private Limited is Rs. 17,17,54,92,510 and the consideration paid through bank transfer is Rs. 65,00,00,000, the same totals to a total consideration of Rs. 17,82,54,92,510 against 6,19,86,626 shares of Rs. 10 each resulting in securities premium of Rs. 17,20,56,26,250 during the previous year.

Pursuant to the approved resolution plan, the share capital of the erstwhile promoters were completely extinguished and the shares held by the public shareholders were reduced and reconstituted so as to constitute 5% of the post-paid up capital of the Company after issue of shares to the successful Resolution Applicant.

- (a) Securities premium comprises of the amount of share issue price received over and above the face value of ₹ 10 each.
- (b) General reserve represents an appropriation of profits by the Company.
- (c) Represents remeasurement of defined benefit liability which comprises of actuarial gains and losses, excluding amounts included in net interest on the net defined benefit liability.
- (d) Retained earnings represents the amounts of accumulated earnings/losses of the Company.

NOTES TO THE ACCOUNTS
Non-current liabilities
12 Financial Liabilities
Rs. In Lakhs

	As at 31 March 2025	As at 31 March 2024
12.1 Borrowings		
Secured		
Term loans		
- from banks and financial institutions as per approved resolution plan	26,078	38,205
Unsecured		
- from related parties	15,747	2,747
Total borrowings	41,825	40,952
Current maturities of long-term debt		
Current portion of the long-term debt from banks and financial institutions as per approved resolution plan	(26,078)	(15,605)
	(26,078)	(15,605)
Non-current maturities of long-term debt	15,747	25,347
	15,747	25,347

Notes:

- [a] As per the approved resolution plan, revised agreement for final settled amount along with security details are yet to be signed with each of the financial creditors hence, the security details of these borrowings are not disclosed in the financial statements. Further, the modification to charges is yet to be completed with Registrar of Companies as detailed in note 3(a).
- [b] As per the approved resolution plan, the restructured financial creditors balances are to be paid as per the below schedule:

S. No.	Period	Amount (in Rs. lakhs)	Instalments	Status
1	Upfront Financial creditor debt payment Effective Date + 30 days	5,432	Single payment	Complied through timely deposit of necessary funds
2	Deferred Financial creditor debt payment Effective Date + 2 years	10,500	Single payment	
3	Deferred Financial creditor debt payment Effective Date + 2 years and 6 months	22,600	Single payment	Not yet due

In addition to the above, the surplus cash balance of Rs. 4,101 lakhs is to be paid to the financial creditors along with the upfront debt payment mentioned in point 1 of above table.

- [f] The upfront disbursement of the funds to the financial creditors were not made in full as at 31 March 2023 as one of the lenders viz RBL Bank Ltd has filed an Interim Application before the Honourable NCLT, Chennai Bench for staying the disbursement process due to disagreement in the manner of settlement. Honourable NCLT, decided in favour of the Monitoring Committee's manner of disbursement which has been further appealed by RBL Bank as at 31 March 2024. Also, as per the approved resolution plan, revised agreement for final settled amount are yet to be signed with each of the financial creditors and the modification to charges is yet to be completed with Registrar of Companies. However, the Company has deposited the required amount as per the approved resolution plan in the bank account that is earmarked and operated by the ex-Committee of Creditors and ex-Resolution Professional for the purpose of remittance to financial creditors till 31 March 2024. Further, the Company has also deposited, during the year ended 31st March 2025, a principal amount of Rs. 105 Crores in the bank account earmarked for the purpose of settlement to the financial creditors as per the approved resolution plan. Interest on borrowings are duly accrued under finance costs in accordance with the approved resolution plan and the interest has been remitted to the financial creditors during the year amounting to Rs. 27.55 crores as required by the approved resolution plan.

NOTES TO THE ACCOUNTS

- [g] The ex-Committee of Creditors and ex-Resolution Professional have disbursed Rs. 12,127 lakhs during the year to the financial creditors against the liability as per the approved resolution plan.
- [h] Interest to all the financial creditors shall be paid at the rate of 8% p.a. on the deferred payout with a moratorium of 1 year from the effective date.
- [i] The Company has duly registered all the creation and satisfaction of the charges with the Registrar of Companies on or before the prescribed time limit. However, due to reasons mentioned in point (f) above the modification to charges as detailed in point 3(a) is yet to be completed.
- [j] Loan from related party represents loan from Holding company & other group entities at an interest rate of 12.5%. Also, refer note 28.

12.2 Lease liabilities

Rs. In Lakhs

	As at 31 March 2025	As at 31 March 2024
Non-Current		
Lease liabilities	5,557	-
	<u>5,557</u>	<u>-</u>
Current		
Lease liabilities	1,104	-
	<u>1,104</u>	<u>-</u>

13 Provisions

Rs. In Lakhs

	As at 31 March 2025	As at 31 March 2024
Provision for employee benefits		
- Gratuity	40	39
- Compensated absence	9	7
	<u>49</u>	<u>46</u>

Current liabilities

14 Financial Liabilities

Rs. In Lakhs

	As at 31 March 2025	As at 31 March 2024
--	------------------------	------------------------

14.1 Borrowings

Current maturities of long-term debt

Term loans

Current portion of the long-term debt from banks and financial institutions as per approved resolution plan	26,078	15,605
	<u>26,078</u>	<u>15,605</u>
	<u>26,078</u>	<u>15,605</u>

NOTES TO THE ACCOUNTS
14.2 Trade payables
Rs. In Lakhs

	As at 31 March 2025	As at 31 March 2024
- Total outstanding dues of Micro and Small Enterprises	-	-
- Total outstanding dues of creditors other than Micro and Small Enterprises	762	279
	762	279

Note: According to the information available with the Company, there are no dues payable to Micro and Small Enterprises as defined under the “The Micro, Small and Medium Enterprises Development Act, 2006”. The Ministry of Micro, Small and Medium Enterprises has issued an Office Memorandum dated 26 August 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneur’s Memorandum Number as allocated after filling of the Memorandum. Further there are no dues payable to micro and small scale industries in the current year and previous year.

*Refer note 28 for the amount payable to the related parties.

As at 31 March 2025
Rs. In Lakhs

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	674	52	16	20	762
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-

As at 31 March 2024
Rs. In Lakhs

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	249	11	0	19	279
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-

14.3 Other financial liabilities
Rs. In Lakhs

	As at 31 March 2025	As at 31 March 2024
Interest accrued but not due		
- Related party, (Also refer note 28)	704	66
- Others	398	591
Accrued salaries and benefits	19	6
	1,121	663

NOTES TO THE ACCOUNTS
15 Other current liabilities
Rs. In Lakhs

	As at 31 March 2025	As at 31 March 2024
Advance from customers	357	156
Statutory dues payable	63	13
Trust account	100	100
	<u>520</u>	<u>269</u>

16 Provisions
Rs. In Lakhs

	As at 31 March 2025	As at 31 March 2024
Provision for employee benefits		
- Gratuity	13	16
- Compensated absence	1	3
	<u>14</u>	<u>19</u>

17 Revenue from operations
Rs. In Lakhs

	For the year ended 31 March 2025	For the year ended 31 March 2024
Sale of services		
Income from integrated logistics services (Refer note 28)	4,022	6,617
	<u>4,022</u>	<u>6,617</u>

(a) Disaggregated revenue information

The Company has performed a disaggregated analysis of revenues considering the nature, amount, timing and uncertainty of revenues. (Also, Refer note 39)

(b) Performance obligations Information about the company's performance obligations are summarised below:

Revenue is recognised upon transfer of control of promised goods or services to customers.

(i) Revenue by time
Rs. In Lakhs

	For the year ended 31 March 2025	For the year ended 31 March 2024
Revenue recognised at point in time	4,022	6,617
Total	4,022	6,617

(ii) Revenue recognised in relation to contract liabilities

The Company did not have any contract liability in the current and previous financial year.

(c) Contract balances

The contract liabilities primarily relate to the advance consideration received from customers for which revenue is recognized when the performance obligation is over. Advance collection is recognised when payment is received before the related performance obligation is satisfied. This includes advances received from the customer towards providing of services. Revenue is recognised once the performance obligation is met i.e. on completion of services.

(i) Contract assets represents right to receive consideration form sale of services delivered but not billed.

(ii) Unearned revenue comprises of consideration received for the services that are yet to be performed.

NOTES TO THE ACCOUNTS
Rs. In Lakhs

	For the year ended 31 March 2025	For the year ended 31 March 2024
Trade receivables (Gross of allowance for bad and doubtful debts)	22,080	20,073
Less: Allowance for bad and doubtful debts	(19,580)	(19,253)
Trade receivables (Gross of allowance for bad and doubtful debts)	2,500	820

(d) Reconciliation of revenue from sale of service with the contracted price
Rs. In Lakhs

	For the year ended 31 March 2025	For the year ended 31 March 2024
Contracted price	4,022	6,617
Less: Trade discounts, volume rebates etc.	-	-
Sale of services	4,022	6,617

18 Other income
Rs. In Lakhs

	For the year ended 31 March 2025	For the year ended 31 March 2024
Interest income		
Interest income	477	377
Other non operating income (net of expenses)		
Interest on inter-corporate Loan (Refer note 28)	94	70
Rental income (Refer note 28)	28	24
Provision no longer required written back	-	24
Interest on income Tax refund	56	157
Gain on sale of fixed asset	404	365
Sale of scrap	23	14
Insurance claim received	-	46
Other non operating Income	-	228
	1,082	1,305

19 Cost of services
Rs. In Lakhs

	For the year ended 31 March 2025	For the year ended 31 March 2024
Freight	-	-
Port charges	1	6
Handling and transportation	1,669	46
Operation and maintenance	1,328	5,092
	2,998	5,144

NOTES TO THE ACCOUNTS

20 Employee benefits expense

Rs. In Lakhs

	For the year ended 31 March 2025	For the year ended 31 March 2024
Salaries and wages	420	502
Gratuity and leave encashment	7	3
Contribution to provident and other funds		
- Provident fund	13	16
Staff welfare expenses	5	5
	445	526

21 Finance costs

Rs. In Lakhs

	For the year ended 31 March 2025	For the year ended 31 March 2024
Interest on lease liability	56	-
Interest to related parties (Refer note 28)	710	73
Other borrowing costs	2,761	3,001
	3,527	3,074

22 Other expenses*

Rs. In Lakhs

	For the year ended 31 March 2025	For the year ended 31 March 2024
Rent	24	50
Security charges	14	30
Power and fuel	8	30
ERP maintenance expenses	3	23
Payment to auditor's		
- statutory audit	18	19
- tax audit	5	5
Travelling and conveyance	27	24
Legal, professional and consultancy	329	192
Director fee	18	18
Rates and taxes	45	85
Membership and subscription	4	4
Repairs and maintenance		
- vehicles	45	221
- others	78	49
Communication expenses	5	6
Insurance	62	71
Bad debts written off	-	56
Provision for doubtful debts	327	75
Miscellaneous expenses	83	49
	1,094	1,007

*Corporate Social responsibility has been accounted for the current year is Nil (Previous year Nil)

NOTES TO THE ACCOUNTS

23 Income tax

Rs. In Lakhs

	For the year ended 31 March 2025	For the year ended 31 March 2024
Current income tax:		
In respect of the current period	-	-
In respect of the previous years	(656)	-
Deferred tax:		
In respect of the current period	-	-
Minimum Alternate Tax credit	-	-
Minimum Alternate Tax credit entitlement of previous year	-	-
Income tax expense reported in the statement of profit and loss	(656)	-

- a. A reconciliation of the income tax provision to the amount computed by applying the statutory income tax rate to the income before income taxes is summarized below:

Rs. In Lakhs

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Loss before income taxes	(5,060)	(4,592)
Enacted tax rates in India	29.12%	29.12%
Computed expected tax expense	(1,474)	(1,337)
Others	1,474	1,337
Total income tax expense	-	-

The tax rates under Indian Income Tax Act, for the year ended 31 March 2025 is 29.12% and 31 March 2024 is 29.12%.

- b. There are no transactions that were not recorded in books but has been disclosed as income during the current year in the tax assessments.
- c. Sical Logistics limited received income tax refunds pertaining to prior years, that were fully provided earlier due to uncertainties in recovery of the same. The income tax refund received in excess of the receivable balance available in books pertaining to the respective years have been treated as prior year tax refund of Rs. 656 lakhs in the results.

24 Exceptional Items

Rs. In Lakhs

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Provision for Onerous contract	-	(1,438)
Provision no longer required written-back*	(967)	-
	(967)	(1,438)

*Differential tax (between regular tax and tax rate on issue of C Form) was paid and accounted as receivable from the Commercial Taxes department for purchase of fuel at the mining project. During FY 22-23, this receivable was fully provided on account of uncertainty in recovering the same. However, a portion of the same amounting to Rs. 967 lakhs have been recovered during the year and therefore corresponding provision has been reversed as exceptional item during the year.

NOTES TO THE ACCOUNTS
25 Commitments and contingent liabilities
Rs. In Lakhs

Particulars	As at 31 March 2025	As at 31 March 2024
Contingent liabilities		
Guarantees given by bankers for performance of contracts & others	5,750	5,991
Guarantees given by bankers for performance of contracts & others on behalf of subsidiaries & others	-	969
Guarantees given for loans taken by other bodies corporate (including subsidiary companies to complete their projects)*	10,000	7,500
Loan and non-fund facilities outstanding in the books of other bodies corporate (including subsidiary companies) against such corporate guarantee*	9,876	6,652

Note :

Pursuant to the approval of the resolution plan, all the liabilities arising from out of the pending litigations against the Company stands absolved upto the effective date.

*Includes funded and non-funded

26 Earnings per share (EPS)

The following table sets forth the computation of basic and diluted earnings per share:

(Figures in rupees except number of shares)

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Loss after taxation as per statement of profit and loss	(4,414)	(4,587)
Less: Dividends on preference shares and tax thereon	-	-
Net profit attributable to equity shareholders for calculation of basic EPS	(4,414)	(4,587)
Add: Dividend on non-cumulative compulsorily convertible preference shares	-	-
Net profit adjusted for the effects of dilutive potential equity shares for calculation of diluted EPS	(4,414)	(4,587)

Particulars	As at 31 March 2025	As at 31 March 2024
Number of equity shares at the beginning of the year	6,52,49,080	6,52,49,080
Less: Cancellation of equity shares as per resolution plan	-	-
Add: Weighted average number of equity shares issued during the year	-	-
Number of weighted average equity shares considered for calculation of basic earnings per share	6,52,49,080	6,52,49,080
Number of weighted average shares considered for calculation of diluted earnings per share	6,52,49,080	6,52,49,080
Earnings / (loss) per share:		
Basic	(6.76)	(7.03)
Diluted	(6.76)	(7.03)

NOTES TO THE ACCOUNTS

27 (i) Gratuity plan

The following table sets out the status of the unfunded gratuity plan as required under Ind AS 19 'Employee benefits'.

Reconciliation of the projected benefit obligations

Rs. in lakhs

Particulars	As at 31 March 2025	As at 31 March 2024
Change in projected benefit obligation		
Present value of obligation as at beginning of the year	73	75
Acquisition adjustment	-	-
Current service cost	4	5
Interest cost	4	4
Benefits paid	(23)	(6)
Actuarial loss/ (gain) on obligation	9	(5)
Obligations at year end	67	73

Change in plan assets

Particulars	As at 31 March 2025	As at 31 March 2024
Fair value of plan assets as at beginning of the year	18	12
Expected return on plan assets	1	1
Contributions	20	10
Benefits paid	(23)	(5)
Actuarial loss/ (gain) on obligation	-	-
Plans assets at year end, at fair value	15	18

Reconciliation of present value of the obligation and the fair value of the plan assets:

Particulars	As at 31 March 2025	As at 31 March 2024
Closing obligations	(67)	(73)
Closing fair value of plan assets	15	18
Asset / (liability) recognised in the balance sheet	(52)	(55)

Gratuity cost for the year

Particulars	As at 31 March 2025	As at 31 March 2024
Service cost	4	5
Interest cost	4	4
Expected return on plan assets	(1)	(1)
Actuarial loss/(gain)	9	(5)
Net gratuity cost	17	3

NOTES TO THE ACCOUNTS
Assumptions

Particulars	As at 31 March 2025	As at 31 March 2024
Discount rate	6.76%	7.18%
Estimated rate of return on plan assets	7.18%	7.16%
Salary increase	8.00%	8.00%
Attrition rate	15.00%	15.00%

The estimate of future salary increases, considered in actuarial valuation, takes into account inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market.

Information of plan assets, defined benefit obligation and experience adjustments:

Particulars	As at and for the year ended 31 March				
	2021	2022	2023	2024	2025
Present value of the defined benefit obligations	(351)	(109)	(75)	(73)	(67)
Fair value of plan assets	220	14	12	18	15
Surplus/ (Deficit)	(131)	(95)	(63)	(55)	(52)
Experience adjustment on plan assets [Gain / (Loss)]	-	-	-	-	-
Experience adjustment on plan liabilities [(Gain) / Loss]	(56)	(46)	(45)	(5)	(23)

Sensitivity Analysis

Particulars	31-Mar-25	31-Mar-24
Defined Benefit Obligation (Base)	67	73

Particulars	31-Mar-25		31-Mar-24	
	Decrease	Increase	Decrease	Increase
Discount Rate (- / + 1%)	70.18	64.08	75.03	70.71
(% change compared to base due to sensitivity)	4.74%	-4.36%	3.07%	-2.86%
Salary Growth Rate (- / + 1%)	64.03	70.18	70.82	74.87
(% change compared to base due to sensitivity)	-4.44%	4.74%	-2.71%	2.85%
Attrition Rate (- / + 1% of attrition rates)	67.40	66.63	72.98	72.62
(% change compared to base due to sensitivity)	0.59%	-0.55%	0.26%	-0.25%
Mortality Rate (- / + 10% of mortality rates)	67.00	66.98	72.79	72.78
(% change compared to base due to sensitivity)	0.00%	-0.03%	0.00%	-0.01%

Sensitivity for significant actuarial assumptions is computed by varying one actuarial assumption used for the valuation of the defined benefit obligation by one percentage, keeping all other actuarial assumptions constant.

(ii) Compensated absences

The liability in respect of the Company, for outstanding balance of privilege leave at the balance sheet date is determined and provided on the basis of actuarial valuation performed by an independent actuary. The Company does not maintain any plan assets to fund its obligation towards compensated absences.

SICAL LOGISTICS LIMITED
NOTES TO THE ACCOUNTS

Principal actuarial assumptions used :	As at 31 March 2025	As at 31 March 2024
Discount rate	6.76%	7.18%
Salary Escalation	8.00%	8.00%
Attrition rate	15%	15%

Sensitivity analysis is carried out by P.U.C.M. method. If an employee's service in later years will lead to a materially higher level of benefit than in earlier years, these benefits are attributed on a straight-line basis. The limitations are that in assessing the change other parameters are kept constant. As some of the assumptions may be correlated, it is unlikely that changes in assumptions will occur in isolation of one another. There is no change from the previous period in the methods and assumptions used in the preparation of above analysis, except that the base rates have changed

28 Related parties disclosures
(i) List of related parties:

Name of Company	Relationship
Holding Company & Group	
Pristine Logistics & Infraprojects Limited ('PLIL')	Ultimate Holding Company
Pristine Malwa Logistics Park Private Limited ('PMALPPL')	Holding Company
Pristine Mega Logistics Park Private Limited ('PMLPPL')	Fellow Subsidiary
Pristine Magadh Infrastructure Private Limited ('PMIPL')	Fellow subsidiary (PMIPL)
Pristine Mega Food Park Private Limited ('PMFPPL')	Fellow subsidiary
Pristine Hindustan Infraprojects Private Limited ('PHIPL')	Associate group company
Logiedge Systems Private Limited (Logiedge)	Fellow subsidiary through KLPL
Northeast Infralogistics & Terminals Private Limited (Northeast)	Fellow subsidiary
Techlog Support Services Private Limited ('TSSPL')	Fellow Subsidiary
Kanpur Logistics Park Private Limited ('KLPL')	Fellow Subsidiary
Indomatrix Logistics Private Limited ('ILPL')	Fellow Subsidiary
Sical Infra Assets Limited ('SIAL')	Indian Subsidiary
Sical Iron Ore Terminals (Mangalore) Limited ('SIOTML')	Indian Subsidiary
Sical Supply Chain Solutions Limited ('SSCSL')	Indian Subsidiary
Sical Mining Limited ('SML')	Indian Subsidiary
Pristine Value Logistics Private Limited (erstwhile known as Patchems Private Limited) ('PVLPL')	Indian Subsidiary
Sical Multimodal and Rail Transport Limited ('SMART')	Step down Indian Subsidiary (Through SIAL)
Sical Bangalore Logistics Park Limited ('SBLPL')	Step down Indian Subsidiary (Through SIAL)
Sical Washeries Limited ('SWL')	Indian Subsidiary
Sical Sattva Rail Terminal Private Limited ('SSRTPL')	Joint Venture (Through SMART)

NOTES TO THE ACCOUNTS
(ii) Details of Key Managerial Personnel:

Name of Personnel	Designation
Mr. Satishkumarreddy Mulamreddy	Chairman & Independent director (w.e.f., 16/05/2024)
Mr. Seshadri Rajappan	Whole time director
Mr. Amit Kumar	Non-executive director
Mr. Rajnish Kumar	Non-executive director
Mr. Sanjay Mawar	Non-executive director
Mr. Vinay Kumar Pabba	Independent director
Ms. Neelaveni	Independent director (w.e.f., 16/05/2024)
Ms. Anuradha Mukhedkar	Independent director (Upto 26/04/2024)
Mr. Kaliamurthy Rajavel	Chief financial officer
Ms. Vaishali Jain	Company secretary

(iii) Details of the directors of the Company:

Name of Personnel	Designation
Mr. Satishkumarreddy Mulamreddy	Chairman & Independent director (w.e.f., 16/05/2024)
Mr. Seshadri Rajappan	Whole time director
Mr. Amit Kumar	Non-executive director
Mr. Rajnish Kumar	Non-executive director
Mr. Sanjay Mawar	Non-executive director
Mr. Vinay Kumar Pabba	Independent director
Ms. Neelaveni	Independent director (w.e.f., 16/05/2024)
Ms. Anuradha Mukhedkar	Independent director (upto 26/04/2024)

NOTES TO THE ACCOUNTS

(iv) Related parties with whom transactions have taken place during the year:

Rs. In Lakhs

Particulars	Subsidiaries	Joint Venture Companies	Holding Company & Group	Key Management Personnel
For the year ended 31 March 2025				
Rendering of services				
SMART	41.41	-	-	-
Loans and advances received given subsidiaries, net	-	-	-	-
SAOL	0.08	-	-	-
SMART	550.00	-	-	-
SIOT(M)L	(1.62)	-	-	-
SML	1.80	-	-	-
PVLPL	(1.00)	-	-	-
Trade Receivable				
Indomatrix Logistics Private Limited	-	-	0.32	-
Borrowings received from Holding Company & Group				
Kanpur Logistics Park Pvt.Ltd	-	-	13,000	-
Interest income on inter-corporate deposit				
SMART	88	-	-	-
Patchems	6	-	-	-
Rental income received				
SMART	19	-	-	-
Indomatrix Logistics Private Limited	-	-	4	-
Pristine Mega Logistics Park Private Limited	-	-	4	-
Interest to related party				
Pristine Malwa Logistics Parks Pvt.Ltd	-	-	206	-
Pristine Logistics & Infraprojects Ltd	-	-	138	-
Kanpur Logistics Park Pvt.Ltd	-	-	366	-
KMPs Remuneration (Note)	-	-	-	60

Rs. In Lakhs

KMPs Remuneration	2024-25
Ms.Vaishali Jain	6
Mr.Kaliamurthy Rajavel	-
Mr. S. Rajappan	54

NOTES TO THE ACCOUNTS

Particulars	Subsidiaries	Joint Venture Companies	Holding Company & Group	Key Management Personnel
For the year ended 31 March 2024				
Rendering of services				
SMART	40.92	-	-	-
Loans and advances received given subsidiaries, net	-	-	-	-
NORSEA	0.30	-	-	-
SSML	0.30			
SMART	200	-	-	-
DML	(227.00)			
SIOT(M)L	4.75	-	-	-
SML	0.29	-	-	-
SSCSL	-	-	-	-
Borrowings received from Holding Company & Group				
Pristine Malwa Logistics Parks Pvt.Ltd	-	-	1,647	-
Pristine Logistics & Infraprojects Ltd	-	-	1,100	-
Interest income on inter-corporate deposit				
SMART	15	-	-	-
Rental income received				
SMART	19	-	-	-
Indomatrix Logistics Private Limited	-	-	3	-
Commission to directors	-	-	-	-
Interest to related party				
Pristine Malwa Logistics Parks Pvt.Ltd	-	-	42	-
Pristine Logistics & Infraprojects Ltd	-	-	31	-
KMPs Remuneration (Note)	-	-	-	51

Previous the year, Company has given Corporate Guarantee to one of the step down subsidiary to the tune of Rs 7,500 Lacs

	Rs. In Lakhs
KMPs Remuneration	2023-24
Mr. S. Rajappan	51

NOTES TO THE ACCOUNTS

(v) Amount outstanding as at the balance sheet date:

Particulars	Subsidiaries	Joint Venture Companies	Holding Company & Group	Key Management Personnel
As at 31 March 2025				
Borrowings				
Pristine Malwa Logistics Park Private Ltd	-	-	1,647	-
Pristine Logistics & Infraprojects Ltd	-	-	1,100	-
Kanpur Logistics Park Pvt.Ltd	-	-	13,000	-
Trade receivables				
Indomatrix Logistics Private Limited	-	-	-	-
Advance from customer				
Pristine Mega Logistics Park Private Limited	-	-	0.11	-
Other current financial assets				
Advances given to subsidiaries				
SAOL	0.1	-	-	-
NORSEA	0.3	-	-	-
SSML	0.3			
SIAL	3.8	-	-	-
SMART	843.3	-	-	-
SIOT(M)L	3.1	-	-	-
SML	2.1	-	-	-
PVLPL	0.4	-	-	-
Interest receivable from related party				
SMART	93	-	-	-
PVLPL	6	-	-	-
Interest accrued but not due				
Pristine Malwa Logistics Park Private Ltd	-	-	223	-
Pristine Logistics & Infraprojects Ltd	-	-	151	-
Kanpur Logistics Park Pvt. Ltd.	-	-	329	-

NOTES TO THE ACCOUNTS
(vi) Amount outstanding as at the balance sheet date:

Particulars	Subsidiaries	Joint Venture Companies	Holding Company & Group	Key Management Personnel
As at 31 March 2024				
Borrowings				
Pristine Malwa Logistics Park Private Ltd	-	-	1,647	-
Pristine Logistics & Infraprojects Ltd	-	-	1,100	-
Trade receivables				
Indomatrix Logistics Private Limited	-	-	0.32	-
Other current financial assets				
Advances given to subsidiaries				
SAOL	0.1	-	-	-
NORSEA	0.3	-	-	-
SSML	0.3	-	-	-
SIAL	3.8	-	-	-
SMART	256.7	-	-	-
SIOT(M)L	4.7	-	-	-
SML	0.3	-	-	-
PVLPL	1.4	-	-	-
Interest receivable from related party				
SMART	13	-	-	-
Interest accrued but not due				
Pristine Malwa Logistics Park Private Ltd	-	-	38	-
Pristine Logistics & Infraprojects Ltd	-	-	27	-

(vii) Loans or advances to the below persons that are either repayable on demand or without any specific repayment terms:

Type of Borrower	As at 31 March 2025		As at 31 March 2024	
	Amount outstanding	% of Total	Amount outstanding	% of Total
Related Parties	854	100.00%	269	100.00%
Total	854	100.00%	269	100.00%

(viii) The Company has not entered into any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

(ix) The Company has neither advanced nor received any funds, guarantees, securities etc., to/ from any entity which shall be further invested or advanced on behalf of the Ultimate Beneficiaries.

