

**SICAL LOGISTICS LIMITED**

CIN : L51909TN1955PLC002431

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

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**POSTAL BALLOT FORM**

**Sl. No.**

1.	Name[s] of the Shareholder[s] including joint-holders, if any	
	Name[s] of the Joint Holder[s], 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.	e-voting Event Number	
6.	User ID	
7.	Password	
8.	I / we hereby exercise my/our vote in respect of the following Ordinary Resolution to be passed through postal ballot/e-voting 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 for which votes cast	I / We assent to the Resolution [For]	I / We dissent to the Resolution [Against]
1.	<p><b>Special Resolution</b> <i>Appointment of Mr. Kush S Desai as Whole-time Director</i> RESOLVED THAT pursuant to Sec 168, 198 and 203 and Schedule V of the Companies Act, 2013 and Article 152 of the Articles of Association of the Company, Mr. Kush S Desai [DIN 0693663], Director be and is hereby appointed as a whole-time director of the Company with the designation as Joint Managing Director on the following terms and conditions for a period of 5 years.</p> <p>1. Term : 5 years from 04<sup>th</sup> May, 2015 2. Salary : Nothing chargeable to the Company</p>			
2.	<p><b>Ordinary Resolution</b> <i>Appointment of Mr. Sudhir V Kamath as an Independent Director</i> RESOLVED THAT pursuant to the provisions of Sec 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder [including any statutory modification[s] or re-enactment thereof for the time being in force] read with Schedule IV to the Companies Act, 2013, Mr. Sudhir V Kamath, [DIN00203009], a non-executive Director of the Company, who was appointed as an additional director of the Company on 30<sup>th</sup> March, 2015 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149[6] of the Companies Act, 2013 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a term commencing from passing of this resolution viz. 08<sup>th</sup> July, 2015 until the conclusion of the 64<sup>th</sup> Annual General Meeting of the Company.</p>			

Item No.	Description	No. of shares held for which votes cast	I / We assent to the Resolution [For]	I / We dissent to the Resolution [Against]
3	<p><b>Ordinary Resolution</b> <i>Appointment of Ms. Shweta Shetty as a Director</i> RESOLVED THAT pursuant to the provisions of Sec 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder [including any statutory modification[s] or re-enactment thereof for the time being in force] , Ms. Shweta Shetty, [DIN ], a non-executive Director of the Company, who was appointed as an additional director of the Company on 30<sup>th</sup> March, 2015, be and is hereby appointed as a Director of the Company whose office shall not be subject to retirement by rotation.</p>			
4	<p><b>Special Resolution</b> <i>To avail financial assistance upto Rs. 200 crores from Tanglin Retail Reality Developments Private Limited</i> RESOLVED THAT subject to the provisions of the Companies Act, 2013 and Clause 49 [VII] of the Listing Agreement entered into with the Stock Exchanges, the Company be and is hereby permitted to avail financial assistance from the holding company viz. Tanglin Retail Reality Developments Private Limited upto an amount not exceeding Rs. 200 crores [Rupees two hundred crores only] during the current financial year to meet the exigencies as and when such requirements arise at a term as would be decided by the Board of Directors which shall not be prejudicial to the interest of the shareholders. FURTHER RESOLVED THAT the directors and CFO be and are hereby authorized to enter into such agreements or alter, amend or vary the terms as and when required based on situation of availing such facility.</p>			
5	<p><b>Special Resolution</b> <i>To provide corporate guarantee and security to subsidiary Sical Multimodal and Rail Transport Limited</i> RESOLVED THAT subject to the provisions of Sec 185, 186 read with Schedule VI of the Companies Act, 2013 and Clause 49 [VII] of the Listing Agreement entered into with the Stock Exchanges, the Company be and is hereby permitted to provide Corporate Guarantee to the extent of Rs.147.49 crores and extend as security the 17.19 acres of land situated at Tuticorin [presently held on a first charge basis for the facilities availed by the company] to Bank of Baroda [“the Bank”], K.G. Road Branch, Bengaluru for the Term Loans and the Cash Credit facilities [both fund based and non fund based] provided by the Bank to the company’s subsidiary M/s. Sical Multimodal and Rail Transport Limited on 31<sup>st</sup> March, 2015.</p>			
6	<p><b>Special Resolution</b> <i>To give loan to subsidiary Sical Iron Ore Terminals Limited</i> RESOLVED THAT subject to the provisions of Sec 185, 186 read with Schedule VI of the Companies Act, 2013 and Clause 49 [VII] of the Listing Agreement entered into with the Stock Exchanges, the Company be and is hereby permitted to give loan to the company’s subsidiary Sical Iron Ore Terminals Limited to the extent of Rs.100 crores [Rupees one hundred crores] at an interest rate similar to the bank rates as are applicable to the term loan availed by the Company on the outstandings during the current financial year 2015-16.</p>			

Place :

Date :

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[Signature of the Shareholder]