Sical Logistics Ltd

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

Ref.:SICAL:SD:2018

14th September, 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 : Notice for Extra-ordinary General Meeting

Please find enclosed the Notice for EGM scheduled to be held on Friday, the 05th October, 2018 at 12.00 noon at Rajah Annamalai Hall, Esplanade, Chennai as sent to the shareholders for your records.

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 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

Notice is hereby given that an extra-ordinary general meeting **("EGM")** of the shareholders of Sical Logistics Limited **("Company"),** pursuant to the Sections 42, 62(1)(c) and 101 and other applicable provisions of the Companies Act, 2013 **(Act"),** Securities and Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations, 2009 as amended and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 will be held on Friday, the 05th October, 2018 at 12.00 noon at Rajah Annamalai Hall, Esplanade, Chennai - 600 108. A statement setting out the material facts concerning each item of special business to be transacted at the EGM, as per Section 102 of the Act has been annexed to this notice. Accordingly, the following special business are placed before the members for approval.

SPECIAL BUSINESS

1. **Increase the authorised share capital of the Company and amendments to clause V of the Memorandum of Association of the Company and Article 4 of the Articles of Association of the Company.**

   To pass with or without modification (s) the following resolution as a Special Resolution

   RESOLVED THAT pursuant to Sections 13,14, 61 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder

   (a) The authorised share capital of the Company which is Rs.210,00,00,000/- (Rupees Two Hundred and Ten Crore only) divided into 6,00,00,000 (Six 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 be increased to Rs.220,00,00,000/-(Rupees Two Hundred and Twenty Crore only) by way of Rs.70,00,00,000/- (Rupees Seventy Crore only) divided into 7,00,00,000 (Seven Crore) equity shares of Rs.10/- (Rupees Ten only) each and Rs.150,00,00,000/- (Rupees One Hundred and Fifty Crore only) divided into 15,00,00,000 (Fifteen Crore) preference shares of Rs.10/- (Rupees Ten only) each.

   (b) The existing Clause V of the Memorandum of Association of the Company be and is hereby deleted and substituted with the following clause as Clause V.

   "The authorised share capital of the Company is Rs.220,00,00,000/-(Rupees Two Hundred and Twenty Crore only) with power to increase or reduce such capital, 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. Any of the said shares and any new shares hereafter to be created may from time to time, be divided into shares of several classes, in such manner as the Articles of Association of the Company may prescribe so that the shares of each class may have or confer such preferred or other special rights and privileges and may be issued with such terms and conditions whether in regard to dividend, voting, return of capital or otherwise as shall have been assigned thereto by or under the provisions of the Articles of Association but so that the special rights and privileges belonging to holders of any class of shares issued with preferred or other rights shall not be varied or abrogated or affected except with such sanction as is provided for by the Articles of Association of the Company for the time being in force, or as per the provisions of the Companies Act, 2013 .

   (c) **RESOLVED THAT** the existing Article 4 of the Articles of Association of the Company be and is hereby deleted and substituted with the following article as Article 4.

   "The share capital of the Company is Rs.220,00,00,000/- (Rupees Two Hundred and 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, with power to increase or reduce the capital".

2. **To issue and allot 65,71,928 (Sixty Five Lakh, Seventy One Thousand, Nine Hundred and Twenty Eight) equity shares of Rs.10/- (Rupees Ten only) each at a premium of Rs.184/-(Rupees One Hundred and Eighty Four only) on preferential basis.**

   To pass with or without modification(s) the following resolution as a Special Resolution

