

Sicagen India Limited

Registered Office: "Adyar House", Chennai - 600 085
Corporate Off.: 4th Floor, SPIC House, No.88, Mount Road, Guindy, Chennai - 600032
(CIN: L74900TN2004PLC053467)

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the 10th Annual General Meeting of the shareholders of **Sicagen India Limited**, will be held on Monday, the 11th August 2014 at 10.15 a.m. at "Rajah Annamalai Hall", Esplanade, Chennai - 600 108 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2014, the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To declare equity dividend for the year 2013-14.
3. To appoint a Director in the place of Mr.Ashwin C Muthiah (DIN 00255679), who retires by rotation and being eligible, offers himself for re-election.
4. To appoint a Director in the place of Mr.Sunil Deshmukh (DIN 05210882), who retires by rotation and being eligible, offers himself for re-election.
5. **To appoint auditors and to fix their remuneration and in this connection to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142, 143(8) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any amendment, modification, variation or re-enactment thereof, M/s.CNGSN & Associates (FR No.004915S), Chartered Accountants, Chennai be and are hereby appointed as auditors of the Company for a period of 3 (three) years and to hold office as such from the conclusion of this Annual General Meeting until the conclusion of the 13th Annual General Meeting of the Company, subject to ratification of such appointment by the shareholders of the Company at every Annual General Meeting at such remuneration as may be agreed between the Company and the auditors including reimbursement of out of pocket expenses incurred by them in connection to the Company's audit for the financial year 2014-15.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to fix the remuneration payable to M/s.CNGSN & Associates, Chartered Accountants, Chennai for the subsequent financial years, subject to recommendation of the members of Audit Committee."

SPECIAL BUSINESS:

6. **To consider and if thought fit to pass with or without modification, the following resolution as an Ordinary Resolution.**

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act), and the rules made there under, including any amendment, modification, variation or re-enactment thereof read with Schedule IV to the Act for the time being in force, Mr.B.Narendran (DIN 01159394), Director of the Company, in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, to hold office as such for a period of 5 (five) consecutive years with effect from the date of this Annual General Meeting AND THAT he shall not be liable to retire by rotation.

7. **To consider and if thought fit to pass with or without modification, the following resolution as an Ordinary Resolution.**

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act), and the rules made there under, including any amendment, modification, variation or re-enactment thereof read with Schedule IV to the Act for the time being in force, Brig.(Retd) Harish Chandra Chawla (DIN 00085415), Director of the Company, in respect of whom the Company has received a notice in

writing from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, to hold office as such for a period of 5 (five) consecutive years with effect from the date of this Annual General Meeting AND THAT he shall not be liable to retire by rotation.

8. To consider and if thought fit to pass with or without modification, the following resolution as a Special Resolution.

RESOLVED THAT in supersession of the earlier resolution passed at the Extra-Ordinary General Meeting of the Company held on 15.12.2007, the consent of the shareholders of the Company be and is hereby accorded under the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, including any amendment, modification, variation or re-enactment thereof and the Articles of Association of the Company, to the Board of Directors of the Company to borrow, from time to time, such sum or sums of money as they may deem necessary for the purpose of the business of the Company, together with the monies to be borrowed / already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) either from the Company's bankers and/or any other bankers, NBFCs, Financial Institutions and/or one or more persons, whether by way of various credit facilities such as cash credit / letter of credit / bill discounting / bank guarantee / overdraft / term loans / trade advance / channel finance / inventory funding or such other credit facility or facilities, either fund based or non fund based, whether unsecured or secured by mortgage by deposit of title deeds, creation of charge on the assets of the Company whether movable or immovable or stock in trade including raw materials, stores, work-in-progress of the Company on such terms and conditions as may be considered suitable by the Board of Directors upto a limit of Rs.500 Crores (Rupees Five Hundred Crores Only) in excess of the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof be and are hereby empowered and authorized to arrange or fix the terms and conditions of all such borrowings, from time to time, viz. terms as to interest, repayment, security or otherwise as it may deem fit and to sign and execute all such documents, deeds and writings and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred to any Directors and/or Members of Committee of Board of Directors and/or any Officer(s) of the Company, to give effect to this resolution.

9. To consider and if thought fit to pass with or without modification, the following resolution as a Special Resolution.

