

**Sical Logistics Ltd**

South India House  
73 Armenian Street  
Chennai 600 001 India  
Phone : 91.44.66157016 Fax : 91.44.66157017



Ref.:SICAL/SD/2019

31<sup>st</sup> January, 2019

National Stock Exchange of India Limited  
Exchange Plaza, 5<sup>th</sup> Floor  
Plot No.:C/1, G Block  
Bandra – Kurla Complex  
Bandra [East]  
Mumbai :: 400 051

BSE Limited  
Floor 27, P.J. Towers  
Dalal Street  
Fort  
Mumbai :: 400 001

Dear Sirs,

Sub : Details of Voting Results – Remote E-voting and ballot at NCLT  
Convened General Meeting Venue [EVSN 181227002]

Ref : Intimation under Regulation 44 of the SEBI [Listing Obligations and  
Disclosure Requirements] Regulations, 2015

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Pursuant to Regulation 44 of the SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015, the details of voting results of the remote e-voting between 26<sup>th</sup> January, 2019 and 28<sup>th</sup> January, 2019 and ballot at the NCLT Convened General Meeting venue on 29<sup>th</sup> January, 2019 conducted by the Company as per the prescribed format is attached along with the report of the Scrutinizer.

We also attach herewith the scrutinizer's report for the secured creditors meeting and unsecured trade creditors meeting held on 29<sup>th</sup> January, 2019.

We request you to kindly take the same on record.

Thanking you,

Yours faithfully,  
For Sical Logistics Limited

  
V. Radhakrishnan  
Company Secretary  
Encl : As stated

**VOTING RESULTS – BALLOT AND REMOTE E-VOTING**

**I. Attendance of Members**

1.	Date of the AGM / EGM - NCLT Convened General Meeting	29 <sup>th</sup> January, 2019
2.	Total Number of shareholders on the cut-off date for the purpose of voting by post and remote e-voting – 22 <sup>nd</sup> January, 2019	40625
3.	No. Of shareholders present in the meeting either in person or through proxy :	
[a]	Promoters and Promoter Group	7
[b]	Public	142
4	No. Of shareholders attended the meeting through Video Conferencing	NOT APPLICABLE
[a]	Promoters and Promoter Group	-
[b]	Public	-

**II. Voting by Members**

Item No.	Agenda Description	Item	Type of Resolution	Mode of Voting	Whether Promoter / Promoter Group are interested in the agenda / resolution	Remarks
1	To approve the Scheme of Arrangement [Demerger] between Sical Logistics Limited and Norsesea Offshore India Limited and their respective shareholders and creditors		Special	Remote e-voting and ballot	No	Resolution passed with requisite majority

**III. Results of Poll / Postal Ballot / E-voting by members**

The mode of voting for the resolution was with Remote e-voting facility and ballot at the venue.

In this connection, we attach the following:

1. Results of voting through remote e-voting and ballot in the prescribed format.
2. Consolidated scrutinizers Report from Practising Company Secretary Mr. R. Kannan on the Remote e-voting and ballot.

**For Sical Logistics Limited**



**V. Radhakrishnan**  
Company Secretary

**NAME OF THE COMPANY: SICAL LOGISTICS LIMITED - NCLT Convened General Meeting held on 29th January, 2019**

1.To approve Scheme of Arrangement between Sical Logistics Limited and Norsesea Offshore India Limited and their respective shareholders and Creditors.								
Resolution Required:(Ordinary/Special)					Special Resolution			
Whether promoter/ promoter groups are interested in the agenda/resolution?					No			
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER~GROUP	E-VOTING	34589209	29944420	86.57	29944420	0	100	0
	POLL		3534995	10.22	3534995	0	100	0
	POSTAL BALLOT		0	0.00	0	0	0	0
	VENUE-VOTING		0	0.00	0	0	0	0
	<b>SUB TOTAL</b>		<b>34589209</b>	<b>33479415</b>	<b>96.79</b>	<b>33479415</b>	<b>0</b>	<b>100</b>
PUBLIC-INSTITUTIONS	E-VOTING	737425	90211	12.23	90211	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	<b>SUB TOTAL</b>		<b>737425</b>	<b>90211</b>	<b>12.23</b>	<b>90211</b>	<b>0</b>	<b>100</b>
PUBLIC-NON INSTITUTIONS	E-VOTING	23193630	54	0.00	54	0	100	0
	POLL		11082	0.05	11075	7	100	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0		0	0	0	0
	<b>SUB TOTAL</b>		<b>23193630</b>	<b>11136</b>	<b>0.05</b>	<b>11129</b>	<b>7</b>	<b>100</b>
<b>GRAND TOTAL</b>		<b>58520264</b>	<b>33580762</b>	<b>57.38</b>	<b>33580755</b>	<b>7</b>	<b>100</b>	<b>0</b>

**FORM NO. MGT.13**

**SCRUTINIZER'S REPORT FOR THE NCLT CONVENED GENERAL MEETING UNDER REMOTE E-VOTING AND  
BALLOT**

[Pursuant to Sections 108 and 109 of the Companies Act, 2013 ["the Act"], read with Rule 20 and Rule 21 of the Companies [Management & Administration] Rules, 2014 and other applicable provisions of the Act]

To

The Chairman for the meeting

**M/s. Sical Logistics Limited (CIN: L51909TN1955PLC002431)**

South India House

73, Armenian Street

Chennai: 600 001

NCLT convened General Meeting of the Equity Shareholders of **M/s. Sical Logistics Limited** held on January 29, 2019 at 10:00 a.m. at No. 5, Rajah Annamalai Hall, Esplanade, Chennai: 600 108.

Dear Sir,

**Sub: Passing of resolution for approving the Scheme of Arrangement [Demerger] between Sical Logistics Limited and Norsesea Offshore India Limited and their respective shareholders and creditors.**

I, R. Kannan, M.Com., GDMM., ACMA., FCS, Practising Company Secretary having office at No.6A, 10<sup>th</sup> 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 Remote e-voting [EVSN 181227002] as well through ballot paper at the venue for the Tribunal convened Extra-ordinary General Meeting held on Tuesday, the 29<sup>th</sup> January 2019 (10:00 am).

**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 through remote e-voting and ballot paper.

**Responsibility as a Scrutinizer**

My responsibility, as a Scrutinizer for the voting through Remote e-voting and ballot paper is restricted to make a Scrutinizer's report of the votes cast "in favour" of or "against" the resolution(s) set out pursuant to order of the Hon'ble NCLT Chennai dated 07<sup>th</sup> November, 2018 and 11<sup>th</sup> December, 2018 for approving the scheme of Arrangement [Demerger] between Sical Logistics Limited and Norsesea Offshore India Limited and their respective shareholders and creditors

1. No ballot papers were found invalid.

2. The locked ballot boxes were subsequently opened in my/our presence and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Company.



In view of the above, I hereby submit my consolidated report on the results of voting through Remote e-voting and ballot paper in respect of the said special resolution in the following paragraph.

Mr R Ram Mohan, who was appointed as the Chairman of the meeting pursuant to the order of Hon'ble NCLT, Chennai Bench dated 07<sup>th</sup> November, 2018 and 11<sup>th</sup> December, 2018, took the chair. With the requisite quorum being present, the Chairman called the meeting to order and conducted the proceedings of the Meeting.

**SPECIAL BUSINESS:**

**ITEM NO.1**

Considering and, if thought fit, approving with or without modification(s) the Scheme of Arrangement between Sical Logistics Limited and Norsesea Offshore India Limited and their respective shareholders and creditors ("Scheme").

**SPECIAL RESOLUTION**

*To approve the Scheme of Arrangement [Demerger] between Sical Logistics Limited and Norsesea Offshore India Limited.*

"RESOLVED THAT pursuant to Sections 230 and 232 of the Companies Act, 2013 (the Act) and Companies (Compromise, Arrangement and Amalgamation) Rules, 2016 and the Honorable National Company Law Tribunal Rules, 2016 and other applicable provisions, if any, of the Act and rules framed thereunder and subject to sanction by the HONORABLE NATIONAL COMPANY LAW TRIBUNAL, Chennai Bench and other requisite consents and approvals, if any, being obtained and subject to such terms and conditions and modification(s) as may be imposed, prescribed or suggested by the Honorable Tribunal or other appropriate authorities, the Scheme of Arrangement between Sical Logistics Limited and Norsesea Offshore India Limited and their respective shareholders and Creditors ("Scheme") in terms of the draft laid before the meeting and initialed by the Chairman for the purpose of identification, be and is hereby approved."

**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	E-VOTING	BALLOT	E-VOTING	BALLOT
Promoter and Promoter group	3	3	29944420	3534995	99.69	99.68
Public	8	13	90,265	11,082	0.30	0.31


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	E-VOTING	BALLOT	E-VOTING	BALLOT
Promoter and Promoter group	0	0	0	0	NIL	NIL
Public	0	2	0	7	0.01	0.01

Based on the foregoing, the aforesaid resolution shall be deemed to have been passed with the requisite majority.

All the relevant records relating to the voting through ballot form and remote e-voting is under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the Tribunal Convened General Meeting.

Thanking you,

Place: CHENNAI

Date: 30/01/2019

  
R. Kannan  
Practicing Company Secretary  
Membership No. F6718 No. 3363  
COP: 3363  


**FORM NO. MGT.13**  
**SCRUTINIZER'S REPORT**

[Pursuant to Section 109 of the Companies Act, 2013 ["the Act"], read with Rule 21 of the Companies [Management & Administration] Rules, 2014 and other applicable provisions of the Act]

To  
The Chairman for the meeting  
M/s. Sical Logistics Limited (CIN: LS1909TN1955PLC002431)  
South India House  
73, Armenian Street  
Chennai: 600 001

NCLT convened General Meeting of the Secured Creditors of M/s. Sical Logistics Limited held on January 29, 2019 at 11:00 am at No. 5, Rajah Annamalai Hall, Esplanade, Chennai: 600 108.

Dear Sir,

**Sub: Passing of resolution for approving the Scheme of Arrangement [Demerger] between Sical Logistics Limited and Norsesea Offshore India Limited and their respective shareholders and creditors.**

I, R. Kannan, M.Com., G.D.M.M., A.C.M.A., F.C.S, Practising Company Secretary having office at No.6A, 10<sup>th</sup> 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 voting through ballot paper held at the Tribunal convened Extra-ordinary General Meeting on Tuesday, the 29<sup>th</sup> January 2019 (11:00 am).

**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 through ballot paper.

**Responsibility as a Scrutinizer**

My responsibility, as a Scrutinizer for the voting through ballot paper is restricted to make a Scrutinizer's report of the votes cast "in favour" of or "against" the resolution(s) set out pursuant to the scheme of Arrangement [Demerger] between Sical Logistics Limited and Norsesea Offshore India Limited.

1. No ballot papers were found invalid.
2. The locked ballot boxes were subsequently opened in my/our presence and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Company.

In view of the above, I hereby submit my report on the results of voting through ballot paper in respect of the said special resolution in the following paragraph.


Mr R Ram Mohan, who was appointed as the Chairman of the meeting pursuant to the order of Hon'ble NCLT, Chennai Bench dated 07<sup>th</sup> November, 2018 and 11<sup>th</sup> December, 2018, took the chair. With the requisite quorum being present, the Chairman called the meeting to order and conducted the proceedings of the Meeting.

**SPECIAL BUSINESS:**

**ITEM NO.1**

Considering and, if thought fit, approving with or without modification(s) the Scheme of Arrangement between Sical Logistics Limited and Norsesea Offshore India Limited and their respective shareholders and creditors ("Scheme").

**SPECIAL RESOLUTION**

*To approve the Scheme of Arrangement [Demerger] between Sical Logistics Limited and Norsesea Offshore India Limited.*

"RESOLVED THAT pursuant to Sections 230 and 232 of the Companies Act, 2013 (the Act) and Companies (Compromise, Arrangement and Amalgamation) Rules, 2016 and the Honorable National Company Law Tribunal Rules, 2016 and other applicable provisions, if any, of the Act and rules framed thereunder and subject to sanction by the HONORABLE NATIONAL COMPANY LAW TRIBUNAL, Chennai Bench and other requisite consents and approvals, if any, being obtained and subject to such terms and conditions and modification(s) as may be imposed, prescribed or suggested by the Honorable Tribunal or other appropriate authorities, the Scheme of Arrangement between Sical Logistics Limited and Norsesea Offshore India Limited and their respective shareholders and Creditors ("Scheme") in terms of the draft laid before the meeting and initialed by the Chairman for the purpose of identification, be and is hereby approved."

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

Number of Secured Creditors present and voting (in person or by proxy)	Number of votes cast by them through ballot	% of total number of valid votes cast
8	5736700000	100.00

**VOTES CAST AGAINST THE RESOLUTION**

Number of Secured Creditors present and voting (in person or by proxy)	Number of votes cast by them through ballot	% of total number of valid votes cast
NIL	NIL	NIL





**RS R.KANNAN** M.Com., GDMM., ACMA., F.C.S  
Practicing Company Secretary

Trade Mark Agent

Ex - Insolvency Professional

**SRI SANKARA GURUKRIPA ILLAM**

No. 6A, 10th Street,  
New Colony, Adambakkam,  
Chennai - 600 088  
E-mail : (Off) gkrkgram@yahoo.in  
E-mail : (Per) : gkrkg@yahoo.in  
Ph: 044 - 4355 9396


Based on the foregoing, the aforesaid resolutions shall be deemed to have been passed with the requisite majority.

