

SICAL LOGISTICS LIMITED

CIN L51909TN1955PLC002431

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

Phone : 044-66157071 / Fax : 044-66157017

Website : www.sical.com // e-mail ID : secl@sical.com

NOTICE

To

All Shareholders

NOTICE is hereby given that the Sixty Fourth Annual General Meeting of the shareholders of SICAL LOGISTICS LTD will be held on Thursday, the 12th September, 2019 at 11.00 a.m. at the The Music Academy, Madras, New No.168, T.T.K. Road, Chennai :: 600 014 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Directors' and Auditors' Report and audited Statement of Profit and Loss for the year ended 31st March, 2019 and the Balance Sheet as at that date.
2. To appoint a Director in the place of Mr. R. Ram Mohan [DIN : 02506342] who retires by rotation and being eligible offers himself for re-election.
3. To consider and if thought fit, to pass with or without modification[s], the following resolution as an Ordinary Resolution.

Appointment of Statutory Auditors

RESOLVED THAT consent of the Company be and is hereby accorded to appoint . M/s. SRSV & Associates, Chartered Accountants with Firm Registration No.:0150415 as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at a remuneration of Rs.23,00,000 [Rupees twenty three lakh only] plus reimbursement of out-of-pocket expenses.

SPECIAL BUSINESS

4. **Re-appointment of Mr. H. Rathnakar Hegde [DIN 05158270] as an Independent Director for a second term of five consecutive years in terms of Section 149 of the Companies Act, 2013.**

To consider and if thought fit, to pass the following resolution with or without modification as a SPECIAL RESOLUTION :

RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. H. Rathnakar Hegde (DIN: 05158270), who was appointed as an Independent Director of the Company for a term of five years up to the ensuing AGM by the members at the 59th Annual General Meeting, in terms of Section 149 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years commencing from the current AGM to the AGM of 2024 and who is not liable to retire by rotation.

5. **Re-appointment of Mr. S. Ravinarayanan [DIN 00208793] as an Independent Director for a second term of five consecutive years in terms of Section 149 of the Companies Act, 2013.**

To consider and if thought fit, to pass the following resolution with or without modification as a SPECIAL RESOLUTION :

RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. S. Ravinarayanan

(DIN: 00208793), who was appointed as an Independent Director of the Company for a term of five years up to the ensuing AGM by the members at the 59th Annual General Meeting, in terms of Section 149 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years commencing from the current AGM to the AGM of 2024 and who is, not liable to retire by rotation.

6. Re-appointment of Mr. Sudhir V Kamath [DIN 00203009] as an Independent Director for a second term of five consecutive years in terms of Section 149 of the Companies Act, 2013.

To consider and if thought fit, to pass the following resolution with or without modification as a SPECIAL RESOLUTION :

RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Sudhir V Kamath (DIN: 00203009), who was appointed as an Independent Director of the Company for a term of five years up to the ensuing AGM by the members at the 59th Annual General Meeting, in terms of Section 149 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years commencing from the current AGM to the AGM of 2024 and who is, not liable to retire by rotation.

7. Re-appointment of Mr. H.R. Srinivasan [DIN 00130277] as an Independent Director for a second term of five consecutive years in terms of Section 149 of the Companies Act, 2013.

To consider and if thought fit, to pass the following resolution with or without modification as a SPECIAL RESOLUTION :

RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. H.R. Srinivasan (DIN 00130277), who was appointed as an Independent Director of the Company for a term of five years up to the ensuing AGM by the members at the 59th Annual General Meeting, in terms of Section 149 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years commencing from the current AGM to the AGM of 2024 and who is, not liable to retire by rotation.

8. Reclassify the shareholding of the persons / entities currently under the Promoter/ Promoter Group

To consider and if thought fit, to pass the following resolution with or without modification as a SPECIAL RESOLUTION :

RESOLVED THAT pursuant to Regulation 31A of the SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015, the requests as received from the persons/ entities as listed below and the recommendation of the Board of Directors, subject to the approval of the Stock Exchanges where the equity shares of the Company are listed and any other agency, their shareholdings be Reclassified as Public.