   RESOLVED THAT pursuant to (i) the provisions of Sections 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 **("Act")** read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force); (ii) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 **("ICDR Regulations")**; (iii)Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;(iv) any other rules / regulations / guidelines, if any, prescribed by the Securities and Exchange Board of India **("SEBI")**, Reserve Bank of India **("RBI")**, Foreign Exchange Management Act, 1999, as amended, and rules and regulations framed thereunder, stock exchanges where the shares of the Company are listed and/or any other statutory / regulatory authority; and (v)the Memorandum and Articles of Association of the Company; and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the board of directors of the Company (hereinafter referred to as "Board", which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the shareholders of the Company be and is hereby accorded to create, offer, issue and allot on preferential basis, 65,71,928 (Sixty Five Lakh, Seventy One Thousand, Nine Hundred and Twenty Eight) equity shares of Rs.10 (Rupees Ten only)

at a price of Rs.194/- (Rupees One Hundred and Ninety Four only) which includes a premium of Rs.184/- (Rupees One Hundred and Eighty Four only) per equity share aggregating to Rs.127,49,54,032 (Rupees One Hundred and Twenty Seven Crore, Forty Nine Lakh Fifty Four Thousand and Thirty Two only) to M/s. Tanglin Retail Reality Developments Private Limited **("Allottee")** and such equity shares, (the **"Equity Shares"**), in accordance with the provisions of the Companies Act, 2013 and the Rules made thereunder, ICDR Regulations and other applicable laws and on such terms and conditions as mentioned hereunder.

RESOLVED FURTHER THAT in terms of the of ICDR Regulations, the **"Relevant Date"** for the purpose of determination of the floor price for the issue and allotment of Equity Shares as mentioned above shall be 04th September, 2018, being the date 30 (thirty) days prior to the date of the EGM.

RESOLVED FURTHER THAT the aforesaid issue and allotment of the Equity Shares to the Allottee shall be made on the following terms and conditions:

- The Equity Shares to be issued and allotted pursuant to this resolution shall be listed and traded on the BSE Limited and the National Stock Exchange of India Limited **("Stock Exchanges")**;
- The Equity Shares allotted to the Allottee shall rank paripassu inter-se with the existing equity shares of the Company in all respects (including with respect to dividend and voting rights) and shall be subject to the Memorandum of Association and Articles of Association of the Company and any applicable lock-in requirements in accordance with the ICDR Regulations; and
- The Equity Shares shall be allotted in dematerialized form within 15 (fifteen) days from the date of passing this resolution provided where the allotment of the Equity Shares is subject to receipt of any approval or permission from any regulatory authority, the allotment shall be completed within a period of 15 (Fifteen) days from the date of such approvals or permissions.
- The Allottee shall be required to bring in the entire consideration for the Equity Shares to be allotted, on or before the date of allotment thereof; and
- The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Allottee.

RESOLVED FURTHER THAT for the purpose of giving effect to these resolutions, including in relation to the issue and allotment of the Equity Shares and listing thereof with the Stock Exchange(s), the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including making such applications to the Stock Exchange(s) for obtaining in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, filing of requisite documents with the depositories, to resolve and settle any questions and difficulties that may arise in the proposed preferential allotment, offering and allotting the said Equity Shares and effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulatory, or other authorities or agencies involved in or concerned with the issue of the Equity Shares without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT for the purpose of giving effect to these resolutions, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by these resolutions to any committee of directors, any other director(s), and/or officer(s) of the Company.

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) or officers authorized pursuant to the above resolution, duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.

3. Approval of Related Party Transaction

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

"RESOLVED that pursuant to the provisions of Section 188 of the Companies Act, 2013 **("Act")** and all other applicable provisions, if any, of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("Listing Regulations")** and other applicable acts, rules, regulations, guidelines, notifications, clarifications and circulars and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions by any governmental or regulatory authority(ies) as may be necessary and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions and which may be agreed to by the board of directors of the Company (hereinafter referred to as the **"Board"** which term shall include a duly authorised committee constituted /to be constituted by the Board) and subject to the special resolution as indicated in item 2 of the notice being passed by the members of the Company to issue and allot fully paid-up equity shares of the Company of the face value of Rs.10 each (Rupees Ten each) at a price of Rs.194/- (Rupees One Hundred and Ninety Four only) which includes a premium of Rs.184/- (Rupees One Hundred and Eighty Four only) per equity share aggregating to Rs. 127,49,54.032 (Rupees One Hundred and Twenty Seven Crore, Forty Nine Lakh Fifty Four Thousand and Thirty Two only) to M/s. Tanglin Retail Reality Developments Private Limited, a member of the Promoter and Promoter Group (as defined in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time **("ICDR Regulations")** of the Company **("Allottee")**, in accordance with the ICDR Regulations and other applicable laws and on such terms and conditions as mentioned hereunder being considered as a material related party transaction be and is hereby approved.

