

Date: August 24, 2024

To,

BSE Limited,
Department of Corporate Services,
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai- 400001
BSE Scrip Code: 533014

Dear Sir/Madam,

Sub: Notice of 20th Annual General Meeting of the Company

This is to inform you that the 20th Annual General Meeting (AGM) of the Company is scheduled to be held on Thursday, 19th September, 2024 at 11:00 a.m. (IST) through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM").

20th Annual Report of the Company for the Financial Year 2023-24 together with the AGM Notice has been sent on 23.08.2024, to the e-mail IDs of all the shareholders who have registered the same with RTA/Company and Depository Participant.

The Register of Members & Share Transfer books of the Company shall remain closed from Friday, 13th day of September, 2024 to Thursday, 19th day of September, 2024 (both days inclusive) and record date/cut-off date is 12.09.2024 for the purpose of 20th AGM and dividend, if declared at the said AGM for FY 2023-24.

A copy of the above said Notice of AGM will also be made available on the Company's website at www.sicagen.com.

The above information may kindly be taken on record.

Thanking You,

**Yours sincerely,
For Sicagen India Limited**

ANKITA Digitally signed
by ANKITA JAIN
JAIN Date: 2024.08.24
14:09:48 +05'30'
(Ankita Jain)
Company Secretary



Encl: a/a

Sicagen India Ltd.

Registered & Corporate Office:

4th Floor, SPIC House, 88, Mount Road, Guindy, Chennai 600 032 INDIA

Tel: +91 44 4075 4075 | Fax: +91 44 4075 4099 | info@sicagen.com

CIN No.: L74900TN2004PLC053467 | www.sicagen.com



SICAGEN INDIA LIMITED
(CIN: L74900TN2004PLC053467)

Regd. Office: 4th Floor, SPIC House, No.88, Mount Road, Guindy, Chennai-600032.
Website: www.sicagen.com E-mail: companysecretary@sicagen.com Phone: 044 4075 4075.

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the **20th Annual General Meeting (AGM)** of the shareholders of Sicagen India Limited (the "Company") will be held on **Thursday, the 19th September 2024 at 11.00 a.m.** through "Video Conferencing" (VC)/Other Audio Visual Means (OAVM) to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Standalone and Consolidated Financial Statements of the Company for the year ended 31st March 2024 and the Reports of the Board of Directors and Auditors thereon.
2. To declare equity dividend for the year 2023-24.
3. To appoint a director in the place of Mr. Ashwin C Muthiah (DIN 00255679) who retires by rotation and being eligible, offers himself for re-election.
4. To appoint a director in the place of Mr. Nandakumar Varma (DIN 09776904) who retires by rotation and being eligible, offers himself for re-election.

SPECIAL BUSINESS

5. **Appointment of Mrs. Devaki Ashwin Muthiah (DIN: 10073541) as Director of the Company.**

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

RESOLVED THAT Mrs. Devaki Ashwin Muthiah (DIN: 10073541) who was appointed as an additional Director of the Company by the Board of Directors on 07.08.2024 with immediate effect pursuant to Section 161 of the Companies Act, 2013 and who ceased to hold office on the date of this Annual General Meeting and whose appointment is recommended by the Nomination & Remuneration Committee, proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.

6. **Appointment of Mr. Batchu Sai Purshotham (DIN: 08390291) as Independent Director of the Company.**

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

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act)

and the rules made there under, including any amendment, modification, variation or re-enactment thereof read with Schedule IV to the Act and Regulations 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the time being in force, Mr. Batchu Sai Purshotham (DIN: 08390291) who was appointed as additional Director of the Company by the Board of Directors on 07.08.2024 effective from 11.08.2024, pursuant to Section 161 of the Act and who ceased to hold office on the date of this Annual General Meeting and whose appointment is recommended by the Nomination & Remuneration Committee, proposing his candidature for the office of Director, be and is hereby appointed as Director AND THAT the appointment of Mr. Batchu Sai Purshotham (DIN 08390291) as Independent Director of the Company and to hold office for a period of 5 (Five) years with effect from 11th August 2024 be and is hereby approved and he shall not be liable to retire by rotation.

