

INFORMATION MEMORANDUM

SICAGEN INDIA LIMITED

INFORMATION MEMORANDUM FOR LISTING 39571684 EQUITY SHARES
OF RS.10/- EACH

Regd. Office : “Adyar House”, Chennai :: 600 085

SICAGEN INDIA LIMITED

Incorporated initially as a Public Limited Company on 11th day of June, 2004 under the name and style of “SICAL LOGISTICS LIMITED” under the provisions of the Companies Act, 1956, in the State of Tamil Nadu. Subsequently the name of the company was changed to Sicagen India Limited w.e.f. 10th February, 2006. The Registered Office was at “South India House”, 73, Armenian Street, Chennai :: 600 001. The Registered Office was shifted to “Adyar House”, Chennai :: 600 085 w.e.f. 01st February, 2008.

Regd. Office : “Adyar House”, Chennai :: 600 085
Tel : +91 44 24474638 Fax : +91 44 24475835

Corporate Office: Floor 4, East Coast Centre, 534, Anna Salai, Teynampet,
Chennai-600 018
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Website : www.sicagen.com e-mail : secl@sicagen.com

INFORMATION MEMORANDUM FOR LISTING OF 3,95,71,684 EQUITY SHARES OF RS.10 EACH

GENERAL RISKS

“Investment in equity and equity-related securities involves a degree of risk and investors should not invest in the equity shares of Sicagen India Limited unless they can afford to take the risk of losing their investment. Investors are advised to read the Risk Factors carefully before taking an investment decision in the shares of Sicagen India Limited. For taking an investment decision, investors must rely on their own examination of the Company including the risks involved. The securities have neither been recommended nor approved by the Securities and Exchange Board of India [SEBI] nor does SEBI guarantee the accuracy of this document.”

ABSOLUTE RESPONSIBILITY OF SICAGEN INDIA LIMITED

“Sicagen India Limited” having made all reasonable enquiries, accepts responsibility for and confirms that this Information Memorandum contains all information with regard to Sicagen India Limited, which is material, that the information contained in the Information Memorandum is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omissions of which makes this Information Memorandum as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect”.

LISTING

The Equity shares of Sicagen India Limited will be listed on the Bombay Stock Exchange Limited [BSE] and National Stock Exchange of India Limited [NSE] upon receipt of necessary listing approvals from BSE and NSE.

REGISTRARS & SHARE TRANSFER AGENTS

Cameo Corporate Services Limited
“Subramanian Building”, 5th Floor
No.1, Club House Road
Chennai :: 600 002

Tel : 91-44-28461073
Fax : 91-44-28460129
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SECTION I - GENERAL

DEFINITIONS / ABBREVIATIONS

Articles / Articles of Association	Articles of Association of Sicagen India Limited
Auditors	The Statutory Auditors of Sicagen India Limited
Banker[s] to the Company	The Bankers of Sicagen India Limited
Board of Directors / Board / Directors	The Board of Directors of Sicagen India Limited
BIFR	Board for Industrial and Financial Reconstruction
BSE	Bombay Stock Exchange Limited
CDSL	Central Depository Services [India] Limited
Companies Act	The Companies Act, 1956 as amended from time to time
Cr PC	Criminal Procedure Code, 1973
DSE	Designated Stock Exchange
EPS	Earnings per equity share
Equity Shares	Equity shares of the Company of Rs.10 each unless otherwise specified in the context thereof
Financial year / fiscal / FY	The twelve months ended March 31 of a particular year
HUF	Hindu Undivided Family
Information Memorandum	This document as filed with the Stock Exchanges is known as and referred to as the Information Memorandum
IPC	Indian Penal Code, 1860
I.T. Act	The Income-tax Act, 1961, as amended from time to time, except as stated otherwise
MCA	Ministry of Corporate Affairs
Memorandum / Memorandum of Association	The Memorandum of Association of Sicagen India Limited
NAV	Net Asset Value
NIA	The Negotiable Instruments Act, 1881
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
Remaining Undertaking	Remaining undertaking shall mean the undertakings remaining with Sical Logistics Limited after the demerger
RBI	Reserve Bank of India
ROC	Registrar of Companies, Tamil Nadu
Scheme	The Scheme of Arrangement between Sical Logistics Limited and Sicagen India Limited sanctioned by the Hon'ble High Court of Madras on 20 th December, 2007 and filed with ROC on 14 th January, 2008.
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act.
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended from time to time.
SEBI Guidelines	SEBI [Guidelines for Disclosure and Investor Protection] 2000 issued by SEBI effective from January 27, 2000 as amended including instructions and clarifications issued by SEBI from time to time.

Stock Exchanges	BSE and NSE
Transferor Company	Sical Logistics Limited [SLL]
Transferee Company	Sicagen India Limited [SIL]
Transferred Undertaking	Transferred Undertaking means the Trading, Services and Coffee Plantation Undertakings
Trading Undertaking	Trading undertaking includes trading in building materials division and vehicle sales division.
Services Undertaking	Services undertaking includes travel related services division, ship building and repairs division, governor services division and windmill generation division.
Coffee Plantation Undertaking	Coffee plantation undertaking relates to the Coffee Plantation division

CERTAIN CONVENTIONS : USE OF MARKET DATA

Unless stated otherwise, the financial data in this Information Memorandum is derived from our unconsolidated financial statements prepared in accordance with Indian GAAP. Since the company was a 100% subsidiary of Sical Logistics Limited and no activity was being carried on by the Company prior to the Scheme of Arrangement, the audited accounts of Sical Logistics Limited as at 30th September, 2006 prepared for the purpose of Scheme of Arrangement is taken into consideration. In this Information Memorandum, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding-off.

For definitions, please see the section titled “Definitions, Abbreviations and Industry Related Terms”.

All references to “India” contained in this Information Memorandum are to the Republic of India. All references to “Rupees” or “Rs.” are to Indian Rupees, the legal currency of the Republic of India.

Unless stated otherwise, industry data used throughout this Information Memorandum has been sourced from various web sites concerning the business of the company. Hence the details provided may be construed to have been obtained from sources believed to be reliable but that their accuracy and completeness is not guaranteed and their reliability cannot be assured. Although we believe that industry data used in this Information Memorandum is reliable, it has not been independently verified. The information included in this Information Memorandum about the various other companies is based on their respective Annual Reports and information made available by the respective companies.

FORWARD-LOOKING STATEMENTS

We have included statements in this Information Memorandum, that contains words or phrases such as “will”, “aim”, “will likely result”, “believe”, “expect”, “will continue”, “anticipate”, “estimate”, “intend”, “plan”, “contemplate”, “seek to”, “future”, “objective”, “goal”, “project”, “should”, “will pursue” and similar expressions or variations of such expressions that are “forward-looking statements”.

