SICAL
COFFEE DAY CO.

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

Ref.:SICAL/SD/2015 27th February, 2015

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

Dear Sirs,

Sub : Postal Ballot Notice

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

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

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

Postal Ballot / e-voting by members shall be available from 01st March, 2015 until 30th March, 2015. The result will be declared on 31st March, 2015.

We request you to kindly take the above on record.

Thanking you,

Yours faithfully,
For Sical Logistics Limited

V. Radhakrishnan
Company Secretary

Encl : As stated.

CC : NSE, Chennai

SICAL LOGISTICS 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 :** secl@sical.com

NOTICE

To

All Shareholders

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

The Board of Directors of your Company at the meeting held on 13th February, 2015 have appointed Mr. R. Kannan, Practicing Company Secretary as the Scrutinizer for conducting the Postal Ballot and e-voting process.

Please read carefully the instructions printed in the Postal Ballot Form and return the same duly completed and signed in the attached self-addressed postage pre-paid envelope so as to reach the Scrutinizer not later than 5.30 p.m. on Monday, the 30th March, 2015. The Company has arranged for e-voting facility through CDSL and the members have the option to vote either by Postal Ballot or through e-voting, the detailed procedure for which is set out in the Postal Ballot Form.

The Scrutinizer will submit his report to the Managing Director of the Company after completion of the scrutiny of Postal Ballots. The Managing Director / Company Secretary will declare the result of the Postal Ballot on Tuesday, the 31st March, 2015. Such result along with Scrutinizers Report will be made available on the Company's Website www.sical.com under the Section "Investors" and will be forwarded to the Stock Exchanges where the Company's shares are listed and the CDSL who has been engaged by the Company for facilitating e-voting facility.

SPECIAL BUSINESS

Appointment of Mr. S. Ravinarayanan [DIN 00208793] as an Independent Director

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

RESOLVED THAT pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder [including any statutory modification[s] or re-enactment thereof for the time being in force] read with Schedule IV to the Companies Act, 2013, Mr. S. Ravinarayanan [DIN 00208793], a non-executive Director of the Company, who was appointed as an additional director of the Company on 26th September, 2014 and who has now submitted a fresh declaration that he meets the criteria for independence as provided in Section 149[6] of the Companies Act, 2013 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a term commencing from passing of this resolution viz. 31st March, 2015 until the conclusion of the 64th Annual General Meeting of the Company.

By Order of the Board

Date : 20th February, 2015

V. Radhakrishnan

Company Secretary

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

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

Annexure to Notice dated 20th February, 2015

The Board of Directors of the Company at the meeting held on 13th February, 2015, on the recommendation of the Nomination and Remuneration Committee recommended for the approval of the Members, the appointment of Mr. S. Ravinarayanan as an Independent Director to hold office until conclusion of the 64th AGM of the Company in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ["the Act"] or any amendment thereto or modification thereof, as set out in the Resolution relating to the appointment.

With the expertise Mr. S. Ravinarayanan possesses, the Board is of the view that the Company would benefit out of such rich experience. Declaration has been received from the aforesaid director that he meets the criteria of the Independence prescribed under Section 149 of the Act and the Companies [Appointment and Qualification of Directors] Rules, 2014. In the opinion of your Board, the aforesaid director fulfills the conditions as specified in the Act and Rules made thereunder as prevailing as on date for his appointment as an Independent Director and

that he is independent of the management of the Company. In addition to the sitting fees for attending meetings of the Board and Committees thereof, the aforesaid Director is entitled to remuneration by way of commission depending upon the net profit of the Company along with other non-executive directors [subject to an overall maximum of 1% on the net profit of the Company] as approved by the members at the 57th AGM on 28th September, 2012 and as would be decided by the Board while considering the financial results for the respective years. Presently such Members approval covers the period upto 31st March, 2017.

Brief resume of Mr. S. Ravinarayanan and additional information pursuant to Clause 49 of the Listing Agreement entered into with the Stock Exchanges are furnished below.

Mr. S. Ravinarayanan, an Electrical & Electronics Engineering graduate and an Aerospace professional by training and a Technopreneur have founded several companies including Microcon Group. He has served on the Boards of Air India Ltd, Indian Airlines Limited and Airbus Engineering Center India Pvt Ltd. Was a Director of Karnataka Power Transmission Corporation Limited and also was the Chairman of its audit committee. Has been the Chairman of FICCI Task Force on defence offsets. Until recently Mr. Ravi Narayanan was CEO and Chairman of AXISCADES group, an Aerospace defence major. Mr. Ravi Narayanan either himself or any other person on his behalf on beneficial basis holds NIL shares in the Company.

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

Director

Jupiter Entertainment Ventures Private Limited

Jupiter Aviation Services Private Limited

Indian Aero Ventures Private Limited.

Asianet News Network Private Limited

Asianet Radio Private Limited

Committee Membership	-	NIL
Holding more than 2% of the paid-up share capital	-	NIL

Notice as required under Section 160 of the Act has been received from Mr. S. Ravinarayanan. Requisite consents pursuant to Section 152 of the Act, has also been filed by the aforesaid director.