7. **Appointment of Mr. Govindarajan Dattatreyan Sharma (DIN: 08060285) as Independent Director of the Company.**

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

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the rules made there under, including any amendment, modification, variation or re-enactment thereof read with Schedule IV to the Act and Regulations 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the time being in force, Mr. Govindarajan Dattatreyan Sharma (DIN: 08060285) who was appointed as additional Director of the Company by the Board of Directors on 07.08.2024 effective from 11.08.2024, pursuant to Section 161 of the Act and who ceased to hold office on the date of this Annual General Meeting and whose appointment is recommended by the Nomination & Remuneration Committee, proposing his candidature for the office of Director, be and is hereby appointed as Director AND THAT the appointment of Mr. Govindarajan Dattatreyan Sharma (DIN: 08060285) as Independent Director

Sicagen India Limited

of the Company and to hold office for a period of 5 (Five) years with effect from 11.08.2024 during which term he will attain the age of 75 years, be and is hereby approved and he shall not be liable to retire by rotation.

8. Ratification of the remuneration payable to Cost Auditor for the year 2024-25.

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, M/s. J. Karthikeyan

& Associates, Cost Accountants, Chennai 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 2024-25 at a remuneration of ₹90,000/- (Rupees Ninety Thousand Only) excluding applicable taxes, travelling and other out-of-pocket expenses incurred by him in connection with the aforesaid audit be and is hereby approved and ratified.

By order of the Board
For Sicagen India Limited

Date: 07th August 2024
Place: Chennai

Ankita Jain
Company Secretary

NOTES:

1. Due to the prevailing COVID-19 pandemic situations, the general meetings of the Companies shall be conducted through Video Conferencing (VC) or other audio-visual means (OAVM) as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 2/2022 dated May 05, 2022 and Circular No. 9/2023 dated September 25, 2023 (MCA Circulars). The forthcoming AGM will also be held through Video Conferencing (VC) or other audio-visual means (OAVM).
2. An Explanatory Statement pursuant to Section 102 of the Companies Act 2013, in respect of Item No.5 to 8 of the notice is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed between **13th September 2024** and **19th September 2024** (both days inclusive), the **12th September 2024** shall be the Record date for the purpose of ascertaining the eligible shareholders for payment of equity dividend.
4. Members are hereby informed that the Company has appointed M/s. Cameo Corporate Services Ltd, Unit: Sicagen, "Subramanian Building 5th Floor, No.1, Club House Road, Chennai-600002, Tel: 044-28460390 Fax: 044-28460129 e-mail address: investor@cameoindia.com, cameo@cameoindia.com as its Registrar and Share Transfer Agent (RTA). 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.
5. As per SEBI guidelines, 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.
6. Members those who hold share(s) in physical form are requested to notify immediately any change in their address to the Company/RTA and those who hold share(s) in demat form to the concerned Depository Participants.
7. Shareholders are requested to furnish/update their bank account details (i.e., Bank account No., Name and address of the Bank branch, 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 are required to provide their bank account details to their concerned Depository Participant (DP) and those who hold shares in physical form are required to provide their bank account details to the Company/RTA.
8. Members are informed that pursuant to Section 125(2) of the Companies Act 2013, the amount of equity dividend pertaining to the year 2016-17, remaining unclaimed/unpaid will become due for transfer to the Investor Education and Protection Fund (IEPF) established by the Central Government on expiry of 7 years (on 31.08.2024). Since no claim shall lie against the Company after transfer of said dividend to IEPF, the members who have not claimed their dividend for the year 2016-17 are requested to approach the Company/RTA for claiming the same as early as possible before transfer to IEPF account.
9. Members are informed that the Company is in the process of transferring the equity shares of

shareholders who have not claimed any dividend declared by the Company for the past 7 (seven) consecutive years as per the provisions of Section 124(6) read with the IEPF (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017. Hence, the members, who have not claimed any dividend for the period of 7 (Seven) consecutive years are requested to approach either the Company or its RTA for claiming the same as early as possible before transfer to IEPF account.

