

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 Fifth Annual General Meeting of the shareholders of SICAL LOGISTICS LTD will be held on Tuesday, the 29th December, 2020 at 11.00 a.m. through Video Conferencing ["VC"] / other audio visual means ["OAVM"] arranged through National Securities Depository Limited [NSDL] to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Directors' and Auditors' Report and audited Statement of Profit and Loss for the year ended 31st March, 2020 and the Balance Sheet as at that date.
2. To appoint a Director in the place of Mr. R. Ram Mohan [DIN : 02506342] who retires by rotation and being eligible offers himself for re-election.
3. 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 to appoint . M/s. SRSV & Associates, Chartered Accountants with Firm Registration No.:0150415as 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 of Rs.23 lakhs and reimbursement of out-of-pocket expenses at actuals.

SPECIAL BUSINESS

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

Appoint Capt KN Ramesh as the Managing Director of the Company

RESOLVED THAT pursuant to Sec 168, 198 and 203 of the Companies Act, 2013 ["the Act"] read with Schedule V of the Act and Article 152 [a] of the Articles of Association of the Company, Capt KN Ramesh be and is hereby elevated to the position of the Managing Director of the Company on the following terms and conditions

1. Term : 5 years from 31st October, 2019
2. Salary : Rs.42 lakhs per annum
3. Other allowances : Rs.9 lakhs per annum towards car maintenance expenses

Place : Chennai

Date : 13th November, 2020

By order of the Board,

V. Radhakrishnan
 Company Secretary

NOTES :

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, and Securities and Exchange Board of India [SEBI] vide Circular No.SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May, 12, 2020 permitted the holding of the Annual

General Meeting [AGM] through Video Conferencing / Other Audio Visual Means without the physical attendance of the Members to the AGM without the physical presence of the Members at a common venue. In Compliance with the provisions of the Companies Act, 2013 ["Act"], SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015, ["LODR"] and MCA Circulars, the annual general meeting (AGM) is being held through video conferencing (VC)/ other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. Under the circumstances, the route map for the venue is not attached to the notice convening the 65th AGM. The facility of providing remote e-voting and the participation through VC/OAVM has been arranged through National Securities Depository Limited [NSDL].

2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.sical.in/investors/AGM2020. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, the 23rd December, 2020 to Tuesday, the 29th December, 2020 [both days inclusive].
8. The Annual Report along with the notice for the AGM will be sent by e-mail ID as registered with the DP / RTA and no physical copies will be sent since Ministry of Corporate Affairs on account of the prevailing COVID-19 pandemic have waived the condition of posting the physical copy to members. Hence members are requested to update their e-mail ID with the DP / RTA if not done earlier to receive the Annual Report and the AGM Notice electronically.
9. 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 but not later than 21st December, 2020.
10. 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. Further as per SEBI's notification dated 08th June, 2018, confirming that request for effecting transfer of securities shall not be processed except in case of

transmission or transposition of securities unless the securities are held in demat form. Hence, we would not be in a position to accept / process the requests for transfer of shares held in physical form with effect from April, 2019. We therefore advise you to take immediate steps for dematerializing your shareholding in the company. As you may be aware holding shares in dematerialized form offers host of benefits like enhanced security, ease of handling, faster transfers, exemption from stamp duty, eliminating bad deliveries. In view of the above, in order to ensure that you are able to deal in the securities hassle-free, kindly take steps for dematerializing the shares at an early date.

11. 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.
12. 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.
13. 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 and printing and posting of annual report has been dispensed for the current year as per the directives of the Ministry of Corporate Affairs.
14. Electronic copy of the Notice of the 65th Annual General Meeting of the Company inter alia indicating the process and manner of remote e-voting along is being sent to all the members whose e-mail IDs are registered with the Company/ Depository Participant[s] for communication purposes.
15. Notice for the AGM and Annual Report for the financial year ended 31st March, 2020 will be available on the Company's website www.sical.in for download.
16. 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 2019-20 has been paid in time.
17. 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.
18. The remote e-voting period shall commence on Saturday, the 26th December, 2020 [9.00 a.m. Indian Standard Time] and end on Monday, the 28th December, 2020 [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. 22nd December, 2020 may cast their votes by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. Electronic voting shall be allowed to the members who participate in the meeting through video conferencing / other audio visual means on the date of AGM viz. 29th December, 2020, provided they have not cast their vote earlier and are not barred from voting at the general meeting.
19. 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 65th 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 National Securities Depository Limited [NSDL].

The instructions for members for remote e-voting are as under

The remote e-voting period begins on Saturday, the 26th December, 2020 at 9:00 A.M. and ends on Monday, the 28th December, 2020 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

| How to Log-in to NSDL e-Voting website? | |
|---|---|
| <p>1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.</p> <p>2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.</p> <p>3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.</p> <p>Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.</p> <p>4. Your User ID details are given below :</p> | |
| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12***** |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |
| 5. Your password details are given below: | |
| a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote. | |
| b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password. | |
| c) How to retrieve your 'initial password'? | |
| (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'. | |
| (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered | |

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|----|--|
| 6. | If you are unable to retrieve or have not received the "Initial password" or have forgotten your password: |
| a) | Click on " Forgot User Details/Password? " (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com . |
| b) | Physical User Reset Password? " (If you are holding shares in physical mode) option available on www.evoting.nsdl.com . |
| c) | If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address. |
| d) | Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL. |
| 7. | After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box. |
| 8. | Now, you will have to click on "Login" button. |
| 9. | After you click on the "Login" button, Home page of e-Voting will open. |

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to gkrkgram@yahoo.in with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice :

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to radhakrishnan@sical.com

In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to radhakrishnan@sical.com

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
 2. Members are encouraged to join the Meeting through Laptops for better experience.
 3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (radhakrishnan@sical.com). The same will be replied by the company suitably.
20. [a] KRA & Associates, Firm of Company Secretaries with Firm Registration Number P2020TN082800 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 NSDL through whom the e-voting facility was availed.

21. 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.

[a] Mr. R. Ram Mohan is a Chartered Accountant by profession and held senior Management positions at Madura Coats, Hindustan Motors and Caterpillar India. At Coffee Day Group, he is the CFO of the group's holding company – Coffee Day Enterprises Ltd. He took over as Managing Director of Sical Logistics Ltd., effective September 26, 2011 and moved to the position of Chairman of the company effective May 2015. He has over 30 years of industrial experience in Commercial, Manufacturing & Business operations segments. His core strength includes Finance, Project Management and Business Development.

Other Directorships NIL

Shareholding in the Company NIL

[b] Capt KN Ramesh is a Master Mariner with over 3 decades of diversified experience in the Shipping business and related operations and has been acknowledged for ground breaking efforts in logistical solutions. Was a Master Mariner until 2001 and from then onwards had stints at Transworld Group as General Manager [Shipping & Logistics], Trimex International [Dubai & Singapore] as Operating Company Head, MARG Limited as Chief Executive Officer [Logistics & Dredging], MARG CSCL International, Sri Lanka as Director and Karaikal Port Private Limited as Chief Operating Officer prior to joining Sical. He has a wide knowledge in strategic planning, business development, chartering, strategic partnership, project management, raising capital, asset acquisition, railway systems, logistics solutions and dredging.

Other Directorships

SICAL IRON ORE TERMINALS LIMITED – Managing Director

Other Committee Membership

Nil

Shareholding in the Company NIL

Place : Chennai
Date : 13th November, 2020

By order of the Board,
V. Radhakrishnan
Company Secretary

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