

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 that the Sixty Second Annual General Meeting of the shareholders of SICAL LOGISTICS LTD will be held on Wednesday, the 06th September, 2017 at 10.00 a.m. at Rajah Annamalai Hall, Esplanade, Chennai to transact the following business:

ORDINARY BUSINESS

- To receive, consider and adopt the Directors' and Auditors' Report and audited Statement of Profit and Loss for the year ended 31st March, 2017 and the Balance Sheet as at that date.
- To appoint a Director in the place of Mr. Sunil Deshmukh [DIN :05210882] who retires by rotation and being eligible offers himself for re-election.
- To consider and if thought fit, to pass with or without modification[s], the following resolution as an Ordinary Resolution

Appointment of Statutory Auditors

RESOLVED THAT consent of the Company be and is hereby accorded appoint. M/s. SRSV & Associates, Chartered Accountants with Firm Registration No.:0150415 as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at a remuneration as may be decided by the Board of Directors.

- To consider and if thought fit to pass with or without modification[s], the following resolution as an Special Resolution.

Payment of commission to non-executive directors not exceeding 1% of the net profit of the Company

SPECIAL RESOLUTION

RESOLVED THAT pursuant to Section 197 [1] and all other applicable provisions, if any, of the Companies Act, 2013 ["the Act"], and subject to all permissions, sanctions and approvals as may be necessary, approval of the Company be and is hereby accorded for the payment of the commission to the Director[s] of the Company who is / are neither in the whole time employment nor managing director[s], in accordance with and upto the limits laid down under the provisions of Section 197 of the Act, computed in the manner specified in the Act, for a period of 5 years from the financial year commencing 1st April, 2017, in such manner and upto such extent as the Board may, from time to time, determine.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to take all actions and do all such deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard.

By order of the Board,

Place : Chennai
Date : 10th May, 2017

V. Radhakrishnan
Company Secretary

Registered Office :

"South India House"
73, Armenian Street
Chennai :: 600 001
CIN : L51909TN1955PLC002431
Website : www.sical.com / e-mail ID : secl@sical.com

EXPLANATORY STATEMENT PURSUANT TO SEC 102 OF THE COMPANIES ACT, 2013
Item No.4

Payment of commission to non-executive directors not exceeding 1% of the net profit of the Company

The Company had approved payment of commission to non-executive directors not exceeding 1% of the net profit of the Company for a period of 5 years commencing from FY 2012-13 upto FY 2016-17. The Board of Directors have deliberated and have proposed to recommend the resolution as set out in Item 4 of the Notice for the approval of the shareholders in accordance with the provisions of Sec 197 of the Companies Act, 2013.

MEMORANDUM OF INTEREST

All the directors excepting Mr. Kush S Desai, Joint Managing Director are considered to be interested in the said resolution. None of the Key Managerial Personnel are considered to be interested in the said resolution.

By order of the Board,

Place : Chennai
Date : 10th May, 2017

V. Radhakrishnan
Company Secretary

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NOTES :

1. **A member entitled to attend and vote at the meeting 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 meeting; in default, the instrument of proxy shall be treated as invalid.**
2. The roadmap for the venue is attached for the benefit of members attending the meeting
3. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, the 31st August, 2017 to Wednesday, the 06th September, 2017 [both days inclusive].
4. The members / proxies should bring the attendance slip duly filled-in and signed, clearly indicating the Folio No. for shares held in physical form or DP ID and Client ID numbers in case of members holding the shares in dematerialized form, along with the Annual Report and they are requested to hand over the attendance slip at the entrance of the hall for attending the meeting.
5. Shareholders seeking any information with regard to accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready.
6. Members are hereby informed that the Company, as per the SEBI guidelines, w.e.f. 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.
7. 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.
8. The Securities and Exchange Board of India [SEBI] has mandated the submission of copy of PAN card to the Company / Depository Participants as the case may be. Members holding shares in physical form should submit their PAN details to the Company / RTA. Nomination in Form SH-13 in duplicate as provided under Sec 72 of the Companies Act, 2013 may please be sent by the shareholders holding shares in physical form in case if it is not sent earlier.

9. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of Board resolution authorizing their representatives to attend and vote on their behalf in the meeting.
10. Electronic copy of the Annual Report for the current year are being sent to all the members whose e-mail 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 e-mail address, physical copy of the Annual Report is being sent in the permitted mode. However, any shareholder wishing to receive a physical copy of the annual report may write to the Company Secretary or send an e-mail addressed to radhakrishnan@sical.com.
11. Electronic copy of the Notice of the 62nd Annual General Meeting of the Company inter alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose e-mail 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 e-mail 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 through the permitted mode.
12. Notice for the AGM and Annual Report for the financial year ended 31st March, 2017 will be available on the Company's website www.sical.com for download.
13. The Company's equity shares are listed with the BSE Limited and National Stock Exchange of India Limited [NSE] and the listing fee for the year 2017-18 has been paid in time.
14. The facility for voting through ballot paper will be made available at the AGM venue and the members attending the meeting 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 Sunday, the 03rd September, 2017 [9.00 a.m. Indian Standard Time] and end on Tuesday, the 05th September, 2017 [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. 30th August, 2017 may cast their votes by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholders, the shareholder shall not be allowed to change it subsequently.
17. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 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 SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 62nd Annual General Meeting [AGM] 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 annual general meeting ["remote e-voting"] will be provided by the Central Depository Services [India] Limited [CDSL].

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Sunday, the 03rd September, 2017 at 9.00 a.m. and ends on Tuesday, the 05th September, 2017 at 5.00 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 (record date) of 30th August, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for SICAL LOGISTICS LIMITED on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non-Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

18. [a] Mr. R. Kannan, Practicing Company Secretary [CP No.3363] has been appointed as Scrutinizer to scrutinize voting process in a fair and transparent manner.
- [b] 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..
- [c] The Results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizer's 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 viz. BSE and NSE and to CDSL through whom the e-voting facility was availed.
18. Information pursuant to Regulation 26 of SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015 about the particulars of Directors to be appointed / re-appointed at the ensuing Annual General Meeting and their Directorship / Chairmanship / Committee Membership in other Companies.

Mr. Sunil Deshmukh, [DIN 05210882] M. Com, LLB, Fellow Member of the Institute of Cost Accountants of India and Institute of Company Secretaries of India, Certified Management Accountant-USA, Oxford University – Said Business School – Advanced Leadership & Management Program, is currently the Managing Director of Wilson Cables, a Singapore based Company. Has vast experience in the field of General Management, New Business Development Strategies, Manufacturing Facility Management, Financial Management and Human Resources with a strong hands-on experience in Business start-up, turnaround & growth, primarily in the manufacturing sector. He has held various positions such as Managing Director of Indo-Jordan Chemicals Company Limited, Jordan, Head of Finance & IT – CFO, McDonald's India – West & South, Finance Director, Telecom Consulting Co., Johannesburg , GM Finance & Admin, Company Secretary [CFO], Fosters India Limited and in various positions in Goodyear South Asia Tires Ltd.

Other Directorships

Danish Steel Cluster Private Limited
 SIDDD Life Sciences Private Limited
 PSA Sical Terminals Limited
 Sical Sattva Rail Terminal Private Limited
 Sicagen India Limited
 Sical Multimodal and Rail Transport Limited
 Sical Infra Assets Limited
 Norsesea Offshore India Limited

Sical Iron Ore Terminal [Mangalore] Limited
Sical Iron Ore Terminals Limited

Managing Director

Wilson Cables Private Limited, Singapore

More than 2% shareholding
NIL

Other Committee Chairmanship / Memberships

Sicagen India Limited

Member

Audit Committee

Nomination & Remuneration Committee

CSR Committee

Management Committee

Capital Issues & Allotment Committee

Chairman

Risk Management Committee

Shareholding in the Company

NIL

By order of the Board,

V. Radhakrishnan
Company Secretary

Place : Chennai

Date : 10th May, 2017

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ROAD MAP FOR VENUE OF 62ND ANNUAL GENERAL MEETING