10. The Company's equity shares are listed with Bombay Stock Exchange Ltd. (BSE) and the listing fees for the year 2024-25 have been paid to BSE.
11. The particulars of Director(s) seeking appointment/re-appointment at this AGM and their Directorship/Committee Membership/Chairmanship in other Companies as required under the provisions of SEBI (LODR) Regulations, Companies Act & its rules etc., are separately given in the notice.
12. In line with MCA circulars, the Notice calling the AGM will be available on the website of the Company at www.sicagen.com. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice will also be disseminated on the website of CDSL (agency for providing Remote e-Voting facility and Venue e-voting during AGM) at www.evotingindia.com.

CDSL E-Voting System for e-Voting and joining Virtual meetings.

13. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the 20th AGM. For this purpose, the Company has appointed Central Depository Services (India) Ltd. (CDSL) for facilitating voting through electronic means. The facility of casting votes by a

member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

14. The Members can join the AGM in Video Conferencing mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC will be made available to at least 1000 members on first come first served basis. This will not include large shareholders (shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
15. The attendance of the members attending the AGM through VC will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
16. M/s. KRA & Associates, Practicing Company Secretaries, have been appointed as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.
17. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.sicagen.com and on the website of CDSL immediately after the declaration of result by the Chairman or any Director authorized by him. The results shall also be immediately forwarded to the Stock Exchange.
18. Pursuant to MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC and cast their votes through e-voting.

Sicagen India Limited

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of shareholders holding shares in demat mode.
- Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The voting period **begins on 16th September 2024 at 9.00 a.m.** and **ends on 18th September 2024 at 5.30 p.m.** During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **12th September 2024** may cast their vote electronically. The e-voting module shall 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.
 - (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of shareholders holding shares in demat mode.

- (iv) Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their Demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi/Easiest are requested visit cdsi website www.cdslindia.com and click on Login icon & New System Myeasi Tab. 2) After successful login, the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on Login icon & New System Myeasi Tab and click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in Demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp. 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your 16 digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL. Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Sicagen India Limited

Type of Shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important Note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022-4886 7000 and 022-2499 7000.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

PAN	<p>For Physical Shareholders and other than Individual Shareholders holding shares in Demat</p> <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend bank details (OR) Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> • 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.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant Company Name "Sicagen India Limited" on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload Board Resolution/POA if any uploaded, which will be need available to the scrutinizer for verification.
- (xvii) **Additional Facility for Non-Individual Shareholders and Custodians—For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is mandatory that, 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.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at gkrkgram@yahoo.in and to the Company at companysecretary@sicagen.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VIDEO CONFERENCING (VC) & E-VOTING DURING MEETING ARE AS UNDER:**
1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
 2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
 3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
 4. Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
 5. Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via. Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

Sicagen India Limited

7. Shareholders who would like to speak at the AGM may register themselves as a speaker shareholder through RTA's web portal using the link <http://investors.cameoindia.com>. This facility for participation registration will be open **from 9:00 a.m. on Monday, the 09th September 2024 to 5:00 p.m. on Friday, the 13th September 2024**. It may be noted that there will be no option for any spot registration or through any other mode. **Only those shareholders who have registered through the above process will be able to speak at the meeting.**
8. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **5 days prior to meeting** mentioning their name, demat account no./folio no., email id, mobile no. to companysecretary@sicagen.com. These queries will be replied by the Company suitably. It may please be noted that the queries sent to any other email IDs of the Company will not be considered for sending reply.
9. Only those shareholders, who are present in the AGM through VC facility and have not cast their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES/MOBILE NO ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:

1. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) through email to Company at companysecretary@sicagen.com or RTA at investor@cameoindia.com
2. For Demat shareholders - Please update your email ID & Mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders - Please update your email ID & Mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai-400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

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

The following is the Explanatory Statement as per Section 102 of the Companies Act 2013, which sets out all material facts relating to the Special Business mentioned in the accompanying Notice for convening the Annual General Meeting (AGM) of the members of the Company:

Item No. 5

The Board of Directors, at their meeting held on 07th August 2024 on the recommendation of Nomination and Remuneration Committee had appointed Mrs. Devaki Ashwin Muthiah (DIN: 10073541) as an Additional Director of the Company w.e.f. 07th August 2024 pursuant to Section 161 of the Companies Act, 2013 ("the Act") and she will hold office up to the date of this AGM. Hence the Board recommends the resolution seeking approval of the shareholders for the appointment of Mrs. Devaki Ashwin Muthiah as Director in the category of Non-Executive and Non-Independent Director as set out in the item no. 5 of the Notice.