NOTES TO THE ACCOUNTS
29 Leases

- a) The Company has taken on lease equipments under operating lease agreements. The company intends to renew such leases in the normal course of business. The lease rentals have been discounted at 10% p.a. to determine the fair value of right of use assets.

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Amortization of Right of use assets	112	-
Recognised in finance cost	56	-
Rent	143	-
	312	-

b) Movement in lease liability

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Balance at beginning of the year	-	-
Additions	6,748	-
Deletions	-	-
Finance cost	56	-
Payment of lease liabilities	(143)	-
Balance as at end of the year	6,661	-

c) Summary of contractual maturities of lease liabilities

Less than one year	1,104	-
One to five years	5,557	-
More than five years	-	-
Total undiscounted lease liabilities at end of the year	6,661	-

30 Corporate Social Responsibility

As per Section 135 of the Companies Act, 2013, a CSR committee has been formed by the company. The Provision of CSR are not applicable since the company has not earned profits.

31 Financial risk management

The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include advances, trade and other receivables, and cash and short-term deposits that derive directly from its operations.

The Company's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The Company's primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The Company's exposure to credit risk is influenced mainly by the individual characteristic of each customer and the concentration of risk from the top few customers.

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. The Company assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors. Credit risk has always been managed by the Company through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Company grants credit terms in the normal course of business. On account of adoption of Ind AS 109, the Company uses expected credit loss model to assess the impairment loss or gain. The expected credit loss model takes into account available external and internal credit risk factors and the Company's historical experience for customers.

NOTES TO THE ACCOUNTS

The following table gives details in respect of percentage of revenues generated from top customer and top five customers:

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Revenue from top customer	33%	76%
Revenue from top Five customers	59%	91%

Credit risk exposure

The allowance for lifetime expected credit loss on customer balances for the year ended 31 March 2025 is Rs. 19,580 lakhs (31 March 2024: Rs. 19,253 lakhs).

The following table provides the credit risk exposure towards trade receivables

As at 31 March 2025

Rs. in lakhs

Ageing	Weighted average loss rate	Gross carrying amount	Loss allowance
Unbilled	69%	4,165	2,858
Less than 1 year	29%	897	262
1-2 years	12%	614	72
2-3 years	99%	1,297	1,288
More than 3 years	100%	15,108	15,100

As at 31 March 2024

Ageing	Weighted average loss rate	Gross carrying amount	Loss allowance
Unbilled	100%	2,870	2,858
Less than 1 year	0%	768	-
1-2 years	98%	1,299	1,267
2-3 years	99%	950	942
More than 3 years	100%	14,186	14,186

Credit risk on cash and cash equivalents is limited as we generally invest in deposits with banks with high credit ratings assigned by international and domestic credit rating agencies.

Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. The Company's corporate treasury department is responsible for liquidity, funding as well as settlement management. Due to the dynamic nature of the underlying businesses, treasury maintains flexibility in funding by maintaining availability under committed credit lines. Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. In addition, processes and policies related to such risks are overseen by senior management.

The table below provides details regarding the contractual maturities of significant financial liabilities:

NOTES TO THE ACCOUNTS

Particulars	Note	As at 31 March 2025		
		Less than 1 year	1 - 2 years	More than 2 years
Borrowings	12.1 and 14.1	26,078	-	15,747
Other financial liabilities	14.3	1,121	-	-
Trade payable	14.2	762	-	-

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprise three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk primarily include borrowings and derivative financial instruments.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exchange risk arises from its foreign currency revenues and expenses (primarily in U.S. dollars, and Euros), foreign currency payable (in Euro) and foreign currency receivables (in USD). The following tables present foreign currency risk:

Particulars of un-hedged foreign currency exposure as at the balance sheet date

Particulars	Foreign currency	As at 31 Mar 2025		As at 31 Mar 2024	
		Foreign currency amount	INR	Foreign currency amount	INR
Payable to a related party	USD	-	-	-	-
Provision for expenses	USD	-	-	-	-
Advance from customers	USD	-	-	-	-
Trade Receivables	USD	-	-	-	-
Cash in bank	USD	-	-	-	-

32 Contract balances

The following table provides information about receivables, contract assets and contract liabilities from contracts with customers.

Particulars	Note	For the year ended 31 March 2025	For the year ended 31 March 2024
Receivables which are included in trade receivables	7.1	1,193	808
Contract assets (included in trade receivables)	7.1	1,307	12
Contract liabilities		-	-

NOTES TO THE ACCOUNTS

33 Financial instruments

The carrying value and fair value of financial instruments by categories as at 31 March 2025 and 31 March 2024 are as follows:

Rs. in lakhs

Particulars	Note	Carrying value		Fair Value	
		As at 31 March 2025	As at 31 March 2024	As at 31 March 2025	As at 31 March 2024
Financial Assets					
Cost/ Amortised cost					
Investments in equity instruments of subsidiaries/ joint ventures/Others	3.1	20,441	20,441	20,441	20,441
Other non-current financial assets	3.2	1,045	100	1,045	100
Trade receivables	7.1	2,500	820	2,500	820
Cash and cash equivalents	7.2	4,469	7,667	4,469	7,667
Bank balances other than cash and cash equivalents	7.2	2,864	1,520	2,864	1,520
Other current financial assets	7.3	373	508	373	508
Total financial assets		31,692	31,056	31,692	31,056
Financial liabilities					
Amortised cost					
Long-term Borrowings	12.1	15,747	25,347	15,747	25,347
Lease liabilities	12.2	6,661	-	6,661	-
Short-term Borrowings	14.1	26,078	15,605	26,078	15,605
Trade payables	14.2	762	279	762	279
Other current financial liabilities	14.3	1,121	663	1,121	663
Total financial liabilities		50,368	41,894	50,368	41,894

34 Fair value hierarchy

This explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table:

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. Derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

35 Implementation of the approved resolution plan

The Hon'ble NCLT passed the order approving the resolution plan submitted by the successful resolution applicant, "M/s Pristine Malwa Logistics Park Private Limited" ("RA") on December 08, 2022. Pursuant to the above order, M/s Pristine Malwa Logistics Park Private Limited has infused the prescribed funds of Rs. 6,500 lakhs and Re.1 into the Company and implemented the resolution plan through the Monitoring Committee constituted with the nominations of the M/s Pristine Malwa Logistics Park Private Limited, erstwhile RP and financial creditors of the Company on the date of order viz. 08th December, 2022 and upto the effective date i.e. on January 11, 2023.

NOTES TO THE ACCOUNTS

The settlements to be made to various stakeholders as per the order is as detailed below:

Particulars	Payout Proposed under the Plan		
	Rs. Lakhs	Timeline	Source
CIRP Costs	393	Effective Date + 30 Days	Initial Fund Infusion by RA
Operational Creditor - Employees & Workmen	675	Effective Date + 30 Days	Initial Fund Infusion by RA
Operational Creditor - Statutory Dues & Others	-	Effective Date + 30 Days	Not Applicable
Sub-Total (A)	1,068		
Financial Creditor - Upfront	5,432	Effective Date + 30 Days	Initial Fund Infusion by RA
Financial Creditor - Deferred (Note 1&2)	10,500	Effective Date + 2 Years	From operational cashflow of CD with 8% interest p.a. on deferred pay out (Moratorium for 1 year from Effective Date applicable).
Financial Creditor - Deferred (Note 1&2)	22,600	Effective Date + 2.5 Years	
BG reimbursement, if invoked (for live BGs)	8,482	Within 180 days from invocation	
Sub-Total (B)	47,014		
Settlement as per Plan (A+B=C)	48,082		
Cash & cash equivalents with CD (D)	4,101		Additional consideration to FC as per Plan net of funds for Trust formation, Interim management costs and legal costs post CIRP.
Total settlements to various stakeholders	52,183		

The liabilities comprising of the difference between claim admitted by the RP and amount approved under the order were assigned to the resolution applicant for a consideration of Re. 1. Further the RA was required to infuse an upfront amount of Rs. 6,500 lakhs as per the order.

The liabilities admitted by the RP, approved under the order and the liabilities assigned to the RA are as detailed below:

in Rs. Lakhs

Particulars	Amount Admitted	Amount provided under the resolution plan	Assigned debt
Secured financial creditors- excluding bank guarantee exposure	93,615	42,632	50,983
Secured financial creditors- bank guarantee exposure	14,256	-	14,256
Unsecured Financial creditors	48,263	-	48,263
Other operational creditors - Related parties	36,898	-	36,898
Other operational creditors - statutory Dues	3,123	-	3,123
Other operational creditors - other creditors	14,132	-	14,132
Total	2,10,287	42,632	1,67,655
Bank balance to be transferred to the Financial creditors			4,101
Total assigned liabilities			1,71,756
Consideration paid by Pristine as per ARP			6,500
Total			1,78,256
6,19,86,626 Shares at face value of Rs.10 issued to RA			6,199
Securitized premium generated on account of liabilities assigned to RA			1,72,057

NOTES TO THE ACCOUNTS
36 Reconciliation of liabilities whose cash flow movements are disclosed as part of the financing activities in the statement of the cash flow for the year ended 31 March 2025

Balance Sheet caption	As at 31 March 2024	Cash flow items		Non-Cash flow items		As at 31 March 25	Carrying value
		Additions	Repayment (incl. interest)	Interest expenses	Interest accrued and due *		
Borrowings non current and current (refer note 14.1 & 12.1)	40,952	13,000	(12,668)	-	541	41,825	41,825
Interest accrued	657	-	(2,485)	3,471	(541)	1,102	1,102

* Grouped under borrowings

37 Additional disclosure - Under Schedule III
a) Changes in Equity - Refer Note 11

With respect to Equity Share Capital, the changes in Equity share capital due to prior period errors and the restated balance at the beginning of the current reporting period:

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
6,525	-	6,525		6,525

b) Shares held by promoters at the end of the year and Changes during the year - Refer Note 10
c) Disclosure on CSR - Refer Note -30

- (i) The amount of shortfall at the end of the year out of the amount required to be spent by the Company during the year; -Nil
- (ii) The total of previous years' shortfall amounts; -Nil
- (iii) The reason for above shortfalls by way of a note;- Nil
- (iv) The nature of CSR activities undertaken by the Company- Nil

d) The title deed of the immovable properties held in the name of the Company, refer Note-2.
e) The Company does not have any investment property and hence disclosures pertaining to the same is not applicable.
f) The Company does not hold any benami properties and therefore are no proceedings that has been initiated or pending against the Company under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988). - Also, Refer Note-2
g) The Company does not have any capital work-in-progress and intangibles under development as at the 31 March 2025 and 31 March 2024 and hence, disclosures w.r.to the ageing of such assets are not applicable. - Also, Refer Note-2
h) The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017. - Also, Refer Note - 3.1
i) Details of facilities availed based on current assets and its quarterly statements.

Details of facilities availed based on current assets and its quarterly statements is not applicable as the Company is under CIRP from 10-Mar-2021. Further, no credit facilities were extended by the Banks / Financial Institutions during the financial year under review.

j) The Company has not serviced debt on due dates to the banks and financial institutions and consequently the Company has been classified as wilful defaulter by all the banks and financial institutions. The Corporate insolvency resolution process was completed consequent to the order of Hon'ble NCLT Chennai Bench dated 08 December 2022 and by virtue of the order the Company is not wilful defaulter post the approval of the order.

SICAL LOGISTICS LIMITED

NOTES TO THE ACCOUNTS

- k) The Company has duly registered all the creation and satisfaction of the charges with the Registrar of Companies on or before the prescribed time limit. However, pursuant to the order, the charges are to be modified in accordance with the approved resolution plan dues to be paid and such charge is to be in favour of the trustee to be appointed by the banks and pooling all the assets of the Company.
- l) Details of transactions not recorded in books but has been disclosed as income in the tax assessments during the current year is nil
- m) Loans or advances to the related persons that are either repayable on demand or without any specific repayment terms details - Refer Note-28
- n) The Company has neither advanced nor received any funds, guarantees, securities etc., to/ from any entity which shall be further invested or advanced on behalf of the Ultimate Beneficiaries.
- o) - Analytical Ratios, refer note 39
- p) The Company has not revalued its Property, Plant and Equipment during the current and previous year, hence the disclosure as defined under rule 2 of the Companies (Registered Valuers and Valuation) Rules, 2017 is not applicable.
- q) No Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013, hence the disclosure w.r.to the same is not applicable.
- r) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year and hence disclosure under the same is not applicable.

38 Analytical ratios

Ratio	Notes & ref. Numerator/Denominator	Numerator		Denominator		Ratio		% Variance	Variance reasons (refer below)
		A	B	A	B	A	B		
		Amount (i)	Amount (ii)	Amount (iii)	Amount (iv)	v = (i)/(iii)	vi = (ii)/(iv)		
Current ratio (in Times)	i & iv	10,783	11,265	29,599	16,835	0.36	0.67	(45.56%)	(a)
Trade receivables turnover ratio	18 & v	4,022	6,617	1,660	1,772	2.42	3.74	(35.14%)	(b)
Return on capital employed (in %)	viii & ix +x	(1,533)	(1,518)	50,196	48,180	(3.05%)	(3.15%)	(3.03%)	< 25%
Debt- equity ratio	13.1 & ix	41,825	40,952	2,814	7,228	14.86	5.67	162.33%	(c)
Trade payables turnover ratio	20 & Xiii	2,998	5,144	260	496	11.53	10.37	11.13%	< 25%
Return on equity (in %)	ii & vii	(4,404)	(4,592)	5,021	9,522	(87.71%)	(48.23%)	81.87%	(d)
Return on investment (in %)	ii & vii	(4,404)	(4,592)	5,021	9,522	(87.71%)	(48.23%)	81.87%	(d)
Net capital turnover ratio	18 & vi	4,022	6,617	(12,193)	(1,395)	(0.33)	(4.75)	(93.05%)	(e)
Net profit ratio (in %)	ii & 18	(4,404)	(4,592)	4,022	6,617	(109.50%)	(69.40%)	57.79%	(f)

NOTES TO THE ACCOUNTS

A - Current year, B - Previous year

References

i. Total of current assets ii. Loss after tax iii. Loss before tax plus finance cost iv. Total of current liabilities v. Average of trade receivables vi. Average of working capital vii. Average of total equity viii. Loss after exceptional items + Finance costs ix. Total equity x. Lease liabilities and Borrowing xi. Average of inventories xii. Net Credit Purchases during the year xiii. Average of trade payables xiv. Total equity, total borrowings and total lease liabilities

- (a) The negative movement is on account of entire liabilities to financial creditors being classified as current amounting to Rs. 26,078 lakhs.
- (b) The movement is account of decrease in revenue from operations during the year.
- (c) The movement is on account of reduction in equity due to losses in current year and marginal increase in the borrowings.
- (d) The movement is on account of reduction in equity due to losses in current year.
- (e) Movement due to decline in revenue from operations and reduction in equity due to losses during the year.
- (f) The movement is account of decrease in revenue from operations during the year resulting in losses during the year.
- 39** The Company is primarily engaged in providing integrated logistics services which is considered as single business segment in terms of segment reporting as per AS 108. There being no services rendered outside India there are no separate geographical segments to be reported on.
- 40 (a)** Corresponding figures for the previous year presented have been regrouped, where necessary, to conform to the current year's classification.
- 40 (b)** The Company uses an accounting software for maintaining its books of accounts which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software.

for **SRSV & Associates**
Chartered Accountants
Firm registration number : 015041S

for and on behalf of the Board of Directors of
Sical Logistics Limited

R Subburaman
Partner
Membership No. 020562
Place: Chennai

S.Rajappan
Whole time Director
DIN:00862481
Place: Chennai

Sanjay Mawar
Director
DIN: 00303822
Place: New Delhi

K. Rajavel
Chief Financial officer
Place: New Delhi

Vaishali Jain
Company Secretary
Membership No: A58607
Place: New Delhi

Date: May 28, 2025

CONSOLIDATED FINANCIAL STATEMENTS

INDEPENDENT AUDITOR'S REPORT

To the Members of **SICAL LOGISTICS LIMITED**

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying Consolidated Financial Statements of SICAL LOGISTICS LIMITED ("the Holding Company"), and its subsidiaries and its jointly controlled entities (Holding company and its subsidiaries together referred as "the Company" or "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2025, the Consolidated Statement of Profit and Loss (including Other Comprehensive Loss), Consolidated Statement of Changes in Equity and Consolidated Statement of Cash Flows for the year then ended, and notes to the Consolidated Financial Statements, including a summary of material accounting policies and other explanatory information ("Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2025, and their consolidated loss, consolidated total comprehensive loss, consolidated statement of changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SA) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of the Consolidated Financial Statements" section of our report. We are independent of the Group and its jointly controlled entity in accordance with the ethical requirements that are relevant to our audit of the Consolidated Financial Statements in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence obtained by us and other auditors in terms of their reports referred to in "Other Matter" paragraph below, is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

In respect of the Holding Company:

- a. We draw attention to Note no. 37 to the Consolidated Financial Statements. The resolution plan submitted by M/S Pristine Malwa Logistics Park Private Limited was approved by the Honourable NCLT, Chennai Bench vide its order dated December 8, 2022 and the effective date of implementation of the resolution plan was declared as Jan 11, 2023. The effect of the approved resolution plan has been considered in the financial statements for the year ended March 31, 2023.
- b. Confirmation of balances is not available from most of the financial creditors. The balances stated in the financial statements have been derived from the claims made by the financial creditors, as admitted by the Resolution Professional and approved by the NCLT. These balances have been adjusted in accordance with the approved Resolution Plan and reduced by the payments made under the Resolution Plan. In the absence of confirmation of balances, the possible adjustment, if any, required in the balances payable to each financial creditor is presently not determinable. (Refer Note No.11.1 to the Consolidated Financial Statements)

Our opinion is not modified in respect of the above matters.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements of the current period. These matters were addressed in the context of our audit of the Consolidated Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Holding Company

<u>Implementation of Resolution Plan:</u>	<u>Audit Procedure:</u>
Refer Note No 37 to the Consolidated Financial Statements for the details regarding commencement of implementation of the resolution plan and for impact of the resolution plan on the Company pursuant to the Corporate Insolvency Resolution Process ("CIRP") under Insolvency and Bankruptcy Code, 2016. The determination of carrying amount of liabilities to give effect of resolution plan, comprehending the provisions of the Resolution Plan and determining the appropriateness of the accounting treatment thereof, more particularly the accounting treatment of derecognition of liabilities and outstanding trading dues & its related provisions and impairment of various assets, required significant judgment and estimates. Accounting for the effects of the resolution plan is considered by us to be a matter of most significance due to its importance to intended users' understanding of the financial statements as a whole and materiality thereof. The Company was a party to certain litigations. Pursuant to the approval of the Resolution Plan, it was determined that no amounts are payable in respect of those litigations upto the effective date viz Jan 11, 2023, as they stand extinguished. The estimates related to expected outcome of litigations and recoverability of payments made in respect thereof have high degree of inherent uncertainty due to insufficient judicial precedents in India in respect of disposal of litigations involving companies admitted to Corporate Insolvency Resolution Process.	We have performed the following procedures to determine whether the effect of Resolution Plan has been appropriately recognised in the financial statements: • We have reviewed the terms and conditions stipulated by the Hon'ble NCLT in the Resolution Plan • Reviewed management's process for review and commencement of implementation of the Resolution Plan. • Reviewed the provisions of the Resolution Plan to understand the requirements of the said Plan and evaluated the possible impact of the same on the financial statements. • Verified the underlying documents supporting the receipt and payment of funds as per the Resolution Plan. • Tested the related disclosures made in notes to the financial statements in respect of the implementation of the resolution plan. • Assessed management's estimate of recoverability.
<u>Contingent Liability</u>	<u>Audit Procedure</u>
According to the information and explanations given to us and as confirmed by the Company, in view of the implementation of the resolution plan as approved by the Hon'ble National Company Law Tribunal, all pending litigations relating to pre-CIRP period are deemed to be extinguished as at January 11, 2023, i.e. the date of implementation of the approved resolution plan (except bank guarantees as per approved resolution plan). Accordingly, there are no dues of income tax, sales tax, service tax, excise duty, value added tax and goods and service tax which have not been deposited as at March 31, 2025 on account of dispute. (Refer Note No.24 to the Consolidated Financial Statements.)	The Audit addressed this Key Audit Matter by; • Assessing the adequacy of tax Provisions by reviewing correspondence with tax Authorities. • Discussing significant litigations and claims with the Company's Internal Legal Counsel. • Reviewing previous judgments made by relevant tax Authorities and opinions given by Company's advisors & • Assessing the reliability of the past estimates of the management. Our Audit Procedures did not identify any material exceptions

Information other than the Consolidated Financial Statements and Auditor's Report thereon

The Holding Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company's Annual Report, but does not include the Consolidated Financial Statements and our report thereon.

Our opinion on the Consolidated financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

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If, based on the work we have performed and based on the work done/ audit report of other auditors, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these Consolidated Financial Statements in term of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group and its jointly controlled entity in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group and of its jointly controlled entity is responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and of its jointly controlled entity and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Directors of the Holding Company, as aforesaid.

In preparing the Consolidated Financial Statements, the respective Board of Directors of the companies included in the Group and of its jointly controlled entity are responsible for assessing the ability of the Group and of its jointly controlled entity to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group and of its jointly controlled entity or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its jointly controlled entity is responsible for overseeing the financial reporting process of the Group and of its jointly controlled entity.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SA will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial Statements.

As part of an audit in accordance with SA, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operative effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its jointly controlled entity to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its jointly controlled entity to cease to continue as a going concern.

SICAL LOGISTICS LIMITED

- Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the Consolidated Financial Statements of which we are the independent auditors. For the other entities included in the Consolidated Financial Statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the Consolidated Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Consolidated Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Consolidated Financial Statements.

We communicate with those charged with governance of the Holding Company and such other entities included in the Consolidated Financial Statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

The Consolidated Financial Statements include the audited Financial Information of six subsidiaries whose Financial Statements reflects Group's share of total assets of Rs.7,164.64 lakhs as at March 31,2025, Group's share of total revenue of Rs.6,199.48 lakhs and Group's share of total net profit after tax of Rs.190.13 lakhs for the year ended March 31, 2025, and net cash outflows of Rs. 182.97 Lakhs for the year ended March 31, 2025, as considered in the Consolidated Financial Statements, which have been audited by their respective independent auditors.

The independent auditors' reports on the financial statements of these entities have been furnished to us by the Management and our opinion on the Consolidated Financial Statement, in so far as it relates to the amounts and disclosures included in respect of these entities, is based solely on the report of such auditors.

The Statement includes the unaudited Financial Results of a jointly controlled entity, whose financial information reflect Group's share of total net profit of Rs.15 lakh for the year ended March 31, 2025, which has not been prepared as per INDAS, as considered in the Consolidated Financial Statements.

These unaudited Financial Statements / Financial Information / Financial Results have been approved and furnished to us by the Board of Directors and our opinion on the Statement, in so far as it relates to the amounts and disclosures included in respect of this jointly controlled entity is based solely on such unaudited Financial Statements / Financial Information / Financial Results. In our opinion and according to the information and explanations given to us by the Board of Directors, these Financial Statements / Financial Information / Financial Results are not material to the Group.

Our opinion on the Consolidated Financial Statements and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the Financial Results/financial information certified by the Board of Directors.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2020, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (here in after referred to as the "Order") and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on the financial statements of the subsidiaries referred to in the Other Matters section above, we report, to the extent applicable that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements.
- (b) In our opinion proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept by the Company so far as it appears from our examination of those books and the report of the other auditors,
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other comprehensive Loss), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity dealt with by this report are in agreement with the relevant books of accounts maintained for the purpose of preparation of the Consolidated Financial Statements.
- (d) In our opinion, the aforesaid Consolidated Financial Statements, comply with the Indian Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules 2014.
- (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2025 taken on record by the Board of Directors of the Holding Company and the report of the statutory auditors of its subsidiary companies incorporated in India, none of the Directors of the Group companies incorporated in India is disqualified as on March 31, 2025 from being appointed as a Director of that Company in terms of sub-section 2 of Section 164 of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in "Annexure B" and
- (g) With respect to the matter to be included in the Auditors' Report under section 197(16) of the Act as amended:

In our opinion and to the best of our information and according to the explanations given to us and based on the reports of the statutory auditors of such subsidiary companies and jointly controlled entities incorporated in India which are not audited by us, remuneration paid/provided by the Group to its directors during the year is in accordance with the provisions of section 197 of the Act.

- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us
 - i) The Consolidated Financial Statements disclose the impact of pending litigations on the consolidated financial position of the Group, and jointly controlled entities— Refer Note No.24 to the Consolidated Financial Statements.
 - ii) The Company did not have any long term contracts including derivative contracts as at March 31, 2025;
 - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Group.
 - iv) (a) The respective Managements of the Holding Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries respectively that, to the best of their knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiaries to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries. (Refer Note.41 (n) to the Consolidated Financial Statements)

SICAL LOGISTICS LIMITED

- (b) The respective Managements of the Holding Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries respectively that, to the best of their knowledge and belief, no funds have been received by the Holding Company or any of such subsidiaries from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiaries shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries. (Refer Note.41 (n) to the Consolidated Financial Statements)
- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditors' notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material mis-statement.
- v) The Holding Company and its subsidiaries have not declared or paid any Dividend during the year.
- vi) Based on our examination which included test checks, and that performed by the respective auditors of the subsidiary companies, which are companies incorporated in India, the Holding Company and its subsidiary companies, in respect of financial year ended March31, 2025, has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with. (Refer to Note No.42 (c) of the Consolidated Financial Statements). Additionally, the audit trial has been preserved by the Company and its subsidiaries incorporated in India as per the statutory requirements for record retention.

