



12th ANNUAL REPORT
2015 – 16

Sicagen India Limited

Contents

Page No

Company Information	2
Notice to Shareholders	3
Directors' Report	7
Annexures to Directors' Report	
Extract of Annual Return	13
Conservation of Energy, Technology Absorption, Foreign Exchange Earnings & Outgo	19
Report on CSR Activities	19
Particulars of Managerial Personnel (Top 10 Employees)	21
Secretarial Audit Report	23
Management Discussion and Analysis Report	25
Report on Corporate Governance	27
Auditor's Report on Standalone Financial Statements	41
Standalone Financial Statements	44-62
Auditor's Report on Consolidated Financial Statements	64
Consolidated Financial Statements	68-85
Additional Information of Subsidiary and Associate Companies	86 & 87
Attendance Slip	89
Proxy Form	91

Board of Directors

Ashwin C Muthiah

Chairman (DIN: 00255679)

Sunil Deshmukh

Director (DIN: 05210882)

B Narendran

Independent Director (DIN: 01159394)

Harish Chandra Chawla

Independent Director (DIN: 00085415)

Sashikala Srikanth

Independent Director (DIN: 01678374)

Devidas Mali

COO & Whole Time Director (DIN: 01405268)

Chief Financial Officer (CFO)

D Balagopal

Company Secretary

G Arunmozhi (up to 4th April 2016)

R Achuthan (w.e.f. 25th May 2016)

Registered Office*

4th Floor, SPIC House

No. 88, Mount Road, Guindy

Chennai - 600 032

Bankers

Andhra Bank

Axis Bank

HDFC Bank

State Bank of India

Statutory Auditors

M/s. CNGSN & Associates LLP

Chartered Accountants

No. 20, Raja Street, T.Nagar

Chennai - 600 017

Registrar & Share Transfer Agent

Cameo Corporate Services Limited

Unit: Sicagen

Subramanian Building, 5th Floor

No. 1, Club House Road, Chennai - 600 002

Tel: 044 - 28460390 Fax: 044 - 28460129

* Registered Office changed w.e.f.10th August 2016.

Company Information

Name of Company	Sicagen India Limited
Incorporation	2004
Revenue	₹ 46544 Lakhs
Net Profit	₹ 720 Lakhs
Shares Issued	₹ 3957 Lakhs
Listing	Bombay Stock Exchange Ltd (BSE) National Stock Exchange of India Ltd (NSE)
Scrip Code	BSE 533014 NSE SICAGEN
Demat ISIN	INE176J01011
CIN	L74900TN2004PLC053467

Lines of Business

Building Materials

The distribution of building materials such as MS/GI pipes, precision tubes, seamless tubes, rectangular/square hollow sections, construction steel including TMT steel rebars, PVC pipes, electrical cables, steel fittings, cement, sanitary wares & CP fittings.

For dealers, contractors, builders and corporate buyers our network of 26 branches across India serve as the single window to top building material manufacturers that include TATA Steel, Jindal Pipes, Steel Authority of India, Finolex Cables, Supreme Industries, Maharashtra Seamless, ACC Cements, Dalmia Cements and Danube.

Governor Services

Goodwill Governor Services is the business partner and India's only authorized service centre for WOODWARD, makers of the World's finest governors and is the Distributor for NORGREN power sector products.

Drums Manufacturing

Manufacture of drums that are used for the transport of lubricant oil, hazardous and non-hazardous chemicals and pulp. These drums are capable of withstanding extreme temperatures.

Speciality Chemicals

Provides water treatment and process improvement solutions for the petrochemical, fertilizer, refinery, power, pharmaceuticals, agro and pesticide industries.

Boat Building

Goodwill Engineering Works builds boats, tugs & barges.

Cable Manufacturing – Wilson Cables Private Ltd, Singapore (Subsidiary)

Manufacture of premium cables for industrial and other critical applications.

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the 12th Annual General Meeting of the shareholders of Sicagen India Limited, will be held on Tuesday, the 20th September 2016 at 2.30 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 2016, 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 2015-16.
3. To appoint a Director in the place of Mr.Ashwin C Muthiah, who retires by rotation and being eligible, offers himself for re-election.
4. To ratify the appointment of statutory auditors and to fix their remuneration for the current financial year 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 and 142 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, the appointment of M/s.CNGSN & Associates LLP (FR No.004915S), Chartered Accountants, Chennai who were appointed as the Statutory Auditors of the Company for 3 years at the 10th Annual General Meeting and who will hold office as auditors until the conclusion of 13th Annual General Meeting be and is hereby ratified and confirmed.

FURTHER RESOLVED THAT the remuneration payable to M/s.CNGSN & Associates LLP, Chartered Accountants including reimbursement of out of pocket expenses incurred by them in connection to the Company's audit for the financial year 2016-17 as agreed between the Board of Directors and the said auditors be and is hereby approved.

SPECIAL BUSINESS

5. 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 Accountant appointed as the Cost Auditor 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 2016-17 at a remuneration of ₹82,500/- (Rupees Eighty Two Thousand and Five Hundred Only) excluding service tax, travelling and other out-of-pocket expenses incurred by him in connection with the aforesaid audit be and is hereby ratified and confirmed.

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 Section 20 of the Companies Act 2013 (the Act) and other applicable provisions if any of the Act, the Company do deliver all notices, reports and such other documents as are required to be delivered to the members of the Company under the Act through such modes as may be as requested by such member or members of the Company, for which such member or members shall be required to pay such fees as determined by the management from time to time.

By order of the Board
For Sicagen India Limited

Date : 3rd August 2016
Place : Chennai

R.Achuthan
Company Secretary

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 should 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 Nos.4 to 6 of the notice is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed **from 12th September 2016 to 20th September 2016 (both days inclusive)** for the purpose of payment of dividend to the eligible shareholders as on the record date ie **9th September 2016**.
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 India Limited

Sicagen, "Subramanian Building, 5th Floor, No.1, Club House Road, Chennai-600002, Tel:044-28460390 / Fax:044-28460129/ e-mail id: 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 any change in their address to the Company / RTA and those who hold share(s) in demat form to the concerned Depository Participants, immediately.
- 9.* The Registered Office of the Company will be changed from "Adyar House", Chennai – 600 085 to 4th Floor, SPIC House, No.88, Mount Road, Guindy, Chennai-600032 with effect from 10th August 2016. Hence Members are requested to send all future correspondence to the above Registered Office.
10. 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 2016-17 have been paid to above stock exchanges.
11. 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 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.
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 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 50 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 Petrochemical Industries Corporation Ltd	Chairman
Manali Petrochemicals Ltd	Chairman
Tamilnadu Petroproducts Ltd	Vice Chairman

Other Committee Membership/Chairmanship held:

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

Voting through electronic means

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is providing to its Members facility to exercise their right to vote at the 12th Annual General Meeting (AGM) through electronic-Voting Services provided by CDSL.

Instructions for members for voting electronically are as under:-

- (i) The voting period **begins on 17th September 2016 (9.00 a.m.) and ends on 19th September 2016 (5.00 p.m.)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on **13th September 2016** (cut-off date) may cast their vote electronically. The e-voting module will be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).
	Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.
	In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is S Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
	If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction(v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (xii) Click on the EVSN for the relevant on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page. 4
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

As per the Companies Act 2013 and Rules made there under, a Company may give notice through electronic mode to its Members. The e-mail shall be addressed to the person entitled to receive such e-mail as per the records of the Company or as provided by the Depositories. Hence Members are advised to register/update their e-mail address to enable the Company to send all notices, financial statements and other documents in electronic form.

Sicagen India Limited

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 to 6 of the notice dated 03.08.2016:-

Item No. 4

M/s.CNGSN & Associates LLP, Chartered Accountants, Chennai (FR.No.004915S) were appointed as Statutory Auditors for a period of 3 years from the date of conclusion of 10th AGM until the conclusion of 13th AGM, subject to the ratification by the members at every subsequent AGM till the expiry of their term. Accordingly, the Company proposes the appointment of M/s.CNGSN & Associates LLP, Chartered Accountants as Statutory Auditors of the Company for ratification of shareholders at this AGM. The said Statutory Auditors have consented for appointment and issued a certificate to the effect that the appointment, if made, shall be in accordance with the conditions as prescribed under 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 LLP, Chartered Accountants as Statutory Auditors of the Company as set out at Item No.4 of the Notice for shareholders' ratification.

None of the Directors, Key Managerial Personnel of the Company or their relatives is deemed to be interested or concerned in the resolution at Item No.4 of the Notice.

Item No: 5

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 the recommendation of the Audit Committee at its meeting held on 25.05.2016, the Board

has approved the appointment of Mr.J.Karthikeyan, Cost Accountants as the Cost Auditor of the Company for the financial year 2016-17 at a remuneration of ₹82,500/- per annum excluding service tax, travelling and other out-of-pocket expenses incurred by him, if any, in connection with the cost audit. The appointment and the remuneration of the 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.5 of the Notice for the approval of shareholders.

None of the Directors, Key Managerial Personnel of the Company or their relatives is deemed to be interested or concerned in the resolution at Item No.5 of the Notice.

Item No: 6

The Company has received a request from a shareholder for delivery of all notices, intimations, reports and such other documents which are required to be delivered under the Companies Act, 2013 to him through a particular mode for which he is willing to pay/deposit the requisite fees as determined by the Company. Pursuant to the provisions of Section 20 of the Companies Act 2013, the Company is required to pass a resolution at this annual general meeting to consider the request of the shareholder. Accordingly, the Directors recommend the Resolution as set out in item No.6 of the Notice for the approval of shareholders.

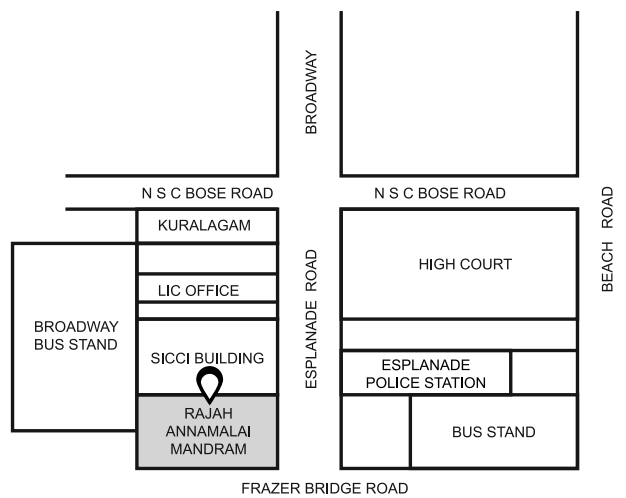
None of the Directors, Key Managerial Personnel of the Company or their relatives is deemed to be interested or concerned in the resolution at Item No.6 of the Notice.

By order of the Board
For Sicagen India Limited

Date : 3rd August 2016
Place : Chennai

R. Achuthan
Company Secretary

ROUTE MAP FOR AGM VENUE



DIRECTORS' REPORT

Your Directors are pleased to present the 12th Annual Report and the Audited Financial Statements of the Company for the year ended 31st March 2016.

FINANCIAL RESULTS

Financial performance of the Company for the year ended 31st March 2016 is summarized below:

(₹ in Lakhs)

	Year ended 31 st March 2016	Year ended 31 st March 2015
Revenue from operations	45086	61184
Other Income	1458	1387
Total Revenue	46544	62571
Profit before Finance Cost, Depreciation and Tax	1431	1675
Less: Finance Cost	567	689
Less: Depreciation	261	403
Profit before Tax	603	583
Less: Provision for Tax	(117)	67
Profit after Tax	720	516
Add: Exceptional Items (net of tax)	Nil	(213)
Profit after Tax & Exceptional items	720	303
Add: Balance in Profit and Loss Account	5123	5106
Amount available for Appropriations	5843	5409
Appropriations		
General Reserve	Nil	Nil
Dividend on Equity Shares	238	238
Tax on Dividend	48	48
Balance carried to the Balance Sheet	5557	5123
Earnings per share (EPS) (in ₹)	1.82	0.77

REVIEW OF OPERATIONS

Building Materials Division

The Building Materials division was one of the oldest entrants into building material industry. With a history of 70 years in existence it has been partnering with some of the best brands in building material like Tata Steel, JSW, Jindal, Apollo, SAIL, Dalmia Cements, Jain Irrigation, Finolex Cables amongst many others. During the year, despite the challenging economic scenario that prevailed in the country, adversely affecting the steel and construction sectors, this division achieved a total turnover of ₹39,977 Lakhs and earned a net profit of ₹196 Lakhs against previous year turnover of ₹41,786 Lakhs and a net profit of ₹80 lakhs. Sales declined due to continuous and substantial fall in domestic steel prices by over 19% coupled with the imported steel glut from China, liquidity crisis, downturn in all industries that persisted for most part of the year. The Company aims to expand the business operations beyond the existing range by increasing various product portfolios and catering to a wide customer base by moving to new territories. Accordingly, sanitary ware products & CP

fittings business under the brand name DANUBE has been making inroads through our own facilitation centres, showrooms and extensive dealership network set up for distribution of these products in Kerala and Tamil Nadu.

Goodwill Governor Services Division

The Governor Services division has been in the business for the past 25 years and has built strong reputation as the exclusive authorised service provider for Woodward products. The division registered a lower turnover due to sluggish market conditions majorly in oil refineries, shipping, sugar and fertilizer industrial segments, leading to deferment of orders, caused by non-availability of capex budget and funds by most of the corporate customers. Revenue of this division during the year under review was ₹2,562 lakhs and net profit was ₹381 lakhs as compared to sales of ₹2,710 Lakhs and net profit of ₹439 Lakhs in the previous year. The additional business from Siemens Distribution contributed only marginal value to the turnover of the division.

Sicagen India Limited

Speciality Chemicals Division

Speciality Chemicals division has posted a turnover of ₹302 Lakhs and earned a net profit of ₹53 Lakhs this year as compared to turnover of ₹486 Lakhs and a net profit of ₹138 Lakhs in 2014-15. During the year, this division has extended its operations to northern parts of India by bagging new contracts valuing ₹42 Lakhs from a Sugar manufacturing company in New Delhi and added some new customers like TNPL. This division is looking forward to explore the latent sales potential by appointing more dealers and as a step in this direction has appointed a dealer in Coimbatore.

Drums Manufacturing Division

During the year, the Drums Manufacturing division posted low turnover due to declining steel prices, challenging economic scenario, reduced output of customers, and early closure fruit pulp season. Therefore, Turnover stood at ₹2,182 Lakhs as compared to ₹3,639 Lakhs in 2014-15. The net profit of this division was reasonably higher than previous year due to implementation of sustainable cost reduction measures. This division registered a net profit of ₹162 Lakhs for the year 2015-16 as against ₹89 Lakhs in the previous year 2014-15.

Boat Building Division

This division has not posted any operational income during the year 2015-16 due to lack of new orders for boat building. There is a delay in receipt of new orders from Indian Army. This division expects new orders from BEML in the ensuing financial years for which discussions with the customers are going on to bag the contract.

DIVIDEND

Your Directors are pleased to recommend a dividend of ₹0.60 per equity share (6% on equity capital of the Company) for the financial year 2015-16 despite a very challenging year with many downturns in respect of economic recovery, volatile raw material prices and financial instability. The total dividend payout is ₹238 Lakhs and dividend distribution tax amounts to ₹48 lakhs. The dividend shall be paid to the eligible shareholders whose names appear in the Register of Members as on the record date fixed by the Board.

DISCLOSURES UNDER THE COMPANIES ACT, 2013

Pursuant to Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, the Company has complied with requirements and the details of which are disclosed hereunder.

1. Extract of Annual Return

The details forming part of the extract of the Annual Return is enclosed as Annexure-I.

2. Number of Board Meetings

The Board of Directors met 5 (five) times in the year 2015-16. The details of the Board meetings and the attendance of the Directors are given in the Corporate Governance Report.

3. Directors' Responsibility Statement

Pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors report that:

- (a) in the preparation of the Annual Accounts, the applicable accounting standards have been followed and that no material departures have been made from the same.
- (b) they have selected such accounting policies and applied them consistently and made judgments and estimates which are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March 2016 and of the profit & loss account of the Company for year ended on that date.
- (c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and preventing and detecting fraud and other irregularities.
- (d) they have prepared the annual accounts on a going concern basis.
- (e) they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and effective.
- (f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems were adequate and operating effectively.

4. Statement on declaration given by Independent Directors

The Company maintains the requisite number of Independent Directors as required under Section 149(4) of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. The Independent Directors have submitted the declaration of independence, as required under Section 149(7) of the Companies Act, 2013, confirming that they meet the criteria of independence as provided in sub-Section(6) of Section 149 of the Act.

5. Remuneration Policy

The Company follows a policy on remuneration of Directors, Key Managerial Personnel and Senior

Management employees including criteria for determining qualification, positive attributes and independence of Directors. The following is the Remuneration Policy for Directors:

i. For Executive Directors

The remuneration of the Whole Time Directors shall comprise of a fixed component and a performance linked pay, as may be fixed by the Nomination and Remuneration Committee and subsequently approved by the Board of Directors and Members. Performance Linked Pay shall be payable based on the performance of the individual and the Company during the year. Remuneration trend in the industry and in the region, academic background, qualifications, experience and contribution of the individual are to be considered in fixing the remuneration. These Directors are not eligible to receive sitting fees for attending the meetings of the Board and Committees.

ii. For Non-Executive Directors

The Non-Executive Directors will be paid sitting fees for attending the Board and Committee Meetings as per the stipulations in the Act, and the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee. Different scales of sitting fee may be fixed for each category of the directors and type of meeting. However, the fees payable to the Independent Directors and Woman Directors shall not be lower than the fee payable to other categories of directors.

In addition to this, the travel and other expenses incurred for attending the meetings are to be met by the Company. Subject to the provisions of the Act and the Articles of Association, the Company in General Meeting may by special resolution sanction and pay to the Directors remuneration not exceeding 1% of the net profits of the Company computed in accordance with the relevant provisions of the Act. The Company shall have no other pecuniary relationship or transactions with any Non-Executive Directors.

6. Explanation of Board on qualification of Statutory Auditors & Secretarial Auditor, if any

During the year ended 31st March 2016, there was no qualification, reservation or adverse remark made by the statutory auditor on the financial statements of the Company and by the Practicing Company Secretary in their respective reports. However, the financial statements of the subsidiary Company Wilson Cables Private Ltd have a qualification by the statutory auditors about recoverability of some of the receivables. The Company has initiated legal proceedings for the recovery of the said receivable and is confident of recovering the same.

7. Particulars of loans, guarantees or investments given or made by the Company

During the year 2015-16, the Company has not given any loan to any person/other body corporate or given any guarantee or provided security in connection with a loan to any person/body corporate. Investments were made in a Not-For-Profit Company for the participation in corporate social responsibility activities alongwith some other likeminded entities.

8. Related Party Transactions

The related party transactions entered into with related parties are on arm's length basis and in compliance with the applicable provisions of the companies act and the listing agreement. There are no materially significant related party transactions made by the company with promoters, directors or key managerial personnel etc., which may have potential conflict of interest with the interest of the company at large.

The related party transactions were placed before the Audit Committee and the Board specifying the nature, value and terms and conditions of the transactions. In principle approval is obtained for the transactions which are foreseen and are, repetitive in nature.

9. Amount transferred or proposed to transfer to any reserves

The Company has not transferred or proposed to transfer any amount to any reserves as there is no necessity to transfer such amount as required under the Companies Act, 2013.

10. Material changes and commitments, if any, affecting the financial position of the Company

There are no material changes and commitments affecting the financial position of the company between the end of the financial year 31st March 2016 and the date of this report.

11. Particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo

Particulars required to be disclosed under Section 134 of the Companies Act, 2013 read with the Rule 8(3) of the Companies (Accounts) Rules, 2014 relating to conservation of energy, technology absorption, foreign exchange earnings and outgo are enclosed as Annexure II.

12. Risk Management Committee

The Company has constituted a Risk Management Committee which comprises two Directors, finance head and operations heads as members for implementing, monitoring and reviewing of risk management plan periodically. The Committee constituted by the Company

Sicagen India Limited

has been delegated with powers to oversee the risk management process, risk identification, effective implementation of mitigation plan and risk reporting.

13. Composition of Audit Committee

The Board has constituted an Independent Audit Committee which comprises Mr.B.Narendran, as Chairman and Mr.Sunil Deshmukh, Mr.Harish Chandra Chawla, Mrs.Sashikala Srikanth and Mr.Devidas Mali as members. More details on the Audit Committee are given in the Corporate Governance Report.

14. Evaluation of Board

Pursuant to the provisions of Section 134 of the Companies Act, 2013 read with Schedule IV of the Act and also in line with Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Independent Directors of the Company met on 04.03.2016 without the attendance of Non-Independent Directors and Members of Management and reviewed the performance of Non-Independent Directors and the Board as a whole. They also reviewed the performance of the Chairperson.

Evaluation of the Board was carried out through a structured process covering various aspects of the Board's functioning such as composition of the Board & Committees, competencies, duties and responsibilities, attendance, contribution made to the Company's progress etc.

15. Corporate Social Responsibility (CSR)

Pursuant to the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company has to spend at least 2% of last three years of its average profit before tax for carrying out appropriate CSR activities as referred under Schedule VII of the Act. The Company has constituted a CSR Committee and framed a policy for implementation of CSR initiatives.

The Company is a member of the new Not-For-Profit Company formed under Section 8 of the Companies Act, 2013 to carry out necessary CSR activities in the ensuing years. A report on CSR activities is enclosed as Annexure III.

16. Vigil Mechanism

Pursuant to the provisions of Section 177 (9) of the Companies Act, 2013 read with the Rule 7 of the Companies (Meetings of Board and its powers) Rules, 2014 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company has established a vigil mechanism for its directors and employees to report their grievances or genuine concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of

conduct. In order to prevent fraudulent activities and also to ensure a corruption free work environment, a detailed Whistle Blower policy has been laid down by the Board. Brief details of the Whistle Blower policy are given in the Corporate Governance Report.