All forward-looking statements are subject to risks, uncertainties and assumptions that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Important factors that could cause actual results to differ materially from our expectations include, among others:

- General economic and business conditions in India and other countries.
- Our ability to successfully implement our strategy, our growth and expansion plans and technological changes.
- Changes in the value of the Rupee and other currency changes;
- Changes in Indian or international interest rates.
- Changes in laws and regulations in India and
- Changes in laws and regulations in other countries with whom we have business / dealings.
- Changes in political conditions in India and
- Changes in the foreign exchange control regulations in India.

For further discussion of factors that could cause our actual results to differ, see the section titled “Risk Factors”. By their nature, certain risk disclosures are only estimates that could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated.

We do not have any obligation to and do not intend to, update or otherwise revise any statements reflecting circumstances, arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

SECTION II - RISK FACTORS

An investment in equity shares involves a high degree of risk. You should carefully consider all the information in this Information Memorandum including the risks and uncertainties described below. If any of the following risks actually occur, our business, financial condition and results of operations could suffer, the trading price of our Equity Shares could decline, and you may lose all or part of your investment.

This Information Memorandum also contains forward-looking statements that involve risks and uncertainties. Issuer's actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Information Memorandum.

Risks envisaged by the Management :

A. Risks Internal to the Company

1. Risks relating to business operations

The operations of the Company are subject to the assumptions in demand and supply position in terms of quantity and price of raw material, finished goods and traded goods.

2. We focus mainly on the agency business

Our Trading and Services divisions are mainly focused on the agency business. The Building materials division's business is dependent on the construction activities that take place in the country and the demand for the products dealt with is most uncertain and is affected by the factors like increase in input costs for the manufacturers, transportation, and climatic conditions. The agency business related to vehicle sales is very sensitive to changes in economic conditions and unforeseen events, including political instability, recession, inflation or other adverse occurrences and stiff competition and wider choice of models available in the market. Any event that results in decreased demand in automobile industry or production difficulties, could have an adverse effect on our business, financial condition and results of operations. The travel related services and coffee plantation activities are seasonal and subject to market conditions.

3. Our operating results depend on competitive advantage we enjoy with our key large customers

Our strategy is to focus on large customers, who are limited in number and therefore we are required to be competitive in the market. This will bring pressures on our margins and consequently our results of operations and our business may be affected.

4. Our customers may terminate supply contracts before completion or choose not to renew contracts, which may adversely affect our profitability.

Any failure to meet a customer's expectation could result in the cancellation or non-renewal of contracts. Generally, our contracts with customers do not commit our customers to provide us with a specific volume of business and can be terminated by them with or without cause, with little advance notice and without penalty. Such cancellations would reduce our revenues.

In addition, there are factors beyond our control which could cause loss of a customer such as a customer may demand price reductions, change their outsourcing strategy by moving more work in-house or replace their existing products with a substitute, any of which may have an adverse effect on our business, financial condition and results of operations.

5. Input cost or non-availability of inputs could reduce our profitability

The major input costs consist of steel, power and fuel for the manufacturers which are not in our control. We may not be able to pass on any or all increase in the cost of raw materials and other inputs if any of our manufacturers to our customers. An increase, if any, in input costs could have an adverse effect on our business, financial condition and results of operations.

Non-availability of these inputs to our manufacturers can also affect operations leading to stoppage of production and in loss of customer orders.

6. Our revenues may vary during any financial year

Our operating results may vary during any financial year depending upon a number of factors, including the size and timing of significant contracts and product sales; our product revenues; domestic sales; the ability to scale up our operation; termination of a major order; loss of a major customer; reduction in customer demand; our success in expanding our geographical presence; currency exchange rate fluctuations and other general economic factors. As a result, our revenues and operating results may fluctuate during the year and are difficult to predict. Thus any adverse fluctuations in revenues and operating results during the year may have an adverse effect on our business, financial condition and results of operations.

7. Our inability to secure requisite amounts of financing, to manage expansion process can have an adverse effect on our business, financial condition and results of operations.

Our success will depend, among other things, on our ability to secure significant amounts of financing, to manage the expanding business operations, to assess potential markets, to make timely capital investments, to attract new customers and to maintain sufficient operational and financial controls. We expect our growth to place significant demands on our management and other resources and require us to continue developing and improving our operational, financial and other internal controls. Our ability to secure requisite amounts of financing, to manage expanding

business operations can have an adverse effect on our business, financial condition and results of operations.

8. **We could become liable to customers, suffer adverse publicity and incur substantial costs as a result of defects in our products or services.**

Our contracts involve providing products that are also critical inputs to the products of our customers. Any failure or defect in our products could result in a claim against us for damages. We could also incur costs, receive adverse publicity and experience diversion of management resources in defending a claim. Settlement of any substantial claim[s] for damages could have an adverse effect on our business, financial condition and results of operations.

9. **Our ability to proceed with major plans and also obtain financing is subject to our lender's covenants.**

The agreements in respect of some of the debt contain certain covenants including maintenance of financial ratios, compliance reporting requirements and other restrictions which may significantly limit our ability to borrow additional money, alter share capital, make expansions and diversifications, make capital expenditure and investments, merge or incur additional liens.

10. **Our success depends in large part upon our management team and key personnel and our ability to attract and retain such persons.**

Attracting and retaining talented professionals is a key element of our strategy and we believe it to be a significant source of competitive advantage. An inability to attract and retain talented professionals, or the resignation or loss of key management personnel, may have an adverse impact on our business, future financial performance and the price of our Equity Shares.

11. **Cordial relationship with the employees is crucial for smooth functioning of our operations.**

Our operations rely heavily on employees and on the employees' ability to provide high-quality services. In the event there is a shortage of skilled labour or stoppage caused by disagreements with employees in future, it could affect our ability to meet the quality standards and timely completion of orders, which could lead to reduced business or may potentially damage our reputation.

12. **There are outstanding litigation against our Promoter Company and their employees.**

Sicagen India Limited, prior to the approval of Scheme of Arrangement was 100% subsidiary of Sical Logistics Limited [Promoter Company]. As a consequence of the approval of the Scheme of Arrangement and the same coming into effect, we are defendants in legal proceedings incidental to our business and operations. These legal proceedings are pending at different levels of adjudication before various courts and tribunals. Should any new developments arise, such as a change in Indian law or rulings against us by the appellate courts or tribunals, we may need to make

provisions in our financial statements, which could increase our expenses and our current liabilities. There are certain claims pending in various courts and authorities at different levels of adjudication against our Promoter Company and their employees.

B. Risks External to the Company

1. Increased competition from other low cost destinations

Sourcing of the materials by competitors from other low cost manufacturing destinations which have developed significantly in recent years as major outsourcing zones, would have an impact on the performance of the company.

