

SICAL LOGISTICS LIMITED

SICAL
COFFEE DAY CO.

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

NOTICE

TO

All Shareholders

NOTICE is hereby given pursuant to Section 192A[2] of the Companies Act, 1956, read with the Companies [Passing of the Resolution by Postal Ballot] Rules, 2001 that the following resolution is proposed to be passed by Postal Ballot by the shareholders of the Company.

Item No.1

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

SPECIAL RESOLUTION

RESOLVED THAT pursuant to the provisions of Sec 372A and other applicable provisions, if any, of the Companies Act, 1956 [including any statutory modification[s] or re-enactment[s] thereof for the time being in force] and subject to such approvals, consents, sanctions and permissions of appropriate authorities, departments or bodies as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors of the Company [which term shall also include any Committee of Directors] for giving corporate guarantees / providing securities/ loans/advances/ making investments not exceeding Rs.450 crore [Rupees four hundred and fifty crore only] in all or any of the following companies:-

[Rs. In crores]

Sl. No.	Name of the Body Corporate	Investment	Loans & Advances	Guarantee	Total
1.	Sical Iron Ore Terminals Limited	100	100	100	300
2.	Setting up of coal washery at Talcher in collaboration with a partner	50	50	50	150
	Total	150	150	150	450

RESOLVED FURTHER THAT however the aggregate of such investments including corporate guarantees/ securities provided / loans / advances shall not exceed the amount of Rs.450 crore [Rupees four hundred and fifty crore only] over and above the limit prescribed under Section 372A of the Companies Act, 1956.

FURTHER RESOLVED THAT the Board of Directors [which term shall also include any Committee of Directors] be and are hereby severally authorized and empowered to do all such acts, deeds, matters and things as or otherwise in their absolute discretion that they may consider necessary, expedient or desirable to give effect to the above resolutions.

By Order of the Board

Date : 10th August, 2012

V. Radhakrishnan
Company Secretary

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

NOTES :

1. Mr. R. Kannan, Practising Company Secretary, Chennai has been appointed as the Scrutinizer for conducting the Postal Ballot process.
2. Please read carefully the instructions printed in the Postal Ballot Form and return the form duly completed and signed in the attached self-addressed envelope so as to reach the Scrutinizer not later than 5.30 p.m. on Friday, the 05th October, 2012.
3. Rule 5[f] of the Postal Ballot Rules specifies that the consent or otherwise received after 30 days from the date of issue of this notice shall be treated as if reply from the member has not been received. Hence, members are requested to mail the completed Postal Ballot so as to reach on or before 05th October, 2012.
4. The Scrutinizer will submit his report to the Managing Director of the Company after completion of the scrutiny of Postal Ballots. The Managing Director will announce the result of the Postal Ballot on Monday, the 08th October, 2012 and results will be displayed in the Notice Board at the Registered Office of the Company.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173[2] OF THE COMPANIES ACT, 1956

As the members are aware, your company is poised for a robust growth in the logistics sector and accordingly has been participating in various bids related to port development projects as well providing end to end logistics solutions to various customers. During the year 2008, the Company had obtained the approval of the shareholders for giving corporate guarantees / providing securities/ loans/advances / making investments upto an amount not exceeding Rs.938 crores. The Company's iron ore terminal project at Ennore was completed in all respects but could not commence its commercial operations on account of the prevailing ban on the mining and transport out of Karnataka region. In order to make this terminal operational, the Management is now in the process of obtaining permission from the appropriate authorities for handling alternate cargoes. Once this approval is in place, appropriate investments are required to be made for conversion of the existing facility in accordance with the commodities being handled. Hence an amount of Rs.100 crores would be required apart from loans / advances of Rs.100 crores and guarantees towards the same to the extent of Rs.100 crores to cater to the requirement of this company.

Further, for executing an integrated contract for movement of coal, it has become essential a coal washery is set up at Talcher. For this purpose, the Company is in the process of identifying a suitable joint venture partner and this would require an investment not exceeding Rs.50 crores and further providing loans/advances of Rs.50 crores and guarantees towards the same to the tune of Rs.50 crores for this venture.