17. Internal Complaints Committee

The Company has constituted an Internal Complaints Committee to prevent and prohibit any form of sexual harassment at workplace and provide redressal for woman employees as required under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

18. Particulars required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1), (2) & (3) of the Companies (Appointment and remuneration of Managerial Personnel) Rules, 2014

The particulars required under Section 197(12) read with Rule 5(1), (2) & (3) of the Companies (Appointment and remuneration of Managerial Personnel) Rules, 2014 are enclosed as Annexures IV & V.

19. Corporate Governance Report

A Report on Corporate Governance as stipulated under Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 forms part of this Annual Report. The requisite certificate from a Practicing Company Secretary confirming compliance with the conditions of Corporate Governance as required under the above regulation is attached to this Report.

20. Management Discussion & Analysis Report

Management Discussion & Analysis Report for the year under review, as stipulated under Regulation 34(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 is attached along with this report.

21. Directors

Mr.Ashwin C Muthiah, Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible, offer himself for re-election.

Mr.Devidas Mali, COO & Whole Time Director of the Company was re-appointed for 3 years with revised terms. The said appointment was duly approved by the Shareholders at the previous Annual General Meeting held on 23rd September 2015, with effect from 11th December 2015

22. Auditors

(a) Statutory Auditors

At the 10th AGM, M/s.CNGSN & Associates LLP, Chartered Accountants, were appointed as statutory auditors of the Company for a period of 3 years and they will hold

office until the conclusion of 13th AGM as per Section 139 of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rules 2014. The Board of Directors, based on the recommendation of Audit Committee, have confirmed and fixed the remuneration payable to the aforesaid statutory auditors for the financial year 2016-17. Pursuant to the provisions of above referred Section, the said appointment shall be subject to ratification of the shareholders at the ensuing Annual General Meeting.

The aforesaid auditors have consented to act as statutory auditors and issued a confirmation certifying their eligibility as required under Section 141 of the Companies Act, 2013 read with the Companies (Accounts) Rules 2014.

(b) Cost Auditor and Cost Audit Report

The Company had appointed Mr.J.Karthikeyan, Cost Accountant as Cost Auditor of the Company for the financial year 2015-16 to carry out necessary cost audit in respect of manufacturing activities of the Company such as specialty chemicals division, drums manufacturing division and governor services division etc.

Pursuant to Section 148 of the Companies Act, 2013 read with the amended rules thereof, the Board of Directors on recommendation of the Audit Committee, appointed Mr.J.Karthikeyan, Cost Accountant, as Cost Auditor of the Company for the financial year 2016-17 and have recommended his remuneration to the shareholders for their ratification at the ensuing Annual General Meeting.

(c) Secretarial Auditor

The Company has appointed Mr.R.Kannan, Practicing Company Secretary to carry out necessary secretarial audit for the financial year 2016-17 as required under Section 204 of the Companies Act, 2013.

(d) Internal Auditor

M/s.M.K.Dandeker & Co, Chartered Accountants, Chennai were originally appointed as Internal Auditors on 1st June 2013 to conduct necessary internal audit of the functions and activities of the Company, as required under Section 138 of the Companies Act, 2013 read with the Rule 13 of the Companies (Accounts) Rules, 2014. During the year, the Board has approved the renewal of their appointment for a further period of one year with effect from 1st June 2016.

23. Internal Control System

A strong internal control system is formulated in the Company to ensure reliability of financial reporting, timely feedback on the achievement of operational and strategic goals, compliance with policies, procedures, rules and regulations, safeguarding of assets and economical and efficient use of resources.

The internal auditors appointed by the Company continuously monitor the effectiveness of internal controls. The scope of internal audit function is well defined in the appointment letter of internal auditors and the audit plan is reviewed annually. Further, the Audit Committee regularly reviews the reports submitted by the Internal auditors.

24. Fixed Deposits

The Company has not invited or accepted any deposits during the year.

25. Change in Registered Office

Due to administrative convenience, it has been decided to change the registered office of the Company from Adyar House, Chennai-600085 to 4th Floor, SPIC House, No.88, Mount Road, Guindy, Chennai-600032 with effect from 10th August 2016.

26. Dematerialization of Equity Shares

As at 31st March 2016, 38177412 equity shares representing 96.47% of the paid-up share capital of the Company have been dematerialized. The shareholders holding shares in physical form are advised to dematerialize their shares to avoid the risks associated with holding the share certificates in physical form.

27. Subsidiary & Associate Companies

In terms of general permission granted by the Central Government earlier, vide its circular dated 08.02.2011 and also pursuant to Section 136 of the Companies Act, 2013 which has given exemption from attaching the annual reports of subsidiary companies along with the annual report of the Company, the copies of balance sheet, profit and loss account, report of Directors & Auditors and other related information of M/s.South India House Estates & Properties Ltd, M/s.Wilson Cables Private Ltd (Subsidiary Companies) and M/s.EDAC Automation Ltd (Associate Company) are not attached with this annual report. However, a statement giving certain information as required is attached with the consolidated accounts section.

The Company shall make available the annual accounts of the aforesaid subsidiary Companies and Associate Company to the shareholders of the Company upon their request. The annual accounts of the said subsidiary Companies and Associate Company shall also be kept available for inspection by any member at the Registered/ Corporate office of the Company.

28. Consolidated Financial Statements

In accordance with Accounting Standard 21 of Institute of Chartered Accountants of India and Regulation 34(2) of the SEBI (Listing Obligations and Disclosure

Sicagen India Limited

Requirements) Regulations 2015, the consolidated financial statements are prepared by the Company. The audited consolidated financial statements together with auditors' report for the financial year ended 31st March 2016 are attached with this annual report.

During the year, the Board of Directors discussed at length the requirement for consolidation of financial statements of its Associate Company M/s.EDAC Automation Ltd with the accounts of the Company. The Company holds 49.99% of equity capital which is more than 20% mandated for consolidation as per Section 2 of the Companies Act, 2013, which defines that more than 20% of holding of equity capital will be treated as controlling interest. However, on a detailed study of the provisions, it is found that the conditions stipulated under the Accounting Standard 21(5) spell out factors defining significant influence. Since the Company does not have significant influence on its Associate Company In terms of Accounting Standard 21(5), the Board decided that the accounts of the Associate Company would not be considered for preparation of consolidated financial statements for the year 2015-16.

In the consolidated financial statements for the year 2014-15, the Company had included the financial statements of the Associate Company. But during the year detailed discussions were held on the conditions

stipulated in Accounting Standard 21 for consolidation. Since the business transactions during the last two years did not contain any such aspect that establishes significant influence of the Company over the Associate Company, and since Account Standard 21 also overrides the provisions of the Companies Act, 2013 in this regard, the Board decided that non-consolidation of the financial statements of the Associate Company would be in line with the Accounting Standards.

ACKNOWLEDGEMENT

Your Directors take this opportunity to express their gratitude to Company's Bankers, NBFCs, Customers, Suppliers, Government Departments and other business associates for their unstinted support extended to the Company. Your Directors wish to place on record, their appreciation of the efficient and dedicated services rendered by the employees at all levels across the Company. We are sincerely grateful to all the shareholders for their confidence, faith and support in the endeavours of the Company.

For and on behalf of the Board

Place : Chennai
Date : 3rd August 2016

Ashwin C Muthiah
Chairman

**Annexure-I to Directors' Report
EXTRACT OF ANNUAL RETURN**

for the financial year ended on 31st March 2016

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

(i)	Company Identification Number (CIN)	:	L74900TN2004PLC053467
(ii)	Registration Date	:	11.06.2004
(iii)	Name of the Company	:	Sicagen India Limited
(iv)	Category / Sub-Category of the Company	:	Company limited by Shares / Indian Non-Government Company
(v)	Address of the Registered office and contact details	:	4th Floor, SPIC House, No.88 Mount Road, Guindy, Chennai 600 032.
(vi)	Whether listed company	:	Yes
(vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	:	M/s Cameo Corporate Services Ltd "Subramanian Building" No 1 Club House Road, Chennai 600 032. Ms Priya, Company Secretary

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:-

S.No	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the Company
1	Trading of Building Materials	46	66%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S.No	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	South India House Estates & Properties Ltd SPIC House, No.88, Mount Road, Guindy, Chennai-600032	U65993TN1981PLC009029	Subsidiary	100	2(87)
2	Wilson Cables Private Ltd 142 Gul Circle, Jurong Industrial Estate Singapore 629602	Foreign Company	Subsidiary	100	2(87)
3	EDAC Automation Ltd SPIC House, No.88, Mount Road, Guindy, Chennai-600032	U35111TN1993PLC024524	Associate	49.99	2(6)

Sicagen India Limited

IV. SHARE HOLDING PATTERN (Equity share capital breakup as percentage of total equity)

i) Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% of Change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A) Promoters									
(1) Indian									
(a) Individual/HUF	616657	-	616657	1.56	616657	-	616657	1.56	-
(b) Central Govt.	-	-	-	-	-	-	-	-	-
(c) State Govt. (s)	-	-	-	-	-	-	-	-	-
(d) Bodies Corporate	1276632	-	1276632	3.23	1276632	-	1276632	3.23	-
(e) Banks / FI	-	-	-	-	-	-	-	-	-
(f) Any Other	-	-	-	-	-	-	-	-	-
Sub-Total (A)(1)	1893289	-	1893289	4.79	1893289	-	1893289	4.79	-
(2) Foreign									
(a) NRIs -Individuals	48838	-	48838	0.12	48838	-	48838	0.12	-
(b) Other – Individuals	-	-	-	-	-	-	-	-	-
(c) Bodies Corporate	14676751	-	14676751	37.09	14676751	-	14676751	37.09	-
(d) Banks / FI	-	-	-	-	-	-	-	-	-
(e) Any Other	-	-	-	-	-	-	-	-	-
Sub-Total (A)(2)	14725589	-	14725589	37.21	14725589	-	14725589	37.21	-
Total Shareholding of Promoter	16618878	-	16618878	42.00	16618878	-	16618878	42.00	-
(A) =(A)(1)+(A)(2)									-
(B) Public Shareholding									
(1) Institutions									
(a) Mutual Funds	1311	100	1411	0.00	1111	100	1211	0.00	-
(b) Banks/FI	668	170384	171052	0.43	668	170384	171052	0.43	-
(c) Central Govt.	-	-	-	-	-	-	-	-	-
(d) State Govt.(s)	334	-	334	0.00	334	-	334	0.00	-
(e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
(f) Insurance Companies	67770	-	67770	0.17	67770	-	67770	0.17	-
(g) FIs	4909323	-	4909323	12.41	4909323	-	4909323	12.41	-
(h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
(i) Others (Specify)	-	-	-	-	-	-	-	-	-
Sub-Total (B)(1)	4979406	170484	5149890	13.01	4979206	170484	5149690	13.01	-
(2) Non- Institutions									
(a) Bodies Corporate									
i. Indian	5118514	61509	5180023	13.09	5251896	61509	5313405	13.43	0.34
ii. Overseas	-	-	-	-	-	-	-	-	-
(b) Individuals									
i. Individual shareholders holding nominal share capital up to ₹2 lakhs	6188760	1143941	7332701	18.53	7136100	1156257	8292357	20.96	2.43

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% of Change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
ii. Individual shareholders holding nominal share capital in excess of ₹2 lakhs	4394075	36108	4430183	11.19	3348749	-	3348749	8.46	2.73
(c) Others (Specify)									
(a) Clearing Member	20440	-	20440	0.05	18440	-	18440	0.04	0.01
(b) NRIs	353375	5972	359347	0.91	345844	5972	351816	0.89	0.02
(c) OCBs	-	-	-	-	-	-	-	-	-
(d) Trusts	2052	-	2052	0.01	2052	-	2052	0.01	-
(e) HUF	478126	44	478170	1.21	476247	50	476297	1.20	0.01
Sub-Total (B)(2)	16555342	1247574	17802916	44.99	16555342	1247574	17802916	44.99	-
Total Public Share Holding = (B)(1)+(B)(2)	21534748	1418058	22952806	58.00	21534748	1418058	22952806	58.00	-
C. Shares held by custodian for GDRs/ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	38153626	1418058	39571684	100.00	38153626	1418058	39571684	100.00	-

(ii) Shareholding of Promoters:

S.No	Name of the Promoter	Shareholding at the beginning of the year			Shareholding at the end of the year			% of change during the year
		No. of Shares	% of total shares of the Company	% of shares pledged/encumbered to total shares	No. of Shares	% of total shares of the Company	% of Shares pledged/encumbered to total shares	
1	Ranford Investments Ltd	7400649	18.70	-	7400649	18.70	-	-
2	Darnolly Investments Ltd	7276102	18.39	-	7276102	18.39	-	-
3	Southern Petrochemical Industries Corporation Ltd	577681	1.46	-	577681	1.46	-	-
4	ACM Educational Foundation	572043	1.45	-	572043	1.45	-	-
5	A.C.Muthiah	423700	1.07	-	423700	1.07	-	-
6	SPIC Group Companies Employees Welfare Foundation	16250	0.04	-	16250	0.04	-	-
7	SPIC Officers & Staff Welfare Foundation	16250	0.04	-	16250	0.04	-	-
8	A.C. Muthiah	153858	0.39	-	153858	0.39	-	-
9	Sical Logistics Ltd	50000	0.13	-	50000	0.13	-	-
10	The Express Carriers Ltd	44200	0.11	-	44200	0.11	-	-
11	Ashwin C Muthiah	28504	0.07	-	28504	0.07	-	-
12	Ashwin C Muthiah	13334	0.03	-	13334	0.03	-	-
13	A.C. Muthiah	39099	0.10	-	39099	0.10	-	-
14	Valli Ashwin Muthiah	7000	0.02	-	7000	0.02	-	-
15	ACM Medical Foundation	109	0.00	-	109	0.00	-	-
16	South India Travels Pvt. Ltd	99	0.00	-	99	0.00	-	-
	Total	16618878	42.00	-	16618878	42.00	-	-

Sicagen India Limited

(iii) Change in Promoters' Shareholding please specify: There is no change in Promoters' Shareholding

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

S.No	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	Twinshield Consultants Pvt. Ltd	31,48,810	7.96	31,48,810	7.96
2	Passage To India Master Fund	19,19,900	4.85	19,19,900	4.85
3	Davos International Fund	15,45,000	3.90	15,45,000	3.90
4	Sparrow Asia Diversified Opportunities Fund	7,50,000	1.90	7,50,000	1.90
5	Leman Diversified Fund	6,94,423	1.76	6,94,423	1.76
6	Mahendra Girdharilal	4,77,451	1.21	4,77,447	1.21
7	Mercantile Ventures Ltd	4,65,423	1.18	4,65,423	1.18
8	Sharad Kanayalal Shah	4,45,000	1.13	4,45,000	1.13
9	P Subramanian	-	-	2,84,290	0.72
10	C Gopal Reddy	2,00,214	0.51	2,00,214	0.51
	Total	96,46,217	24.40	98,33,254	25.12

(v) Shareholding of Directors and Key Managerial Personnel (KMP):

S.No	For Each of the Directors and KMP	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Mr.Ashwin C Muthiah	41,838	0.106	41,838	0.106
2	Mr.Sunil Deshmukh	--	--	--	--
3	Mr.B.Narendran	2,515	0.006	2,515	0.006
4	Mr.Harish Chandra Chawla	--	--	--	--
5	Mrs.Sashikala Srikanth	--	--	--	--
6	Mr.Devidas Mali	--	--	--	--
7	Mr.D.Balagopal (CFO)	--	--	--	--
8	Mr.G.Arunmozhi (CS)*	--	--	--	--
	Total	44,353	0.112	44,353	0.112

* Resigned on 04.04.2016

V. INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment as on 31st March 2016

(₹ in Lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year 01.04.2015				
i) Principal Amount	2254	2546	-	4800
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	--	-
Total (i+ii+iii)	2254	2546	-	4800
Change in Indebtedness during the financial year				
Addition	525	-	-	525
Reduction	-	865	-	865
Net Change	525	865	-	340
Indebtedness at the end of the financial year 31.03.2016				
i) Principal Amount	2779	1681	-	4460
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	2779	1681	-	4460

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(Amount in ₹)

S.No	Particulars of Remuneration	Name of MD/WTD/ Manager		Total
		Mr.Devidas Mali, WTD		
1	Gross salary			
(a)	Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961		24,00,000	
(b)	Value of perquisites u/s 17(2) of Income Tax Act, 1961		12,66,923	36,66,923
(c)	Profits in lieu of salary u/sec.17(3) of Income Tax Act, 1961		--	--
2	Stock Option		--	--
3	Sweat Equity		--	--
4	Commission - as % of profit - others – Performance pay		8,00,000	8,00,000
5	Others – Special Allowance		12,91,936	12,91,936
Total (A)				57,58,859
Ceiling as per the Act		5% of net profit of the Company		

B. Remuneration to other Directors:

1. Independent Directors

(Amount in ₹)

S.No	Particulars of Remuneration	Name of the Directors			Total Amount
		B Narendran	Harish Chandra Chawla	Sashikala Srikanth	
1	Fee for attending Board / Committee meetings	2,50,000	2,50,000	2,50,000	7,50,000
2	Commission	--	--	--	--
3	Others, please specify	--	--	--	--
Total B(1)		2,50,000	2,50,000	2,50,000	7,50,000

Sicagen India Limited

2. Other Non-Executive Directors

(Amount in ₹)

S.No	Particulars of Remuneration	Name of the Directors		Total Amount
		Ashwin C Muthiah	Sunil Deshmukh	
1	Fee for attending Board / Committee meetings	2,50,000	2,50,000	5,00,000
2	Commission	--	--	--
3	Others, please specify	--	--	--
Total B(2)		2,50,000	2,50,000	5,00,000
Total (B) = B(1)+B(2)				12,50,000
Total Managerial Remuneration (excluding sitting fee)				56,33,000
Overall Ceiling as per the Act		11% of the net profit of the Company		

C. Remuneration to other Directors / Key Managerial Personnel other than MD/MANAGER/WTD:

(Amount in ₹)

S.No	Particulars of Remuneration	D.Balagopal CFO	*G.Arunmozhi CS
1	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	21,92,364	12,03,246
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	90,000	--
	(c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961	--	--
2	Stock Option	--	--
3	Sweat Equity	--	--
4	Commission	--	--
	- as % of profit	--	--
	- others - Performance pay	1,72,500	97,500
5	Others - LTA	22,000	20,000
Total (C)		24,76,864	13,20,746

* Resigned on 04.04.2016

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	205C of the Companies Act, 1956	Delay in filing of statement of unclaimed dividend	₹45,000/-	CLB	Compounding application filed
OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

Annexure – II to Directors’ Report

The particulars required under Section 134 of the Companies Act, 2013 read with the Rule 8(3) of the Companies (Accounts) Rules, 2014

A) Conservation of Energy

The operations of the Company are not energy intensive.

B) Technology Absorption

No technology has been imported or absorbed.

Form “A”

Research & Development (R&D)

1. Specific area in which R & D is carried out by the Company.	Nil
2. Benefits derived as a result of the above R & D.	Nil
3. Future Plan of Action	Nil
4. Expenditure on R & D	Nil

C) Foreign Exchange, Earnings & Outgo

Total Foreign Exchange

Earned ₹ 2 lakhs

Used ₹ 5 lakhs

Annexure –III to Directors’ Report

Report on CSR Activities

1). Brief outline of CSR Policy

The Company in its endeavour to contribute its mite for the sustained development and growth of the Society has formulated its CSR Policy to achieve any or all of the following objectives.

- To provide basic amenities such as sanitation, safe drinking water, etc. to the less privileged and also to provide an impetus to rural development.
- To promote education through improving the infrastructure in the schools run by the government, local bodies and not-for-profit organizations.
- To improve the capabilities and self-sustenance of the disadvantaged and make them employable and self-reliant through promotion of skills, provision of vocational training, establishment of public libraries, etc.
- To join hands with other organizations, authorities, local bodies, etc. to cater to the needs of the people living in rural areas including agricultural development activities.
- To undertake projects in the area of health care and to eradicate hunger, malnutrition, poverty.
- To ensure environment sustainability, ecological balance and preservation of the quality of soil, air and water.
- To provide financial support to technology incubators of academic institutions approved by the Central Government.
- To implement Infrastructure development in areas where the less privileged live.

2). Composition of the CSR Committee

The CSR Committee comprising of the following 3 members nominated by the Board of Directors:

Mr.Ashwin C Muthiah - Chairman of Committee

Mr.Harish Chandra Chawla - Member

Mr.Sunil Deshmukh - Member

During the year, the Committee met one time on 3rd November 2015.

Sicagen India Limited

3). Average net profit of the Company for the last 3 financial years and prescribed CSR limit:

(₹ in Lakhs)

FY	Net profit	Avg. Net Profit	CSR limit (2% of avg. net profit)
2012-13	2079.78		
2013-14	1077.13	1175.83	23.52
2014-15	370.59		

Total amount spent during the FY 2015-16 : Nil

Total amount to be spent for the FY 2015-16 : ₹23.52 Lakhs

Amount unspent, if any : ₹45.59 Lakhs (includes ₹22.07 Lakhs to be spent for the FY 2014-15)

4. Reason(s) for not spending whole amount

During the year, the Company together with other likeminded entities has formed a Not for Profit Company under Section 8 of the Companies Act, 2013 for carrying out its CSR activities. Initially, the said entity formed for this purpose has identified certain villages in and around Thiruvallur and Tuticorin Districts for taking up total water management projects. To implement the project, the said entity has also sought the assistance of IIT, Madras to undertake detailed studies and provide necessary technical expertise. The Company will spend the amount, as required to implement the projects through the above said entity, once the report and technical details are obtained by the said entity from IIT Madras.

5. Responsibility Statement

The CSR committee and the Management of the Company hereby affirm that the implementation and monitoring of CSR policy is in compliance with CSR objectives and policy of the Company.

