Sical Logistics Ltd

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

SICAL
A COFFEE DAY COMPANY

Ref.:SICAL:SD:2018

13th April, 2018

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No.C/1, G Block
Bandra-Kurla Complex
Bandra [East}
Mumbai :: 400 051

Dear Sirs,

Sub : Postal Ballot Notice

Please find enclosed 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 14th April, 2018 until 14th May, 2018. The result will be declared on or before 16th May, 2018.

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

SICAL LOGISTICS LTD. 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 : radhakrishnan@sical.com

NOTICE

To

All Shareholders

NOTICE is hereby given that pursuant to Section 110 of the Companies Act, 2013 ["the Act"], read with Rule 22 of the Companies [Management & Administration] Rules, 2014 [as amended upto date] and subject to any other applicable provisions, if, any, the following resolutions are proposed to be passed through Postal Ballot and Remote Electronic Voting [e-voting] by the shareholders of the Company. The Explanatory Statement pursuant to Section 102 of the Act relating to the Resolutions are annexed.

The Board of Directors of your Company at the meeting held on 04th April, 2018 have appointed Mr. R. Kannan, Practicing Company Secretary as the Scrutinizer for conducting the Postal Ballot and e-voting process in a transparent manner.

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 Monday, the 14th May, 2018. The Company shall arrange 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 including remote e-voting. The Chairman / Company Secretary will declare the result of the Postal Ballot on Wednesday, the 16th May, 2018. 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 proposed to be engaged by the Company for facilitating e-voting facility.

SPECIAL BUSINESS

1. ***To enhance the limits on the borrowing powers of the Board of Directors***

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

   RESOLVED THAT in supersession of the Special Resolution passed by the shareholders through postal ballot on 22nd April, 2017, pursuant to Section 180[1][c] 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] and the Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors to borrow monies from time to time at their discretion together with the monies to be borrowed / already borrowed by the Company [apart from temporary loans obtained from the Company's bankers in the ordinary course of business] either from the Company's bankers and / or any one or more persons or Financial Institutions whether by way of cash credit advances, loans or bills discounting, Issue of debentures, or otherwise and whether unsecured or secured by mortgage, charge, assets and properties whether movable or immovable or stock in trade including raw materials, stores, work-in-progress of the Company on such terms and conditions as may be considered suitable by the Board of Directors upto a limit of ₹ 1500 crores [Rupees one thousand and five hundred crores only] in excess of the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.

2. ***To increase the power of the Board for creating charge / providing security over the assets of the company in line with the enhanced borrowing powers envisaged***

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

   RESOLVED THAT in supersession of the Special Resolution passed by the shareholders through postal ballot on 22nd April, 2017, pursuant to Section 180[1][a] 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] and the Articles of Association of the Company, consent of the shareholders of the Company be and is hereby accorded to the Board of Directors for creation of such charge / security [including pari passu charge / security] over the assets of the Company in such manner and in such form and on such of the assets of the Company, both present and future, as may be agreed to by the Board of Directors of the Company for the purpose of securing the aforesaid borrowings upto ₹ 1500 crores [Rupees one thousand and five hundred crores only] over and above the paid-up share capital and free reserves under Section 180[1][c] of the Companies Act, 2013.

3. To approve the conversion of the loans into equities in accordance with the terms and conditions of the financing documents of the banks / financial institutions and as per the requirement of the extant RBI Guidelines and Sec 62[3] of the Companies Act, 2013 in the case of default in repayment of the principal and interest [enabling resolution]:

