

Annexure to Directors' Report

EXTRACT OF ANNUAL RETURN

for the financial year ended on 31-03-2018

[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.
Ph: 044 – 3070300, Email: secl@sicagen.com
- (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" 5th Floor
No.1, Club House Road, Chennai 600 032.
Ph.: 044-28460390, E-mail: investor@cameoindia.com

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 | 93% |

II. 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 | Danish Steel Cluster Private Ltd No.46, Bommasandra, Jigani Link Road, KIADB Industrial Area, Jigani, Bangalore-562106. | U02710KA2004PTC033200 | Subsidiary | 60 | 2(87) |
| 4 | EDAC Automation Ltd SPIC House, No.88, Mount Road, Guindy, Chennai-600032 | U35111TN1993PLC024524 | Associate | 49.99 | 2(6) |

III. 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 | 1244132 | -- | 1244132 | 3.14 | -- |
| (e) Banks / FI | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| (f) Any Other | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| Sub-Total (A)(1) | 1860789 | -- | 1860789 | 4.70 | 1860789 | -- | 1860789 | 4.70 | -- |
| (2) Foreign | | | | | | | | | |
| (a) NRIs -Individuals | 48838 | -- | 48838 | 0.13 | 48838 | -- | 48838 | 0.13 | -- |
| (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 | 37.22 | -- |
| Total Shareholding of Promoter (A) =(A)(1)+(A)(2) | 16586378 | -- | 16586378 | 41.91 | 16586378 | -- | 16586378 | 41.91 | -- |
| (B) Public Shareholding | | | | | | | | | |
| (1) Institutions | | | | | | | | | |
| (a) Mutual Funds | 1077 | 100 | 1177 | 0.00 | 1077 | 100 | 1177 | 0.00 | -- |
| (b) Banks/FI | 668 | 170384 | 171052 | 0.43 | 24876 | 170384 | 195260 | 0.49 | -0.06 |
| (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 | 4831018 | -- | 4831018 | 12.21 | 0.20 |
| (h) Foreign Venture Capital Funds | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| (i) Others (Specify) | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| Sub-Total (B)(1) | 4979206 | 170484 | 5149690 | 13.01 | 4925075 | 170484 | 5095559 | 12.87 | 0.14 |
| (2) Non- Institutions | | | | | | | | | |
| (a) Bodies Corporate | | | | | | | | | |
| i. Indian | 5301848 | 61509 | 5363357 | 13.55 | 5287458 | 61509 | 5348967 | 13.52 | -0.12 |
| ii. Overseas | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| (b) Individuals | | | | | | | | | |
| i. Individual share holders holding nominal share capital upto Rs.2 lakhs | 7136100 | 1156257 | 8292357 | 20.96 | 7385071 | 1118520 | 8503591 | 21.49 | 0.53 |

| | | | | | | | | | |
|---|----------|---------|----------|--------|----------|---------|----------|--------|-------|
| ii. Individual shareholders holding nominal share capital in excess of Rs.2 lakhs | 3348749 | -- | 3348749 | 8.46 | 3149177 | -- | 3149177 | 7.96 | -0.50 |
| (c) Others (Specify) | | | | | | | | | |
| (a) Clearing Member | 18440 | -- | 18440 | 0.04 | 48040 | -- | 48040 | 0.12 | 0.08 |
| (b) NRIs | 345844 | 5972 | 351816 | 0.89 | 311238 | 6013 | 317251 | 0.80 | -0.09 |
| (c) OCBs | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| (d) Trusts | 2052 | -- | 2052 | 0.01 | 100 | -- | 100 | 0.00 | -0.01 |
| (e) HUF | 476247 | 50 | 476297 | 1.20 | 522368 | 253 | 522621 | 1.32 | 0.12 |
| Sub-Total (B)(2) | 16555342 | 1247574 | 17802916 | 44.99 | 16703452 | 1186295 | 17889747 | 45.21 | 0.22 |
| Total Public Shareholding = (B)(1)+(B)(2) | 21534748 | 1418058 | 22952806 | 58.00 | 21628527 | 1356779 | 22985306 | 58.00 | -- |
| (C). Shares held by custodian for GDRs & ADRs | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| Grand Total (A+B+C) | 38153626 | 1418058 | 39571684 | 100.00 | 38214905 | 1356779 | 39571684 | 100.00 | -- |

(ii) Shareholding of Promoters:

| S N | Shareholders' Name | 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 | 74,00,649 | 18.70 | - | 74,00,649 | 18.70 | - | - |
| 2 | Darnolly Investments Ltd | 72,76,102 | 18.39 | - | 72,76,102 | 18.39 | - | - |
| 3 | Southern Petrochemical Industries Corporation Ltd | 5,77,681 | 1.46 | - | 5,77,681 | 1.46 | - | - |
| 4 | ACM Educational Foundation | 5,72,043 | 1.45 | - | 5,72,043 | 1.45 | - | - |
| 5 | A.C.Muthiah | 4,23,700 | 1.07 | - | 4,23,700 | 1.07 | - | - |
| 6 | A.C. Muthiah | 1,53,858 | 0.39 | - | 1,53,858 | 0.39 | - | - |
| 7 | Sical Logistics Ltd | 50,000 | 0.13 | - | 50,000 | 0.13 | - | - |
| 8 | The Express Carriers Ltd | 44,200 | 0.11 | - | 44,200 | 0.11 | - | - |
| 9 | Ashwin C Muthiah | 28,504 | 0.07 | - | 28,504 | 0.07 | - | - |
| 10 | Ashwin C Muthiah | 13,334 | 0.03 | - | 13,334 | 0.03 | - | - |
| 11 | A.C.Muthiah | 39,099 | 0.10 | - | 39,099 | 0.10 | - | - |
| 12 | Valli Ashwin Muthiah | 7,000 | 0.02 | - | 7,000 | 0.02 | - | - |
| 13 | ACM Medical Foundation | 109 | 0.00 | - | 109 | 0.00 | - | - |
| 16 | South India Travels Pvt. Ltd | 99 | 0.00 | - | 99 | 0.00 | - | - |
| Total | | 1,65,86,378 | 41.92 | - | 1,65,86,378 | 41.92 | - | - |

(iii) Change in Promoters' Shareholding (please specify, if there is no change):

| SN | Shareholders' Name | 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 | No. of Shares | % of total shares of the Company | |
| | - | - | - | - | - | - |

(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 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 | 29,48,810 | 7.45 |
| 2 | Arial Holdings 1 | -- | -- | 19,75,000 | 4.99 |
| 3 | Passage To India Master Fund | 19,19,900 | 4.85 | -- | -- |
| 4 | Davos International Fund | 15,45,000 | 3.90 | -- | -- |
| 5 | Ares Diversified | -- | -- | 1411595 | 3.57 |
| 6 | Sparrow Asia Diversified Opportunities Fund | 7,50,000 | 1.89 | 7,50,000 | 1.89 |
| 7 | Leman Diversified Fund | 6,94,423 | 1.76 | 6,94,423 | 1.76 |
| 8 | P Subramanian | 5,01,517 | 1.27 | 7,01,431 | 1.77 |
| 9 | Mercantile Ventures Ltd | 4,97,923 | 1.26 | 697923 | 1.76 |
| 10 | Mahendra Girdharilal | 4,77,447 | 1.21 | 4,77,447 | 1.21 |
| 11 | Sharad Kanayalal Shah | 3,50,000 | 0.88 | -- | -- |
| 12 | C Gopal Reddy | 2,00,214 | 0.51 | -- | -- |
| 13 | Gaylord Sales Private Limited | -- | -- | 178037 | 0.45 |
| 14 | The Tamilnadu Industrial Investment Corpn Ltd | -- | -- | 160467 | 0.41 |

(v) Shareholding of Directors and Key Managerial Personnel:

| 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 | -- | -- | -- | -- |
| 7 | Mrs.Sashikala Srikanth | -- | -- | -- | -- |
| 8 | Mr.Devidas Mali | -- | -- | -- | -- |
| 9 | Mr.Shridhar Gogte* | -- | -- | -- | -- |
| 10 | Mr.D.Balagopal (CFO) | -- | -- | -- | -- |
| 11 | Mr.R.Achuthan (CS) ** | -- | -- | -- | -- |
| | Total | 44,353 | 0.112 | 44,353 | 0.112 |