By Order of the Board of Directors
For Sical Logistics Limited

Place: Chennai
Date: 07th September, 2018

V. Radhakrishnan
Company Secretary

NOTES:

1. A member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and on a poll to vote instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy shall be deposited at the principal office of the Company not later than forty eight hours before the time fixed for holding the EGM; in default, the instrument of proxy shall be treated as invalid. A proxy form is attached herewith.
2. Only registered members of the Company or any proxy appointed by such registered member may attend and vote at the EGM as provided under the provisions of the Act.
3. All documents referred to in the accompanying Notice are available for inspection at the registered office of the Company during office hours on all days except Saturdays, Sundays and public holidays, between 11.00 a.m. and 1.00 p.m. up to the date of this EGM.
4. Shareholders are requested to notify immediately any change in their address to the Company / share transfer agents / depository participants as well as the e-mail address if not intimated / updated earlier.
5. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
6. An explanatory statement pursuant to Section 102 of the Act with respect of the special business as set out in the Notice is annexed hereto.
7. Corporate members intending to attend the EGM through their authorized representatives are requested to send a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
8. Members desirous of seeking any clarifications pertaining to agenda items at the EGM are requested to send in their questions so as to reach the Company's registered office at least 7 days before the date of the EGM, so that the same can be suitably replied to.
9. The members / proxies should bring the attendance slip duly filled-in and signed, clearly indicating the folio number for shares held in physical form or DP ID and Client ID numbers in case of members holding the shares in dematerialized form and they are requested to hand over the attendance slip at the entrance of the hall for attending the meeting. Members who have received the notice of EGM and attendance slip in electronic mode are requested to print the attendance slip and submit the duly filled in attendance slip at the registration counter to attend the EGM.
10. The Company's equity shares are listed with the BSE Limited and the National Stock Exchange of India Limited and the listing fee for the year 2018-19 has been paid in time.
11. Members are hereby informed that the Company, as per the applicable Securities and Exchange Board of India guidelines, with effect from 01.04.2003, has appointed M/s. Cameo Corporate Services Limited, Unit: SICAL Logistics Limited, "Subramanian Building", V Floor, No.1, Club House Road, Chennai - 600 002, Telephone : 044-28461073; Fax : 044-28460129; e-mail : cameo@cameoindia.com as its registrar and share transfer agent both for electronic and physical transactions of the shares. The shareholders are therefore requested to take note of the same and send all documents, correspondences, queries on any matter including their change of address to the Company's registrar and share transfer agent.
12. The Company is concerned about the environment and utilizes natural resources in a sustainable way. The Ministry of Corporate Affairs, Government of India, has permitted companies to send official documents to their members electronically as part of its green initiatives in corporate governance.
13. To support the green initiative of the Ministry of Corporate Affairs, the Notice convening the EGM is being sent by electronic mode to those members whose email addresses are registered with the Company/ depositories i.e., National Securities Depository Limited **("NSDL")** and Central Depository Services (India) Limited **("CDSL")** as on the close of business hours on 31st August, 2018 unless any member has requested for a physical copy of the same. Members may note that this Notice will also be available on the Company's website:https://www.sical.in/.Investors/EGM 2018.
14. The facility for voting through ballot paper will be made available at the EGM venue and the members attending the meeting and who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
15. A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.
16. The remote e-voting period shall commence on Tuesday, the 02nd October, 2018 at 9.00 a.m. (Indian Standard Time) and end on Thursday, the 04th October, 2018 at 5.00 p.m. (Indian Standard Time). During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date viz. 28th September, 2018 may cast their votes by remote e-voting. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholders, the shareholder shall not be allowed to change it subsequently. Detailed information on the remote e-voting are provided in succeeding Note No.20 and 21.
17. In compliance with the Rule 20 of the Companies (Management and Administration) Rules,2014 and Secretarial Standards issued by the Institute of Company Secretaries of India, the Company has considered 28th September, 2018 to determine the eligibility of members to vote by physical ballot and by electronic means/ e-voting ("Cut-off Date"). The persons whose names appear on the register of members/list of beneficial owners as on the Cut-off Date would be entitled to vote through electronic means under CDSL platform or through physical ballot at the EGM.
18. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address with their depository participants / Company / Registrars for receiving all communication including notices, circulars, etc. from the Company electronically. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request to the Company.

19. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

20. In compliance with provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015 and Regulation 44 of the Listing Regulations, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the EGM by electronic means and the business may be transacted through e-voting services. The facility of casting votes by the members using an electronic voting system from a place other than the venue of the general meeting **("Remote e-voting")** will be provided by CDSL.

21. The instructions for shareholders voting electronically are as under:

(i) The voting period begins on Tuesday, the 02nd October, 2018 at 9.00 a.m. (Indian Standard Time) and end on Thursday, the 04th October, 2018 at 5.00 p.m. (Indian Standard Time).During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 28th September, 2018 may cast their vote electronically. The e-voting module shall be disabled 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. E.g. 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 the 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) Click on the EVSN for SICAL LOGISTICS LIMITED on which you choose to vote.

(xi) 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.

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

(xiii) 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.

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

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

(xvi) 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.

(xvii) 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.

(xviii) Note for Non-Individual Shareholders and Custodians

a. 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.

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 should be mailed to helpdesk.evoting@cdslindia.comand on approval of the accounts they would be able to cast their vote.

e. A scanned copy of the board resolution and power of attorney 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.

(xix) 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.

22. Mr. R. Kannan, Practising Company Secretary has been appointed as scrutinizer to scrutinize the voting process in a fair and transparent manner.

23. The scrutinizer shall within 48 hours from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the chairman of the Company along with any votes cast at the venue of the meeting.

24. The results shall be declared on or before 48 hours from the conclusion of the EGM. The results declared along with the 'Scrutinizers' Report' shall be available for inspection and also placed on the website of the Company within the prescribed period and also will be forwarded to the Stock Exchanges where the shares are listed and to CDSL through whom the e-voting facility was availed.

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

The following explanatory statement sets out all material facts relating to the special business mentioned in the accompanying notice dated 07th September, 2018 and shall be taken as forming part of the notice.

Item Number 1:

To increase the authorized share capital of Sical Logistics Limited ("Company") and to amend the capital clauses in the Memorandum and Articles of Association of the Company.

In order to mobilize resources for the Company considering the fund requirement, it is proposed to increase the authorized equity share capital of the Company from the existing Rs.60,00,00,000 (Rupees Sixty Crore only) to Rs.70,00,00,000 (Rupees Seventy Crore only). Accordingly the respective capital clauses in the Memorandum and Articles of Association of the Company need to be modified as provided in the respective resolutions in Item 1. The board of directors of the Company ("**Board**") recommend the above resolutions for the approval of the members.