2. Our business is significantly affected by external factors

Our results may be significantly affected by factors outside our control such as political unrest, cross border hostilities, civil commotion and acts of terrorism either in India or outside India. Other factors include potential negative changes in environmental regulations, government regulations. We are also subject to the risk of loss of revenues and assets due to fire or natural disasters. The occurrence of all such event including natural disasters could interrupt our business for significant periods.

3. General economic conditions could significantly affect our financial results adversely.

Our business is cyclical and sensitive to changes in the construction and tourism industry in particular and the economy in general. The coffee plantation business is dependent on the favourable climatic conditions. These sectors may be unfavourably affected by factors such as changes in the global and domestic economies, changes in local market conditions, excess supply of capacities or setting up of newer capacities or reduced international or local demand for the manufactured products, competition in the industry, changes in interest rates, the availability of finance and other natural and social factors. Since demand for the products that are being manufactured by the manufacturers are affected by world economic growth, a global recession could lead to a downturn in the operating sectors of the company

4. Changes in the Government of India / State Government[s] policies could impact the liberalization of the Indian economy and adversely affect economic conditions in India generally and our business in particular.

A significant change in India's economic liberalization and deregulation policies could affect business and economic conditions in India generally and our business in particular. A significant change in the Indian Government's or the state government's economic liberalization and deregulation policies could adversely affect business and economic conditions in India generally and our business and financial condition and prospects in particular.

5. **After listing, the prices of our Company's shares may be volatile, or an active trading market for our Company's shares may not develop.**

There has been no public market for the Company's equity shares till now and the prices of the Company's shares may fluctuate after listing. There can be no assurance that an active trading market for the shares will develop or be sustained after this listing. The Company's share price could be volatile.

SECTION – III - INTRODUCTION

SUMMARY

You should read the following summary together with the risk factors and the more detailed information about us and our financial results included elsewhere in this Information Memorandum.

Industry Overview

Building Materials

Building materials constitute 65-75% of the total cost of construction. Building materials usage in India, largely accounted for by the domestic housing sector. Housing shortage is a perpetual problem. With the growing population, requirement of housing gains importance. Primary drivers being rapid urbanization and development in semi-urban and rural housing. Housing sector and urban development expected to row steadily in the coming years. Cement industry has witnessed consolidation through a spate of take overs and mergers. Increase in capacity would result in growth in housing sector. Renovation and modernization of existing housing / buildings will also drive the demand. Apart from housing, India has become a major hub for software industries, car manufacturing industries and opening of IT Parks and SEZs provide an ample growth for the construction industry resulting in higher demand for building materials. However the industry witnesses a major problem of transportation.

Automobile Sector

The Indian Automotive Industry after de-licensing in July, 1991 has grown at a spectacular rate of 17% on an average for the last few years. The industry has now attained a turnover equivalent to 3 billion USD and an investment of Rs.50,000 crores and Rs.35,000 crores are in the pipeline. The industry is providing direct and indirect employment to 1.31 crore people. It is also making a contribution of 17% to the kitty of indirect taxes. The export in automotive sector has grown on an average CAGR of 30% per year for the last five years and has reached a turnover of 8 billion USD. The export earnings from this sector are 3. billion US\$ out of which the share of auto component sector 1.8 billion US\$

Automotive industry, globally, as well in India, is one of the key sectors of the economy. Due to its deep forward and backward linkages with several key segments of the economy, automotive industry has a strong multiplier effect and acts as one of the drivers of economic growth. The well-developed Indian automotive industry produces a wide variety of vehicles : passenger cars, light, medium and heavy commercial vehicles, multi-utility vehicles such as jeeps, scooters, motor-cycles, mopeds, three wheelers, tractors and other agricultural equipments etc. The sector has tremendous potential of providing employment which will increase the present figure of employment in manufacturing sector which is quite low at 12% as compared to the countries like Malaysia, Korea and China.

Over the last few years, the Indian Auto Component Industry has created a robust capacity base and world's all major manufacturers have set up their manufacturing unit in the country.

The major challenges before the industry are sustaining the growth rate and need for innovation. There is a potential for much higher growth in the domestic market. The competitiveness in the sector will largely depend on the capacity of the industries to innovate and upgrade. The industry will also benefit if they have strong domestic competition, home based suppliers and demanding local customers. There is no denying of the fact that the factors like labour costs, duties, interest rate and economies of scales are the most important determinants of competitiveness. But productivity is the prime determinant of the competitiveness and also impacts the national per capita income.

Ship Building

The Indian ship building industry is on a high growth trajectory and is expected to grow at a compound annual growth rate [CAGR] of 30%. In earlier days, the industry was predominated by government shipyards but given the growth opportunities today, the private sector has started to expand their operations. Private shipyards in India are booked with export orders while most of the domestic orders are with PSUs. The industry is growing in leaps and bounds.

Wind Mill

Among the different renewable energy sources, wind energy is currently making a significant contribution to the installed capacity of power generation, and is emerging as a competitive option.

The wind power programme in India was initiated towards the end of the Sixth Plan in 1983-84. A market-oriented strategy was adopted from inception, which has led to the successful commercial development of the technology. The broad based National Programme includes wind resource assessment activities, research and development support; implementation of demonstration projects to create awareness and opening up of new sites; involvement of utilities and industry; development of infrastructure capability and capacity for manufacture, installation, operation and maintenance of wind electric generators; and policy support. In India the Wind Resources Assessment Programme is being implemented through the state nodal agencies, field research unit of Indian Institute of Tropical Meteorology and Center for Wind Energy Technology [C-WET]. Wind in India are influenced by the strong south-west summer monsoon, which starts in May-June, when cool, humid air moves towards the land and the weaker north-east winter monsoon, which starts in October, August, the winds are uniformly strong over the whole Indian Peninsula, except the eastern peninsular coast. Wind speeds during the period November to March are relatively weak, though higher winds are available during a part of the period on the Tamil Nadu coastline. The wind power generation by private players are being purchased by the state electricity boards. The wind energy requires lesser land requirements. Investment of windmill ranges from Rs.85 lacs to Rs.1.25 crores based on the technology make-up of the windmill.

Coffee Plantation

India is the sixth largest producer of coffee producing an estimated 290,000 tonnes of coffee during 2007 season ended in October. Exports amounted to almost 177,000 tonnes in 2007. The plantation and the harvest are highly dependant on the climatic conditions prevailing during the growth season. The conducive the climate, the quality of the bean produced is of higher standard. India was the eighth largest exporter of coffee during 2007. India grows both Arabica and Robusta. Major importers of Indian coffee include Italy, Russia, Germany, Belgium, Spain and Slovenia. The total coffee plantation covers 350,000 hectares mainly in the traditional coffee growing states of Karnataka, Kerala and Tamil Nadu. Karnataka is by far the largest producer of coffee.

Company's Business in specific

The Trading Undertaking consists of Trading in building materials division, vehicle sales division; The Services Undertaking consists of Travel Division, Ship Building and Repairs Division, Governor Services Division and Windmill generation Division; The Coffee Plantation division consists of coffee plantation business.