None of the Directors, Key Managerial Personnel and their relatives except Mrs. Devaki Ashwin Muthiah and Mr. Ashwin C Muthiah are concerned or interested in this Resolution.

Item No. 6

The Board of Directors, at their meeting held on 07th August 2024 on the recommendation of Nomination and Remuneration Committee, had appointed Mr. Batchu Sai Purshotham (DIN 08390291) as an Additional Director of the Company w.e.f. 11th August 2024 pursuant to Section 161 of the Companies Act, 2013 ("the Act") and he will hold office up to the date of this AGM. The Board had also appointed Mr. Batchu Sai Purshotham, as an Independent Director of the Company for a period of 5 (five) years w.e.f. 11th August 2024 pursuant to Section 149 of the Act and SEBI (LODR) Regulations, 2015 and he will not retire by rotation.

In the opinion of the Board, Mr. Batchu Sai Purshotham fulfils the conditions specified in the Act and SEBI (LODR)

Regulations for appointment as an Independent Director of the Company and is independent of the Management. The Board recommends the resolution seeking approval of the shareholders for the appointment of Mr. Batchu Sai Purshotham as an Independent Director as set out in the item no. 6 of the Notice.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard issued by the Institute of Company Secretaries of India are set out in the annexure to the statement setting out material facts.

None of the Directors, Key Managerial Personnel and their relatives except Mr. Batchu Sai Purshotham is concerned or interested in this Resolution.

Item No. 7

The Board of Directors, at their meeting held on 07th August 2024 on the recommendation of Nomination and Remuneration Committee, had appointed Mr. Govindarajan Dattatreyan Sharma (DIN: 08060285) as an Additional Director of the Company w.e.f. 11th August 2024 pursuant to Section 161 of the Companies Act, 2013 (“the Act”) and he will hold office up to the date of this AGM. The Board had also appointed Mr. Govindarajan Dattatreyan Sharma, as an Independent Director of the Company for a period of 5 (five) years w.e.f. 11th August 2024 pursuant to Section 149 of the Act and SEBI (LODR) Regulations, 2015 and he will not retire by rotation.

Mr. Govindarajan Dattatreyan Sharma will attain the age of 75 years during his first term of appointment. The Board considers that his continuation as director would be benefit to the Company and desires to avail his services as Independent Director of the Company.

In the opinion of the Board, Mr. Govindarajan Dattatreyan Sharma fulfils the conditions specified in the Act and SEBI (LODR) Regulations for appointment as an Independent Director of the Company and is independent of the Management. The Board recommends the resolution seeking approval of the shareholders for the appointment of Mr. Govindarajan Dattatreyan Sharma as an

Independent Director as set out in the item no. 7 of the Notice.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard issued by the Institute of Company Secretaries of India are set out in the annexure to the statement setting out material facts.

None of the Directors, Key Managerial Personnel and their relatives except Mr. Govindarajan Dattatreyan Sharma is concerned or interested in this Resolution.

Item No. 8

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 15th May 2024, the Board has approved the appointment of M/s. J. Karthikeyan & Associates, Cost Accountants, Chennai as the Cost Auditor of the Company for the financial year 2024-25 at a remuneration of ₹ 90,000/- (Rupees Ninety Thousand Only) exclusive of applicable taxes and reimbursement of all out-of-pocket expenses incurred, if any, in connection with the cost audit. The appointment of Cost auditor and the remuneration payable to him, are required to be ratified by the shareholders of the Company, in accordance with the provisions of the Act and Rule 14 of the Rules. Accordingly, the Directors recommend the Resolution as set out in the item no. 8 of the Notice for the approval of shareholders.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in this Resolution.