RESOLVED THAT in supersession of the earlier resolution passed at the Extra-Ordinary General Meeting of the Company held on 15.12.2007, the approval of the Company be and is hereby accorded, in terms of Section 180 (1) (a) and all other applicable provisions of the Companies Act, 2013 to the Board of Directors of the Company to create mortgage and/or to create charge, in addition to the mortgagees charges created/to be created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may, in its absolute discretion, determine, on all or any of the movable and/or immovable properties of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company together with the power to take over the management of the business and concern of the Company in certain events of default, in favour of the Lender(s), Agent(s) and Trustee(s) for securing any of the Securities and Debentures and / or the borrowings of the Company availed/to be availed (in foreign currency and/or rupee currency), subject to the limits approved under Section 180 (1) (c) of the Companies Act, 2013 together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premium on prepayment, remuneration of the Agent(s)/Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation/fluctuation in the rates of exchange and all other moneys payable by the Company in terms of the Loan Agreement(s)/ Heads of Agreement(s), Debenture Trust Deed(s) or any other documents, entered into/to be entered into between the Company and the lender(s)/agent(s) and trustee(s), in respect of the said loan / borrowings/debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board or Committee thereof and the Lender(s)/Agent(s)/ Trustee(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board is hereby authorized to finalize, settle and execute such documents / deeds / writings / papers / agreements as may be required and

do all such acts, deeds, matters and things, as may be deemed necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in relation to creating mortgages/charges as aforesaid.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any committee of Directors and/or any member of such committee, with power to the said committee to sub-delegate its powers to any of its Directors, or Managing Director or Whole Time Director or Chief Executive Officer or any other officer or officers of the Company to give effect to the aforesaid resolutions.

10. To consider and if thought fit to pass with or without modification, the following resolution as a Special Resolution.

RESOLVED THAT pursuant to Section 188 and other applicable provisions, if any, of the Companies Act 2013 and the rules made thereunder, including any amendment, modification, variation or re-enactment thereof for the time being in force, the consent of the shareholders be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall include any existing Committee(s) or any committee, the Board may hereafter constitute to exercise powers of the Board including the power conferred by this resolution) to enter into a contract or arrangement with the subsidiary namely M/s.South India House Etsates And Properties Ltd, being a related party to the Company, in connection with the services availed or to be availed for occupying their office premises and guest house on rental basis for a sum not exceeding Rs.50 Lakhs (Rupees Fifty Lakhs Only) per annum.

FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby severally authorized and empowered to do all such acts, deeds, matters and things, as or otherwise in their absolute discretion they may consider necessary, expedient or desirable to give effect to this resolution.

By order of the Board
For Sicagen India Limited

G.Arunmozhi
Head Legal & Company Secretary

Place : Chennai
Date : 27th May 2014

Regd. Office: Adyar House, Chennai-600085

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/Corporate office of the Company not later than 48 (forty eight hours) before the time fixed for holding the meeting; in default, the instrument of proxy shall be treated as invalid.**
- 2. A person shall not act as a proxy on behalf of Members exceeding fifty in number and holding in the aggregate more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**
3. An explanatory statement pursuant to Section 102 of the Companies Act 2013, in respect of Item Nos.5 to 10 of the notice is annexed hereto.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 02.08.2014 to 11.08.2014 (both days inclusive) for the purpose of payment of dividend to the eligible shareholders as on the record date ie 01.08.2014.
5. The members/proxies should bring their attendance slip duly filled in and signed, clearly indicating their Folio No (or) DP ID/Client ID as the case may be, 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.
6. 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.
7. Members are hereby informed that the Company has appointed M/s. Cameo Corporate Services Ltd, Unit : Sicagen, "Subramanian Building 5th Floor, No.1, Club House Road, Chennai - 600 002, Tel: 044-28460390/

Fax:044-28460129/e-mail address: cameo@cameoindia.com as its Registrar and Share Transfer Agent (RTA) for both 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 to RTA to the above mentioned address.

8. As per SEBI directive, submission of self attested PAN copy of transferee/legal heir including joint holders if any is mandatory for registration of transfer/transmission/transposition of shares. Hence the respective transferee(s)/ legal heir(s) are requested to attach their self attested PAN copy to the Company/RTA while lodging the documents for registration.
9. Members those who hold share(s) in physical form are requested to notify immediately any change in their address to the Company / RTA and those who hold share(s) in demat form to the concerned Depository Participants.
10. The Registered Office of the Company is situated at "Adyar House", Chennai – 600 085 and Corporate Office is now located at 4th Floor, Spic House, No.88, Mount Road, Guindy, Chennai-600032.
11. The Company's equity shares are listed with the Bombay Stock Exchange Ltd and the National Stock Exchange of India Ltd and the listing fees for the year 2014-15 have been paid to above stock exchanges.
12. Shareholders are aware that the Ministry of Corporate Affairs has allowed paperless compliances by the Companies thro' electronic form with an intention to reduce paper consumption and contribute towards a greener environment. The Company is also in the process of sending annual reports, notices and other documents in electronic form in order to help in prompt receiving of communications by shareholders and reduce paper consumption. Hence the shareholders are hereby requested to register your email ID with the Company/RTA by submitting EARF (Email Address Registration Form), a copy of which is available with the company and also can be downloaded from the Company's website www.sicagen.com.
13. Shareholders are requested to furnish/update their bank account details (ie Bank account No., Name and address of the Bank, 9 digit MICR code, RTGS/IFSC code) to remit the dividend amount directly thro' ECS (Electronic Clearing Services) to their accounts so as to avoid fraudulent encashment / loss of dividend warrant in postal transit. Shareholders who hold shares in demat form may provide their bank account details to their concerned Depository Participant (DP) and those who hold shares in physical form may provide their bank account details to the Company/RTA.
14. Information required to be given under Clause 49 of the Listing Agreement about the particulars of Director(s) to be re-appointed at the ensuing Annual General Meeting and their Directorship/Committee Membership/ Chairmanship in other Companies is given hereunder. Directorship held in private Companies, foreign companies and companies registered u/Sec.25 of the Companies Act, 1956 or u/Sec. 8 of the Companies Act, 2013 are excluded and Memberships/ Chairmanships held in Audit Committee and Stakeholders Relationship Committee have only been included.
 - (a). Mr.Ashwin C Muthiah, aged about 48 years, a resident of Singapore, holds a master's degree in business administration from the Philadelphia University and a bachelor's degree in commerce from the Loyola College, University of Madras. He is a third generation industrialist spearheading the business operation of various Companies in MA Chidambaram group and has more than 20 years of rich experience in the field of international marketing, new business development, financial and legal management of companies. He has been instrumental in creating and developing a result-oriented management team among the group. He is also associated with various charitable trusts and foundations in India and also a member of the Singapore Economic Development Board. He holds 41838 equity shares of the Company.

Other Directorship held:

Southern Petrochemical Industries Corporation Ltd	-	Chairman
Manali Petrochemicals Ltd	-	Chairman
Tamilnadu Petroproducts Ltd	-	Vice Chairman
Mitsuba Sical India Ltd	-	Director

Other Committee Membership/Chairmanship held:

Tamilnadu Petroproducts Ltd	-	Member-Share Transfer & Shareholders/ Investors Grievance Committee
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- (b) Mr. Sunil Deshmukh, aged about 51 years, a resident of Singapore, holds a Master's degree in Commerce and LLB from Pune University. He is a fellow member of the Institute of Company Secretaries of India and the Institute of Cost Accountants of India and also a Certified Management Accountant, USA. He has completed the Oxford Advanced Management & Leadership Program conducted by Said Business School, University of Oxford, UK. He has over 25 years of rich experience in the field of general management, new business development strategies, manufacturing facility management, financial management and human resources. He does not hold any shares of the company.

Other Directorship held: - Nil

Other Committee Membership/Chairmanships held:- Nil

- (c) Mr. B. Narendran, aged about 69 years, holds a Bachelor Degree in Engineering and MS in Transportation. He joined as Consultant in State Highways Administration, Baltimore, USA in 1993. From 1995, he held various key positions like Manager, Senior General Manager and Executive Director in various Companies. After his retirement from the whole time employment, he was a Consultant to Shell Inc Detroit & Rite-Aid Pharmacy Houston, USA for 2 years. He has over 40 years of rich experience in Marketing, Finance, Accounts and Internal Audit. He holds 2515 equity shares of the Company.

