Sical Logistics Ltd

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

Ref.:SICAL/SD/2015 05th September, 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 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 07th September, 2015 until 06th October, 2015. The result will be declared on or before 08th October, 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.

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

NOTICE

To

All Shareholders

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

The Board of Directors of your Company at the meeting held on 10th August, 2015 have appointed Mr. R. Kannan, Practicing Company Secretary as the Scrutinizer for conducting the Postal Ballot and e-voting process.

Please read carefully the instructions printed in the Postal Ballot Form and return the same duly completed and signed in the attached self-addressed postage pre-paid envelope so as to reach the Scrutinizer not later than 6.00 p.m. on Tuesday, the 06th October, 2015. The Company has arranged for e-voting facility through CDSL and the members have the option to vote either by Postal Ballot or through e-voting, the detailed procedure for which is set out in the Postal Ballot Form.

The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny of Postal Ballots. The Chairman / Company Secretary will declare the result of the Postal Ballot on Tuesday, the 06th October, 2015. Such result along with Scrutinizers Report will be made available on the Company's Website www.sical.com under the Section "Investors" and will be forwarded to the Stock Exchanges where the Company's shares are listed and the CDSL who has been engaged by the Company for facilitating e-voting facility.

SPECIAL BUSINESS

1. To provide corporate guarantee to IFCI Limited for the Corporate Term Loan facilities extended to Sical Multimodal and Rail Transport Limited

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

RESOLVED THAT subject to the provisions of Sec 185, 186 read with Schedule VI of the Companies Act, 2013 and Clause 49 [VII] of the Listing Agreement entered into with the Stock Exchanges, the Company be and is hereby permitted to provide Corporate Guarantee to the extent of Rs.100 crores to IFCI Limited, Mumbai for the Corporate Loan being extended to to the company's subsidiary M/s. Sical Multimodal and Rail Transport Limited.

2. ***To enter into Mining Services contract with M/s. Sical Saumya Mining Limited***

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

RESOLVED THAT subject to the provisions of Sec 188 of the Companies Act, 2013 and Clause 49 [VII] of the Listing Agreement entered into with the Stock Exchanges, the Company be and is hereby permitted to enter into Mining Service Agreement with the company's subsidiary M/s. Sical Saumya Mining Limited for the overburden removal contract to be executed at Lajkura and Samaleswari Mines of Mahanadhi Coalfields Limited at Odisha for a period of 3 and 5 years for a value not exceeding Rs.700 crores [Rupees seven hundred crores only] and authorize the Joint Managing Director / Whole-time Director to take appropriate decisions during the tenure of such agreements.

By Order of the Board

Date : 10th August, 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 10th August, 2015

Item No.1

The Board of Directors at their meeting held on 10th August, 2015 have recommended for the approval of the members to enable the company to provide corporate guarantee to the extent of Rs.100 crores to IFCI Limited, Mumbai for the Corporate Loan extended by the Bank to the company's subsidiary Sical Multimodal and Rail Transport Limited. Though the provisions of Sec 186 of the Companies Act, 2013 exempts provision of such guarantee and security to a company engaged in infrastructural development as provided under Schedule VI of the Companies Act, 2013 yet as per the requirement of Clause 49 [VII] of the Listing Agreement, since this amount would exceed 10% of the consolidated turnover of the Company, it is considered to be a material related party transaction and accordingly members approval is sought by way of special resolution

MEMORANDUM OF INTEREST

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

Item No. 2

The Board of Directors at their meeting held on 10th August, 2015 have recommended for the approval of the members to enable the company to enter into Mining Service Agreement with company's subsidiary M/s. Sical Saumya Mining Limited for providing on hire Heavy Earth Moving Machineries for removal of overburden and transportation of coal at Samaleswari and Lajkura Mines of Mahanadhi Coalfields Limited in Odisha for a period of 3 and 5 years and the value of the contract is likely to exceed 10% of the consolidated turnover of the Company. Though the provisions of Sec 188 of the Companies Act, 2013 exempts related party transactions at arms length basis, yet as per the requirement of Clause 49 [VII] of the Listing Agreement, since this amount would exceed 10% of the consolidated turnover of the Company, it is considered to be a material related party transaction and accordingly members approval is sought by way of special resolution

MEMORANDUM OF INTEREST

Mr. R. Ram Mohan, Mr. Kush S Desai and Mr. Sumith R Kamath are considered to be interested in the said resolution to the extent that they hold directorship in the subsidiary viz. Sical Saumya Mining Limited. 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
V. Radhakrishnan
Company Secretary

Date : 10th August, 2015

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

INSTRUCTIONS

GENERAL INFORMATION

1. There will be one Postal Ballot Form / e-voting for every Client ID No./Folio No. irrespective of joint holders.

2. Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In case you are opting for voting by Postal Ballot, then please do not cast your vote by e-voting and vice versa. In case Members cast their votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through postal ballot form shall be considered invalid.

3. Voting rights in the Postal Ballot / e-voting can not be exercised by a proxy.

PROCESS FOR MEMBERS OPTING FOR VOTING BY POSTAL BALLOT

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

2. This form should be completed in all respects and signed by the shareholder. In case of joint holding, this form should be completed and signed [as per the specimen signature registered with the Company] by the first named shareholder and in his absence, by the next named shareholder.

3. The signature of the Member on this Postal Ballot Form should be as per the specimen signature registered with the Company where shares are in physical form and / Depository Participants viz. NSDL and CDSL in case of holding in dematerialized form.

4. In respect of shares held by Corporate and institutional shareholders [companies, trusts, societies, etc.] the completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution /appropriate authorization with the specimen signature[s] of the authorized signatory[ies] duly attested. In respect of FII clients, where the forms are submitted by the custodian, in such a case the filled in and signed Postal Ballot Form should be accompanied with the Power of Attorney.

5. Duly completed Postal Ballot Form should reach the Company on or before 6.00 p.m. on Tuesday, the 06th October, 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 Monday, the 07th September, 2015 [9.00 a.m.] and ends on Tuesday, the 06th October, 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 28th August, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

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

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

POSTAL BALLOT FORM

Sl. No.

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

Item No.	Description	No. of shares held for which votes cast	I / We assent to the Resolution [For]	I / We dissent to the Resolution [Against]
1.	Special Resolution *Corporate Guarantee to IFCI Limited for the facilities availed by company's subsidiary M/s. Sical Multimodal and Rail Transport Limited* RESOLVED THAT subject to the provisions of Sec 185, 186 read with Schedule VI of the Companies Act, 2013 and Clause 49 [VII] of the Listing Agreement entered into with the Stock Exchanges, the Company be and is hereby permitted to provide Corporate Guarantee to the extent of Rs.100 crores to IFCI Limited, Mumbai for the Corporate Loan being extended to the company's subsidiary M/s. Sical Multimodal and Rail Transport Limited.			

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]
2	Special Resolution *Mining Services Agreement with M/s. Sical Saumya Mining Limited* RESOLVED THAT subject to the provisions of Sec 188 of the Companies Act, 2013 and Clause 49 [VII] of the Listing Agreement entered into with the Stock Exchanges, the Company be and is hereby permitted to enter into Mining Service Agreement with the company's subsidiary M/s. Sical Saumya Mining Limited for the overburden removal contract to be executed at Lajkura and Samaleswari Mines of Mahanadhi Coalfields Limited at Odisha for a period of 3 and 5 years for a value not exceeding Rs.700 crores [Rupees seven hundred crores only] and authorize the Joint Managing Director / Whole-time Director to take appropriate decisions during the tenure of such agreements.			

Place :

Date : [Signature of the Shareholder]