Place: Chennai

Date: 3rd August 2016

Ashwin C Muthiah

Chairman of CSR Committee

Harish Chandra Chawla

Member

Sunil Deshmukh

Member

Annexure - IV to Directors' Report

The particulars of Top 10 employees as required under Section 197(12) of the Companies Act, 2013 read with the Rules 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 annexed to and forming part of the Directors Report for the year ended 31st March 2016.

S. No	Name	Designation	Nature of employment	Qualifications	Experience (Years)	Date of Joining	Age (Years)	Last Employment & Position held	Remuneration Received (₹)
1	Mr. Devidas Mali	COO & Whole Time Director	Operation	ACS, LLB	27	03-Dec-12	53	Bekaert Industries Pvt Ltd GM Operations (Wires)	57,58,859
2	Mr. Shridhar Gogte	VP (Operations)	Operation	ACA	19	01-Jul-15	43	Franke Faber India Ltd Director-Finance	31,22,550
3	Mr. Punit Engineer	General Manager	Marketing & Sales	Chartered Engineer	25	10-Apr-14	52	Carlsberg India Private Ltd Senior Manager	25,78,494
4	Mr. D Balagopal	CFO	Finance & Accounts	ACA	26	02-Jul-13	51	Primex Ghana Ltd Associate GM	23,86,864
5	Mr. B V Arunkumar	Joint General Manager	Sales	MBA	26	04-May-15	50	Minwool Rock Fibres Ltd Country Head	20,22,334
6	Mr. Nandakumar Varma	General Manager	Operation	B.TECH., MBA	24	05-Apr-93	47	Mekel Corporation Design Engineer	19,85,548
7	Mr. Prasanna Joshi	Zonal Head	Sales	MBA	10	04-Jun-13	32	AMI Holdings Pvt. Ltd Sr.Manager-Strategic Management	17,39,404
8	Mr. R Ramgopal	Joint General Manager	Sales	DME	35	30-Nov-87	57	Binny Engineering Ltd Asst.Manager	15,99,180
9	Mr. A Sadasivan	General Manager	Operation	DEEE	35	22-Aug-03	53	Cheegro Leathers Foreman	15,20,884
10	Mr. S Santhanakrishnan	General Manager	Operation	MBA	32	03-Jan-97	52	SPIC Ltd Research Associate	14,87,536

Notes:

1. The nature of employment of Whole Time Director is contractual.
2. The remuneration includes salary, allowances, performance pay and perquisites pertaining to the FY 2015-16.
3. Other terms and conditions of the employment are as per the Company's Rules.
4. None of the employees are related to any Directors of the Company.
5. None of the Directors / Employees hold more than 2% of the equity shares of the Company.

Annexure - V to Directors' Report

The particulars required under Section 197(12) of the Companies Act, 2013 read with the Rules 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 annexed to and forming part of the Directors Report for the year ended 31st March 2016.

1	The ratio of the remuneration of each Director to the median remuneration of the employees.	₹3.06 Lakhs per annum to ₹73.97 Lakhs per annum Ratio of remuneration is : 24
2	% increase in remuneration of each Director, Chief Financial Officer (CFO) and Company Secretary (CS) in the financial year	17.46% increase in remuneration to Whole Time Director. 5.88% increase in remuneration to CFO. There is no increase in remuneration to CS as it is not applicable for financial year 2015-16.
3	% increase in the median remuneration of employees in the financial year.	6.5%
4	The number of permanent employees on the rolls of company;	381
5	The explanation on the relationship between average increase in remuneration and company performance;	Increase in remuneration to employees is considered based on the performance criteria fixed by the Company.
6	Comparison of the remuneration of the Key Managerial Personnel (KMP) against the performance of the company;	Performance incentive is linked to overall performance of the individual and Company.
7	Variations in the market capitalization of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer.	After demerger, no public offer was made so far.
8	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	Salary increase to non-managerial employees is at 6.23% and for managerial employees is at 5.76%.
9	Comparison of the each remuneration of the KMPs against the performance of the Company;	Remuneration consists of two parts (i) fixed and (ii) variable incentive. Payment of variable incentive is based on overall performance of the Company.
10	The key parameters for any variable component of remuneration availed by the Directors;	No Director other than COO & Whole Time Director is receiving any remuneration except sitting fees payment. Variable payment such as performance linked payment to COO & Whole Time Director shall be based on the performance criteria fixed by the Board from time to time.
11	The ratio of the remuneration of the highest paid Director to that of the employees who are not Directors but receive remuneration in excess of the highest paid Director during the year.	Not applicable

It is affirmed that the remuneration paid / payable to the Directors, KMPs and other median employees are as per the remuneration policy of the Company.

Place: Chennai
Date: 3rd August 2016

Devidas Mali
COO & Whole Time Director

Annexure - VI to Directors' Report

Form No.MR-3

SECRETARIAL AUDIT REPORT

For the Financial Year Ended 31st March 2016

[Pursuant to section 204(1) of the Companies Act,2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members of
Sicagen India Limited

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s Sicagen India Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers,minute books,forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment and External Commercial Borrowings.
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; - Not Applicable.
 - (d) The Securities and Exchange Board of India (Prohibition of Inside Trading) Regulations, 2015;
 - (e) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015;
 - (f) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; - Not Applicable
 - (g) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - Not Applicable
 - (h) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; - Not Applicable
 - (j) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; - Not Applicable

Sicagen India Limited

(vi) The other laws as may be applicable specifically to the Company in my opinion:

1. Factories Act, 1948
2. Contract Labour (Regulation and Abolition) Act, 1970
3. Shop and Commercial Establishment Act, as applicable.
4. Indian Contract Act, 1872
5. Customs Act, 1962,

Based on the review of the copies of the compliance reports by the functional heads of the Company including in the factory located in Minjur and Thirubuvanai, Pondicherry to the Management/Board of Directors of the Company, I report that the Company has substantially complied with the provisions of those Acts that are applicable to it such as the Payment of Wages Act 1936, Industrial Disputes Act 1947, Minimum Wages Act 1948, Employees Provident Fund and Miscellaneous Provisions Act 1952, Employees State Insurance Act 1948, other Pollution Control laws and other laws mentioned in the said checklist.

I have also examined compliance with the applicable Clauses of the following:

1. Secretarial Standards (SS) on the meetings of the Board of Directors (SS-1) and General Meeting (SS-2) issued by the Institute of Company Secretaries of India (ICSI).
2. Listing Agreements entered into by the Company with Bombay Stock Exchange Ltd and National Stock Exchange of India Limited.

No specific violations in respect of Tax laws came to the notice of the undersigned from the review of the said check list. However, I report that I have not carried out the audit with reference with the applicable Financial laws such as the Direct and Indirect Tax Laws, as same falls under the review of statutory audit and other designed professionals.

During the year, the Company has filed an application under Section 621A of the Companies Act, 1956 with Company Law Board for condonation of delay in filing of statement unclaimed and unpaid dividend amounts for the year 2013 and 2014 and compounding of offence committed under Section 205C of the said Act in respect of a show cause notice received from the Registrar of Companies, Chennai.

I further report that:-

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
2. Adequate notice is given to all Directors to schedule the Board/Committee Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.
3. There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
4. During the audit period, there were no other specific events/actions in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. having a major bearing on the company's affairs.

Date : 3rd August 2016
Place : Chennai

R Kannan
Practicing Company Secretary
CP No.F3363

MANAGEMENT DISCUSSION AND ANALYSIS REPORT 2015-16

Economic scenario

India has emerged as the fastest growing major economy in the world registering a growth rate of 7.6 per cent and is poised to continue to grow at more than 7 per cent in 2016-17. India was ranked the highest globally in terms of consumer confidence during 2015. India could grow at a potential 8 per cent on average during from fiscal 2016 to 2020 powered by greater access to banking, technology adoption, urbanisation and other structural reforms.

The improvement in India's economic fundamentals has accelerated in the year 2015 with the combined impact of strong government reforms, improved investor confidence, lower food prices, RBI's focus on inflation supported by benign global commodity prices. The economic activities which witnessed significant growth were 'financing, insurance, real estate and business services' at 11.5 per cent and 'trade, hotels, transport, communication services' at 10.7 per cent.

Foreign Direct Investment (FDI) in India has received a dramatic boost from the launch of the Make in India initiative, according to the Economic Survey. The concept of Make in India has really succeeded as it added more employment. With this, India has now become a vibrant market for manufacturers. For the products that are made out of the initiative, we have a strong domestic market with increasing demand.

The government has taken several steps to promote investments through a liberal FDI policy. This relaxation of norms has created a vast opportunity for foreign players to invest in India. FDI increased in several sectors such as Infrastructure, Automobile, Technology, Telecommunications, etc. The net FDI inflows has touched a record high. The Economic Survey 2015-16 has said that a favourable policy regime and sound business environment have facilitated increase in FDI flows into the country.

Operational Performance

During the year under review the total revenue of the Company was ₹46,544 Lakhs as compared to ₹62,571 Lakhs with Profit before tax was ₹603 lakhs as against ₹583 Lakhs in 2014-15.

The detailed operational results are provided in the Directors' Report

The loss from the discontinued operations of Commercial Vehicles sales for Rs 212 lakhs (Rs 93 lakhs) was due to the administrative expenditure incurred for the closure of operations and also lower realization on sale of non moving inventory at market prices.

Opportunities & Outlook

The Company is exploring various avenues for organic growth and is also looking for good alliance partners to expand the product range beyond the existing range by catering to a wide customer base and increasing various product portfolios. The Government initiative of identification of initial 20 smart cities of the total list would bring very high growth in the development of these cities and also our share business in such cities would increase.

Secondly, the "make in India" initiative of the Government would boost up the local production and demand for domestic products. We are confident that this measure would enhance the revenues of our Company. The Company expects that the new action plans being taken up by the management shall make the organization more competitive and strong and also equip to face the emerging challenges in the coming years. In order to strengthen the existing market position, the Company is taking up several steps to serve its customers in a more efficient, cost effective, reliable and friendly manner and is channeling its efforts into exploring and utilizing excellence in the areas of customer development. Focus on customers, products delivery, service innovation and trained sales force is expected to deliver customer excellence in the ensuing years.

Risks & Concerns

The major risks and concerns affecting the Company's business mainly emanate from several external factors. The risk may arise because of price instability similar to the volatile prices that rattled the industry in the year 2015-16, abnormal demand and supply conditions which our industry witnessed and suffered seriously in 2015-16 due to the extensive steel imports that has thrown the domestic steel market out of gear, trade and credit policies, liquidity position, other Government policies, etc. Further, huge competition from the unorganized sector which produces building materials of inferior quality at lower prices that creates serious pressure on selling price and reduces the Company's margin and profitability across all divisions. High Inflation can have a negative impact on sale of construction materials. Moreover, Iron & Steel industry is subject to cyclical swings like any other industry due to various factors that impact the market share of the Company. The Company, being a major player for trading and marketing of building materials with high level of efficiency, is continuously watching all key risk factors which may impact the profit margins and would take all possible steps to maintain and enhance the

Sicagen India Limited

competitive edge. The other major concern in Governor Services division arise from the funding policies of the Government on public sector undertakings and Capex allocation which generally suffers in crisis years. Governor services division passed through a tough year in 2015-16 on these grounds.

The Management has also put in place effective measures to monitor the Risk Management System and appropriate steps are taken to strengthen the existing business practices and policies to the overcome the challenges. Purchase, Inventory and sales management processes are reviewed strictly and continuously to mitigate the risk of price changes in the volatile market. Efforts are also made by the management to increase the sales and profitability in core products, strict credit policy measures are initiated to lower the market exposure and robust plan is in place improve the customer service by offering value added services to its customers across the branches.

Internal Control System & Adequacy

The Company's internal control systems are commensurate with the nature of its business. The Company maintains an adequate internal control system designed to provide a high degree of assurance regarding the effectiveness and efficiency of operations, the reliability of financial controls and compliance with all applicable laws, rules and regulations. Periodical audit is being conducted by the Internal Auditors and their reports are placed before the Audit Committee of the Board. The Audit Committee reviews internal audit reports, operational, financial and risk management policies etc and advises appropriate decisions. The scope of internal audit functions have been enlarged according to the requirement of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosures Requirements)

Regulations 2015. The Risk Management Committee constituted by the Company has been delegated with powers to oversee the risk management process, risk identification, effective implementation of mitigation plan and risk reporting.

Human Resource Development

The Company considers its employees as an important and valuable asset, maintains cordial relationship with them and focusses on employee development and growth. The Company takes every care of its employees for engagement, development and retention by providing ample opportunities to prove their talent and efficiency and grow with the Company. The Company is periodically conducting effective training & development programs for all categories of employees directed at enriching leadership, behavioural, functional and technical skills as well as bringing about a change in attitude, knowledge and skill of employees. The Company continues to focus on creating strong and long term relationship with all employees as employee retention and development are among the highest priorities of the Company.

Cautionary Statement

Statements in the Management discussion and analysis Report describing the Company's structure, challenges, outlook, financials and HR policies may be "forward looking statements" within the meaning of applicable securities law and regulations. Actual results may differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand and supply and price situations in the domestic and overseas market in which the company operates, changes in the Government, laws, rules, regulations and other statutes and other incidental factors.

REPORT ON CORPORATE GOVERNANCE 2015-16

1. Company's Philosophy

Corporate Governance is a reflection of our policies, our culture, our relationship with stakeholders and our commitment to value. Your Company strives to conduct business with sound Corporate Governance practices which reflect fairness, integrity, accountability and transparency in our dealings with stakeholders and regulatory authorities.

2. Board of Directors

The Board has 6 Directors comprising of one Executive Director, two Non-Executive Directors & three Independent Directors. All Directors are with professional expertise in various fields such as administration, marketing, finance, accounts, legal, secretarial and engineering. The Board of Directors of the Company is headed by Mr.Ashwin C Muthiah, Chairman, Non-Executive Director. There is no pecuniary relationship or transaction of the Non-Executive Directors with the Company and vis-versa.

3. Number of Board of Directors meetings and the dates on which the meetings were held during the financial year 2015-16.

Total Number of Board Meetings held : 5

I Quarter (Apr' 15 – Jun'15)	II Quarter (Jul'15 – Sept'15)	III Quarter (Oct'15 – Dec '15)	IV Quarter (Jan'16 – Mar'16)
19.05.2015	31.07.2015	03.11.2015	01.02.2016
			04.03.2016

Attendance of Directors at the Board of Directors Meetings held during 2015-16 and the last Annual General Meeting (AGM) held on 23.09.2015 are as follows.

Name and designation of the Director	Category / Position	Attendance		Number of other directorships & committee membership/chairmanship		
		At Board Meetings	At Last AGM	Director	Member of Committee	Chairman of Committee
Mr.Ashwin C Muthiah Chairman	Non-Executive Non Independent	5	Yes	4	1	1
Mr.Sunil Deshmukh Director	Non-Executive Non Independent	5	Yes	7	1	-
Mr.B.Narendran Director	Non-Executive Independent	5	Yes	5	4	3
Mr.Harish Chandra Chawla Director	Non-Executive Independent	5	Yes	2	1	-
Mrs.Sashikala Srikanth Director	Non-Executive Independent	5	Yes	6	2	2
Mr.Devidas Mali COO & Whole Time Director	Executive Non-Independent	5	Yes	2	1	-

Directorships held in public limited companies are only included. Directorship held in private Companies, foreign companies and companies registered under Sec.8 of the Companies Act, 2013 are excluded. Memberships/ Chairmanships held in Audit Committee and Stakeholders Relationship Committee have only been included.

4. Committees of Board of Directors

The Board has constituted various Committees to discuss, deal with the matters in detail and to monitor the activities falling within the terms of reference and discharge the roles and responsibilities as prescribed under Listing Agreement/ SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and/or the Companies Act, 2013 from time to time.

Sicagen India Limited

(a) Audit Committee

The Company has a qualified and independent Audit Committee which comprises five Directors, three of whom are Independent. The Audit Committee comprises of the following members.

Sl. No.	Name of the Director	Position
1	Mr.B Narendran	Chairman
2	Mr.Sunil Deshmukh	Member
3	Mr.Harish Chandra Chawla	Member
4	Mr.Sashikala Srikanth	Member
5	Mr.Devidas Mali	Member

The Company Secretary acted as Secretary to the Audit Committee.

Attendance details of Audit Committee

Four Audit Committee meetings were held during the financial year 2015-16 i.e. on 19.05.2015, 31.07.2015, 03.11.2015 and 01.02.2016. The attendance details of the audit committee meetings is given hereunder.

Sl. No.	Name of the Director	No. of meetings attended
1	Mr.B Narendran	4
2	Mr.Sunil Deshmukh	4
3	Mr.Harish Chandra Chawla	4
4	Mrs.Sashikala Srikanth	4
5	Mr.Devidas Mali	4

The terms of reference of Audit Committee are as follows:-

1. Oversee the company's financial reporting process and review the financial statements and auditors' report thereon.
2. Recommendation of appointment, re-appointment and if required, the replacement or removal of the statutory auditors, cost auditors, internal auditors and fixation of their fees.
3. Recommend the appointment of Chief Financial Officer after assessing the qualifications, experience, background etc.
4. Review and monitor the auditor's independence, performance and effectiveness of audit process;
5. Review of internal control and internal audit system.
6. Review of the functioning of Vigil mechanism under whistle blower policy.
7. Seek information from any employee, if needed.
8. Obtain legal or expert opinion or professional advice from outside, if any required.
9. Approval or any subsequent modification of transactions of the company with related parties;
10. Scrutiny of inter-corporate loans and investments;
11. Valuation of undertakings or assets of the company, wherever it is necessary;
12. Evaluation of internal financial controls and risk management systems;
13. Monitoring the end use of funds raised through public offers and related matters.
14. Investigation of any activity within the terms of reference of Audit Committee.

(b) Stakeholders Relationship Committee

The Stakeholders Relationship Committee consists of the members as stated below.

Sl. No.	Name of the Director	Position
1	Mr.B Narendran	Chairman
2	Mr.Devidas Mali	Member

The terms of reference of the Stakeholders Relationship Committee are:-

1. To monitor the work related to transfer, transmission, dematerialization, re-materialization, sub-division and consolidation of shares.
2. To consider and approve transfer, transmission and transposition of shares.
3. To consider and approve issue of duplicate share certificates/share certificate for re-materialization, consolidation and splitting of shares.
4. To consider and resolve the grievances of security/stake holders including complaints related to transfer of shares, non-receipt of annual reports, dividends.
5. To review the quarterly audit report on reconciliation of share capital issued by the practicing company secretary and place the same to the Board.
6. To review the shareholding pattern of the Company to be submitted on quarterly basis to the stock exchanges.

The Company Secretary who acted as Secretary to the Committee was authorized to approve share transfers and resolve shareholders grievances.

The Committee met 18 times during the year and all the members were present at the meetings. During the year under report, 8 complaints were received from the shareholders and out of which 1 investor complaint was pending as on 31st March 2016 and redressed subsequently. As on 31st March 2016, no documents were pending for transfer.

(c) Nomination & Remuneration Committee

The following Directors are the present members of the aforesaid Committee. During the year the Committee met two times on 31st July 2015 & 1st February 2016.

Sl. No.	Name of the Director	Position
1	Mr.Harish Chandra Chawla	Chairman
2	Mr.Sunil Deshmukh	Member
3	Mr.B Narendran	Member
4	Mrs.Sashikala Srikanth	Member

The terms of reference of Nomination and Remuneration Committee are:-

1. To formulate criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the appointment and payment of remuneration to Directors, Key Managerial Personnel and other senior management level employees.
2. To identify persons who are qualified to become Directors and who may be appointed in senior management and recommend to the Board their appointment and removal.
3. To recommend the appointment of Managing Director(s), Chief Executive Officer, Whole Time Director(s) and the terms and conditions of their appointment.
4. To carry out evaluation of every Directors.
5. To determine remuneration package of Directors and recommend to the Board for approval.
6. To recommend the appointment of Chief Finance Officer, Company Secretary and other Division/Business Heads of the Company and the terms and conditions of their appointment including remuneration.

Sicagen India Limited

(d) Capital Issues and Allotment Committee

The Capital Issues and Allotment Committee comprises of the following members.

Sl. No	Name of the Director	Position
1	Mr.B Narendran	Chairman
2	Mr.Sunil Deshmukh	Member
3	Mr.Harish Chandra Chawla	Member
4	Mr.Devidas Mali	Member

The Broad terms of reference of the Capital Issues and Allotment Committee are:-

1. To issue, offer and allot in the course of one or more public or private offerings in domestic and/or international market, the following securities:
 - (i) Optionally convertible redeemable cumulative/non-cumulative preference shares.
 - (ii) Issue of share warrants convertible into equity shares of the company as per SEBI guidelines.
 - (iii) Issue of equity shares under private placement on preferential basis as per SEBI guidelines.
 - (iv) Rights cum public issue of equity shares as per SEBI guidelines.
 - (v) Raising of funds through GDR/ADR/FCCBs/Secured Premium Notes.
2. To appoint Lead Managers, Co-managers, Advisors, Merchant Bankers, Underwriters, Registrars, Legal Managers for the purpose of issue of further capital and fix their remuneration.
3. To open necessary bank accounts.
4. To determine the allottees under the preferential issue and other issues of capital.
5. To determine the allotment of shares and issue allotment letters, share certificates, advices, refund orders.
6. To comply with listing and other statutory requirements and to carry out all or any other act or deeds relating to the issue of various securities.
7. To secure necessary approvals from appropriate authorities and shareholders' through postal ballot for the increase in the authorized share capital and fund raising.

No meeting was held during the financial year 2015-16, as there was no occasion to meet by the members of Capital Issues & Allotment Committee.

(e) Management Committee

The Management Committee was formed by the Board to authorize Company executives to approve and avail various credit facilities as and when granted by the Banks and execution of documents for these facilities. The Committee comprises of members as stated below.

