



Sical Logistics Ltd

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

Ref.:SICAL:SD:2023

30th May, 2023

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

BSE Limited
Department of Corporate Services
Floor 25, P.J. Towers
Dalal Street
Mumbai :: 400 001

Dear Sirs,

Sub : Annual Secretarial Compliance Report

Ref : Regulation 24A of the SEBI [LODR] Regulations, 2015

Pursuant to Regulation 24A of the SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015, kindly find attached the Annual Secretarial Compliance Report as provided by Mr. R. Kannan, Practising Company Secretary of KRA & Associates for the year ended 31st March, 2023.

This may kindly be taken on record.

Thanking you,

Yours faithfully,
For Sical Logistics Limited


/Company Secretary

Encl : As stated

KRA & ASSOCIATES
PRACTICING COMPANY SECRETARIES

PARTNERS

CS R.KANNAN M.Com., GMMM, ACMA, F.C.S
CS AISHWARYA ACS

Registered Office : No. 6A, 10th Street,
New Colony, Adambakkam, Chennai-600088

Phone: 044-43559396

Email ID: gkrkgram@yahoo.in

Secretarial Compliance Report of SICAL LOGISTICS LIMITED for the financial year ended 31/03/2023



We KRA & ASSOCIATES have examined:

(a) all the documents and records made available to us and explanation provided by Sical Logistics Limited ("the listed entity"),
(b) the filings/ submissions made by the listed entity to the stock exchanges,
(c) website of the listed entity,
(d) any other document/ filing, as may be relevant, which has been relied upon to make this certification for the year ended 31/03/2023 in respect of compliance with the provisions of :

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - Not applicable
(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;- Not applicable
(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;- Not applicable
(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;- Not applicable
(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/ guidelines issued thereunder;

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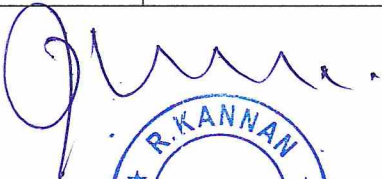

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We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	YES	-
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entitiesAll the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI	YES	The Company was under Corporate Insolvency Resolution Process [CIRP] as per Insolvency and Bankruptcy Code, 2016 as per the order of the Honourable NCLT, Chennai Bench dated 10 th March, 2021. By virtue of an order dated 08 th December, 2022, the Honourable NCLT, Chennai Bench approved the Resolution Plan. From this date and until the Effective

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			Date viz . 11 th January, 2023, a Monitoring Committee was formed. On 11 th January, 2023, the Board was reconstituted. All the policies are in place but however, a review could not be made by the Board of Directors since the company was under CIRP and there was no regular Board.
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none">• The Listed entity is maintaining a functional website• Timely dissemination of the documents/ information under a separate section on the website• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website	YES	-
4.	Disqualification of Director: None of the Director(s) of the Company is /are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity	YES	-
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.:	YES	-




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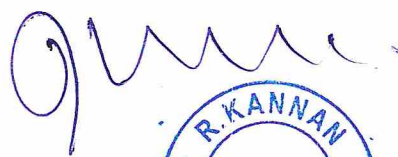

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	(a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries		
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	YES	-
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations	NA	As indicated in S.No.2, the company was under CIRP until 08 th December, 2022 and the Board was constituted only on 11 th January, 2023. Hence the required performance evaluation will be carried out for the Financial Year 2023-24 onwards
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved /ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	YES	
9.	Disclosure of events or information:	YES	-

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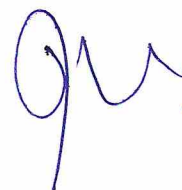
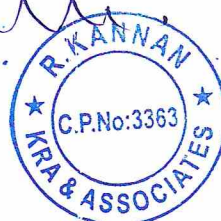
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	The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.		
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	YES	For the implementation of the Resolution Plan, the trading has been suspended wef 29 th December, 2022. The Company is in the process of obtaining required approvals from the Exchanges for completing the process. The SDD software has been put in place.
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein.	YES	-
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	NO	

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019: Not applicable

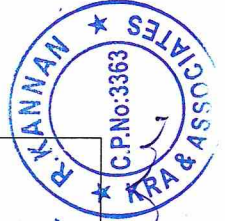
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Annexure

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matters specified below:

Sl.No.	Compliance Requirement (Regulations/circulars/guide-lines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Reg.23[9] of SEBI (Listing Obligations and Disclosure Requirements)	23[9] OF SEBI (LODR)/SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated	Delayed submission by 13 days	Exchanges levied fine for delayed submission	Levy of 'fine	Delayed submission by 13 days	Rs.76,700 including GST per Exchange	By virtue of NCLT Order approving the resolution plan dated 08 th December,	In view of the NCLT order, waiver sought.	



[Handwritten Signature]

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	<p>Regulation s, 2015 The listed entity shall submit to the stock exchange disclosures of related party transactions in the format as specified by the Board from time to time and publish the same on its website</p>	<p>January 22, 2020</p>						<p>2022, any fines / levies prior to the approval date shall stand extinguished.</p>		
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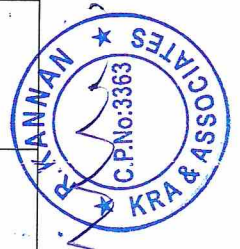
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	Provided further that the listed entity shall make such disclosures every six months within fifteen days from the date of publication of its standalone and consolidated financial results.									
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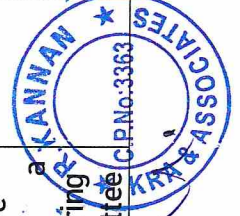
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2	<p>Regulation 17(1) for the quarter ended 31 December, 2022</p> <p>The Composition of board of directors of the listed entity shall be as follows:</p> <p>[a] board of directors shall have an optimum combination of executive and non-executive</p>	<p>17(1) OF SEBI (LODR)/SEBI circular no. SEBI/HO/CF D/CMD/CIR/P/2020/12 dated January 22, 2020</p>	<p>Exchanges have levied fine for non-compliance</p>	<p>Levy of fine</p>	<p>Rs.141600 for each of the Exchanges</p>	<p>The Company was under CIRP and the order of the NCLT Chennai approving the resolution plan was 08th December, 2022. From 08th December, 2022 and until the Effective Date, a Monitoring Committee</p>	<p>Company has on the advise of the Exchange s has filed waiver applicati ons.</p>
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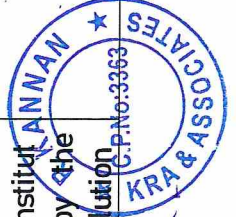
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	<p>woman director by April 1, 2019 and the Board of Directors of the top listed 1000 listed entities shall have at least one independent woman director by April 1, 2020; Explanation : The top 500 and 1000 entities shall be determined on the basis of market</p>							<p>date of the order viz. 08th December, 2022. In fact, the Order provides for the constitution of the Monitoring Committee until the effective date on which the Board can be reconstituted by the Resolution</p>	
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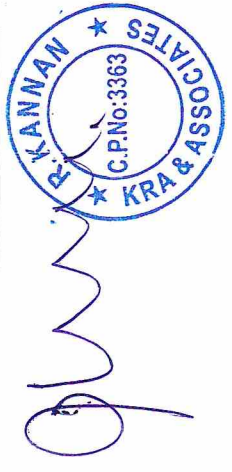
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directors of the top 1000 listed entities [with effect from April 1, 2019] and the top 2000 listed entities [with effect from April 1, 2020] shall comprise of not less than six directors										
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:



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Sr. No	Compliance.Requirement(Regulations/circulars/guidelinesincluding specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Prohibition of Insider Trading: The listed entity has to put in place the Structured Digital Database	Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	The listed entity has to put in place the SDD software	The company has installed the necessary software for the implementation of the Structured			NIL		The company has put in place the Software. Required inputs will be taken up once the trading commence as the company is in the	



[Handwritten Signature]

