

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the 13th Annual General Meeting of the shareholders of Sicagen India Limited, will be held on Thursday, the 27th July 2017 at 10.00 a.m. at “Rajah Annamalai Mandram”, Esplanade, Chennai - 600 108 to transact the following business:

ORDINARY BUSINESS

- To receive, consider and adopt the Audited Balance Sheet as at 31st March 2017, the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
- To declare equity dividend for the year 2016-17.
- To appoint a Director in the place of Mr.Sunil Deshmukh (DIN: 05210882), who retires by rotation and being eligible, offers himself for re-election.
- To appoint statutory auditors and 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, M/s. SRSV & Associates (Firm Regn.No.015041S), Chartered Accountants, Chennai, be and are hereby appointed as the statutory auditors of the Company for 5 years and shall hold office as auditors from the conclusion of 13th Annual General Meeting until the conclusion of 18th Annual General Meeting subject to ratification of shareholders at every subsequent Annual General Meeting.

FURTHER RESOLVED THAT the remuneration payable to M/s.SRSV & Associates, Chartered Accountants, Chennai, excluding service tax, travelling and other out-of-pocket expenses incurred by them in connection to the Company's audit for the financial year 2017-18 as agreed between the Board of Directors and the said auditors be and is hereby approved.

SPECIAL BUSINESS

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

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the rules made there under, including any amendment, modification, variation or re-enactment thereof read with Schedule IV to the Act for the time being in force, Ms.Rita Chandrasekar (DIN: 03013549), who was appointed as additional Director of the Company under Section 161 of the Act on 28th June 2017 and who ceases to hold office on the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing along with the requisite deposit from a

member, proposing her candidature for the office of Director, be and is hereby appointed as Director of the Company and she shall hold office as Independent Director for a period of 5 years with effect from 28th June 2017 and that Ms.Rita Chandrasekar shall not be liable to retire by rotation.

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

RESOLVED THAT Mr.Shridhar Gogte (DIN: 07263758), who was appointed as an additional Director of the Company under Section 161 of the Companies Act, 2013 on 28th June 2017 and who ceases to hold office on the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing along with the requisite deposit from a member, proposing his candidature for the office of Director, be and is hereby appointed as a 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 Section 196, 197 and 203 of the Companies Act, 2013 (Act) read with Schedule V to the Act and other applicable provisions, if any, of the Act (including any statutory modifications and/or re-enactments of the Act and/or any notification which the Central Government may issue from time to time) and subject to the provisions of Articles of Association of the Company and also subject to such other statutory approvals as may be required, Mr.Shridhar Gogte (DIN: 07263758) be and is hereby appointed as “Whole Time Director” of the Company on the following terms as recommended by the members of Nomination & Remuneration Committee of the Board of Directors of the Company.

- | | |
|---------------------------|--|
| (1) Term | : 2 years with effect from 28 th June 2017 |
| (2) Remuneration Package | |
| a) Salary | : Rs.21,90,000/- (Rupees Twenty One Lakhs Ninety Thousand Only) p.a. |
| b) HRA | : Rs.9,00,000/- (Rupees Nine Lakhs only) p.a. |
| b) Special Allowance | : Rs.14,40,000/- (Rupees Fourteen Lakhs Fourty Thousand only) p.a. |
| c) Performance Linked Pay | : Rs.7,50,000/- (Rupees Seven Lakhs Fifty Thousand only) p.a. |

Sicagen India Limited

d) Perquisites & Other :

In addition to salary, HRA, special allowance, performance linked pay, other perquisites and allowances shall be allowed for an amount not exceeding Rs.4,99,328/- (Rupees Four Lakhs Ninety Nine Thousand Three hundred and Twenty Eight only) per annum as per Company's policy and applicable Income Tax Rules.

(Perquisites & Other allowance are classified to include LTA, medical reimbursement, Health Insurance Premium, Provision, to Company Car, Contribution to Provident Fund, Gratuity Fund, Personal Accident Insurance etc).