For SRSV & Associates
Chartered Accountants
Firm Regn. No. 015041S

R Subburaman
Partner

Place: Chennai
Dated: May 28, 2025

Membership No. 020562
UDIN No.: 25020562BNUKIA7424

SICAL LOGISTICS LIMITED

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

The Annexure referred to in our Independent Auditor's Report to the members of **SICAL LOGISTICS LIMITED** on the Consolidated Financial Statements for the year ended March 31, 2025:

To the best of our information and according to the explanations provided to us by the Company and based on the report of other auditors of the subsidiary companies, we state that:

1. The reporting under clauses 3(i) to (xx) of the Order is not applicable in respect of audit of Consolidated Financial Statements.
2. In terms of clause 3 (xxi), qualifications or adverse remarks in the CARO reports of companies included in the Consolidated Financial Statements are as follows:

Sl. No	Name of the Company	CIN	Holding Company/ Subsidiary/ Associate/ Joint Venture	Clause no. of the CARO Report which is qualified or adverse
1	Sical Logistics Limited	L51909TN1955PLC002431	Holding Company	NIL
2	Sical Infra Assets Limited ('SIAL')	U45203TN2007PLC063432	Subsidiary	NIL
3	Sical Multimodal and Rail Transport Limited ('SMART')	U60232TN2007PLC063378	Step down Subsidiary	NIL
4	Sical Bangalore Logistics Park Limited ('SBLPL')	U63090YN3026PLC110673	Step down Subsidiary	NIL
5	Sical Supply Chain Solutions Limited (Formerly Sical Adams Offshore Limited) ('SAOL')	U63000TN2012PLC087754	Subsidiary	NIL
6	Sical Iron Ore Terminals Mangalore Limited ('SIOMTL')	U63020TN2009PLC073147	Subsidiary	NIL
7	Sical Mining Limited ('SML')	U10300TN2016PLC112461	Subsidiary	NIL
8	Sical Washeries Limited ('SWL')	U10100TN2019PLC128380	Subsidiary	NIL
9	Pristine Value Logistics Private Limited (erstwhile known as Patchems Private Limited) (Patchems)	U24110MH1989PTC052943	Subsidiary	NIL
10	Sical Sattva Rail Terminal Private Limited ('SSRTPL')	U63031TN2000PTC045198	Joint Venture	Unaudited

For SRSV & Associates
Chartered Accountants
Firm Regn. No. 015041S

R Subburaman
Partner

Place: Chennai
Dated: May 28, 2025

Membership No. 020562
UDIN No.: 25020562BNUKIA7424

SICAL LOGISTICS LIMITED

Annexure – B to the Independent Auditor’s Report of even date on the Consolidated Financial Statements of SICAL LOGISTICS LIMITED (Referred to in our report of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

1. In conjunction with our audit of the Consolidated Financial Statements of the Company as of and for the year ended March 31, 2025, we have audited the internal financial controls over financial reporting of **SICAL LOGISTICS LIMITED** (“the Holding Company”) and its subsidiary companies, which are companies incorporated in India as of that date.

Management’s Responsibility for Internal Financial Controls

2. The respective Board of Directors of the Holding Company, its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors’ Responsibility

3. Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”), issued by ICAI and Standards on auditing issued by ICAI deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports and the information and explanation provided by the management, is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

6. A Company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Consolidated Financial statements for external purposes in accordance with generally accepted accounting principles. A Company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that

SICAL LOGISTICS LIMITED

transactions are recorded as necessary to permit preparation of Consolidated Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisation of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the Consolidated Financial Statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

7. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, based on the test checks conducted by us, to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors referred to in the Other Matters paragraph below, the Holding Company and its subsidiary companies which are companies incorporated in India, have, in all material respects, reasonably adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were prima facie operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matter

9. Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting with reference to these Consolidated Financial Statements of the Holding Company, in so far as it relates to the subsidiary companies, which are companies incorporated in India, is based solely on the corresponding reports of the auditors of such companies incorporated in India.

Our opinion is not modified in respect of the above matter.

For SRSV & Associates
Chartered Accountants
Firm Regn. No. 015041S

R Subburaman
Partner

Place: Chennai
Dated: May 28, 2025

Membership No. 020562
UDIN No.: 25020562BNUKIA7424

CIN L51909TN1955PLC002431

Consolidated balance sheet as at 31 March 2025

Rs. In Lakhs

Particulars	Note	As at 31 March 2025	As at 31 March 2024
ASSETS			
Non-current assets			
Property, plant and equipment	2	52,654	54,189
Capital work-in-progress	2	5,214	1,020
Other intangible assets	2	45	604
Right of use of assets	2	7,034	472
Goodwill		463	463
Financial Assets	3		
- Investments	3	73	58
- Bank balances	7	317	306
- Other non-current financial assets	3	1,131	766
Deferred tax assets (net)	5	51	-
Other non-current assets	4	1,374	155
		<u>68,356</u>	<u>58,033</u>
Current assets			
Inventories	6	-	-
Financial Assets	7		
- Trade Receivables	7	7,213	4,406
- Cash and cash equivalents	7	4,666	9,353
- Bank balances	7	3,985	2,578
- Other current financial assets	7	219	247
Current Tax Assets (Net)	8	283	598
Other current assets	9	1,033	1,352
		<u>17,399</u>	<u>18,534</u>
Total Assets		<u>85,755</u>	<u>76,567</u>
EQUITY AND LIABILITIES			
Equity			
Equity Share capital	10	6,525	6,525
Other Equity	10	(7,002)	(3,653)
Equity attributable to the owners of the Company		(477)	2,872
Non-controlling interests		13,440	12,684
Total equity		<u>12,963</u>	<u>15,556</u>
LIABILITIES			
Non-current liabilities			
Financial Liabilities			
- Borrowings	11	23,752	31,234
- Lease liabilities	11	6,423	959
Provisions	12	127	112
Deferred tax liabilities (net)	5	3,726	3,926
		<u>34,028</u>	<u>36,231</u>
Current liabilities			
Financial Liabilities	13		
- Borrowings	13	29,407	18,463
- Lease liabilities	11	1,198	69
- Trade payables			
a) Total outstanding dues of Micro and Small Enterprises	13	-	-
b) Total outstanding dues of creditors other than Micro and Small Enterprise	13	4,760	4,183
- Other financial liabilities	13	2,493	1,585
Other current liabilities	14	625	365
Current Tax Liabilities (Net)	14.1	157	22
Provisions	15	124	93
		<u>38,764</u>	<u>24,780</u>
Total Equity and Liabilities		<u>85,755</u>	<u>76,567</u>
Material Accounting policies	1		
Notes to the accounts	2 to 43		

The notes referred to above form an integral part of financial statements.
As per our report of even date attached

for **SRSV & Associates**
Chartered Accountants
Firm registration number : 015041S

R Subburaman
Partner
Membership No. 020562
Place: Chennai

for and on behalf of the Board of Directors of
Sical Logistics Limited

S.Rajappan
Whole time Director
DIN:00862481
Place: Chennai

K. Rajavel
Chief Financial officer
Place: New Delhi

Sanjay Mawar
Director
DIN: 00303822
Place: New Delhi

Vaishali Jain
Company Secretary
Membership No: A58607
Place: New Delhi

Date: May 28, 2025

CIN L51909TN1955PLC002431

Consolidated statement of profit and loss as at 31 March 2025

Rs. In Lakhs

Particulars	Note	For the year ended 31 March 2025	For the year ended 31 March 2024
Continuing operations			
Revenue from operations	16	22,182	22,109
Other income	17	1,910	1,751
Total Income		24,092	23,860
Expenses			
Cost of services	18	15,305	15,660
Employee benefits expense	19	2,201	2,450
Finance costs	20	4,325	3,918
Depreciation and amortisation expense	2	3,773	4,832
Other expenses	21	2,527	2,339
Total expenses		28,131	29,199
Loss before tax and exceptional item		(4,040)	(5,339)
Exceptional Item	23	967	3,806
Loss before tax from continuing operations		(3,073)	(1,533)
Tax expense	22		
Current tax		69	161
Prior year tax		(646)	-
Deferred tax		87	402
Minimum Alternate Tax		370	-
Minimum Alternate Tax credit entitlement		(354)	(110)
Loss for the year from continuing operations		(2,599)	(1,986)
Discontinued operation			
Loss on discontinued operations		-	(844)
Share of (loss)/ profit from joint venture		15	1
Loss for the year		(2,583)	(2,829)
Other Comprehensive Income (Loss)			
Items that will not be reclassified to profit or loss			
Remeasurements of defined benefit plan actuarial gains/ (losses)		(10)	(17)
Others		-	-
		(10)	(17)
Income tax relating to items that will not be reclassified to profit or loss		-	-
Total Comprehensive Income for the year (Loss)		(2,593)	(2,846)
Profit/(Loss) attributable to:			
Owners of Company		(3,349)	(2,482)
Non- Controlling Interests		756	(364)
Loss per equity share of Rs. 10 each (continuing operations)	25		
(1) Basic (In Rs.)		(5.13)	(3.12)
(2) Diluted (In Rs.)		(5.13)	(3.12)
Loss per equity share of Rs. 10 each (discontinuing operations)			
(1) Basic (In Rs.)		-	(0.68)
(2) Diluted (In Rs.)		-	(0.68)
Loss per equity share of Rs. 10 each			
(1) Basic (In Rs.)		(5.13)	(3.80)
(2) Diluted (In Rs.)		(5.13)	(3.80)
Material Accounting Policies	1		
Notes to the accounts	2 to 43		

The notes referred to above form an integral part of financial statements.
As per our report of even date attached

for **SRSV & Associates**
Chartered Accountants
Firm registration number : 015041S

R Subburaman
Partner
Membership No. 020562
Place: Chennai

for and on behalf of the Board of Directors of
Sical Logistics Limited

S.Rajappan
Whole time Director
DIN:00862481
Place: Chennai
K. Rajavel
Chief Financial officer
Place: New Delhi

Sanjay Mawar
Director
DIN: 00303822
Place: New Delhi
Vaishali Jain
Company Secretary
Membership No: A58607
Place: New Delhi

Date: May 28, 2025

CIN L51909TN1955PLC002431

Consolidated cash flow statement as at 31 March 2025

Rs. In Lakhs

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Cash flows from operating activities		
Loss before tax	(3,073)	(2,377)
<i>Adjustments:</i>		
Depreciation/ amortisation	3,773	4,832
Interest on inter-corporate advances	-	(27)
Profit/ (Loss) on sale of fixed assets	(1,187)	(717)
Provision no longer required written back	-	(24)
Interest on income tax refund	(62)	(190)
Provision for doubtful debts	503	170
Bad Debt written-Off	-	61
Exceptional items	(967)	(3,828)
Interest and finance charges	4,325	3,918
Interest income	(578)	(435)
Operating cash flow before working capital changes	2,734	1,383
<i>Changes in</i>		
- Trade receivables	(3,310)	829
- Current/Non current financial assets	(337)	(352)
- Current/Non current assets	1,274	681
- Current/Non current financial liabilities	32	169
- Current/Non current liabilities	260	116
- Trade payables	577	(2,385)
- Provisions	36	(10)
Cash generated/(used) from operations	1,266	431
Income taxes paid	735	368
Cash generated/(used) from operations [A]	2,001	799
Cash flows from investing activities		
Purchase of fixed assets (Including Capital Work in Progress)	(8,416)	(1,593)
Proceeds from sale of fixed assets	2,872	1,227
Recovery of inter-corporate advances	-	227
Bank deposit	(1,418)	(1,001)
Interest income	578	435
Cash generated/(used) in investing activities [B]	(6,384)	(705)
Cash flows from financing activities		
Proceeds from long term borrowings	16,100	9,032
Repayment of long term borrowings	(13,132)	(3,049)
Proceeds from issue of shares	-	-
Repayment of lease liability	(321)	(51)
Proceeds from/(repayment of) short term borrowings (net)	(47)	811
Finance cost paid	(2,905)	(4,272)
Cash generated/(used) from financing activities [C]	(305)	2,471
Effect of exchange differences on translation of foreign currency cash and cash equivalents [D]	-	-
Increase/(Decrease) in cash and cash equivalents [A+B+C+D]	(4,687)	2,565
Cash and cash equivalents at the beginning of the year	9,388	6,843
Cash and cash equivalents transferred on account of discontinued operations/ transfer of investments in subsidiaries	-	(20)
Cash and cash equivalents at the end of the year	4,701	9,388
Components of cash and cash equivalents		
Cash on hand	2	5
<i>Balances with banks</i>		
- in current accounts	4,646	2,343
- in fixed deposits	53	7,040
Total cash and cash equivalents	4,701	9,388

Material accounting policies

Notes to the accounts

The notes referred to above form an integral part of financial statements.
As per our report of even date attached

for **SRSV & Associates**
Chartered Accountants
Firm registration number : 015041S

R Subburaman
Partner
Membership No. 020562
Place: Chennai

for and on behalf of the Board of Directors of
Sical Logistics Limited

S.Rajappan
Whole time Director
DIN:00862481
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Chief Financial officer
Place: New Delhi

Sanjay Mawar
Director
DIN: 00303822
Place: New Delhi

Vaishali Jain
Company Secretary
Membership No: A58607
Place: New Delhi

Date: May 28, 2025

Consolidated notes to the accounts For the year ended 31 March 2025

1 Material Accounting policies

1.1 Group overview

Sical Logistics Limited ('Sical' or 'SLL') founded in 1955 is a leading integrated logistics solutions provider. The Company is into every aspect of logistics namely port handling, road and rail transport, warehousing, shipping, stevedoring, customs handling, trucking, retail logistics, mining and integrated logistics. The Company is a public limited company incorporated and domiciled in India and has its registered office at Chennai, Tamilnadu. The Company has its equity shares listed on the BSE Limited and National Stock Exchange of India Limited [NSE]. SLL is the parent company of the Sical Group. The Company, primarily through its subsidiaries and joint venture companies (together referred to as "the Group") as detailed below are engaged in business in multiple verticals of logistics business.

The consolidated financial statements are approved for issue by the company's Board of Directors on 28th May 2025.

- 1.2** The Hon'ble National Company Law Tribunal ("NCLT"), Chennai Bench, admitted the Corporate Insolvency Resolution Process ("CIRP") application filed by an operational creditor of SICAL LOGISTICS LIMITED ("the Holding Company") and appointed Mr. Lakshmisubramanian (IBBI Registration no. IBBI/IPA-003/IP-N00232/2019-2020/12697) as Interim Resolution Professional ("IRP"), in terms of the Insolvency and Bankruptcy Code, 2016 ("the Code") to manage the affairs of the Company vide CP No. IBA/73/2020 dated 10th March 2021. Pursuant to this, based on the application made by the Committee of Creditors of the Holding Company, the Hon'ble NCLT has ordered appointment of Mr. Sripatham Venkatasubramanian Ramkumar (IBBI Registration No. IBBI/IPA-001/IP-P00015/2016-17/10039) as Resolution Professional ("RP") of the Holding Company in disposing of IA no. IA/54/CHE/2021 in IBA/73/2020 on 2nd June 2021.

The resolution plan as submitted by Pristine Malwa Logistics Park Private Limited was approved by CoC was filed before Honourable NCLT Chennai Bench for their approval. The Hon'ble National Company Law Tribunal Chennai as required under section 30 & 31 of the Insolvency and Bankruptcy Code, 2016, approved the Resolution Plan vide the Order IA (IBC)/ 366 (CHE)/2022 in IBA/73/2020 along with IA(IBC)/102(CHE)/2022 in IBA/73/2020 dated 08 December 2022. As per the said Order, the Resolution Plan is binding on the corporate debtor and its employees, members, creditors, including the Central Government, any State Government or any local authority to whom a debt in respect of the payment of dues arising under any law for the time being in force, such as authorities to whom statutory dues are owed, guarantors and other stakeholders involved in the Resolution Plan.

11th January, 2023 was declared as the effective date for the implementation of the Resolution Plan by the Monitoring Committee upon fulfilment of certain conditions precedent by the successful Resolution Applicant (Pristine Malwa Logistics Park Private Limited) including infusing of initial funding.

Name of the entity	Country of incorporation and other particulars	Holding (%)	Status
DIRECT SUBSIDIARIES			
Sical Infra Assets Limited ('SIAL')	a subsidiary of the Company incorporated under the laws of India	53.60	Retained by the group
Sical Multimodal and Rail Transport Limited ('SMART')	a subsidiary of SIAL incorporated under the laws of India	100.00	Retained by the group
Sical Bangalore Logistics Park Limited ('SBLPL')	a subsidiary of SIAL incorporated under the laws of India	100.00	Retained by the group
Sical Iron Ore Terminals (Mangalore) Limited ('SIOT(M)L')	a subsidiary of the Company incorporated under the laws of India	100.00	Retained by the group
Sical Supply Chain Solutions Limited [formerly Sical Adams Offshore Limited]	a subsidiary of the Company incorporated under the laws of India	100.00	Retained by the group
Sical Mining Limited ('SML')	a subsidiary of the Company incorporated under the laws of India	100.00	Retained by the group
Sical Washeries Limited ('SWL')	a subsidiary of the Company incorporated under the laws of India	100.00	Retained by the group
Pristine Value Logistics Private Limited (erstwhile known as Patchems Private Limited)	a subsidiary of the Company incorporated under the laws of India	100.00	Retained by the group
JOINT VENTURES			
Sical Sattva Rail Terminal Private Limited ('SSRTPL')	a joint venture of SMART incorporated under the laws of India	50.00	Retained by the group

SICAL LOGISTICS LIMITED

1.3 Basis of preparation of consolidated financial statements

These consolidated financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis, the provisions of the Companies Act, 2013 ('Act') (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS as prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

1.4 Basis of Consolidation

The consolidated financial statements include the financial statements of Sical Logistics Limited ('SLL') and all its subsidiaries and joint ventures. The consolidated financial statements are prepared on the following basis:

- a) The financial statements of the parent company and the subsidiaries have been combined on a lineby-line basis by adding together the book values of like items of assets, liabilities, income and expenses after eliminating intra-group balances / transactions and resulting unrealised profits/losses in full in accordance with Ind AS 110 Consolidated Financial Statements. The amounts shown in respect of reserves comprise the amount of the relevant reserves as per the balance sheet of the parent company and its share in the post-acquisition increase in the relevant reserves of the subsidiaries.
- b) In translating the financial statements of the non-integral foreign subsidiaries for incorporation in the consolidated financial statements, the assets and liabilities, both monetary and nonmonetary are translated at the closing rate, while income and expense items are translated at the date of transaction. For practical reasons, a rate that approximates the actual exchange rates i.e. average rate for the period has been used and all resulting exchange differences are reflected in foreign currency translation reserve. Share Capital and opening reserves and surplus are carried at historical cost. The resulting net exchange difference are reflected in the foreign currency translation reserve.
- c) The proportionate share of the Group's interest in Joint Ventures is accounted under equity method of accounting in accordance with Ind AS 28 Investments in Associates and Joint Ventures.
- d) Minority interest in the net assets of consolidated subsidiaries consists of: (a) the amount of equity attributable to minorities at the date on which investment in a subsidiary is made; and (b) the minorities' share of movements in equity since the date the parent subsidiary relationship came into existence. Minority interest in share of net result for the year is identified and adjusted against the profit after tax.

1.5 Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle;
- it is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period. All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

1.6 Use of estimates

The preparation of consolidated financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements is included in the following notes:

- (i) *Income taxes:* Significant judgments are involved in determining the provision for income taxes, including the amount expected to be paid or recovered in connection with uncertain tax positions.
- (ii) *Property, plant and equipment:* Property, plant and equipment represent a significant proportion of the asset base of the Group. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Group's assets are determined by management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.
- (iv) *Other estimates:* The preparation of consolidated financial statements involves estimates and assumptions that affect the reported amount of assets, liabilities, disclosure of contingent liabilities at the date of financial statements and the reported amount of revenues and expenses for the reporting period. Specifically, the Group estimates the probability of collection of accounts receivable by analyzing historical payment patterns, customer concentrations, customer credit-worthiness and current economic trends. If the financial condition of a customer deteriorates, additional allowances may be required.

1.7 Revenue recognition

Revenue is recognized on accrual method on rendering of services when the significant terms of the arrangement are enforceable, services have been delivered and the collectability is reasonably assured.

Effective April 1, 2018, the Company adopted Ind AS 115 "Revenue from Contracts with Customers". The effect on adoption of Ind AS 115 was insignificant. Revenues in excess of invoicing are classified as contract assets (which we refer as unbilled revenue) while invoicing in excess of revenues are classified as contract liabilities (which we refer to as unearned revenues).

To determine whether to recognise revenue from contracts with customers, the Company follows a 5-step process:

- 1 Identifying the contract with customer
- 2 Identifying the performance obligations
- 3 Determining the transaction price
- 4 Allocating the transaction price to the performance obligations
- 5 Recognising revenue when/as performance obligation(s) are satisfied.

A performance obligation is satisfied over time if one of the following criteria is met:

- (a) the customer simultaneously receives and consumes the benefits provided by the entity's performance as the entity performs;
- (b) the entity's performance creates or enhances an asset (for example, work in progress) that the customer controls as the asset is created or enhanced ; or
- (c) the entity's performance does not create an asset with an alternative use to the entity and the entity has an enforceable right to payment for performance completed to date.

Revenues from sale of services comprise income from container handling, storage and transportation services provided to customers. Revenue from handling, storage and transport services are recognised on completion of services i.e. when services are performed or delivered, as per the contracts entered with the customers provided the consideration is reliably determinable and no significant uncertainty exists regarding collection of consideration.

Revenue from terminal access service is recognized on completion of access services provided to rail operators for loading/unloading of the containers. Revenue from rental income from lease of plant and equipment is recognised on accrual basis as per the contracted terms. The amount recognised as revenue is exclusive of tax and net of rerums.

SICAL LOGISTICS LIMITED

(a) Contract assets

A Contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the establishment performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised from the earned consideration that is conditional. The contract assets are transferred to receivable when the rights become unconditional. Payment terms are contractually agreed with the customers.

(b) Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Establishment has received consideration from the customer. If a customer pays consideration before the establishment transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Establishment performs under the contract.

1.8 Property, plant and equipment

Recognition and measurement: Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any. Cost includes expenditures directly attributable to the acquisition of the asset.

Depreciation: The Group depreciates property, plant and equipment over the estimated useful life on a straight-line as well as written down value basis from the date the assets are ready for intended use. Assets acquired under finance lease and leasehold improvements are amortized over the lower of estimated useful life and lease term. The estimated useful lives of assets for the current and comparative period of significant items of property, plant and equipment are as follows:

Asset Class	Dep Rate	Method	Useful Life (Years)
Buildings	3.34%/1.67%	SLM	30 / 60
Workshop	33.34%	SLM	3
Furniture & Fixtures	10.00%	SLM	10
Office Equipments	20.00%	SLM	5
EDP Equipments	33.34%	SLM	3
Plant & Machinery	20%/6.79%	SLM	5 / 14
Vehicles	12.50%	SLM	8
Electrical Installations	10.00%	SLM	10

Depreciation methods, useful lives and residual values are reviewed at each reporting date.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment. Subsequent expenditure relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Group and the cost of the item can be measured reliably. Repairs and maintenance costs are recognized in the consolidated statement of profit and loss when incurred. The cost and related accumulated depreciation are eliminated from the consolidated financial statements upon sale or disposition of the asset and the resultant gains or losses are recognized in the consolidated statement of profit and loss.

Amounts paid towards the acquisition of property, plant and equipment outstanding as of each reporting date and the cost of property, plant and equipment not ready for intended use before such date are disclosed under capital work- in-progress.

1.9 Functional and presentation currency

Items included in the consolidated financial statements are measured using the currency of the primary economic environment in which the entity operates (i.e. the "functional currency"). The consolidated financial statements are presented in Indian Rupee, the national currency of India, which is the functional currency of the Group.

SICAL LOGISTICS LIMITED

1.10 Foreign currency transactions and balances

Transactions in foreign currency are translated into the functional currency using the exchange rates prevailing at the dates of the respective transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at the exchange rates prevailing at reporting date of monetary assets and liabilities denominated in foreign currencies are recognized in the statement of profit and loss and reported within foreign exchange gains/ (losses).

Non-monetary assets and liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent on the date of transaction.

1.11 Financial instruments

All financial instruments are recognised initially at fair value. Transaction costs that are attributable to the acquisition of the financial asset (other than financial assets recorded at fair value through profit or loss) are included in the fair value of the financial assets. Loans and borrowings and payable are recognised net of directly attributable transactions costs.

(i) *Financial assets at amortised cost:*

A financial asset shall be measured at amortised cost if both of the following conditions are met:

- (a) the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and
- (b) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding (SPPI).

They are presented as current assets, except for those maturing later than 12 months after the reporting date which are presented as non-current assets. Financial assets are measured initially at fair value plus transaction costs and subsequently carried at amortized cost using the effective interest method, less any impairment loss.

Financial assets at amortised cost are represented by trade receivables, security deposits, cash and cash equivalents, employee and other advances and eligible current and non-current assets.

(ii) Financial assets at Fair Value Through Other Comprehensive Income (FVTOCI) :

Includes assets that are held within a business model where the objective is both collecting contractual cash flows and selling financial assets along with the contractual terms giving rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. At initial recognition, the Company, based on its assessment, makes an irrevocable election to present in other comprehensive income the changes in the fair value of an investment in an equity instrument that is not held for trading. These elections are made on an instrument-by instrument (i.e., share-by-share) basis. If the Company decides to classify an equity instrument at FVTOCI, then all fair value changes on the instrument, excluding dividends, impairment gains or losses and foreign exchange gains and losses, are recognized in other comprehensive income. There is no recycling of the amounts from OCI to profit or loss, even on sale of investment. The dividends from such instruments are recognized in statement of profit and loss.

The fair value of financial assets in this category are determined by reference to active market transactions or using a valuation technique where no active market exists.

The loss allowance at each reporting period is evaluated based on the expected credit losses for next 12 months and credit risk exposure. The Company shall also measure the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. The loss allowance shall be recognized in other comprehensive income and shall not reduce the carrying amount of the financial asset in the balance sheet.

