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/2015

09th July, 2015

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

Dear Sirs,

Sub : Clause 35B - Postal Ballot – Scrutinizers Report

This is to inform you that the Company had sought the approval of the equity shareholders of the Company for appointment of Mr. Kush S Desai as a whole-time director for a period of 5 years from 04th May, 2015, appointment of Mr. Sudhir Kamath as an Independent Director, appointment of Ms. Shweta Shetty as a director, to avail financial assistance from Tanglin Retail Reality Developments Private Limited, Providing guarantee and security for the financial assistance availed by company's subsidiary M/s. Sical Multimodal and Rail Transport Limited and providing financial assistance to the Company's subsidiary M/s. Sical Iron Ore Terminals Limited. The results of the same were announced on 08th July, 2015. We now enclose herewith the Scrutinizers Report provided by Mr. R. Kannan, Practicing Company Secretary in terms of Clause 35B of the Listing Agreement. We now request you to kindly take the same on record.

Thanking you,

Yours faithfully,
For Sical Logistics Limited

V. Radhakrishnan
Company Secretary

Encl : As stated.

SICAL LOGISTICS LTD. CHENNAI 600 001

R. Kannan M.Com., GDMM., ACMA., FCS
Practicing Company Secretary

No.6A, 10th Street,
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SCRUTINIZER'S REPORT FOR POSTAL BALLOT UNDER E VOTING AND BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 ["the Act"], read with Rule 22 of the Companies [Management & Administration] Rules, 2014 and other applicable provisions of the Act]

To

The Chairman
M/s. Sical Logistics Limited (CIN: L51909TN1955PLC002431)
South India House
73, Armenian Street
Chennai :: 600 001

Dear Sir,

Sub: Passing of resolution through Postal Ballot via E-voting [EVSN 150603002] and Ballot of M/s. Sical Logistics Limited held between 08th June, 2015 and 07th July, 2015

I, R. Kannan, M.Com., GDMM., ACMA., FCS, Practising Company Secretary having office at No.6A, 10th Street, New Colony, Adambakkam, Chennai – 600 088, Tamil Nadu, India was appointed as the Scrutinizer by the Board of Directors of **M/s. Sical Logistics Limited** for the Postal Ballot process under e-voting [EVSN **150603002**] and ballot held from Monday, the 08th June, 2015 (9.00 a.m.) to Tuesday, the 07th July, 2015 [6.00 p.m.] under the CDSL platform viz. www.evotingindia.com and the ballot.

Responsibility of the Management

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the rules made there under in relation to exercising of voting rights through electronic means and Ballot on the Resolution(s) as set out in the Postal Ballot notice dated 15th May, 2015.

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Practicing Company Secretary

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Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the Postal Ballot process under e-voting and ballot is restricted to make a Scrutinizer's report of the votes cast "in favour" of or "against" the resolution(s) set out in the Postal Ballot notice based on the reports generated from the e-voting system provided by the Central Depository Services [India] Limited (CDSL), the authorised agency engaged by the Company for providing e- voting facilities and also the ballot papers as received either in person or through post.

One ballot paper was found invalid.

In view of the above, I hereby submit my consolidated report on the results of the e- voting together with that of the ballot in respect of the said resolution(s) as under:

SPECIAL BUSINESS :

ITEM NO.1

SPECIAL RESOLUTION

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

1. Term : 5 years from 04th May, 2015

2. Salary : Nothing chargeable to the Company

VOTES CAST **IN FAVOUR OF THE RESOLUTION**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND BALLOT			NUMBER OF VOTES CAST			PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E-VOTING	BALLOT	TOTAL	E-VOTING	BALLOT	TOTAL	E-VOTING	BALLOT
Promoter and Promoter group	3	8	11	29372268	8496073	37868341	100	100
Public	11	30	41	626	1670	2296	97.81	100
Total Voting	14	38	52	29372894	8497743	37870637		

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VOTES CAST **AGAINST THE RESOLUTION**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND BALLOT		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E –VOTING	BALLOT	E –VOTING	BALLOT	E-VOTING	BALLOT
Promoter and Promoter group	NIL	NIL	NIL	NIL	NIL	NIL
Public	1	0	14	0	2.19	NIL
Total Voting	**1**	**NIL**	**14**	**0**		

INVALID VOTES

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND BALLOT		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E –VOTING	BALLOT	E –VOTING	BALLOT	E-VOTING	BALLOT
Promoter and Promoter group	NIL	NIL	NIL	NIL	NIL	NIL
Public	NIL	NIL	NIL	NIL	NIL	NIL
Total Voting	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**

ITEM NO.2

ORDINARY RESOLUTION

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

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VOTES CAST **IN FAVOUR OF THE RESOLUTION**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND BALLOT			NUMBER OF VOTES CAST			PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E –VOTING	BALLOT	TOTAL	E –VOTING	BALLOT	TOTAL	E-VOTING	BALLOT
Promoter and Promoter group	3	8	11	29372268	8496073	37868341	100	100
Public	11	30	41	626	1670	2296	97.81	100
Total Voting	14	38	52	29372894	8497743	37870637		

VOTES CAST **AGAINST THE RESOLUTION**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND BALLOT		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E -VOTING	BALLOT	E –VOTING	BALLOT	E-VOTING	BALLOT
Promoter and Promoter group	NIL	NIL	NIL	NIL	NIL	NIL
Public	1	0	14	0	2.19	NIL
Total Voting	**1**	**NIL**	**14**	**0**		