Name	No. of shares	% to total shares
A.C. Muthiah	423700	0.72
Muthiah AC	192957	0.33
Valli Ashwin C Muthiah	7000	0.01
ACM Educational Foundation	572043	0.98
The Express Carriers Limited	44200	0.08
ACM Medical Foundation	109	0.00
South India Travels Private Limited	99	0.00
Ashwin C Muthiah	41838	0.07
Ranford Investments Limited	202491	0.35
Darnolly Investments Limited	413934	0.71
Total	1898371	3.24

FURTHER RESOLVED THAT the Board of Directors be and are hereby empowered to take all such actions as would be required in connection with obtaining the required regulatory approvals.

Place : Chennai
Date : 17th May, 2019

By order of the Board,
V. Radhakrishnan
Company Secretary

Registered Office :

"South India House"
73, Armenian Street
Chennai :: 600 001
CIN : L51909TN1955PLC002431
Website : www.sical.com / e-mail ID : secl@sical.com

NOTES :

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and on a poll to vote instead of himself and the proxy need not be a member of the company. The instrument appointing the proxy shall be deposited at the registered office of the company not later than forty eight hours before the time fixed for holding the meeting; in default, the instrument of proxy shall be treated as invalid.**
2. **The roadmap for the venue is attached for the benefit of members attending the meeting**
3. The Register of Members and Share Transfer Books of the Company will remain closed from 06th September, 2019 to 12th September, 2019 [both days inclusive].
4. The members / proxies should bring the attendance slip duly filled-in and signed, clearly indicating the Folio No. for shares held in physical form or DP ID and client ID numbers in case of members holding the shares in dematerialized form, along with the Annual Report and they are requested to hand over the attendance slip at the entrance of the hall for attending the meeting.
5. Shareholders seeking any information with regard to accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready.
6. **Members are hereby informed that the Company, as per the SEBI guidelines, w.e.f. 01.04.2003, has appointed M/s. Cameo Corporate Services Limited, Unit : Sical Logistics Limited, "Subramanian Building", V Floor, No.1, Club House Road, Chennai : 600 002, Telephone : 044-28461073; Fax : 044-28460129; e-mail : cameo@cameoindia.com as its Registrar and Share Transfer Agent both for electronic and physical transactions of the shares. The shareholders are therefore requested to take note of the same and send all documents, correspondences, queries on any matter including their change of address to the Company's Registrar and Share Transfer Agent. Further as per SEBI's notification dated 08th June, 2018, confirming that request for effecting transfer of securities shall not be processed except in case of transmission or transposition of securities unless the securities are held in demat form. Hence, we would not be in a position to accept / process the requests for transfer of shares held in physical form with effect from April, 2019. We therefore advise you to take immediate steps for dematerializing your shareholding in the company. As you may be aware holding shares in dematerialized form offers host of benefits like enhanced security, ease of handling, faster transfers, exemption from stamp duty, eliminating bad deliveries. In view of the above, in order to ensure that you are able to deal in the securities hassle-free, kindly take steps for dematerializing the shares at an early date.**
7. Shareholders are requested to notify immediately any change in their address to the Company / Share Transfer Agents / Depository Participants as well as the e-mail address if not intimated / updated earlier.
8. The Securities and Exchange Board of India [SEBI] has mandated the submission of copy of PAN card to the Company / Depository Participants as the case may be. Members holding shares in physical form should submit their PAN details to the Company / RTA. Nomination in Form SH-13 in duplicate as provided under Sec 72 of the Companies Act, 2013 may please be sent by the shareholders holding shares in physical form in case if it is not sent earlier.

9. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of Board resolution authorizing their representatives to attend and vote on their behalf in the meeting.
10. Electronic copy of the Annual Report for the current year are being sent to all the members whose e-mail IDs are registered with the Company / Depository Participant[s] for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copy of the Annual Report is being sent in the permitted mode. However, any shareholder wishing to receive a physical copy of the annual report may write to the Company Secretary or send an e-mail addressed to radhakrishnan@sical.com.
11. Electronic copy of the Notice of the 64th Annual General Meeting of the Company inter alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose e-mail IDs are registered with the Company / Depository Participant[s] for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copy of the Notice inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent through the permitted mode.
12. Notice for the AGM and Annual Report for the financial year ended 31st March, 2019 will be available on the Company's website www.sical.com for download.
13. The Company's equity shares are listed with the BSE Limited and National Stock Exchange of India Limited [NSE] and the listing fee for the year 2019-20 has been paid in time.
14. The facility for voting through ballot paper will be made available at the AGM venue and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
15. A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.
16. The remote e-voting period shall commence on Monday, the 09th September, 2019 [9.00 a.m. Indian Standard Time] and end on Wednesday, the 11th September, 2019 [5.00 p.m. Indian Standard Time]. During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date viz. 05th September, 2019 may cast their votes by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholders, the shareholder shall not be allowed to change it subsequently.
17. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies [Management and Administration] Rules, 2014 as amended by the Companies [Management and Administration] Rules, 2015 and Regulation 44 of the SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 64th Annual General Meeting [AGM] by electronic means and the business may be transacted through e-voting services. The facility of casting votes by the members using an electronic voting system from a place other than the venue of the annual general meeting ["remote e-voting"] will be provided by the Central Depository Services [India] Limited [CDSL].

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Monday, the 09th September, 2019 at 9.00 a.m. and ends on Wednesday, the 11th September, 2019 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 05th September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.
	<ul style="list-style-type: none"> • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
OR Date of Birth (DOB)	<ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for SICAL LOGISTICS LIMITED on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

18. [a] Mr. R. Kannan, Practicing Company Secretary [CP No.3363] has been appointed as Scrutinizer to scrutinize voting process in a fair and transparent manner.
- [b] The scrutinizer shall within 48 hours from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company along with any votes cast at the venue of the meeting.
- [c] The Results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizer's Report shall be available for inspection and also placed on the website of the Company within the prescribed period and also will be forwarded to the Stock Exchanges where the shares are listed viz. BSE and NSE and to CDSL through whom the e-voting facility was availed.
19. Information pursuant to Regulation 26 of SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015 about the particulars of Directors to be appointed / re-appointed at the ensuing Annual General Meeting and their Directorship / Chairmanship / Committee Membership in other Companies.
- [a] Mr. R. Ram Mohan is a Chartered Accountant by profession and held senior Management positions at Madura Coats, Hindustan Motors and Caterpillar India. At Coffee Day Group, he is the CFO of the group's holding company – Coffee Day Enterprises Ltd. He took over as Managing Director of Sical Logistics Ltd., effective September 26, 2011 and moved to the position of Chairman of the company effective May 2015. He has over 30 years of industrial experience in Commercial, Manufacturing & Business operations segments. His core strength includes Finance, Project Management and Business Development.

Other Directorships

WILDERNESS RESORTS PRIVATE LIMITED
 KARNATAKA WILDLIFE RESORTS PRIVATE LIMITED
 COFFEE DAY BARE FOOT RESORTS PRIVATE LIMITED
 SICAL SAUMYA MINING LIMITED
 SICAL BANGALORE LOGISTICS PARK LIMITED