Sl.No	Name of the Director	Position
1	Mr.Sunil Deshmukh	Chairman
2	Mr.B Narendran	Member
3	Mr.Devidas Mali	Member

The terms of reference of Management Committee are as follows:

1. To approve the business plan, borrowing plan and investment policy;
2. To recommend delegation of powers to the executives to enable day to day operations;
3. To borrow money from any Banks, NBFCs, FIs and/or other lending institutions to the extent of ₹200 Crores (Rupees two hundred crores only);

4. To invest in any class of shares, debentures, stocks, bonds, etc. of other body corporate(s) to the extent of ₹30 crores (Rupees thirty crores only);
5. To give guarantee or provide security in connection with the loan availed or to be availed by any other body corporate(s) to the extent of ₹10 crores (Rupees ten crores only);
6. To give loan to any other body corporate(s) to the extent of ₹30 crores (Rupees thirty crores only); and the above shall be reviewed by the Committee and the above limits replenished upon approval/ratification by the Board of Directors of the Company at the subsequent Board Meetings.
7. To mortgage all or any part of the immovable properties, current assets, book debts, inventories with various banks, NBFCs, financial institutions or other lending institutions for the purpose of securing any borrowing facility and execute such documents as are required for availing such facility.
8. To conduct postal ballot process and obtain requisite approval from the shareholders as and when required.

The Company Secretary acted as Secretary to the Management Committee. During the year, the members of Management Committee met one time on 22nd June 2015.

(f). Risk Management Committee

The Company has constituted a Risk Management Committee which comprises of two Directors, finance head and operation heads as members

SI.No	Name	Position
1	Mr.Sunil Deshmukh	Chairman
2	Mr.Devidas Mali	Member
3	Finance Head	Member
4	Operations Head	Member

The Committee constituted by the Board has been delegated with powers to oversee the risk management process, risk identification, effective implementation of mitigation plan and risk reporting. The committee periodically monitors and reviews risk management plans periodically.

(g). Corporate Social Responsibility (CSR) Committee

The CSR Committee constituted for implementation of CSR activities comprises of the following Directors as members

SI.No	Name of the Director	Position
1	Mr.Ashwin C Muthiah	Chairman
2	Mr. Harish Chandra Chawla	Member
3	Mr.Sunil Deshmukh	Member

During the year, the members of CSR Committee met one time on 3rd November 2015.

5. Details of remuneration paid/payable to the Whole Time Director(s) for the financial year 2015-16.

The details of remuneration paid/payable to Whole Time Director(s) of the Company for the financial year 2015-16 are as follows:

(₹ in Lakhs)

Name	Salary & Special Allowances	Perks & other payments	Total
Mr. Devidas Mali COO & Whole Time Director	36.92	20.67	57.59

* Payment includes ₹ 8 Lakhs paid towards Performance Linked Pay (PLP) for the FY 2014-15 and excludes ₹10 Lakhs payable towards PLP for the FY 2015-16.

Sicagen India Limited

6. Details of sitting fee paid to the Non-executive Directors for the financial year 2015-16.

The Non-Executive Directors were paid sitting fees of ₹50,000/- per meeting for attending the Board meetings. The details of sitting fees paid to each of the Directors during the year 2015-16 are given below:

SI.No	Name of the Director	Amount (₹)	Tax deducted (₹)	Net amount Paid (₹)
1	Mr.Ashwin C Muthiah	2,50,000	77,250	1,72,750
2	Mr.B Narendran	2,50,000	25,000	2,25,000
3	Mr.Sunil Deshmukh	2,50,000	25,000	2,25,000
4	Mr.Harish Chandra Chawla	2,50,000	25,000	2,25,000
5	Mrs.Sashikala Srikanth	2,50,000	25,000	2,25,000
	Total	12,50,000	1,77,250	10,72,750

7. Insider Trading

Pursuant to SEBI (Prohibition of Insider Trading) Regulations 2015, the Company has adopted a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Code of Internal Procedures and Conduct for Regulation, Monitoring and Reporting of Trading in the Securities of the Company by the Insiders.

8. Code of Conduct

The Company has formulated a Code of Conduct for the Board members and Senior Management Personnel. All the Board members and Senior Management personnel have affirmed compliance with above code and a declaration to that effect signed by the COO & Whole Time Director is attached and forms part of this report.

9. Reconciliation of share capital and Audit

The Company has appointed a qualified Practicing Company Secretary to carry out necessary audit for reconciliation of the total admitted capital with National Securities Depository Limited and Central Depository Services (India) Limited and the total issued and listed capital on quarterly basis. A copy of the Reconciliation of share capital and audit report issued by the Practicing Company Secretary is periodically placed before the Board and submitted to the stock exchanges and depositories.

10. General Body Meetings

Details of date, time and venue of Annual General Meetings (AGM) of the Company held for last 3 years are given below:

Year	Date & Time	Venue
2013	1 st August, 2013 at 10.30 a.m.	Raja Annamalai Hall, Esplanade, Chennai-600 108
2014	11 th August 2014 at 10.30 a.m.	Raja Annamalai Hall, Esplanade, Chennai-600 108
2015	23 rd September 2015 at 3.30 p.m.	Raja Annamalai Hall, Esplanade, Chennai-600 108

Special resolutions approving appointment of Whole Time Directors were passed at the Annual General Meetings held on 1st August 2013 and 23rd September 2015 respectively. The Company has not convened any Extra-Ordinary General Meeting during the financial year 2015-16.

11. Postal Ballot

No item was transacted through Postal Ballot during the financial year 2015-16.

12. Related party transaction & disclosures

Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the directors, the subsidiaries or relatives, etc. that may have potential conflict with interest of the Company at large.

- a). There are no materially significant transactions with the related parties viz. Promoters, Directors or the Management, their subsidiaries or relatives that may have potential conflict with the interest of the Company at large.
- b). There are no pecuniary relationships or transactions with the Non-executive Directors of the Company except the payment of sitting fees made for attending the Board Meetings of the Company.
- c). No transactions were entered into with related parties during the financial year exceeding 5% of annual turnover or 25% of the net worth of the Company as per the last audited financial statements of the Company.
- d). The Company has complied with various rules and regulations prescribed by Stock exchanges, SEBI or any other statutory authority relating to capital markets. No penalties or strictures have been imposed by them on the Company except a compounding fee paid to Company Law Board for delay in filing of statement of unpaid dividend with Registrar of Companies, Chennai.

13. Minutes of Subsidiary Companies

The Minutes of meeting of Board of Directors of subsidiary companies were periodically placed before the Board of Directors of the Company.

14. General Shareholders information

(a). Registered Office

The Management of the Company has decided to change the Registered office of the Company from “Adyar House”, Chennai-600085 to 4th Floor, SPIC House, No.88, Mount Road, Guindy, Chennai-600032 with effect from 10th August 2016.

(b). Disclosures regarding appointment or re-appointment of Directors

According to the Articles of Association, one-third of the Directors shall retire by rotation and, if eligible, offer themselves for re-appointment at the Annual General Meeting. Mr.Ashwin C Muthiah, Director shall retire in the ensuing Annual General Meeting and eligible, offers himself for re-appointment. The Board has recommended the re-appointment of the above retiring Director.

(c). Communication with shareholders

The Company’s quarterly, half yearly and annual results are regularly submitted to the Stock Exchanges and also published in leading newspapers in accordance with the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The above results are simultaneously posted on the Company’s website www.sicagen.com as required under the said Regulations. Annual Reports of the Company are also available in the Company’s website.

(d). Communication through electronic mode

As per the circular issued by the Ministry of Corporate Affairs, all the Companies have been allowed / permitted to send its annual report comprising of Notice, Directors’ Report, Auditors’ Report, Balance Sheet, Profit & Loss account etc. by email to its Shareholders. In order to implement the above practice, 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 also be downloaded from the Company’s website www.sicagen.com.

(e). Ensuing AGM

Date	20 th September, 2016
Time	2.30 p.m.
Venue	Rajah Annamalai Hall, Esplanade, Chennai - 600108
Book closure	12 th September 2016 to 20 th September 2016 (both days inclusive)
Date of payment of dividend if declared	Between 1 st October 2016 and 15 th October 2016.

Sicagen India Limited

(f). Financial Calendar for 2016-17 (Tentative)

The financial year of the Company is April to March of every year and the tentative financial calendar for publication of quarterly/annual results is as under.

1.	1 st quarter ending 30 th June 2016	Before 15 th August, 2016
2.	2 nd quarter ending 30 th September 2016	Before 15 th November, 2016
3.	3 rd quarter ending 31 st December 2016	Before 15 th February, 2017
4.	Last quarter & year ending 31 st March 2017	Within 60 days of end of the year.

Annual General Meeting : on or before 30th September, 2017.

(g). Listing of Equity Shares on Stock Exchanges

The equity shares of the Company are listed on Bombay Stock Exchange Ltd (BSE) and National Stock Exchange of India Ltd (NSE). Annual listing fee for the financial year 2016-17 was paid to BSE and NSE.

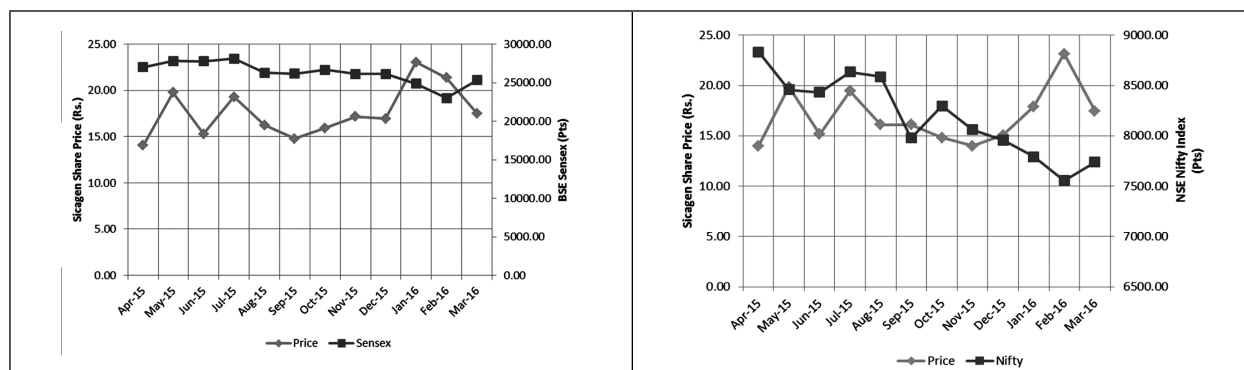
Name of the Stock Exchange	Scrip Code	Trade Name
Bombay Stock Exchange	533014	SICAGEN
National Stock Exchange	SICAGEN	SICAGEN

(h). Stock market data

The Company's equity shares have been listed/traded on Bombay Stock Exchange (BSE) and National Stock Exchange (NSE). Month wise high and low closing quotation of shares traded on BSE are given below.

Month & Year	BSE			NSE		
	High	Low	Average	High	Low	Average
	₹ Ps.	₹ Ps.	₹ Ps.	₹ Ps.	₹ Ps.	₹ Ps.
April 2015	14.05	12.23	13.14	14.00	12.15	13.08
May 2015	19.76	13.17	16.47	19.85	13.00	16.43
June 2015	15.30	13.10	14.20	15.15	13.20	14.18
July 2015	19.28	14.46	16.87	19.45	14.35	16.90
August 2015	16.25	14.25	15.25	16.10	13.90	15.00
September 2015	14.79	13.46	14.13	16.10	13.60	14.85
October 2015	15.93	14.07	15.00	14.80	13.60	14.20
November 2015	17.15	14.65	15.90	14.00	16.10	15.05
December 2015	16.95	15.75	16.35	15.05	17.15	16.10
January 2016	23.05	16.60	19.83	17.90	15.75	16.83
February 2016	21.35	15.15	18.25	23.15	16.40	19.78
March 2016	17.50	16.40	16.95	17.45	16.05	16.75

(i). Performance of Sicagen's share price in comparison with BSE Sensex Index and NSE Nifty Index



(j). Share Transfer & Depository System

The physical share transfers, transmissions, transpositions etc., are processed on number of requests received and the documents duly completed in all respects are registered within the time limit as specified by the listing agreement.

The Company has availed depository services from National Securities Depository Ltd (NSDL) & Central Depository Services (India) Ltd (CDSL) for dematerialization of shares. The shareholders may kindly note the Company's ISIN: INE 176J01011 allotted by NSDL & CDSL. Since trading in equity shares of the Company shall be permitted only in dematerialized form, the shareholders who are holding shares in physical form, are advised to dematerialize their shares to avoid the risks associated with holding the share certificates in physical form.

The shareholders may also kindly note that as directed by SEBI, the Company/RTA is in the process of sending reminders to the shareholders, who are holding the shares in physical form and who have not claimed their share certificates from the Company so far, to retrieve their share certificates.

(k). Registrar and Share Transfer Agents (RTA)

The Company has appointed M/s.Cameo Corporate Services Ltd, as its Registrar and Share Transfer Agent both for electronic and physical transactions of the shares. The shareholders are therefore requested to send all documents, correspondences, queries, intimations on any matters relating to transfer/transmission/demat/remat of shares, issue of duplicate share certificates, change of address etc., to the following address.

M/s.Cameo Corporate Services Limited
Unit: Sicagen India Limited
No.:1, Club House Road,
"Subramanian Building", 5th Floor
Chennai - 600 002
Tel: 044-28460390 Fax: 044-28460129
E-mail: cameo@cameoindia.com

A separate email ID companysecretary@sicagen.com has been created by the Company for the purpose of registering the complaints by the investors. Mr.R.Achuthan, Company Secretary has been appointed as Compliance Officer of the Company for redressal of investors' grievances. The shareholders may correspond to the following address for redressal of grievances if any.

Mr.R.Achuthan
Company Secretary
Sicagen India Limited,
4th Floor, SPIC House 88, Mount Road,
Guindy Chennai-600032
Tel: 044-30070300 Fax: 044-30070399
E-mail: companysecretary@sicagen.com

(l). Distribution of shareholding as on 31st March 2016

No. of shares Category	No. of holders	% of total	No. of shares	% of total
Upto 500	39851	92.32	2473276	6.25
501-1000	1608	3.73	1332833	3.37
1001-2000	749	1.73	1171540	2.96
2001-3000	296	0.69	766758	1.94
3001-4000	132	0.31	475599	1.20
4001-5000	131	0.30	623504	1.57
5001-10000	207	0.48	1475936	3.73
10001 and Above	189	0.44	31252238	78.98
Total	43163	100.00	39571684	100.00

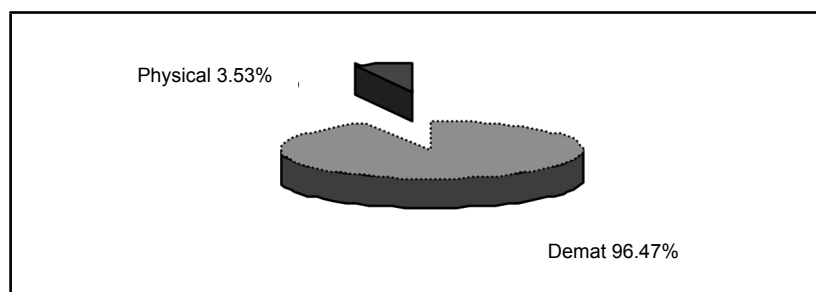
Sicagen India Limited

(m). Shareholding Pattern as on 31st March 2016

Category	No. of holders	No. of shares held	% of holding
Promoters Holding			
Promoters & Associates	16	16618878	42.00
Non-Promoters Holding			
(a) Institutional Investors			
Mutual Funds	4	1211	0.00
Financial Institutions / Banks	16	171052	0.43
Central/State Government	1	334	0.00
Insurance Companies	2	67770	0.17
Foreign Institutional Investors	4	4909323	12.41
(b) Others			
Bodies Corporate	469	5313405	13.42
Trusts	3	2052	0.01
Clearing Members	20	18440	0.05
NRIs	214	351816	0.89
Hindu Undivided Families (HUF)	578	476297	1.20
(c) Other Public shareholding	41836	11641106	29.42
Total	43163	39571684	100.00

(n). Dematerialization of Shares

38177412 equity shares representing 96.47% of the paid-up share capital of the Company have been dematerialized up to 31st March 2016. Trading in equity shares of the Company is permitted only in dematerialized form with effect from the date of listing of shares ie 21st August 2008.



(o). Nomination of physical shares

Members holding shares in physical form are encouraged to nominate a person to whom the shares in the Company shall vest in the event of death. Nomination forms will be sent to the Members on request.

(p). CEO / CFO Certification

As required by Regulation 17(8) SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the certificate from COO/CFO was submitted to the Board and the same has been annexed herewith.

(q). Practicing Company Secretary's Certificate on Corporate Governance

The Company has obtained a certificate from the Practicing Company Secretary regarding compliance of conditions of Corporate Governance as required under listing agreement / SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and the same has been annexed at the end of this report.

(r). Plant Locations

Specialty Chemicals : Thirubuvanai, Pondicherry
 Beta Industries : Minjur, Ponneri Taluk, Chennai
 Cables (Subsidiary Company): Wilson Cables Private Limited, Jurong Industrial Estate, Singapore

Certificate of COO / CFO

(Under Regulation 17(8) SEBI (Listing Obligations & Disclosure Requirements)
Regulations, 2015)

To

The Board of Directors of
Sicagen India Limited

We, Devidas Mali, COO & Whole Time Director and D.Balagopal, CFO of the Company hereby certify to the Board of Directors of the Company that:

- a. We have reviewed financial statements and the cash flow statement for the year ended 31st March 2016 and that to the best of their knowledge and belief:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the auditors and the Audit committee
 - i. significant changes in internal control over financial reporting during the year;
 - ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Date : 25th May 2016

Devidas Mali

D Balagopal

Place : Chennai

COO & Whole Time Director

CFO

Sicagen India Limited

Compliance Certificate on Corporate Governance Report

Practicing Company Secretary's Certificate

[Under Listing Agreement / SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]

To

The Shareholders of Sicagen India Limited,

We have examined the compliance of the conditions of Corporate Governance by Sicagen India Limited for the year ended 31st March 2016 as stipulated under Clause 49 of the Listing Agreement for the period 1st April 2015 to 30th November 2015 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 for the period from 1st December 2015 to 31st March 2016.

The Compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of the Corporate Governance in the aforesaid Clause 49 of the Listing Agreement and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and based on representations made by the Directors and the Management, we certify that the Company has complied with the conditions of the Corporate Governance as stipulated in the aforesaid Clause 49 of the Listing Agreement and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

R Kannan

Practicing Company Secretary

FCS No.: 6718

CP No.: 3363

Date : 3rd August 2016

Place : Chennai

Declaration from COO & Whole Time Director on Code of Conduct

To

The Shareholders of Sicagen India Limited,

As provided under Regulation 26(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and the Listing Agreement entered into with the Stock Exchanges, the Board of Directors and the Senior Management Personnel have affirmed compliance with the Company's Code of Conduct for the year ended 31st March 2016.

Date : 3rd August 2016

Place : Chennai

Devidas Mali

COO & Whole Time Director

Annual Report 2015-16

Accounts - Standalone



This page has been intentionally left blank

Independent Auditor's Report To the Members of SICAGEN INDIA LIMITED Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Sicagen India Limited ("the Company"), which comprise the Balance Sheet as at 31st March 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial controls relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2016, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in "Annexure 2".
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. the Company has disclosed the impact of pending litigations on its financial position in its financial statements- Refer Note 32.
 - ii. the Company does not have any material foreseeable losses from long-term contracts including derivative contracts. Hence no provision has been created for the same.
 - iii. there were no amounts which were required to be transferred, to the Investor Education and Protection Fund.

For **CNGSN & ASSOCIATES LLP**

Chartered Accountants
F.R.No.004915S / S200036

C N GANGADARAN

Partner

Memb.No.011205

Place: Chennai

Date: 25th May 2016

Annexure 1 to the Independent Auditor's Report

Referred to in Paragraph 1 of Report on Other Legal and Regulatory Requirements of our Report of even date

- i. a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b) As explained to us, all the fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such physical verification.
- c) According to the information and explanation given to us, the title deeds of immovable properties of the Company are held in the name of the Company.
- ii. Physical verification of inventory has been conducted at reasonable intervals by the management and no material discrepancies were noticed on such verification.
- iii. The Company has not granted loans to parties covered in the register maintained under Section 189 of the Companies Act and accordingly the conditions of repayment are not applicable.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act 2013 in respect of loans, investments, guarantees and security.
- v. In our opinion and according to the information and explanations given to us the company has not accepted any deposits. Accordingly clause v of paragraph 3 of Companies (Auditors Report) Order 2016 is not applicable.
- vi. The Central Government has prescribed the maintenance of cost records under section 148 (1) of the Companies Act 2013 and such accounts and records have been so made and maintained.
- vii. a) According to the records of the Company and information and explanations given to us, the company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities. There are no undisputed statutory dues outstanding for more than six months.
- b) As at 31st March 2016 according to the records of the Company, the following are the particulars of the disputed dues on account of sales tax, income tax, customs duty, wealth tax, service tax and cess, which have not been deposited on account of dispute:

Sl. No	Period	Nature of Dues	Amount in Dispute (In ₹ Lakhs)	Forum where Pending
1	2009-10	Income Tax	200.00	ITAT
2	2011-12	Income Tax	1,699.00	ITAT
- viii. Based on our audit procedures and according to the information and explanations given to us by the management, we are of the opinion that the company has not defaulted in repayment of loans or borrowings to any financial institution, bank, Government or debenture holders.
- ix. In our opinion, term loans have been applied for the purposes for which they were raised. During the year, the company has not raised money by way of initial public offer or further public offer.
- x. In our opinion and according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year.
- xi. In our opinion, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act, 2013.
- xii. In our opinion, the Company is not a Nidhi Company. Accordingly, clause xii of Para 3 of Companies (Auditors Report) Order 2016 is not applicable.
- xiii. In our opinion, all transactions with the related parties are in compliance with Section 177 and 188 of Companies Act 2013 where applicable, and the details have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, clause xiv of Para 3 of Companies (Auditors Report) Order 2016 is not applicable.
- xv. In our opinion and according to the information and explanations given to us, the Company has not entered into any non - cash transactions with directors or persons connected with the Directors. Accordingly, clause xv of Para 3 of Companies (Auditors Report) Order 2016 is not applicable.
- xvi. In our opinion and according to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause xvi of Para 3 of Companies (Auditors Report) Order 2016 is not applicable.

For **CNGSN & ASSOCIATES LLP**

Chartered Accountants
F.R.No.004915S / S200036

C N GANGADARAN

Partner

Memb.No.011205

Place: Chennai

Date: 25th May 2016

Annexure 2 to the Independent Auditor's report
Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of
Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Sicagen India Limited ("the Company") as of 31st March, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the

Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **CNGSN & ASSOCIATES LLP**

Chartered Accountants
F.R.No.004915S / S200036

C N GANGADARAN

Partner

Memb.No.011205

Place: Chennai

Date: 25th May 2016

Sicagen India Limited

Balance Sheet as at 31st March 2016

(₹ in Lakhs)

Particulars	Note No.	As at 31 st March 2016		As at 31 st March 2015	
I. EQUITY AND LIABILITIES					
1. Shareholders' Funds					
a) Share Capital	1	3957		3957	
b) Reserves and Surplus	2	<u>38057</u>	<u>42014</u>	<u>37623</u>	41580
2. Non-Current Liabilities					
a) Long-Term Borrowings	3	-		1099	
b) Deferred Tax Liabilities (Net)	4	311		448	
c) Other Long Term Liabilities	5	413		469	
d) Long-Term Provisions	6	<u>2553</u>	<u>3277</u>	<u>2307</u>	4323
3. Current Liabilities					
a) Short-Term Borrowings	7	4460		3701	
b) Trade Payables		2306		2479	
c) Other Current Liabilities	8	634		1073	
d) Short-Term Provisions	9	<u>314</u>	<u>7714</u>	<u>496</u>	<u>7749</u>
TOTAL			<u>53005</u>		<u>53652</u>
II. ASSETS					
1. Non-current Assets					
a) Fixed Assets					
(i) Tangible assets	10 a	2667		1986	
(ii) Intangible assets	10 b	82		96	
(iii) Capital work-in-progress	10 c	-		22	
(iv) Fixed Assets pertaining to discontinuing operations and held for sale		216		972	
(b) Non-current investments	11	13498		13498	
(c) Long-term loans and advances	12	18389		18777	
(d) Other non-current assets	13	<u>2826</u>	<u>37678</u>	<u>3051</u>	38402
2. Current Assets					
a) Inventories	14	5039		4992	
b) Trade Receivables	15	8289		7973	
c) Cash and Cash Equivalents	16	1070		1473	
d) Short-Term Loans and Advances	17	929		812	
e) Other Current Assets			<u>15327</u>		<u>15250</u>
TOTAL			<u>53005</u>		<u>53652</u>
Significant Accounting Policies					
Notes on Financial Statements		1-34			

As per our Report of even date

For and on behalf of the Board

For CNGSN & Associates LLP

Chartered Accountants

F.R.No.004915S

C N GANGADARAN

Partner

M.No.11205

Place : Chennai

Date: 25th May 2016

ASHWIN C MUTHIAH

Chairman

DEVIDAS MALI
COO & Whole Time Director

B. NARENDRAN

Director

D.BALAGOPAL
Chief Financial Officer

SUNIL DESHMUKH

Director

R.ACHUTHAN
Company Secretary

Profit and Loss Statement for the year ended 31st March 2016

(₹ in Lakhs)

Particulars	Note No.	For the year ended 31 st March 2016	For the year ended 31 st March 2015
I. INCOME			
Revenue from operations	18	45015	48562
Other Income	19	1456	1379
Total Revenue		46471	49941
II. EXPENSES			
Cost of materials consumed	20	2365	4128
Purchases of Stock-in-Trade	21	38963	40818
(Increase)/Decrease in inventories of Finished Goods, Work-In-Progress and Stock in Trade	22	(376)	(264)
Employee Benefit Expense	23	1813	1666
Finance Costs	24	566	603
Depreciation and Amortization Expense		203	270
Other expenses	25	2122	2044
Total expenses		45656	49265
III. Profit before exceptional and extraordinary items and tax		815	676
Exceptional items (Net)	26	-	(213)
IV. Profit before extraordinary items and tax		815	463
Extraordinary Items		-	-
V. Profit before tax		815	463
Tax expense			
(1) Current tax		19	
(2) Deferred tax		(136)	67
VI. Profit / (Loss) for the period		932	396
VII Profit /(Loss) from discontinuing Operations	27	(212)	(93)
VIII Tax expenses on discontinuing operations			
IX Profit/(Loss) from discontinuing operations (after tax) (VII - VIII)		(212)	(93)
X Profit / (Loss) for the period (VI + IX)		720	303
XI. Earnings per equity share	28		
Continuing Operation			
(1) Basic before exceptional items (₹)		2.36	1.54
(2) Basic after exceptional items (₹)		2.36	1.00
Total Operation			
(1) Basic before exceptional items (₹)		1.82	1.30
(2) Basic after exceptional items (₹)		1.82	0.77

Significant Accounting Policies

Notes on Financial Statements

1-34

As per our Report of even date

For and on behalf of the Board

For CNGSN & Associates LLP

Chartered Accountants

F.R.No.004915S

C N GANGADARAN

Partner

M.No.11205

Place : Chennai

 Date: 25th May 2016

ASHWIN C MUTHIAH

Chairman

DEVIDAS MALI

COO & Whole Time Director

B. NARENDRAN

Director

D.BALAGOPAL

Chief Financial Officer

SUNIL DESHMUKH

Director

R.ACHUTHAN

Company Secretary

Cash Flow Statement for the year ended 31st March 2016

(₹ in Lakhs)

Particulars	Year ended 31 st March 2016	Year ended 31 st March 2015
A Cash Flow from Operating Activities		
Profit before tax	603	583
Adjustments for		
Depreciation	261	402
(Profit)/Loss on Disposal of Fixed Assets(net)	17	(349)
Provision Written Back	(770)	(86)
Interest Income	(37)	(20)
IT Refund Receivable	-	(175)
Dividend Income	(640)	(640)
Interest Expenditure	508	626
Operating Profit before Working Capital Changes	<u>(58)</u>	<u>341</u>
Adjustments for		
Trade and Other Receivables	(522)	2304
Inventories	(47)	1837
Trade Payables and Other Liabilities	712	(5522)
Cash Generated from Operations	<u>85</u>	<u>(1040)</u>
Tax Paid	(25)	(25)
Net Cash from Operating Activities	<u>60</u>	<u>(1065)</u>
B Cash Flow from Investing Activities		
Purchase of Fixed Assets	(186)	(182)
Sale of Fixed Assets(net)	19	649
Interest Income	37	20
Dividend Income	640	640
Net Cash used in Investing Activities	<u>510</u>	<u>1127</u>
C Cash Flow from Financing Activities		
Long term Borrowings (Net of repayment)	(179)	(66)
Interest Paid	(508)	(626)
Dividend Paid (Including Dividend Distribution Tax)	(286)	(368)
Net Cash used in Financing Activities	<u>(973)</u>	<u>(1060)</u>
D Net Increase/(Decrease) in Cash and Cash Equivalents(A+B+C)	(403)	(999)
Cash and Cash Equivalents as at (Opening) 1 st April 2015	1473	2472
Cash and Cash Equivalents as at (Closing) 31 st March 2016	1070	1473

As per our Report of even date

For and on behalf of the Board

For CNGSN & Associates LLP

Chartered Accountants

F.R.No.004915S

C N GANGADARAN

Partner

M.No.11205

Place : Chennai

Date: 25th May 2016

ASHWIN C MUTHIAH

Chairman

DEVIDAS MALI

COO & Whole Time Director

B. NARENDRAN

Director

D.BALAGOPAL

Chief Financial Officer

SUNIL DESHMUKH

Director

R.ACHUTHAN

Company Secretary

Significant Accounting Policies

1. Basis of Preparation

The financial statements of the company have been prepared in accordance with the Generally accepted accounting Principles in India (GAAP) under the historical cost convention on accrual basis and complying with applicable Mandatory Accounting Standards as prescribed under Section 133 of the companies act 2013 read with Rule 7 of the Companies (Accounts) Rules 2014 .

Use of Estimates

The preparation of financial statements in conformity with Indian GAAP requires management to make estimates and assumptions that are considered in the reported amounts of assets and Liabilities (including contingent liabilities) on the date of financial statements and reported amounts of revenues and expenses for the year. Estimates are based on historical experience, where applicable and other assumption that management believes are reasonable under the circumstances. Accrual results may vary from these estimates and any such differences are dealt in the period in which they are known/ materialize.

2. Fixed Assets and Depreciation

Fixed Assets are stated at cost less accumulated depreciation. Leasehold Land is capitalized and the amount is not amortized. Intangible assets are capitalized and the amount is amortized.

Depreciation is provided at the rates prescribed under Schedule II of the Companies Act, 2013 and useful life of the assets on the following methods.

- a) Assets of All divisions are calculated at straight line method.
- b) Depreciation on certain premises is provided on composite cost where it is not possible to segregate the land cost.
- c) Improvements on leasehold premises are depreciated over the tenure of the lease.
- d) Intangible assets are depreciated based on the useful life assets.
- e) Assets whose cost does not exceed ₹5000 are fully depreciated.

3. Borrowing Costs

Borrowing Costs are capitalized as a part of qualifying fixed assets wherever it is possible that they will result in future economic benefits. Other borrowing costs are expensed.

4. Investments (Long Term)

Investments in shares and units are stated at cost, net of permanent diminution in value wherever necessary. Cost includes interest attributable to funds borrowed for acquisition of investments.

Dividends are accounted for when the right to receive the payment is established.

5. Inventories

- a) Trading Stock, Stores and Spares, Raw materials, Packing materials are valued at cost, computed on Moving Weighted Average Cost for Building Materials Division & Goodwill Governor Services division.
- b) Finished goods and work in process are valued at the lower of cost and estimated net realizable value. Cost comprises of materials consumed valued on first in first out basis and direct and indirect overheads for Beta, Specialty Chemicals and Moving Weighted Average Cost for Goodwill Governor Services.
- c) Work-in-process on ship building contracts reflects proportionate value of inputs and expenses yet to be billed.
- d) Loose tools are valued after writing off a certain percentage on cost only in Goodwill Engineering Works.

6. Excise Duty

- a) Cenvat credit on materials purchased for production are taken into account at the time of purchase and cenvat credit on purchase of capital items, wherever applicable is taken into account as and when the assets are installed, to the credit of respective purchase and assets account. The cenvat credits so taken are utilized for payment of excise duty on goods manufactured. The unutilized cenvat credit is carried forward in the books.
- b) Excise duty payable on manufactured goods held in the factories is included in the valuation of such stocks.

7. Revenue Recognition

Revenue is recognized and expenses are accounted on their accrual with necessary provisions for all known liabilities and losses.

Sicagen India Limited

- a. Sale of goods
Revenues from sale of products net of returns, discount and sales tax and are recognized at the point of dispatch .
- b. Sales of Service
 - i. Revenue from services is recognized when billed on completion of services.
 - ii. Revenue in boat building division is recognized as and when the boat is ready for delivery.
- c. Other operating Income
Other operating income comprises income from activities incidental to the operations of the company and is recognized as and when the right to receive the income is established.
- d. Other Income
Interest income is accounted on accrual basis. Dividend income is accounted as and when the right to receive the dividend is established.

8. Foreign Currency Transaction

Foreign currency transactions are recorded in the books at rates prevailing on the date of transaction.

Foreign currency monetary assets and liabilities wherever receivable or payable are translated at exchange rates prevailing on the Balance Sheet date and the exchange differences arising on settlement or translation of monetary items are adjusted in the statement of Profit and Loss in the period it arises.

9. Post-employment and long term employee Benefits

Defined contribution plans

- a) Company's contribution to the Provident Fund/ Superannuation Fund, the employee state Insurance and other funds are determined under the relevant scheme / or statute and charged to the profit and Loss account in the period of incurrence when the services are rendered by the employees.
- b) Company employees are covered under superannuation schemes, State governed provident fund schemes, employees' state insurance scheme.
- c) Retirement benefits in the form of Provident Fund/ Superannuation Fund are defined contribution schemes and the contributions are charged to the of Profit and Loss account in the year in which the contributions to the respective funds are due.
- d) Employees Gratuity Fund scheme managed by Life Insurance Corporation of India is a Defined Benefit Plan.

- e) Company's liability toward gratuity and other retirement benefits are actuarially determined at each balance sheet date. The present value of obligation is provided for on the basis of actuarial valuation using the Projected Unit Credit Method at the end of each financial year.
- f) Actuarial gains/losses are charged to Profit and Loss Account immediately in each year.

10. Contingent Liabilities & Provisions

All known liabilities of material nature have been provided for in the accounts except liabilities of a contingent nature which have been disclosed at their estimated value in the notes on accounts in accordance with Accounting Standard -29. As regards Provisions, it is only those obligations arising from past events existing independently of an enterprise's future actions that are recognized as provisions.

11. Segment Reporting

The accounting policies adopted for Segment reporting are in line with Accounting Standard -17.

12. Provision for Current Tax and Deferred Tax

Provision for Current Tax liability is estimated after taking into consideration benefits admissible at the current rate of tax under the provisions of the Income Tax Act 1961.

Deferred tax is recognized when considered prudent for all timing differences between the taxable income and accounting income. Deferred tax is measured using the tax rates and tax laws that are enacted or substantively enacted as on the balance sheet date.

13. Impairment of Assets

The Company recognizes impairment of assets other than the assets which are specifically excluded under Accounting Standard 28 on Impairment of Assets issued by the Institute of Chartered Accountants of India after comparing the assets recoverable value with its carrying amount in the books. In case carrying amounts exceeds recoverable value, impairment losses are provided for.

14. Cash flow statement

Cash flow statements are made using the indirect method whereby profit/loss before extra-ordinary items/ exceptional items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the company are segregated based on available information including taxes paid on these activities.

Notes on Financial Statements for the year ended 31st March 2016

1. Share Capital

(₹ in Lakhs)

Particulars	As at 31 st March 2016		As at 31 st March 2015	
	Number	Amount	Number	Amount
Authorised				
Equity Shares of ₹ 10 each	50000000	5000	50000000	5000
Issued				
Equity Shares of ₹ 10 each	39571684	3957	39571684	3957
Subscribed & Paid up				
Equity Shares of ₹ 10 each fully paid	39571684	3957	39571684	3957

1.1 Number of shares and the amount outstanding at the beginning and at the end of the reporting period

Particulars	Equity Shares		Preference Shares	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	39571684	3957	-	-
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	39571684	3957	-	-

1.2 Details of shareholders holding more than 5% shares in the Company

Name of Shareholder	As at 31 st March 2016		As at 31 st March 2015	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
M/s.Ranford Investments Ltd.	7400649	18.70	7400649	18.70
M/s.Darnolly Investments Ltd.	7276102	18.39	7276102	18.39
M/s.Twinshield Consultants Pvt.Ltd.	3148810	7.96	3148810	7.96

1.3 Aggregate number of bonus shares issued, share issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date: NIL

2. Reserves and Surplus

(₹ in Lakhs)

Particulars	As at	
	31 st March 2016	31 st March 2015
a. Capital Reserves		
As per Last Balance sheet	2856	2856
b. Securities Premium Account		
As per Last Balance sheet	29444	29444
c. General Reserve		
As per Last Balance Sheet	200	200
d. Surplus		
Opening balance	5123	5106
Add : Profit/(Loss) for the current year	720	303
Less : Proposed Dividend	286	286
Closing Balance	5557	5123
Total	38057	37623

Sicagen India Limited

(₹ in Lakhs)

Particulars	As at	
	31 st March 2016	31 st March 2015
3. Long Term Borrowings		
Unsecured		
Other loans and advances	-	1099
Total		1099
4. Deferred Tax Liabilities (Net)	448	380
Related to Fixed Asset		
Provided under Income Tax Act, 1961	(137)	68
Total	311	448
5. Other Long Term Liabilities		
(a) Trade Payables	-	24
(b) Others		
1) Interest accrued but not due	-	11
2) Others	413	434
Total	413	469
6. Long Term Provisions		
(a) Provision for employee benefits		
Gratuity	205	180
Leave Encashment	29	12
(b) Others		
Provision for Tax	2319	2115
Total	2553	2307

6.1 Employee Benefits

Disclosures required under Accounting Standard - 15 on Employee Benefits are given below:

(₹ in Lakhs)

Particulars	As at		As at	
	31 st March 2016		31 st March 2015	
	Gratuity	Leave	Gratuity	Leave
I. PRINCIPAL ACTUARIAL ASSUMPTIONS				
[Expressed as weighted averages]				
Discount Rate	7.70%	7.70%	7.80%	7.80%
Salary escalation rate	6.00%	6.00%	5.00%	5.00%
Attrition rate	10.00%	10.00%	10.00%	10.00%
Expected rate of return on Plan Assets	8.00%	-	9.00%	-
II. CHANGES IN THE PRESENT VALUE OF THE OBLIGATION (PVO)				
RECONCILIATION OF OPENING AND CLOSING BALANCES				
PVO as at the beginning of the period	180	12	190	31
Interest cost	13	1	15	2
Current service cost	18	4	18	3
Benefits paid	(20)	(3)	(46)	(15)
Actuarial loss/(gain) on obligation (balancing figure)	14	15	3	(10)
PVO as at the end of the period	205	29	180	12

Particulars	As at		As at	
	31 st March 2016		31 st March 2015	
	Gratuity	Leave	Gratuity	Leave
III. CHANGES IN THE FAIR VALUE OF PLAN ASSETS - RECONCILIATION OF OPENING AND CLOSING BALANCES				
Fair value of plan assets as at the beginning of the period	178	-	207	-
Expected return on plan assets	16	-	15	-
Contributions	22	3	-	15
Benefits paid	(20)	(3)	(46)	(15)
Actuarial gain/(loss) on plan assets [balancing figure]	(1)	-	2	-
Fair value of plan assets as at the end of the period	195	-	178	-
IV. ACTUAL RETURN ON PLAN ASSETS				
Expected return on plan assets	16	-	15	-
Actuarial gain (loss) on plan assets	(1)	-	2	-
Actual return on plan assets	15	-	17	-
V. ACTUARIAL GAIN / LOSS RECOGNIZED				
Actuarial gain / (loss) for the period - Obligation	(14)	(15)	(3)	10
Actuarial gain / (loss) for the period- Plan Assets	(1)	-	2	-
Actuarial (gain) / loss recognized in the period	15	15	1	(10)
Unrecognized actuarial (gain) / loss at the end of the year				
VI. AMOUNTS RECOGNISED IN THE BALANCE SHEET AND RELATED ANALYSES				
Present value of the obligation	205	29	180	12
Fair value of plan assets	195	-	177	-
Difference	10	29	3	12
Net Liability Recognized in the balance sheet	10	29	3	12
VII. EXPENSES RECOGNISED IN THE STATEMENT OF PROFIT AND LOSS				
Current service cost	18	4	18	3
Interest Cost	13	1	15	2
Expected return on plan assets	(16)	-	(14)	-
Net actuarial (gain)/loss recognised in the year	15	15	1	(10)
Expenses recognized in the statement of profit and loss	30	20	20	(5)
VIII. MOVEMENTS IN THE LIABILITY RECOGNIZED IN THE BALANCE SHEET				
Opening net liability	2	12	(17)	31
Expenses as above	30	20	20	(5)
Contribution paid	(22)	(3)	-	(15)
Closing net liability	10	29	3	12
IX. AMOUNT FOR THE CURRENT PERIOD				
Present Value of obligation	205	29	180	12
Plan Assets	195	-	177	-
Surplus / (Deficit)	(10)	(29)	(3)	(12)
Experience adjustments on plan liabilities -(loss)/gain	(3)	(14)	1	10
Experience adjustments on plan assets -(loss)/gain	(1)	-	2	-

Sicagen India Limited

(₹ in Lakhs)

Particulars	As at		As at	
	31 st March 2016		31 st March 2015	
	Gratuity	Leave	Gratuity	Leave
X. MAJOR CATEGORIES OF PLAN ASSETS (AS PERCENTAGE OF TOTAL PLAN ASSETS)				
Funds managed by Insurer		100.00%		100.00%
XI. ENTERPRISE'S BEST ESTIMATE OF CONTRIBUTION DURING NEXT YEAR				
		NA		NA

(₹ in Lakhs)

Particulars	As at		As at	
	31 st March 2016		31 st March 2015	
7. Short Term Borrowings				
Secured				
Other loans and advances				
Working Capital Facility		2779		2254
Unsecured				
Loans repayable on demand				
From Others		1681		1447
Total		4460		3701

7.1 Credit facilities availed from Banks/NBFCs by way of Channel Financing/Inventory Funding Arrangements for the company were secured by way of hypothecation of stock.

7.2 Working capital facilities availed from a Bank were secured by hypothecation of stocks and receivables of all divisions and creation of equitable mortgage by way of deposit of title deeds of certain immovable assets of the Company as collateral security.

