



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 : radhakrishnan@sical.com

NOTICE

To
All Shareholders

NOTICE is hereby given that pursuant to Section 110 of the Companies Act, 2013 ["the Act"], read with Rule 22 of the Companies [Management & Administration] Rules, 2014 [as amended upto date] and Regulation 23, and 24 of the Securities and Exchange Board of India [Listing Obligations and Disclosure Requirements] Regulations, 2015, the following resolutions are proposed to be passed through Postal Ballot and Remote Electronic Voting [e-voting] by the shareholders of the Company. The Explanatory Statement pursuant to Section 102 of the Act relating to the Resolutions are annexed.

The Board of Directors of your Company at the meeting held on 31st October, 2019 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 Thursday, the 26th December, 2019. 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 including remote e-voting. The Chairman / Company Secretary will declare the result of the Postal Ballot on Friday, the 27th December, 2019. 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 sell, dispose off or hive off the business undertakings

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

RESOLVED THAT pursuant to Section 180[1][a] and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder [including any statutory modification [s] or re-enactment thereof for the time being in force], the Articles of Association of the Company, Regulation 23 & 24 of the Securities and Exchange Board of India [Listing Obligations and Disclosure Requirements] Regulations, 2015 and subject to such other approvals and permissions as may be required, the consent of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), for divestment / sale / disposal of business units of the Company or sale / disposal of assets of the Company, divestment / sale / disposal upto 100% of the shareholding in the subsidiary/ subsidiaries, cease of control of the subsidiary / subsidiaries, sale / disposal of assets of the subsidiary / subsidiaries, as detailed in the statement annexed to this Notice, by the Company and / or through its subsidiary / subsidiaries, to one or more persons and in one or more tranches and at such time and in such manner as the Board of Directors of the Company may decide, and subject to the release of the pledge of the shares held by lenders of the Company / subsidiary / subsidiaries and approval from lenders, if required and as may be necessary. .

RESOLVED FURTHER THAT Board of Directors [or Committee, if any, constituted for the purpose] be and are hereby severally authorised to identify suitable buyers for giving effect to the above resolution for the sale / disposal of assets of the Company / subsidiaries and take from time to time all decisions and such steps as may be necessary and to execute such documents, deeds and other agreements as may be required and do all such acts, deeds and things, as it may in its absolute discretion, deem fit, necessary or appropriate for giving effect to the above resolution.

2. Consent of Members for increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate

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

RESOLVED THAT pursuant to Section 186 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person[s] or other body corporate[s]; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate[s] or person[s] and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate[s], as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporates along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of INR 200 crores [Indian Rupees Two Hundred crore only] over and above the limits prescribed in section 186 of the Companies Act, 2013.



RESOLVED FURTHER THAT the Board of Directors [or the Committee, if any, constituted for the purpose] be and are hereby severally authorised to take all decisions and such steps as may be necessary from time to time and to execute, such documents, deeds and other agreements as may be required and do all such acts, deeds and things, as it may in its absolute discretion, deem fit, necessary or appropriate for giving effect to the above resolution.

By Order of the Board

Date : 31st October, 2019
Place : Chennai

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 31st October, 2019

Item No. 1

To sell, dispose off or hive off the business undertakings

Considering the present situation, in order to pay off the debts and for running the major businesses of the Company in a smooth manner, the Board of Directors at their meeting held on 02nd August, 2019 had directed the Management to explore the opportunities to deleverage the Company and its subsidiaries. In order to find the suitable buyers, the subject of sell, dispose off or hive off the business undertakings are required to be approved by the shareholders. The Company is currently looking to sell its various business units as well the shareholdings held in the subsidiaries either as such or consolidating by purchasing the shares held by any other investors in the subsidiaries. Such sale shall be for a price which shall be based on valuation and the same may be either through strategic sale or slump sale as would be found advantageous to the Company whereby the stakeholders interests would be taken sufficient care of. Such proceeds would be utilised to pay off the debts. The Company is in the process of identifying suitable buyers. Accordingly the Board of Directors recommend the resolution for the approval of the shareholders.

