

## **VOTING RESULTS – POSTAL BALLOT AND REMOTE E-VOTING**

### **I. Attendance of Members**

1.	Date of the AGM / EGM	Not Applicable
2.	Total Number of shareholders on the cut-off date for the purpose of voting by post and remote e-voting – 18 <sup>th</sup> March, 2016	40354
3.	No. Of shareholders present in the meeting either in person or through proxy :	Not Applicable
[a]	Promoters and Promoter Group	
[b]	Public	
4	No. Of shareholders attended the meeting through Video Conferencing	
[a]	Promoters and Promoter Group	
[b]	Public	

### **II. Voting by Members**

Item No.	Agenda Description	Item	Type of Resolution	Mode of Voting	Whether Promoter / Promoter Group are interested in the agenda / resolution	Remarks
1	To provide Corporate Guarantee to the extent of Rs.700 crores and pledge its shareholding in company's subsidiary Sical Iron Ore Terminals Limited to secure the financial assistance to be availed by Sical Iron Ore Terminals Limited		Special	Postal Ballot / Remote e-voting	No	Resolution passed with requisite majority
2	To issue Unsecured/ Secured Non-convertible Bonds / Debentures through Private Placement as per the provisions of Companies Act, 2013 and Rules made thereunder to the extent of Rs.200 crores during the financial year 2016-17.		Special	Postal Ballot / Remote e-voting	No	Resolution passed with requisite majority

**III. Results of Poll / Postal Ballot / E-voting by members**

The mode of voting for all the resolutions was Postal Ballot with Remote e-voting facility

In this connection, we attach the following:

1. Results of voting through postal ballot and remote e-voting in the prescribed format.
2. Consolidated scrutinizers Report from Practising Company Secretary Mr. R. Kannan on the Postal Ballot and Remote e-voting.

**For Sical Logistics Limited**



**V. Radhakrishnan**  
**Company Secretary**



**Voting Results**

**POSTAL BALLOT & REMOTE E-VOTING [EVSN 160901001]**

Resolution No.1	Category	Mode of Voting	No. Of Shares held	No. Of votes polled	% of votes polled against outstanding shares	No. Of votes - in favour	No. Of votes - against	% of votes in favour on votes polled	% of votes against on votes polled		
To provide Corporate Guarantee to the extent of Rs.700 crores and pledge its shareholding in company's subsidiary Sical Iron Ore Terminals Limited to secure the financial assistance to be availed by Sical Iron Ore Terminals Limited	Promoter and Promoter Group	E-voting	[1]	[2]	[3]=[([2]/[1])*100]	[4]	[5]	[6]=[([4]/[2])*100]	[7]=[([5]/[2])*100]		
		Poll	36736297	29944519	81.512	29944519	0	100.00	0		
		Postal Ballot		[Not Applicable]							
		<b>Total</b>		6752278	18.380	6752278	0	100.00	0		
	Public - Institutions	E-voting	-	-	-	-	-	-	-	-	
		Poll			[Not Applicable]						
		Postal Ballot			-	-	-	-	-	-	
		<b>Total</b>			-	-	-	-	-	-	
	Public - Non-Institutions	E-voting	18865397	-	208919	1.107	208849	70	99.966	0.034	
		Poll			[Not Applicable]						
		Postal Ballot			19784	0.105	19763	21	99.894	0.106	
		<b>Total</b>			<b>228703</b>	<b>1.212</b>	<b>228612</b>	<b>91</b>	<b>99.960</b>	<b>0.040</b>	
	<b>Total</b>			<b>55601694</b>	<b>36925500</b>	<b>66.411</b>	<b>36925409</b>	<b>91</b>	<b>100.000</b>	<b>0.000</b>	

Resolution No.2	Category	Mode of Voting	No. Of Shares held	No. Of votes polled	% of votes polled against outstanding shares	No. Of votes - in favour	No. Of votes - against	% of votes in favour on votes polled	% of votes against on votes polled		
To issue Unsecured/Secured Non-convertible Bonds / Debentures through Private Placement as per the provisions of Companies Act, 2013 and Rules made thereunder to the extent of Rs.200 crores during the financial year 2016-17.	Promoter and Promoter Group	E-voting	[1]	[2]	[3]=[([2]/[1])*100]	[4]	[5]	[6]=[([4]/[2])*100]	[7]=[([5]/[2])*100]		
		Poll	36736297	29944519	81.512	29944519	0	100.00	0		
		Postal Ballot		[Not Applicable]							
		<b>Total</b>		6752278	18.380	6752278	0	100.00	0		
	Public - Institutions	E-voting	-	-	-	-	-	-	-	-	
		Poll			[Not Applicable]						
		Postal Ballot			-	-	-	-	-	-	
		<b>Total</b>			-	-	-	-	-	-	
	Public - Non-Institutions	E-voting	18865397	-	208919	1.107	208853	66	99.968	0.032	
		Poll			[Not Applicable]						
		Postal Ballot			19784	0.105	19763	21	99.894	0.106	
		<b>Total</b>			<b>228703</b>	<b>1.212</b>	<b>228616</b>	<b>87</b>	<b>99.962</b>	<b>0.038</b>	
	<b>Total</b>			<b>55601694</b>	<b>36925500</b>	<b>66.411</b>	<b>36925413</b>	<b>87</b>	<b>100.000</b>	<b>0.000</b>	

**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 160901001] and Ballot of M/s. Sical Logistics Limited held between 07<sup>th</sup> September, 2016 and 06<sup>th</sup> October, 2016**

I, R. Kannan, M.Com., GDMM., ACMA., FCS, Practising Company Secretary having office at No.6A, 10<sup>th</sup> 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 160901001] and ballot held from Wednesday, the 07<sup>th</sup> September, 2016 (9.00 a.m.) to Thursday, the 06<sup>th</sup> October, 2016 [6.00 p.m.] under the CDSL platform viz. [www.evotingindia.com](http://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 25<sup>th</sup> August, 2016.