Other Directorship held:

Southern Petrochemical Industries Corporation Ltd - Director

Tuticorin Alkali Chemicals & Fertilizers Ltd - Director

Other Committee Membership/Chairmanship held:

Tuticorin Alkali Chemicals & Fertilizers Ltd - Chairman-Audit Committee
- Member-Shareholders'/Investors' Grievance Committee

Southern Petrochemical Industries Corporation Ltd - Member-Audit Committee
- Member-Shareholders'/Investors' Grievance Committee

- (d) Brig. (Retd) Harish Chandra Chawla, aged about 68 years, holds a master's degree in science and is an M.Tech from IIT, Delhi, a fellow of the Institution of Electronic and Telecom Engineers and a member of computer society on India. He has done Finance course in IIM, Bangalore and Executive Management Course in ISB, Hyderabad. He served in the Indian Army in various capacities for 36 years and retired as a Brigadier and after retirement from the Army, he has over 11 years of experience in the private sector companies. He does not hold any shares of the company.

Other Directorship held:

Manali Petrochemicals Ltd - Director

Other Committee Membership/Chairmanship held:

Manali Petrochemicals Ltd - Member-Audit Committee

14. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is providing Members facility to exercise their right to vote at the Tenth Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

I. The instructions for e-voting are as under:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Select "SICAGEN INDIA LIMITED" from the drop down menu and click on "SUBMIT"
- (iv) Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Image Verification as displayed and Click on Login).
- (v) 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. If you are a first time user follow the steps given in points (vi) and (vii).

(vi) Fill up the following details in the appropriate boxes:

For Members holding shares both in Demat 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)
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

*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 sequence number (Sequence number has been provided as Serial number in the address label and / or in the e-mail sent to Members) in the PAN field. 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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

Please enter any one of the details in order to login. In case both the details are not recorded with the depository and company please enter the Member id / folio number in the Dividend Bank details field.

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Members holding shares in physical form will reach directly the Company selection screen. However, Members holding shares in demat form will now reach 'Set Password' 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.

(ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the EVSN for Sicagen India Limited.

(xi) 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.

(xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.

(xiii) 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.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvi) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.

(xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

II. 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

- IV. The e-voting period commences on 03rd August 2014 (9:00 am) and ends on 05th August 2014 (6:00 pm). During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on 04th July 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- V. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 04th July 2014.
- VI. Shri.R.Kannan, Practicing Company Secretary (CP No. F3363), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VII. The Scrutinizer shall within a period not exceeding three working days 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.
- VIII. The Results shall be declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the date of AGM of the Company subject to the receipt of requisite number of votes in favour if the resolution. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.sicagen.com and on the website of CSDL within two days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following explanatory statement sets out the material facts referring to item no. 5 to 10 of the notice dated 27.05.2014:-

Item No. 5

At the 9th Annual General Meeting held on 1st August 2013, M/s.CNGSN & Associates, Chartered Accountants, Chennai (FR.No004915S) were appointed as auditors of the Company for the financial year 2013-14. The term of the said auditors expires at the conclusion of this Annual General Meeting. Pursuant to the provisions of Section 139 of the Companies Act, 2013 read with Rule 6 of Companies (Audit and Auditors) Rules, 2014, an audit firm can be appointed as auditors of a Company for not more than two consecutive terms of five years each. For the purpose of calculating the period of 10 consecutive years, the period for which the audit firm had held office as auditors, prior to April 1, 2014, is required to be taken into account. Accordingly, the aforesaid auditors are eligible to be appointed for a maximum period of 3 years from the conclusion of this Annual General Meeting until the conclusion of the 13th Annual General Meeting of the Company. Provided such appointment is also subject to the ratification by the Members at every Annual General Meeting, till the expiry of their term.

Accordingly, the Company proposes to appoint M/s.CNGSN & Associates as the auditors of the Company for one term of 3 consecutive years and to hold office as such from the conclusion of this Meeting until the conclusion of the 13th Annual General Meeting of the Company, subject to ratification by the Members of the Company at every Annual General Meeting, for the purpose of audit of the Company's accounts.

M/s.CNGSN & Associates has consented to the said appointment and issued a certificate to the effect that the appointment, if made, shall be in accordance with the conditions as prescribed in Sections 139 and 141 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014.

Therefore the Board recommends the appointment of M/s.CNGSN & Associates as the auditors of the Company as set out at Item No. 5 for shareholders' approval.