MEMORANDUM OF INTEREST

None of the Directors and Key Managerial Personnel of the Company and their relatives are deemed to be interested/concerned in this resolution, except to their respective shareholdings in the Company, if any.

Item No. 2

To accord Consent of Members for increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporates

Considering the present scenario, the Company has been exploring opportunities to deleverage the Company and its subsidiaries as per the directive of the Board of Directors. During this process, the company may be required to consolidate its holdings in some of the subsidiaries / undertakings by acquiring the shares of other shareholders / joint venture partners in those subsidiaries / undertakings and then take appropriate action for sale / disposal of such units / undertakings As per Section 186 of the Companies Act, 2013 amount envisaged for investment if it exceeds the limits as specified in the said Section would require the approval of the shareholders by way of a special resolution.. Under the circumstances, it has been proposed to increase the limit in making investments/ extending loans / giving guarantees or providing securities in connection with loans to persons / bodies corporates upto an amount of INR 200 crores [Indian Rupees Two Hundred crore only] over and above the limits prescribed in section 186 of the Companies Act, 2013. The Board of Directors recommend the resolution for the approval of the shareholders.

MEMORANDUM OF INTEREST

None of the Directors and Key Managerial Personnel of the Company and their relatives are deemed to be interested/concerned in this resolution, except to their respective shareholdings in the Company, if any.

By Order of the Board

Date : 31st October, 2019
Place : Chennai

V. Radhakrishnan
Company Secretary

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 cannot 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 Thursday, the 26th December, 2019. 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 dispatch 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 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.
1. 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 [as amended from time to time], 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 shareholders voting electronically are as under:

- (i) The voting period begins on Wednesday, the 27th November, 2019 and ends on Thursday, the 26th December, 2019. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 15th November, 2019 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 the relevant <Company Name> 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.
 - (xxi) 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.



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Sl. No.

POSTAL BALLOT FORM

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 Special Resolutions 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	<p>SPECIAL RESOLUTION</p> <p>RESOLVED THAT pursuant to Section 180[1][[a] and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder [including any statutory modification [s] or re-enactment thereof for the time being in force], the Articles of Association of the Company , Regulation 23 & 24 of the Securities and Exchange Board of India [Listing Obligations and Disclosure Requirements] Regulations, 2015 and subject to such other approvals and permissions as may be required, the consent of members of the Company be and is hereby accorded for divestment / sale / disposal of business units of the Company or sale / disposal of assets of the Company, divestment / sale / disposal upto 100% of the shareholding in the subsidiary / subsidiaries, cease of control of the subsidiary / subsidiaries, sale / disposal of assets of the subsidiary / subsidiaries, as detailed in the statement annexed to this Notice, by the Company and / or through its subsidiary / subsidiaries, to one or more persons and in one or more tranches and at such time and in such manner as the Board of Directors of the Company may decide, and subject to the release of the pledge of the shares held by lenders of the Company / subsidiary / subsidiaries and approval from lenders, if required and as may be necessary.</p>			

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]
	RESOLVED FURTHER THAT Board of Directors [or Committee, if any, constituted for the purpose] be and are hereby severally authorised to identify suitable buyers for giving effect to the above resolution for the sale / disposal of assets of the Company / subsidiaries and take from time to time all decisions and such steps as may be necessary and to execute such documents, deeds and other agreements as may be required and do all such acts, deeds and things, as it may in its absolute discretion, deem fit, necessary or appropriate for giving effect to the above resolution.			
2	<p>RESOLVED THAT pursuant to Section 186 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of INR 200 crore [Indian Rupees Two Hundred Crore only] over and above the limits prescribed in section 186 of the Companies Act, 2013]</p> <p>RESOLVED FURTHER THAT the Board of Directors [or the Committee, if any, constituted for the purpose] be and are hereby severally authorised to take all decisions and such steps as may be necessary from time to time and to execute, such documents, deeds and other agreements as may be required and do all such acts, deeds and things, as it may in its absolute discretion, deem fit, necessary or appropriate for giving effect to the above resolution.</p>			

Place :

Date :

[Signature of the Shareholder]