(iii) Financial assets at Fair Value Through Profit or Loss (FVTPL) : Financial assets at FVTPL include financial assets that are designated at FVTPL upon initial recognition and financial assets that are not measured at amortized cost or at fair value through other comprehensive income. All derivative financial instruments fall into this category, except for those designated and effective as hedging instruments, for which the hedge accounting requirements apply. Assets in this category are measured at fair value with gains or losses recognized in statement of profit and loss. The fair value of financial assets in this category are determined by reference to active market transactions or using a valuation technique where no active market exists.

The loss allowance at each reporting period is evaluated based on the expected credit losses for next 12 months and credit risk exposure. The Company shall also measure the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. The loss allowance shall be recognized in the statement of profit and loss.

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- (iv) Cash and cash equivalents comprise cash on hand and in banks and demand deposits with banks which can be withdrawn at any time without prior notice or penalty on the principal.

For the purposes of the cash flow statement, cash and cash equivalents include cash on hand, in banks and demand deposits with banks, net of outstanding book overdrafts that are repayable on demand, and are considered part of the Company's cash management system.

- (v) *Financial liabilities at amortised cost:* Financial liabilities at amortised cost represented by trade and other payables are initially recognized at fair value, and subsequently carried at amortized cost using the effective interest method.

1.12 Fair value measurement

The Group measures financial instruments, such as, derivatives at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Group enters into certain derivative contracts such as interest rate swaps and currency swaps to hedge risks which are not designated as hedges. Such contracts are accounted for at fair value through profit or loss. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

1.13 Impairment

- (i) *Financial assets:* In accordance with Ind AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss. The Group follows 'simplified approach' for recognition of impairment loss allowance on trade receivable.

The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If in subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12 month ECL.

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Lifetime ECLs are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12 month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL impairment loss allowance (or reversal) recognised during the period is recognised as income/expense in the statement of profit and loss. This amount is reflected under the head other expenses in the statement of profit and loss. The balance sheet presentation for various financial instruments is described below:

Financial assets measured at amortised cost, contractual revenue receivable: ECL is presented as an allowance, i.e. as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write off criteria, the group does not reduce impairment allowance from the gross carrying amount.

- b) *Non-financial assets:* The Group assesses at each reporting date whether there is any objective evidence that a non financial asset or a group of non financial assets is impaired. If any such indication exists, the Group estimates the amount of impairment loss.

An impairment loss is calculated as the difference between an asset's carrying amount and the recoverable. Losses are recognised in the consolidated statement of profit and loss and reflected in an allowance account. When the Group considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, then the previously recognised impairment loss is reversed through consolidated statement of profit and loss.

The recoverable amount of an asset or cash-generating unit (as defined below) is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit").

1.14 Employee Benefit

The Group participates in various employee benefit plans. Post-employment benefits are classified as either defined contribution plans or defined benefit plans. Under a defined contribution plan, the Group's only obligation is to pay a fixed amount with no obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits. The related actuarial and investment risks fall on the employee. The expenditure for defined contribution plans is recognized as expense during the period when the employee provides service. Under a defined benefit plan, it is the Group's obligation to provide agreed benefits to the employees. The related actuarial and investment risks fall on the Group. The present value of the defined benefit obligations is calculated using the projected unit credit method.

The Group has the following employee benefit plans:

- (a) *Gratuity:* In accordance with the Payment of Gratuity Act, 1972, the Group provides for a lump sum payment to eligible employees, at retirement or termination of employment based on the last drawn salary and years of employment with the Group. The gratuity fund is managed by the Life Insurance Corporation of India (LIC). The Group's obligation in respect of the gratuity plan, which is a defined benefit plan, is provided for based on actuarial valuation using the projected unit credit method.

Actuarial gains or losses are recognized in other comprehensive income. Further, the profit or loss does not include an expected return on plan assets. Instead net interest recognized in profit or loss is calculated by applying the discount rate used to measure the defined benefit obligation to the net defined benefit liability or asset. The actual return on the plan assets above or below the discount rate is recognized as part of re-measurement of net defined liability or asset through other comprehensive income.

Remeasurements comprising of actuarial gains or losses and return on plan assets (excluding amounts included in net interest on the net defined benefit liability) are not reclassified to profit or loss in subsequent periods.

- (b) *Compensated absences:* The employees of the Group are entitled to compensated absences. The employees can carry forward a portion of the unutilised accumulating compensated absences and utilise it in future periods or receive cash at retirement or termination of employment. The Group records an obligation for compensated absences in the period in which the employee renders the services that increases this entitlement. The Group measures the expected cost of compensated absences as the additional amount that the Group expects to pay as a result of the unused entitlement that has accumulated at the end of the reporting period. The Group recognizes accumulated compensated absences based on actuarial valuation. Non-accumulating compensated absences are recognized in the period in which the absences occur. The Group recognizes actuarial gains and losses immediately in the consolidated statement of profit and loss.

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1.15 Provisions

Provisions :

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that is reasonably estimable, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Provision for onerous contracts:

The provision is recognised if, a contract in which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Contingent liabilities :

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation or it cannot be measured with sufficient reliability. The Company does not recognise a contingent liability but discloses its existence in the financial statements.

Contingent assets :

Contingent assets are neither recognised nor disclosed. However, when realisation of income is virtually certain, related asset is recognised.

1.16 Inventories

Inventories are valued at the lower of cost and net realisable value.

Cost of raw materials includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on first in, first out basis. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

1.17 Finance income and expense

Finance income consists of interest income on funds invested. Interest income is recognized as it accrues in the statement of profit and loss, using the effective interest method.

Finance expenses consist of interest expense on loans and borrowings. Borrowing costs are recognized in the statement of profit and loss using the effective interest method.

Foreign currency gains and losses are reported on a net basis.

1.18 Income tax

Income tax comprises current and deferred tax. Income tax expense is recognized in the statement of profit and loss except to the extent it relates to items directly recognized in equity or in other comprehensive income.

(a) *Current income tax*: Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for the period. The tax rates and tax laws used to compute the current tax amount are those that are enacted or substantively enacted by the reporting date and applicable for the period. The Group offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis or to realize the asset and liability simultaneously.

(b) *Deferred income tax*: Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in consolidated financial statements, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of the transaction.

Deferred income tax asset are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

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Deferred income tax liabilities are recognized for all taxable temporary differences.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

1.19 Earnings per share

Basic EPS is calculated by dividing the net profit or loss for the period attributable to the equity shareholders by the weighted average number of equity shares outstanding during the period.

Diluted EPS is computed by dividing the profit attributable to the equity shareholders (after adjusting for interest on the convertible preference shares, if any) by the weighted average number of equity shares considered for deriving basic EPS plus the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares into equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue that have changed the number of equity shares outstanding, without a corresponding change in resources.

1.20 Loss allowance for receivables and unbilled revenues

The company determines the allowance for credit losses based on historical loss experience adjusted to reflect current and estimated future economic conditions. The company considered current and anticipated future economic conditions relating to industries the company deals with. In calculating expected credit loss, the company has also considered credit reports and other related credit information for its customers to estimate the probability of default in future.

1.20 Rounding of amounts

All amounts disclosed in the consolidated financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

1.21 Leases

Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to Company's operations taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances. After considering current and future economic conditions, the company has concluded that no changes are required to lease period relating to the existing lease contracts.

The Company's lease asset classes primarily consist of leases for land, building and vehicles. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

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Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

1.22 Cash flow statement

Cash flows are reported using the indirect method, whereby profit/(loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future operating cash receipt or payments, and items of income or expenses associated with investing or financing cash flows. In the cash flow statement, cash and cash equivalents includes cash in hand, cheques on hand, balances with banks in current accounts and other short-term highly liquid investments with original maturities of 3 months or less, as applicable.

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CONSOLIDATED NOTES TO ACCOUNTS

2 Property, plant and equipments Previous year 2023-24

Rs. in lakhs

Particulars	Gross Block						Accumulated Depreciation				Net Block		
	As at 01 April 2023	Adjust- ments on derecog- nition of invest- ments	Additions during the year	Deletions during the year	Write off during the year	As at 31 March 2024	As at 01 April 2023	Adjust- ments on derecog- nition of invest- ments	Additions during the year	Deletions during the year	Impairment allowance	As at 31 March 2024	As at 31 March 2023
Tangible assets													
Freehold land	39,316	-	131	-	-	39,447	-	-	-	-	-	39,447	39,316
Buildings	10,311	-	19	2	-	10,329	2,318	-	235	1	-	7,777	7,993
Plant and machinery	26,399	(2)	242	651	-	25,988	20,308	0	1,748	350	-	4,282	6,091
Office equipments	1,094	(10)	80	10	-	1,154	900	1	75	11	-	964	194
Furnitures and fixtures	545	(5)	13	2	-	551	463	0	17	-	-	480	71
EDP Equipments	712	(4)	28	0	-	736	694	1	5	-	-	698	38
Vehicles	26,159	(1)	26	3,456	-	22,727	21,080	0	2,527	3,250	-	20,356	5,079
Port handling equipment	1,630	-	-	-	-	1,630	1,616	-	1	-	-	1,617	14
Total	1,06,166	(21)	539	4,122	-	1,02,562	47,379	2	4,608	3,612	-	48,373	58,787
Intangible assets													
Software	239	-	3	-	-	242	229	-	1	-	-	230	10
Licence fees	2,033	-	12	-	-	2,045	1,303	-	149	-	-	1,452	730
Total	2,272	-	15	-	-	2,287	1,532	-	150	-	-	1,682	740
Right of Use of Assets													
(Refer note 1.21)													
Building	-	-	-	-	-	-	-	-	-	-	-	-	-
Land	840	-	-	-	-	840	295	-	74	-	-	369	545
Vehicles	66	-	-	-	-	66	65	-	-	-	-	65	1
Total	906	-	-	-	-	906	360	-	74	-	-	434	546
Capital Work in Progress	2,050	-	1,020	-	-	3,070	2,050	-	-	-	-	2,050	-
Grand Total	1,11,394	(21)	1,574	4,122	-	1,08,825	51,321	2	4,832	3,612	-	52,540	60,073

CONSOLIDATED NOTES TO ACCOUNTS
2 Property, plant and equipments
Current year 2024-25
Rs. in lakhs

Particulars	Gross Block					Accumulated Depreciation					Net Block		
	As at 01 April 2024	Adjustments on derecognition of investments	Additions during the year	Deletions during the year	Write off during the year	As at 31 March 2025	As at 01 April 2024	Adjustments on derecognition of investments	Additions during the year	Deletions during the year	Impairment allowance	As at 31 March 2025	As at 31 March 2024
Tangible assets													
Freehold land	39,447	-	65	102	-	39,410	-	-	-	-	-	39,410	39,447
Buildings	10,329	-	204	262	-	10,271	2,552	-	212	249	-	7,756	7,777
Plant and machinery	25,988	-	1,698	2,961	-	24,724	21,706	-	1,469	2,773	-	4,321	4,282
Office equipments	1,154	-	335	8	-	1,481	964	-	117	7	-	407	190
Furnitures and fixtures	551	-	120	-	-	671	480	-	34	-	-	157	71
EDP Equipments	736	-	32	32	-	736	698	-	9	31	-	59	38
Vehicles	22,727	-	8	7,523	-	15,213	20,356	-	1,617	7,291	-	531	2,371
Port handling equipment	1,630	-	-	-	-	1,630	1,617	-	1	-	-	12	13
Leasehold Improvements	-	-	-	-	-	-	-	-	-	-	-	-	-
Total	1,02,562	-	2,462	10,888	-	94,137	48,373	-	3,460	10,350	-	41,483	54,189
Intangible assets													
Software	242	-	0	-	-	242	230	-	1	-	-	11	12
Licence fees	2,045	-	38	1,916	-	167	1,452	-	126	1,444	-	34	593
Total	2,287	-	38	1,916	-	409	1,682	-	126	1,444	-	45	604
Right of Use of Assets													
(Refer note 1.21)													
Building	-	-	-	-	-	-	-	-	-	-	-	-	-
Land	840	-	-	-	-	840	369	-	73	-	-	398	471
Vehicles	66	-	-	-	-	66	65	-	1	-	-	-	1
Plant & Machinery	-	-	6,748	-	-	6,748	-	112	-	-	112	6,636	-
Total	906	-	6,748	-	-	7,654	434	-	187	-	-	7,034	472
Capital Work in Progress	1,020	-	4,871	677	-	5,214	-	-	-	-	-	5,214	1,020
Grand Total	1,06,775	-	14,119	13,480	-	1,07,414	50,490	-	3,773	11,794	-	42,468	56,285

*Includes impairment allowance of Rs. 800 Lakhs

Note:

- (a) The security interest existing on effective date of the Financial Creditors of the holding company for securing the Financial Debt shall continue to secure the deferred Financial Creditor debt payment subject to the adjustment on account of outstanding receivable. However, any new assets created or value generated post the Effective Date will not be subject to any security in favour of the Financial creditors.
- Further, as per the approved resolution plan, with the payment of the Mandatory Dissenting Financial Creditors payment, upfront Financial Creditors debt payment and balance Financial Creditors debt assignment consideration to be paid to Financial creditors in a manner as set out in this Resolution Plan, the signed charge modification forms shall be provided by the financial creditors and by the security trustees / security agents / of the financial creditors of the corporate debtor for securing the deferred Financial Creditors payment.
- Property, plant and equipment amounting to Rs. 27,658 lakhs as at 31st March 2022 was pledged as security by the Company against the financing facilities availed from banks and financial institutions.

CONSOLIDATED NOTES TO ACCOUNTS
2 Property, plant and equipments & Intangible assets (continued)

- (b) The title deeds are in the names of erstwhile companies that merged with the Company under Section 391 to 394 of the Companies Act, 1956 pursuant to Schemes of Amalgamation as approved by the Hon'ble High Courts. Further there was a change in the name of the Holding Company from South India Corporation [Agencies] Limited to Sical Logistics Limited in February, 2006.

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Relevant Line Item in Balance Sheet	Description of Property	Gross carrying value (in Rs)	Held in name of	Whether promoter, director or their relative or employee	Reason for not being held in name of company, indicate if in dispute
Land and Building	Land and Building situated in Bye Pass Road, Avaniapuram Village, Madurai, Tamil Nadu	1,97,981	ACT India	No	The title deeds are in the names of erstwhile companies that merged with the Company under Section 391 to 394 of the Companies Act, 1956 pursuant to Schemes of Amalgamation as approved by the Hon'ble High Courts. Name Change has not been effected in the books of the registering authority.
Land and Building	Land and Building situated in Bye Pass Road, Meelavittan, Tuticorin, Tamilnadu	4,18,19,067	ACT India	No	The title deeds are in the names of erstwhile companies that merged with the Company under Section 391 to 394 of the Companies Act, 1956 pursuant to Schemes of Amalgamation as approved by the Hon'ble High Courts. Name Change has not been effected in the books of the registering authority.
Building	Building situated in Kottapattu, Trichy, Tamil Nadu	3,03,149	ACT India	No	The title deeds are in the names of erstwhile companies that merged with the Company under Section 391 to 394 of the Companies Act, 1956 pursuant to Schemes of Amalgamation as approved by the Hon'ble High Courts. Name Change has not been effected in the books of the registering authority.
Land	Land situated in Thattankulam Road, Madhavaram, Chennai, Tamil Nadu	27,38,569	ACT India	No	The title deeds are in the names of erstwhile companies that merged with the Company under Section 391 to 394 of the Companies Act, 1956 pursuant to Schemes of Amalgamation as approved by the Hon'ble High Courts. Name Change has not been effected in the books of the registering authority.
Land	Land situated in Palapathi Village, Mangulam Revenue, Arupukottai Taluk Virudhu Nagar, Kariapattu, Tamil Nadu	1,50,13,660	ACT India	No	The title deeds are in the names of erstwhile companies that merged with the Company under Section 391 to 394 of the Companies Act, 1956 pursuant to Schemes of Amalgamation as approved by the Hon'ble High Courts. Name Change has not been effected in the books of the registering authority.
Land	Land situated in G N T Road, Ponnamman Medu, Madhavaram, Chennai	1,38,00,103	ACT India	No	The title deeds are in the names of erstwhile companies that merged with the Company under Section 391 to 394 of the Companies Act, 1956 pursuant to Schemes of Amalgamation as approved by the Hon'ble High Courts. Name Change has not been effected in the books of the registering authority.

SICAL LOGISTICS LIMITED
CONSOLIDATED NOTES TO ACCOUNTS

Relevant Line Item in Balance Sheet	Description of Property	Gross carrying value (in Rs)	Held in name of	Whether promoter, director or their relative or employee	Reason for not being held in name of company, indicate if in dispute
Building	Building situated in 2nd Floor, No.73, South India House, Armenian Street, Chennai, Tamil Nadu	4,38,000	South India Steel and Sugars Ltd	No	The title deeds are in the names of erstwhile companies that merged with the Company under Section 391 to 394 of the Companies Act, 1956 pursuant to Schemes of Amalgamation as approved by the Hon'ble High Courts. Name Change has not been effected in the books of the registering authority.
Land	Land situated in Satharai and Keelacheri, Thiruvallur, Tamil Nadu	2,83,33,521	Tube Suppliers Ltd	No	There was a change in the name of the Company from Tube Suppliers Ltd to VRW Industries Ltd and was further merged with Tubes and Malleables Ltd. Name Change has not been effected in the books of the registering authority.
Building	Building situated in 1 st Floor, No. 73, South India House, Armenian Street, Chennai, Tamil Nadu	55,93,101	Tubes and Malleables	No	The title deeds are in the names of erstwhile companies that merged with the Company under Section 391 to 394 of the Companies Act, 1956 pursuant to Schemes of Amalgamation as approved by the Hon'ble High Courts. Name Change has not been effected in the books of the registering authority.
Building	Building situated in Ground Floor, No.73, South India House, Armenian Street, Chennai, Tamil Nadu	31,55,774	South India Corporation (A) Ltd	No	There was a change in the name of the Company from South India Corporation [Agencies] Limited to Sical Logistics Limited in February, 2006. Name Change has not been effected in the books of the registering authority.
Building	Building situated in No.47, Rajaji Salai, Chennai, Tamil Nadu	1,68,19,941	South India Corporation (A) Ltd	No	There was a change in the name of the Company from South India Corporation [Agencies] Limited to Sical Logistics Limited in February, 2006. Name Change has not been effected in the books of the registering authority.
Building	Building situated in SIR R.N.M House, No.6,3-B, 3 rd Floor, Lal Bazaar Street, Kolkata, West Bengal	11,66,438	South India Corporation (A) Ltd	No	There was a change in the name of the Company from South India Corporation [Agencies] Limited to Sical Logistics Limited in February, 2006. Name Change has not been effected in the books of the registering authority.
Building	Building situated in Flat No. 8,3 rd Floor, No. 5, Tara Road, Kolkata, West Bengal	1,04,000	South India Corporation (A) Ltd	No	There was a change in the name of the Company from South India Corporation [Agencies] Limited to Sical Logistics Limited in February, 2006. Name Change has not been effected in the books of the registering authority.
Building	Building situated in Flat No. 305A and 305B, Jayant Apartment, Opp Air Cargo Complex Sahar Mumbai, Maharashtra	7,36,938	South India Corporation (A) Ltd	No	There was a change in the name of the Company from South India Corporation [Agencies] Limited to Sical Logistics Limited in February, 2006. Name Change has not been effected in the books of the registering authority.

SICAL LOGISTICS LIMITED

CONSOLIDATED NOTES TO ACCOUNTS

Relevant Line Item in Balance Sheet	Description of Property	Gross carrying value (in Rs)	Held in name of	Whether promoter, director or their relative or employee	Reason for not being held in name of company, indicate if in dispute
Building	Building situated in Flat No.612, 6 th Floor, Tower-B, Plot No. 46/55, Road No.304, Vashi Village, Thane District, Mumbai, Maharashtra	15,56,250	South India Corporation (A) Ltd	No	There was a change in the name of the Company from South India Corporation [Agencies] Limited to Sical Logistics Limited in February, 2006. Name Change has not been effected in the books of the registering authority.
Building	Building situated in Rajgir Chambers, 2 nd Floor, 11-15, 12/14, Shahid Bhagat Singh Road, Fort Mumbai, Maharashtra	3,17,500	Sical India Corporation (A) Ltd	No	There was a change in the name of the Company from South India Corporation [Agencies] Limited to Sical Logistics Limited in February, 2006. Name Change has not been effected in the books of the registering authority.
Building	Building situated in Marine Tower-1, Rajavari Street, Vishakapatnam	4,21,635	South India Corporation (A) Ltd	No	There was a change in the name of the Company from South India Corporation [Agencies] Limited to Sical Logistics Limited in February, 2006. Name Change has not been effected in the books of the registering authority.

SICAL MULTIMODAL AND RAIL TRANSPORT LIMITED

Relevant Line Item in the Balance Sheet	Description of Property	Gross carrying value	Held in the name	Whether promoter, director or their relative or employee	Reason for not being held in name of company, indicate if in dispute
PPE-Land	Land situated at No.144, Vallur Village, Ponneri Taluk, Chengalpattu	Rs. 11,129 Lakhs	MAC-CWT Distripark Ltd	No	By virtue of merger order, the property of Sical CWT Distriparks Ltd becomes that of the transferee company (SMART). The same is not effected in the books of the registering authority. The applications are to be preferred by the Company before the registering authority providing documentary evidence for effecting the name change.authority. This is to be preferred by the company.

SICAL LOGISTICS LIMITED

CONSOLIDATED NOTES TO ACCOUNTS

SICAL BANGALORE LOGISTICS PARK LIMITED

Relevant Line Item in the Balance Sheet	Description of Property	Gross carrying value (Rs.)	Held in the name of	Whether promoter, director or their relative or employee	Reason for not being held in name of company
PPE-Land	Land held in Devangoonthi	28,52,85,000	Sical Multimodal and Rail Transport Limited (SMART)	No	By virtue of Demerger, the land held by SMART becomes that of the transferee company (SBLPL). The relevant stamp duty charges has been paid by the company for Amalgamation/Reconstruction/ Demerger of companies [Article No. 20(4)] of Karnatka Stamp Act.

- (c) The Group Companies does not hold any benami properties and therefore there are no proceedings that has been initiated or pending against the Company under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988).
- (d) The Group does not have any intangibles under development as at the 31 March 2025 and 31 March 2024 and hence, disclosures w.r.to the ageing of such assets are not applicable.
- (e) Sical Logistics Limited during the year has taken equipments on 5 years lease and the discounted cash outflows have been treated as Right of use asset in the current year.

2 f) Capital work in progress

i) Ageing schedule

Rs. In Lakhs

	As at 31 March 2025					As at 31 March 2024				
	Amount for a period of					Amount for a period of				
Capital Work in Progress	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	4,472	742	-	-	5,214	1,020	-	-	-	1,020
Projects temporarily suspended	-	-	-	-	-	-	-	-	-	-

The are no projects for which estimated date of completion in overdue.

3 Financial Assets

3.1 Investments

Rs. In Lakhs

	As at 31 March 2025	As at 31 March 2024
Investments in equity instruments		
Joint Ventures (unquoted)		
- Sical Sattva Rail Terminal Private Limited- 17,25,000 Shares (PY - 17,25,000 Shares) of Rs. 10/- each fully paid up	72	57
Investments in equity investments of other companies (fully paid-up) (Unquoted)		
- Develecto Mining Limited - 5,100 Shares (PY - 5,100 shares) of Rs. 10/- each fully paid up	1	1
- Saraswat Bank -Shares (Face value of Rs 100 each)	-	-
	73	58
Aggregate value of unquoted investments	73	58

The Group has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.

CONSOLIDATED NOTES TO ACCOUNTS

The Group has derecognised the investments in these entities on the effective date pursuant to the approved resolution plan. These investments must be transferred to the trust formed by the Resolution Professional for the purpose of managing these entities. As at the balance sheet date the trust was not formed due to administrative reasons and hence the regulatory procedures w.r.to transfer of these entities were not completed. The Group is bound to pay INR 100 lakhs for formation and maintenance of the trust. Also, refer note 14.

Develecto Mining Ltd (DML) ceased to be a subsidiary of the company with effect from 19th September 2023 pursuant to an agreement among the shareholders of DML, basis which Sical Logistics Limited has relinquished its rights in further issue of shares by DML. Also, refer note 30.

The Unaudited Financial Statements of "Sical Sattva Rail Terminal Pvt. Ltd." has not been prepared in accordance with the Indian Accounting Standards (Ind AS).

3.2 Other non current financial assets

Rs. In Lakhs

	As at 31 March 2025	As at 31 March 2024
Carried at amortised cost		
<i>Unsecured, considered good</i>		
Security deposits	1,131	766
Receivables-credit impaired		
Margin Money deposit*	59	59
Security deposits	447	459
Less: Allowances for credit losses	(506)	(518)
	1,131	766

*Given as security for financing facility availed by the Company.

4 Other non-current assets

Rs. In Lakhs

	As at 31 March 2025	As at 31 March 2024
<i>Unsecured, considered good</i>		
Other advances		
Other advances		
- Capital advances	1,362	155
- Balance with Government Authorities	12	-
Receivables - credit impaired		
- Capital advances	168	168
- Other advances	1,580	1,580
Less: Allowances for credit losses	(1,748)	(1,748)
	1,374	155

CONSOLIDATED NOTES TO ACCOUNTS
5 A) Deferred tax Liabilities (net)

Rs. In Lakhs

	As at 31 March 2025	As at 31 March 2024
Deferred tax liability		
Excess of depreciation allowed under Income Tax Act, 1961 over depreciation as per books	(5,955)	(6,768)
Deferred tax assets	-	-
Leases	156	155
Unabsorbed losses	(6,267)	(5,207)
Expenditure covered under 43 B of Income-tax Act, 1961	(944)	(54)
Provision for doubtful trade receivables	(4,952)	(5,001)
Provision for Gratuity	-	15
Net Deferred Tax Asset	(17,963)	(16,860)
Not recognised in the Financial Statement*	13,650	12,686
Net Deferred Tax Asset	(4,313)	(4,174)
Minimum Alternate Tax credit entitlement		
(i) Considered good	587	248
(ii) Considered doubtful	3,290	3,290
Less: Allowances for impairment*	(3,290)	(3,290)
	(3,726)	(3,926)

B) Deferred tax Assets (net)
Deferred tax assets

Excess of depreciation allowed under Income Tax Act, 1961 over depreciation as per books	29	-
Provision for Gratuity	22	-
	51	-

*Sical Logistics Limited has provided for the deferred tax asset (including MAT credit entitlement) as it is not probable that the taxable profit will be available for utilizing the unused tax losses and temporary differences. The holding company has neither recognised deferred tax expense nor income in the statement of profit and loss and other comprehensive income for the year ended 31 March 2025 & 31 March 2024.

