SICAL
COFFEE DAY CO.

Sical Logistics Ltd

South India House
73 Armenian Street
Chennai 600 001 India
Phone : 91.44.66157016 Fax : 91.44.66157017

Ref.:SICAL/SD/2015

06th June, 2015

National Stock Exchange of India Limited
"Exchange Plaza"
Bandra – Kurla Complex
Bandra [East]
Mumbai :: 400 051
Phone : 022-26598236

Dear Sirs,

Sub : Postal Ballot Notice

Ref : Clause 31 [c] of the Listing Agreement.

Pursuant to Clause 31[c] of the Listing Agreement, please find enclosed 3 copies of the Postal Ballot Notice as sent to the shareholders for your records.

We wish to inform you that Mr. R. Kannan, Practising Company Secretary has been appointed as the Scrutinizer for the postal ballot / e-voting process.

Postal Ballot / e-voting by members shall be available from 08th June, 2015 until 07th July, 2015. The result will be declared on 08th July, 2015.

We request you to kindly take the above on record.

Thanking you,

Yours faithfully,
For Sical Logistics Limited

V. Radhakrishnan
Company Secretary

Encl : As stated.

CC : NSE, Chennai

SICAL LOGISTICS CHENNAI 600 001

SICAL LOGISTICS LIMITED

CIN : L51909TN1955PLC002431

Registered Office : "South India House", 73, Armenian Street, Chennai : 600 001

Phone : 044-66157071 / Fax : 044-66157017

Website : www.sical.com :: e-mail ID : secl@sical.com

NOTICE

To

All Shareholders

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 ["the Act"], read with Rule 22 of the Companies [Management & Administration] Rules, 2014 that the following resolutions are proposed to be passed by Postal Ballot and Electronic Voting [e-voting] by the shareholders of the Company. The Explanatory Statement pursuant to Section 102 of the Act relating to the Resolution is annexed.

The Board of Directors of your Company at the meeting held on 04th May, 2015 have appointed Mr. R. Kannan, Practicing Company Secretary as the Scrutinizer for conducting the Postal Ballot and e-voting process.

Please read carefully the instructions printed in the Postal Ballot Form and return the same duly completed and signed in the attached self-addressed postage pre-paid envelope so as to reach the Scrutinizer not later than 6.00 p.m. on Tuesday, the 07th July, 2015. The Company has arranged for e-voting facility through CDSL and the members have the option to vote either by Postal Ballot or through e-voting, the detailed procedure for which is set out in the Postal Ballot Form.

The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny of Postal Ballots. The Chairman / Company Secretary will declare the result of the Postal Ballot on Wednesday, the 08th July, 2015. Such result along with Scrutinizers Report will be made available on the Company's Website www.sical.com under the Section "Investors" and will be forwarded to the Stock Exchanges where the Company's shares are listed and the CDSL who has been engaged by the Company for facilitating e-voting facility.

SPECIAL BUSINESS

1. Appointment of Mr. Kush S Desai [DIN 00693663] as Whole-time Director with designation as Joint Managing Director

To consider and if deemed fit to pass with or without modification[s] the following resolution as a Special Resolution

RESOLVED THAT pursuant to Sec 168, 198 and 203 and Schedule V of the Companies Act, 2013 and Article 152 of the Articles of Association of the Company, Mr. Kush S Desai [DIN 0693663], Director be and is hereby appointed as a whole-time director of the Company with the designation as Joint Managing Director on the following terms and conditions for a period of 5 years.

1. Term : 5 years from 04th May, 2015
2. Salary : Nothing chargeable to the Company

2. Appointment of Mr. Sudhir V Kamath [DIN 00203009] as an Independent Director

To consider and if deemed fit to pass with or without modification, the following resolution as an Ordinary Resolution

RESOLVED THAT pursuant to the provisions of Sec 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder [including any statutory modification[s] or re-enactment thereof for the time being in force] read with Schedule IV to the Companies Act, 2013, Mr. Sudhir V Kamath, [DIN00203009], a non-executive Director of the Company, who was appointed as an additional director of the Company on 30th March, 2015 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149[6] of the Companies Act, 2013 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a term commencing from passing of this resolution viz. 08th July, 2015 until the conclusion of the 64th Annual General Meeting of the Company.