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

RESOLVED THAT in modification of earlier special resolution passed through Postal Ballot on 22nd April, 2017 and pursuant to Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under, and applicable provisions, if any, of the Companies Act, 1956, and in accordance with the Memorandum of Association and Articles of Association of the Company and applicable regulations and subject to all such approval(s), consent(s), permission(s), sanction(s), if any, of appropriate statutory, governmental and other authorities and departments in this regard and subject to such condition(s) and modification(s) as may be prescribed or imposed, while granting such approval(s), consent(s), permission(s) or sanction(s), the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called the "Board", which term shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers including powers conferred by this resolution, to the extent permitted by law), on the terms and conditions contained in the financing documents, such terms and conditions to provide, *inter alia*, to convert the whole or part of the outstanding loans of the Company (whether disbursed on or prior to or after the date of this resolution and whether then due or payable or not), (as already stipulated or as may be specified by the Financial Institutions/Banks under the financing documents executed or to be executed in respect of the financial assistances which have already been availed or which may be availed) by the Company under the lending arrangements (existing and future arrangements) with various Banks and Financial Institutions (hereinafter collectively referred to as the "Lenders"), at the option of the Lenders, the loans or any other financial assistance categorized as loans (hereinafter referred to as the "Financial Assistances"), in Foreign Currency or Indian Rupees, which have already been availed from the Lenders or as may be availed from the Lenders, from time to time, not exceeding ₹ 1500 Crores (Rupees one thousand and five hundred crores only] over and above the paid-up share capital and free reserves, in consistent with the existing borrowing powers of the Company under Section 180(1)(c) of the Companies Act, 2013, each such Financial Assistances being separate and distinct from the other, into fully paid up equity shares of the Company on such terms and conditions as may be stipulated in the financing documents and subject to applicable law and in the manner specified in a notice in writing to be given by the Lenders (or their agents or trustees) to the Company (hereinafter referred to as the "Notice of Conversion") and in accordance with the following conditions:

(i) the conversion right reserved as aforesaid may be exercised by the Lenders on one or more occasions during the currency of the Financial Assistances;

(ii) on receipt of the Notice of Conversion, the Company shall, subject to the provisions of the financing documents, allot and issue the requisite number of fully paid-up equity shares to the Lenders or any other person identified by the Lenders as from the date of conversion and the Lenders may accept the same in satisfaction of the part of the loans so converted;

(iii) the part of the loan so converted shall cease to carry interest as from the date of conversion and the loan shall stand correspondingly reduced. Upon such conversion, the repayment instalments of the loan payable after the date of conversion as per the financing documents shall stand reduced proportionately by the amounts of the loan so converted. The equity shares so allotted and issued to the Lenders or such other person identified by the Lenders shall carry, from the date of conversion, the right to receive proportionately the dividends and other distributions declared or to be declared in respect of the equity capital of the Company. Save as aforesaid, the said shares shall rank pari passu with the existing equity shares of the Company in all respects.

(iv) In the event that the Lenders exercise the conversion right as aforesaid, the Company shall at its cost get the equity shares, issued to the Lenders or such other person identified by the Lenders as a result of the conversion, listed with such stock exchanges as may be prescribed by the Lenders or such other person identified by the Lenders and for the said purpose the Company shall take all such steps as may be necessary to the satisfaction of the Lenders or such other person identified by the Lenders, to ensure that the equity shares are listed as required by the Lenders or such other person identified by the Lenders.

(v) The loans shall be converted into equity shares at a price to be determined in accordance with the applicable Securities and Exchange Board of India Regulations at the time of such conversion.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalise the terms and conditions for raising the Financial Assistances, from time to time, with an option to convert the Financial Assistances into equity shares of the Company anytime during the currency of the Financial Assistances, on the terms specified in the financing documents, including upon happening of an event of default by the Company in terms of the loan arrangements.

RESOLVED FURTHER THAT on receipt of the Notice of Conversion, the Board be and is hereby authorized to do all such acts, deeds and things as may be necessary and shall allot and issue requisite number of fully paid-up equity shares in the Company to such Lenders.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue, offer and allot from time to time to the Lenders such number of equity shares for conversion of the outstanding portion of the loans as may be desired by the Lenders.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept such modifications and to accept such terms and conditions as may be imposed or required by the Lenders arising from or incidental to the aforesaid terms providing for such option and to do all such acts and things as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable as may be required to create, offer, issue and allot the aforesaid shares, to dematerialize the shares of the Company and to resolve and settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things in connection or incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members 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.

RESOLVED FURTHER THAT the Board be and is hereby also authorized to delegate all or any of the powers herein conferred by this resolution on it, to any committee of Directors or any person or persons, as it may in its absolute discretion deem fit in order to give effect to this resolution.