By order of the Board
For Sicagen India Limited

Date: 07th August 2024
Place: Chennai

Ankita Jain
Company Secretary

Sicagen India Limited

Details of the Directors seeking appointment / re-appointment at this Annual General Meeting

The particulars of Directors to be appointed/re-appointed at this AGM and the details of their other Directorships and Committee Memberships/Chairmanships held in other Companies as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial standards are given hereunder. The Directorship held in Private Companies, Foreign Companies and Companies registered under Section 8 of the Companies Act, 2013 have been excluded and Memberships/Chairmanships held in Audit Committee and Stakeholders Relationship Committees have only been included.

- 1). Mr. Ashwin C Muthiah (DIN 00255679), aged 58 years, a resident of Singapore, holds a Master's degree in Commerce and MBA from Philadelphia University. He is a commerce graduate from Loyola College, Chennai. After completing his post-graduation in management studies in the US, he joined the Group in India. He is a third-generation business leader and serves as the Founder and Chairman of AM International since 2001. He has more than 36 years of rich experience in the field of general management, new business development strategies, manufacturing facility management, financial management and human resources. Mr. Ashwin C Muthiah is a Non-Executive and Non-Independent Director of the Company and also heads the Boards of the various companies. He holds 41,838 equity shares in the Company and he is related to Mrs. Devaki Ashwin C Muthiah, Director. He is entitled to receive sitting fees for attending the meetings of the Board of Directors.

Date of First appointment on the Board	10 th December 2012		
No. of meetings of the Board attended during the financial year 2023-24	5		
Other Directorships held	Name of the Company	Position	
	Southern Petrochemical Industries Corporation Ltd	Non-Executive Non-Independent Director and Chairman	
	Manali Petrochemicals Ltd	Non-Executive Non-Independent Director and Chairman	
	Tamilnadu Petroproducts Ltd	Non-Executive Non- Independent Director and Vice-Chairman	
Other Committee Membership / Chairmanships held	Name of the Company	Name of the Committee	Position
	-	-	-

- 2). Mr. Nandakumar Varma (DIN 09776904), aged 55 years is a B.Tech in Electrical & Electronics from Government Engineering College, Trichur, Kerala and holds a Post Graduate Diploma in Marketing Management from Annamalai University and completed MBA from Sikkim Manipal University. He joined this group in April 1993 as Service Engineer and has a rich experience of more than 30 years. He has previously worked as Electrical Design engineer at Mekel Corporation. Presently, Mr. Nandakumar Varma is acting as Whole Time Director of the Company and has an experience and expertise in Engine and Turbine governing systems, Protection systems, Power management and retrofits/upgrade projects and related areas. Mr. Nandakumar Varma does not hold any shares in the Company and not related to any other Director of the Company.

Date of First appointment on the Board	03 rd November 2022		
No. of meetings of the Board attended during the financial year 2023-24	5		
Other Directorships held	Name of the Company	Position	
	South India House Estates And Properties Ltd	Whole Time Director	
Other Committee Membership / Chairmanships held	Name of the Company	Name of the Committee	Position
	-	-	-

- 3). Mrs. Devaki Ashwin Muthiah (DIN: 10073541), aged 30 years holds a Masters of Arts in Business Management from the University of Edinburgh. Previously she served as a Senior Analyst at an Independent Investment Management Firm in London providing investment advisory services. Currently serving on the Board of AM International Holdings Private Ltd, Singapore, Penn Globe Ltd, UK, Notedome Ltd, UK, Southern Petrochemical Industries Corporation Ltd, Tuticorin Alkali Chemicals & Fertilizers Ltd & Manali Petrochemicals Ltd. As part of joining the group, aims to drive strategic growth plans across Singapore, India and UK to accelerate its future-readiness. She will work alongside the professional leadership team to grow the global footprint of the Company and its subsidiaries businesses. She is committed towards the organization's goal of attracting, developing, engaging and retaining the best talents. She also hopes to guide operative companies to become world-class entities imbuing the values of resilience and prudence. Mrs. Devaki Ashwin Muthiah is related to Mr. Ashwin C Muthiah, Chairman of the Company and she do not hold any shares in the Company. She is entitled to receive sitting fees for attending the meetings of the Board of Directors.