3. *Appointment of Ms. Shweta Shetty [DIN 06719712] as a Woman Director*

To consider and if deemed fit to pass with or without modification, the following resolution as an Ordinary Resolution

RESOLVED THAT pursuant to the provisions of Sec 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder [including any statutory modification[s] or re-enactment thereof for the time being in force] , Ms. Shweta Shetty, [DIN 06719712], a non-executive Director of the Company, who was appointed as an additional director of the Company on 30th March, 2015, be and is hereby appointed as a Director of the Company whose office shall not be subject to retirement by rotation.

4. *To avail financial assistance to the extent of Rs. 200 crores from the holding company Tanglin Retail Reality Developments Private Limited*

To consider and if deemed fit to pass with or without modification, the following resolution as a Special Resolution

RESOLVED THAT subject to the provisions of the Companies Act, 2013 and Clause 49 [VII] of the Listing Agreement entered into with the Stock Exchanges, the Company be and is hereby permitted to avail financial assistance from the holding company viz. Tanglin Retail Reality Developments Private Limited upto an amount not exceeding Rs. 200 crores [Rupees two hundred crores only] during the current financial year to meet the exigencies as and when such requirements arise at a term as would be decided by the Board of Directors which shall not be prejudicial to the interest of the shareholders.

FURTHER RESOLVED THAT the directors and CFO be and are hereby authorized to enter into such agreements or alter, amend or vary the terms as and when required based on situation of availing such facility.

5. ***To provide corporate guarantee and extend the security to Bank of Baroda for the facilities extended to Sical Multimodal and Rail Transport Limited***

To consider and if deemed fit to pass with or without modification, the following resolution as a Special Resolution

RESOLVED THAT subject to the provisions of Sec 185, 186 read with Schedule VI of the Companies Act, 2013 and Clause 49 [VII] of the Listing Agreement entered into with the Stock Exchanges, the Company be and is hereby permitted to provide Corporate Guarantee to the extent of Rs.147.49 crores and extend as security the 17.19 acres of land situated at Tuticorin [presently held on a first charge basis for the facilities availed by the company] to Bank of Baroda ["the Bank"], K.G. Road Branch, Bengaluru for the Term Loans and the Cash Credit facilities [both fund based and non fund based] provided by the Bank to the company's subsidiary M/s. Sical Multimodal and Rail Transport Limited on 31st March, 2015.

6. ***To give loan to the extent of Rs.100 crores during the current financial year 2015-16 to the Company's subsidiary Sical Iron Ore Terminals Limited.***

To consider and if deemed fit to pass with or without modification, the following resolution as a Special Resolution

RESOLVED THAT subject to the provisions of Sec 185, 186 read with Schedule VI of the Companies Act, 2013 and Clause 49 [VII] of the Listing Agreement entered into with the Stock Exchanges, the Company be and is hereby permitted to give loan to the company's subsidiary Sical Iron Ore Terminals Limited to the extent of Rs.100 crores [Rupees one hundred crores] at an interest rate similar to the bank rates as are applicable to the term loan availed by the Company on the outstandings during the current financial year 2015-16.

By Order of the Board

Date : 15th May, 2015

V. Radhakrishnan
Company Secretary

Registered Office :
"South India House", 73, Armenian Street, Chennai 600 001

EXPLANATORY STATEMENT PURSUANT TO SECTION 102] OF THE COMPANIES ACT, 2013

Annexure to Notice dated 15th May, 2015

Item No.1

The Board of Directors of the Company at the meeting held on 04th May, 2015 on the recommendation of the Nomination and Remuneration Committee have appointed Mr. Kush S Desai [DIN 0693663] as a Whole-time Director with the designation as Joint Managing Director with effect from 04th May, 2015 for a period of 5 years subject to the approval of the members.

With the expertise Mr. Kush S Desai possesses on the infrastructural projects, the Board is of the view that such expertise would provide ample opportunity for the company in its developmental activities and for the progress of the company. Mr. Kush S Desai would be drawing his remuneration from the parent company and nothing is chargeable to the company.