- Other Committee Membership
- Sical Saumya Mining Limited - Member – Audit Committee
- Shareholding in the Company NIL
- [b] Mr. Harady Rathnakar Hegde is an expert in banking and finance sector, has served in various positions in Vijaya Bank and was Executive Director of Oriental Bank of Commerce prior to his joining Sical's Board.
- Other Directorships
- Sical Iron Ore Terminals Limited
 Kajaria Ceramics Limited
 Sical Infra Assets Limited
 Sical Multimodal and Rail Transport Limited
 Norsesea Offshore India Limited
 Sical Iron Ore Terminal [Mangalore] Limited
 Sical Saumya Mining Limited
- Other Committee Chairmanship / Membership
- Audit Committee
- Chairman
 Sical Iron Ore Terminals Limited
 Sical Infra Assets Limited
 Sical Multimodal and Rail Transport Limited
- Member
 Kajaria Ceramics Limited
 Norsesea Offshore India Limited
 Sical Iron Ore Terminal [Mangalroe] Limited
 Sical Saumya Mining Limited
- Shareholding in the Company NIL
- [c] Mr. Sudhir Vidya Kamath is a Master of Management Studies from BITS, Pilani and a Fellowship in Management from IIM, Kolkata with specialisation in Finance. He has 24 years of experience in the field of private equity / venture capital after 8 years in project finance with ICICI. Has had stints at ICICI Ventures as VP [Investments], Founding Partner at Global Technology Ventures, MD of Zi Capital and Director – Brand Capital at BCCL. Has served on the Boards of over 20 companies across sectors and was a member of Investment committees of all funds wherever he was involved.
- Other Directorships
- Sical Iron Ore Terminals Limited
 Sical Iron Ore Terminal [Mangalore] Limited
 Sical Connect Limited [formerly Norsesea Offshore India Limited]
 Sical Saumya Mining Limited
- Other Committee Chairmanship / Membership
- Audit Committee
- Chairman
 Sica Iron Ore Terminals [Mangalore] Limited
 Sical Connect Limited [formerly Norsesea Offshore India Limited]
 Sical Saumya Mining Limited

Member

Sical Iron Ore Terminals Limited
Shareholding in the Company

NIL

- [d] Mr. Sampath Ravinarayanan, is an Electrical & Electronics Engineering graduate and an Aerospace professional by training and a Technopreneur have founded several companies including Microcon Group. He has served on the Boards of Air India Ltd, Indian Airlines Limited and Airbus Engineering Center India Pvt Ltd. Was a Director of Karnataka Power Transmission Corporation Limited and also was the Chairman of its audit committee. Has been the Chairman of FICCI Task Force on defence offsets. Until recently Mr. Ravi Narayanan was CEO and Chairman of AXISCADES group, an Aerospace defence major.

Other Directorships

Jupiter Entertainment Ventures Pvt. Ltd.
Jupiter Aviation Services Pvt Ltd.
Indian Aero Ventures Pvt Ltd.
Asianet News Network Pvt. Ltd.
Asianet Radio Pvt. Ltd.
Sical Infra Assets Limited
Sical Multimodal and Rail Transport Limited

Other Committee Membership

Audit Committee

Sical Infra Assets Limited
Sical Multimodal and Rail Transport Limited

Shareholding in the Company

NIL

- [e] Mr. Harikesanallur Ramani. Srinivasan, a Mathematics graduate with an MBA, is currently the Vice-Chairman and vision holder of TAKE Solutions and plays a vital role in the evaluation of new initiatives, mergers and acquisitions and business lines that will enable this company to emerge as a global player. His rich experience in the logistics and SCM industry enables him to nurture dynamic leadership. Prior to setting up TAKE Solutions, he was Managing Director, South Asia at SembCorp logistics. He has also served as Managing Director at Temasek Capital and as Director and CEO of PSA India. He has been very active with the Confederation of Indian Industry (CII) having served in both the State and Regional councils. Has recently received the CII Tamil Nadu Emerging Entrepreneurs Award given in association with Business Line for Global Reach and Superior Intellectual Property for TAKE Solutions. He is also a member of the YPO.

Other Directorships

TAKE Solutions Limited
Parry Enterprises India Limited
Bharath Coal Chemicals Limited
Esyspro Infotech Limited
Shriram Ventures Limited
Shriram Business Solutions Limited
Aakanksha Management Consultancy & Holdings P Ltd
Aasheesha Hospitality Services & Holdings P Ltd
Shriram Properties Holding Private Limited
Asia Global Trading [Chennai] Pvt. Ltd
TOWELL TAKE Investments LLC, Muscat
TAKE Global Limited, UK

Other Committee Membership

Audit Committee

TAKE Solutions Limited

Shareholding in the Company

NIL

EXPLANATORY STATEMENT PURSUANT TO SEC 102[3] OF THE COMPANIES ACT, 2013
ITEM NOS. 4 TO 7

Mr. H. Rathnakar Hegde, Mr. S. Ravinarayanan, Mr. Sudhir Kamath and Mr. H.R. Srinivasan were appointed as Independent Directors of the Company for a term of 5 years in 2014 and whose term is until the ensuing AGM. Considering their skills and their contribution to the Company and their timely advise to the Board, several laurels could be achieved. Accordingly as per the recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, it has been proposed to re-appoint them for a further consecutive period of 5 years from the current AGM until the AGM of 2024. The Board recommends the re-appointment to the shareholders for their approval.