MEMORANDUM OF INTEREST

Mr. S. Ravinarayanan is interested in the above resolution. None of the other Directors, Key Managerial Personnel of the Company or their relatives is interested in the above Resolution.

By Order of the Board

Date : 20th February, 2015

V. Radhakrishnan

Company Secretary

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

INSTRUCTIONS

GENERAL INFORMATION

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

PROCESS FOR MEMBERS OPTING FOR VOTING BY POSTAL BALLOT

1. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form in all respects and send it to the Company in the attached self-addressed envelope bearing the address of the Scrutinizer. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if sent by courier or deposited personally at the Registered Office of the Company at the expenses of the registered shareholder will also be accepted.

2. This form should be completed in all respects and signed by the shareholder. In case of joint holding, this form should be completed and signed [as per the specimen signature registered with the Company] by the first named shareholder and in his absence, by the next named shareholder.
3. The signature of the Member on this Postal Ballot Form should be as per the specimen signature registered with the Company where shares are in physical form and / Depository Participants viz. NSDL and CDSL in case of holding in dematerialized form.
4. In respect of shares held by Corporate and institutional shareholders [companies, trusts, societies, etc.] the completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution /appropriate authorization with the specimen signature[s] of the authorized signatory[ies] duly attested. In respect of FII clients, where the forms are submitted by the custodian, in such a case the filled in and signed Postal Ballot Form should be accompanied with the Power of Attorney.
5. Duly completed Postal Ballot Form should reach the Company on or before the close of working hours on 30th March, 2015. Postal Ballot Forms received after this date will be strictly treated as if the reply from the member has not been received.
6. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders on the date of despatch of the notice.
7. Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable for rejection. The Scrutinizer's decision in this regard shall be final and binding.
8. A Member seeking duplicate Postal Ballot Form or having any grievance pertaining to the Postal Ballot Process can write to the Company Secretary, Sical Logistics Limited, South India House, 73, Armenian Street, Chennai 600 001 – e-mail ID : secl@sical.com.
9. Members are requested not to send any paper [other than the resolution / authority as mentioned in Point No.4 above] along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.
10. Members to whom the notice is being sent by electronic means but opts to send the postal ballot may kindly take a print out of the postal ballot form and after duly filling in the same, be dispatched to Mr. R. Kannan, Scrutinizer, Sical Logistics Limited, South India House, 73, Armenian Street, Chennai :: 600 001. While sending such an envelope, you may please indicate the Business Reply Permit No.BRP/CNI GPO/16.

PROCESS FOR MEMBERS OPTING FOR VOTING THROUGH ELECTRONIC MEANS

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

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

The instructions for e-voting are as under:

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

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

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

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

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

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

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

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

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

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

vii. Members holding shares in physical form will then reach directly the EVSN selection screen. However members holding shares in demat form will now reach "Password Creation" menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share password with any other person and take utmost care to keep the password confidential.

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

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

x. On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

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

xii. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

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

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

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

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

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

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

C. The voting period begins on 01st March, 2015 [9.00 a.m.] and ends on 30th March, 2015 [6.00 p.m.]. During this period shareholders' of the company holding shares either in physical form or in dematerialized form, as on the cut-off date 13th February, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

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

SICAL LOGISTICS LIMITED

CIN : L51909TN1955PLC002431
Registered Office : "South India House", 73, Armenian Street, Chennai 600 001
Phone : 044-66157071 / Fax : 044-66157017
Website : www.sical.com**; E-mail ID :** secl@sical.com

POSTAL BALLOT FORM

Sr. No.

1. Name[s] of the Shareholder[s] including joint-holders, if any :

   Name[s] of the Joint Holder[s], if any :

2. Registered Address of the Sole / First named shareholder :

3. Registered Folio No. / DP ID No. / Client ID No. :

4. Number of Share(s) held :

5. e-voting Event Number :

6. User ID :

7. Password :

8. I / we hereby exercise my/our vote in respect of the following Ordinary Resolution to be passed through postal ballot/e-voting for the business stated in the notice by sending my / our assent or dissent of the said resolution by placing the tick [✓] mark at the appropriate places in the box below:

Item No.	Description	No. of shares held for which votes cast	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
1.	**Ordinary Resolution** RESOLVED THAT pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder [including any statutory modification[s] or re-enactment thereof for the time being in force] read with Schedule IV to the Companies Act, 2013, Mr. S. Ravinarayanan [DIN 00208793], a non-executive Director of the Company, who was appointed as an additional director of the Company on 26th September, 2014 and who has now submitted a fresh declaration that he meets the criteria for independence as provided in Section 149[6] of the Companies Act, 2013 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a term commencing from passing of this resolution viz. 31st March, 2015 until the conclusion of the 64th Annual General Meeting of the Company.			

Place :

Date :

_____
(Signature of the Shareholder)