The Building Materials division carries on the business of dealership and distributorship for Steel GI Pipes, Steel MS Pipes, Steel Seamless Pipes, TMT Steel Rebars, Steel fittings, Cables, PVC Pipes and Fittings, Cement, Plastic Water tanks and gunmetal fittings. This division has branches located at 25 places situated in the Southern and Western India. The Vehicle Sales division carries on the business of vehicles sales, spares and service for TATA commercial vehicles and for Hindustan Motor's Lancer with a showroom and workshop facility. This division has a branch at Trichy and outlets at Thiruvanniyur, Redhills and at OMR at Chennai. Workshop facilities are located at Pallavaram and Madhavaram in Chennai.

The Services Undertaking consisting of travel, ship building and repairs, governor services and windmill generation. The travel division is engaged in the services of booking train tickets and air tickets both domestic and international, operating packaged tours and money exchange services as licensed by RBI. The boat building and ship repair activities are carried out at Pondicherry and Chennai. This division is engaged in building passenger, cargo vessels, boats, tugs and barges. The Governor Services division is the Authorised Independent Service Facility for Woodward governors. It has places of operation at Chennai, Mumbai and Raipur. 10 Windmills are located at Palladam Taluk in Coimbatore District. The windmills are of 225 KWH capacity each and the total energy produced by all the windmills is approximately 45 million KWH each year. The entire power generated is sold to TNEB.

The coffee plantation division is located at Shakleshpur in Karnataka engaged in plantation of coffee, cardamom and pepper spread over an area of around 938 acres.

GENERAL INFORMATION

The Company was incorporated initially as a Public Limited Company on 11th day of June, 2004 under the name and style of “SICAL LOGISTICS LIMITED” under the provisions of the Companies Act, 1956, in the state of Tamil Nadu. Subsequently, the name of the company was changed to “SICAGEN INDIA LIMITED” on 10th day of February, 2006 pursuant to the fresh certificate of incorporation issued by the Registrar of Companies, Tamil Nadu, Chennai. The Registered Office of the Company was at “South India House”, 73, Armenian Street, Chennai :: 600 001. The Registered Office was shifted to “Adyar House”, Chennai :: 600 085 with effect from 01st February, 2008.

Address of the Registered Office of the Company

Sicagen India Limited
“Adyar House”
Chennai :: 600 085
Telephone : +91 44 24474638
Fax : +91 44 24475835

Registration Number : U63012TN2004PLC053467

Address of the Registrar of Companies

Registrar of Companies, Tamil Nadu
Second Floor ‘B’ Wing
Shastri Bhavan
No.26, Haddows Road
Chennai :: 600 006

Board of Directors as on the date of filing of the draft Information Memorandum

S.No.	Name
1.	Mr. S. Arumugam
2.	Mr. B. Narendran
3.	Mr.M. Rajamani

For further details on the Board of Directors of the Company, please see the Section titled “Management”.

<p>Registrars & Share Transfer Agents</p> <p>Cameo Corporate Services Limited 5th Floor, Subramanian Buildings No.1, Club House Road Chennai :: 600 002</p> <p>Tel : +91 44 28461073 / 28460390-94 Fax : +91 44 2840129 e-mail : cameo@cameoindia.com</p>	<p>Auditors</p> <p>CNGSN & Associates Chartered Accounts “Agastyar Manor” No.20, Raja Street T.Nagar Chennai :: 600 017 Tel : +91 44 24311482 Fax: +91 44 24311485</p>
<p>Bankers to the Company</p> <ol style="list-style-type: none"> 1. Allahabad Bank 2. Axis Bank 3. Bank of Baroda 4. Canara Bank 5. Centurion Bank of Punjab Limited 6. HDFC Bank Limited 7. Indian Bank 8. Indian Overseas Bank 9. Karnataka Bank 10. Lakshmi Vilas Bank 11. State Bank of India 12. Indian Bank 	<p>Compliance Officer</p> <p>Mr. G.R. Kannan Assistant Vice-President [Finance & Accounts] & Company Secretary Sicagen India Limited 4th Floor, East Coast Centre 534, Anna Salai Teynampet Chennai :: 600 018 Tel : +91 44 24343565 Fax :+91 44 24343562 e-mail : secl@sicagen.com</p>

Investors can contact the Compliance Officer or the Registrar and Share Transfer Agents M/s. Cameo Corporate Services Limited for any share transfer and / or other related matters.

CAPITAL STRUCTURE

Consequent to the Scheme coming into effect and issue and allotment of shares pursuant to the Scheme, the Share Capital of the Company is as follows:

	Rs. In lakhs
AUTHORISED SHARE CAPITAL 5,00,00,000 Equity Shares of Rs.10 each [aggregating to Rs.50,00,00,000/-]	5000.00
ISSUED,SUBSCRIBED AND PAID-UP SHARE CAPITAL Issued, Allotted and Paid-up Share Capital 3,95,71,684 Equity Shares of Rs.10/- each	3957.17

- The authorized share capital of the Company at the time of incorporation was Rs.1,00,00,000 [Rupees one crore only] divided into 10,00,000 [ten lakhs] Equity Shares of Rs.10/- [Rupees ten only] each.
- The authorized share capital of the Company was subsequently increased from Rs.1,00,00,000 [Rupees one crore only] divided into 10,00,000 [ten lakh] Equity Shares of Rs.10/- [Rupees ten only] each to 50,00,00,000 [Rupees fifty crores only] divided into 5,00,00,000 [five crores] Equity Shares of Rs.10/- each on 15th December, 2007.
- As per Clause 5.1 of Part IV – Issue of Shares of the Scheme of Arrangement, the Company has issued and allotted 3,95,21,684 [three crore ninety five lakhs twenty one thousand six hundred and eighty four only] equity shares to the shareholders of Sical Logistics Limited whose name appeared on the Register of Members on the Record Date i.e. 01st March, 2008 on 15th March, 2008.

