

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1 Name of the Listed Entity

SICAL LOGISTICS LIMITED

2 Quarter ending

31-Mar-17

I. COMPOSITION OF BOARD OF DIRECTORS

Title	Name of the Director	PAN &	DIN	Category [Chairperson / Executive / Non-Executive / Independent / Nominee]	Date of Appointment in the current term / cessation	Tenure	No. of Directorship in listed entities including this listed entity [Refer Regulation 25[1] of Listing Regulations]	Number of memberships in Audit / Stakeholder Committee[s] including this listed entity [Refer Regulation 26[1] of Listing Regulations]	No. of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity [Refer Regulation 26[1] of Listing Regulations]
Mr	R. Ram Mohan	AAXPR7822A	02506342	Chairperson / Non-executive	as Director : 26 Sep 11 As Chairperson : 04 May 15	NA	1	2	Nil
Mr	Kush S Desai	ACCPD6839J	00693663	Executive	as Director : 26 Sep 11 As Joint Managing Director : 04 May 15	5 years	1	1	Nil
Mr	Sunil Deshmukh	AEVPD9509C	05210882	Non-Executive	01-Jul-14	NA	2	1	Nil
Ms.	Shweta Shetty	ANBPS6061P	06719712	Non-Executive	30-Mar-15	NA	1	Nil	Nil
Mr	H.R. Srinivasan	AAMPS6807R	00130277	Independent	as Independent Director : 26 Sep 2014	5 years	2	2	Nil
Mr	H. Rathnakar Hegde	AACPH6468F	05158270	Independent	as Independent Director : 26 Sep 2014	5 years	2	1	2
Mr	S. Ravinarayanan	ADIPR6825R	00208793	Independent	26-Sep-14	5 years	1	1	Nil
Mr	Sudhir Kamath	AFDPK5942D	00203009	Independent	30-Mar-15	5 years	1	1	1*

* Alternate Chairperson of Stakeholders Relationship Committee of Sical Logistics Ltd - the listed entity

II. COMPOSITION OF COMMITTEES		
Name of the Committee	Name of Committee Members	Category [Chairperson / Executive / Non-Executive / Independent / Nominee]
1. Audit Committee	Mr. H. Rathnakar Hegde Mr. S. Ravinarayanan Mr. H.R. Srinivasan Mr. Sudhir V Kamath Mr. R. Ram Mohan	Independent Independent Independent Independent Chairperson / Non-Executive
2. Nomination & Remuneration Committee	Mr. H. Rathnakar Hegde Mr. S. Ravinarayanan Mr. Sudhir V Kamath Mr. Sunil Deshmukh	Independent Independent Independent Non-executive
3. Stakeholders Relationship Committee	Mr. H. Rathnakar Hegde Mr. R. Ram Mohan Mr. Kush S Desai	Independent Chairperson Executive

Date[s] of meeting of committee in the relevant quarter	Whether requirement of quorum met [details]	Date[s] of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days	Category
AUDIT COMMITTEE 07-Nov-16	Yes Mr. H. Rathnakar Hegde Mr. S. Ravinarayanan Mr. Sudhir Kamath Mr. R. Ram Mohan	02-Feb-17	86 days	Independent Independent Independent Chairperson / Non-Executive

V. RELATED PARTY TRANSACTIONS	
Subject	Compliance Status [Yes / No / NA]
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

VI. AFFIRMATIONS

- 1 The composition of Board of Directors is in term sof SEBI [Listing Obligations and disclosure requirements] Regulations, 2015.
- 2 The composition of the following committees is in terms of SEBI [Listing obligations and disclosure requirements] Regulations, 2015
 - a Audit Committee
 - b Nomination & remuneration committee
 - c Stakeholders Relationship Committee
- 3 The committee members have been made aware of their powers, role and responsibilities as specified in SEBI [Listing obligations and disclosure requirements] Regulations, 2015.
- 4 The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI [Listing Obligations and disclosure requirements] Regulations, 2015.
- 5 There are no comments / observations / advice of Board of Directors on the quarterly compliance report on corporate governance for the quarter ended 31st December, 2016 which was placed before the Board at their meeting held on 02nd February, 2017. This report will be placed before the Board of Directors. Any comments / observations / advice of Board of Directors [if any] will be included in the next quarterly compliance report

Name & Designation

For Sical Logistics Limited

V. Radhakrishnan
Company Secretary

DETAILS OF MATERIAL RELATED PARTY TRANSACTIONS**APPROVAL OF SHAREHOLDERS OBTAINED DURING THE QUARTER JAN - MAR 2017**

Date of Approval by Postal Ballot	Name of the Related Party	Relationship	Nature of Material Related Party Transaction	Value of Transaction
25-Jan-17	Sical Multimodal and Rail Transport Limited	Subsidiary	To provide Corporate Guarantee to the extent of Rs.192.45 crores to Bank of Baroda for the financial assistance availed by the company's subsidiary	Rs.192.45 crores

Annexure II

I. Disclosure on website in terms of Listing Regulations

Sr.No.	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.sical.com
2	Terms and conditions of appointment of independent directors	Yes		www.sical.com
3	Composition of various committees of board of directors	Yes		www.sical.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.sical.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.sical.com
6	Criteria of making payments to non-executive directors	Yes		www.sical.com
7	Policy on dealing with related party transactions	Yes		www.sical.com
8	Policy for determining 'material' subsidiaries	Yes		www.sical.com
9	Details of familiarization programmes imparted to independent directors	Yes		www.sical.com
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.sical.com
11	email address for grievance redressal and other relevant details	Yes		www.sical.com
12	Financial results	Yes		www.sical.com
13	Shareholding pattern	Yes		www.sical.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	NA		

II. Annual Affirmations

Sr No.	Particulars	Regulation Number	Compliance status (Yes/No/NA)
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
2	Board composition	17(1)	Yes
3	Meeting of Board of directors	17(2)	Yes
4	Review of Compliance Reports	17(3)	Yes
5	Plans for orderly succession for appointments	17(4)	Yes
6	Code of Conduct	17(5)	Yes
7	Fees/compensation	17(6)	Yes
8	Minimum Information	17(7)	Yes
9	Compliance Certificate	17(8)	Yes
10	Risk Assessment & Management	17(9)	Yes
11	Performance Evaluation of Independent Directors	17(10)	Yes
12	Composition of Audit Committee	18(1)	Yes
13	Meeting of Audit Committee	18(2)	Yes
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
16	Composition and role of risk management committee	21(1),(2),(3),(4)	NA
17	Vigil Mechanism	22	Yes
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
20	Approval for material related party transactions	23(4)	Yes
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
23	Maximum Directorship & Tenure	25(1) & (2)	Yes
24	Meeting of independent directors	25(3) & (4)	Yes
25	Familiarization of independent directors	25(7)	Yes
26	Memberships in Committees	26(1)	Yes
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
III	AFFIRMATIONS		
Sr. No.	Particulars	Compliance status (Yes/No/NA)	
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes	