

Voting Results
POSTAL BALLOT & REMOTE E-VOTING [EVSN 161221005]

Resolution No.1	Category	Mode of Voting	No. Of Shares held	No. Of votes polled	% of votes polled against outstanding shares	No. Of votes - in favour	No. Of votes - against	% of votes in favour on votes polled	% of votes against on votes polled	
To provide Corporate Guarantee to the extent of Rs.192.45 crores to Bank of Baroda for the financial assistance availed by the company's subsidiary Sical Multimodal and Rail Transport Limited	Promoter and Promoter Group	E-voting	[1]	[2] 29976920	$[3]=\frac{[2]}{[1]}*100$ 91.999	[4] 29976920	[5] 0	$[6]=\frac{[4]}{[2]}*100$ 100.00	$[7]=\frac{[5]}{[2]}*100$ 0	
		Poll	32584139			[Not Applicable]				
		Postal Ballot		2607219	8.001	2607219	0	100.00	0	
	Total			32584139	100.000	32584139	0	100	0	
	Public - Institutions	E-voting					[Not Applicable]			
		Poll								
		Postal Ballot								
	Public - Non-Institutions	E-voting			3841	0.017	3827	14	99.636	0.364
		Poll	23017555				[Not Applicable]			
		Postal Ballot			10508	0.046	10508	0	100.000	0.000
Total			55601694	58.629	32598488	14	99.902	0.098		

Resolution No.2	Category	Mode of Voting	No. Of Shares held	No. Of votes polled	% of votes polled against outstanding shares	No. Of votes - in favour	No. Of votes - against	% of votes in favour on votes polled	% of votes against on votes polled	
To convert loan into equity in the event of default in repayment	Promoter and Promoter Group	E-voting	[1]	[2] 29976920	$[3]=\frac{[2]}{[1]}*100$ 91.999	[4] 29976920	[5] 0	$[6]=\frac{[4]}{[2]}*100$ 100.00	$[7]=\frac{[5]}{[2]}*100$ 0	
		Poll	32584139			[Not Applicable]				
		Postal Ballot		2607219	8.001	2607219	0	100.00	0	
	Total				32584139	100.000	32584139	0	100	
	Public - Institutions	E-voting					[Not Applicable]			
		Poll								
		Postal Ballot								
	Public - Non-Institutions	E-voting			3841	0.017	3831	10	99.740	0.260
		Poll	23017555				[Not Applicable]			
		Postal Ballot			10508	0.046	10508	0	100.000	0.000
Total			55601694	58.629	32598488	10	100.000	0.070		

Redline

R. Kannan M.Com., GDMM., ACMA., FCS
Practicing Company Secretary

No.6A, 10th Street,
New Colony, Adambakkam,
Chennai 600 088
E-mail: gkrkg@yahoo.in

SCRUTINIZER'S REPORT FOR POSTAL BALLOT UNDER E VOTING AND BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 ["the Act"], read with Rule 22 of the Companies
[Management & Administration] Rules, 2014 and other applicable provisions of the Act]

To
The Chairman
M/s. Sical Logistics Limited (CIN: L51909TN1955PLC002431)
South India House
73, Armenian Street
Chennai :: 600 001

Dear Sir,

Sub: Passing of resolution through Postal Ballot via E-voting [EVSN 161221005] and Ballot of M/s. Sical Logistics Limited held between 25TH DECEMBER, 2016 and 23RD JANUARY, 2017

I, R. Kannan, M.Com., GDMM., ACMA., FCS, Practising Company Secretary having office at No.6A, 10th Street, New Colony, Adambakkam, Chennai – 600 088, Tamil Nadu, India was appointed as the Scrutinizer by the Board of Directors of **M/s. Sical Logistics Limited** for the Postal Ballot process under e-voting [EVSN 161221005] and ballot held from Sunday, the 25th December, 2016 (9.00 a.m.) to Monday, the 23rd January, 2017 [6.00 p.m.] under the CDSL platform viz. www.evotingindia.com and the ballot.

Responsibility of the Management

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the rules made there under in relation to exercising of voting rights through electronic means and Ballot on the Resolution(s) as set out in the Postal Ballot notice dated 17th December, 2016.

Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the Postal Ballot process under e-voting and ballot is restricted to make a Scrutinizer's report of the votes cast "in favour" of or "against" the resolution(s) set out in the Postal Ballot notice based on the reports generated from the e-voting system provided by the Central Depository Services [India] Limited (CDSL), the authorised agency engaged by the Company for providing e-voting facilities and also the ballot papers as received either in person or through post.