Brief resume and details as required under Clause 49 of the listing agreement are furnished separately elsewhere in the notice. Details pertaining to the appointment as whole-time director as per Schedule V of the Companies Act, 2013 have not been furnished since Mr. Kush S Desai will not be drawing any remuneration from the Company.

The resolution and the explanatory statement be treated as an abstract under Sec 190 of the Companies Act, 2013.

MEMORANDUM OF INTEREST

Mr. Kush S Desai is considered to be interested in the above resolution. None of the other Directors, Key Managerial Personnel of the Company or their relatives is interested in the above Resolution.

Item No.2

The Board of Directors at their meeting held on 30th March, 2015, on the recommendation of the Nomination and Remuneration Committee have appointed Mr. Sudhir V Kamath [DIN 00203009] as an additional director under the Independent Director category and recommended to obtain the approval of the Members, the appointment of Mr. Sudhir V Kamath as an Independent Director to hold office until conclusion of the 64th AGM of the Company in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ["the Act"] or any amendment thereto or modification thereof, as set out in the Resolution relating to the appointment.

With the expertise Mr. Sudhir V Kamath possesses, the Board is of the opinion that the Company would richly benefit out of such rich experience. Declaration has been received from the aforesaid director that he meets the criteria of the Independence prescribed under Section 149 of the Act and the Companies [Appointment and Qualification of Directors] Rules, 2014. In the opinion of your Board, the aforesaid director fulfills the conditions as specified in the Act and Rules made thereunder as prevailing as on date for his appointment as an Independent Director and that he is independent of the management of the Company. In addition to the sitting fees for attending meetings of the Board and Committees thereof, the aforesaid Director is entitled to remuneration by way of commission depending upon the net profit of the Company along with other non-executive directors [subject to an overall maximum of 1% on the net profit of the Company] as approved by the members at the 57th AGM on 28th September, 2012 and as would be decided by the Board while considering the financial results for the respective years. Presently such Members approval covers the period upto 31st March, 2017.

Brief resume and details as required under Clause 49 of the listing agreement are furnished separately elsewhere in the notice.

MEMORANDUM OF INTEREST

Mr. Sudhir V Kamath is considered to be interested in the above resolution. None of the other Directors, Key Managerial Personnel of the Company or their relatives is interested in the above Resolution.

Item No.3

The Board of Directors at their meeting held on 30th March, 2015, on the recommendation of the Nomination and Remuneration Committee have appointed Ms. Shweta Shetty, [DIN 06719712] as an additional director under the Women Director category and recommended to obtain the approval of the Members, the appointment of Ms. Shweta Shetty as a Director who shall not be subject to retirement by rotation.

With the rich experience of Ms. Shweta Shetty, the Board is of the opinion that her presence on the Board would immensely help the Company on its growth path. Required Declarations have been received from the aforesaid director.

Brief resume and details as required under Clause 49 of the listing agreement are furnished separately elsewhere in the notice.

MEMORANDUM OF INTEREST

Ms. Shweta Shetty is considered to be interested in the above resolution. None of the other Directors, Key Managerial Personnel of the Company or their relatives is interested in the above Resolution.

Item No. 4

The Board of Directors at their meeting held on 04th May, 2015 have recommended for the approval of the members to obtain financial assistance from the parent company M/s. Tanglin Retail Reality Developments Private Limited an amount not exceeding Rs. 200 crores [Rupees two hundred crores only] for meeting the exigencies as and when such requirements arise at a term as would be decided by the Board of Directors which shall not be prejudicial to the interest of the shareholders. Though the said resolution does not require any approval under the Companies Act, 2013, yet as per the requirement of Clause 49 [VII] of the Listing Agreement, since this amount would exceed 10% of the consolidated turnover of the Company, it is considered to be a material related party transaction and accordingly members approval is sought by way of special resolution.

MEMORANDUM OF INTEREST

Tanglin Retail Reality Developments Private Limited, Mr. R. Ram Mohan, Chairman, Mr. Kush S Desai, Ms. Shweta Shetty, Directors, Mr. Sumith R Kamath, CFO are considered to be interested in the above resolution. None of the other Directors, other Key Managerial Personnel of the Company or their relatives is interested in the above Resolution.