Current assets
6 Inventories

Rs. In Lakhs

	As at 31 March 2025	As at 31 March 2024
Stores and spares	23	23
Diesel/Loose tools	164	164
Less: Allowances for impairment	(187)	(187)
	-	-

The value of inventories were neither written down in the current year nor previous years. Further, provisions are made based on the expected value in use of these inventories.

CONSOLIDATED NOTES TO ACCOUNTS
7 Financial Assets
7.1 Trade receivables

Rs. In Lakhs

	As at 31 March 2025	As at 31 March 2024
Unsecured, considered good		
Trade Receivables	5,408	4,141
Unbilled receivables	1,805	265
Trade receivable - Credit impaired	18,494	18,572
Unbilled Receivables- credit impaired	2,858	2,858
Less: Allowances for expected credit losses	(21,352)	(21,430)
	7,213	4,406

*Refer note 27 for the amount receivable from the related parties.

As at 31 March 2025

Rs in lakhs

Particulars	Unbilled receivables	Outstanding for following periods from due date of payment					
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	1,805	4,343	417	631	9	8	7,213
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	2,858	57	205	224	1,413	8,476	13,233
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	8,119	8,119

As at 31 March 2024

Rs. In Lakhs

Particulars	Unbilled receivables	Outstanding for following periods from due date of payment					
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	265	3,023	863	147	80	28	4,406
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	2,858	-	-	1,332	1,079	8,041	13,310
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	19	8,101	8,120

SICAL LOGISTICS LIMITED

CONSOLIDATED NOTES TO ACCOUNTS

No trade or other receivables are due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade receivables or other receivables are due from firms or private companies in which any director is a partner, director or a member.

Customer credit risk is managed based on the Company's established policy, procedures and control relating to customer credit risk management, pursuant to which outstanding customer receivables are regularly monitored by the management. Outstanding customer receivables are regularly monitored by the management to ensure the risk of credit loss is minimal. Credit quality of a customer is assessed based on historical information in relation to pattern of collections, defaults and credit worthiness of the customer.

Movement in expected credit loss

Rs. In Lakhs

	As at 31 March 2025	As at 31 March 2024
Balance at beginning of the year	21,430	21,260
Additions during the year, net	503	170
Utilised during the year	(581)	-
Balance at end of the year	21,352	21,430

7.2 Cash and bank balances

Rs. In Lakhs

	As at 31 March 2025	As at 31 March 2024
Cash and cash equivalents		
Cash on hand	2	5
Balances with Banks (of the nature of cash and cash equivalents)		
- in current accounts*	4,646	2,343
Less: Allowances for doubtful recovery	(35)	(35)
Deposits with original maturity less than 3 months*	53	7,040
	4,666	9,353

*A bank account with balance of Rs. 3,227 lakhs as at 31 March 2025 has been earmarked for the purpose of disbursement of funds to the creditors of the Company as per the resolution order. The same is controlled and operated by the erstwhile Resolution Professional.

Rs. In Lakhs

	As at 31 March 2025	As at 31 March 2024
Other bank balances^		
Current		
Other bank balances in fixed/margin money deposit accounts #		
- in fixed/margin money deposit accounts with maturity less than 12 months from balance sheet date	4,550	3,143
Less: Allowances for doubtful recovery*	(565)	(565)
	3,985	2,578
Non-current		
- in fixed/margin money deposit accounts with maturity more than 12 months	317	306
	317	306

Note: Fixed deposits with original maturity period of less than 3 months are classified as "Cash and cash equivalents" and fixed deposits with original maturity period of greater than 3 months, but with a maturity date of less than 12 months from balance sheet date are classified as "Other bank balances." These margin money deposits are given as lien to obtain bank guarantees. These bank guarantees are issued to customers as collateral for execution of contracts.

CONSOLIDATED NOTES TO ACCOUNTS

Includes INR 1,250.69 lakhs held in Bank of Baroda which is earmarked for payment to financial creditors as per the resolution plan and operated by the erstwhile resolution professional.

* An amount of INR 565 Lakhs has been recovered from the Margin Money held in current account by IndusInd Bank towards the loan repayment post commencement of CIRP. The erstwhile Resolution Professional was of the opinion that the said recovery is in violation of the provisions of the Insolvency and Bankruptcy Code ("Code") as no debits can be made from the current accounts of the Corporate Debtor without express authorisation of Interim Resolution Professional / Resolution Professional and all liabilities as at CIRP commencement date has to be claimed by the Financial creditor as per provisions of the code. Necessary steps are being taken for reversal of the said amounts recovered by IndusInd Bank to the current account of the Company.

7.3 Other current financial assets

Rs. In Lakhs

	As at 31 March 2025	As at 31 March 2024
Carried at amortised cost		
Interest accrued on fixed deposits	44	15
<i>Unsecured, considered good</i>		
- Interest receivable from related party	-	55
- security deposits	168	168
- staff advances	7	9
Credit impaired		
- security deposits	780	780
- advances to other parties (net)	3,015	3,015
- staff advances	65	65
Less: Allowances for expected credit loss	(3,860)	(3,860)
	219	247

8 Current Tax Assets (Net)

Rs. In Lakhs

	As at 31 March 2025	As at 31 March 2024
Advance income tax, net of provision for tax	283	598
	283	598

9 Other current assets

Rs. In Lakhs

	As at 31 March 2025	As at 31 March 2024
<i>Unsecured, considered good, unless otherwise stated</i>		
Other advances		
- prepaid expenses	285	255
- advances for supply of goods and rendering of services	430	767
- statutory advances	53	-
- balance with Government Authorities		
(i) Considered good	265	329
(ii) Considered doubtful	415	415
Less: Allowances for doubtful balances	(415)	(415)
Other Receivables		
(i) Considered good	-	-
(ii) Considered doubtful	987	1,954
Less: Allowances for credit losses	(987)	(1,954)
	1,033	1,352

SICAL LOGISTICS LIMITED

CONSOLIDATED NOTES TO ACCOUNTS

10 Share capital

Particulars	Authorised			Issued		Subscribed		Paid-up	
	Number of share	Face value	Total value (Rs. In Lakhs)	Number of share	Total value (Rs. In Lakhs)	Number of share	Total value (Rs. In Lakhs)	Number of share	Total value (Rs. In Lakhs)
Current Year 2024-25									
Equity Shares		10							
Opening balance as on 1 Apr 2024	7,00,00,000		7,000	6,52,49,080	6,525	6,52,49,080	6,525	6,52,49,080	6,525
Decrease during the year									
Increase during the year	1,00,00,000		1,000						
Closing balance as on 31 Mar 2025	8,00,00,000		8,000	6,52,49,080	6,525	6,52,49,080	6,525	6,52,49,080	6,525
Preference shares									
Opening balance as on 1 Apr 2024	15,00,00,000		15,000	-	-	-	-	-	-
Increase during the year									
Closing balance as on 31 Mar 2025	15,00,00,000		15,000	-	-	-	-	-	-
Equity shares forfeited									
Opening balance as on 1 Apr 2024	-		-	-	-	-	-	-	-
Decrease during the year	-		-	-	-	-	-	-	-
Closing balance as on 31 Mar 2025	-		-	-	-	-	-	-	-
Total			23,000		6,525		6,525		6,525
Previous Year 2023-24									
Equity Shares		10							
Opening balance as on 1 Apr 2023	7,00,00,000		7,000	5,85,60,602	5,856	5,85,56,362	5,856	5,85,20,264	5,852
Decrease during the year				(5,52,98,148)	(5,889)	(5,52,93,908)	(5,529)	(5,52,57,810)	(5,526)
Increase during the year				6,19,86,626	6,199	6,19,86,626	6,199	6,19,86,626	6,199
Closing balance as on 31 Mar 2024	7,00,00,000		7,000	6,52,49,080	6,525	6,52,49,080	6,525	6,52,49,080	6,525
Preference shares									
Opening balance as on 1 Apr 2023	15,00,00,000		15,000	-	-	-	-	-	-
Increase during the year									
Closing balance as on 31 Mar 2024	15,00,00,000	1	5,000	-	-	-	-	-	-
Equity shares forfeited									
Opening balance as on 1 Apr 2023	-		-	-	-	-	-	-	2
Decrease during the year	-		-	-	-	-	-	-	(2)
Closing balance as on 31 Mar 2024	-		-	-	-	-	-	-	-
Total			22,000		6,525		6,525		6,525

During the year ended 31 March 2023, the issued, subscribed and paid-up equity share capital of the Company that existed before effective date has been increased from Rs.58,52,02,640 divided into 5,85,20,264 equity shares of Rs.10/- each to Rs.65,24,90,800 divided into 6,52,49,080 equity shares of Rs.10/- each. The Paid up capital of the Company after implementation of all the Corporate actions, during the year ended 31st March 2023, as per the approved Resolution plan for the Company is Rs.65,24,90,800/- (Comprising of 6,52,49,080 Equity shares of Rs.10/-each).

As per Clause 18 of the Order of the Honourable NCLT, Chennai Bench, provides for Complete extinguishment of the erstwhile promoters shareholdings, reduction and reconstitution of the share capital of the shares held by the public to remain at 5% of the post-paid up share capital of the Company after allotting shares to the successful Resolution Applicant which shall be at 95%. Accordingly, after obtaining the in-principle approval from the stock exchanges, on 26th February, 2023, the shares of the erstwhile promoters were cancelled, the reduced shares at the ratio of 1 for every 15 share held by the public were allotted with fresh distinctive numbers amounting to Rs. 32,62,454 being 5% of the paid-up capital and 6,19,86,626 shares to the successful resolution applicant being 95% of the paid-up share capital of the Company.

The shares allotted to the successful resolution applicant was at a price of Rs.287.57 per share.

There was a capital reduction effected during the year ended 31 March 2023 in addition to issue of fresh shares to the Resolution applicant as per the approved Resolution Plan.

CONSOLIDATED NOTES TO ACCOUNTS

Note 10 Share capital (contd.)

(i) **The rights, preferences and restrictions attaching to each class of shares including restrictions on the distribution of dividends and the repayment of capital:**

The Holding Company has one class of equity shares having a par value of Rs 10 per share. Each shareholder is eligible for one vote per share held. The dividend, if any, proposed by the Board of Directors shall be subject to the approval of the Shareholders at the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts if any, in proportion to their shareholding.

(ii) **Details of shares held by the holding company:**

Particulars	Equity shares with voting rights
	Number of shares
As at 31 March 2024	
Pristine Malwa Logistics Park Private Limited (Holding and Promoter Company)	61,198,686
As at 31 March 2025	
Pristine Malwa Logistics Park Private Limited (Holding and Promoter Company)	58,724,172

(iii) **Details of shares held by each shareholder holding more than 5% shares:**

Class of shares / Name of shareholder	As at 31 March 2025			As at 31 March 2024		
	Number of shares held	% holding in that class of shares	% Change	Number of shares held	% holding in that class of shares	% Change
Equity shares with voting rights						
Pristine Malwa Logistics Park Private Limited	5,87,24,172	90.00%	4.04%	6,11,98,686	93.79%	1.21%

During the year, Pristine Malwa Logistics Park Private Limited (Promoter) sold 24,74,514 equity shares of face value Rs. 10/- each of the company (representing 3.79% of the total issued and paid-up share capital of the company) in accordance with the comprehensive guidelines on Offer for Sale of shares through the stock exchange mechanism issued by the Securities and Exchange Board of India and the applicable notices and circulars issued by the stock exchanges, for achieving the minimum public shareholding requirements. With the sale of 24,74,514 equity shares by the promoter, the shareholding of the promoter and promoter group in the company has reduced to 90% from 93.79% of the total issued and paid-up share capital of the Company thereby achieving the minimum public shareholding to 10% as mandated under Rule 19A (5) of the Securities Contracts (Regulations) Rules, 1957 as amended, read with Regulation 38 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended.

(iv) **Details of forfeited shares**

Class of shares	As at 31 March 2025		As at 31 March 2024	
	Number of shares	Amount originally paid up(Rs)	Number of shares	Amount originally paid up(Rs)
Equity shares with voting rights	-	-	-	-

(v) The Company has not allotted any fully paid up equity shares by way of bonus shares nor has bought back any class of equity shares during the period of five years immediately preceding the balance sheet date nor has issued shares for consideration other than cash except for allotment of shares to the resolution applicant as detailed in note 37.

(vi) There are no shares for which calls remain unpaid.

(vii) Capital management policies and procedures

The Group's capital management objectives are:

- to safeguard the Group's ability to continue as a going concern, and continue to provide optimum returns to the shareholders and all other stakeholders by building a strong capital base.
- to maintain an optimum capital structure to reduce the cost of capital

CONSOLIDATED NOTES TO ACCOUNTS

In order to maintain or adjust the capital structure, the Group may adjust the return capital to shareholders, issue new shares, or sell investments / other assets to reduce debt.

For the purpose of the Group's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders plus its borrowings and cash credit facility, if any, less cash and cash equivalents as presented on the face of the balance sheet. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. The amounts managed as capital by the Group for the reporting years are summarized as follows:

		As at 31 March 2025	As at 31 March 2024
Borrowings		53,159	49,697
Cash and bank balances		8,968	12,237
Net debt	(A)	44,191	37,460
Total equity	(B)	12,963	15,556
Overall financing	(A+B)	57,154	53,016
Gearing ratio	(A/(A+B))	77%	71%

During the current year, the Group has obtained additional borrowings from banks and related parties to expand the its operations and finance working capital requirements.

10.1 Other Equity
Rs. In Lakhs

Particulars	Other reserves				Foreign Currency Translation Reserve	Retained earnings	Other items of Other Compre- hensive Income	Equity attributable to owners of the company	Non- controlling interests
	Securities Premium	Debenture redemption reserve	General reserve	Capital reserve					
Balance as at 1 April 2023	1,90,459	3,000	3,294	1,555	271	(1,99,810)	58	(1,173)	10,885
Increase/ (decrease) due to :									
- Total Comprehensive Income for the year	-	-	-	-	-	(2,465)	(17)	(2,482)	(364)
- Transferred from Debenture Redemption Reserve (DRR)*	-	(3,000)	3,000	-	-	-	-	-	-
- Increase due to loss of control in loss making subsidiary	-	-	-	-	-	-	-	-	2,184
- On acquisition of minority interest in subsidiary	-	-	-	-	-	2	-	2	(21)
Balance as on 31 March 2024	1,90,459	-	6,294	1,555	271	(2,02,274)	41	(3,653)	12,684
Balance as at 1 April 2024	1,90,459	-	6,294	1,555	271	(2,02,274)	41	(3,653)	12,684
Increase/ (decrease) due to :	-								
- Total Comprehensive Income for the year	-	-	-	-	-	(3,349)	-	(3,349)	756
Balance as on 31 Mar 2025	1,90,459	-	6,294	1,555	271	(2,05,623)	41	(7,002)	13,440

* The Holding Company has issued redeemable non-convertible debentures during the year 2016. Accordingly, the Companies (Share capital and Debentures) Rules, 2014 (as amended), require the Holding Company to create DRR out of profits of the company available for payment of dividend. DRR is required to be created for an amount which is equal to 25% of the value of debentures issued over the life of debentures.

DRR to the tune of Rs. 2,500 lakh, being 25% of the NCDs, have been created as of 31 March 2018, no additional DRR has been created during the financial year FY 2018-19, 2019-20, 2020-21 & 2021-22. The NCDs were due for redemption on 25 Jun 2021. However, since the Holding company could not service the semiannual interest due on Dec-19, Jun-20 and Dec-20, the sole debenture holder IDFC Bank Ltd. had made a call option to pay the entire outstanding amount alongwith interest. CIRP was initiated by the Hon'ble NCLT Chennai Bench and accordingly the debenture holders preferred a claim before the IRP/RPAs per the IBC Regulations.

CONSOLIDATED NOTES TO ACCOUNTS

The debenture redemption reserve, pertaining to the holding company, existing as at the beginning of the previous financial year has been transferred to the retained earnings during the previous year as the underlying liability towards debentures is replaced by the liability towards financial creditors as determined under the approved resolution plan.

The Subsidiary Company viz. Sical Multimodal and Rail Transport Ltd., has issued redeemable non-convertible debentures. According to the Companies (Share capital and Debentures) Rules, 2014 (as amended), which requires the Company to create DRR out of profits of the company available for payment of dividend. DRR is required to be created for an amount which is equal to 25% of the value of debentures issued over the life of debentures. As the debentures were repaid during the previous year, the reserve has been transferred to the retained earnings.

- (a) Securities premium comprises of the amount of share issue price received over and above the face value of Rs. 10 each.
- (b) General reserve represents an appropriation of profits by the Holding Company.
- (c) Represents remeasurement of defined benefit liability which comprises of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit.
- (d) Retained earnings represents the amounts of accumulated earnings/losses of the Company.
- (e) Other items of OCI includes actuarial gain / loss for remeasurements of defined benefit plan as provided in the actuarial valuation report.

Non-current liabilities

11 Financial Liabilities

Rs. In Lakhs

	As at 31 March 2025	As at 31 March 2024
11.1 Borrowings		
Secured		
Term loans		
- from banks and financial institutions as per approved resolution plan	26,078	38,206
- from banks (other than those mentioned above)	6,238	4,301
Unsecured		
Loans from related parties	18,430	4,730
	50,746	47,237
Current maturities of long-term debt		
Current portion of the long-term debt	(26,994)	(16,003)
	(26,994)	(16,003)
Non-current maturities of long-term debt		
from banks	23,752	31,234
	23,752	31,234

Notes:

- [a] The Holding Company has not serviced debt on due dates to the banks and financial institutions and consequently the Company was classified as wilful defaulter by all the banks and financial institutions. The Corporate insolvency resolution process commenced consequent to the order of Hon'ble NCLT Chennai Bench and IRP/RP was appointed in terms of the orders. All the financial creditors made the claim with IRP/RP. Hence all the loans were classified as current liability in the previous year.
- [b] Based on the public announcement made for commencement of CIRP, various creditors filed claims (including interest on delayed payment, penalty etc.) on the holding Company. These claims were submitted by financial and operational creditors (including past and present employees). As per the resolution order, the claims verified/submitted during this CIRP period were settled in accordance with the provisions of the Code.

CONSOLIDATED NOTES TO ACCOUNTS

- [c] Interest on borrowings are provided till the CIRP initiation date i.e. 10th March 2021 for the period ended 31st March 2021 as all liabilities prior to CIRP initiation date are frozen as at CIRP commencement date and has been dealt with in accordance with the approved Resolution Plan.
- [d] As per the approved resolution plan, revised agreement for final settled amount along with security details are yet to be signed with each of the financial creditors and hence, the security details of these borrowings are not disclosed in the financial statements. Further, the modification to charges is yet to be completed with Registrar of Companies as detailed in note 2(a).
- [e] As per the approved resolution plan, the restructured financial creditors balances are to be paid as per the below schedule:

S.No.	Period	Amount (in Rs. lakhs)	Instalments	Status
1	Upfront Financial creditor debt payment - Effective Date + 30 days	5,432	Single payment	Complied through timely deposit of necessary funds
2	Deferred Financial creditor debt payment - Effective Date + 2 years	10,500	Single payment	
3	Deferred Financial creditor debt payment - Effective Date + 2 years and 6 months	22,600	Single payment	Not yet due

In addition to the above, the surplus cash balance of Rs. 4,101 lakhs is to be paid to the financial creditors along with the upfront debt payment mentioned in point 1 of above table.

- [f] The upfront disbursement of the funds to the financial creditors were not made in full as at 31 March 2023 as one of the lenders viz RBL Bank Ltd has filed an Interim Application before the Honourable NCLT, Chennai Bench for staying the disbursement process due to disagreement in the manner of settlement. Honourable NCLT, decided in favour of the Monitoring Committee's manner of disbursement which has been further appealed by RBL Bank as at 31 March 2024.

Also, as per the approved resolution plan, revised agreement for final settled amount are yet to be signed with each of the financial creditors and the modification to charges is yet to be completed with Registrar of Companies. However, the Company has deposited the required amount as per the approved resolution plan in the bank account that is earmarked and operated by the ex-Committee of Creditors and ex-Resolution Professional for the purpose of remittance to financial creditors till 31 March 2024.

Further, the Company has also deposited, during the year ended 31st March 2025, a principal amount of Rs. 105 Crores in the bank account earmarked for the purpose of settlement to the financial creditors as per the approved resolution plan.

Interest on borrowings are duly accrued under finance costs in accordance with the approved resolution plan and the interest has been remitted to the financial creditors during the year amounting to Rs. 27.55 crores as required by the approved resolution plan.

- [g] The ex-Committee of Creditors and ex-Resolution Professional have disbursed Rs. 12,127 lakhs during the year to the financial creditors against the liability as per the approved resolution plan.
- [h] Interest to all the financial creditors shall be paid at the rate of 8% p.a. on the deferred payout with a moratorium of 1 year from the effective date.
- [i] The Company has duly registered all the creation and satisfaction of the charges with the Registrar of Companies on or before the prescribed time limit. However, due to reasons mentioned in point (f) above the modification to charges as detailed in point 3(a) is yet to be completed.
- [j] Loan from related party represents loan from Holding company & other group entities at an interest rate of 12.5%. Also, refer note 27.

(i) HDFC Bank:

- The Company has obtained Term loan with sanctioned limit of :

- Rs 1,000 Lakhs for take over of loan from RBL Bank Limited and balance as at 31 March 2025 is Rs.788 lakhs.
- Rs 3,500 Lakhs for development of Chennai ICD disclosed under CWIP & Rs 1,500 Lakhs additional facility for development of Chennai ICD disclosed under CWIP and balance outstanding as at 31 March 2025 is Rs. 4,869 lakhs.

CONSOLIDATED NOTES TO ACCOUNTS

- c) Rs. 741 lakhs for purchase of equipments and balance as at 31 March 2025 is Rs. 581 lakhs.
- The same is secured by:
- (a) Primary security - Container Freight Station operating at no. 144 Ponneri High road, vallur revenue village, NCTPS, Chennai- 600 120.
- (b) Unconditional & irrecoverable Corporate Guarantee of Sical Logistics Limited.
- (c) Equipment loans are secured by the assets purchased out of the borrowed funds.
- Terms of repayment:
- a) Sanction limit for Rs 1,000 Lakhs loan repayable on balance tenor in RBL bank i.e., equated monthly installments for 4 years &
- b) Sanction limit for Rs 3,500 Lakhs equated monthly installment for 8 years from the date of disbursement with 1 year moratorium &
- c) Sanction limit for Rs 1,500 Lakhs equated total door to door tenor of 8 years with 6 months moratorium.
- d) Equipment loans are repaid by equated monthly installment for 4 years.
- e) The year wise repayment schedule is as follows:

	Rs. In Lakhs	
	As at 31 March 2025	As at 31 March 2024
2032-33	107	-
2031-32	654	362
2030-31	837	447
2029-30	769	409
2028-29	872	554
2027-28	1,087	776
2026-27	998	709
2025-26	916	647
2024-25	-	398
	6,238	4,301

- Rate of interest:
- (a) For sanction limit of Rs 1,000 Lakhs & Rs 3,500 Lakhs have rate of interest - 9 % linked with 3 months of T bill and
- (b) For sanction limit of Rs 1,500 Lakhs have rate of interest - 9% (T-Bill - 6.60% p.a. + spread of 2.40% p.a. = 9% p.a.)
- (C) Equipment loans at 9.5% per annum.

11.2 Lease liabilities

	Rs. In Lakhs	
	As at 31 March 2025	As at 31 March 2024
Non-Current		
Lease liability	6,423	959
	6,423	959
Current		
Lease liability	1,198	69
	1,198	69

CONSOLIDATED NOTES TO ACCOUNTS
12 Provisions

Rs. In Lakhs

	As at 31 March 2025	As at 31 March 2024
Provision for employee benefits		
- Compensated advance	37	30
- Gratuity	90	82
	<u>127</u>	<u>112</u>

Current liabilities
13 Financial Liabilities

Rs. In Lakhs

	As at 31 March 2025	As at 31 March 2024
13.1 Borrowings		
Current maturities of long-term debt		
- Current portion of the long-term debt of the Holding company to banks and financial institutions as per approved resolution plan	26,078	15,605
- from banks (Other than those mentioned above)	916	398
Loans repayable on demand from banks		
Working capital loan		
- from banks	2,413	2,460
	<u>29,407</u>	<u>18,463</u>

Note:
(i) HDFC Bank

The working capital facility is secured by hypothecation of company entire current assets which including stocks, Consumable store spares including Book-debts, Bills, Outstanding monies, Receivables both present and future and movable fixed assets in a form and manner satisfactory to the bank. The interest rate as on 31 March 2025 is 8.75%.

(ii) There are no defaults in the repayment of the principal loan and interest amounts with respect to the working capital loans.

(iii) The quarterly statements submitted to the banks are in line with the books of accounts.

13.2 Trade payables

Rs. In Lakhs

	As at 31 March 2025	As at 31 March 2024
Total outstanding dues of Micro and Small Enterprises	-	-
Total outstanding dues of creditors other than Micro and Small Enterprise*	4,760	4,183
	<u>4,760</u>	<u>4,183</u>

CONSOLIDATED NOTES TO ACCOUNTS
b) Total outstanding dues of micro and small enterprises

Dues to micro, small and medium enterprises pursuant to section 22 of the Micro, Small and Medium Enterprises Development Act (MSMED), 2006:

	As at 31 March 2025	As at 31 March 2024
i) Principal amount remaining unpaid	-	-
ii) Interest due thereon	-	-
iii) Interest paid by the Company in terms of Section 16 of MSMED Act, 2006, along with the amount of the payment made to the suppliers and service providers beyond the appointed day during the year	-	-
iv) Interest accrued and remaining unpaid as at balance sheet date	-	-
v) Further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006	-	-

*The management has identified enterprises which have provided goods and services to the Company and which qualify under the definition of micro and small enterprises, as defined under Micro, Small and Medium Enterprises Development Act, 2006 (MSMEDA). Accordingly, the disclosure in respect of the amounts payable to such enterprises as at 31 March 2025 and 31 March 2024 has been made in the financials statements based on information received and available with the Company. Further, the Company has not paid any interest to any micro and small enterprises during the current year and previous year.