4. ***To issue Unsecured/Secured Non-convertible Bonds / Debentures through Private Placement as per the provisions of Companies Act, 2013 and Rules made thereunder to the extent of ₹ 200 crores during the financial year 2018-19.***

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

RESOLVED THAT pursuant to the provisions of section 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and Rules made thereunder (including any statutory modifications, clarifications, exemptions or re-enactment thereof, from time to time), and pursuant to the provisions of SEBI (Issue and Listing of Debt Securities) Regulations, 2008 as amended up to date and other applicable SEBI regulations and guidelines, the provisions of Memorandum and Articles of Association of the Company and subject to such applicable laws, rules and regulations and guidelines, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall deemed to include any Committee thereof which the Board may have constituted / reconstituted or hereinafter constitute/ reconstitute to exercise its powers including the powers conferred by this Resolution) to offer, issue and allot, in one or more tranches Secured / Unsecured / Redeemable Non-convertible Debentures (NCDs) including but not limited to subordinate debentures, bonds, and/or other debt securities etc. on private placement basis, during the financial year 2018-19, for an amount not exceeding ₹ 200 Crores (Rupees Two hundred crores only) on such terms and conditions and at such times, at par or at such premium, as may be decided by the Board to such person(s), including one or more company(ies), bodies corporate, statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, pension/provident funds and individuals, as the case may be or such other person(s) as the Board/Committee of Directors may decide so, however, that the aggregate amount of funds to be raised by issue of NCDs, subordinate debentures, bonds, and/or other debt securities etc shall not exceed the overall borrowing limits of the Company, as may be approved by the Members from time to time.

RESOLVED FURTHER THAT in connection with the above, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.

By Order of the Board
V. Radhakrishnan
Company Secretary

Date : 04th April, 2018
Place : Chennai

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 04th April, 2018

Item No. 1 & 2

To enhance the borrowing powers of the Board of Directors and to provide security for creation of charge / mortgage

The Company had earlier on 22nd April, 2017 by way of special resolution through postal ballot had authorised the Board to borrow upto an amount not exceeding ₹ 1050 crores [Rupees one thousand and fifty crores only] in excess of the paid-up share capital and free reserves pursuant to Sec 180[1][c] of the Companies Act, 2013 and to provide such securities and create charges on the properties of the Company to that extent pursuant to Section 180[1][a] of the Companies Act, 2013. Considering the current operation of the Company and its presence in the mining sector such as overburden removal contract and as mining developer including the recent contract signed by the Company, and the company's focus in gaining such contracts in future and in order to take care of such financial commitments, it would be appropriate on the part of the Management to avail financial facilities from the banks and financial institutions and also provide the properties of the company as security for such facilities and the present limit of ₹1050 crores over and above the paid-up share capital and free reserves is considered to be inadequate, the Board of Directors thought it appropriate to enhance this limit to ₹ 1500 crores over and above the paid-up share capital and free reserves and recommend the resolution as set out in Item Nos. 1 and 2 of the Notice for members approval.

MEMORANDUM OF INTEREST

None of the Directors and Key Managerial Personnel of the Company and their relatives may be deemed to be interested/ concerned in this resolution, except to their respective shareholdings in the Company, if any.

Item No. 3

Conversion of the loans into equities in accordance with the terms and conditions of the financing documents of the banks / financial institutions and as per the requirement of the extant RBI Guidelines and Sec 62[3] of the Companies Act, 2013 in the case of default in repayment of the principal and interest [enabling resolution]

In view of the enhancement of the borrowing powers of the Board as recommended in Item No. 1 of the Notice, it becomes imperative, that to align with the enhancement from ₹ 1050 crores to ₹ 1500 crores over and above the paid-up share capital and free reserves and as required by various directives issued by the Reserve Bank of India, from time to time, [more specifically with reference to RBI's circular RBI/2014-15/627 - DBR.BP.BC.No.101/21.04.132/2014-15 June 8, 2015 on Strategic Debt Restructuring Scheme], the Company proposes to align the maximum amount to ₹ 1500 crores [Rupees one thousand and five hundred crores only] over and above the paid-up share capital and free reserves, under Section 62(3) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and Rules made there-under to enable the Banks and Financial Institutions (hereinafter referred to as the "Lenders") to convert the outstanding loans or any other financial assistance categorized as loans (hereinafter referred to as the "Financial Assistances"), in foreign currency or Indian Rupee, already availed from the Lenders or as may be availed from the Lenders, in the event of default and as contained in the covenants at the time of availing the facilities from banks and financial institutions from time to time, at their option, into equity shares of the Company upon such terms and conditions as may be deemed appropriate by the Board and at a price to be determined in accordance with the applicable Securities and Exchange Board of India Regulations (SEBI Regulations) at the time of such conversion. Accordingly, the Board recommends the resolution as set out in Item No. 3, to enable the Lenders, in terms of the lending arrangements, entered/to be entered, and as may be specified by the Financial Institutions/Banks under the financing documents already executed or to be executed in respect of the Financial Assistances availed/to be availed, at their option, to convert the whole or part of their respective outstanding Financial Assistances into equity shares of the Company, upon such terms and conditions as may be deemed appropriate by the Board and at a price to be determined in accordance with the applicable SEBI Regulations at the time of such conversion. Since decisions for raising the Financial Assistances or agreeing to terms and conditions for raising the Financial Assistances (including option to convert loan into equity) are required to be taken on quick basis, especially keeping in view the interest of the Company, it may not be feasible for the Company to seek shareholders consent each and every time, in view of the timings and the expenses involved, hence this resolution.