Share Capital History of the Company

No. and Date of Incorporation		U63012TN2004PLC053467 Dated : 11.06.2004					
Details of changes in capital structure of the company							
Authorised Capital				Issued, Subscribed and paid-up capital			
Date as on	Type of shares	No. of shares	Amount [Rs.]	Date	Type of shares	No. of shares	Amount [Rs.]
11.06.2004	Equity	10,00,000	1,00,00,000		Equity	50,000	5,00,000
15.12.2007	Equity	4,90,00,000	49,00,00,000	15.03.2008	Equity	39521684	395216840
			Total		Equity	39571684	395716840

Shareholding Pattern – Equity Shares as on 15th March, 2008 [after allotment of equity shares in accordance with the Scheme of Arrangement]

CATEGORY		Pre Demerger		Post Demerger	
		No. of equity shares	%	No. of equity shares	%
A	PROMOTERS HOLDING				
1	Promoters				
	Indian Promoters	50000	100	2357100	5.956532
	A.C. Muthiah HUF I	0	0	423700	1.072069702
	ACM Educational Foundation	0	0	572043	1.44741555
	Southern Petrochemical Industries Corpn Ltd	0	0	577681	1.461681137
	Others	0	0	883676	2.233102
	OCBs	0	0	14676751	37.08902
	Sub-Total			17083851	43.176935389
B	NON PROMOTERS HOLDING				
2	Institutional Investors				
[a]	Mutual Funds and UTI	0	0	1256738	3.175852
	Holding More than 1%				
	Templeton Mutual Fund A/c Franklin India Opportunities Fund	0	0	621135	1.569645
	Others	0	0	635603	1.60627
[b]	Banks, Financial Institutions, Insurance Companies [Central/State Government Institutions / Non-Government Institutions]	0	0	903406	2.282961
	Holding more than 1%				
	ICICI Bank Limited	0	0	588235	1.486505
	Others	0	0	315171	0.796456
[c]	FII's	0	0	8479803	21.42897
	Holding more than 1%				
	BSMA Limited	0	0	505902	1.278444
	Credit Suisse Singapore Limited	0	0	2050000	5.180472
	Deutsche Securities Mauritius Limited	0	0	659344	1.666202
	Goldman Sachs Investments [Mauritius] Limited	0	0	798660	2.018261
	Kotak Investment Opportunities Fund Limited	0	0	688331	1.739453
	Macquarie Bank Limited	0	0	2050000	5.180472
	Peninsular South Asia Inv. Co. Ltd. South Asia Access Fund	0	0	640000	1.617318
	Others	0	0	1087566	2.748344
	Sub-total	0	0	2160144	5.458812417

CATEGORY		Pre Demerger		Post Demerger	
		No. of equity shares	%	No. of equity shares	%
3	Others				
[a]	Private Corporate Bodies	0	0	2233972	5.645380166
	Holding more than 1%				
	Housing Development Finance Corporation Limited	0	0	722388	1.825517
	Infrastructure Development Finance Company Limited		0	452737	1.144093
	Others			1096034	2.769743
[b]	Indian Public	0	0	4243616	10.72387013
[c]	NRIs	0	0	85509	0.216086
[d]	Foreign National	0	0	250	0.000632
[e]	Trusts	0	0	1851	0.004678
[f]	Venture Capital Funds				
	IDFC Trustee Company Ltd A/c IDFC Infrastructure Fund 2 – A/c IDFC Private Equity Fund II	0	0	5250000	13.26706
[g]	Clearing Members	0	0	32688	0.08260452
	GRAND TOTAL	0	0	39571684	100.000

Shareholding Pattern – Equity Shares as on 15th March, 2008 – as per Clause 35 of the Listing Agreement [post allotment]

Category Code	Category of Shareholder	No. of shareholders	Total No. of shares	Number of Shares held In dematerialised form	Total shareholding as a % of total number of shares	
					As a percentage of [A+B]	As a percentage of [A+B+C]
[A]	Shareholding of promoter and promoter group					
[1]	Indian					
[a]	Individuals / Hindu Undivided Family	15	623657	7000	1.58	1.58
[b]	Central Government / State Government[s]	-	-	-	-	-
[c]	Bodies Corporate	8	1691605	1192791	4.27	4.27
[d]	Financial Institutions / Banks	-	-	-	-	-
[e]	Any other [specify] Nominees of Sical	7	50000	-	0.13	0.13
	Sub-Total [A][1]	30	2365262	1199791	5.98	5.98
[2]	Foreign					
[a]	Individuals [Non-Resident Individuals / Foreign Individuals]	2	41838	41838	0.11	0.11
[b]	Bodies Corporate	2	14676751	14676751	37.09	37.09
[c]	Institutions	-	-	-	-	-
[d]	Any other [specify]	-	-	-	-	-
	Sub-Total [A][2]	4	14718589	14718589	37.19	37.19
	Total shareholding of Promoter and Promoter Group [A]=[A][1]+[A][2]	34	17083851	15918380	43.17	43.17
[B]	Public Shareholding					
[1]	Institutions					
[a]	Mutual Funds / UTI	16	1256738	1256338	3.18	3.18
[b]	Financial Institutions / Banks	21	773185	602128	1.95	1.95
[c]	Central Government / State Government[s]	-	-	-	-	-
[d]	Venture Capital Funds	1	5250000	5250000	13.27	13.27
[e]	Insurance Companies	3	130221	130221	0.33	0.33
[f]	Foreign Institutional Investors	23	8479803	6429803	21.43	21.43
[g]	Foreign Venture Capital Investors	-	-	-	-	-
[h]	Any other	-	-	-	-	-
	Sub-Total [B][1]	64	15889947	13668490	40.15	40.15
[2]	Non-institutions					
[a]	Bodies Corporate	688	2233972	2158581	5.65	5.65
[b]	Individuals -					
	i. Individual shareholders holding nominal share capital upto Rs.1 lakh	40542	3765120	2351215	9.51	9.51
	ii. Individual shareholders holding nominal share capital in excess of Rs.1 lakh	29	478496	442388	1.21	1.21

Category Code	Category of Shareholder	No. of shareholders	Total No. of shares	Number of Shares held In dematerialised form	Total shareholding as a % of total number of shares	
					As a percentage of [A+B]	As a percentage of [A+B+C]
[c]	Any other [specify]					
	NRI	184	85509	79450	0.22	0.22
	Trusts	2	1851	1851	0.00	0.00
	Clearing Members	23	32688	32688	0.08	0.08
	Foreign National	1	250	250	0.00	0.00
	Sub-Total [B][2]	41469	6597886	5066423	16.67	16.67
	Total Public Shareholding [B] = [B][1]+[B][2]	41533	22487833	18734913	56.83	56.83
	TOTAL [A] + [B]	41567	39571684	34653293	100.00	100.00
[C]	Shares held by Custodians and against which Depository Receipts have been issued	-	-	-	-	-
	GRAND TOTAL [A]+[B]+[C]	41567	39571684	34653293	100	100

[I][b] Statement showing Shareholding of persons belonging to the category "Promoter and Promoter Group"

Sr. No.	Name of the shareholder	Number of Shares	Shares as a percentage of total number of shares [i.e. grand total [A]+[B]+[C] indicated in statement at para I[a] above]
1	A.C. Muthiah	153658	0.388
2	A.C. Muthiah [HUF] I	423700	1.071
3	A.C. Muthiah [HUF] II	16600	0.042
4	Devaki Muthiah	22499	0.057
5	Darnolly Investments Ltd.	7276102	18.387
6	Ranford Investments Ltd.	7400649	18.702
7	South India Travels Pvt. Ltd.	99	0.000
8	SPIC Holdings and Investments Ltd.	311014	0.786
9	ACM Educational Foundation	572043	1.446
10	Ashwin C Muthiah	41838	0.106
11	ACM Medical Foundation	109	0.000
12	Southern Petrochemical Industries Corporation Ltd.	577681	1.459
13	The Express Carriers Limited	44200	0.112
14	Valli Ashwin Muthiah	7000	0.018
15	Muthiah AC & Ashwin Muthiah	200	0.001
16	SPIC Group Companies Employees Welfare Found	289038	0.730
17	SPIC Officers & Staff Welfare Foundation	208435	0.527
18	Nominees of Sical Logistics Limited	50000	0.126
	TOTAL	17083851	43.172

[I][c] Statement showing shareholding of persons belonging to the category "Public" and holding more than 1% of the total number of shares

Sr. No.	Name of the shareholder	Number Of Shares	Shares as a percentage of total number of shares [i.e. grand total [A]+[B]+[C] indicated in statement at para I[a] above
1	IDFC Trustee Company Limited A/c IDFC Infrastructure Fund 2 A/c IDFC Private Equity Fund II	5250000	13.267
2	Credit Suisse Singapore Limited	2050000	5.180
3	Macquarie Bank Limited	2050000	5.180
4	Goldman Sachs Investments [Mauritius] I Ltd.	798660	2.018
5	Housing Development Finance Corporation Limited	722388	1.826
6	Kotak Investment Opportunities Fund Limited	688331	1.739
7	Deutsche Securities Mauritius Limited	659344	1.666
8	Peninsular South Asia Investment Co. Ltd. South Asia Access Fund	640000	1.617
9	Templeton Mutual Fund A/c Franklin India Opportunities Fund	621135	1.570
10	ICICI Bank Limited	588235	1.487
11	BSMA Limited	505902	1.278
12	Infrastructure Development Finance Co. Ltd.	452737	1.144
	TOTAL	15026732	37.97344586

[I] [d] Statement showing details of locked-in shares

Sr. No.	Name of the shareholder / Category	Number Of Shares	Shares as a percentage of total number of shares [i.e. grand total [A]+[B]+[C] indicated in statement at para I[a] above]
1	IDFC Trustee Company Limited A/c IDFC Infrastructure Fund 2 A/c IDFC Private Equity Fund II / Public	5250000	13.267
2	Credit Suisse Singapore Limited / Public	2050000	5.180
3	Macquarie Bank Limited / Public	2050000	5.180
	Total	9350000	23.628

[II][a] Statement showing details of Depository Receipts [DRs]

Sr. No.	Type of outstanding DR [ADRs, GDRs, SDRs, etc.]	Number of Outstanding DRs	Number of Shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares [i.e. Grand Total [A]+[B]+[C] indicated in statement at para [I][a] above]
			NIL	

[II] [b] Statement showing holding of Depository Receipts [DRs] where underlying shares are in excess of 1% of the total number of shares

Sr. No.	Name of the DR Holder	Type of Outstanding DR [ADRs, GDRs, SDRs, etc.]	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares [i.e. Grand Total [A]+[B]+[C] indicated in statement at Para [I][a] above]
			NIL	

List of persons/entities comprising Sical Group

Sicagen India Limited was incorporated as an 100% subsidiary of Sical Logistics Limited. Pursuant to the Scheme of Arrangement approved by the Hon'ble High Court of Madras by its order dated 20th December, 2007, certain undertakings of Sical Logistics Limited viz. Trading, Services and Plantation undertakings were transferred to Sicagen India Limited.

Given below is the list of entities promoted by Sical either by themselves or jointly with other entities and their group companies in which Sical holds more than 51% or more of the paid up share capital of those companies. Unless mentioned otherwise, all Sical group companies are unlisted companies and have not made any public issue in the preceding three years. Unless mentioned otherwise, none of them have become a sick company under the meaning of Sick Industrial Companies [Special Provisions] Act, 1985 [SICA] and are not under a winding up:

I. Listed Companies

Sical Logistics Limited

II. Unlisted Companies

Sical Iron Ore Terminals Limited
Bergen Offshore Logistics Pte. Ltd.
Sical Multimodal and Rail Transport Limited
Nagpur Sical Gupta Road Terminal Limited
Nagpur Sical Gupta Logistics Limited
Sical Infra Assets Limited
Sical Distriparks Limited

III. Companies under Liquidation

None

IV. Ventures from which Sical has disassociated during the last three years

None

OBJECTS OF THE SCHEME OF ARRANGEMENT

The objective of the Scheme is to hive off Sical Logistics Limited's [Sical] non-logistics business and to focus on its core Logistics business by transferring the Trading, Services and Plantation undertakings as per the Scheme of Arrangement to Sicagen India Limited, the 100% subsidiary of Sical. The necessity for this demerger is that in the last few years, and by reason of the changing pace of business in India with the entry of large multinationals, it is essential for Companies to focus on specialized areas of operation in order to compete effectively thereby enabling both the entities to concentrate and grow in their respective fields and provide opportunities for international tie-up with entities who have expertise in the respective fields.

The material provisions of the proposed Scheme are as under:

1. The Scheme is in accordance with Section 2[19AA] of the Income Tax Act, 1961.
2. Appointed Date of the Scheme is 01st October, 2006.
3. With effect from the Appointed Date, the Transferred Undertaking of Sical as defined under the Scheme shall be demerged and transferred to the Transferee Company such that:-
 - [a] all the property of the Transferred Undertaking as defined under the Scheme, being transferred by the Transferor Company, immediately before the demerger, becomes the property of the Transferee company by virtue of the demerger.
 - [b] all the liabilities relatable to the demerged undertaking as defined under the Scheme, being transferred by the Transferor Company, immediately before the demerger, become the liabilities of the Transferee Company by virtue of the demerger.
 - [c] the property and the liabilities of the Demerged Undertaking as defined under the Scheme, being transferred by the Transferor Company are transferred at values appearing in its books of account immediately before the demerger.
 - [d] the Transferee Company issues, in consideration of the demerger, its shares to the shareholders of the Transferor Company one equity share for every one share held in the Transferor company.
 - [e] the transfer of the Transferred Undertaking as defined under the Scheme, is on a going concern basis.
 - [f] the demerger is in accordance with the conditions, if any, notified under sub-section [5] of Section 72A of the Income-tax Act by the Central Government in this behalf.

4. Transferred Undertaking means the following businesses carried out by the Transferor Company viz

[a] Trading Undertaking consisting of the following divisions :

- i. Trading in building materials.
- ii. Vehicle sales.

[b] Services Undertaking consisting of the following divisions :

- i. Travel related services.
- ii. Ship building and repairs.
- iii. Governor services.
- iv. Windmill generation.

[c] Coffee Plantation undertaking

on a going concern basis and consisting inter-alia all assets as set out in paragraph 5 herein and all the liabilities as set out in paragraph 6 herein but excluding those pertaining to the Remaining Undertaking as defined under the Scheme, subject, however to all charges, liens, lispens, mortgages and encumbrances, if any, affecting the same or any part thereof as defined under Part II of the Scheme.