Members would appreciate that the development of infrastructure facilities is asset intensive with long gestation period requiring substantial investments. These are proposed to be funded partly through equity and securing balance amount by tapping the debt market wherever feasible.

Any investments / loans and advances and guarantees given / security provided in excess of limits prescribed under Section 372A of the Companies Act, 1956 requires the approval of the shareholders through postal ballot and accordingly the Board of Directors of the Company at its meeting held on 10th August, 2012 approved this proposal and now recommend the resolution for the consent of the members by passing the resolution as a Special Resolution, by exercising their vote through postal ballot. A postal ballot form is being sent along with this notice.

MEMORANDUM OF INTEREST

Except Shri S.R. Ramakrishnan and Shri H. Rathnakar Hegde, none of the other Directors of the Company are deemed to be interested or concerned in the resolution.

By Order of the Board

V. Radhakrishnan
Company Secretary

Date : 10th August, 2012

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 Phone :: 044-66157016 Fax :: 044-25224202

SICAL
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POSTAL BALLOT FORM

Sl. No.

1. Name[s] of the Shareholder[s] including joint-holders, 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. I / we hereby exercise my/our vote in respect of the Special Resolution to be passed through postal ballot 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	I / We assent to the Resolution [For]	I / We dissent to the Resolution [Against]																								
1.	<p>RESOLVED THAT pursuant to the provisions of Sec 372A and other applicable provisions, if any, of the Companies Act, 1956 [including any statutory modification or re-enactment thereof for the time being in force] and subject to such approvals, consents, sanctions and permissions of appropriate authorities, departments or bodies as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors of the Company [which term shall also include any Committee of Directors] for giving corporate guarantees/providing securities/loans/advances/making investments not exceeding Rs.450 crore [Rupees four hundred and fifty crore only] in all or any of the following companies:-</p> <p style="text-align: right;">[Rs. In crores]</p> <table border="1"> <thead> <tr> <th>Sl. No.</th> <th>Name of the Body Corporate</th> <th>Investment</th> <th>Loans & Advances</th> <th>Guarantee</th> <th>Total</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Sical Iron Ore Terminals Limited</td> <td>100</td> <td>100</td> <td>100</td> <td>300</td> </tr> <tr> <td>2.</td> <td>Setting up of coal washery at Talcher in collaboration with a partner</td> <td>50</td> <td>50</td> <td>50</td> <td>150</td> </tr> <tr> <td></td> <td>Total</td> <td>150</td> <td>150</td> <td>150</td> <td>450</td> </tr> </tbody> </table> <p>RESOLVED FURTHER THAT however the aggregate of such investments including corporate guarantees/ securities provided / loans / advances shall not exceed the amount of Rs.450 crore [Rupees four hundred and fifty crore only] over and above the limit prescribed under Section 372A of the Companies Act, 1956.</p> <p>FURTHER RESOLVED THAT the Board of Directors [which term shall also include any Committee of Directors] be and are hereby severally authorized and empowered to do all such acts, deeds, matters and things as or otherwise in their absolute discretion that they may consider necessary, expedient or desirable to give effect to the above resolutions.</p>	Sl. No.	Name of the Body Corporate	Investment	Loans & Advances	Guarantee	Total	1.	Sical Iron Ore Terminals Limited	100	100	100	300	2.	Setting up of coal washery at Talcher in collaboration with a partner	50	50	50	150		Total	150	150	150	450			
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Place :

Date :

[Signature of the Shareholder]

INSTRUCTIONS:

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. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if sent by courier at the expenses of the registered shareholder will also be accepted.
2. The self-addressed envelope bears the address of the Scrutiniser.
3. This form should be completed 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.
4. Unsigned Postal Ballot Forms will be summarily rejected.
5. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours of 05th October, 2012. 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 despatch of the notice.