As at 31 March 2025

Rs. In Lakhs

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	3,980	91	51	638	4,760
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-

As at 31 March 2024

Rs. In Lakhs

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	3,322	115	61	685	4,183
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-

CONSOLIDATED NOTES TO ACCOUNTS
13.3 Other financial liabilities

Rs. In Lakhs

	As at 31 March 2025	As at 31 March 2024
Dues to related parties		
- Sical Sattva Rail Terminal Private Limited	225	225
Others		
- Capital creditors	161	-
- Interest accrued but not due		
- Related party	1,160	247
- Others	398	591
- Deposit Payable	464	403
- Accrued salaries and benefits	85	119
	2,493	1,585

14 Other current liabilities

Rs. In Lakhs

	As at 31 March 2025	As at 31 March 2024
Others		
Advance from customers	357	157
Statutory remittances payable	168	108
Trust account	100	100
	625	365

14.1 Current Tax Liabilities (Net)

Rs. In Lakhs

	As at 31 March 2025	As at 31 March 2024
Provision for Income tax(net of advance income tax)	157	22
	157	22

15 Provisions

Rs. In Lakhs

	As at 31 March 2025	As at 31 March 2024
Provision for employee benefits		
- Gratuity	94	58
- Compensated absence	30	34
	124	93

16 Revenue from operations

Rs. In Lakhs

	For the year ended 31 March 2025	For the year ended 31 March 2024
Sale of services		
Income from integrated logistics services	15,983	17,011
Income from integrated Warehousing Business	6,199	5,098
	22,182	22,109

CONSOLIDATED NOTES TO ACCOUNTS

(a) Disaggregated revenue information

The Company has performed a disaggregated analysis of revenues considering the nature, amount, timing and uncertainty of revenues. (Refer note 42)

(b) Performance obligations

Information about the company's performance obligations are summarised below:

Revenue is recognised upon transfer of control of promised goods or services to customers.

(i) Revenue by time

Rs. In Lakhs

	For the year ended 31 March 2025	For the year ended 31 March 2024
Revenue recognised at point in time	22,182	22,109
Total	22,182	22,109

(ii) Revenue recognised in relation to contract liabilities

The Group did not have contract liability in the current and previous financial year.

(c) Contract balances

The contract liabilities primarily relate to the advance consideration received from customers for which revenue is recognized when the performance obligation is over. Advance collection is recognised when payment is received before the related performance obligation is satisfied. This includes advances received from the customer towards providing of services. Revenue is recognised once the performance obligation is met i.e. on completion of services.

(i) Contract assets represents right to receive consideration form sale of services delivered but not billed.

(ii) Unearned revenue comprises of consideration received for the services that are yet to be performed.

Rs. In Lakhs

	For the year ended 31 March 2025	For the year ended 31 March 2024
Trade receivables (Gross of allowance for bad and doubtful debts)	28,565	25,836
Less: Allowance for bad and doubtful debts	(21,352)	(21,430)
Trade receivables (Gross of allowance for bad and doubtful debts)	7,213	4,406

(d) Reconciliation of revenue from sale of service with the contracted price

Rs. In Lakhs

	For the year ended 31 March 2025	For the year ended 31 March 2024
Contracted price	22,182	22,109
Less: Trade discounts, volume rebates etc.	-	-
Sale of services	22,182	22,109

17 Other income

Rs. In Lakhs

	For the year ended 31 March 2025	For the year ended 31 March 2024
Interest income		
Interest income	578	435
Other non operating income (net of expenses)		
Interest on Income Tax refund	62	190
Gain on sale of fixed asset	1,187	717
Sale of scrap	30	14
Interest on inter-corporate advances	-	27
Rental income (refer note 27)	9	5
Provisions no longer required written back	-	24
Insurance claim received	-	46
Others	45	293
	1,910	1,751

CONSOLIDATED NOTES TO ACCOUNTS
18 Cost of services

Rs. In Lakhs

	For the year ended 31 March 2025	For the year ended 31 March 2024
Freight	1,855	1,399
Port charges	208	370
Handling and transportation	6,477	4,346
Warehousing expenses	1,733	1,370
- plant and machinery	669	543
Incentives to business associates	1,704	1,511
Operation and maintenance	2,658	6,121
	15,305	15,660

19 Employee benefits expense

Rs. In Lakhs

	For the year ended 31 March 2025	For the year ended 31 March 2024
Salaries and wages	1,922	2,208
Gratuity and leave encashment	41	22
Contribution to provident and other funds		
- Provident fund	117	104
- ESIC Contribution	9	11
Staff welfare expenses	112	105
	2,201	2,450

20 Finance costs

Rs. In Lakhs

	For the year ended 31 March 2025	For the year ended 31 March 2024
Interest expense		
- term loan	313	453
- debentures	-	225
Interest on lease liability	166	116
Interest to related party	1,014	275
Other borrowing costs	2,832	2,849
	4,325	3,918

CONSOLIDATED NOTES TO ACCOUNTS

21 Other expenses*

Rs. In Lakhs

	For the year ended 31 March 2025	For the year ended 31 March 2024
Rent	91	121
Security charges	269	253
Power and fuel	16	37
ERP maintenance expenses	3	23
Payment to auditor's	33	35
Travelling and conveyance	172	153
Legal, professional and consultancy	468	366
Rates and taxes	86	146
Membership and subscription	4	4
Repairs and maintenance		
- vehicles	45	221
- others	114	44
Communication expenses	43	52
Insurance	286	243
Printing & stationery	76	89
Business promotion	13	17
Directors Fees	20	18
Electricity charges	97	70
Provision for doubtful debts	503	170
Office maintenance expenses	46	41
Miscellaneous expenses	142	175
	2,527	2,339

*Corporate Social Responsibility accounted for the current year is Nil (previous year Nil)

22 Income tax

Rs. In Lakhs

	For the year ended 31 March 2025	For the year ended 31 March 2024
Current income tax:		
In respect of the current period	69	161
In respect of the previous year	(646)	-
Deferred tax:		
In respect of the current period	87	402
In respect of the previous year	-	-
Minimum alternate tax		
In respect of the current period	370	-
In respect of the previous year	-	-
Minimum Alternate Tax credit entitlement		
In respect of the current period	(354)	(110)
In respect of the previous year	-	-
Income tax expense reported in the statement of profit and loss	(474)	453

CONSOLIDATED NOTES TO ACCOUNTS

- a. A reconciliation of the income tax provision to the amount computed by applying the statutory income tax rate to the income before income taxes is summarized below:

	Rs. In Lakhs	
Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Profit before income taxes	(3,073)	(2,377)
Enacted tax rates in India	29.12%	29.12%
Computed expected tax expense	(895)	(692)
Others	964	853
Total income tax expense	69	161

The tax rates under Indian Income Tax Act, for the year ended 31 March 2025 is 29.12% and 31 March 2024 is 29.12%.

- b. There are no transactions that were not recorded in books but has been disclosed as income during the current year in the tax assessments.

Deferred tax

Deferred tax relates to the following:

	Rs. In Lakhs	
Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Property, plant and equipment	(459)	177
Expenditure covered under 43 B of Income-tax Act, 1961	-	-
Unabsorbed losses	603	308
Leases	(1)	(41)
Provision for doubtful trade receivables	(49)	(27)
Lease Liability	-	-
Others	(7)	(15)
Net deferred tax credit/ (expense)	87	402

23 Exceptional Items

	Rs. In Lakhs	
Particulars	As at 31 March 2025	As at 31 March 2024
(Reversal)/Provision for Onerous contract	-	1,439
Gain on transfer of investments in subsidiaries <i>(Also, refer note 30)</i>	-	2,368
Provision no longer required written-back*	967	-
	967	3,807

*Differential tax (between regular tax and tax rate on issue of C Form) was paid and accounted as receivable from the Commercial Taxes department for purchase of fuel at the mining project. During FY 22-23, this receivable was fully provided on account of uncertainty in recovering the same. However, a portion of the same amounting to Rs. 967 lakhs have been recovered during the year and therefore corresponding provision has been reversed as exceptional item during the year.

CONSOLIDATED NOTES TO ACCOUNTS
24 Commitments and contingent liabilities
Rs. In Lakhs

Particulars	As at 31 March 2025	As at 31 March 2024
Contingent liabilities		
Claims against the Company, not acknowledged as debt (other than those where in the possibility of any economic outflow in settlement is remote)		
- Direct tax matters	0	0
- Indirect tax matters	11,501	-
- Legal matters	554	554
Guarantees given by bankers for performance of contracts & others	7,570	5,991
Guarantees given for loans taken by other bodies corporate	-	-

Note :

Pursuant to the approval of the resolution plan, all the liabilities arising from out of the pending litigations against the Sical Logistics Limited stands absolved upto the effective date.

25 Earnings per share (EPS)

The following table sets forth the computation of basic and diluted earnings per share:

(Figures in rupees in Lakhs except number of shares)

Particulars	As at 31 March 2025	As at 31 March 2024
Profit after taxation as per statement of profit and loss	(3,349)	(2,482)
Less: Dividends on preference shares and tax thereon	-	-
Net profit attributable to equity shareholders for calculation of basic EPS	<u>(3,349)</u>	<u>(2,482)</u>
Add: Dividend on non-cumulative compulsorily convertible preference shares	-	-
Net profit adjusted for the effects of dilutive potential equity shares for calculation of diluted EPS	<u>(3,349)</u>	<u>(2,482)</u>
Attributable to		
Continuing operations	(3,349)	(2,037)
Discontinued operations	-	(445)
Net profit adjusted for the effects of dilutive potential equity shares for calculation of diluted EPS	<u>(3,349)</u>	<u>(2,482)</u>

Particulars	As at 31 March 2025	As at 31 March 2024
Number of equity shares at the beginning of the year	65,249,080	65,249,080
Less: Cancellation of equity shares as per resolution plan	-	-
Add: Weighted average number of equity shares issued during the year	-	-
Number of weighted average equity shares considered for calculation of basic earnings per share	65,249,080	65,249,080
Add: Dilutive effect of convertible preference shares	-	-
Number of weighted average shares considered for calculation of diluted earnings per share	65,249,080	65,249,080

Earnings / (loss) per share:
Continuing operations

Basic (in Rs)	(5.13)	(3.12)
Diluted(in Rs.)	(5.13)	(3.12)

Discontinued operations

Basic (in Rs)	-	(0.68)
Diluted(in Rs.)	-	(0.68)

CONSOLIDATED NOTES TO ACCOUNTS
26 (i) Gratuity plan

The following table sets out the status of the unfunded gratuity plan as required under Ind AS 19 'Employee benefits'.

Reconciliation of the projected benefit obligations

Rs. in lakhs

Particulars	As at 31 March 2025	As at 31 March 2024
Change in projected benefit obligation		
Present value of obligation as at beginning of the year	296	331
Acquisition adjustment	11	-
Current service cost	34	31
Interest cost	13	20
Benefits paid	(40)	(92)
Actuarial loss/ (gain) on obligation	20	6
Obligations at year end	334	296

Change in plan assets

Rs. in lakhs

Particulars	As at 31 March 2025	As at 31 March 2024
Fair value of plan assets as at beginning of the year	151	183
Expected return on plan assets	10	20
Contributions	29	40
Benefits paid	(40)	(92)
Plans assets at year end, at fair value	150	151

Reconciliation of present value of the obligation and the fair value of the plan assets:

Rs. in lakhs

Particulars	As at 31 March 2025	As at 31 March 2024
Closing obligations	(334)	(296)
Closing fair value of plan assets	150	151
Asset / (liability) recognised in the balance sheet	(184)	(145)

Gratuity cost for the year

Rs. in lakhs

Particulars	As at 31 March 2025	As at 31 March 2024
Service cost	34	31
Interest cost	13	20
Expected return on plan assets	(10)	(20)
Actuarial loss/(gain)	20	6
Net gratuity cost	57	37

Assumptions

Particulars	As at 31 March 2025	As at 31 March 2024
Discount rate	6.76% / 6.82% / 6.75%	7.18% / 7.21% / 7.17%
Estimated rate of return on plan assets	7.18% / 7.21% / 7.17%	7.16% / 7.31% / 7.50%
Salary increase	8% / 10% / 10%	8% / 8% / 10%
Attrition rate	15% / 5% / 15%	15% / 5% / 15%

CONSOLIDATED NOTES TO ACCOUNTS

The estimate of future salary increases, considered in actuarial valuation, takes into account inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market.

Information of plan assets, defined benefit obligation and experience adjustments:
Rs. in lakhs

Particulars	As at and for the year ended 31 March					
	2020	2021	2022	2023	2024	2025
Present value of the defined benefit obligations	(539)	(418)	(323)	(332)	(296)	(334.00)
Fair value of plan assets	474	341	148	184	151	150
Surplus/ (Deficit)	(65)	(77)	(175)	(148)	(145)	(184)
Experience adjustment on plan assets [Gain / (Loss)]	-	-	-	-	-	-
Experience adjustment on plan liabilities [(Gain) / Loss]	(191)	(56)	27	31	(6)	(20)

Sensitivity Analysis

Particulars	31-Mar-25	31-Mar-24
Defined Benefit Obligation (Base)	334	296

Particulars	31-Mar-25		31-Mar-24	
	Decrease	Increase	Decrease	Increase
Discount Rate (- / + 1%)	360.99	311.11	76.25	71.24
(% change compared to base due to sensitivity)	7.91%	-7.00%	3.52%	-3.28%
Salary Growth Rate (- / + 1%)	312.55	358.73	71.37	76.08
(% change compared to base due to sensitivity)	-6.57%	7.24%	-3.11%	3.28%
Attrition Rate (- / + 1% of attrition rates)	341.05	328.37	73.88	73.45
(% change compared to base due to sensitivity)	1.95%	-1.84%	0.3%	-0.28%
Mortality Rate (- / + 10% of mortality rates)	338.9	334.14	73.66	73.65
(% change compared to base due to sensitivity)	1.31%	-0.11%	0.00%	-0.02%

Sensitivity for significant actuarial assumptions is computed by varying one actuarial assumption used for the valuation of the defined benefit obligation by one percentage, keeping all other actuarial assumptions constant.

(ii) Compensated absences

The liability in respect of the Company, for outstanding balance of privilege leave at the balance sheet date is determined and provided on the basis of actuarial valuation performed by an independent actuary. The Company does not maintain any plan assets to fund its obligation towards compensated absences.

Principal actuarial assumptions used :	As at 31 March 2025	As at 31 March 2024
Discount rate	6.76% / 6.82% / 6.75%	7.18% / 7.21% / 7.17%
Salary Escalation	8% / 10% / 10%	8% / 8% / 10%
Attrition rate	15% / 5% / 15%	15% / 5% / 15%

Sensitivity analysis is carried out by P.U.C.M. method. If an employee's service in later years will lead to a materially higher level of benefit than in earlier years, these benefits are attributed on a straight-line basis. The limitations are that in assessing the change other parameters are kept constant. As some of the assumptions may be correlated, it is unlikely that changes in assumptions will occur in isolation of one another.

There is no change from the previous period in the methods and assumptions used in the preparation of above analysis, except that the base rates have changed.

SICAL LOGISTICS LIMITED
CONSOLIDATED NOTES TO ACCOUNTS
27 Related parties disclosures
(i) List of related parties:

Name of Company	Relationship
Holding Company & Group	
Pristine Logistics & Infraprojects Limited ('PLIL')	Ultimate Holding Company
Pristine Malwa Logistics Park Private Limited ('PMALPPL')	Holding Company
Pristine Mega Logistics Park Private Limited ('PMLPPL')	Fellow Subsidiary
Pristine Magadh Infrastructure Private Limited ('PMIPL')	Fellow subsidiary (PMIPL)
Pristine Mega Food Park Private Limited ('PMFPPL')	Fellow subsidiary
Pristine Hindustan Infraprojects Private Limited ('PHIPL')	Associate group company
Logiedge Systems Private Limited (Logiedge)	Fellow subsidiary through KLPL
Northeast Infralogistics & Terminals Private Limited (Northeast)	Fellow subsidiary
Techlog Support Services Private Limited ('TSSPL')	Subsidiary of Ultimate Holding Company
Kanpur Logistics Park Private Limited ('KLPL')	Subsidiary of Ultimate Holding Company
Indomatrix Logistics Private Limited ('ILPL')	Fellow subsidiary
Sical Infra Assets Limited ('SIAL')	Indian Subsidiary
Sical Iron Ore Terminals (Mangalore) Limited ('SIOTML')	Indian Subsidiary
Sical Supply Chain Solutions Limited ('SSCSL')	Indian Subsidiary
Sical Mining Limited ('SML')	Indian Subsidiary
Pristine Value Logistics Private Limited (erstwhile known as Patchems Private Limited) ('PVLPL')	Indian Subsidiary
Sical Multimodal and Rail Transport Limited ('SMART')	Step down Indian Subsidiary (Through SIAL)
Sical Bangalore Logistics Park Limited ('SBLPL')	Step down Indian Subsidiary (Through SIAL)
Sical Washeries Limited ('SWL')	Indian Subsidiary
Sical Sattva Rail Terminal Private Limited ('SSRTPL')	Joint Venture (Through SMART)
Ambey Mining Private Limited ('AMPL')	Non-controlling shareholders in group entity
Godavari Commodities Limited ('GCL')	Non-controlling shareholders in group entity

(ii) Details of Key Managerial Personnel:

Name of Personnel	Designation
Mr. Satishkumarreddy Mulamreddy	Chairman & Independent director (w.e.f., 16/05/2024)
Mr. Seshadri Rajappan	Whole time director
Mr. Amit Kumar	Non-executive director
Mr. Rajnish Kumar	Non-executive director
Mr. Sanjay Mawar	Non-executive director
Mr. Vinay Kumar Pabba	Independent director
Ms. Neelaveni	Independent director (w.e.f., 16/05/2024)
Ms. Anuradha Mukhedkar	Independent director (Upto 26/04/2024)
Mr. Kalamurthy Rajavel	Chief financial officer
Ms. Vaishali Jain	Company secretary

CONSOLIDATED NOTES TO ACCOUNTS
(iii) Details of Key Managerial Personnel (Subsidiaries)(Other than those mentioned above):

Name of Personnel	Designation
Mr.Sandeep Kumar Mishra	Chief Financial Officer ('SIAL')
Mr. Neeraj Sinha	Director ('SIAL')
Mr. Mohammad Athar Shams	Director ('SBLPL'), ('SIOTML'), ('SWL'), ('SAOL'), ('PVLPL')
Mr. Vikash Kumar Verma	Director ('SIOTML'), ('SML'), ('SWL'), ('SAOL')
Mr. Rakesh Kumar	Director ('SIOTML'), ('SML'), ('SWL'), ('SAOL'), ('PVLPL')
Mr. Sandip P Sharaf	Whole-time Director (Till 30/06/2024) ('PVLPL')
Mr. Mohan Kumar Koppambath Padmanabhan	Chief Executive Officer ('SMART')
Ms.Kritika Rawat	Company Secretary ('SMART')

(iv) Details of the directors of the Company:

Name of Personnel	Designation
Mr. Satishkumarreddy Mulamreddy	Chairman & Independent director (w.e.f., 16/05/2024)
Mr. Seshadri Rajappan	Whole time director
Mr. Amit Kumar	Non-executive director
Mr. Rajnish Kumar	Non-executive director
Mr. Sanjay Mawar	Non-executive director
Mr. Vinay Kumar Pabba	Independent director
Ms. Neelaveni	Independent director (w.e.f., 16/05/2024)
Ms. Anuradha Mukhedkar	Independent director (upto 26/04/2024)

(v) Related parties with whom transactions have taken place during the year:
Rs. In Lakhs

Particulars	Joint Venture Companies	Non-controlling shareholders	Holding Company & Group	Key Managerial Personnel
For the year ended 31 March 2025				
Rental income received				
Indomatrix Logistics Private Limited	-	-	4	-
Pristine Mega Logistics Park Private Limited	-	-	4	-
Receiving services				
Pristine Magadh Infrastructure Pvt. Ltd	-	-	7	-
Techlog Support Services Private Limited	-	-	7	-
Pristine Logistics & Infraprojects Limited	-	-	32	-
Pristine Hindustan Infraprojects Private Limited	-	-	67	-
Kanpur Logistics Park Private Limited	-	-	157	-
Purchase of assets				
Kanpur Logistics Park Private Limited	-	-	10	-
Pristine Hindustan Infraprojects Private Limited	-	-	156	-
Trade Receivable				
Indomatrix Logistics Private Limited	-	-	0	-
Interest to related party				
Pristine Logistics & Infraprojects Limited	-	-	437	-
Pristine Malwa Logistics Parks Pvt.Ltd	-	-	211	-
Kanpur Logistics Park Pvt.Ltd	-	-	366	-
Loans and advance received, net	-	-	13,700	-
Managerial/KMP Remuneration	-	-	-	164

CONSOLIDATED NOTES TO ACCOUNTS
(vi) Related parties with whom transactions have taken place during the year:
Rs. In Lakhs

Particulars	Joint Venture Companies	Non- controlling shareholders	Holding Company & Group	Key Managerial Personnel
For the year ended 31 March 2024				
Sale of assets				
Pristine Mega Logistics Park Private Limited	-	-	650	-
Rental income received				
Indomatrix Logistics Private Limited	-	-	3	-
Receiving services				
Techlog Support Services Private Limited	-	-	0	-
Kanpur Logistics Park Private Limited	-	-	51	-
Pristine (reimbursement of expenses)	-	-	-	-
Rental expenses				
Pristine Hindustan	-	-	12	-
Interest to related party				
Pristine Logistics & Infraprojects Limited	-	-	233	-
Pristine Malwa Logistics Parks Pvt.Ltd	-	-	42	-
Loans and advance received, net	-	-	4,730	-
Issue of shares	-	-	-	-
Managerial/KMP Remuneration	-	-	-	51

(vii) Amount outstanding as at the balance sheet date:
Rs. In Lakhs

Particulars	Joint Venture Companies	Non- controlling shareholders	Holding Company & Group	Key Managerial Personnel
For the year ended 31 March 2025				
Borrowings				
Pristine Logistics & Infraprojects Limited	-	-	3,683	-
Pristine Malwa Logistics Park Private Ltd	-	-	1,747	-
Kanpur Logistics Park Pvt.Ltd	-	-	13,000	-
Trade receivables				
Indomatrix Logistics Private Limited	-	-	-	-
Advance from customer				
Pristine Mega Logistics Park Private Limited	-	-	0	-
Interest accrued but not due				
Pristine Logistics & Infraprojects Limited	-	-	602	-
Pristine Malwa Logistics Park Private Ltd	-	-	228	-
Kanpur Logistics Park Pvt. Ltd.	-	-	329	-
Trade payables				
Pristine Hindustan Infraprojects Private Limited	-	-	80	-
Pristine Magadh Infrastructure Pvt. Ltd	-	-	17	-
Techlog Support Services Private Limited	-	-	2	-
Kanpur Logistics Park Private Limited	-	-	38	-
Advances to suppliers				
Pristine Mega Logistics park Pvt. Ltd	-	-	1	-
Other financial liabilities				
SSRTPL	225	-	-	-

CONSOLIDATED NOTES TO ACCOUNTS
(viii) Amount outstanding as at the balance sheet date:
Rs. In Lakhs

Particulars	Joint Venture Companies	Non- controlling shareholders	Holding Company & Group	Key Managerial Personnel
For the year ended 31 March 2024				
Borrowings				
Pristine Logistics & Infraprojects Limited	-	-	3,083	-
Pristine Malwa Logistics Park Private Ltd	-	-	1,647	-
Trade receivables				
Indomatrix Logistics Private Limited	-	-	0	-
Interest accrued but not due				
Pristine Logistics & Infraprojects Limited	-	-	209	-
Pristine Malwa Logistics Park Private Ltd	-	-	38	-
Trade payables				
Techlog Support Services Private Limited	-	-	0	-
Kanpur Logistics Park Private Limited	-	-	31	-
Pristine Hindustan	-	-	12	-
SSRTPL	225	-	-	-

(ix) The Group has entered into any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956 as below:

Nature of Transactions	Customer Name	Total Outstanding
Receivables	DL FORWARDERS PRIVATE LIMITED	-
Receivables	PRR TRANS LOGSITICS PVT LTD	0.32
Receivables	MAX FREIGHT PVT LTD	1.51

(x) The Group has neither advanced nor received any funds, guarantees, securities etc., to/ from any entity which shall be further invested or advanced on behalf of the Ultimate Beneficiaries.

28 Leases

The Company has taken on lease office premises under cancellable operating lease agreements. The company intends to renew such leases in the normal course of business.

Rs. in lakhs

Particulars	As at 31 March 2025	As at 31 March 2024
Amortization of Right of use assets	187	74
Recognised in finance cost	166	116
Rent	321	166
	674	356

b) Movement in lease liability

Particulars	As at 31 March 2025	As at 31 March 2024
Balance at beginning of the year	1,028	1,079
Additions*	6,748	-
Deletions	-	-
Finance cost	166	116
Payment of lease liabilities	(321)	(167)
Balance as at end of the year	7,621	1,028

CONSOLIDATED NOTES TO ACCOUNTS

c) Summary of contractual maturities of lease liabilities

Particulars	As at 31 March 2025	As at 31 March 2024
Less than one year	1,298	179
One to five years	6,549	902
More than five years	99	408
Total undiscounted lease liabilities at end of the year	7,946	1,488

*Additions to lease liabilities determined using the discount rate of 10%.

29 Corporate Social Responsibility

The provisions of section 135 of the Companies Act, 2013 w.r.to contribution to Corporate Social Responsibility (CSR) is not applicable to the group except one of the group entity named "Sical Multimodal and Rail Transport Limited" for the financial year 2024-25.

For group entity named "Sical Multimodal and Rail Transport Limited", Corporate Social Responsibility (CSR) is applicable for the financial year 2024-25 based on the applicable threshold limits and is in the process of constituting the CSR committee. However, the entity has made average net loss during the three immediately preceding financial years and hence, contributions were required to be made during the financial year 2024-25 is Nil.

30. (a) Gain on Loss of control in subsidiaries

Rs. in lakhs

Particulars	As on 19 Sep 2023
Property, plant and equipment	19
Cash and cash equivalents	20
Other current assets	655
Total Assets	693
Borrowings	4,367
Current liabilities	878
Total Liabilities	5,245
Net liabilities transferred	(4,552)
Less: Share of net assets pertaining to non-controlling shareholders	(2,184)
Gain on Loss of control in subsidiaries	(2,368)

30. (b) Results of discontinued operation

Particulars	Year ended 31 March 2024
Revenue	-
Other income	4
Elimination of inter segment revenue	-
External revenue	4
Expenses	876
Elimination of expenses related to Interest on inter-corporate guarantee	(28)
External expenses	848
Results from operating activities	
Income tax	-
Results from operating activities, net of tax	(844)
Gain on sale of discontinued operation	-
Income tax on gain on sale of discontinued operation	-
Profit/(loss) from discontinued operation	(844)

The loss from discontinued operation of Previous year ¹ 844 lakhs is attributable to the owners of the Company of Previous year ¹ 430 lakhs. The loss before tax considered for the purpose of preparation of cash flow statement includes loss from discontinued operations till the date of loss of control.

CONSOLIDATED NOTES TO ACCOUNTS
31 Financial risk management

The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include advances, trade and other receivables, and cash and short-term deposits that derive directly from its operations.