Item No. 5

The Board of Directors at their meeting held on 04th May, 2015 have recommended for the approval of the members to enable the company to provide corporate guarantee to the extent of Rs.147.49 crores and extension of mortgage of the property viz. 17.19 acres of land situated at Tuticorin [already existing as a charge with the Bank] to Bank of Baroda, K.G. Road Branch, Bengaluru for the term loans and working capital facilities extended by the Bank to the company's subsidiary Sical Multimodal and Rail Transport Limited. Though the provisions of Sec 186 of the Companies Act, 2013 exempts provision of such guarantee and security to a company engaged in infrastructural development as provided under Schedule VI of the Companies Act, 2013 yet as per the requirement of Clause 49 [VII] of the Listing Agreement, since this amount would exceed 10% of the consolidated turnover of the Company, it is considered to be a material related party transaction and accordingly members approval is sought by way of special resolution.

MEMORANDUM OF INTEREST

Mr. Kush S Desai, Mr. Sunil Deshmukh, Mr. H. Rathnakar Hegde and Mr. S. Ravinarayanan are considered to be interested in the said resolution to the extent that they hold directorship in the subsidiary viz. Sical Multimodal and Rail Transport Limited. None of the other Directors, Key Managerial Personnel of the Company or their relatives is interested in the above Resolution.

Item No. 6

The Board of Directors at their meeting held on 30th March, 2015 have approved to provide financial assistance to the company's subsidiary Sical Iron Ore Terminals Limited for taking care of its operating expenses and servicing of interest as well principal repayment on the term loan availed for constructing the iron ore terminal at Kamarajar Port though completed in all respects but could not commence commercial operations for want of cargo viz. iron ore on which a ban prevails from the Supreme Court for export out of Karnataka region. As it has been found difficult in sourcing funds for this purpose, it has been proposed to assist the subsidiary by providing sub-ordinate loan to the extent of Rs.100 crores [Rupees one hundred crores] only during the current financial year 2015-16. Though the provisions of Sec 186 of the Companies Act, 2013 exempts extending loan facility to a company engaged in infrastructural development as provided under Schedule VI of the Companies Act, 2013 yet as per the requirement of Clause 49 [VII] of the Listing Agreement, since this amount would exceed 10% of the consolidated turnover of the Company, it is considered to be a material related party transaction and accordingly members approval is sought by way of special resolution.

MEMORANDUM OF INTEREST

Mr. Sunil Deshmukh, Mr. H. Rathnakar Hegde and Ms. Shweta Shetty, Mr. Sudhir V Kamath, Directors and Mr. Sumith R Kamath are considered to be interested in the said resolution to the extent that they hold directorship in the subsidiary viz. Sical Iro Ore Terminals Limited. None of the other Directors, Key Managerial Personnel of the Company or their relatives is interested in the above Resolution.

Brief resume of the appointee whole-time director and directors

Mr. Kush S Desai

Mr Kush Desai is a Chartered Accountant, having two decades of experience in multiple industries such as Information Technology, FMCG and Financial Services. He joined Coffee Day Group in 2010 in the infrastructure segment. Prior to this, he was Managing Director of SAP's R & D in India apart from a brief stint with a Doc Com Start and in the business development group of Coca-cola. Mr. Kush S Desai either himself or any other person on his behalf on beneficial basis holds NIL shares in the Company.

Information required to be given under Clause 49 of the Listing Agreement about the particulars of the Director to be appointed at the General Meeting and his Directorship / Chairmanship / Committee Membership in other Companies is furnished below

Sical Infra Assets Limited	-	Whole-time Director
Sical Multimodal and Rail Transport Limited	-	Director
Sical Adams Offshore Limited	-	Director
PSA Sical Terminals Limited	-	Director
Magnasoft Consulting India Private Limited	-	Director

Committee
Member Audit Committee
Sical Infra Assets Limited
Sical Multimodal and Rail Transport Limited
Member CSR Committee
Sical Multimodal and Rail Transport Limited
Holding more than 2% of the paid-up share capital - NIL

Ms. Shweta Shetty

Ms. Shweta Shetty, a B.Com Graduate with an MBA Certification Programme from IIM, Kolkatta has varied experiences as Finance & Accounts Executive at Lowe India, Partner at Medpharm Corporation, Analyst at Global Technology Ventures Limited. Currently she is a Consultant at Coffee Day overseeing the new initiatives. Was President – Business Development and has to her credit opening of 400+ cafes and instrumental in establishing Coffee Day's presence through Cafes, Vending & Xpress Kiosks at Airports, Railway Stations and Retail Partners. Was also President – International Business during 2008-12 and has overseen the Group's M&A of a Cafe Chain in Czech Republic. She holds 5700 shares of Sical Logistics Limited.