MEMORANDUM OF INTEREST

None of the directors of the Company, key managerial personnel or their relatives in any way concerned or interested, financially or otherwise, in the above referred resolutions excepting to the extent of their shareholding, if any, in the Company

Item Number 2

Issue and allot equity shares on preferential basis

In order to mobilize resources for discharging certain of its unsecured liabilities, the Board has decided to issue and allot 65,71,928 (Sixty Five Lakh, Seventy One Thousand, Nine Hundred and Twenty Eight) equity shares of Rs.10 (Rupees Ten only) at a price of Rs.194/- (Rupees One Hundred and Ninety Four only) which includes a premium of Rs.184/- (Rupees One Hundred and Eighty Four only) per equity share aggregating to Rs.127,49,54,032 (Rupees One Hundred and Twenty Seven Crore, Forty Nine Lakh Fifty Four Thousand and Thirty Two only) ("**Equity Shares**")to M/s. Tanglin Retail Reality Developments Private Limited ("**Allottee**") being a promoter of the Company. The following information are provided as required under the Act and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("**ICDR Regulations**").

1. Additional information in relation to item number 2:

(i) Name of the related party:

Tanglin Retail Reality Developments Private Limited.

(ii) Name of the director or key managerial personnel who is related, if any:

Mr. R. Ram Mohan, Chairman, Mr. Kush S Desai, Joint Managing Director, Ms. Shweta Shetty, Director and Mr. Sumith R Kamath, Group CFO are considered to be related to the promoter / promoter group.

(iii) Nature of the relationship:

The Allottee is a promoter of the Company and presently holds 52.83% (Fifty Two decimal point Eight Three percent) of the equity share capital of the Company.

(iv) Nature, material terms, monetary value and particulars of the contract or arrangement:

Preferential allotment of 65,71,928 (Sixty Five Lakh, Seventy One Thousand, Nine Hundred and Twenty Eight) equity shares of Rs.10 (Rupees Ten only) at a price of Rs.194/- (Rupees One Hundred and Ninety Four only) which includes a premium of Rs.184/- (Rupees One Hundred and Eighty Four only) per equity share aggregating to Rs.127,49,54,032 (Rupees One Hundred and Twenty Seven Crore, Forty Nine Lakh Fifty Four Thousand and Thirty Two only). The price at which the preferential allotment is made is in accordance with the ICDR Regulations and on an arm's length basis. Other details have been provided in the foregoing or subsequent paragraphs of the explanatory statement.

(v) Any other information relevant or important for the members to take a decision on the proposed resolution:

All other information relevant or important is covered in the foregoing or subsequent paragraphs of the explanatory statement.

2. Other information in accordance with the Act and the ICDR Regulations is as follows:

The Company is in need of funds for discharging certain unsecured liabilities and in order to mobilize funds, it has been proposed by the Board of Directors to issue and allot the Equity Shares. Further details are provided below.

(i) Objects of the proposed preferential allotment:

The Company shall utilize the proceeds from the preferential issue for discharging certain unsecured liabilities.

(ii) Relevant date:

The "Relevant Date" for the preferential issue, in terms of the ICDR Regulations, as amended from time to time, for the determination of the floor price for the issue and allotment of Equity Shares as mentioned above shall be 04th September, 2018, being the date 30 (thirty) days prior to the date of the extra-ordinary general meeting ("EGM") (i.e.,05th October, 2018).

(iii) Pricing of the preferential allotment:

The price of the equity shares to be issued is Rs.194/-(Rupees One Hundred and Ninety Four only) per equity share (which consists of Rs. 10 (Rupees Ten only) par value and Rs. 184 (Rupees One Hundred and Eighty Four only) premium per equity share). This price has been computed in accordance with the pricing guidelines as provided in Regulation 76 of the ICDR Regulations relating to preferential issue of equity shares.

(iv) Basis on which the price has been arrived at:

The equity shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited and the equity shares of the Company are frequently traded in accordance with Regulation 71A of the ICDR Regulations.

For the purpose of computation of the price per equity share, National Stock Exchange of India Limited, the stock exchange which has the highest trading volume in respect of the equity shares of the Company, during the higher of the preceding 26 (twenty six) and 2 (two) weeks prior to the Relevant Date has been considered. Accordingly, price per equity share of Rs.194 (Rupees One Hundred and Ninety Four only) is equal to the price determined in accordance with the ICDR Regulations.