Assets and liabilities of the Transferred Undertaking shall mean and include:

[a] all assets, wherever situated, whether movable or immovable, tangible or intangible, including but not limited to any plant and machinery, land, properties, estate, buildings, offices, residential flats, guest houses, transit quarters, work-in-progress, furniture, fixtures, office equipment, data processing equipments, computer aided design equipments with software packages /licenses, electrical installations / systems, communication system / accessories, appliances, accessories, raw material, finished and semi finished goods, all scrap or by-products, inventory, investments, vehicles, fork lifts / material handling equipments, etc. together with all the resent disclosed liabilities and borrowings, including specific loans and borrowings [including debentures, if any] raised, incurred and / or utilized solely for the activities or operations, appertaining to or relatable to the Transferred Undertakings and particularly as indicated Under Part II of the Scheme.

[b] Without prejudice to the generality of clause [a] above, the Assets of the Transferred Undertaking shall also include all permits, approvals, arrangements, authorizations, benefits, concessions, rights and benefits of all contracts, agreements, allotments, consents, quotas, rights, easements, engagements, exemptions, entitlements, advantages of whatsoever nature, industrial and other licenses, approvals, consents, municipal permissions, current assets receivables, fixed assets, industrial and intellectual property rights of any nature whatsoever and

howsoever named, including trade mark, trade names, patents, copy rights, designs, permits, powers of every kind, nature and description whatsoever, all properties, movable and immovable, real, corporeal or incorporeal, in possession or reversion, present or contingent of whatsoever nature and wheresoever situated, tenancies in relation to office and / or residential properties for the employees, offices, license in respect thereof, intangible, leasehold rights, liberties, ownership rights and benefits, cash balances, the benefit of any deposits, bank balances, bank accounts, earnest moneys, all other rights and benefits, licenses, powers, privileges and facilities of every kind, nature and description whatsoever; right to use and avail of telephones, facsimile, connections, installations and other communication facilities and equipments, titles, all other utilities, benefits of all agreements, contracts, government contracts, memoranda of understanding, project service agreement, prequalification, applications, bids, tenders, letters of intent, concessions, agreements, non possessory contractual rights or any other contracts, development rights, allocated deferred tax, including deferred sales tax and or carry forward income tax benefits as per law, funds belonging to, proposed to be utilized by the Transferred Undertaking and arrangements and all other interest in connection with or relating to the Transferred Undertaking on the Appointed Date;

- [c] All necessary records, files, papers, engineering and process information, all product pricing, costing, commercial and business related information, computer program, drawings and designs, manuals, data, catalogues, quotations, sales and advertising materials, lists and all details of present and former customers and suppliers, customer credit information, customer pricing information and other records whether in physical or electronic form in connection with or relating to the Transferred Undertaking.

5. Assets of the Transferred Undertaking as on the Appointed Date:

- i. The summarized book value of the Fixed Assets of the Transferred Undertaking as on the Appointed Date would appear as under:

[Rs. In lacs]

Items	Gross Block	Accumulated Depreciation	Net WDV
Freehold Land	545.88	-	545.88
Leasehold Land	0.82	0.01	0.81
Buildings	2298.79	657.88	1640.91
Leasehold Improvements	333.75	191.06	142.69
Plant & Machinery	2600.84	1287.85	1312.97
Office Equipments	332.31	256.14	76.18
Furnitures & Fixtures	162.67	133.20	29.47
Trucks	12.17	10.00	2.17
Vehicles	99.01	69.35	29.65
Leased Machinery	18.84	15.10	3.74
Total	6405.08	2620.60	3784.47

The capital work in progress of the Transferred Undertaking as on the Appointed Date is Rs.1872.57 lacs.

- ii. Details of current assets and loans and advances pertaining to the Transferred Undertaking as on the Appointed Date

	Rs. In lacs
INVENTORIES	
[as certified by a Director]	
Raw materials and components [including in transit] [at cost]	-
Work in progress [at estimated cost]	67.13
Finished Goods [lower of cost or net realizable value]	1556.09
Stores and Spares [at cost]	46.32
Others	555.56
INVENTORIES	2225.10
SUNDRY DEBTORS	
Over six months	
- considered good	5971.00
- considered doubtful	-
Other Debts	-
- considered good	
Less : Provision for Doubtful Debts	778.43
SUNDRY DEBTORS	6749.44
CASH AND BANK BALANCES	
Cash on hand	65.77
Balance with Scheduled Banks	
- in current account	208.27
- in fixed deposit account	-
- in margin money deposit account	-
CASH AND BANK BALANCES	274.04
CURRENT ASSET	9248.58
LOANS AND ADVANCES	
[Unsecured, considered good]	
Due from employees	-
Advance recoverable in cash or in kind or for value to be received	24669.96
Balances with Central Excise Department	--
Deposits	34.76
Advance payment against taxes [net]	23.95
LOANS AND ADVANCES	24728.67
TOTAL OF CURRENT ASSETS & LOANS AND ADVANCES	33977.25

- iii. Sicagen will take over the Deferred Tax Assets [relatable to the Transferred Undertaking] appearing in the books of Accounts of the Sical as on the Appointed Date only to the extent of the Deferred Tax liability as on the Appointed Date taken over by the Sicagen / Transferred undertaking.

6. Current Liabilities of the Transferred Undertaking as on the Appointed Date

S.No.	Particulars	Nature of Loan / Liability	Amount
1.	Acceptances	Bills of Credits	95.07
2.	Sundry Creditors	For supplies	3123.34
	Total		3218.41

7. With effect from the Appointed Date:

- [a] The Transferred Undertaking as defined under the Scheme, along with all the estates, assets, rights, titles and interest including benefits, entitlements, provisions, concessions, remissions, accretions and appurtenances of the Transferred Undertaking as defined under the Scheme, at their closing book values as on 30th September, 2006 shall without any further act, instrument or deed be demerged from, be transferred to and vested in or be deemed to have been transferred to and vested in Sicagen as a going concern so as to become as and from the Appointed Date, the estate, assets, rights, title and interest of the Transferred Undertaking.
- [b] In respect of such of the assets of the Transferred Undertaking as defined under the Scheme, held by Sical prior to the Appointed Date and / or thereafter upto the Effective Date, including cash and bank balances, as are movable in nature or are otherwise capable of transfer by manual delivery, payment or by endorsement and delivery, shall be so transferred and shall become the property as an integral part of the Transferred Undertaking.
- [c] In respect of such of the assets belonging to the Transferred Undertaking as defined under the Scheme, other than those referred to in sub-clause [b] above, and more particularly provided in sub clause [a] above, held by Sical prior to or on the Appointed Date and / or thereafter upto the Effective Date, the same shall, without any further act, instrument, or deed, be demerged, transferred to and vested in and/or be deemed to be transferred to and vested in the Transferred Undertaking pursuant to the provisions of Section 394 of the Act.
- [d] all assets acquired by Sical after the Appointed Date and prior to the Effective Date for operations of the Transferred Undertaking shall also stand transferred to and vested in Sicagen.
- [e] The transfer and vesting of the Transferred Undertaking shall be subject to the securities, charges, mortgages, lien and lispensens, if any, subsisting as on the Effective Date.