Information required to be given under Clause 49 of the Listing Agreement about the particulars of the Director to be appointed at the General Meeting and his Directorship / Chairmanship / Committee Membership in other Companies is furnished below:

Sical Iron Ore Terminals Limited	-	Director

Mr. Sudhir V Kamath

Mr. Sudhir Kamath is a Master of Management Studies from BITS, Pilani and a Fellowship in Management from IIM, Kolkata with specialisation in Finance. He has 24 years of experience in the field of private equity / venture capital after 8 years in project finance with ICICI. Has had stints at ICICI Ventures as VP [Investments], Founding Partner at Global Technology Ventures, MD of 2i Capital and Director – Brand Capital at BCCL. Has served on the Boards of over 20 companies across sectors and was a member of Investment committees of all funds wherever he was involved. Mr. Sudhir Kamath either himself or any other person on his behalf on beneficial basis holds NIL shares in the Company.

Information required to be given under Clause 49 of the Listing Agreement about the particulars of the Director to be appointed at the General Meeting and his Directorship / Chairmanship / Committee Membership in other Companies is furnished below:

Director
Sical Iron Ore Terminals Limited
Sical Iron Ore Terminal [Mangalore] Limited
Norsea Offshore India Limited
Committee Membership
Audit Committee & Nomination and Remuneration Committee
Sical Iron Ore Terminals Limited
Sical Iron Ore Terminal [Mangalore] Limited
Norsea Offshore India Limited

By Order of the Board

Date : 15th May, 2015

V. Radhakrishnan
Company Secretary

Registered Office :
"South India House", 73, Armenian Street, Chennai 600 001

INSTRUCTIONS

GENERAL INFORMATION

1. There will be one Postal Ballot Form / e-voting for every Client ID No./Folio No. irrespective of joint holders.
2. Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In case you are opting for voting by Postal Ballot, then please do not cast your vote by e-voting and vice versa. In case Members cast their votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through postal ballot form shall be considered invalid.
3. Voting rights in the Postal Ballot / e-voting can not be exercised by a proxy.

PROCESS FOR MEMBERS OPTING FOR VOTING BY POSTAL BALLOT

1. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form in all respects and send it to the Company in the attached self-addressed envelope bearing the address of the Scrutinizer. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if sent by courier or deposited personally at the Registered Office of the Company at the expenses of the registered shareholder will also be accepted.
2. This form should be completed in all respects and signed by the shareholder. In case of joint holding, this form should be completed and signed [as per the specimen signature registered with the Company] by the first named shareholder and in his absence, by the next named shareholder.
3. The signature of the Member on this Postal Ballot Form should be as per the specimen signature registered with the Company where shares are in physical form and / Depository Participants viz. NSDL and CDSL in case of holding in dematerialized form.
4. In respect of shares held by Corporate and institutional shareholders [companies, trusts, societies, etc.] the completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution /appropriate authorization with the specimen signature[s] of the authorized signatory[ies] duly attested. In respect of FII clients, where the forms are submitted by the custodian, in such a case the filled in and signed Postal Ballot Form should be accompanied with the Power of Attorney.
5. Duly completed Postal Ballot Form should reach the Company on or before 6.00 p.m. on Tuesday, the 07th July, 2015. Postal Ballot Forms received after this date will be strictly treated as if the reply from the member has not been received.
6. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders on the date of despatch of the notice.
7. Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable for rejection. The Scrutinizer's decision in this regard shall be final and binding.
8. A Member seeking duplicate Postal Ballot Form or having any grievance pertaining to the Postal Ballot Process can write to the Company Secretary, Sical Logistics Limited, South India House, 73, Armenian Street, Chennai : 600 001 – e-mail ID : secl@sical.com.
9. Members are requested not to send any paper [other than the resolution / authority as mentioned in Point No.4 above] along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.
10. Members to whom the notice is being sent by electronic means but opts to send the postal ballot may kindly take a print out of the postal ballot form and after duly filling in the same, be dispatched to Mr. R. Kannan, Scrutinizer, Sical Logistics Limited, South India House, 73, Armenian Street, Chennai :: 600 001. While sending such an envelope, you may please indicate the Business Reply Permit No.BRP/CNI GPO/16.