Memorandum of Interest

None of the Directors, Key Managerial Personnel are interested in the resolution in any way either financially or otherwise.

ITEM NO.8

As per Regulation 31[A] of the SEBI [Listing Obligations and Disclosure Requirement] Regulations, 2015, the Company has received requests from the following persons / entities to reclassify them as public.

Name	No. of shares	% to total shares
A.C. Muthiah	423700	0.72
Muthiah AC	192957	0.33
Valli Ashwin C Muthiah	7000	0.01
ACM Educational Foundation	572043	0.98
The Express Carriers Limited	44200	0.08
ACM Medical Foundation	109	0.00
South India Travels Private Limited	99	0.00
Ashwin C Muthiah	41838	0.07
Ranford Investments Limited	202491	0.35
Darnolly Investments Limited	413934	0.71
Total	1898371	3.24

The request for re-classification was considered at the Board meeting held on 17th May, 2019 and the Board formed a rationale being subsequent to the Open Offer by Tanglin Retail Reality Developments Private Limited, the shareholding of the above persons / entities forming part of promoter group [MAC Group] have fallen below 10% and is currently at 3.54%. They also do not possess any special rights / privileges and have not nominated any director to the Board of Directors currently. As per the SEBI [LODR] Regulations, 2015, the proposal is to be approved by the shareholders by way of a special resolution. The Board recommends the resolution for the approval of the members.

Memorandum of Interest

None of the Directors, Key Managerial Personnel are interested in the resolution in any way either financially or otherwise.

Place : Chennai

Date : 17th May, 2019

By order of the Board,

V. Radhakrishnan

Company Secretary

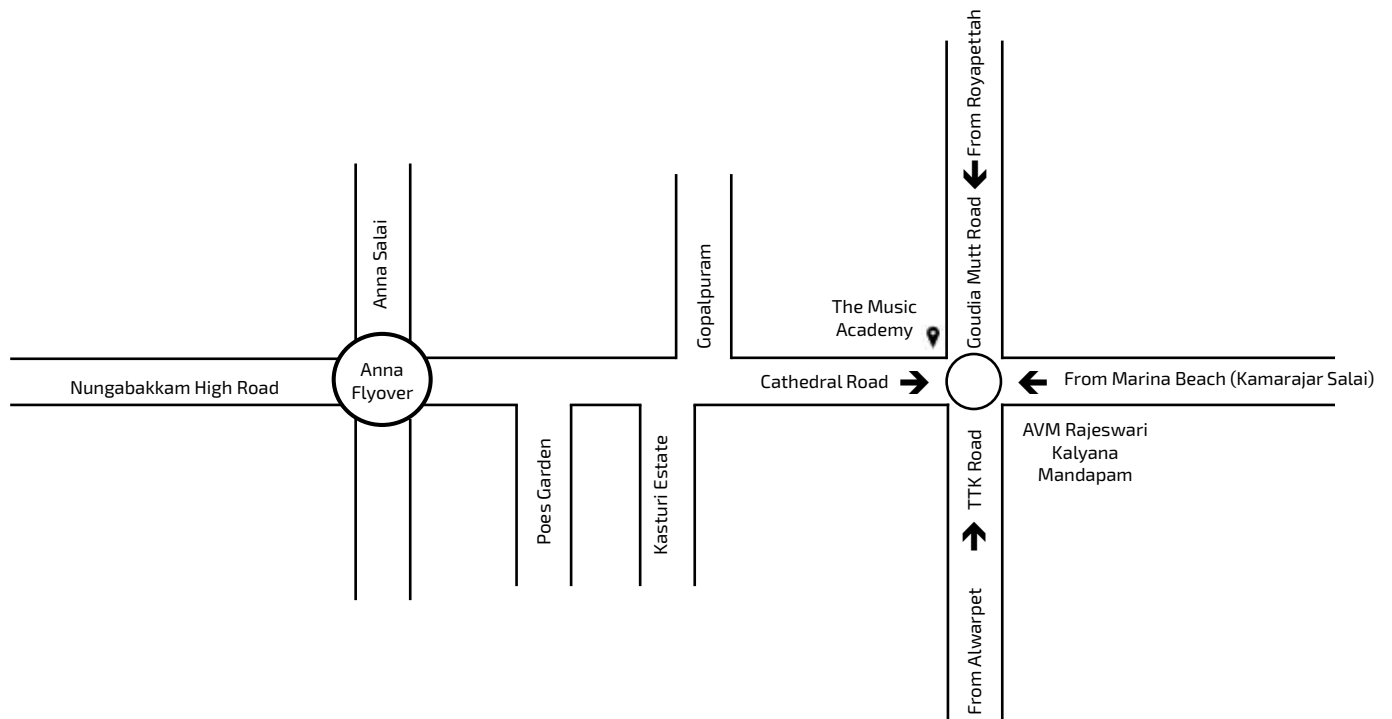
Registered Office :