(v) Intention of promoters / directors / key managerial personnel to subscribe to the offer:

The Allottee is a member of the Promoter and Promoter Group of the Company and will be subscribing to the entire 65,71,928 (Sixty Five Lakhs Seventy One Thousand Nine Hundred and Twenty Eight only) Equity Shares, amounting to 4.99% shareholding in the post paid-up capital of the Company by way of the proposed allotment of the Equity Shares ("Proposed Transaction").

(vi) The shareholding pattern of the Company before and after the preferential issue:

Sr. No.	Category	Pre Issue		Post Issue	
		No. of Shares held	% of share Holding	No. of Shares held	% of share holding
A	Promoters' holding :				
1	Indian				
	Individuals/ HUF	1023657	1.84	1023657	1.65
	Bodies Corporate	29988719	53.93	36560647	58.80
2	Foreign Promoters	658263	1.18	658263	1.06
	Sub Total (A)	31670639	56.96	38242567	61.51
B	Non-Promoters' holding:				
1	Institutional Promoters				
	Mutual Funds	1177	0.00	1177	0.00
	Venture Capital Funds				
	Alternate Investment Funds				
	Foreign Venture Capital Promoters				
	Foreign Portfolio Promoters	303461	0.55	303461	0.49
	Financial Institutions/Banks	177749	0.32	177749	0.29
	Insurance Companies	3770	0.01	3770	0.01
	Provident Funds/Pension Funds				
	Any Other				
2	Central Government/State	334	1.84	334	1.65
	Government(s)/ President of India				
3	Non-Institution Promoters	-	-	-	-
	Individual shareholders holding nominal share capital up to Rs.2 lakhs Private Bodies Corporates	6202438	11.16	6202438	9.98
	Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs	4711896	8.47	4711896	7.58
	NBFCs Registered with RBI				

Sr. No.	Category	Pre Issue		Post Issue	
		No. of Shares held	% of share Holding	No. of Shares held	% of share holding
	Employee Trusts				
	Overseas Depositories (Holding DRs)(Balancing figure)				
	Any Other				
	Corporate Body	11308045	20.34	11308045	18.19
	Trusts				
	Non Resident Indians	636381	1.14	636381	1.02
	Clearing Members	25522	0.05	25522	0.04
	Non Resident Indian Non Repatriable	560282	1.01	560282	0.90
	I E P F	0	0.00	0	0.00
	Sub Total (B)	23931055	43.04	23931055	38.49
C.	Employee Stock Grant Scheme, 2011	0	0.00	0	0.00
	Sub Total (C)				
	GRAND TOTAL (A+B+C)	55601694	100.00	62173622	100

Note:

1. The pre issue shareholding pattern of the Company is as on Relevant Date viz. 04th September, 2018.
2. The above mentioned pre and post issue shareholding pattern of the Company is on a fully diluted basis.

(vii) The identity of the natural persons who are the ultimate beneficial owners of the Equity Shares and/or who ultimately control the proposed Allottee, the percentage of post preferential issue capital that may be held by them is as under:

Identity of Promoter	Category of Promoter	Pre Issue % holding	Number of Equity Shares proposed to be allotted	Post Issue % holding	Ultimate Beneficial Owner
Name: Tanglin Retail Reality Developments Private Limited	Corporate Body	52.83%	6571928	57.81	Coffee Day Enterprises Limited – Ultimate Holding Company

(viii) Proposed time within which the allotment shall be completed:

As required under the ICDR Regulations, the Company shall complete the allotment of Equity Shares in dematerialized form as aforesaid within 15 (fifteen) days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of the Equity Shares would require any approval(s) from any regulatory authority or the Central Government, within 15 (fifteen) days from the date of the last of such approvals or permissions, as the case may be.

(ix) No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

During the current financial year, no preferential allotment has been made to any person.