8. Other Current Liabilities

(a) Unpaid Dividend		43		37
(b) Other payables				
Liability for Expense		218		196
Statutory Remittances (TDS, VAT, ESI, PF, Service Tax, ED etc.)		118		146
Advance from Customers		248		688
Trade / Security Deposit		7		6
Total		634		1073

9. Short Term Provision

(a) Provision for employee benefits				
Bonus/Performance pay		145		143
(b) Others				
Provision for Tax		(117)		67
Proposed Equity Dividend		238		238
Provision for Tax on Proposed Equity Dividend		48		48
Total		314		496

(₹ in Lakhs)

10. Fixed Assets - Continuing Operations 2015-16

Fixed Assets	Gross Block				Accumulated Depreciation				Net Block		
	Balance as at 1st April 2015	Additions	Disposals	Transfer	Balance as at 31 st March 2016	Balance as at 1st April 2015	Depreciation charge for the year	Disposals	Transfer	Balance as at 31 st March 2016	Balance as at 31 st March 2015
a) Tangible Assets											
Land - Free hold	346	24	-	111	481	-	-	-	-	481	346
- Lease hold	1	-	-	-	1	-	-	-	-	1	1
Buildings	1897	61	669	669	2627	883	33	121	121	1590	1014
Plant and Machinery	912	56	1	4	971	605	46	1	1	320	307
Office Equipment	448	16	5	8	467	356	54	4	7	54	92
Furniture and Fixtures	173	47	1	6	225	136	6	1	3	81	37
Vehicles	116	-	5	-	111	79	7	2	-	27	37
Trucks	29	-	-	-	29	22	2	-	-	5	7
Lease hold improvements	230	2	-	2	234	85	41	-	-	108	145
Total	4152	206	12	800	5146	2166	189	8	132	2667	1986
Previous Year	4249	161	306	48	4152	2010	256	119	19	1986	
b) Intangible Assets											
Computer software	178	-	-	-	178	82	14	-	-	82	96
Total	178	-	-	-	178	82	14	-	-	82	96
Previous Year	178	-	-	-	178	69	13	-	-	96	
c) Capital Work In Progress											
Total	22	24	46	-	-	-	-	-	-	-	22
Previous Year	22	24	46	-	-	-	-	-	-	-	22
Grand Total	4352	230	58	800	5324	2248	203	8	132	2749	2104
Previous Year	4449	161	306	48	4352	2079	270	120	19	2104	-

The revaluation of Agri division assets based on the useful life of asset was not carried out and the same would be carried out in future year(s)

(₹ in Lakhs)

10. Fixed Assets - Discontinuing Operations 2015-16

Fixed Assets	Gross Block				Accumulated Depreciation				Net Block		
	Balance as at 1st April 2015	Additions	Disposals	Transfer	Balance as at 31st March 2016	Balance as at 1st April 2015	Depreciation charge for the year	Disposals	Transfer	Balance as at 31st March 2016	Balance as at 31st March 2015
Tangible Assets											
Land - Free hold	111	-	-	(111)	-	-	-	-	-	-	111
- Lease hold	-	-	-	-	-	-	-	-	-	-	-
Buildings	689	1	-	(671)	19	103	23	-	(121)	14	586
Under Lease	-	-	-	-	-	-	-	-	-	-	-
Plant and Machinery	124	-	52	(4)	68	61	4	25	(1)	29	63
Office Equipment	111	-	9	(8)	94	96	7	7	(7)	5	15
Furniture and Fixtures	32	-	13	(6)	13	23	1	11	(3)	3	9
Vehicles	8	-	-	-	8	8	-	-	-	-	-
Trucks	-	-	-	-	-	-	-	-	-	-	-
Lease hold improvements	451	-	-	-	451	263	23	-	-	165	188
Total	1526	1	74	(800)	653	554	58	43	(132)	437	972
Previous Year	1739	17	184	(46)	1526	514	133	75	(18)	972	-

11. Non Current Investments

(₹ in Lakhs)

Particulars	As at 31st March 2016	As at 31st March 2015
	Trade Investments	
(a) Investment in Equity Instruments	7498	7498
(b) Investment in Preference Shares	6000	6000
Total	<u>13498</u>	<u>13498</u>
Aggregate amount of quoted investments (Market value of ₹1058.67 Lakhs (Previous Year ₹1201.13 Lakhs))	<u>1881</u>	<u>1881</u>
Aggregate amount of unquoted investments	<u>11617</u>	<u>11617</u>
	<u>13498</u>	<u>13498</u>

Details of Trade Investments

S. No.	Name of the Body Corporate	Subsidiary / Associate / JV/ Controlled Entity / Others	No. of Shares / Units		Quoted / Unquoted	Partly Paid / Fully paid	Extent of Holding (%)		₹ in Lakhs		Whether stated at Cost Yes / No	If Ans to Col (12) is 'No' - Basis of Valuation
			2016	2015			2016	2015	2016	2015		
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)
(a)	Investment in Equity Instruments											
	Southern Petrochemical Industries Corporation Ltd	Others	3017349	3017349	Quoted	Fully Paid	2	2	1230	1230	Yes	
	First Leasing Company of India Ltd (Includes Bonus Shares)	Others	2153649	2153649	Quoted	Fully Paid	9	9	415	415	Yes	
	Mercantile Ventures Ltd. (Formerly MCC Finance Ltd)	Others	2360205	2360205	Quoted	Fully Paid	2	2	236	236	Yes	
	Mitsuba Sical India Private Ltd	Others	300000	300000	UnQuoted	Fully Paid	-	-	65	65	Yes	
	EDAC Automation Ltd. (Formerly Sical Yamatake Ltd)	Associate	449970	449970	UnQuoted	Fully Paid	50	50	45	45	Yes	
	South India House Estates And Properties Ltd.	Subsidiary	10000000	10000000	UnQuoted	Fully Paid	100	100	1000	1000	Yes	
	Wilson Cables Pvt Ltd.	Subsidiary	5886216	5886216	UnQuoted	Fully Paid	100	100	4507	4507	Yes	
	AM Corporate Social Responsibility Foundation	Others	1200	-	UnQuoted	Fully Paid	12	-	-	-	Yes	
	Sub-Total (a)								7498	7498		
(b)	Investments in Preference Shares											
	Green Star Fertilizers Ltd	Others	5000000	5000000	UnQuoted	Fully Paid	100	100	5000	5000	Yes	
	EDAC Engineering Ltd	Others	10000000	10000000	UnQuoted	Fully Paid	83	83	1000	1000	Yes	
	Sub Total (b)								6000	6000		
	Grand Total (a)+(b)								13498	13498		

NOTES:

- Out of 30,17,349 equity shares of Southern Petrochemical Industries Corporation Ltd (SPIC), 19,87,454 shares pledged with lenders prior to demerger are yet to be released and out of which, 16,02,350 shares are under dispute and pending for adjudication before the Hon'ble High Court of Madras.
- Further 38,23,600 shares of SPIC pledged with lender prior to demerger and entitled to be transferred to the books of accounts of the Company are also under dispute and pending for adjudication before the Hon'ble High Court of Madras. In the event of the above dispute being settled in Company's favour, the aforesaid shares shall be taken into account in the books of the Company on the date of settlement. During the year, the Company has entered into a Memorandum of Compromise (MOC) with lender alongwith the other entities for settlement of dues prior to demerger. As per the said MOC, the Company needs to comply with certain obligations, including creation of charge on the pledged equity shares of SPIC, as stated therein and upon completion of such obligations, the equity shares of SPIC pledged with lender shall be released other than those equity shares which are under dispute and pending for adjudication before the Hon'ble High Court of Madras.
- 1,00,00,000 Equity shares of South India House Estates & Properties Ltd vested in the books of the Company under the earlier demerger scheme, are yet to be registered in the name of the Company due to some pending litigations. The name transfer will be effected in Company's in favour after obtaining necessary judicial clearance from the Hon'ble High Court of Madras as specified in Clause 7.5 of the earlier demerger Scheme.
- No provision is considered necessary for short fall in market value of certain quoted investments ascertained on individual basis amounting to ₹981.34 Lakhs (₹1025.42 Lakhs) as the significant portion of which relates to companies promoted by the Company and such shortfall is considered temporary in nature.
- Certain investments held in other entities are considered as strategic long term investments and hence the evaluation of intrinsic value of such long term investments will be undertaken by the Company in an appropriate manner in future.

Sicagen India Limited

(₹ in Lakhs)

Particulars	As at 31 st March 2016	As at 31 st March 2015
12. Long Term Loans and Advances		
a. Security Deposits		
Unsecured, considered good	72	7
b. Other loans and advances		
Unsecured, considered good	1	-
c. Advance Income tax		
Unsecured, considered good	2426	2414
d. Balance with government authorities - unsecured considered good		
Vat Credit receivable	44	44
e. Others - Unsecured considered good		
Other Advance	15846	16312
	18389	18777
13. Other Non-current Assets		
Long term trade receivables (including trade receivables on deferred credit terms)		
Unsecured, considered good	2826	3051
Total	2826	3051
14. Inventories (valued at lower of cost and net realisable value)		
a. Raw Materials and components	286	439
b. Work-in-progress	44	54
c. Finished goods	14	9
d. Stock-in-trade	4503	4285
e. Stores and spares	180	201
f. Loose Tools	1	4
g. Others	11	-
Total	5039	4992
15. Trade Receivables		
Trade Receivables outstanding for a period exceeding six months from the date they are due for payment		
Unsecured, considered good	1019	283
Other Trade Receivables		
Unsecured, considered good	7270	7690
Total	8289	7973
16. Cash and Cash Equivalents		
Balances with banks		
Current Accounts	913	1332
Cheques, drafts on hand	38	21
Cash on hand	10	22
Others		
Margin Money	66	61
Balance with bank (for unpaid dividend)	43	37
Total	1070	1473

(₹ in Lakhs)

Particulars	As at 31 st March 2016	As at 31 st March 2015
17. Short Term Loans and Advances		
a. Security Deposits		
Unsecured, considered good	2	3
b. Prepaid expense-unsecured considered good	22	9
c. Advance Income tax (net of provisions)-unsecured considered good	255	238
d. Advance Sales Tax	111	25
e. Balance with government authorities - unsecured considered good		
Cenvat Credit receivable	2	5
Vat Credit receivable	1	1
Service Tax credit receivable	4	4
f. Debit Balance with creditors		
Unsecured, considered good	532	527
Total	929	812

Particulars	For the year ended 31 st March 2016	For the year ended 31 st March 2015
18. Revenue From Operation		
Sale of products		
Traded Goods	41108	43131
Manufactured Goods	3300	5214
Sub-Total	44408	48345
Sale of services	815	559
Other operating revenues		
Scrap Sales	139	201
Others	-	1
Less: Excise duty	347	544
Total	45015	48562

18.1 Details of Products Sold

Traded Goods		
Steel Pipes	27063	28231
Steel	8657	8271
PVC Pipes	507	737
Cables	2287	3190
Spares and Others	2594	2702
Sub-Total (A)	41108	43131
Manufactured Goods		
Drums	2270	3836
Others	1030	1378
Sub-Total (B)	3300	5214
Total (A) + (B)	44408	48345

Sicagen India Limited

(₹ in Lakhs)

Particulars	For the year ended 31 st March 2016	For the year ended 31 st March 2015
19. Other Income		
Interest Income	37	20
Profit on sale of Fixed Assets	-	416
Dividend Income	640	640
Other non-operating income	779	303
Total	1456	1379
20. Cost of Raw Materials Consumed		
Inventory at the beginning of the year	486	289
Add : Purchases	2197	4325
Less : Inventory at the end of the year	318	486
Cost of Raw Materials consumed	2365	4128
20.1 Details of Raw Material Consumed		
CRCA Coils	1277	2530
Others	1088	1598
Cost of Raw Materials consumed	2365	4128
21. Purchases of Stock-in-Trade		
Steel Pipes	25542	26426
Steel	8308	7978
PVC Pipes	475	686
Cables	2229	3114
Spares and Others	2409	2614
Total	38963	40818
22. (Increase)/Decrease in inventories of finished goods, work-in-progress and Stock in Trade		
Inventory at the end of the year		
Finished Goods	14	9
WIP	41	51
Stock in Trade	4568	4187
Sub-Total (A)	4623	4247
Inventory at the beginning of the year		
Finished Goods	9	22
WIP	51	41
Stock in Trade	4187	3920
Sub-Total (B)	4247	3983
(Increase)/Decrease (B-A)	(376)	(264)
23. Employee benefit expense		
Salaries, Wages and Bonus	1586	1483
Contribution to Provident Fund and Others	111	81
Staff Welfare Expense	116	102
Total	1813	1666

(₹ in Lakhs)

Particulars	For the year ended 31 st March 2016	For the year ended 31 st March 2015
24. Finance Cost		
Interest	508	543
Bank Charges	58	60
Total	566	603

25. Other Expenses

Rent	411	333
Rates & Taxes	95	96
Insurance	36	42
Power & Fuel	99	97
Office Maintenance	75	114
Vehicle Operating Expenses	-	1
Repairs & maintenance		
Plant & Machinery	3	1
Building		4
Vehicles	27	28
Others	120	60
Travelling & Conveyance	272	224
Printing & Stationery	31	35
Postage, Telegram & Telephone	72	71
Subscription / Donation	31	36
Advertisement, Publicity & Sales Promotion	68	97
Payment to Auditors (Details given in Note No. 25.1)	22	21
Legal & Professional Fees	40	32
Freight & Forwarding charges	366	422
Directors' Sitting Fee	14	12
Brokerage & Commission	21	29
Foreign Exchange Fluctuation	-	1
Other Selling Expenses	1	2
Consumable Stores & Tools	11	13
Bad Debts written off	-	2
Security Service Charges	112	98
Loss on sale of Fixed Assets	2	6
Entertainment Expenses	2	2
Consultancy Fees	180	158
Miscellaneous Expenses	11	7
Total	2122	2044

25.1 Payment to Auditor

Statutory Audit Fee	13	13
Taxation matters	3	3
Other services	5	4
Reimbursement of expenses	1	1
Total	22	21

Sicagen India Limited

(₹ in Lakhs)

Particulars	For the year ended 31 st March 2016	For the year ended 31 st March 2015
26. Exceptional Items		
Claims on account of Sale of Investment	-	(213)
27. Discontinuing Operations		
The following statement shows the revenue and expenses of discontinuing operations as per Accounting Standard 24		
Sale of Products	69	12369
Sale of Services		153
Other Operating Revenues	2	100
Other Income	1	8
Total Revenue	72	12630
Purchases of Stock-in-Trade	(56)	9963
(Increase)/Decrease in inventories of finished goods, work-in-progress and Stock in Trade	158	1476
Employee benefit expense	40	570
Finance costs	1	86
Depreciation and amortization expense	58	133
Other expenses	83	495
Total Expenses	284	12723
Profit/(Loss) before Tax	(212)	(93)
Tax Expenses		
Profit/(Loss) after Tax	(212)	(93)
28. Earning Per Share [EPS]		
Continuing Operations		
Profit Before Exceptional Item (₹ in Lakhs)	932	609
Profit After Exceptional Item (₹ in Lakhs)	932	396
No. of Shares used in computing EPS - Basic	39571684	39571684
EPS before exceptional item - Basic (₹)	2.36	1.54
EPS after exceptional item - Basic (₹)	2.36	1.00
Face Value per share (₹)	10	10
Total Operations		
Profit Before Exceptional Item (₹ in Lakhs)	720	516
Profit After Exceptional Item (₹ in Lakhs)	720	303
No. of Shares used in computing EPS - Basic	39571684	39571684
EPS before exceptional item - Basic (₹)	1.82	1.30
EPS after exceptional item - Basic (₹)	1.82	0.77
Face value per share (₹)	10	10
29. Expenditure in Foreign Currency		
Travelling Expenses	5	35
30. Earnings in Foreign Exchange (Received during the year)		
Export of goods	2	107

31. As per Accounting Standard 18, the disclosure of transactions with the related parties are given below:

a. List of related parties where control exists

S.No	Name of the related parties & relationship	
	Name of the Related Party	Relationship
1	Firstgen Distribution Private Limited	Enterprise over which a Director is able to exercise significant influence
2	Wilson Cables Private Limited	Subsidiary Company
3	South India House Estates and Properties Limited	Subsidiary Company
4	SIDD Life Sciences Private Limited	Enterprise over which a Director is able to exercise significant influence

b. Other related parties with whom transactions have taken place during the year 2015 -16

S.No	Name of the related party & relationship
1	Mr.Devidas Mali,COO & Whole Time Director

c. The following transactions were carried out with the related parties during the year 2015-16 ₹ in Lakhs

S.No	Particulars of transaction	Amount
1	Sale of Goods/Income from Services Rendered	
	Firstgen Distribution Private Limited	1,838.71
2	Managerial Remuneration paid	
	Mr. Devidas Mali, COO & Whole Time Director	57.59*
	South India House Estates and Properties Ltd, (Mr. V. Rajagopal, Whole Time Director)	3.00
3	IT Support Charges	
	Wilson Cables Private Limited	29.35
	SIDD Life Sciences Private Limited	11.43
4	Rent paid	
	South India House Estates & Properties Ltd	1.20
5	Reimbursement of Expenses	
	Wilson Cables Private Ltd- Travel Expenses	17.57

*Includes a sum of ₹8 lakhs paid towards PLP for the Financial year 2014-15.

*Excludes a sum of ₹10 lakhs payable towards PLP for the Financial year 2015-16.

32 Contingent Liability

a Appeals filed with ITAT for a likely demand of ₹200 Lakhs (Assessment year 2009-10). Appeals filed with ITAT for a demand of ₹1699 Lakhs (Assessment year 2011-12). Provision has not been made for both demands.

b Guarantees given by the bankers for performance of Contracts and others ₹265.58 Lakhs (Rs447.04 Lakhs).

33 Previous year's figures have been regrouped and rearranged wherever necessary.

34 Segment Information
Information about Primary Business Segments

(₹ in Lakhs)

Business Segments	Trading Building Material & GGS	Manufacturing	Discontinuing Operation (Vehicle Division)	Eliminations	2016		Trading Building Material & GGS	Manufacturing	Discontinuing Operation (Vehicle Division)	Eliminations	2015	
					Total	Total					Total	Total
REVENUE												
External Sales	41871	3144	71	-	45086	43669	4892	12623	-	-	61184	
Inter-Segment Sales	2	-	-	(2)	-	2	2	-	(4)	(4)	-	
Total Revenue	41873	3144	71	(2)	45086	43671	4894	12623	(4)	(4)	61184	
RESULT												
Segment Result	993	196	(212)	-	977	1027	227	(9)	-	-	1245	
Unallocated Corporate Expenses (net of Unallocated Income)					134						(36)	
Operating Profit					1111						1209	
Interest Expense					508						626	
Income Taxes (net of deferred tax)					(117)						67	
Profit from ordinary activities					720						516	
Exceptional items					-						(213)	
Net Profit					720						303	
OTHER INFORMATION												
Segment Assets	16115	1402	419	-	17936	15178	1827	1562	-	-	18567	
Unallocated Corporate Assets					35068						35087	
Total Assets	16115	1402	419	-	53004	15178	1827	1562	-	-	53654	
Segment Liabilities	4174	104	79	-	4357	4040	305	196	-	-	4541	
Unallocated Corporate Liabilities					6633						7533	
Total Liabilities	4174	104	79	-	10990	4040	305	196	-	-	12074	
Capital Expenditure	153	31	1	-	185	134	28	18	-	-	180	
Depreciation	196	73	133	-	402	196	73	133	-	-	402	

Information about Secondary Business Segments

	Rest of the World		Total	India		Rest of the World	Total
	India	Rest of the World		India	Rest of the World		
Revenue by Geographical Market	45084	2	45086	61077	107	61184	
Segment Assets	17936	-	17936	18567	-	18567	
Capital Expenditure	185	-	185	180	-	180	

Notes:

- The Company has identified Business Segment as the Primary Segment and Geographic Segment as the Secondary Segment disclosure. The Company's primary segment identified as business segment based on nature of products, returns and Internal Business Reporting System as per Accounting Standard 17.
- The Business Segments identified are Trading, Manufacturing and Discontinuing.
- The Geographical Segment considered for disclosure are India and Rest of the World. All sales facilities are located in India. Geographical segments are based on the location of the customer who is invoiced or in relation to which the revenue is otherwise recognised.
- Segmental assets include all operating assets used by the respective segment and principally consists of operating cash, debtors, inventories and fixed assets.

Annual Report 2015-16

Accounts - Consolidated



Independent Auditor's Report To the Members of SICAGEN INDIA LIMITED Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Sicagen India Limited ("the Holding Company") and its subsidiaries (collectively referred to as "the Group"), comprising of the consolidated balance sheet as at 31st March 2016, the consolidated statement of profit and loss, the consolidated cash flow statement for the year then ended, and a summary of the significant accounting policies and other explanatory information ("the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of the consolidated financial statements in terms of the requirements of the Companies Act, 2013 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015. The respective Board of Directors of the Companies in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on the consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial controls relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their audit reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Basis for Qualified Opinion

The Trade Receivables are carried in the Consolidated Balance Sheet at ₹11,667 lakhs (As at 31st March 2015: ₹11,186 lakhs). In the subsidiary, Wilson Cables Private Limited, the other auditors who audited the financial statements of the subsidiary have qualified/modified their auditor's report expressing their inability to ascertain the recoverability of Trade Receivables amounting to ₹ 269.10 lakhs (S\$ 593,313) and also of the view to provide Impairment loss for the full amount. (Note 15 to the Consolidated Financial Statements).

Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion paragraph above, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view

in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, as at 31st March 2016, and their consolidated profit and their consolidated cash flows for the year ended on that date.

Other Matters

We did not audit the financial statements of “Wilson Cables Private Limited”, whose financial statements reflect total assets of ₹ 12,457.28 lakhs as at 31st March, 2016, total revenue is ₹14,994.14 lakhs and net cash flows amounting to ₹ 1,309.82 lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matter with respect to our reliance on the work done and the reports of the other auditors and the financial statements certified by other auditors.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143 (3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

(b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.

(c) The consolidated balance sheet, the consolidated statement of profit and loss, and the consolidated cash flow statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

(d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015.

(e) On the basis of the written representations received from the directors of the Holding Company as on 31st March 2016 taken on record by the Board of Directors of the Holding Company and the report of the statutory auditors of its subsidiary companies incorporated in India, none of the Directors of the Group companies incorporated in India is disqualified as on 31st March 2016 from being appointed as a Director of that company in terms of sub-section 2 of Section 164 of the Act.

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in “Annexure”; and

(g) with respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group. Refer Note 30 to the consolidated financial statements;
- ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its Subsidiary Company incorporated in India.

For **CNGSN & ASSOCIATES LLP**

Chartered Accountants
F.R.No.004915S/S200036

C N GANGADARAN

Partner

Place : Chennai

Date : 25th May 2016

Memb.No.011205

Annexure to the Independent Auditor's Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31st March 2016, we have audited the internal financial controls over financial reporting of Sicagen India Limited ("the Holding Company"), its Subsidiary Companies, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The Respective Board of Directors of the Holding Company, its Subsidiary Companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ("Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note, issued by ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over

financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and Directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, based on the test checks conducted by us, the Holding Company and its subsidiary companies, which are companies incorporated in India, have, in all material respects, reasonably adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were prima facie operating effectively as at 31st March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matter

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to 1 subsidiary company does not arise, since the company is incorporated outside India.

For **CNGSN & ASSOCIATES LLP**

Chartered Accountants
F.R.No.004915S/S200036

C N GANGADARAN

Partner

Place : Chennai

Date : 25th May 2016

Memb.No.011205

Sicagen India Limited

Consolidated Balance Sheet as at 31st March 2016

(₹ in Lakhs)

Particulars	Note No.	As at 31 st March 2016		As at 31 st March 2015	
I. EQUITY AND LIABILITIES					
1. Shareholders' Funds					
a) Share Capital	1	3957		3957	
b) Reserves and Surplus	2	<u>44301</u>	48258	<u>43911</u>	47868
2. Non-current Liabilities					
a) Long-Term Borrowings	3	1356		1099	
b) Deferred Tax Liabilities	4	390		527	
c) Other Long Term Liabilities	5	413		469	
d) Long-Term Provisions	6	<u>2750</u>	4909	<u>2505</u>	4600
3. Current Liabilities					
a) Short-Term Borrowings	7	4691		3701	
b) Trade Payables		2872		2974	
c) Other Current Liabilities	8	858		1375	
d) Short-Term Provisions	9	<u>314</u>	8735	<u>513</u>	8563
TOTAL			<u>61902</u>		<u>61031</u>
II. ASSETS					
1. Non-current Assets					
(a) Fixed assets					
(i) Tangible assets	10 a	5385		4788	
(ii) Intangible assets	10 b	82		96	
(iii) Capital work-in-progress	10 c	184		85	
(iv) Fixed Assets pertaining to discontinuing operations and held for sale		216		972	
(b) Non-current investments	11	10026		10026	
(c) Deferred tax assets		-		-	
(d) Long-term loans and advances	12	17010		17419	
(e) Other non-current assets	13	<u>4319</u>	37222	<u>4619</u>	38005
2. Current assets					
(a) Inventories	14	8718		8841	
(b) Trade receivables	15	11667		10835	
(c) Cash and cash equivalents	16	3165		2198	
(d) Short-term loans and advances	17	1130		1152	
(e) Other current assets		-	24680	-	23026
TOTAL			<u>61902</u>		<u>61031</u>
Significant Accounting Policies					
Notes on Financial Statements					
			1-30		

As per our Report of even date

For and on behalf of the Board

For CNGSN & Associates LLP

Chartered Accountants

F.R.No.004915S

C N GANGADARAN

Partner

M.No.11205

Place : Chennai

Date: 25th May 2016

ASHWIN C MUTHIAH

Chairman

DEVIDAS MALI

COO & Whole Time Director

B. NARENDRAN

Director

D.BALAGOPAL

Chief Financial Officer

SUNIL DESHMUKH

Director

R.ACHUTHAN

Company Secretary

Consolidated Profit and Loss Statement for the year ended 31st March 2016

(₹ in Lakhs)

Particulars	Note No.	For the year ended 31 st March 2016	For the year ended 31 st March 2015
I. INCOME			
Revenue from operations	18	59996	64459
Other Income	19	1769	1663
Total Revenue		61765	66122
II. EXPENSES			
Cost of materials consumed	20	15004	18041
Purchases of Stock-in-Trade	21	38963	40817
(Increase)/Decrease in Inventories of Finished Goods, Work-in-Progress and Stock in Trade	22	311	(949)
Employee benefit expense	23	2793	2659
Finance Costs	24	596	614
Depreciation and amortization expense		450	509
Other Expenses	25	3489	3368
Total expenses		61606	65059
III. Profit before exceptional and extraordinary items and tax		159	1063
Exceptional items (Net)	26	-	(213)
IV. Profit before extraordinary items and tax		159	850
Extraordinary Items		-	-
V. Profit before tax		159	850
Tax expense			
(1) Current tax		19	26
(2) Deferred tax		(178)	69
VI. Profit / (Loss) for the period		318	755
VII Profit/(loss) from discontinuing operations		(212)	(93)
VIII Tax expense of discontinuing operations		-	-
IX Profit/(loss) from Discontinuing operations (after tax) (VII-VIII)		(212)	(93)
X Profit/(Loss) for the period (VI + IX)		106	662
XI Earnings per equity share:	27		
Continuing Operation			
(1) Basic before exceptional items (₹)		0.80	2.45
(2) Basic after exceptional items (₹)		0.80	1.91
Total Operation			
(1) Basic before exceptional items (₹)		0.27	2.21
(2) Basic after exceptional items (₹)		0.27	1.67
Significant Accounting Policies			
Notes on Financial Statements	1-30		

As per our Report of even date

For and on behalf of the Board

For CNGSN & Associates LLP

Chartered Accountants

F.R.No.004915S

C N GANGADARAN

Partner

M.No.11205

Place : Chennai

Date: 25th May 2016

ASHWIN C MUTHIAH

Chairman

DEVIDAS MALI

COO & Whole Time Director

B. NARENDRAN

Director

D.BALAGOPAL

Chief Financial Officer

SUNIL DESHMUKH

Director

R.ACHUTHAN

Company Secretary

Consolidated Cash Flow Statement for the year ended 31st March 2016

(₹ in Lakhs)

Particulars	Year ended 31 st March 2016	Year ended 31 st March 2015
A Cash Flow from Operating Activities		
Profit before tax	(54)	970
Adjustments for		
Depreciation	509	641
(Profit)/Loss on Disposal of Fixed Assets(net)	17	(419)
Effect of Exchange Rate Changes	(87)	114
Provision Written Back	(770)	(86)
Interest Income	(45)	(30)
Income Tax Refund Receivable	-	(175)
Dividend Income	(640)	(640)
Interest Expenditure	529	629
Operating Profit before Working Capital Changes	(541)	1004
Adjustments for		
Trade and Other Receivables	(805)	2934
Inventories	123	1720
Trade Payables and Other Liabilities	919	(5316)
Cash Generated from Operations	(304)	342
Tax Paid	(25)	(96)
Net Cash from Operating Activities	(329)	246
B Cash Flow from Investing Activities		
Purchase of Fixed Assets	(477)	(527)
Sale of Fixed Assets(net)	19	719
Investments made (Net)	707	(676)
Interest Income	45	30
Dividend Income	640	640
Net Cash used in Investing Activities	934	186
C Cash Flow from Financing Activities		
Long Term Borrowings (Net of repayment)	1177	(66)
Interest Paid	(529)	(629)
Dividend Paid (Including Dividend Distribution Tax)	(286)	(368)
Net Cash used in Financing Activities	362	(1063)
D Net Increase/(Decrease) in Cash and Cash Equivalents(A+B+C)	967	(631)
Cash and Cash Equivalents as at (Opening) 1 st April 2015	2198	2829
Cash and Cash Equivalents as at (Closing) 31 st March 2016	3165	2198

As per our Report of even date

For and on behalf of the Board

For CNGSN & Associates LLP

Chartered Accountants

F.R.No.004915S

C N GANGADARAN

Partner

M.No.11205

Place : Chennai

Date: 25th May 2016

ASHWIN C MUTHIAH

Chairman

DEVIDAS MALI
COO & Whole Time Director

B. NARENDRAN

Director

D.BALAGOPAL
Chief Financial Officer

SUNIL DESHMUKH

Director

R.ACHUTHAN
Company Secretary

Significant Accounting Policies

1. Basis of preparation

The Consolidated Financial Statements have been prepared in accordance with the Generally Accepted Accounting Principles in India (GAAP) under the historical cost convention on accrual basis and to complying with applicable Mandatory Accounting Standards as prescribed under Section 133 of the companies act 2013 read with Rule 7 of the Companies (Accounts) Rules 2014 .

The preparation of financial statements in conformity with Indian GAAP requires management to make estimates and assumptions that are considered in the reported amounts of assets and Liabilities (including contingent liabilities) on the date of financial statements and reported amounts of revenues and expenses for the year. Estimates are based on historical experience, where applicable and other assumptions that management believes are reasonable under the circumstances. Accrual results may vary from these estimates and any such differences are dealt in the period in which they are known/ materialize.

3. Basis of Consolidation

- a) Sicagen India Limited has prepared the consolidated Financial statements by consolidating the accounts of Sicagen India Limited (The parent) and its subsidiaries South India House Estates and Properties Limited, a company incorporated in India in which Sicagen India Limited holds 100% of the share capital and Wilson Cables Private Limited a company incorporated in the republic of Singapore in which Sicagen India Limited holds 100% of the share capital.
- b) The consolidated financial statements do not include the financial statements of its Associate Company EDAC Automation Limited. Sicagen India Limited holds 49.99% of equity capital of EDAC Automation Limited but it does not exercise any significant influence and therefore takes the applicability of the conditions mentioned in the Accounting Standard 23(5).

4. Principles of consolidation

- a) The Consolidated Financial Statements have been prepared in accordance with Accounting Standard 21 (AS 21) "Consolidated Financial Statements" and Accounting Standard 23 (AS 23) "Accounting for Investments in Associated companies in the Consolidated Financial Statements as prescribed by the Companies Accounting Standards Rules, 2006.
- b) The Consolidated Financial Statements of Sicagen India Limited and its subsidiaries have been prepared in accordance with accounting policies and standards applicable to them in the countries in which they are incorporated as stated in the accounting policies in the respective companies and published separately.
- c) The Consolidated Financial Statements have been consolidated on a line by line basis by adding together the like items of assets, liabilities, income and expenses. The intra group balances and intra group transactions and unrealised profits have been eliminated.

5. Investments (Long Term)

Investments in shares and units are stated at cost, net of permanent diminution in value wherever necessary. Cost includes interest attributable to funds borrowed for acquisition of investments.

Dividends are accounted for when the right to receive the payment is established.

6. Foreign Currency Transaction

Foreign currency transactions are recorded in the books at rates prevailing on the date of transaction.

Foreign currency monetary assets and liabilities wherever receivable or payable are translated at exchange rates prevailing on the Balance Sheet date and the exchange differences arising on settlement or translation of monetary items are adjusted in the statement of Profit and Loss in the period it arises.

7. Segment Reporting

The accounting policies adopted for Segment reporting are in line with Accounting Standard -17.

Sicagen India Limited

Notes on Consolidated Financial Statements for the year ended 31st March 2016

1. Share Capital

(₹ in Lakhs)

Particulars	As at 31 st March 2016		As at 31 st March 2015	
	Number	Amount	Number	Amount
Authorised				
Equity Shares of ₹ 10 each	50000000	5000	50000000	5000
Issued				
Equity Shares of ₹ 10 each	39571684	3957	39571684	3957
Subscribed & Paid up				
Equity Shares of ₹ 10 each fully paid	39571684	3957	39571684	3957

1.1 Number of shares and the amount outstanding at the beginning and at the end of the reporting period

Particulars	Equity Shares		Preference Shares	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	39571684	3957	-	-
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	39571684	3957	-	-

1.2 Details of shareholders holding more than 5% shares in the Company

Name of Shareholder	As at 31 st March 2016		As at 31 st March 2015	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
M/s.Ranford Investments Ltd.	7400649	18.70	7400649	18.70
M/s.Darnolly Investments Ltd.	7276102	18.39	7276102	18.39
M/s.Twinshield Consultants Pvt.Ltd.	3148810	7.96	3148810	7.96

1.3 Aggregate number of bonus shares issued, share issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date: NIL

(₹ in Lakhs)

Particulars	As at	As at
	31 st March 2016	31 st March 2015
2. Reserves and Surplus		
a. Capital Reserves		
As per Last Balance Sheet	7587	6880
b. Securities Premium Account		
As per Last Balance Sheet	29444	29444
c. Revaluation Reserve		
Opening Balance	(151)	-
Add: Addition on revaluation during the year	151	(4)
Less : Amount transferred to P&L as reduction from depreciation	-	-
Closing Balance	-	(4)

(₹ in Lakhs)

Particulars	As at 31 st March 2016	As at 31 st March 2015
d. General Reserve		
As per Last Balance Sheet	200	200
e. Foreign Currency Translation Reserve		
Opening Balance	(83)	(261)
Add: Effect of Foreign Exchange rate variation during the year	(240)	178
Less : Transferred to P&L on disposal of net investment in non-integral foreign operations	-	-
Closing Balance	<u>(323)</u>	<u>(83)</u>
f. Surplus		
Opening balance	7573	7098
Add : Profit/Loss for the current year	106	662
Less : Proposed Dividend	286	286
Closing Balance	<u>7393</u>	<u>7474</u>
Total	44301	43911
3. Long Term Borrowings		
(a) Secured		
Term Loans from Banks	1356	-
(b) Unsecured		
Other loans and advances	-	1099
Total	<u>1356</u>	<u>1099</u>
4. Deferred Tax Liabilities		
Related to Fixed Asset	568	458
Provided under Income Tax Act, 1961	(178)	69
Total	<u>390</u>	<u>527</u>
5. Other Long Term Liabilities		
(a) Trade Payables	-	24
(b) Others		
1) Interest accrued but not due	-	11
2) Others	413	434
Total	<u>413</u>	<u>469</u>
6. Long Term Provisions		
(a) Provision for employee benefits		
Gratuity	205	180
Leave Encashment	29	12
(b) Others	2516	2313
Total	<u>2750</u>	<u>2505</u>

Sicagen India Limited

(₹ in Lakhs)

Particulars	As at 31 st March 2016	As at 31 st March 2015
7. Short Term Borrowings		
Secured		
Loans repayable on demand		
From Banks	231	-
Working Capital Facility	2778	2254
	3009	2254
Unsecured		
Loans repayable on demand		
From Others	1682	1447
Total	4691	3701
7.1 Credit facilities availed from Banks/NBFCs by way of Channel Financing/Inventory Funding Arrangements for the Company were secured by way of hypothecation of stock.		
7.2 Working capital facilities availed from a Bank were secured by hypothecation of stocks and receivables of all divisions and creation of equitable mortgage by way of deposit of title deeds of certain immovable assets of the Company as collateral security.		
8. Other Current Liabilities		
(a) Unpaid Dividend	43	37
(b) Other payables		
Liability for Expense	352	408
Statutory Remittances (TDS,VAT,ESI,PF,Service Tax, ED etc.)	150	172
Advance from Customers	306	752
Trade / Security Deposit	7	6
Total	858	1375
9. Short Term Provision		
(a) Provision for employee benefits		
Bonus/Performance pay	146	143
(b) Others		
Provision for Tax	(118)	84
Proposed Equity Dividend	238	238
Provision for Tax on Proposed Equity Dividend	48	48
Total	314	513

(₹ in Lakhs)

10. Fixed Assets - Continuing Operations - 2015-16

Particulars	Gross Block				Accumulated Depreciation				Net Block		
	Balance as at 1 st April 2015	Additions	Disposals	Transfer	Balance as at 31 st March 2016	Balance as at 1 st April 2015	Depreciation charge for the year	Disposals	Transfer	Balance as at 31 st March 2016	Balance as at 31 st March 2015
a) Tangible Assets											
Land - Free hold	349	24	-	111	484	-	-	-	-	484	349
- Lease hold	1	-	-	-	1	-	-	-	-	1	1
Buildings	2011	61	-	669	2741	911	34	-	121	1675	1100
Under Lease	3245	-	-	-	3245	1650	87	-	-	1508	1595
Plant and Machinery	6108	218	39	4	6291	4886	158	30	1	1276	1222
Office Equipment	639	25	5	8	667	506	80	4	7	78	133
Furniture and Fixtures	258	48	1	6	311	178	11	1	3	120	80
Vehicles	282	-	5	-	277	126	23	2	-	130	156
Trucks	29	-	-	-	29	22	2	-	-	5	7
Lease hold improvements	230	2	-	2	234	85	41	-	-	108	145
Total	13152	378	50	800	14280	8364	436	37	132	8895	4788
Previous Year	13087	444	426	48	13153	8089	496	238	18	4788	
b) Intangible Assets											
Computer software	178	-	-	-	178	82	14	-	-	82	96
Total	178	-	-	-	178	82	14	-	-	82	96
Previous Year	178	-	-	-	178	69	13	-	-	96	
c) Capital Work In Progress											
Office equipment	85	144	45	-	184	-	-	-	-	184	85
Total	85	144	45	-	184	-	-	-	-	184	85
Previous Year	22	63	-	-	85	-	-	-	-	85	22
Grand Total	13415	522	95	800	14642	8446	450	37		8991	4969
Previous Year	13287	507	426	48	13416	8158	509	238	18	8447	4969

Fixed Assets - Discontinuing Operations - 2015-16

Tangible Assets												
Land - Free hold	111	-	-	(111)	19	103	23	-	-	-	111	
Buildings	689	-	-	(671)	-	103	23	-	(121)	5	586	
Under Lease	-	-	-	-	-	-	-	-	-	-	-	
Plant and Machinery	124	-	52	(4)	68	61	4	25	(1)	39	63	
Office equipment	111	-	9	(8)	94	96	7	7	(7)	89	15	
Furniture and Fixtures	32	-	13	(6)	13	23	1	11	(3)	10	9	
Vehicles	8	-	-	-	8	8	-	-	-	8	-	
Lease hold improvements	451	-	-	-	451	263	23	-	-	286	188	
Total	1526	1	74	(800)	653	554	58	43	(132)	437	972	
Previous Year	1739	17	184	(46)	1526	514	133	75	(18)	972		

11. Non Current Investments

(₹ in Lakhs)

Particulars	As at		As at
	31 st March 2016	31 st March 2015	
Trade Investments			
(a) Investment in Equity Instruments	4026		4026
(b) Investment in Preference Shares	6000		6000
Total	10026		10026
Aggregate amount of quoted investments (Market value of ₹2014.69 Lakhs) (Previous Year ₹ 2417.64 Lakhs)	3911		3911
Aggregate amount of unquoted investments	6115		6115
Total	10026		10026

Details of Trade Investments

S. No.	Name of the Body Corporate	Subsidiary / Associate / JV/ Controlled Entity / Others	No. of Shares / Units		Quoted / Unquoted	Partly Paid / Fully paid	Extent of Holding (%)		(₹ in Lakhs)		Whether stated at Cost Yes / No	If Answer to Column (12) is 'No' - Basis of Valuation
			2016	2015			2016	2015	2016	2015		
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)
A.	SUBSIDIARY COMPANY'S INVESTMENTS											
(a)	Investment in Equity Instruments											
	Southern Petrochemical Industries Corporation Ltd	Others	1636900	1636900	Quoted	Fully Paid	0.80	0.80	1064	1064	Yes	
	First Leasing Company of India Ltd	Others	121718	121718	Quoted	Fully Paid	0.53	0.53	38	38	Yes	
	Synthetics & Chemicals Ltd	Others	1125	1125	Quoted	Fully Paid					Yes	
	Birla Power Solutions Ltd	Others	3600	3600	Quoted	Fully Paid					Yes	
	Heidelberg Cements India Ltd (Formerly Mysore Cements)	Others	700	700	Quoted	Fully Paid					Yes	
	Lakshmi Finance & Ind. Corporation Ltd	Others	900	900	Quoted	Fully Paid	0.03	0.03			Yes	
	Mercantile Ventures Ltd (formerly MCC Finance Ltd)	Others	3711000	3711000	Quoted	Fully Paid	3.29	3.29	928	928	Yes	
	Mercantile Ventures Ltd (formerly MCC Finance Ltd)	Others	3800	3800	Quoted	Fully Paid					Yes	
	Pondicherry Spinners Ltd	Others	50000	50000	Unquoted	Fully Paid	3.28	3.28	3	3	Yes	
	Corn Industries & General Enterprises Ltd	Others	79606	79606	Unquoted	Fully Paid	17.08	17.08	1	1	Yes	