PROCESS FOR MEMBERS OPTING FOR VOTING THROUGH ELECTRONIC MEANS

1. Electronic copy of the Notice of the Postal Ballot inter alia indicating the process and manner of voting through Postal Ballot / Electronic means is being sent to all the members whose email IDs are registered with the Company / Depository Participant[s] for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Notice inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
2. Notice for Postal Ballot along with Postal Ballot Form will be available on the Company's website www.sical.com for download.

I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 and 22 of the Companies [Management and Administration] Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote on the Postal Ballot Resolution by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services [India] Limited [CDSL].

The instructions for e-voting are as under:

[A] In case of members receiving e-mail:

i. Log on to the e-voting website www.evotingindia.com

ii. Click on "Shareholders" tab to cast your votes.

iii. Now, select the Electronic Voting Sequence Number – "EVSN" along with "Sical Logistics Limited" from the dropdown menu and click on "SUBMIT".

iv. If you are holding shares in Demat form and have already voted earlier on www.evoting india.com for a voting of any Company, then your existing login id and password are to be used. If you are a first time user follow the steps given below.

v. Now fill up the following details in the appropriate boxes.

	For Members holding shares in Demat form	For Members holding shares in Physical Form
User ID	For NSDL : 8 character DP ID followed by 8 Digits Client ID For CDSL : 16 digits beneficiary ID	Folio Number registered with the Company
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting [applicable for both demat shareholders as well as physical shareholders]	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio	

* Members who have not updated their PAN with the Company / Depository Participant are requested to use the default number <ABCDE1234F> in the PAN field.

Please enter any one of the details in order to login. In case either of the details are not recorded with the depository / company, please enter the number of shares held by you as on in the Dividend Bank details field.

vi. After entering these details appropriately, click on "SUBMIT" tab.

vii. Members holding shares in physical form will then reach directly the EVSN selection screen. However members 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 password with any other person and take utmost care to keep the password confidential.

viii. For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

ix. Click on the relevant EVSN on which you choose to vote.

x. 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.

xi. Click on the "Resolution File Link" if you wish to view the entire Resolutions.

xii. 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.

xiii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xiv. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

xv. If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.

xvi. Institutional shareholders [i.e. other than individuals, HUF, NRI, etc.] are required to log on to https://www.evotingindia.co.in and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and POA in favour of the Custodian who they have authorized to vote on their behalf, in PDF format in the system for the scrutinizer to verify the vote.

B. In case of members receiving the physical copy of Postal Ballot Notice [for members whose e-mail IDs are not registered with the company / depository participant[s] or requesting physical copy]

Please follow all steps from Sl. No. [i] to Sl. No. [xvi] above, to cast vote.

C. The voting period begins on 08th June, 2015 [9.00 a.m.] and ends on 07th July, 2015 [6.00 p.m.]. During this period shareholders' of the company holding shares either in physical form or in dematerialized form, as on the cut-off date 08th May, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

D. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ["FAQs"] and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

SICAL LOGISTICS LIMITED

CIN : L51909TN1955PLC002431

Registered Office : "South India House", 73, Armenian Street, Chennai :: 600 001

Phone : 044-66157071 / Fax : 044-66157017

Website : www.sical.com :: e-mail ID : secl@sical.com

POSTAL BALLOT FORM

Sl. No.

1.	Name[s] of the Shareholder[s] including joint-holders, if any	
	Name[s] of the Joint Holder[s], if any	
2.	Registered Address of the Sole / First named shareholder	
3.	Registered Folio No. / DP ID No. / Client ID No.	
4.	No. of shares held	
5.	e-voting Event Number	
6.	User ID	
7.	Password	
8.	I / we hereby exercise my/our vote in respect of the following Ordinary Resolution to be passed through postal ballot/e-voting for the business stated in the notice by sending my / our assent or dissent of the said resolution by placing the tick [✓] mark at the appropriate places in the box below.	