(x) Change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in management or control of the Company pursuant to the aforesaid issue of the Equity Shares.

(xi) Lock in period:

The Equity Shares shall be locked-in for such period as may be specified under Regulation 78(1) of the ICDR Regulations.

The entire pre-preferential allotment shareholding of the Allottee, if any, shall be locked-in from the relevant date up to a period of 6 (six) months from the date of the trading approval as specified under Regulation 78(6) of the ICDR Regulations.

(xii) Auditor's certificate and Share Subscription Agreement:

a. A certificate from M/s. SRSV & Associates, statutory auditors of the Company, certifying that the preferential issue of the Equity Shares is being made in accordance with the requirements of ICDR Regulations, has been provided to the Company. This certificate is open for inspection by members at the registered office of the Company on all working days except Saturdays, Sundays and public holidays, between 11.00 a.m. and 1.00 p.m. up to the date of the EGM and will also be available for inspection at the EGM.

b. The Share Subscription Agreement will also be available for inspection at the registered office of the Company on all working days except Saturdays, Sundays and public holidays, between 11.00 a.m. and 1.00 p.m. up to the date of the extraordinary general meeting of the members ("EGM") and will also be available for inspection at the EGM.

(xiii) Report of a registered valuer:

A report of a registered valuer is not required for the offer, issue and allotment of the Equity Shares, under the second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014.

(xiv) Related party transaction approval

Under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") the Allottee, forming part of the Promoter / Promoter Group and the Company are considered to be related parties and the Proposed Transaction would qualify as a material related party transaction. The audit committee of the Board of Directors of the Company by way of its resolution dated 07th September, 2018 has approved the Proposed Transaction, subject to approval of the shareholders. Tanglin Retail Reality Developments Private Limited and Mr. V.G. Siddhartha are considered to be interested in the resolution and hence are not eligible for voting for the resolutions pertaining to issue of shares and approval of related party transaction.

(xv) Details of Directors, Key Managerial Personnel or their relatives, in any way, concerned or interested in the said resolution:

Mr. R. Ram Mohan, Chairman, Mr. Kush S Desai, Joint Managing Director, Ms. Shweta Shetty, Director and Mr. Sumith R Kamath, Group CFO are considered to be interested in the said resolution and none other directors, key managerial personnel or their relatives are considered in any way concerned or interested, financially or otherwise, in the above referred resolutions.

(xvi) No member of the Promoter or Promoter Group has sold any equity shares of the Company during the six months preceding the Relevant Date i.e. 04th September, 2018.

(xvii) Any other information and facts that may enable members to understand the meaning, scope and implication of the items of business to take decision thereon:

None.

MEMORANDUM OF INTEREST

Tanglin Retail Reality Developments Private Limited, Mr. V.G. Siddhartha, being promoters, Mr. R. Ram Mohan, Chairman of the Company, Mr. Kush S Desai, Joint Managing Director, Ms. Shweta Shetty, Director and Mr. Sumith R Kamath, Group CFO are considered to be interested in the said resolution. None of the other directors of the Company, key managerial personnel or their relatives are considered in any way concerned or deemed to be interested in the proposed resolutions financially or otherwise, excepting to the extent of their shareholding, if any in the Company.

Item Number 3

To approve the related party transaction

The Board of the Company and the audit committee of the Board of Directors of the Company have, at their respective meetings held on 07th September, 2018, approved the Proposed Transaction.

The Company has executed a share subscription agreement dated 07th September, 2018 ("**Share Subscription Agreement**") with the Allottee, interalia to give effect to the Proposed Transaction.