S. No.	Name of the Body Corporate	Subsidiary / Associate / JV/ Controlled Entity / Others	No. of Shares / Units		Quoted / Unquoted	Partly Paid / Fully paid	Extent of Holding (%)		(₹ in Lakhs)		Whether stated at Cost Yes / No	If Answer to Column (12) is 'No' - Basis of Valuation
	Sai Business & Consultancy Systems P Ltd (Formerly Sai Agencies)	Others	70350	70350	Unquoted	Fully Paid	17.40	17.40	1	1	Yes	
	Sri Balaje Leasing Services Ltd	Others	541	541	Unquoted	Fully Paid					Yes	
	Sree Karpagambal Mills Ltd	Others	2500	2500	Unquoted	Fully Paid	1.25	1.25	-	-	Yes	
	Armenian Investments Ltd	Others	9300	9300	Unquoted	Fully Paid					Yes	
	Elliot Investments Ltd	Others	12900	12900	Unquoted	Fully Paid					Yes	
	Harrington Investments Ltd	Others	3900	3900	Unquoted	Fully Paid					Yes	
	Everest Investments Ltd	Others	10000	10000	Unquoted	Fully Paid					Yes	
	Ripon Investments Ltd	Others	3900	3900	Unquoted	Fully Paid					Yes	
	Navia Markets Ltd	Others	10000	10000	Unquoted	Fully Paid					Yes	
	Mac Packaging Ltd	Others	220012	220012	Unquoted	Fully Paid					Yes	
	India Radiators Ltd	Others	47188	47188	Unquoted	Fully Paid					Yes	
	Profad Ltd	Others	100150	100150	Unquoted	Fully Paid					Yes	
	(b) Investments in Government or Trust Securities											
	National Savings Certificate (NSC)	Others			Unquoted	Fully Paid					Yes	
	(c) Investments in Partnership Firms											
	South India Investments & Associates	Others			Unquoted	Fully Paid					Yes	
	B. HOLDING COMPANY'S INVESTMENTS											
	(a) Investment in Equity Instruments (Holding Company)											
	Southern Petrochemical Industries Corporation Ltd	Others	3017349	3017349	Quoted	Fully Paid	1.82	1.82	1230	1230	Yes	
	First Leasing Company of India Ltd (includes bonus shares)	Others	2153649	2153649	Quoted	Fully Paid	9.45	9.45	415	415	Yes	
	Mercantile Ventures Ltd (Formerly MCC Finance Ltd)	Others	2360205	2360205	Quoted	Fully Paid	2.00	2.00	236	236	Yes	
	Mitsuba Sical India Private Ltd	Others	300000	300000	UnQuoted	Fully Paid	0.16	0.16	65	65	Yes	
	EDAC Automation Ltd (Formerly Sical Yamatake Ltd)	Associate	449970	449970	UnQuoted	Fully Paid	49.99	49.99	45	45	Yes	
	AM Corporate Social Responsibility Foundation	Others	1200	-	Unquoted	Fully Paid	-	-	-	-	Yes	
	(b) Investments in Preference Shares											
	Greenstar Fertilizers Ltd	Others	5000000	5000000	UnQuoted	Fully Paid	100.00	100.00	5000	5000	Yes	
	EDAC Engineering Ltd	Others	10000000	10000000	UnQuoted	Fully Paid	83.00	83.00	1000	1000	Yes	
	Total								10026	10026		

Sicagen India Limited

NOTES

- 1 Out of 30,17,349 equity shares of Southern Petrochemical Industries Corporation Ltd (SPIC), 19,87,454 shares pledged with lenders prior to demerger are yet to be released and out of which 16,02,350 shares are under dispute and pending for adjudication before the Hon'ble High Court of Madras.
- 2 Further 38,23,600 shares of SPIC pledged with lender prior to demerger and entitled to be transferred to the books of accounts of the Company are also under dispute and pending for adjudication before the Hon'ble High Court of Madras. In the event of the above dispute being settled in Company's favour, the aforesaid shares shall be taken into account in the books of the Company on the date of settlement. During the year, the Company has entered into a Memorandum of Compromise (MOC) with lender alongwith the other entities for settlement of dues prior to demerger. As per the said MOC, the Company needs to comply with certain obligations, including creation of charge on the pledged equity shares of SPIC, as stated therein and upon completion of such obligations, the equity shares of SPIC pledged with lender shall be released other than those equity shares which are under dispute and pending for adjudication before the Hon'ble High Court of Madras.
- 3 Out of 16,36,900 equity shares of SPIC owned by Subsidiary Company, 15,00,000 shares pledged with lenders prior to demerger are yet to be released and these shares are under dispute and pending for adjudication before the Hon'ble High Court of Madras.
- 4 Certain investments owned by Subsidiary Company in other entities are under the process of retransfer as per the direction of the Madras High Court. However, the Company will take appropriate steps for transfer of such investments or its equivalent value in such manner as it may deem fit and proper subject to further judicial/regulatory clearance if any required in future.
- 5 No provision is considered necessary for short fall in market value of certain quoted investments ascertained on individual basis, as the significant portion of which relates to Companies promoted by the Company and such shortfall is considered temporary in nature.
- 6 Certain investments held in other entities are considered as strategic long term investments and hence the evaluation of intrinsic value of such long term investments will be undertaken by the Company in an appropriate manner in future.

(₹ in Lakhs)

Particulars	As at 31 st March 2016	As at 31 st March 2015
12. Long Term Loans and Advances		
a. Security Deposits		
Unsecured, considered good	72	270
b. Loans and advances to related parties		
Unsecured, considered good	1029	1041
c. Advance Income tax (net of provisions)-unsecured considered good	2616	2605
d. Balance with government authorities - unsecured considered good		
VAT Credit receivable	44	44
e. Others - Unsecured considered good		
Other Advance	13249	13459
Total	17010	17419
13. Other Non-Current Assets		
Long term trade receivables (including trade receivables on deferred credit terms)		
Unsecured, considered good	4319	4619
14. Inventories (valued at lower of cost and net realisable value)		
a. Raw Materials and components	1208	1044
b. Work-in-progress	756	714
c. Finished goods	2059	2593
d. Stock-in-trade	4503	4285
e. Stores and spares	180	201
f. Loose Tools	1	4
g. Others	11	-
Total	8718	8841

(₹ in Lakhs)

Particulars	As at 31 st March 2016	As at 31 st March 2015
15. Trade Receivables		
Trade Receivables outstanding for a period exceeding six months from the date they are due for payment		
Unsecured, considered good	1080	476
Other Trade Receivables	10587	10359
Unsecured, considered good		
Total	11667	10835
16. Cash and Cash Equivalents		
Balances with Banks		
Current Accounts	1525	2052
Cheques, drafts on hand	38	21
Cash on hand	14	27
Bank Deposits with maturity of less than 3 months	1,479	-
Others		
Margin Money	66	61
Balance with bank (for unpaid dividend)	43	37
Total	3165	2198
17. Short Term Loans and Advances		
a. Security Deposits		
Unsecured, considered good	2	3
b. Prepaid expense-unsecured considered good	66	25
c. Advance Income tax (net of provisions)-unsecured considered good	255	238
d. Advance Sales Tax	111	25
e. Balance with government authorities - unsecured considered good		
Cenvat Credit receivable	2	5
Vat Credit receivable	61	82
Service Tax credit receivable	4	3
f. Debit Balance with creditors		
Secured considered good	97	238
Unsecured, considered good	532	533
Total	1130	1152

Sicagen India Limited

(₹ in Lakhs)

Particulars	For the year ended 31 st March 2016	For the year ended 31 st March 2015
18. Revenue From Operation		
Sale of products		
Traded Goods	41108	43130
Manufactured Goods	18281	21112
Sub-Total	59389	64242
Sale of services	815	559
Other operating revenues		
Scrap Sales	139	201
Others	-	1
Less: Excise duty	347	544
Total	59996	64459
18.1 Details of Products Sold		
Traded Goods		
Steel Pipes	27063	28231
Steel	8657	8270
PVC Pipes	507	737
Cables	2287	3190
Spares and Others	2594	2702
Sub-Total (A)	41108	43130
Manufactured Goods		
Drums	2270	3836
Others	1030	1378
Cables	14981	15898
Sub-Total (B)	18281	21112
Total (A) + (B)	59389	64242
19. Other Income		
Interest Income	45	22
Profit on sale of Fixed Assets	4	425
Dividend Income	640	640
Net gain/loss on sale of investments	-	(1)
Other non-operating income	1080	577
Total	1769	1663
20. Cost of Raw Materias Consumed		
Inventory at the beginning of the year	1114	1198
Add : Purchases	15052	17961
Less : Inventory at the end of the year	1162	1118
Cost of Raw Materials consumed	15004	18041

(₹ in Lakhs)

Particulars	For the year ended 31 st March 2016	For the year ended 31 st March 2015
20.1 Details of Raw Material Consumed		
CRCA Coils	1277	2530
Others	1089	1598
Cables	12639	13913
Cost of Raw Materials consumed	15005	18041
21. Purchases of Stock-in-Trade		
Steel Pipes	25542	26425
Steel	8308	7978
PVC Pipes	475	686
Cables	2229	3114
Spares and Others	2409	2614
Total	38963	40817
22. (Increase)/Decrease in inventories of finished goods, work-in-progress and Stock in Trade		
Inventory at the end of the year		
Finished Goods	2277	2709
WIP	459	740
Stock in Trade	4568	4187
Sub-Total (A)	7304	7636
Inventory at the beginning of the year		
Finished Goods	2692	2553
WIP	736	214
Stock in Trade	4187	3920
Sub-Total (B)	7615	6687
(Increase)/Decrease (B-A)	311	(949)
23. Employee benefit expense		
Salaries, Wages and Bonus	2361	2259
Contribution to Provident Fund and Others	241	205
Staff Welfare Expense	191	195
Total	2793	2659
24. Finance Cost		
Interest	529	545
Bank Charges	67	69
Total	596	614
25. Other Expenses		
Rent	494	412
Rates & Taxes	183	185
Insurance	86	68
Power & Fuel	297	341
Office Maintenance	87	133
Vehicle Operating Expenses	-	1
Repairs & maintenance		
Plant & Machinery	3	1
Building	2	4
Vehicles	34	45
Others	215	145
Travelling & Conveyance	341	254

Sicagen India Limited

(₹ in Lakhs)

Particulars	For the year ended	For the year ended
	31 st March 2016	31 st March 2015
Postage, Telegram & Telephone	98	98
Subscription / Donation	36	43
Advertisement, Publicity & Sales Promotion	77	119
Payment to Auditors (Details given in Note No.25.1)	31	28
Legal & Professional Fees	48	40
Freight & Forwarding charges	571	589
Directors' Sitting Fee	161	157
Brokerage & Commission	21	29
Foreign Exchange Fluctuation	-	1
Other Selling Expenses	1	2
Consumable Stores & Tools	65	13
Bad Debts written off	-	2
Security Service Charges	112	98
Loss on sale of Fixed Assets	2	6
Entertainment Expenses	19	26
Consultancy Fees	270	252
Miscellaneous Expenses	12	7
Testing Fees	71	50
Foreign Workers Levy	87	92
Factory Miscellaneous Expenses	23	19
Prior Period Items (Net)	-	60
Total	3489	3368
25.1 Payment to Auditor		
Statutory Audit Fee	30	20
Taxation matters	1	3
Other services	-	4
Reimbursement of expenses	-	1
Total	31	28
26. Exceptional Items		
Claims on account of Sale of Investment	-	(213)
27. Earning Per Share [EPS]		
Continuing Operations		
Profit Before Exceptional Item (₹ in Lakhs)	318	968
Profit After Exceptional Item (₹ in Lakhs)	318	755
No.of Shares used in computing EPS - Basic	39571684	39571684
EPS before exceptional item - Basic (₹)	0.80	2.45
EPS after exceptional item - Basic (₹)	0.80	1.91
Face Value per share (₹)	10	10
Total Operations		
Profit Before Exceptional Item (₹ in Lakhs)	106	875
Profit After Exceptional Item (₹ in Lakhs)	106	662
No.of Shares used in computing EPS - Basic	39571684	39571684
EPS before exceptional item - Basic (₹)	0.27	2.21
EPS after exceptional item - Basic (₹)	0.27	1.67
Face value per share (₹)	10	10

28. As per Accounting Standard 18, the disclosures of transactions with the related parties are given below:

a. List of related parties where control exists

S.No	Name of the related parties	Relationship
1	Firstgen Distribution Private Ltd	Enterprise over which a Director is able to exercise significant influence
2	Wilson Cables Private Ltd	Subsidiary Company
3	South India House Estates and Properties Ltd	Subsidiary Company
4	SIDD Life Sciences Private Ltd	Enterprise over which a Director is able to exercise significant influence

b. Other related parties with whom transactions have taken place during the year 2015 -16

S.No	Name of the related parties & relationship
1	Mr. Devidas Mali, COO & Whole Time Director

c. The following transactions were carried out with the related parties during the year 2015-16

₹ in Lakhs

S.No	Particulars of transaction	Amount
1	Sale of Goods/Income from Services Rendered	
	Firstgen Distribution Private Limited	1,838.71
2	Manergerial Remuneration paid	
	Mr. Devidas Mali, COO & Whole Time Director	57.59
	South India House Estates and Properties Ltd, (Mr. V. Rajagopal, Whole Time Director)	3.00
3	IT Support Charges	
	Wilson Cables Private Limited	29.35
	SIDD Life Sciences Private Limited	11.43
4	Rent paid	
	South India House Estates and Properties Ltd	1.20
5	Reimbursement of Expenses	
	Wilson Cables Private Ltd- Travel Expenses	17.57

*Includes a sum of ₹8 lakhs paid towards PLP for the Financial year 2014-15.

*Excludes a sum of ₹10 lakhs payable towards PLP for the Financial year 2015-16.

29. Contingent Liability

- Appeals filed with ITAT for a likely demand of ₹200 Lakhs (Assessment year 2009-10). Appeals filed with ITAT for a demand of ₹1699 Lakhs (Assessment year 2011-12). Provision has not been made for both demands. Appeals filed with CIT (A) for a likely demand of ₹285 Lakhs (Assessment year 2013-14) in case of South India House Estates & Properties Ltd. Provision has not been made for both demands.
- Guarantees given by the bankers for performance of Contracts and others ₹265.58 Lakhs (₹447.04 Lakhs).

Previous year's figures have been regrouped and rearranged wherever necessary.

30 Segment Information

Information above primary business segments

Business Segments	Trading Building Material & GGS		Manufacturing		Discontinuing Operation (Vehicle Division)		Eliminations		2016		2015	
									Total			Total
REVENUE												
External Sales	41871	18125	71	-	60067	43129	21330	12623	-	-	-	77082
Inter Segment Sales	2	-	-	(2)	-	2	2	-	(4)	-	-	-
Total Revenue	41873	18125	71	(2)	60067	43131	21332	12623	(4)	(4)	-	77082
RESULT												
Segment Result	962	(408)	(212)	-	342	961	629	(9)	-	-	-	1581
Unallocated Corporate Expenses net of Unallocated Income					134							(17)
Operating Profit					476							1564
Interest Expense					529							594
Income Taxes(net of def.tax)					(159)							95
Profit from ordinary activities					106							875
Exceptional items					0							(213)
Net Profit					106							662
OTHER INFORMATION												
Segment Assets	21841	9121	419	-	31381	20918	7994	1562	-	-	-	30474
Unallocated Corporate Assets					35068							35087
Total Assets	21841	9121	419	-	66449	20918	7994	1562	-	-	-	65561
Segment Liabilities	8966	2513	79	-	11558	8813	1151	196	-	-	-	10160
Unallocated Corporate Liabilities					6633							7533
Total Liabilities	8966	2513	79	-	18191	8813	1151	196	-	-	-	17693
Capital Expenditure	161	316	1	-	478	134	310	18	-	-	-	462
Depreciation	174	276	58	-	508	201	307	133	-	-	-	641

Information about Secondary Business Segments

	India	Rest of the World	Total	India	Rest of the World	Total
Revenue by Geographical Market	44790	15277	60067	59787	17295	77082
Segment Assets	31381	-	31381	30474	-	30474
Capital Expenditure	478	-	478	462	-	462

Notes:

- A) The Company has identified Business Segment as the Primary Segment and Geographic Segment as the Secondary Segment for disclosure.
- The Company's Primary segment identified as business segment based on nature of products, returns and Internal Business Reporting System as per Accounting Standard 17.
- B) The Business Segments identified are Trading, Manufacturing and Discontinuing.
- C) The Geographical Segment considered for disclosure are India and Rest of the World. All sales facilities are located in India. Geographical segments are based on the location of the customer who is invoiced or in relation to which the revenue is otherwise recognised.
- D) Segmental assets include all operating assets used by the respective segment and principally consists of operating cash, debtors, inventories and fixed assets.

Sicagen India Limited

ADDITIONAL INFORMATION OF SUBSIDIARY AND ASSOCIATE COMPANIES

For the Financial year ended 31st March 2016

(₹ in lakhs)

Name of the entity	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount
Parent				
Sicagen India Limited	87%	42,014	681%	720
Subsidiaries				
Indian				
South India House Estates and Properties Limited	2%	934	-30%	(32)
Foreign Subsidiary				
Wilson Cables Private Limited	11%	5,310	-550%	(582)
Minority Interests in all subsidiaries	-	-	-	-
Associates (Investment as per the equity method)				
Indian	-	-	-	-
Joint Ventures (as per proportionate consolidation/ investment as per the equity method)	NA		NA	
TOTAL	100%	48,258	100%	106

As per our Report of even date

For and on behalf of the Board

For CNGSN & Associates LLP

Chartered Accountants

F.R.No.004915S

C N GANGADARAN

Partner

M.No.11205

Place : Chennai

Date : 25th May, 2016

ASHWIN C MUTHIAH

Chairman

DEVIDAS MALI
COO & Whole Time Director

B. NARENDRAN

Director

D.BALAGOPAL
Chief Financial Officer

SUNIL DESHMUKH

Director

R.ACHUTHAN
Company Secretary

Attachment to the Financial Statement

FORM AOC-1

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Subsidiary Companies

Part "A" Subsidiaries

Particulars	South India House Estates and Properties Ltd	Wilson Cables Pvt Ltd	
		31 st March 2016	31 st March 2016
Reporting Period		31 st March 2016	31 st March 2016
Reporting Currency	(₹ In Lakhs)	Amount in SGD	₹ in Lakhs *
Share Capital	1000	5886216	2893
Reserves and Surplus	935	14692212	6925
Total Assets	6726	20578428	12227
Total Liabilities	6726	20578428	12227
Investments (except for investment in subsidiaries)	2035	-	-
Turnover	18	31803123	14981
Profit / (Loss) before Exceptional & Tax	(31)	(1327809)	(625)
Exceptional items	-	-	-
Profit/ (Loss) before Taxation	(31)	(1327809)	(625)
Provision for Taxation	1	(91242)	(43)
Profit / (Loss) after Taxation	(32)	(1236567)	(582)
Proposed Dividend	-	-	-
% of Shareholding	100%	100%	100%

* Translated at exchange rate prevailing as on the closing balance sheet date of subsidiary

1 Singapore Dollar = ₹49.1575 - closing rate for Balance Sheet

1 Singapore Dollar = ₹47.1054 - average rate for Profit & Loss account

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Company

Part "B": Associates

Name of the Associate	EDAC Automation Limited
Latest Audited Balancesheet Date	31 st March 2016
Shares held by the company on the year end	449970
Amount of Investment (₹ In Lakhs)	45
Extent of Holding (%)	49.99%
Significant Influence	Nil
Reasons for Not Consolidation	No Significant Influence
Networth Attributable to Shareholding (₹ In Lakhs)	(26.83)
Profit/(Loss) for the year	(58.17)
i. Considered in Consolidation	-
ii. Not Considered in Consolidation	(58.17)

For and on behalf of the Board

ASHWIN C MUTHIAH
Chairman

B. NARENDRAN
Director

SUNIL DESHMUKH
Director

Place : Chennai

DEVIDAS MALI

D.BALAGOPAL

R.ACHUTHAN

Date : 25th May, 2016

COO & Whole Time Director

Chief Financial Officer

Company Secretary

This page has been intentionally left blank

Sicagen India Limited

Registered Office: 4th Floor, SPIC House, No.88, Mount Road, Guindy, Chennai - 600032
(CIN: L74900TN2004PLC053467)

ATTENDANCE SLIP

Name & Address of the Shareholder	Folio No:
	DP ID :
	Client ID:
	No. of shares held:

I hereby certify that I am a member / proxy appointed by the member* of the Company and record my presence at the **12th Annual General Meeting** of the Company, at **Rajah Annamalai Hall**, Esplanade, Chennai-600108, on Tuesday, the **20th September 2016 at 2.30 p.m.**

Name of the Member(s) / Proxy*	Signature of the Member(s) / Proxy*

* Strike out whichever is not applicable.

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

Note: In line with good corporate governance and in compliance with the Secretarial Standard, no gift articles would be given to the shareholders for attending the Annual General Meeting.

This page has been intentionally left blank

Sicagen India Limited



Registered Office: 4th Floor, SPIC House, No.88, Mount Road, Guindy, Chennai - 600032
(CIN: L74900TN2004PLC053467)

PROXY FORM FORM NO. MGT - 11

[Pursuant to the provisions of 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) of _____ equity shares of ₹10 each of Sicagen India Limited 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 **12th Annual General Meeting** of the Company, to be held on Tuesday, the **20th September 2016** at 2.30 p.m. at **Rajah Annamalai Hall**, Esplanade, Chennai-600108 and at any adjournment(s) thereof, in respect of the resolutions, as indicated below:

Resolution Nos.:

1. Adoption of the audited Balance Sheet as at 31st March 2016, the Statement of Profit and Loss for the financial year ended on that date and the reports of the Board of Directors and auditors thereon.
2. Declaration of equity dividend for the financial year 2015-16.
3. Re-appointment of Mr.Ashwin C Muthiah as a Director, who is liable to retire by rotation and, being eligible, offers himself for re-appointment.
4. Ratification of appointment of M/s.CNGSN & Associates LLP, Chartered Accountants, Chennai as the auditors.
5. Ratification for appointment of Cost Auditor and fixing of remuneration for the financial year 2016-17.
6. Delivery of Company notices, annual reports and such other documents which are required to be delivered under the Companies Act, 2013 to the specific shareholder through a particular mode.

Signed: this _____ day of _____, 2016

Signature of Member(s): _____

Affix Re.1
Revenue Stamp
& Sign across
the Stamp

Signature of the Proxy holder(s): _____

Note: The Proxy form must be deposited at the Registered Office of the Company not later than 48 hours before the time for holding the aforesaid meeting; otherwise it will be treated as invalid. The Proxy should be a member of the Company.

Note: In line with good corporate governance and in compliance with the Secretarial Standard, no gift articles would be given to the shareholders for attending the Annual General Meeting.

This page has been intentionally left blank

Notes

A series of horizontal dotted lines for writing notes.

Notes

A series of horizontal dotted lines spanning the width of the page, intended for taking notes.

REGISTERED BOOK POST / COURIER

To:

A large, empty rectangular box with rounded corners, intended for the recipient's address.



If undelivered, please return to:

Sicagen India Limited

4th Floor, SPIC House,
No.88, Mount Road, Guindy,
Chennai - 600032