Pursuant to provisions of Section 62(3) of the Companies Act, 2013, this resolution requires approval of the members by way of passing of a Special Resolution for modification of the earlier resolution passed by the company. Hence, the Board recommends the said enabling resolution for the approval of the members.

MEMORANDUM OF INTEREST

None of the Directors and Key Managerial Personnel of the Company and their relatives may be deemed to be interested/ concerned in this resolution, except to their respective shareholdings in the Company, if any.

Item No. 4

Issue of Unsecured/Secured Non-Convertible Bonds/ Debentures through Private Placement as per the provisions of the Companies Act, 2013 and Rules made thereunder to the extent of ₹ 200 crores during the financial year 2018-19

The Company has authorised the Board to borrow funds from time to time and have sought the approval of the members through postal ballot vide Resolution No.1 of this postal ballot notice for enhancement of borrowing powers to the Board to an extent of ₹ 1500 crores [Rupees one thousand and five hundred crores only] over and above the paid-up share capital and free reserves which includes the power to raise funds by way of issue of Non-convertible Debentures. Considering the current projects in hand and the future expansion projects that the Company is envisaging in the years to come, it has been found prudent also to raise long term debt by way of issue of Redeemable Non-Convertible Debentures on private placement basis. Considering the above, it has been proposed to raise funds under this route to an extent of an amount not exceeding ₹ 200 crores [Rupees two hundred crores only] during the financial year 2018-19 if found appropriate by the Board of Directors, in either one tranche or in more than one tranche. Mobilisation of these funds would help the company in reducing the cost of finance and availability of funds to meet its cash flow requirements. Accordingly, the Board of Directors recommend the resolution as contained in Item No. 4 for the approval of Members for issue of Non-convertible Debentures to various person(s) on private placement basis, at such terms and conditions and at such price(s) in compliance with the requirements of regulatory authorities, if any and as may be finalized by the Board and/or Committee of Directors from time to time. The aforesaid borrowings shall be within the overall borrowing limits authorized by the Members from time to time. It may be noted that pursuant to Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 read with Section 42 of the Companies Act, 2013, a Company shall obtain approval of shareholders by way of a special resolution for all the offer or invitation for non-convertible debentures to be made through a private placement basis in one or more tranches during the financial year. Consent of the Members is therefore sought in connection with the aforesaid issue of debentures/bonds from time to time and authorize the Board (including any Committee of the Board) for issue of Non-convertible Debentures on private placement basis upto ₹ 200 crores [Rupees two hundred crores only] as stipulated above, in one or more tranches, during the current financial year 2018-19 within the overall borrowing limits of the Company, as approved by the Members from time to time.

Accordingly, the proposed Resolution in Item No. 4 of the Notice is placed for your approval by way of a Special Resolution to comply with the provisions of Section 42 & 71 of the Companies Act, 2013 to enable the Company to avail the aforesaid powers as and when required. The Board recommends the Special Resolution set forth in Item No. 4 of the Notice for approval of the members.

MEMORANDUM OF INTEREST

None of the Directors or Key Managerial Personnel of the Company including their relatives are interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

By Order of the Board
V. Radhakrishnan
Company Secretary

Date : 04th April, 2018
Place : Chennai

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 donot 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 shareholders 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 Monday, the 14th May, 2018. 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 :radhakrishnan@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, by post 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 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 [as amended from time to time], 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 shareholders voting electronically are as under:

(i) The voting period begins on 14th April, 2018 at 9.00 a.m. and ends on 14th May, 2018 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 of 06th April, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on Shareholders.

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
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 as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company 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 your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xii) 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.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) 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.

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

(xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) 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.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) **Note for Non–Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- 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.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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.

(xx) 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.

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. 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.

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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

Sl. No.