All the relevant records relating to the voting through ballot from and remote e-voting is under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the Tribunal Convened General Meeting.

Thanking you,

Place: CHENNAI

Date: 30/01/2019



R. Kannan

Practicing Company Secretary

Membership No.F6718



**FORM NO. MGT.13**  
**SCRUTINIZER'S REPORT**

[Pursuant to Section 109 of the Companies Act, 2013 ["the Act"], read with Rule 21 of the Companies [Management & Administration] Rules, 2014 and other applicable provisions of the Act]

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

NCLT convened Adjourned General Meeting of the Unsecured creditors of **M/s. Sical Logistics Limited** held on January 29, 2019 at 12:30 pm at No. 5, Rajah Annamalai Hall, Esplanade, Chennai: 600 108.

Dear Sir,

**Sub: Passing of resolution for approving the Scheme of Arrangement [Demerger] between Sical Logistics Limited and Norsesea Offshore India Limited and their respective shareholders and creditors.**

I, R. Kannan, M.Com., GDMM., ACMA., FCS, Practising Company Secretary having office at No.6A, 10<sup>th</sup> 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 voting through ballot paper held at the Tribunal convened Extra-ordinary General Meeting on Tuesday, the 29<sup>th</sup> January 2019 (12:30 pm).

**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 through ballot paper.

**Responsibility as a Scrutinizer**

My responsibility, as a Scrutinizer for the voting through ballot paper is restricted to make a Scrutinizer's report of the votes cast "in favour" of or "against" the resolution(s) set out pursuant to the scheme of Arrangement [Demerger] between Sical Logistics Limited and Norsesea Offshore India Limited.

1. No ballot papers were found invalid.
2. The locked ballot boxes were subsequently opened in my/our presence and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Company.

In view of the above, I hereby submit my report on the results of voting through ballot paper in respect of the said special resolution in the following paragraph.


Mr R Ram Mohan, who was appointed as the Chairman of the meeting pursuant to the order of Hon'ble NCLT, Chennai Bench dated 07<sup>th</sup> November, 2018 and 11<sup>th</sup> December, 2018, took the chair. With the requisite quorum not being present, the Chairman adjourned the meeting by 30 minutes and the meeting commenced at 12:30 pm with the creditors personally present being counted as quorum for the meeting.

**SPECIAL BUSINESS:**

**ITEM NO.1**

Considering and, if thought fit, approving with or without modification(s) the Scheme of Arrangement between Sical Logistics Limited and Norsesea Offshore India Limited and their respective shareholders and creditors ("Scheme").

**SPECIAL RESOLUTION**

*To approve the Scheme of Arrangement [Demerger] between Sical Logistics Limited and Norsesea Offshore India Limited.*

"RESOLVED THAT pursuant to Sections 230 and 232 of the Companies Act, 2013 (the Act) and Companies (Compromise, Arrangement and Amalgamation) Rules, 2016 and the Honorable National Company Law Tribunal Rules, 2016 and other applicable provisions, if any, of the Act and rules framed thereunder and subject to sanction by the HONORABLE NATIONAL COMPANY LAW TRIBUNAL, Chennai Bench and other requisite consents and approvals, if any, being obtained and subject to such terms and conditions and modification(s) as may be imposed, prescribed or suggested by the Honorable Tribunal or other appropriate authorities, the Scheme of Arrangement between Sical Logistics Limited and Norsesea Offshore India Limited and their respective shareholders and Creditors ("Scheme") in terms of the draft laid before the meeting and initialed by the Chairman for the purpose of identification, be and is hereby approved."

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

Number of Unsecured Creditors present and voting (in person or by proxy)	Number of votes cast by them through ballot	% of total number of valid votes cast
25	30,60,73,543	100.00

**VOTES CAST AGAINST THE RESOLUTION**

Number of Unsecured Creditors present and voting (in person or by proxy)	Number of votes cast by them through ballot	% of total number of valid votes cast
NIL	NIL	



**CS R.KANNAN** M.Com., GDMM., ACMA., F.C.S  
Practicing Company Secretary

Trade Mark Agent

Ex - Insolvency Professional

**SRI SANKARA GURUKRIPA ILLAM**

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E-mail : (Per) : gkrkg@yahoo.in  
Ph: 044 - 4355 9396

Based on the foregoing, the aforesaid resolutions shall be deemed to have been passed with the requisite majority.

All the relevant records relating to the voting through ballot is under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the Tribunal Convened General Meeting.

Thanking you,

Place: CHENNAI

Date: 30/01/2019

  
R. Kannan

Practicing Company Secretary

Membership No.F6718

