

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the 14th Annual General Meeting of the shareholders of **Sicagen India Limited**, will be held on Monday, 06th August 2018 at 3.00 p.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 2018, 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 2017-18.
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.

SPECIAL BUSINESS

4. 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 Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, Mr.J.Karthikeyan, Cost Accountants appointed as the Cost Auditors of the Company by the Board of Directors, for the conduct of the audit of the cost records of the Company for the financial year 2018-19 at a remuneration of Rs.90,000/- (Rupees Ninety Thousand Only) excluding applicable taxes/GST, travelling and other out-of-pocket expenses incurred by him in connection with the aforesaid audit be and is hereby ratified and confirmed.

By order of the Board
For Sicagen India Limited

Date : 15th May 2018

Place : Chennai

G Arunmozhi
Company Secretary

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll 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 48 (forty eight hours) before the time fixed for holding the meeting; in default, the instrument of proxy shall be treated as invalid.
2. An explanatory statement pursuant to Section 102 of the Companies Act 2013, in respect of Item No.4 of the notice is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed **from 28th July 2018 to 06th August 2018 (both days inclusive)** for the purpose of payment of dividend to the eligible shareholders as on the **cut off date ie., 27th July 2018**.

4. 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.
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 has appointed M/s. Cameo Corporate Services Ltd, Unit: Sicagen, "Subramanian Building 5th Floor, No.1, Club House Road, Chennai-600002, 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 at the above mentioned address.
7. 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.
8. 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.
9. Members are informed that the equity dividend amount for the year ended 31st March 2011, remaining unclaimed shall become due for transfer on 28th August 2018 to the Investor Education and Protection Fund established by the Central Government in terms of Section 125(2) of the Companies Act, 2013 on expiry of 7 years from the date it became due for payment. Therefore, members are requested to note that no claim shall lie against the Company or the aforesaid fund in respect of any amount of dividend remaining unclaimed/unpaid for a period of 7 years subsequent to the transfer. Any member, who has not claimed dividend in respect of the financial year ended 31st March 2011 onwards is requested to approach the Company/the Registrar and Share Transfer Agents of the Company for claiming the same as early as possible but not later than

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28th August, 2018. The Company has sent reminders to all such members at their registered addresses in this regard.

10. Members are informed that the Company is in the process of transferring the equity shares of shareholders who have not claimed any dividend declared by the Company for 7 consecutive years as per the provisions of Section 124(6) of the Companies Act, 2013 read with the IEPF (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017. Any member, who has not claimed any dividend for the period of 7 years continuously is requested to approach the Company/ RTA of the Company for claiming the same as early as possible.
11. The Registered Office of the Company is situated at 4th Floor, SPIC House, No.88, Mount Road, Guindy, Chennai-600032. Hence Members are requested to send all letter correspondence to the above Registered Office.
12. 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 2017-18 has been paid to above Stock Exchanges.
13. Shareholders are aware that the Ministry of Corporate Affairs has allowed paperless compliances by the Companies through 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 delivery 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.
12. 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 through 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.
13. Information required to be given under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 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 under Section 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 52 years, a resident of Singapore, holds a Master's degree in Commerce and MBA from Philadelphia University. He has over 27 years of rich experience in the field of general management, new business development strategies, manufacturing facility management, financial management and human resources.

Other Directorship held:

Southern Petrochemicals Industries Corporation Ltd	- Chairman
Manali Petrochemicals Ltd	- Chairman
Tamilnadu Petroproducts Ltd	- Vice Chairman

Other Committee Membership/Chairmanships held:

Manali Petrochemicals Ltd	
Stakeholders Relationship Committee	- Chairman
Tamilnadu Petroproducts Ltd	
Stakeholders Relationship Committee	- Member

Instructions for members for voting electronically are as under:-

- 1) In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2016 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be considered at the 14th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- 2) The facility for voting through ballot paper shall be made available at the AGM hall 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.
- 3) The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- 4) **The remote e-voting period commences on 01st August 2018 (9:00 a.m.) and ends on 05th August 2018 (5:00 p.m.).** During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 27th July 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

- 5) The process and manner for remote e-voting are as under:
- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
- (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "remote e-voting.pdf".
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put your user ID and password. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Sicagen India Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to gkrgram@yahoo.in with a copy marked to evoting@nsdl.co.in.
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:
EVEN (Remote e-voting Event Number) USER ID & PASSWORD/PIN
 - (ii) Please follow all steps from Sl. No.(ii) to (xii) above to cast vote.
- 6) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- 7) If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
NOTE: Shareholders who forgot the User Details/ Password can use "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.
- In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).*
- In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).*
- 8) 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).
- 9) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 27th July 2018.
- 10) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 27th July 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or cameo@cameoindia.com.
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- 11) A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- 12) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- 13) Mr.R.Kannan, Practicing Company Secretary (CP No. 3313) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- 14) The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" or "Polling Paper" for all those members who are present at the

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AGM but have not cast their votes by availing the remote e-voting facility.

- 15) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- 16) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.sicagen.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the NSE & BSE.

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

The following explanatory statement sets out the material facts referring to item no. 4 of the notice dated 15th May 2018:-

Item No. 4

In accordance with the provisions of Section 148 of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014 (the Rules), the Company is required to appoint a cost auditor to audit the cost records of Company. On recommendation of the Audit Committee at its meeting held on 15th May 2018, the Board has appointed Mr.J.Karthikeyan, Cost Accountant as the Cost Auditor of the Company for the financial year 2018-19 at a remuneration of Rs.90,000/- per annum exclusive of all applicable taxes and reimbursement of out of pocket expenses incurred, if any, in connection with the cost audit. The appointment and the remuneration payable to the above Cost Auditor are required to be ratified subsequently in accordance with the provisions of the Act and Rule 14 of the Rules. Accordingly, the Directors recommend the Resolution as set out in Item No.4 of the Notice for the approval of shareholders.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the Resolution at Item No.4 of the Notice.

By order of the Board
For Sicagen India Limited

Date : 15th May 2018
Place : Chennai

G Arunmozhi
Company Secretary

ROUTE MAP FOR AGM VENUE