**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.

No ballot papers were 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:

... 2/-


-: 2 :-

**SPECIAL BUSINESS :**

**ITEM NO.1**

**SPECIAL RESOLUTION**

*To provide Corporate Guarantee to the extent of Rs.700 crores and pledge its shareholding in company's subsidiary Sical Iron Ore Terminals Limited to secure the financial assistance to be availed by Sical Iron Ore Terminals Limited*

RESOLVED THAT subject to the provisions of Sec 185, 186 read with Schedule VI of the Companies Act, 2013 and Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company be and is hereby permitted to provide Corporate Guarantee in favour of the security trustee acting on behalf of the consortium banks lead by YES Bank Limited for the purpose of financial assistance to be availed by Sical Iron Ore Terminals Limited from the consortium banks for the implementation of the project at Kamarajar Port for modification of the existing iron ore terminal also to handle coal ("Project") for an amount not exceeding Rs.700 crores (Rupees seven hundred crores only) ("Facility").

RESOLVED FURTHER THAT subject to the provisions of Sec 185, 186 read with Schedule VI of the Companies Act, 2013 and Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company be and is hereby permitted to pledge 63% (sixty three per cent) of its shareholding in Sical Iron Ore Terminals Limited in favour of the security trustee acting on behalf of the consortium banks lead by YES Bank Limited for the purpose of the Facility to be availed by Sical Iron Ore Terminals Limited from the consortium banks for the implementation of the Project.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to take from time to time all decisions and such steps as may be necessary and finalise, settle and execute such documents, deeds, writings, papers, and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem fit, necessary or appropriate.

**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	6	8	14	299944519	6752278	306696797	100	100
Public	26	45	71	208849	19763	228612	99.97	99.89
Total Voting	32	53	85	300153368	6772041	306925409		



*[Handwritten Signature]* ... 3/-

-: 3 :-

**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	TOTAL	E-VOTING	BALLOT	TOTAL	E-VOTING	BALLOT
Promoter and Promoter group	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public	8	3	11	70	21	91	0.03	0.11
Total Voting	8	3	11	70	21	91		

**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**

**SPECIAL RESOLUTION**

To issue Unsecured/Secured Non-convertible Bonds / Debentures through Private Placement as per the provisions of Companies Act, 2013 and Rules made thereunder to the extent of Rs.200 crores during the financial year 2016-17.

**RESOLVED THAT** pursuant to the provisions of section 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and Rules made there under (including any statutory modifications, clarifications, exemptions or re-enactment thereof, from time to time), and pursuant to the provisions of SEBI (Issue and Listing of Debt Securities) Regulations, 2008 as amended up to date and other applicable SEBI regulations and guidelines, the provisions of Memorandum and Articles of Association of the Company and subject to such applicable laws, rules and regulations and guidelines, approval 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 deemed to include any Committee thereof which the Board may have constituted / reconstituted or hereinafter constitute/ reconstitute to exercise its powers including the powers conferred by this Resolution) to offer, issue and allot, in one or more tranches Secured / Unsecured / Redeemable Non-convertible Debentures (NCDs) including but not limited to subordinate debentures, bonds, and/or other debt securities etc. on private placement basis, during the financial year 2016-2017, for an amount not exceeding

... 4/-



*[Handwritten Signature]*



-: 4 :-

Rs.200 Crores (Rupees Two hundred crores only) on such terms and conditions and at such times at par or at such premium, as may be decided by the Board to such person(s), including one or more company(ies), bodies corporate, statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, pension/provident funds and individuals, as the case may be or such other person(s) as the Board/Committee of Directors may decide so, however, that the aggregate amount of funds to be raised by issue of NCDs, subordinate debentures, bonds, and/or other debt securities etc shall not exceed the overall borrowing limits of the Company, as may be approved by the Members from time to time.

**RESOLVED FURTHER THAT** in connection with the above, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.

**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	6	8	14	299944519	6752278	306696797	100	100
Public	30	45	75	208853	19763	228616	99.97	99.89
Total Voting	36	53	89	300153372	6772041	306925413		

**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	TOTAL	E-VOTING	BALLOT	TOTAL	E-VOTING	BALLOT
Promoter and Promoter group	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public	8	3	11	66	21	87	0.03	0.11
Total Voting	8	3	11	66	21	87		



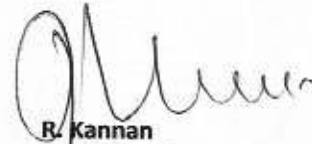
... 5/-  
*[Handwritten Signature]*

-: 5 :-

**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

Date : 10.10.2016  
Place : Chennai



R. Kannan  
Practicing Company Secretary  
CP.No. 3363