None of the Directors or Key Managerial Personnel of the Company or their relatives is deemed to be interested or concerned in the resolution.

Item No.: 6 & 7

The provisions of Section 149 of the Companies Act, 2013 (Act) require all listed Companies to appoint requisite number of independent Directors on its Board. In terms of the aforesaid Section, an independent director shall hold office for two terms of up to 5 consecutive years each on the Board of a Company, but shall be eligible for re-appointment on passing of a special resolution by the Company. Further, the Directors appointed under the aforesaid

Section are not liable to retire by rotation and their appointment shall be subject to the approval of shareholders of the Company as per Section 150 of the Act. However, the Clause 49 of the Listing Agreements proposed to be implemented with effect from 01.10.2014 provides that a person, who has already served as an Independent Director for 5 years or more in a Company as on 01.10.2014, shall be eligible for appointment, on completion of present term, for one term of 5 consecutive years only.

Mr.B.Narendran and Mr.Harish Chandra Chawla are acting as Independent Directors on the Board in accordance with Clause 49 of the Listing Agreement. In order to bring their appointment as independent directors under Section 149 of the Act, the Board, at its meeting held on 27.05.2014, appointed them as Independent Directors for a period of 5 years with effect from the date of this Annual General Meeting and recommended for shareholders' approval.

In the opinion of the Board, Mr.B.Narendran and Mr.Harish Chandra Chawla are fulfilling the conditions specified in the Act and the Rules made thereunder for their appointment as Independent Directors of the Company and are independent of the Management. Upon the confirmation of the appointment of Mr.B.Narendran and Mr.Harish Chandra Chawla as Independent Directors by the shareholders of the Company, the appointment shall be formalized by the issue of a letter of appointment by the Company to the said Independent Directors.

The Company has also received notices in writing along with the requisite deposit from the members duly signifying their intention to propose the appointment of above Independent Directors.

Therefore, the Board of Directors proposes the aforesaid appointment of Independent Directors and recommends the resolutions at Item no. 6 & 7 of the notice for approval by the shareholders. Brief profile of the said Independent Directors, in terms of Clause 49 of the Listing Agreements is given under note no. 14(c) & (d) of this Notice.

None of the other Directors except Mr.B.Narendran and Mr.Harish Chandra Chawla is deemed to be interested or concerned in the resolution.

Item No.8

In terms of the provisions of Section 293(1)(d) of the Companies Act, 1956, the shareholders of the Company at their Extra-Ordinary General Meeting held on 15.12.2007 had granted its approval by way of an ordinary resolution to the Board of Directors of the Company to borrow, from time to time, such sums of money as they may deem necessary for the purpose of the business of the Company, provided that the amount outstanding consequent to such monies borrowed by the Board of Directors on behalf of the Company does not exceed Rs.500 Crores, at any point of time.

In light of the provisions of Section 180(1)(c) of the Companies Act, 2013 having come into force with effect from April 1, 2014 requiring approval of the Members by means of a special resolution, the Company seeks to obtain fresh approval from its shareholders by means of a special resolution. Accordingly, the Board of Directors recommends passing of special resolution as set out in the resolution at Item No.8.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financial or otherwise, in the said Resolution.

Item No.9

In terms of the provisions of Section 293(1)(a) of the Companies Act, 1956, the shareholders of the Company at their Extra-Ordinary General Meeting held on 15.12.2007 had granted its approval by way of an enabling resolution authorizing the Board of Directors of the Company to mortgage and/or create charge on all or any of the movable and/ or immovable assets of the Company in favour of the lender[s], agent[s], trustee[s] for securing the borrowings of the Company availed/to be availed by way of loan[s] from time to time, subject to the limits approved by the shareholders.

In light of the provisions of Section 180(1)(c) of the Companies Act, 2013 having come into force with effect from April 1, 2014, any mortgage and/or charge created / to be created by the Company of its movable and/or immovable properties and/or the whole or any part of the undertaking(s) of the Company in favour of the lender(s) with a power to take over the management of the business and concern of the Company in certain events of default (if included) by the Company may be regarded as disposal of the Company's undertaking(s) within the meaning of Section 180 (1)(a) of the Companies Act, 2013. Hence, it is imperative to obtain a fresh approval of the shareholders by way of special resolution to enable the Board of Directors to mortgage/ continue to mortgage and/or to create charge the properties of the Company in favour of the Company's lenders.

