

Quarterly Compliance Report on Corporate Governance

Name of the Company : Sical Logistics Limited

Quarter ending on : 30th September, 2015

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
II. Board of Directors	49 II		
(A) Composition of Board	49(IIA)	Yes	
(B) Independent Directors	49(IIB)	Yes	
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	
(D) Other provisions as to Board and Committees	49 (IID)	Yes	
(E) Code of Conduct	49 (IIE)	Yes	
(F) Whistle Blower Policy	49(IIF)	Yes	
III. Audit Committee	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	
(B) Meeting of Audit Committee	49 (IIIB)	Yes	
(C) Powers of Audit Committee	49 (IIIC)	Yes	
(D) Role of Audit Committee	49 (IIID)	Yes	
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	
IV. Nomination & Remuneration Committee	49(IV)	Yes	
V. Subsidiary Companies	49 (V)	Yes	
VI. Risk Management	49(VI)	Yes	
VII. Related Party Transactions	49(VII)	Yes	
VIII. Disclosures	49 (VIII)		
(A) Related party transactions	49 (VIIIA)	Yes	<p>With regard to Clause 49 [VIII][A][1], the Company obtained approval from the shareholders by way of postal ballot</p> <p>1. To avail financial assistance from holding company M/s. Tanglin Retail Reality Developments Private Limited to the extent of Rs.250 crores during the current financial year 2015-16.</p>

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
			<p>2. To provide corporate guarantee and extension of security already provided to Bank of Baroda, K.G. Road Branch, Bengaluru for the financial facility extended to the company's subsidiary Sical Multimodal and Rail Transport Limited for an amount of Rs.147.49 crores and also to extend the security of 17.19 acres of land at Tuticorin already provided by the Company for its facility.</p> <p>3. to extend loan to the extent of Rs.100 crores to the company's subsidiary Sical Iron Ore Terminals Limited during the current financial year 2015-16.</p> <p>With regard to Clause 49 [VIII][A][2] complied with in the Annual Report for 2014-15</p>
(B)Disclosure of Accounting Treatment	49 (VIII B)	NA	
(C)Remuneration of Directors	49 (VIII C)	Yes	Complied with in the Annual Report for 2014-15

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
(D)Management	49 (VIID)	Yes	With regard to Clause 49[VIII][D][1], complied with in the Annual Report for 2014-15. With regard to 49[VIII][D][2], it will be complied with as and when the situation arises
(E)Shareholders	49 (VIIE)	Yes	Will be complied with whenever situation arises
(I) Proceeds from public issues, right issue, preferential issues, etc.	49 (VIII I)	NA	
IX.CEO/CFO Certification	49 (IX)	Yes	--
X. Report on Corporate Governance	49 (X)	Yes	Complied with in the Annual Report 2014-15
XI. Compliance	49 (XI)	Yes	Complied with in the Annual Report 2014-15

Signature of the Compliance Officer :

Name of the Compliance Officer : V. Radhakrishnan

Designation : Company Secretary