POSTAL BALLOT FORM

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 Special Resolutions 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*** ***To enhance the limits on the borrowing powers of the Board of Directors*** RESOLVED THAT in supersession of the Special Resolution passed by the shareholders through postal ballot on 22nd April, 2017, pursuant to Section 180[1][c] 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] and the Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors to borrow monies from time to time at their discretion together with the monies to be borrowed / already borrowed by the Company [apart from temporary loans obtained from the Company's bankers in the ordinary course of business] either from the Company's bankers and / or any one or more persons or Financial Institutions whether by way of cash credit advances, loans or bills discounting, Issue of debentures, or otherwise and whether unsecured or secured by mortgage, charge, assets and properties whether movable or immovable or stock in trade including raw materials, stores, work-in-progress of the Company on such terms and conditions as may be considered suitable by the Board of Directors upto a limit of ₹ 1500 crores [Rupees one thousand and five hundred crores only] in excess of the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.			
2.	***SPECIAL RESOLUTION*** ***To increase the power of the Board for creating charge / providing security over the assets of the company in line with the enhanced borrowing powers envisaged*** RESOLVED THAT in supersession of the Special Resolution passed by the shareholders through postal ballot on 22nd April, 2017, pursuant to Section			

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]
	180[1][a] 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] and the Articles of Association of the Company, consent of the shareholders of the Company be and is hereby accorded to the Board of Directors for creation of such charge / security [including pari passu charge / security] over the assets of the Company in such manner and in such form and on such of the assets of the Company, both present and future, as may be agreed to by the Board of Directors of the Company for the purpose of securing the aforesaid borrowings upto ₹ 1500 crores [Rupees one thousand and five hundred crores only] under Section 180[1][c] of the Companies Act, 2013 over and above the paid-up share capital and free reserves.			
3.	***Conversion of the loans into equities in accordance with the terms and conditions of the financing documents of the banks/ financial institutions and as per the requirement of the extant RBI Guidelines and Sec 62[3] of the Companies Act, 2013 in the case of default in repayment of the principal and interest [enabling resolution]*** RESOLVED THAT in modification of earlier special resolution passed through Postal Ballot on 22nd April, 2017 and pursuant to Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under, and applicable provisions, if any, of the Companies Act, 1956, and in accordance with the Memorandum of Association and Articles of Association of the Company and applicable regulations and subject to all such approval(s), consent(s), permission(s), sanction(s), if any, of appropriate statutory, governmental and other authorities and departments in this regard and subject to such condition(s) and modification(s) as may be prescribed or imposed, while granting such approval(s), consent(s), permission(s) or sanction(s), the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called the "Board", which term shall be deemed to include any committee(s) constituted/ to be constituted by the Board to exercise its powers including powers conferred by this resolution, to the extent permitted by law), on the terms and conditions contained in the financing documents, such terms and conditions to provide, inter alia, to convert the whole or part of the outstanding loans of the Company (whether disbursed on or prior to or after the date of this resolution and whether then due or payable or not), (as already stipulated or as may be specified by the Financial Institutions/Banks under the financing documents executed or to be executed in respect of the financial assistances which have already been availed or which may be availed) by the Company under the lending arrangements (existing and future arrangements) with various Banks and Financial Institutions (hereinafter collectively referred to as the "Lenders"), at the option of the Lenders, the loans or any other financial assistance categorized as loans (hereinafter referred to as the "Financial Assistances"), in Foreign Currency or Indian Rupees, which have already been availed from the Lenders or as may be availed from the Lenders, from time to time, not exceeding ₹ 1500 Crores (Rupees one thousand and five hundred crores only] over and above the paid-up share capital and free reserves, in consistent with the existing borrowing powers of the Company under Section 180(1)(c) of the Companies Act, 2013, each such Financial Assistances being separate and distinct from the other, into fully paid up equity shares of the Company on such terms and conditions as may be stipulated in the financing documents and subject to applicable law and in the manner specified in a notice in writing to be given by the Lenders (or their agents or trustees) to the Company (hereinafter referred to as the "Notice of Conversion") and in accordance with the following conditions: (i) the conversion right reserved as aforesaid may be exercised by the Lenders on one or more occasions during the currency of the Financial Assistances; (ii) on receipt of the Notice of Conversion, the Company shall, subject to the provisions of the financing documents, allot and issue the requisite number of fully paid-up equity shares to the Lenders or any other person identified by the Lenders as from the date of conversion and the Lenders may accept the same in satisfaction of the part of the loans so converted;			