*Upto 15.05.2018

**Upto 09.03.2018

IV. INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment as on 31st March 2018
(Rs.in Lakhs)

| | Secured Loans Excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|--|----------------------------------|-----------------|----------|--------------------|
| Indebtedness at the beginning of the financial year 01.04.2017 | | | | |
| i) Principal Amount | 3597 | 2972 | -- | 6569 |
| ii) Interest due but not paid | -- | -- | -- | -- |

| | | | | |
|--|--------|------|----|--------|
| iii) Interest accrued but not due | -- | -- | -- | -- |
| Total (i+ii+iii) | 3597 | 2972 | -- | 6569 |
| Change in Indebtedness during the financial year | | | | |
| Addition | -- | 392 | -- | 392 |
| Reduction | 1675 | -- | -- | |
| Net Change | (1675) | 392 | -- | (1286) |
| Indebtedness at the end of the financial year 31.03.2018 | | | | |
| i) Principal Amount | 1919 | 3364 | | 5283 |
| ii) Interest due but not paid | -- | -- | -- | -- |
| iii) Interest accrued but not due | -- | -- | -- | -- |
| Total (i+ii+iii) | 1919 | 3364 | | 5283 |

V. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. Remuneration to Managing Director(MD), Whole Time Directors (WTD) and/or Manager:

(Amount in Rs.)

| S.No | Particulars of Remuneration | Name of Whole Time Directors | | Total |
|--|---|----------------------------------|------------------|-------------|
| | | Mr.Devidas Mali | Mr.Sridhar Gogte | |
| 1 | Gross salary | | | |
| (a) | Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961 | 24,00,000 | 23,54,625 | 47,54,625 |
| (b) | Value of perquisites u/s 17(2) of Income Tax Act, 1961 | 17,97,028 | 3,67,283 | 21,64,311 |
| (c) | Profits in lieu of salary u/S17(3) of Income Tax Act, 1961 | -- | -- | |
| 2 | Stock Option | -- | -- | |
| 3 | Sweat Equity | -- | -- | |
| 4 | Commission - as % of profit - others – Performance Pay | 13,60,000 | 1,89,726 | 15,49,726 |
| 5 | Special Allowance | 15,00,000 | 10,92,000 | 25,92,000 |
| Total (A) | | 70,57,028 | 40,03,634 | 1,10,60,662 |
| Ceiling as per the Companies Act, 2013 | | 10% of net profit of the Company | | |

B. Remuneration to other Directors:

1. Independent Directors

(Amount in Rs.)

| S.No | Particulars of Remuneration | Name of the Directors | | | | Total Amount |
|-----------|--|-----------------------|--------------------------|------------------------|-----------------------|--------------|
| | | Mr.B Narendran | Mr.Harish Chandra Chawla | Mrs.Sashikala Srikanth | Mrs.Rita Chandrasekar | |
| 1 | Fee for attending Board / Committee meetings | 2,50,000 | 2,00,000 | 2,50,000 | 1,50,000 | 8,50,000 |
| 2 | Commission | -- | -- | -- | -- | -- |
| 3 | Others, please specify | -- | -- | -- | | -- |
| Total (1) | | 2,50,000 | 2,50,000 | 2,00,000 | 1,50,000 | 8,50,000 |

| 2. Other Non-Executive Directors | | | (Amount in Rs.) | |
|---|---|--------------------------------------|-------------------|--------------|
| S.No | Particulars of Remuneration | Name of the Directors | | Total Amount |
| | | Mr.Ashwin C Muthiah | Mr.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 (2) | | 2,50,000 | 2,50,000 | 5,00,000 |
| Total (B) = (1)+(2) | | | | 13,50,000 |
| Total Managerial Remuneration (excluding sitting fee) | | | | 1,10,60,662 |
| 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 Rs.)

| S.No | Particulars of Remuneration | Mr.D.Balagopal CFO | Mr.R.Achuthan CS * |
|-----------|--|-----------------------|-----------------------|
| 1 (a) | Salary as per provisions contained in Section 17(1) Income-tax Act, 1961 | 25,45,452 | 11,78,057 |
| (b) | Value of perquisites u/s 17(2) Income-tax Act, 1961 | 1,38,128 | 47,307 |
| (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 | -- 2,40,000 | -- -- |
| 5 | Others - LTA | 25,000 | 15,830 |
| Total (A) | | 29,48,580 | 12,41,194 |

*Upto 09.03.2018.

VI. 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 |
|---------------------------|------------------------------|-------------------|---|------------------------------|---------------------|
| Penalty | -- | -- | -- | -- | -- |
| Punishment | -- | -- | -- | -- | -- |
| Compounding | -- | -- | -- | -- | -- |
| OTHER OFFICERS IN DEFAULT | | | | | |
| Penalty | -- | -- | -- | -- | -- |
| Punishment | -- | -- | -- | -- | -- |
| Compounding | -- | -- | -- | -- | -- |