The Allottee currently holds 2,93,72,268 (Two Crore, Ninety Three Lakh, Seventy Two Thousand, Two Hundred and Sixty Eight) equity shares in the Company aggregating to 52.83 % (Fifty Two decimal point Eight Three percent) of the shares of the Company. The Allottee will acquire an additional 65,71,928 (Sixty Five Lakh, Seventy One Thousand, Nine Hundred and Twenty Eight) equity shares aggregating to 4.99% (Four decimal point Nine Nine percent) of the paid up capital of the Company, upon completion of the Proposed Transaction. The Allottee, together with persons acting in concert (as defined in the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**Takeover Regulations**")) with the Allottee, will not be acquiring shares of the Company or voting rights in the Company in excess of 4.99% (Four decimal point Nine Nine percent), pursuant to the Proposed Transaction and will not be required to make a mandatory open offer as per the Takeover Regulations, upon completion of the Proposed Transaction.

Approval of the shareholders by way of special resolution is required for the Proposed Transaction as indicated in item number 2, interalia in terms of Sections 42 and 62(1)(c) of the Act and Chapter VII of the ICDR Regulations. Further, given that the Proposed Transaction is a material related party transaction under the Listing Regulations, the Proposed Transaction requires approval of a majority of the shareholders of the Company, with the Allottee and any other related party abstaining from voting in terms of Regulation 23 of the Listing Regulations.

MEMORANDUM OF INTEREST

Tanglin Retail Reality Developments Private Limited, Mr. V.G. Siddhartha, being promoters, Mr. R. Ram Mohan, Chairman of the Company, Mr. Kush S Desai, Joint Managing Director, Ms. Shweta Shetty, Director and Mr. Sumith R Kamath, Group CFO are considered to be interested in the said resolution. None of the other directors of the Company , key managerial personnel or their relatives are considered in any way concerned or deemed to be interested in the proposed resolutions financially or otherwise, excepting to the extent of their shareholding, if any in the Company.

By Order of the Board of Directors
For Sical Logistics Limited

Place: Chennai
Date: 07th September, 2018

V. Radhakrishnan
Company Secretary

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

ATTENDANCE SLIP

NAME & ADDRESS OF THE SHAREHOLDER:	Folio No.
	DP ID
	Client ID
	No. of Shares

I hereby record my presence at the Extra-ordinary General Meeting of the Company, at Rajah Annamalai Hall, Esplanade, Chennai on Friday, the 05th October, 2018 at 12,00 noon.

Name of the Shareholder / Proxy *	Signature of the Shareholder / Proxy*

* Strike out whichever is not applicable.

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

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s) :

Registered Address :

e-mail ID :

Folio No./ Client ID :

DP ID :

I / We being the Member(s) of the above mentioned Company hereby appoint

1. Name .....
   Address .....
   .....
   e-mail ID ..... Signature ..... Or failing him

2. Name .....
   Address .....
   .....
   e-mail ID ..... Signature ..... Or failing him

3. Name .....
   Address .....
   .....
   e-mail ID ..... Signature .....

as my/our Proxy to attend and vote (on a poll) for me /us and on my / our behalf at the Extra-ordinary General Meeting of the Company to be held on Friday, the 05th October, 2018 at 12.00 noon at Rajah Annamalai Hall, Esplanade, Chennai and at any adjournment thereof in respect of such resolutions as are indicated below.

Resolutions	For	Against
1. Increase in authorized share capital and consequent amendment to the Capital clauses of the Memorandum and Articles of Association of the Company		
2. Issue of equity shares on preferential basis		
3. Approval of Related party transactions		

Signed on this _____ day of _____ 2018

Affix Re.1.00 revenue stamp

Signature of Shareholder _____ Signature of Proxy holder(s) _____

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

ROAD MAP FOR VENUE OF EXTRA-ORDINARY GENERAL MEETING



Fort Railway
Station



MADRAS

HIGH

COURT

ESPLANADE



Venue :

Rajah Annamalai Hall

Madras Dental College & Hospital

BY REGISTERED POST / COURIER

If undelivered please return to:

SICAL LOGISTICS LI MITED
SECRETARIAL DEPARTMENT
SOUTH INDIA HOUSE
73, ARMENIAN STREET
CHENNAI :: 600 001
TAMIL NADU

www.sapprints.com