Date of First appointment on the Board	07 th August 2024		
No. of meetings of the Board attended during the financial year 2023-24	NA		
Other Directorships held	Name of the Company	Position	
	Southern Petrochemical Industries Corporation Ltd Manali Petrochemicals Ltd	Non-Executive Non-Independent Director	
	Tuticorin Alkali Chemicals & Fertilizers Ltd	Non-Executive Non- Independent Director	
	Green Star Fertilizers Ltd	Non-Executive Non- Independent Director	
Other Committee Membership / Chairmanships held	Name of the Company	Name of the Committee	Position
	-	-	-

- 4). Mr. Batchu Sai Purshotham (DIN 08390291), aged about 61 years holds a Bachelor degree in Commerce from Madras University and Fellow Member of Institute of Chartered Accountants of India. He is a senior partner in the leading Audit firm M/s. B. Purshotham & Co, Chartered Accountants, Chennai. The firm was established by his grandfather late Shri. B. Purshottam in the year 1944 and he is third generation Chartered Accountant. He has a combined experience of over 37 years in the areas of auditing & assurance and business/management advisory services to diverse mix of various corporate entities including banking and public sector undertakings. He is also active in the areas of tax representation before Income Tax Appellate Authorities. Mr. Batchu Sai Purshotham is not holding any equity shares of the Company and he is entitled to receive sitting fees for attending the meetings of the Board of Directors. He is not related to any other Director of the Company.

Date of First appointment on the Board	11 th August 2024		
No. of meetings of the Board attended during the financial year 2023-24	NA		
Other Directorships held	Name of the Company	Position	
	-	-	
Other Committee Membership / Chairmanships held	Name of the Company	Name of the Committee	Position
	-	-	-

Sicagen India Limited

- 5). Mr. Govindarajan Dattatreyan Sharma (DIN: 08060285), aged 70 years holds Master Degree in Personnel Management & Industrial Relations from Tata Institute of Social Sciences. He has held senior positions and led the HR function in various corporates such as BGR Energy Systems, Larsen & Toubro, Vedanta (Sterlite) Group, SRA Systems, E.I.D. Parry and SPIC. At present he is Principal Consultant, Beeline HR Advisory, his own HR & Management Consulting Firm, advising major organizations, Institutions and individuals on managing growth and helping them realize their potential. Mr. Sharma is a well-respected HR veteran, with over 40 years of rich experience in the complete spectrum of the human resources functions across varied business segments. He has designed and successfully implemented management and leadership development initiatives across the enterprise and is well-versed in strategically aligning HR with Business. Mr. Sharma also plays an active role in Education/ Academia and Training, and is associated as Advisor, Adjunct Faculty, Visiting Faculty, and Mentor with prestigious B-Schools and leading Business houses. Mr. Sharma has won many Awards and Distinctions. He was the 'Best Outgoing Student' of the 1979 batch of M.A (PM & IR) at TISS and a Gold Medalist. His other awards include Rotary Foundation Group Study Exchange Fellowship in 1985; Fellowship of AOTS in 1996; Leadership Excellence Award from ITM University in 2006; Lifetime Achievement Awards by HR Sangam in 2016 and HR Caucus in 2018. Mr. Govindarajan Dattatreyan Sharma do not hold any equity shares of the Company and he is entitled to receive sitting fees for attending the meetings of the Board of Directors. He is not related to any other Director of the Company.

Date of First appointment on the Board	11 th August 2024		
No. of meetings of the Board attended during the financial year 2023-24	NA		
Other Directorships held	Name of the Company	Position	
	Manali Petrochemicals Ltd	Independent Director	
	Tamilnadu Petroproducts Ltd Mercantile Ventures Ltd	Independent Director Independent Director	
Other Committee Membership / Chairmanships held	Name of the Company	Name of the Committee	Position
	Manali Petrochemicals Ltd	Audit Committee	Member
		Stakeholders Relationship Committee	Member
	Tamilnadu Petroproducts Ltd	Audit Committee	Member
Stakeholders Relationship Committee		Member	