Item No.	Description	No. of shares held for which votes cast	I / We assent to the Resolution [For]	I / We dissent to the Resolution [Against]
1.	**Special Resolution** *Appointment of Mr. Kush S Desai as Whole-time Director* RESOLVED THAT pursuant to Sec 168, 198 and 203 and Schedule V of the Companies Act, 2013 and Article 152 of the Articles of Association of the Company, Mr. Kush S Desai [DIN 0693663], Director be and is hereby appointed as a whole-time director of the Company with the designation as Joint Managing Director on the following terms and conditions for a period of 5 years. 1. Term : 5 years from 04th May, 2015 2. Salary : Nothing chargeable to the Company			
2	**Ordinary Resolution** *Appointment of Mr. Sudhir V Kamath as an Independent Director* RESOLVED THAT pursuant to the provisions of Sec 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder [including any statutory modification[s] or re-enactment thereof for the time being in force] read with Schedule IV to the Companies Act, 2013, Mr. Sudhir V Kamath, [DIN00203009], a non-executive Director of the Company, who was appointed as an additional director of the Company on 30th March, 2015 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149[6] of the Companies Act, 2013 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a term commencing from passing of this resolution viz. 08th July, 2015 until the conclusion of the 64th Annual General Meeting of the Company.			

Item No.	Description	No. of shares held for which votes cast	I / We assent to the Resolution [For]	I / We dissent to the Resolution [Against]
3	**Ordinary Resolution** *Appointment of Ms. Shweta Shetty as a Director* RESOLVED THAT pursuant to the provisions of Sec 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder [including any statutory modification[s] or re-enactment thereof for the time being in force] , Ms. Shweta Shetty, [DIN], a non-executive Director of the Company, who was appointed as an additional director of the Company on 30th March, 2015, be and is hereby appointed as a Director of the Company whose office shall not be subject to retirement by rotation.			
4	**Special Resolution** *To avail financial assistance upto Rs. 200 crores from Tanglin Retail Reality Developments Private Limited* RESOLVED THAT subject to the provisions of the Companies Act, 2013 and Clause 49 [VII] of the Listing Agreement entered into with the Stock Exchanges, the Company be and is hereby permitted to avail financial assistance from the holding company viz. Tanglin Retail Reality Developments Private Limited upto an amount not exceeding Rs. 200 crores [Rupees two hundred crores only] during the current financial year to meet the exigencies as and when such requirements arise at at a term as would be decided by the Board of Directors which shall not be prejudicial to the interest of the shareholders. FURTHER RESOLVED THAT the directors and CFO be and are hereby authorized to enter into such agreements or alter, amend or vary the terms as and when required based on situation of availing such facility.			
5	**Special Resolution** *To provide corporate guarantee and security to subsidiary Sical Multimodal and Rail Transport Limited* RESOLVED THAT subject to the provisions of Sec 185, 186 read with Schedule VI of the Companies Act, 2013 and Clause 49 [VII] of the Listing Agreement entered into with the Stock Exchanges, the Company be and is hereby permitted to provide Corporate Guarantee to the extent of Rs.147.49 crores and extend as security the 17.19 acres of land situated at Tuticorin [presently held on a first charge basis for the facilities availed by the company] to Bank of Baroda ["the Bank"], K.G. Road Branch, Bengaluru for the Term Loans and the Cash Credit facilities [both fund based and non fund based] provided by the Bank to the company's subsidiary M/s. Sical Multimodal and Rail Transport Limited on 31st March, 2015.			
6	**Special Resolution** *To give loan to subsidiary Sical Iron Ore Terminals Limited* RESOLVED THAT subject to the provisions of Sec 185, 186 read with Schedule VI of the Companies Act, 2013 and Clause 49 [VII] of the Listing Agreement entered into with the Stock Exchanges, the Company be and is hereby permitted to give loan to the company's subsidiary Sical Iron Ore Terminals Limited to the extent of Rs.100 crores [Rupees one hundred crores] at an interest rate similar to the bank rates as are applicable to the term loan availed by the Company on the outstandings during the current financial year 2015-16.			

Place :

Date :

_____

[Signature of the Shareholder]

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