"South India House"

73, Armenian Street

Chennai :: 600 001

Route Map for the venue of AGM



SICAL LOGISTICS LIMITED

CIN L51909TN1955PLC002431

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Phone : 044-66157071 / Fax : 044-66157017

Website : www.sical.com // e-mail ID : secl@sical.com

ATTENDANCE SLIP

NAME & ADDRESS OF THE SHAREHOLDER:	Folio No.
	DP ID
	Client ID
	No. of Shares

I hereby record my presence at the 64th Annual General Meeting of the Company, at The Music Academy, Madras, 168, TTK Road, Chennai :: 600014 on Thursday, the 12th September, 2019 at 11.00 a.m.

Name of the Shareholder / Proxy *	Signature of the Shareholder / Proxy*

* Strike out whichever is not applicable.

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PROXY FORM

[Pursuant to Section 105[6] of the Companies Act, 2013 and Rule 19[3] of the Companies [Management and Administration] Rules, 2014]

Name of the Member[s]:
Registered Address:
e-mail ID:
Folio No./ Client ID:
DP ID:

I / We being the Member[s] of the above mentioned Company hereby appoint

- | | |
|--------------------------------|--------------------------------|
| 1. Name | 2. Name |
| Address | Address |
| e-mail ID | e-mail ID |
| Signature or failing him | Signature or failing him |
| 3. Name | |
| Address | |
| e-mail ID | |
| Signature | |

as my/our Proxy to attend and vote [on a poll] for me /us and on my / our behalf at the 64th Annual General Meeting of the Company to be held on Thursday, the 12th September, 2019 at 11.00 a.m. at The Music Academy, Madras, 168, TTK Road, Chennai :: 600 014 and at any adjournment thereof in respect of such resolutions as are indicated below.

Resolutions	For	Against
1. Adoption of Report and Accounts for the financial year 2018-19		
2. Re-election of Mr. R. Ram Mohan as Director		
3. Appointment of Statutory Auditors		
4. Appointment of Mr.H. Rathnakar Hegde as an Independent Director for a further term of 5 years		
5. Appointment of Mr.S. Ravinarayanan as an Independent Director for a further term of 5 years		
6. Appointment of Mr.Sudhir Vidya Kamath as an Independent Director for a further term of 5 years		
7. Appointment of Mr. H.R. Srinivasan as an Independent Director for a further term of 5 years		
8. Reclassify the Promoters holdings [MAC Group] as Public		

Signed on this _____ day of ____ 2019
Signature of Shareholder _____
Signature of Proxy holder[s] _____

Affix
Re.1.00
revenue
stamp

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.