

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1 Name of the Listed Entity

SICAL LOGISTICS LIMITED

2 Quarter ending

31-Mar-18

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] |
| 03-Nov-17 01-Dec-17 | 02-Feb-18 12-Mar-18 20-Mar-18 | 27 days 62 days 37 days 7 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 02-Feb-18 | Yes Mr. H. Rathnakar Hegde Mr. H.R. Srinivasan Mr. S. Ravinarayanan Mr. Sudhir Kamath Mr. R. Ram Mohan | 03-Nov-17 | 90 days | Independent 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 | NA |
| 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 compositin 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 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. There are no comments / observations / advice of Board of Directors on the compliance report placed before the Board on 02 Feb 18.

Name & Designation

For Sical Logistics Limited

V. Radhakrishnan
Company Secretary

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 | |