No ballot papers were found invalid.

In view of the above, I hereby submit my consolidated report on the results of the e-voting together with that of the ballot in respect of the said resolution(s) in the following paragraphs.




SPECIAL BUSINESS :

ITEM NO.1

SPECIAL RESOLUTION



1. ***To provide Corporate Guarantee to the extent of Rs.192.45 crores [Rupees one hundred and ninety two crores and forty five lakhs only] to Bank of Baroda, K.G. Road Branch, Bengaluru on behalf of Sical Multimodal and Rail Transport Limited***

RESOLVED THAT subject to the provisions of Sec 185, 186 read with Schedule VI of the Companies Act, 2013 and Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company be and is hereby permitted to provide Corporate Guarantee upto an amount of Rs.192.45 crores [Rupees one hundred and ninety two crores and forty five lakhs only] in favour of Bank of Baroda, K.G. Road Branch, Bengaluru for the enhanced financial facility extended to the company's subsidiary Sical Multimodal and Rail Transport Limited [an addition of Rs.45 crores [Rupees forty five crores] only from the earlier approval].

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to take from time to time all decisions and such steps as may be necessary and finalise, settle and execute such documents, deeds, writings, papers, and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem fit, necessary or appropriate.

VOTES CAST IN FAVOUR OF THE RESOLUTION

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND BALLOT			NUMBER OF VOTES CAST			PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E-VOTING	BALLOT	TOTAL	E-VOTING	BALLOT	TOTAL	E-VOTING	BALLOT
Promoter and Promoter group	8	10	18	29976920	2607219	32584139	100	100
Public	10	6	16	3827	10508	14335	99.64	100
Total Voting	18	16	34	29980747	2617727	32598474		

VOTES CAST AGAINST THE RESOLUTION

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND BALLOT			NUMBER OF VOTES CAST			PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E –VOTING	BALLOT	TOTAL	E –VOTING	BALLOT	TOTAL	E-VOTING	BALLOT
Promoter and Promoter group	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public	1	Nil	1	14	Nil	14	0.36	Nil
Total Voting	1	Nil	1	14	Nil	14		

INVALID VOTES

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND BALLOT		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E –VOTING	BALLOT	E –VOTING	BALLOT	E-VOTING	BALLOT
Promoter and Promoter group	NIL	NIL	NIL	NIL	NIL	NIL
Public	NIL	NIL	NIL	NIL	NIL	NIL
Total Voting	NIL	NIL	NIL	NIL	NIL	NIL

ITEM NO.2

SPECIAL RESOLUTION

To approve the conversion of loan into equity

RESOLVED THAT pursuant to Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under, and applicable provisions, if any, of the Companies Act, 1956, and in accordance with the Memorandum of Association and Articles of Association of the Company and applicable regulations and subject to all such approval(s), consent(s), permission(s), sanction(s), if any, of appropriate statutory, governmental and other authorities and departments in this regard and subject to such condition(s) and modification(s) as may be prescribed or imposed, while granting such approval(s), consent(s), permission(s) or sanction(s), the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called the "Board", which term shall be deemed to include any committee(s) constituted/to be




constituted by the Board to exercise its powers including powers conferred by this resolution, to the extent permitted by law), on the terms and conditions contained in the financing documents, such terms and conditions to provide, inter alia, to convert the whole or part of the outstanding loans of the Company (whether disbursed on or prior to or after the date of this resolution and whether then due or payable or not), (as already stipulated or as may be specified by the Financial Institutions/Banks under the financing documents executed or to be executed in respect of the financial assistances which have already been availed or which may be availed) by the Company under the lending arrangements (existing and future arrangements) with various Banks and Financial Institutions (hereinafter collectively referred to as the "Lenders"), at the option of the Lenders, the loans or any other financial assistance categorized as loans (hereinafter referred to as the "Financial Assistances"), in Foreign Currency or Indian Rupees, which have already been availed from the Lenders or as may be availed from the Lenders, from time to time, not exceeding Rs.750 Crores (Rupees Seven hundred and fifty crores only) over and above the paid-up capital and free reserves, in consistent with the existing borrowing powers of the Company under Section 180(1)(c) of the Companies Act, 2013, each such Financial Assistances being separate and distinct from the other, into fully paid up equity shares of the Company on such terms and conditions as may be stipulated in the financing documents and subject to applicable law and in the manner specified in a notice in writing to be given by the Lenders (or their agents or trustees) to the Company (hereinafter referred to as the "Notice of Conversion") and in accordance with the following conditions:



(i) the conversion right reserved as aforesaid may be exercised by the Lenders on one or more occasions during the currency of the Financial Assistances;

(ii) on receipt of the Notice of Conversion, the Company shall, subject to the provisions of the financing documents, allot and issue the requisite number of fully paid-up equity shares to the Lenders or any other person identified by the Lenders as from the date of conversion and the Lenders may accept the same in satisfaction of the part of the loans so converted;

(iii) the part of the loan so converted shall cease to carry interest as from the date of conversion and the loan shall stand correspondingly reduced. Upon such conversion, the repayment instalments of the loan payable after the date of conversion as per the financing documents shall stand reduced proportionately by the amounts of the loan so converted. The equity shares so allotted and issued to the Lenders or such other person identified by the Lenders shall carry, from the date of conversion, the right to receive proportionately the dividends and other distributions declared or to be declared in respect of the equity capital of the Company. Save as aforesaid, the said shares shall rank pari passu with the existing equity shares of the Company in all respects.

(iv) In the event that the Lenders exercise the conversion right as aforesaid, the Company shall at its cost get the equity shares, issued to the Lenders or such other person identified by the Lenders as a result of the conversion, listed with such stock exchanges as may be prescribed by the Lenders or such other person identified by the Lenders and for the said purpose the Company shall take all such steps as may be necessary to the satisfaction of the Lenders or such other person identified by the Lenders, to ensure that the equity shares are listed as required by the Lenders or such other person identified by the Lenders.

(v) The loans shall be converted into equity shares at a price to be determined in accordance with the applicable Securities and Exchange Board of India Regulations at the time of such conversion.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalise the terms and conditions for raising the Financial Assistances, from time to time, with an option to convert the Financial Assistances into equity shares of the Company anytime during the currency of the Financial Assistances, on the terms specified in the financing documents, including upon happening of an event of default by the Company in terms of the loan arrangements.

RESOLVED FURTHER THAT on receipt of the Notice of Conversion, the Board be and is hereby authorized to do all such acts, deeds and things as may be necessary and shall allot and issue requisite number of fully paid-up equity shares in the Company to such Lenders.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue, offer and allot from time to time to the Lenders such number of equity shares for conversion of the outstanding portion of the loans as may be desired by the Lenders.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept such modifications and to accept such terms and conditions as may be imposed or required by the Lenders arising from or incidental to the aforesaid terms providing for such option and to do all such acts and things as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable as may be required to create, offer, issue and allot the aforesaid shares, to dematerialize the shares of the Company and to resolve and settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things in connection or incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby also authorized to delegate all or any of the powers herein conferred by this resolution on it, to any committee of Directors or any person or persons, as it may in its absolute discretion deem fit in order to give effect to this resolution.

VOTES CAST IN FAVOUR OF THE RESOLUTION

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND BALLOT			NUMBER OF VOTES CAST			PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E-VOTING	BALLOT	TOTAL	E-VOTING	BALLOT	TOTAL	E-VOTING	BALLOT
Promoter and Promoter group	8	10	18	29976920	2607219	32584139	100	100
Public	10	6	16	3831	10508	14339	99.74	100
Total Voting	18	16	34	29980751	2617727	32598478		




VOTES CAST AGAINST THE RESOLUTION

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND BALLOT			NUMBER OF VOTES CAST			PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E-VOTING	BALLOT	TOTAL	E-VOTING	BALLOT	TOTAL	E-VOTING	BALLOT
Promoter and Promoter group	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public	1	Nil	1	10	Nil	10	0.26	Nil
Total Voting	1	Nil	1	10	Nil	10		

INVALID VOTES

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND BALLOT		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E-VOTING	BALLOT	E-VOTING	BALLOT	E-VOTING	BALLOT
Promoter and Promoter group	NIL	NIL	NIL	NIL	NIL	NIL
Public	NIL	NIL	NIL	NIL	NIL	NIL
Total Voting	NIL	NIL	NIL	NIL	NIL	NIL

Date : 25-01-2017

Place : Chennai



R. Kannan
Practicing Company Secretary
CP.No. 3363