The Company's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The Company's primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The Company's exposure to credit risk is influenced mainly by the individual characteristic of each customer and the concentration of risk from the top few customers.

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. The Company assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors. Credit risk has always been managed by the Company through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Company grants credit terms in the normal course of business. On account of adoption of Ind AS 109, the Company uses expected credit loss model to assess the impairment loss or gain. The expected credit loss model takes into account available external and internal credit risk factors and the Company's historical experience for customers.

The following table gives details in respect of percentage of revenues generated from top customer and top five customers:

Particulars	As at 31 March 2025	As at 31 March 2024
Revenue from top customer	5.93%	66.05%
Revenue from top five customers	11.66%	56.93%

Credit risk exposure

The allowance for lifetime expected credit loss on customer balances for the year ended 31 March 2025 was Rs. 21,352 lakhs.

Credit risk on cash and cash equivalents is limited as we generally invest in deposits with banks with high credit ratings assigned by international and domestic credit rating agencies.

The following table provides the credit risk exposure towards trade receivables
As at 31 March 2025

Ageing	Weighted average loss rate	Gross carrying amount	Loss allowance
Unbilled	61.29%	4,663	2,858
Less than 1 year	5.21%	5,022	262
1-2 years	26.21%	855	224
2-3 years	99.38%	1,422	1,413
More than 3 years	99.95%	16,603	16,595

As at 31 March 2024

Ageing	Weighted average loss rate	Gross carrying amount	Loss allowance
Unbilled	91.51%	3,123	2,858
Less than 1 year	0.00%	3,886	-
1-2 years	90.07%	1,479	1,332
2-3 years	93.21%	1,178	1,098
More than 3 years	99.83%	16,170	16,142

CONSOLIDATED NOTES TO ACCOUNTS
Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. The Company's corporate treasury department is responsible for liquidity, funding as well as settlement management. Due to the dynamic nature of the underlying businesses, treasury maintains flexibility in funding by maintaining availability under committed credit lines. Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. In addition, processes and policies related to such risks are overseen by senior management.

The table below provides details regarding the contractual maturities of significant financial liabilities:

Rs. in lakhs

Particulars	Note	As at 31 March 2025		
		Less than 1 year	1 - 2 years	More than 2 years
Borrowings & interest accrued	11.1, 14.1 and 14.3	30,965	3,681	20,071
Trade payable	13.2	4,760	-	-
Other financial liabilities	13.3	2,493	-	-

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprise three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk primarily include borrowings and derivative financial instruments.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exchange risk arises from its foreign currency revenues and expenses (primarily in U.S. dollars, British pound sterling and euros), foreign currency payable (in Euro) and foreign currency receivables (in USD). The following tables present foreign currency risk:

Expenditure in foreign currency:

Rs. in lakhs

Particulars	As at 31 March 2025	As at 31 March 2024
Travel	-	-
Ocean freight and port dues	-	-
Others	-	-
Total	-	-

Earnings in foreign currency:

Rs. in lakhs

Particulars	As at 31 March 2025	As at 31 March 2024
Agency receipts	-	-
Transportation	-	-
Total	-	-

CONSOLIDATED NOTES TO ACCOUNTS

Particulars of un-hedged foreign currency exposure as at the balance sheet date

Rs. in lakhs

Particulars	Foreign currency	As at 31 March 2025		As at 31 March 2024	
		Foreign currency amount	INR	Foreign currency amount	INR
Borrowings	EUR	-	-	-	-
Short term loans and advances	USD	-	-	-	-
Provision for expenses	USD	-	-	-	-
Advance from customers	USD	-	-	-	-
Trade Receivables	USD	-	-	-	-
Cash in bank	USD	-	-	-	-

32 Interest in joint venture

- (i) The Step down Subsidiary Company viz SMART has a 50% interest in Sical Sattva Rail Terminals Private Limited ('SSRTPL'), a joint venture involved in handling container rail terminal at Melpakkam. The Company's interest in SSRTPL is accounted for using the equity method in the consolidated financial statements. Summarised financial information of the joint venture, based on its Ind AS financial statements are set out below:

Rs. in lakhs

Particulars	As at 31 March 2025	As at 31 March 2024
Assets		
Non-current assets	303	317
Current assets	311	334
Liabilities		
Non current liabilities	323	323
Current liabilities	146	215
Income	69	75
Expenses (including taxes)	38	74

33 Contract balances

The following table provides information about receivables, contract assets and contract liabilities from contracts with customers.

Rs. in lakhs

Particulars	Note	As at 31 March 2025	As at 31 March 2024
Receivables which are included in trade receivables	7.1	5,408	4,141
Contract assets (included in trade receivables)		1,805	265
Contract liabilities		-	-

- 34** Effective 1 April 2019, the Company adopted Ind AS 116 "Leases" and applied the standard to all lease contracts existing on 1 April 2019 using the modified retrospective method and has taken the cumulative adjustment to retained earnings, on the date of initial application. Consequently, the Company recorded the lease liability at the present value of the lease payments discounted at the incremental borrowing rate and the right of use asset at its carrying amount as if the standard had been applied since the commencement date of the lease, but discounted at the Company's incremental borrowing rate at the date of initial application. Comparatives as at and for the year ended 31 March 2021 have not been retrospectively adjusted and therefore will continue to be reported under the accounting policies included as part of our Annual Report for year ended 31 March 2021.

CONSOLIDATED NOTES TO ACCOUNTS

On transition, the adoption of the new standard resulted in recognition of 'Right of Use' asset of Rs. 9,964 lakhs, and a lease liability of Rs. 10,969 lakhs. The cumulative effect of applying the standard, amounting to Rs. 816 lakhs was debited to retained earnings, net of taxes. Ind AS 116 will result in an increase in cash inflows from operating activities and an increase in cash outflows from financing activities on account of lease payments.

The following is the summary of practical expedients elected on initial application:

1. Applied a single discount rate to a portfolio of leases of similar assets in similar economic environment with a similar end date
2. Applied the exemption not to recognize right-of-use assets and liabilities for leases with less than 12 months of lease term on the date of initial application
3. Excluded the initial direct costs from the measurement of the right-of-use asset at the date of initial application.
4. Applied the practical expedient to grandfather the assessment of which transactions are leases. Accordingly, Ind AS 116 is applied only to contracts that were previously identified as leases under Ind AS 17.

The weighted average incremental borrowing rate applied to lease liabilities are 10% - 11%.

35 Financial instruments

The carrying value and fair value of financial instruments by categories as at 31 March 2025 and 31 March 2024 are as follows:

Rs. in lakhs

Particulars	Note	Carrying value		Fair Value	
		As at 31 March 2025	As at 31 March 2024	As at 31 March 2025	As at 31 March 2024
Financial Assets					
Cost/ Amortised cost					
Investments in equity instruments of joint ventures	3.1	73	58	73	58
Other non-current financial assets	3.2	1,131	766	1,131	766
Trade receivables	7.1	7,213	4,406	7,213	4,406
Cash and cash equivalents	7.2	4,666	9,353	4,666	9,353
Bank balances	7.2	4,302	2,884	4,302	2,884
Other current financial assets	7.3	219	247	219	247
Total financial assets		17,604	17,714	17,604	17,714
Financial liabilities					
Amortised cost					
Borrowings Non-current liabilities	11.1	23,752	31,234	23,752	31,234
Lease liabilities	11.2	7,621	1,028	7,621	1,028
Borrowings Current liabilities	13.1	29,407	18,463	29,407	18,463
Trade payables	13.2	4,760	4,183	4,760	4,183
Other financial liabilities	13.3	2,493	1,585	2,493	1,585
Total financial liabilities		68,032	56,493	68,032	56,493

CONSOLIDATED NOTES TO ACCOUNTS
36 Fair value hierarchy

This explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table:

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. Derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

37 Implementation of the approved resolution plan

The Hon'ble NCLT passed the order approving the resolution plan submitted by the successful resolution applicant, "M/s Pristine Malwa Logistics Park Private Limited" ("RA") on December 08, 2022. Pursuant to the above order, M/s Pristine Malwa Logistics Park Private Limited has infused the prescribed funds of Rs. 6,500 lakhs and Re.1 into the Company and implemented the resolution plan through the Monitoring Committee constituted with the nominations of the M/s Pristine Malwa Logistics Park Private Limited, erstwhile RP and financial creditors of the Company on the date of order viz. 08th December, 2022 and upto the effective date i.e. on January 11, 2023.

The settlements to be made to various stakeholders as per the order is as detailed below:

Particulars	Payout Proposed under the Plan		
	Rs. Lakhs	Timeline	Source
CIRP Costs	393	Effective Date + 30 Days	Initial Fund Infusion by RA
Operational Creditor - Employees & Workmen	675	Effective Date + 30 Days	Initial Fund Infusion by RA
Operational Creditor - Statutory Dues & Others	-	Effective Date + 30 Days	Not Applicable
Sub-Total (A)	1,068		
Financial Creditor - Upfront	5,432	Effective Date + 30 Days	Initial Fund Infusion by RA
Financial Creditor - Deferred (Note 1&2)	10,500	Effective Date + 2 Years	From operational cashflow of CD with 8% interest p.a. on deferred pay out (Moratorium for 1 year from Effective Date applicable).
Financial Creditor - Deferred (Note 1&2)	22,600	Effective Date + 2.5 Years	
BG reimbursement, if invoked (for live BGs)	8,482	Within 180 days from invocation	
Sub-Total (B)	47,014		
Settlement as per Plan (A+B=C)	48,082		
Cash & cash equivalents with CD (D)	4,101		Additional consideration to FC as per Plan net of funds for Trust formation, Interim management costs and legal costs post CIRP.
Total settlements to various stakeholders	52,183		

The liabilities comprising of the difference between claim admitted by the RP and amount approved under the order were assigned to the resolution applicant for a consideration of Re. 1. Further the RA was required to infuse an upfront amount of Rs. 6,500 lakhs as per the order.

CONSOLIDATED NOTES TO ACCOUNTS

The liabilities admitted by the RP, approved under the order and the liabilities assigned to the RA are as detailed below:

in Rs. Lakhs

Particulars	Amount Admitted	Amount provided under the resolution plan	Assigned debt
Secured financial creditors- excluding bank guarantee exposure	93,615	42,632	50,983
Secured financial creditors- bank guarantee exposure	14,256	-	14,256
Unsecured Financial creditors	48,263	-	48,263
Other operational creditors - Related parties	36,898	-	36,898
Other operational creditors - statutory Dues	3,123	-	3,123
Other operational creditors - other creditors	14,132	-	14,132
Total	2,10,286	42,632	1,67,654
Bank balance to be transferred to the Financial creditors			4,101
Total assigned liabilities			1,71,755
Consideration paid by Pristine as per ARP			6,500
Total			1,78,255
6,19,86,626 Shares at face value of Rs.10 issued to RA			6,199
Securitized premium generated on account of liabilities assigned to RA			1,72,056

38 a) Additional information as required under schedule III to the companies act, 2013, of enterprises consolidated as subsidiary (31 March 2025)

Name of enterprises	As % of consolidated net assets	Net assets	As % of consolidated profit or loss	Share of profit or loss	As % of consolidated OCI	Share of OCI	As % of total comprehensive income	Total comprehensive income
Parent								
Sical Logistics Limited	-590%	2,814	170%	(4,404)	102%	(10)	170%	(4,414)
Subsidiaries								
Sical Infra Assets Limited ('SIAL')	-5333%	25,439	0%	(7)	0%	-	0%	(7)
Sical Multimodal and Rail Transport Limited ('SMART')*	-3229%	15,404	-63%	1,625	-2%	0.19	-63%	1,625
Sical Bangalore Logistics Park Limited ('SBLPL') *	544%	(2,596)	0%	(4)	0%	-	0%	(4)
Sical Iron Ore Terminals (Mangalore) Limited ('SIOT(M)L')	-1%	6	0%	(6)	0%	-	0%	(6)
Sical Mining Limited ('SML')	88%	(422)	0%	-	0%	-	0%	-
Sical Washeries Limited ('SWL')	-1%	5	0%	-	0%	-	0%	-
Patchems Private Limited ('Patchems')	-213%	1,018	-8%	201	0%	-	-8%	201
Adjustments arising on consolidation	88.4 %	(42,145)	(0.0)%	12	0%	-	0%	12
	100%	(477)	100%	(2,583)	100%	(10)	100%	(2,593)

*Step down subsidiary through SIAL

SICAL LOGISTICS LIMITED

CONSOLIDATED NOTES TO ACCOUNTS

b) Additional information as required under schedule III to the companies act, 2013, of enterprises consolidated as subsidiary (31 March 2024)

Name of enterprises	As % of consolidated net assets	Net assets	As % of consolidated profit or loss	Share of profit or loss	As % of consolidated OCI	Share of OCI	As % of total comprehensive income	Total comprehensive income
Parent								
Sical Logistics Limited	252%	7,228	162%	(4,592)	162%	5	161%	(4,587)
Subsidiaries								
Sical Infra Assets Limited ('SIAL')	886%	25,446	0%	(3)	0%	-	0%	(3)
Sical Multimodal and Rail Transport Limited ('SMART')*	480%	13,780	-5%	134	-5%	(22)	-4%	112
Sical Bangalore Logistics Park Limited ('SBLPL') *	-90%	(2,592)	0%	(4)	0%	-	0%	(4)
Sical Iron Ore Terminals (Mangalore) Limited ('SIOT(M)L')	0%	12	0%	(4)	0%	-	0%	(4)
Sical Mining Limited ('SML')	-15%	(421)	0%	-	0%	-	0%	-
Develecto Mining Limited ('DML')	-158%	(4,552)	-31%	873	-31%	-	-31%	873
Sical Washeries Limited ('SWL')	0%	5	0%	-	0%	-	0%	-
Patchems Private Limited ('Patchems')	28%	818	-4%	121	-4%	-	-4%	121
Adjustments arising on consolidation	-1283%	(36,852)	-23%	646	-23%	-	-23%	646
	100%	2,872	100%	(2,829)	100%	(17)	100%	(2,846)

39 Transaction within the group : (These transaction got eliminated in the consolidated financial statements)

a) Transaction within the group affecting the statement of profit and loss : (These transaction got eliminated in the consolidated financial statements)

Expenses	Year ended 31-Mar-25	Year ended 31-Mar-24	Income	Year ended 31-Mar-25	Year ended 31-Mar-24
Transactions by the parent entity with other group entities					
Expenses (Sical Logistics Limited)	Nil	Nil	Income (Sical Logistics Limited)		
			Sical Multimodal and Rail Transport Limited		
			Rental Income	61	60
			Interest Income	89	15
			Patchems Private Limited		
			Interest Income	6	-
			Develecto Mining Limited		
			Interest on Inter-corporate advances	-	15
Transactions by group entities with the parent entity					
Expenses			Income	Nil	Nil
Sical Multimodal and Rail Transport Limited					
Rental Expenses	61	61			
Interest expenses	89	15			
Patchems Private Limited					
Interest expenses	6	-			
Develecto Mining Limited					
Interest on Inter-corporate advances	-	15			
Transaction by the Group entities with other Group Entities - Nil					

SICAL LOGISTICS LIMITED

CONSOLIDATED NOTES TO ACCOUNTS

b) Amounts due to/ (from) related parties : (these transactions got eliminated in the Consolidated Financial Statements)

Assets	As at 31-Mar-25	As at 31-Mar-24	Liabilities	As at 31-Mar-25	As at 31-Mar-24
Other non-current liabilities			Other current financial assets		
Advances from related parties:			Advances to related parties		
Sical Infra Assets Limited			Sical Logistics Limited	853	267
			Sical Iron Ore Terminal Mangalore Limited	-	(3)
Financial Liabilities					
Borrowings					
Sical Multimodal and Rail Transport Limited ('SMART')	750	200			
Develecto Mining Limited	-	-			
Other financial liabilities			-Interest receivable from related party		
Advances from related parties:			Sical Logistics Limited	99	12
Sical Multimodal and Rail Transport Limited ('SMART')	186	69			
Sical Infra Assets Limited	4	4			
Sical Supply Chain Solutions Limited ('SSCSL')	0	0			
Pristine Value Logistics Private Limited (Patchems)	0	1.43			
Develecto Mining Limited	-	0			
Sical Mining Limited	2	2			
Sical Iron Ore Terminal Mangalore Limited	3	-			
Interest accrued but not due					
Pristine Value Logistics Private Limited (Patchems)	6	-			
Develecto Mining Limited	-	89			

40 Reconciliation of liabilities whose cash flow movements are disclosed as part of the financing activities in the statement of the cash flow for the year ended 31 March 2025

Balance Sheet caption	As at 31 March 2024	Cash flow items		Non-Cash flow items			As at 31 March 25	Carrying value
		Additions	Repayment (incl. interest)	Interest expenses	Others	Interest accrued and due *		
Borrowings non current and current	49,697	16,100	(13,179)	-	-	541	53,159	53,159
Interest accrued	838	-	(2,905)	4,160	6	(541)	1,558	1,558

SICAL LOGISTICS LIMITED

CONSOLIDATED NOTES TO ACCOUNTS

41 Additional disclosure - Under Schedule III

a) Changes in Equity - Refer Note 10

With respect to Equity Share Capital, the changes in Equity share capital due to prior period errors and the restated balance at the beginning of the current reporting period:

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
6,525	-	6,525	-	6,525

b) Shares held by promoters at the end of the year and Changes during the year - Refer Note 10

c) Disclosure on CSR - Refer Note -29

(i) The amount of shortfall at the end of the year out of the amount required to be spent by the Company during the year; -Nil

(ii) The total of previous years' shortfall amounts; -Nil

(iii) The reason for above shortfalls by way of a note;- Nil

(iv) The nature of CSR activities undertaken by the Company- Nil

d) The title deed of the immovable properties held in the name of the Company, refer Note-2

e) The Group does not have any investment property and hence disclosures pertaining to the same is not applicable.

f) The Group does not hold any benami properties and therefore are no proceedings that has been initiated or pending against the Company under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988). - Also, Refer Note-2

g) The Group does not have any intangibles under development as at the 31 March 2025 and 31 March 2024 and hence, disclosures w.r.to the ageing of such assets are not applicable. - Also, Refer Note-2 for Capital work in progress

h) The Group has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017. - Also, Refer Note - 3.1

i) Details of facilities availed based on current assets and its quarterly statements. Also, refer note 13.1.

j) The Holding Company has not serviced debt on due dates to the banks and financial institutions and consequently the Company has been classified as wilful defaulter by all the banks and financial institutions. The Corporate insolvency resolution process was completed consequent to the order of Hon'ble NCLT Chennai Bench dated 08 December 2022 and by virtue of the order the Holding Company is not wilful defaulter post the approval of the order.

The subsidiaries Sical Iron Ore Terminals Ltd, Sical Saumya Mining Limited and Sical Logixpress Private Limited has not serviced debt on due dates to the banks and financial institutions and consequently the Company has been classified as wilful defaulter by all the banks and financial institutions. However, these entities have been transferred to trust as part of implementation of resolution plan.

k) The Company has duly registered all the creation and satisfaction of the charges with the Registrar of Companies on or before the prescribed time limit. However, pursuant to the order, the charges are to be modified in accordance with the approved resolution plan dues to be paid and such charge is to be in favour of the trustee to be appointed by the banks and pooling all the assets of the company.

l) Details of transactions not recorded in books but has been disclosed as income in the tax assessments during the current year is nil

m) Loans or advances to the related persons that are either repayable on demand or without any specific repayment terms details - Refer Note-27

n) The Group has neither advanced nor received any funds, guarantees, securities etc., to/ from any entity which shall be further invested or advanced on behalf of the Ultimate Beneficiaries.

o) The Group has not revalued its Property, Plant and Equipment during the current and previous year, hence the disclosure as defined under rule 2 of the Companies (Registered Valuers and Valuation) Rules, 2017 is not applicable.

SICAL LOGISTICS LIMITED

CONSOLIDATED NOTES TO ACCOUNTS

- p) No Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013, hence the disclosure w.r.to the same is not applicable
- q) The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year and hence disclosure under the same is not applicable

42 a) Segment reporting

The Company is primarily engaged in providing integrated logistics services which is considered as single business segment in terms of segment reporting as per AS 108. There being no services rendered outside India there are no separate geographical segments to be reported on.

b) Events Occurred after Balance Sheet Date

There was no events that occurred subsequent to 31 March 2025 that has impact on the financial statements.

c) Audit Trial

The Group uses an accounting software for maintaining its books of accounts which has a feature of recording audit trial (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software.

- 43 Corresponding figures for the previous year presented have been regrouped, where necessary, to conform to the current year's classification.

for **SRSV & Associates**
Chartered Accountants
Firm registration number : 015041S

for and on behalf of the Board of Directors of
Sical Logistics Limited

R Subburaman
Partner
Membership No. 020562
Place: Chennai

S.Rajappan
Whole time Director
DIN:00862481
Place: Chennai

Sanjay Mawar
Director
DIN: 00303822
Place: New Delhi

K. Rajavel
Chief Financial officer
Place: New Delhi

Vaishali Jain
Company Secretary
Membership No: A58607
Place: New Delhi

Date: May 28, 2025

SICAL LOGISTICS LIMITED

SICAL LOGISTICS LIMITED

CIN: L51909TN1955PLC002431

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

Website: <https://sical.in> | **E-mail:** cs@pristinelogistics.com

NOTICE

NOTICE is hereby given that the 70th Annual General Meeting of the members of **SICAL LOGISTICS LIMITED** ("the Company") will be held on Tuesday, the 30th day of September 2025, at 12:30 p.m. through video conferencing ("VC")/other audio-visual means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. **To consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2025, together with the reports of the board of directors and auditor thereon**

*To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:*

"RESOLVED THAT the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2025, together with the reports of the board of directors and auditor thereon, as circulated to the members, be and are hereby considered and adopted."

2. **To appoint a director in place of Mr. Amit Kumar (DIN:01928813), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment**

*To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:*

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, and the rules and regulations made thereunder, Mr. Amit Kumar (DIN: 01928813), who retires by rotation at this meeting and being eligible offered himself for re-appointment, be and is hereby re-appointed as non-executive director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

3. **To approve the remuneration payable to Mr. Vinay Kumar Pabba (DIN:02711931), non-executive and independent director of the Company, exceeding fifty percent of the total annual remuneration payable to all non-executive directors of the Company for the financial year 2025-26**

*To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:*

"RESOLVED THAT pursuant to the Regulation 17(6)(a) and 17(6)(ca) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and the applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder, the consent and approval of the members be and is hereby accorded for the payment of remuneration of Rs.15,00,000/- (Rupees fifteen lakh only) to Mr. Vinay Kumar Pabba (DIN: 02711931), non-executive and independent director of the Company, for the financial year 2025-26, as being payable pursuant to and in accordance with the special resolution passed by the members at the 68th Annual General Meeting held on September 29, 2023, which exceeds 50% (fifty percent) of the total annual remuneration payable to all the non-executive directors of the Company for the said financial year."

"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."

4. **To appoint M/s. KRA & Associates, Practicing Company Secretaries as secretarial auditor of the Company**

*To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:*

"RESOLVED THAT pursuant to the provisions of Regulation 24A and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, read with Section 204 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactments(s) thereof, for the time being in force) and

SICAL LOGISTICS LIMITED

based on the recommendation of the audit committee and the board of directors, M/s KRA & Associates, Practicing Company Secretaries (Firm Registration Number P2020TN082800 and Peer Review Number 5562/2024) be and is hereby appointed as secretarial auditor of the Company for a term of five (5) consecutive years commencing from the financial year 2025-26 till the financial year 2029-30 i.e., April 01, 2025 to March 31, 2030, at a remuneration of Rs. 5,40,000/- (Rupees five lakh forty thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the secretarial audit of the Company.”

“RESOLVED FURTHER THAT the board of the directors of the Company be and is hereby authorized to alter or revise the remuneration of the secretarial auditor, based on the recommendation of the audit committee from time to time, without requiring any further approval from the members of the Company.”

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

5. To approve the material modification in the approved related party transaction between the Company and Pristine Malwa Logistics Park Private Limited, being the immediate holding company of the Company

*To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:*

“RESOLVED THAT in accordance with the provisions of Regulation 23(4) and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the applicable provisions of the Companies Act, 2013, 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 in partial modification to the resolution passed by the members of the Company on May 06, 2025 through postal ballot, approving the related party transaction with Pristine Malwa Logistics Park Private Limited (**“Pristine Malwa”**), the immediate holding company and a related party of the Company within the meaning of Regulation 2 (1) (zb) of the Listing Regulations, for leasing of commercial equipment for a period of 5 (five) financial years commencing from financial year 2025-26, with an aggregate transaction value up to an amount of Rs. 24.95 crore per financial year (exclusive of applicable taxes), including the value of similar lease transaction entered with Pristine Malwa in the financial year 2024-25 and based on the approval of the audit committee and recommendation of the board of directors of the Company (**“Board”**), the consent and approval of the members be and is hereby accorded to the Board, to modify the terms of the said related party transaction by reducing the lease tenure from 5 (five) financial years to 3 (three) financial years i.e., “from financial year 2025-26 to financial year 2029-30” to “from financial year 2025-26 to financial year 2027-28”, with no change in the approved transaction value per financial year, and all other terms and conditions remaining unchanged.”

“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, 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.”

6. To approve the material related party transaction between the Company and Pristine Malwa Logistics Park Private Limited, being the immediate holding company of the Company

*To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:*

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the applicable provisions, if any, of the Companies Act, 2013, 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 and/or continue the related party transaction with Pristine Malwa Logistics Park Private Limited (**“Pristine Malwa”**), the immediate holding company and a related party of the Company within the meaning of Regulation 2 (1) (zb) of the Listing Regulations, for availing financial assistance in the form of an unsecured loan up to an aggregate amount of Rs. 30,00,00,000/- (Rupees thirty crore only) on such terms and conditions as may be agreed with Pristine Malwa.”

SICAL LOGISTICS LIMITED

“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, 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.”

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

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

**Place : New Delhi
Date : September 02, 2025**

Registered office:
South India House 73,
Armenian Street Chennai,
Tamil Nadu - 600001
CIN: L51909TN1955PLC002431
Website: <https://sical.in>

NOTES:

1. An explanatory statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“**Act**”), setting out the material facts in respect of the special business to be transacted at the annual general meeting (“**AGM**”) is annexed hereto.
2. In terms of the provisions of Section 152 of the Act, Mr. Amit Kumar (DIN:01928813), retires by rotation at the 70th AGM of the Company. The nomination and remuneration committee and the board of directors of the Company recommended his re-appointment at this AGM. The Company has received the requisite consent/declaration for the re-appointment under the Act and the rules made thereunder. Further, details as required pursuant to the Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and Clause 1.2.5 of the secretarial standard on general meetings (SS-2) in respect of the director seeking re-appointment at the AGM is given in the **Annexure I** to this notice.
3. Pursuant to the general circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, followed by general circular no. 20/2020 dated May 5, 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 (hereinafter collectively referred to as “**MCA Circulars**”), and circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the Securities and Exchange Board of India (“**SEBI Circulars**”), and other applicable circulars issued in this regard, the companies are allowed to hold the AGM through video conferencing (“**VC**”) or through other audio-visual means (“**OAVM**”), without the physical presence of the members at a common venue.