INVALID VOTES

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND BALLOT		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E -VOTING	BALLOT	E –VOTING	BALLOT	E-VOTING	BALLOT
Promoter and Promoter group	NIL	NIL	NIL	NIL	NIL	NIL
Public	NIL	NIL	NIL	NIL	NIL	NIL
Total Voting	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**

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ITEM NO.3

ORDINARY RESOLUTION

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

VOTES CAST **IN FAVOUR OF THE RESOLUTION**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND BALLOT			NUMBER OF VOTES CAST			PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E-VOTING	BALLOT	TOTAL	E-VOTING	BALLOT	TOTAL	E-VOTING	BALLOT
Promoter and Promoter group	3	8	11	29372268	8496073	37868341	100	100
Public	11	29	41	626	1660	2286	97.81	99.40
Total Voting	14	37	52	29372894	8497733	37870627		

VOTES CAST **AGAINST THE RESOLUTION**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND BALLOT		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E-VOTING	BALLOT	E-VOTING	BALLOT	E-VOTING	BALLOT
Promoter and Promoter group	NIL	NIL	NIL	NIL	NIL	NIL
Public	1	1	14	10	2.19	0.60
Total Voting	1	1	14	10		

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INVALID VOTES

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND BALLOT		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E -VOTING	BALLOT	E –VOTING	BALLOT	E-VOTING	BALLOT
Promoter and Promoter group	NIL	NIL	NIL	NIL	NIL	NIL
Public	NIL	NIL	NIL	NIL	NIL	NIL
Total Voting	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**

ITEM NO.4

SPECIAL RESOLUTION

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

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

VOTES CAST **IN FAVOUR OF THE RESOLUTION**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND BALLOT			NUMBER OF VOTES CAST			PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E –VOTING	BALLOT	TOTAL	E –VOTING	BALLOT	TOTAL	E-VOTING	BALLOT
Promoter and Promoter group	NIL	8	8	NIL	8496073	8496073	100	100
Public	11	28	41	626	1600	2226	97.81	95.81
Total Voting	**11**	**36**	**52**	**626**	**8497673**	**8498299**		

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VOTES CAST **AGAINST THE RESOLUTION**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND BALLOT		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E –VOTING	BALLOT	E –VOTING	BALLOT	E-VOTING	BALLOT
Promoter and Promoter group	NIL	NIL	NIL	NIL	NIL	NIL
Public	1	2	14	70	2.19	4.19
Total Voting	**1**	**2**	**14**	**70**		

INVALID VOTES

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND BALLOT		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E –VOTING	BALLOT	E –VOTING	BALLOT	E-VOTING	BALLOT
Promoter and Promoter group	NIL	NIL	NIL	NIL	NIL	NIL
Public	NIL	NIL	NIL	NIL	NIL	NIL
Total Voting	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**

ITEM NO.5

SPECIAL RESOLUTION

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

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VOTES CAST **IN FAVOUR OF THE RESOLUTION**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND BALLOT			NUMBER OF VOTES CAST			PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E -VOTING	BALLOT	TOTAL	E -VOTING	BALLOT	TOTAL	E-VOTING	BALLOT
Promoter and Promoter group	3	8	11	29372268	8496073	37868341	100	100
Public	11	29	41	626	1660	2286	97.81	99.40
Total Voting	14	37	52	29372894	8497733	37870627		

VOTES CAST **AGAINST THE RESOLUTION**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND BALLOT		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E -VOTING	BALLOT	E -VOTING	BALLOT	E-VOTING	BALLOT
Promoter and Promoter group	NIL	NIL	NIL	NIL	NIL	NIL
Public	1	1	14	10	2.19	0.60
Total Voting	1	1	14	10		

INVALID VOTES

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND BALLOT		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E -VOTING	BALLOT	E -VOTING	BALLOT	E-VOTING	BALLOT
Promoter and Promoter group	NIL	NIL	NIL	NIL	NIL	NIL
Public	NIL	NIL	NIL	NIL	NIL	NIL
Total Voting	NIL	NIL	NIL	NIL	NIL	NIL

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ITEM NO.6

SPECIAL RESOLUTION

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

VOTES CAST **IN FAVOUR OF THE RESOLUTION**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND BALLOT			NUMBER OF VOTES CAST			PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E-VOTING	BALLOT	TOTAL	E-VOTING	BALLOT	TOTAL	E-VOTING	BALLOT
Promoter and Promoter group	3	8	11	29372268	8496073	37868341	100	100
Public	7	30	41	507	1670	2177	79.22	100
Total Voting	10	38	52	29372775	8497743	37870518		

VOTES CAST **AGAINST THE RESOLUTION**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND BALLOT		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E-VOTING	BALLOT	E-VOTING	BALLOT	E-VOTING	BALLOT
Promoter and Promoter group	NIL	NIL	NIL	NIL	NIL	NIL
Public	5	0	133	0	20.78	NIL
Total Voting	**5**	**NIL**	**133**	**0**		

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INVALID VOTES

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND BALLOT		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E-VOTING	BALLOT	E-VOTING	BALLOT	E-VOTING	BALLOT
Promoter and Promoter group	NIL	NIL	NIL	NIL	NIL	NIL
Public	NIL	NIL	NIL	NIL	NIL	NIL
Total Voting	NIL	NIL	NIL	NIL	NIL	NIL

An annexure containing the details of the report on e-voting as well the ballot against the said resolutions are attached.

The Ballot papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

The Results of the Postal Ballot process may be declared accordingly based on the voting results as reported hereinabove.

R. KANNAN ★ C.P No 3363 ★ Practising Company Secretary

Date : 08th July, 2015
Place : Chennai

R. Kannan
Practicing Company Secretary
CP.No. 3363