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to alter, vary or revise the terms of the above remuneration, from time to time, in such manner so as to not to exceed the limits specified under Schedule V of Act or any amendments thereto and the minimum remuneration payable in case of no profit or inadequate profits shall be restricted to the limits which can be doubled as prescribed in Part II of Schedule V of the Act.

8. 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 2017-18 at a remuneration of Rs.85,200/- (Rupees Eighty Five Thousand Two 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.

By order of the Board
For Sicagen India Limited

Date : 28th June 2017

R.Achuthan

Place : Chennai

Company Secretary

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. The instrument appointing 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. Explanatory statements pursuant to Section 102 of the Companies Act 2013, in respect of Item Nos.4 to 8 of the notice is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed **from 21st July 2017 to 27th July 2017 (both days inclusive)** for the purpose of payment of dividend to the eligible shareholders as on the **record date ie 20th July 2017**.
4. The members/proxies should bring their attendance slip duly filled in and signed, clearly indicating their Folio No (or) DP ID/Client ID as the case may be, along with the Annual Report and they are requested to hand over the attendance slip at the entrance of the hall for attending the meeting.
5. Shareholders seeking any information with regard to accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready.
6. Members are hereby informed that the Company has appointed M/s. Cameo Corporate Services Ltd, Unit : Sicagen, "Subramanian Building 5th Floor, No.1, Club House Road, Chennai-600002, Tel:044-28460390 / Fax:044-28460129/ e-mail address: cameo@cameoindia.com as its Registrar and Share Transfer Agent (RTA) for both electronic and physical transactions of the shares. The shareholders are therefore requested to take note of the same and send all documents, correspondences, queries on any matter to RTA at the above mentioned address.
7. As per SEBI directive, submission of self-attested PAN copy of transferee/legal heir including joint holders if any is mandatory for registration of transfer/transmission/ transposition of shares. Hence the respective transferee(s)/ legal heir(s) are requested to attach their self-attested PAN copy to the Company/ RTA while lodging the documents for registration.
8. Members those who hold share(s) in physical form are requested to notify, immediately, any change in their address to the Company / RTA and those who hold share(s) in demat form, to the concerned Depository Participants.
9. The Registered Office of the Company is situated at 4th Floor, SPIC House, No.88, Mount Road, Guindy, Chennai-600032. Hence, Members are requested to send all letter correspondence to the above Registered Office.
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 facilitate in prompt delivery of communications to the 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, IFSC code) to remit the dividend amount directly through ECS (Electronic Clearing Services) to their accounts so as to avoid fraudulent encashment / loss of dividend warrant in postal transit. Shareholders who hold shares in demat form may provide their bank account details to their concerned Depository Participant (DP) and those who hold shares in physical form may provide their bank account details to the Company/ RTA.

13. Information required to be given under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 about the particulars of Director(s) to be re-appointed at the ensuing Annual General Meeting and their Directorship/Committee Membership/ Chairmanship in other Companies is given hereunder. Directorship held in Private Companies, Foreign Companies and Companies registered under Section 8 of the Companies Act, 2013 are excluded and Memberships/Chairmanships held in Audit Committee and Stakeholders Relationship Committees only have been included.

(a) Mr.Sunil Deshmukh, aged about 54 years, a resident of Singapore, holds a Master’s degree in Commerce and an LLB from Pune University. He is a fellow member of the Institute of Company Secretaries of India and the Institute of Cost Accountants of India and also a Certified Management Accountant, USA. He has completed the Oxford Advanced Management & Leadership Program conducted by Said Business School, University of Oxford, UK and Leadership Program at ASPEN Institute Of Leadership, ASPEN, Colorado, USA.

Mr.Sunil Deshmukh has over 26 years of rich experience in the field of general management, new business development strategies, manufacturing facility management, financial management and human resources. He is not holding any equity shares of the Company.