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]
	(iii) the part of the loan so converted shall cease to carry interest as from the date of conversion and the loan shall stand correspondingly reduced. Upon such conversion, the repayment instalments of the loan payable after the date of conversion as per the financing documents shall stand reduced proportionately by the amounts of the loan so converted. The equity shares so allotted and issued to the Lenders or such other person identified by the Lenders shall carry, from the date of conversion, the right to receive proportionately the dividends and other distributions declared or to be declared in respect of the equity capital of the Company. Save as aforesaid, the said shares shall rank pari passu with the existing equity shares of the Company in all respects. (iv) In the event that the Lenders exercise the conversion right as aforesaid, the Company shall at its cost get the equity shares, issued to the Lenders or such other person identified by the Lenders as a result of the conversion, listed with such stock exchanges as may be prescribed by the Lenders or such other person identified by the Lenders and for the said purpose the Company shall take all such steps as may be necessary to the satisfaction of the Lenders or such other person identified by the Lenders, to ensure that the equity shares are listed as required by the Lenders or such other person identified by the Lenders. (v) The loans shall be converted into equity shares at a price to be determined in accordance with the applicable Securities and Exchange Board of India Regulations at the time of such conversion. RESOLVED FURTHER THAT the Board be and is hereby authorized to finalise the terms and conditions for raising the Financial Assistances, from time to time, with an option to convert the Financial Assistances into equity shares of the Company anytime during the currency of the Financial Assistances, on the terms specified in the financing documents, including upon happening of an event of default by the Company in terms of the loan arrangements. RESOLVED FURTHER THAT on receipt of the Notice of Conversion, the Board be and is hereby authorized to do all such acts, deeds and things as may be necessary and shall allot and issue requisite number of fully paid-up equity shares in the Company to such Lenders. RESOLVED FURTHER THAT the Board be and is hereby authorized to issue, offer and allot from time to time to the Lenders such number of equity shares for conversion of the outstanding portion of the loans as may be desired by the Lenders. RESOLVED FURTHER THAT the Board be and is hereby authorized to accept such modifications and to accept such terms and conditions as may be imposed or required by the Lenders arising from or incidental to the aforesaid terms providing for such option and to do all such acts and things as may be necessary to give effect to this resolution. RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable as may be required to create, offer, issue and allot the aforesaid shares, to dematerialize the shares of the Company and to resolve and settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things in connection or incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members 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. RESOLVED FURTHER THAT the Board be and is hereby also authorized to delegate all or any of the powers herein conferred by this resolution on it, to any committee of Directors or any person or persons, as it may in its absolute discretion deem fit in order to give effect to this resolution.			

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]
4.	***SPECIAL RESOLUTION*** ***To issue Unsecured/Secured Non-convertible Bonds / Debentures through Private Placement as per the provisions of Companies Act, 2013 and Rules made thereunder to the extent of Rs.200 crores during the financial year 2018-19.*** RESOLVED THAT pursuant to the provisions of section 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and Rules made thereunder (including any statutory modifications, clarifications, exemptions or re-enactment thereof, from time to time), and pursuant to the provisions of SEBI (Issue and Listing of Debt Securities) Regulations, 2008 as amended up to date and other applicable SEBI regulations and guidelines, the provisions of Memorandum and Articles of Association of the Company and subject to such applicable laws, rules and regulations and guidelines, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall deemed to include any Committee thereof which the Board may have constituted / reconstituted or hereinafter constitute/ reconstitute to exercise its powers including the powers conferred by this Resolution) to offer, issue and allot, in one or more tranches Secured / Unsecured / Redeemable Non-convertible Debentures (NCDs) including but not limited to subordinate debentures, bonds, and/or other debt securities etc. on private placement basis, during the financial year 2018-19, for an amount not exceeding ₹ 200 Crores (Rupees Two hundred crores only) on such terms and conditions and at such times, at par or at such premium, as may be decided by the Board to such person(s), including one or more company(ies), bodies corporate, statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, pension/provident funds and individuals, as the case may be or such other person(s) as the Board/Committee of Directors may decide so, however, that the aggregate amount of funds to be raised by issue of NCDs, subordinate debentures, bonds, and/or other debt securities etc shall not exceed the overall borrowing limits of the Company, as may be approved by the Members from time to time. RESOLVED FURTHER THAT in connection with the above, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.			

Place :
Date :

_____
[Signature of the Shareholder]

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