

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1 Name of the Listed Entity

SICAL LOGISTICS LIMITED

2 Quarter ending

31-Dec-16

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

III. MEETING OF BOARD OF DIRECTORS		
Date[s] of Meeting [if any] in the previous quarter	Date[s] of Meeting [if any in the relevant quarter	Maximum gap between any two consecutive [in number of days]
05-Aug-16 29-Aug-16	07-Nov-16	23 days 69 days

IV. MEETING OF COMMITTEES				
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	05-Aug-16	93 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 terms of 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 30th September, 2016 which was placed before the Board at their meeting held on 07th November, 2016. 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 OCT - DEC 2016**

Date of Approval by Postal Ballot	Name of the Related Party	Relationship	Nature of Material Related Party Transaction	Value of Transaction
10-Oct-16	Sical Iron Ore Terminals Limited	Subsidiary	Providing Corporate Guarantee to the extent of Rs.700 crores to the security trustees of YES Bank Limited consortium and to pledge 63% of shareholding in the subsidiary.	Rs.700 crores