Other Directorship held:

Sical Logistics Ltd	Director
Sical Infra Assets Ltd	Director
Sical Iron Ore Terminals Ltd	Director
Sical Multimodal And Rail Transport Ltd	Director
Sical Iron Ore Terminal (Mangalore) Ltd	Director
Norsea Offshore India Limited	Director
PSA Sical Terminals Limited	Director

Other Committee Membership / Chairmanship held: Nil

(b) Ms.Rita Chandrasekar, aged about 59 years is a senior partner in the leading Advocate firm M/s. Aiyar and Dolia, since 1984. The firm was established by her father late B.R.Dolia, in the year 1957. She/ her firm has been retained by several public Sector Banks and Corporates.

They are also advisers to many multinational companies, Resident & NRI Clients regarding investment of funds, establishment of industries, purchase of immovable properties etc. She is the standing Counsel for the Tamil Nadu Pollution Control Board and Chennai Metro Rail Limited.

Ms.Rita Chandrasekar is not holding any equity shares of the Company.

Other Directorship held:

Tuticorin Alkali Chemicals & Fertilizers Ltd	Director
India Radiators Ltd	Director

Other Committee Membership/Chairmanship held:-

Tuticorin Alkali Chemicals & Fertilizers Ltd	Member Audit Committee
India Radiators Ltd	Chairperson Audit Committee

(c). Mr.Shridhar Gogte, aged about 44 years, is a Commerce Graduate and also an Associate Member of Institute of Chartered Accountants of India. He has over 18 years of rich experience in corporate accounting, finance, taxation, banking relationship and internal audit. Before joining with the Company, he has held prominent positions in various companies including Franke Faber India Ltd, Dr.Reddy’s Laboratories Ltd, SKF India Ltd etc.

Mr.Shridhar Gogte is not holding any equity shares of the Company.

Other Directorship held : Nil

Other Committee Membership/Chairmanships held: Nil

Instructions for members for voting electronically are as under:-

- 1) In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 13th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM) (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
- 2) The facility for voting through ballot paper shall be made available at the AGM hall and the members attending the meeting who have not cast their vote

Sicagen India Limited

by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

- 3) The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- 4) **The remote e-voting period commences on 24th July 2017 (9:00 a.m.) and ends on 26th July 2017 (5:00 p.m.).** During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date of 20th July 2017**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- 5) The process and manner for remote e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

- (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "remote e-voting.pdf".

- (ii) Launch internet browser and type the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Put your user ID and password. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "Sicagen India Limited".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly

authorized signatory(ies) who are authorized to vote, to the scrutinizer through e-mail to gkrkgram@yahoo.in with a copy marked to evoting@nsdl.co.in

- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (Remote e-voting Event Number) USER ID & PASSWORD/PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- 6) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

- 7) If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

NOTE: Shareholders who forgot the User Details/ Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).

- 8) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- 9) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 20th July 2017.
- 10) Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 20th July 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or cameo@cameoindia.com.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- 11) A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

- 12) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the AGM through ballot paper.
- 13) Mr.R.Kannan, Practicing Company Secretary (CP No. 3363) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process (including the ballot form received from the members who do not have access to the e-voting process) in a fair and transparent manner.
- 14) The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- 15) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- 16) The results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company, www.sicagen.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to Stock Exchanges.

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

The following explanatory statement sets out the material facts referring to item no. 4 to 8 of the notice dated 28 June 2017:-

Item No. 4

In accordance with the provisions of Section 148 of the Companies Act, 2013 (the Act) read with the Companies (Audit and Auditors) Rules 2014, the Company is required to appoint new statutory auditors in the place of existing auditors M/s.CNGSN & Associates, Chartered Accountants, whose term of appointment expires at the conclusion of 13th Annual General Meeting (AGM). In order to comply with the above provisions of the Act, the Board of Directors of the Company, at its meeting held on 17th May 2017, has proposed to appoint M/s. SRSV & Associates (Firm Regn.No.015041S), Chartered Accountants, Chennai as new statutory auditors of the Company for a period of 5 years from the conclusion of 13th AGM until the conclusion of 18th AGM.