Therefore your Board recommends the above enabling resolution for your approval in the best interest of the Company and the resolution at Item No. 9 is placed for the approval of the shareholders.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financial or otherwise, in the said Resolution.

Item No.10

The Company is availing the services from its wholly owned subsidiary Company namely South India House Estates and Properties Limited for occupying its office premises and guest house for business purpose from time to time. As per the provisions of Section 188 of the Companies Act 2013 and the rules thereunder, any contract or arrangement entering into with subsidiary company shall require shareholders approval by passing of special resolution. Therefore your Board recommends the resolution as set out in Item No. 10 for your approval.

- (a) Name of the related party : South India House Estates and Properties Limited
- (b) Name of the Director or Key Managerial Personnel who is related, if any : Mr. Devidas Mali, Director
- (c) Nature of Relationship : Wholly owned subsidiary
- (d) Nature, material terms, monetary value and particulars : To occupy office premises and Guest House on rental basis for business purpose for an amount not exceeding Rs. 50 lakhs p.a.

None of the Directors, Key Managerial Personnel or their relatives except Mr. Devidas Mali, Director are concerned or interested, financial or otherwise, in the said Resolution.

By order of the Board
For Sicagen India Limited

G.Arunmozhi
Head Legal & Company Secretary

Place : Chennai
Date : 27th May 2014

Regd. Office: Adyar House, Chennai-600085

Sicagen India Limited

Registered Office: "Adyar House", Chennai - 600 085

Corporate Office: 4th Floor, SPIC House, No.88, Mount Road, Guindy, Chennai - 600 032

(CIN: L74900TN2004PLC053467)

ATTENDANCE SLIP

Name & Address of the Shareholder

Folio No : -----

DP ID : -----

Client ID : -----

I hereby certify that I am a member / proxy appointed by the member* of the Company and record my presence at the 10th Annual General Meeting of the Company, at Rajah Annamalai Hall, Esplanade, Chennai-600108, on Monday, the 11th August 2014 at 10.15 a.m.

Name of the Shareholder / Proxy*

Signature of the Shareholder / Proxy*

** Strike out whichever is not applicable.*

Note: Please fill up this attendance slip and hand over at the entrance of the meeting hall.

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Sicagen India Limited



Registered Office: "Adyar House", Chennai - 600 085
Corporate Off.: 4th Floor, SPIC House, No.88, Mount Road, Guindy, Chennai - 600032
(CIN: L74900TN2004PLC053467)

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/DP ID - Client ID :

I/We, being the Member (s) holding shares of the above named company, hereby appoint

1. Name : Address :

E-mail Id : Signature :, or failing him

2. Name : Address :

E-mail Id : Signature :, or failing him

3. Name : Address :

E-mail Id : Signature :

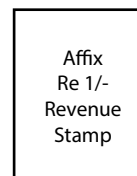
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 10th Annual General Meeting of the Company, to be held on the Monday, the 11th August 2014 at 10.15 AM at "Rajah Annamalai Hall", Esplanade, Chennai - 600 108 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No	Resolutions
Ordinary Business	
1	Adoption of Financial Statements for the year ended 31 st March 2014
2	Declaration of Dividend for the year 2013-14
3	Appointment of director in the place of Mr Aswin C Muthaih (DIN: 00255679), who retires by rotation and being eligible, offers himself for re-appointment.
4	Appointment of director in the place of Mr.Sunil Deshmukh (DIN 05210882), who retires by rotation and being eligible, offers himself for re-appointment.
5	Appointment of M/s. CNGSN & Associates, Chartered Accountants, as Auditors
Special Business	
6	Appointment of Mr.B.Narendran as Independent Director
7	Appointment of Brig (Retd). Harish Chandra Chawla as Independent Director
8	Authority to borrow money upto Rs.500 crores
9	Authority to create mortgage / charge on the movable and / or immovable assets of the Company in respect of borrowing facilities availed or to be availed from the lenders
10	Authority to enter into contract / arrangement with subsidiary Company

Signed this day of2014.

Signature of Shareholder

Signature of Proxy holder(s)



Member's Signature

Note: A Member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote instead of himself and the Proxy need not be a Member of the Company. The instrument appointing a Proxy must be received at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

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