In compliance with the applicable provisions of the Act, Listing Regulations, MCA Circulars and SEBI Circulars, the 70th AGM of the Company is being held through VC/OAVM facility, which does not require physical presence of members at a common venue. The proceedings of the AGM will be deemed to be conducted at the registered office of the Company situated at South India House 73, Armenian Street, Chennai, Tamil Nadu-600001.
4. As per the provisions of clause 3.A. II. of the general circular No. 20/2020 dated May 5, 2020, issued by the MCA, the matters of special business as appearing at item nos. 3 to 6 of the accompanying notice, are considered to be unavoidable by the Board and hence, forms part of this notice.
5. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA and SEBI circulars, through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice.

SICAL LOGISTICS LIMITED

However, in pursuance of Section 113 of the Act, representatives of the institutional/corporate members may be appointed for the purpose of voting, through board or governing body resolution/ power of attorney/authority letter, etc., for participation in the 70th AGM through VC/ OAVM and e-voting during the 70th AGM.

6. Institutional/corporate members are required to send a scanned copy (PDF format) of their respective board or governing body resolution/authorisation etc., authorising their representative to attend the AGM through VC/OAVM on their behalf and to vote through e-voting. The said resolution/authorisation shall be sent by e-mail on scrutinizer's e-mail address at gkrkg@yahoo.in and gkrkgram@yahoo.in with a copy marked to 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.
7. **Electronic dispatch of annual report and process for registration of email id for obtaining copy of annual report:**
 - a) In compliance with the MCA Circulars and SEBI Circulars, annual report for the financial year 2025 including notice of AGM is being sent only in electronic mode to those members whose email IDs are registered with the Company/ Company's Registrar and Share Transfer Agent viz., Cameo Corporate Services Limited ("RTA")/National Securities Depository Limited ("NSDL") and/or Central Depository Services (India) Limited ("CDSL"), (NSDL and CDSL collectively, the "Depositories"). Members may note that the notice of AGM and annual report is also available on the Company's website <https://sical.in>, websites of stock exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of e-voting service provider i.e., CDSL at www.evotingindia.com.
 - 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 email id and other applicable details, if any, with their concerned depository participant. After successful registration of e-mail id and other applicable details, a copy of notice of AGM notice and the annual will be sent to the member's registered e-mail id, upon request received from the members.
8. **Procedure for inspection of documents:**
 - a) The register of directors and key managerial personnel and their shareholding maintained under Section 170 of the Act and the register of contracts or arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available for inspection electronically by the members from the date of circulation of the notice up to the date of AGM. Members desiring inspection of statutory registers may send their request in writing to the Company at cs@pristinelogistics.com mentioning their name, DP ID & Client ID/folio number and permanent account number (PAN).
 - b) All the documents referred to in the notice will be available for inspection electronically by the members from the date of circulation of the notice up to the date of AGM. Members seeking to inspect documents can send an e-mail at cs@pristinelogistics.com mentioning their name, DP ID & Client ID/folio number and permanent account number (PAN).
9. **Information to members regarding e-voting and AGM through VC/OAVM:**
 - a) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, secretarial standard on general meetings issued by the Institute of Company Secretaries of India and Regulation 44 of the Listing Regulations, as amended, read with the MCA Circulars, the Company is providing facility for remote e-voting to its members in respect of the business to be transacted at the 70th AGM and to those members participating in the 70th AGM, to cast vote through e-voting system during the 70th AGM. For this purpose, the Company has engaged CDSL for facilitating voting through electronic means. The CDSL will be providing the facility for voting through remote e-voting, for participation in the 70th AGM through VC/OAVM facility and e-voting during the 70th AGM.
 - b) The members may join the 70th AGM through VC/OAVM facility by following the procedure as mentioned below which shall be kept open for the members 15 minutes before the time scheduled to start the 70th AGM and the Company may close the window for joining the VC/OAVM facility 15 minutes after the scheduled time to start the 70th AGM.
 - c) The members may note that the VC/OAVM facility provided by CDSL, allows participation of at least one thousand members on a first-come-first-served basis. The large members (i.e., members holding 2% or more shareholding),

SICAL LOGISTICS LIMITED

promoters, institutional investors, directors, key managerial personnel, the chairperson of the audit committee, nomination and remuneration committee and stakeholders' relationship committee, auditors, etc. can attend the 70th AGM without any restriction on account of first-come-first-served basis.

- d) The members attending the AGM through VC/ OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
- e) The members whose names appear in the register of members/ list of beneficial owners maintained by the Company/ RTA/Depositories as on the cut-off date i.e., September 19, 2025, shall only be entitled to avail the facility of remote e-voting or e-voting during the AGM. The voting rights shall be as per the number of equity shares held by the members as on the cut-off date. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
- f) In case of joint holders attending the AGM, the member whose name appears as the first holder in the order of names, as per the register of members/list of beneficial owners of the Company will be entitled to vote.

10. Procedure to raise questions / seek clarifications:

- a) The members who would like to express their views/ ask questions regarding businesses to be conducted during the AGM, should register themselves as a speaker by sending a request at cs@pristinelogistics.com at least 7 (seven) days prior to meeting from the registered e-mail address mentioning their name, DP ID & Client ID/ folio number, PAN, mobile number. Only those members who have registered themselves as a speaker will be allowed to express their views/ ask questions during the AGM.
- b) The Company reserves the right to restrict the number of questions and number of speakers, depending upon the availability of time as appropriate for smooth conduct of the AGM. When a pre-registered speaker is invited to speak at the meeting, but he/ she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with video/ camera along with good internet speed.
- c) The members who do not wish to speak during the AGM but have queries may send their queries at least 7 (seven) days prior to meeting mentioning their name, DP ID & Client ID /folio number, email id, mobile number at cs@pristinelogistics.com. These queries will be replied by the Company suitably by email.

11. Instructions for members regarding e-voting and joining virtual meeting:

- a) The remote e-voting period begins on September 27, 2025, at 09:00 a.m. and ends on September 29, 2025, at 05:00 p.m. The e-voting module shall be disabled by CDSL for voting thereafter. The members whose names appear in the register of members/list of beneficial owners as on the cut-off date i.e., September 19, 2025, may cast their vote electronically. The voting rights of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, i.e., September 19, 2025.

b) E-voting process

Login method for e-voting and joining virtual meeting for individual shareholders holding shares in demat mode

Pursuant to Section VI-C of the SEBI master circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 pertaining to 'e-voting facility provided by listed companies', e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/ depository participants in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider ('ESP') thereby facilitating not only seamless authentication but also ease and convenience of participating in e-voting process.

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.

SICAL LOGISTICS LIMITED

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	- 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 www.cdslindia.com and click on login icon & My Easi New (Token) Tab. - 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 or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-voting service providers, so that the user can visit the e-voting service providers' website directly. - If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login and My Easi New (Token) Tab and then click on registration option. - Alternatively, the user can directly access e-voting page by providing demat account number and PAN from e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile and 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.
Individual shareholders holding securities in demat mode with NSDL	- 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: https://eservices.nsdl.com 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 or joining virtual meeting & voting during the meeting. - If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 be opened. 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-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 or joining virtual meeting & voting during the meeting.

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Type of shareholders	Login Method
	4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client ID, PAN, verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL depository site wherein you can 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 or joining virtual meeting & voting during the meeting.
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 or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
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 evoting@nsdl.co.in or call at 022-4886 7000 and 022-2499 7000

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

- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on "Shareholders" module.
- Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in physical form should enter folio number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- If you are a first-time user follow the steps given below:

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For physical shareholders and other than individual shareholders holding shares in demat	
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 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 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.
 - 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 delinked in case of any wrong mapping.
 - e) It is mandatory that, a scanned copy of the board resolution and 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.

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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 and gkrkgram@yahoo.in and to the Company at the email address viz., 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.

19. If you have any queries or issues regarding attending AGM & e-voting from the CDSL e-voting system, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

20. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

12. Process for those shareholders whose email/mobile no. are not registered with the Company/Depositories for procuring user id and password:

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) and other supporting documents 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.

13. Instructions for members attending the AGM through VC/OAVM and e-voting during meeting are as under:

- The procedure for attending meeting and e-voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- The members who have voted through remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- Only those members, who are present in the AGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
- If any votes are cast by the members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC/OAVM facility, then the votes cast by such members may be considered invalid as the facility of e-voting during the meeting is available only to the members attending the meeting.
- Members are encouraged to join the AGM through laptops / IPads for better experience.
- Members will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
- Members connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

14. General Information:

- In accordance with Regulation 40 of the Listing Regulations, as amended, the Company has stopped accepting any transfer requests for securities held in physical form. Members holding shares of the Company in physical form are requested to kindly get their shares converted into demat/electronic form to get inherent benefits of dematerialisation.

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- b) 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.
- c) As per the provisions of Section 72 of the Act, the facility for making nomination is available to 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, he/ she may submit the same in ISR-3 or 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's RTA or from the website of the MCA at www.mca.gov.in.
- d) Institutional members are encouraged to attend and vote at the AGM through VC/OAVM.
- e) The board of directors has appointed M/s KRA & Associates, Practicing Company Secretaries (Firm Registration Number P2020TN082800) to act as scrutinizer for conducting the entire e-voting process in a fair and transparent manner.
- f) The scrutinizer will, after the conclusion of e-voting at the 70th AGM, first count the votes cast during the 70th AGM and thereafter unblock the votes cast through remote e-voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such report shall then be sent to the chairman of the Company or any other person authorized by him, who shall then countersign and declare the result of the voting forthwith.
- g) Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting, i.e., September 30, 2025.
- h) The result of e-voting shall be declared within 2 (two) working days from the conclusion of the AGM and simultaneously be intimated to BSE Limited and National Stock Exchange of India Limited. The results along with scrutinizer's report shall be made available on the website of the Company at www.sical.in and on the website of CDSL at www.evotingindia.com.
- i) Members are requested to address all correspondences to the Company's RTA at:
Cameo Corporate Services Limited
Subramanian Building, 5th Floor,
1, Club House Road, Chennai- 600002
Telephone: 044-40020700 – 0704 / 044-28460390 - 94
Fax- 044-28460129
Investor portal: <https://wisdom.cameoindia.com/>

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

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

Place : New Delhi

Date : September 02, 2025

Registered office:

South India House 73,
Armenian Street Chennai,
Tamil Nadu - 600001
CIN: L51909TN1955PLC002431
Website: <https://sical.in>

SICAL LOGISTICS LIMITED

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

The following statement sets out material facts relating to item no. 3 to 6 mentioned in the accompanying notice:

Item no. 3: To approve the remuneration payable to Mr. Vinay Kumar Pabba (DIN:02711931), non-executive and independent director of the Company, exceeding fifty percent of the total annual remuneration payable to all non-executive directors of the Company for the financial year 2025-26

The members of the Company at the 68th Annual General Meeting of the Company held on September 29, 2023, appointed Mr. Vinay Kumar Pabba (DIN: 02711931) as an independent director of the Company for a term of three (3) consecutive years with effect from January 11, 2023 to January 10, 2026, at a remuneration of Rs. 18,35,000/- (Rupees eighteen lakh thirty-five thousand only) for the financial year 2023-24 and Rs. 15,00,000/- (Rupees fifteen lakh only) per annum for the remaining tenure and such remuneration be paid even if the Company has no profit or inadequate profit during his tenure as independent director.

In terms of Regulation 17(6)(ca) of the Listing Regulations, the approval of shareholders by way of special resolution is required to be obtained every financial year, in which the annual remuneration payable to a single non-executive director exceeds fifty percent of the total annual remuneration payable to all non-executive directors.

Since the remuneration payable to Mr. Vinay Kumar Pabba during the financial year 2025-26 exceeds fifty percent of the total annual remuneration payable to all non-executive directors of the Company for the said financial year, the approval of the members in accordance with Regulation 17(6) (ca) of the Listing Regulations is sought by way of special resolution.

Except Mr. Vinay Kumar Pabba, as the resolution relates to his remuneration, none of the directors, key managerial personnel of the Company, and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out in item no. 3 of the notice.

The board of directors recommends the special resolution set out in item no. 3 of the notice for the approval of the members.

Item no. 4: To appoint M/s. KRA & Associates, Practicing Company Secretaries as secretarial auditor of the Company

Pursuant to recent amendments in Regulation 24A of the Listing Regulations, every listed entity is required to appoint a secretarial auditor for a maximum of two terms of five consecutive years, with the approval of the members at the annual general meeting.

Based on the recommendation of the audit committee, the board of directors of the Company has approved the appointment of M/s KRA & Associates, Practicing Company Secretaries (Firm Registration Number P2020TN082800), as the secretarial auditor of the Company for an initial term of five (5) consecutive years commencing from the financial year 2025-26 till the financial year 2029-30 i.e., April 01, 2025 to March 31, 2030. The said appointment is subject to the approval of the members of the Company at this annual general meeting of the Company.

M/s KRA & Associates, Practicing Company Secretaries confirmed that the firm is not disqualified and is eligible to act as secretarial auditor under the Act and the Listing Regulations, and has also provided written consent for their proposed appointment as secretarial auditor of the Company.

The terms and conditions of appointment (including remuneration) of the secretarial auditor proposed to be appointed, pursuant to Regulation 36 of the Listing Regulations, are as follows:

Brief profile and credentials of M/s KRA & Associates, Practicing Company Secretaries:

M/s KRA & Associates is a reputed firm of practicing company secretaries based in Chennai, Tamil Nadu. The firm has been peer reviewed by the Institute of Company Secretaries of India, ensuring the highest standards in professional practices. The firm is primarily engaged in providing secretarial audit, mergers and acquisitions, corporate structuring and other transaction advisory services.

The firm is known for its high level of professional ethics, values and strong technical expertise developed through years of experience.

Terms of appointment:

M/s KRA & Associates, Practicing Company Secretaries, is proposed to be appointed as secretarial auditor of the Company, for an initial term of five (5) consecutive years commencing from the financial year 2025-26 till the financial year 2029-30 i.e., April 01, 2025 to March 31, 2030.

SICAL LOGISTICS LIMITED**Proposed fees payable**

Rs. 5,40,000/- (Rupees five lakh forty thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the secretarial audit of the Company.

The year-wise break-up of remuneration is as follows:

- Year 1 : Rs. 1,00,000/- (Rupees one lakh only)
Year 2 : Rs. 1,00,000/- (Rupees one lakh only)
Year 3 : Rs. 1,10,000/- (Rupees one lakh ten thousand only)
Year 4 : Rs. 1,10,000/- (Rupees one lakh ten thousand only)
Year 5 : Rs. 1,20,000/- (Rupees one lakh twenty thousand only)

Material change in the fee payable to the auditor from that paid to the outgoing auditor along with rational of such change

Not Applicable

Basis of recommendation for appointment:

Considering the profile and credentials of M/s KRA & Associates, Practicing Company Secretaries, including their industry experience, professional conduct and fulfillment of eligibility criteria and qualification prescribed under the Act and rules made thereunder and the Listing Regulations, the board of directors of the Company has recommended the appointment of the said firm as secretarial auditor of the Company for an initial term of five (5) consecutive years, commencing from the financial year 2025-26 till the financial year 2029-30 i.e., April 01, 2025 to March 31, 2030.

None of the directors, key managerial personnel of the Company, and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out in item no. 4 of the notice.

The board of directors of the Company recommends the ordinary resolution as set out in item no. 4 of the notice for the approval of the members.

Item no. 5: To approve the material modification in the approved related party transaction between the Company and Pristine Malwa Logistics Park Private Limited, being the immediate holding company of the Company

The Company has entered into a lease arrangement with Pristine Malwa Logistics Park Private Limited ("**Pristine Malwa**"), the immediate holding company and a related party of the Company within the meaning of Regulation 2 (1) (zb) of the Listing Regulations, for taking dumpers, excavators, tankers, bulldozers, graders (hereinafter, collectively, referred to as the "**Commercial Equipment**") on lease to run its ongoing projects smoothly.

Under this said arrangement, Pristine Malwa leased 42 (forty-two) Commercial Equipment to the Company for a period of 5 years commencing from the financial year 2024-25 (lease started from March, 2025) to financial year 2028-29 and an additional 17 (seventeen) Commercial Equipment for a period of 5 years commencing from the financial year 2025-2026 to financial year 2029-30.

The lease amount under the arrangement is Rs. 24.95 crore per financial year (exclusive of applicable taxes). In accordance with Regulation 23 of the Listing Regulations, the said related party transaction, being classified as material related party transaction, was approved by the members of the Company through ordinary resolution passed via postal ballot on May 06, 2025.

To manage liquidity and to ensure timely servicing of its obligations under the lease arrangement, it is now proposed to reduce the lease tenure of the said Commercial Equipment from five (5) years to three (3) years, without any change in the approved lease amount of Rs. 24.95 crore (exclusive of applicable taxes) per financial year.

Regulation 23 of the Listing Regulations, inter-alia, states that all material related party transactions and subsequent material modifications as defined by the audit committee, shall require prior approval of the members by means of an ordinary resolution. Furthermore, as per the Company's policy on related party transactions, the subsequent material modifications mean subsequent change to an existing material related party transaction, having variance of 20% of the existing limit or subsequent change in existing related party transaction, if the change leads such related party transaction to statutory limit of material related party transaction.

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The proposed change in the said material related party transaction is expected to have variance of more than 20% of originally approved lease period, qualifying it as subsequent material modification.

In compliance with the Act, Listing Regulations, and other applicable laws/statutory provisions, if any, the audit committee, after its deliberation, has approved the proposed material modification.

The details of transaction as required under Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI master circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are set forth below:

S.No.	Particulars	Details
1.	Details of summary of information provided by the management to the audit committee	
a.	Name of the related party, its relationship with the Company including nature of concern or interest (financial or otherwise)	As described above
b.	Type, material terms and particulars of the proposed transaction	As approved by the members of the Company via postal ballot on May 06, 2025, the Company, in its ordinary course of business, has taken Commercial Equipment (as mentioned above) on lease from Pristine Malwa for a period of five (5) years. It is now proposed to reduce the lease tenure from five (5) years to three (3) years.
c.	Tenure of the proposed transaction (particular tenure shall be specified)	a) 42 (forty-two) Commercial Equipment for a period of three (3) years commenced from financial year 2024-25 (lease started from March, 2025) to financial year 2026-27 b) 17 (seventeen) Commercial Equipment for a period of three (3) years commenced from financial year 2025-26 to financial year 2027-28
d.	Value of the proposed transaction	There will be no change in the approved transaction value i.e., up to an amount Rs. 24.95 crore per financial year (exclusive of applicable taxes). However, due to proposed change in the lease tenure from five (5) years to three (3) years, the total transaction value will now be calculated for a period of three (3) years instead of five (5) years.
e.	The percentage of the Company's annual consolidated turnover for the immediately preceding financial year, that is represented by the value of the proposed transaction	Not applicable as there is no change in the approved transaction value per financial year.
f.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: i) details of the source of funds in connection with the proposed transaction; ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: • nature of indebtedness; • cost of funds; and • tenure;	Not applicable as the transaction does not relate to any loans, inter-corporate deposits, advances or investments made or given by the Company or the subsidiary.

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S.No.	Particulars	Details
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	
2.	A copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable
3.	Justification for why the proposed transaction is in the interest of the Company	By reducing the lease tenure from five (5) years to three (3) years, the Company will be able to manage its liquidity more efficiently and ensure timely servicing of its obligations under the lease arrangement.
4.	A statement that the valuation or other external report, if any, relied upon by the Company in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not Applicable
5.	Any other information that may be relevant	All relevant/important information forms part of the explanatory statement.

The members may note that all the related parties (whether such related party is the party to the above-mentioned transaction or not), shall not vote to approve the resolution set out in item no. 5 of the notice.

None of the directors, key managerial personnel of the Company, and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out in item no. 5 of the notice.

The board of directors of the Company recommends the ordinary resolution as set out in item no. 5 of the notice for the approval of the members.

Item no. 6: To approve the material related party transaction between the Company and Pristine Malwa Logistics Park Private Limited, being the immediate holding company of the Company

As per the Regulation 2(1)(zc) of the Listing Regulations, any transaction involving a transfer of resources, services or obligations between (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand; or (ii) a listed entity or any of its subsidiaries on one hand and any other person or entity on the other hand, the purpose and effect of which is to benefit any related party of the listed entity or any of its subsidiaries, regardless of whether a price is charged or not, is considered as 'related party transaction'.

Furthermore, Regulation 23 of the Listing Regulations, inter-alia, states that all material related party transactions shall require prior approval of the members by means of an ordinary resolution, even if such transactions are in the ordinary course of business and at arm's length pricing. A transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with the previous transactions during a financial year, exceeds Rs.1,000 crore or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Pristine Malwa Logistics Park Private Limited ("**Pristine Malwa**"), the immediate holding company and a related party of the Company within the meaning of Regulation 2 (1) (zb) of the Listing Regulations, has granted financial assistance in the form of unsecured loan to the Company for meeting its exigencies.

The value of the said transaction was Rs. 16.50 crore during the financial year 2024-25, which is at present within the materiality thresholds as prescribed under the Listing Regulations (mentioned above).

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The Company plans to avail additional financial assistance of Rs. 13.50 crore by way of unsecured loan from Pristine Malwa to meet the further exigencies as they may arise in future.

The aggregate value of above-mentioned transaction with Pristine Malwa is now expected to exceed the 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, classifying it as a material related party transaction for the Company.

In compliance with the Listing Regulations, Act and other applicable laws/statutory provisions, if any, the audit committee, after its deliberation, had approved the said transaction between the Company and Pristine Malwa. The transaction is in the ordinary course of business and on an arm's length basis.

The details of transaction as required under Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI master circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are set forth below:

S.No.	Particulars	Details
1.	Details of summary of information provided by the management to the audit committee	
a.	Name of the related party, its relationship with the Company including nature of concern or interest (financial or otherwise)	As described above
b.	Type, material terms and particulars of the proposed transaction	The Company, in its ordinary course of business, will avail/continue to avail financial assistance up to an amount of Rs. 30 crore from Pristine Malwa in the form of unsecured loan.
c.	Tenure of the proposed transaction (particular tenure shall be specified)	Five (5) years
d.	Value of the proposed transaction	Up to an amount of Rs. 30 crore
e.	The percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	13.52% of the annual consolidated turnover of the Company for the financial year ended on March 31, 2025.
f.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: i) details of the source of funds in connection with the proposed transaction; ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: • nature of indebtedness; • cost of funds; and • tenure; iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not applicable as the transaction does not relate to any loans, inter-corporate deposits, advances or investments made or given by the Company or the subsidiary.

SICAL LOGISTICS LIMITED

S.No.	Particulars	Details
2.	A copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable
3.	Justification for why the proposed transaction is in the interest of the Company	To efficiently meet the Company's exigencies as they arise, and considering its financial journey and history, it would be beneficial to seek financial assistance from the immediate holding company
4.	A statement that the valuation or other external report, if any, relied upon by the Company in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not Applicable
5.	Any other information that may be relevant	All relevant/important information forms part of the explanatory statement.

The members may note that all the related parties (whether such related party is the party to the above-mentioned transaction or not), shall not vote to approve the resolution set out in item no. 6 of the notice.

None of the directors, key managerial personnel of the Company, and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out in item no. 6 of the notice.

The board of directors of the Company recommends the ordinary resolution as set out in item no. 6 of the notice for the approval of the members.

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

(Vaishali Jain)
Company Secretary
Membership No. A58607

Place : New Delhi

Date : September 02, 2025

Registered office:

South India House 73,
Armenian Street Chennai,
Tamil Nadu - 600001
CIN: L51909TN1955PLC002431
Website: <https://sical.in>

SICAL LOGISTICS LIMITED

Annexure I

INFORMATION IN RESPECT OF ITEM NO. 2 [PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA PURSUANT TO SECTION 118 OF THE COMPANIES ACT, 2013]



Amit Kumar, 55 years of age

Non-executive director

DIN:01928813

Date of birth: March 24, 1970

Qualification:

Mr. Amit Kumar holds a bachelor's degree in arts (honours) from Kirorimal College, University of Delhi.

Brief resume, experience and expertise in specific functional areas:

Mr. Amit Kumar has over 30 years of experience in government, railways and logistics sector, including over 14 years of experience as an entrepreneur. Previously, he was associated with the Indian Railway Traffic Service ("IRTS"). He was deputed to CONCOR in 2002 and served as its chief manager until 2006. Thereafter, he was posted to Southeast Central Railways on November 6, 2006.

Date of first appointment on the board of directors of the Company:

January 11, 2023

List of the listed entities in which he holds the directorship and the membership of committees of the board along with the listed entities from which he has resigned in the past three years: None

List of other public companies in which he holds the directorship:

Public companies

- a) Pristine Logistics & Infraprojects Limited
- b) Sical Multimodal and Rail Transport Limited
- c) Sical Infra Assets Limited
- d) Sical Bangalore Logistics Park Limited

Deemed public companies:

- a) Pristine Mega Logistics Park Private Limited
- b) Kanpur Logistics Park Private Limited
- c) Pristine Kaneria Logistics Park Private Limited

List of membership/chairmanship of the committees of the Company (for the purpose of determination of membership/ chairpersonship of the audit committee and the stakeholders' relationship committee alone are considered):

Mr. Amit Kumar is the member of audit committee and chairman of stakeholders' relationship committee

List of membership/ chairmanship of committees of other companies in which he is a director (for the purpose of determination of membership/ chairpersonship of the audit committee and the stakeholders' relationship committee alone are considered):

Mr. Amit Kumar is the member of audit committee of Pristine Logistics & Infraprojects Limited and Sical Infra Assets Limited

Shareholding in the Company (both own or held by/ for other persons on a beneficial basis):

Nil

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Relationship with other directors, manager and other key managerial personnel of the Company: None

Number of meetings of the board attended during the year:

During the financial year ended March 31, 2025, the board of directors of the Company met eight (8) times. Mr. Amit Kumar attended six (6) board meetings.

Terms and conditions of the re-appointment along with details of remuneration sought to be paid and the remuneration last drawn, if applicable:

Mr. Amit Kumar is proposed to be re-appointed as non-executive director whose office will be liable to retire by rotation. No remuneration is sought to be paid to Mr. Amit Kumar.

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