However, the aforesaid appointment shall be subject to the ratification of the shareholders at every subsequent

AGM till the expiry of their term. The aforesaid new 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 in Sections 139 and 141 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014.

Therefore the Board recommends the appointment of M/s.SRSV & Associates, Chartered Accountants, Chennai as the Statutory Auditors of the Company as set out at Item No.4 for shareholders' approval.

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

Item No: 5

The Board of Directors of the Company at their meeting held on 28th June 2017 have appointed Ms.Rita Chandrasekar as an additional Director of the Company. As per the provisions of Section 161 of the Companies Act, 2013 (Act),Ms.Rita Chandrasekar shall hold office as Director only upto the date of this Annual General Meeting. The Board has also recommended the appointment of Ms.Rita Chandrasekar as Independent Director (Non-executive), who meets the criteria of independence as provided in Section 145 of the Companies Act, 2013 for shareholders' approval at this Annual General Meeting. Subject to approval of the shareholders, the aforesaid Director shall hold office as Independent Director for a period of 5 years w.e.f 28th June 2017 and shall not liable to retire by rotation as per Section 150 of the Act.

Therefore, the Board of Directors proposes the aforesaid appointment of Independent Director and recommends the resolutions at Item no. 6 of the notice for approval by the shareholders. Brief profile of the said Independent Director, in terms of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is given under note no.13(b) of this Notice.

None of the other Directors except Ms.Rita Chandrasekar is deemed to be interested or concerned in the Resolution No.5.

Item Nos: 6 & 7

Mr.Shridhar Gogte, who is presently in the whole time employment of the Company and acting as Vice President Operations, was appointed as an additional Director into the Board on 28th June 2017. As per the provisions of Section 161 of the Companies Act 2013, Mr.Shridhar Gogte shall hold office as Director only upto the date of this Annual General Meeting. The Company has received a notice in writing along with the requisite deposit from a member duly signifying his intention to propose the appointment as Director of the Company.

Accordingly, the Board proposes the appointment of Mr.Shridhar Gogte as Director of the Company and recommends the resolution at Item no.6 of the notice for approval by the shareholders.

Sicagen India Limited

Mr. Shridhar Gogte has over 18 years of rich experience in corporate accounting, finance, taxation, banking relationship and internal audit. Before joining with the Company, he has held prominent positions in various industries like pharmaceutical, engineering, automobile, consumer goods, software etc. Based on his qualification and experience, the Board of Directors at its meeting held on 28th June 2017 appointed him as a Whole Time Director of the Company on such terms as mentioned in the resolution subject to the approval of shareholders at this Annual General Meeting.

Hence the Board of Directors also proposes the appointment of Mr. Shridhar Gogte as Whole Time Director as set out in Item no.7 of the Notice for the approval of the shareholders. Particulars in brief about his qualification and experience are given under Note No.13(c) of this notice.

None of the other Directors except Mr. Shridhar Gogte is deemed to be interested or concerned in Resolutions No.6 & 7.

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. As per the recommendation of the Audit Committee at its meeting held on 17th May 2017, the Board has approved the appointment of Mr. J. Karthikeyan, Cost Accountant as the Cost Auditor of the Company for the financial year 2017-18 at a remuneration of Rs.82,500/- per annum exclusive of reimbursement of service tax and all out of pocket expenses incurred, 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.8 of the Notice for the approval of shareholders.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the Resolution at Item No.8 of the Notice.

By order of the Board
For Sicagen India Limited

R. Achuthan
Company Secretary

Date : 28th June 2017

Place : Chennai

ROUTE MAP FOR AGM VENUE