8. With effect from the Appointed Date :

- [a] such of borrowings of Transferor Company, which arose out of the activities or operations of the Transferred Undertaking as defined under the Scheme, on the Appointed Date and to the extent they are outstanding on the Effective

Date shall without any further act or deed be and stand transferred to the Transferred Undertaking which undertakes to meet, discharge and satisfy the same.

- [b] so much of the amounts of the general or multipurpose borrowings of the Transferor Company as standing in the same proportion which the value of the assets of the Transferred Undertaking as defined under the Scheme, transferred to the Transferee Company bears to the total value of the assets of the Transferor Company immediately before the Appointed Date and to the extent they are outstanding on the Effective Date shall without any further act or deed be and stand transferred to the Transferee company and shall become the borrowings of the Transferee Company which undertakes to me
- [c] where any of the borrowings of the Transferor Company as on the Appointed Date deemed to be transferred to the Transferee Company have been discharged by the Transferor Company after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on account of the Transferee Company and all loans raised and used and the borrowings incurred by the Transferor Company for the operations of the Transferred Undertaking as defined under the Scheme, after the Appointed Date and prior to the Effective Date shall also without any further act or deed stand transferred to the Transferee Company and shall become the borrowings of the Transferee Company which undertakes to meet, discharge and satisfy the same.
- [d] In so far as the existing charge or security in respect of the Transferred Liabilities as defined under the Scheme is concerned such security shall without any further act, instrument or deed, be modified and shall be extended to and shall operate only over the assets comprised in the Transferred Undertaking as defined under the Scheme, which have been charged and secured in respect of the Transferred Liabilities as defined under the Scheme, as on the Effective Date. Provided however that if any of the assets comprised in the Transferred Undertaking as defined under the Scheme have not been charged or secured in respect of the Transferred Liabilities as defined under the Scheme, as on the Effective Date, such assets shall remain unencumbered and the existing security referred to above shall not be extended to and shall not operate over such assets. Notwithstanding the above, the Transferee Company shall be liable for repayment of principal and payment of interest in relation to such Transferred Liabilities as defined under the Scheme, based on terms and conditions mutually agreed amongst the Transferee Company, the Transferor Company and Lenders.
- [e] In so far as the assets comprised in the Remaining Undertaking are concerned the security over such assets relating to Transferred Liabilities as defined under the Scheme, shall without any further act, instrument or deed be released and discharged from the obligations and security relating to the same. The absence of any formal amendment which may be required by a lender or third party shall not affect the operation of the above.

- [f] Further, in so far as the assets comprised in the Transferred Undertaking as defined under the Scheme are concerned, the security and charge over such assets relating to any loans, borrowing which are not transferred pursuant to the Scheme [and which shall continue with the Transferred Undertaking] shall without any further act or deed be released from such encumbrance and shall no longer be available as security in relation to any liabilities of the Remaining Undertaking. Notwithstanding the above, the Transferor Company shall be liable for repayment of principal and payment of interest in relation to such of the loans, borrowing which are not transferred pursuant to this Scheme.
9. All the assets and liabilities of the Transferred Undertaking as defined under the Scheme shall be transferred on the Appointed Date, at the values appearing in the books of the Transferor Company, immediately, before the demerger in accordance with the Scheme.
10. With effect from the Appointed Date:
- [a] all contracts, deeds, bonds, agreements, schemes, arrangements and other instruments of whatsoever nature in relation to the Transferred Undertaking as defined under the Scheme, to which the Transferor Company is a party or to the benefits of which the Transferor Company may be eligible, and which are subsisting and/or having effect immediately before the Effective Date, shall be in full force and effect on or against or in favour, as the case may be, of the Transferee Company and may be enforced as fully and effectually as if, instead of the Transferor Company, the Transferee Company had been a party or beneficiary or obligee thereto.
- [b] all consents, permissions, licenses, certificates, clearances [including those under the Urban Land Ceiling Act], authorities [including for the operation of bank accounts], powers of attorneys all in respect of the Transferred Undertaking as defined under the Scheme, shall stand transferred to the Transferee Company as if the same were originally given by, issued or executed in favour of the Transferee Company and the rights and benefits under the same shall be available to the Transferee Company.
- [c] If any assets, [estate, rights, title, interest in or authorities relating to such assets] or any contract, deeds, bonds, agreements, schemes, arrangements or other instruments of whatsoever nature in relation to the Transferred Undertaking as defined under the Scheme which the Transferor Company owns or to which the Transferor Company is a party cannot be transferred to the Transferee Company for any reason whatsoever, the Transferor Company shall hold such asset or contract, deeds, bonds, agreements, schemes, arrangements or other instruments of whatsoever nature in trust for the benefit of the Transferee Company and shall utilize, dispose or otherwise treat the same in such a manner as instructed by the Transferee Company in this regard and forward the benefits and proceeds of the same to the Transferee Company.
11. [a] The Transferee Company undertakes to engage, on and from the Effective Date, all employees of the Transferor Company relating to the Transferred Undertaking as defined under the Scheme, as on the Effective

Date [the “Transferred Employees”], without any interruption of service, on the terms and conditions not less favourable than those on which they are engaged by the Transferor Company prior to the Effective Date. The Transferee Company undertakes to continue to abide by any agreement /settlement entered into by the Transferor Company with the Transferred Employees in respect of the Transferred Undertaking as defined under the Scheme. The Transferee Company agrees that for the purpose of payment of any compensation, gratuity and other terminal benefits, the past services of the Transferred Employees with the Transferor Company shall also be taken into account, and agrees and undertakes to pay the same as and when payable.

[b] In so far as the existing provident fund and pension fund, maintained by the Transferor Company, for its employees [including the Transferred Employees] are concerned, the part of the funds referable to the Transferred Employees shall be transferred to the separate accounts of such funds set up by the Transferee Company. The Transferor Company and the Transferee Company shall take all necessary steps to separate such provident fund, pension fund, as soon as practicable. Until such time the accounts are separated and the policies are created, the Transferee Company may, subject to necessary approvals and permissions, if any, continue to contribute in respect of the Transferred Employees to the account and under the policies maintained by the Transferor Company. Upon creation of new account and the policies, the entire contribution pertaining to the Transferred Employees shall be transferred by the Transferor Company/relevant authority to the new account or policies as the case may be.

12. Upon the coming into effect of the Scheme, all legal or other proceedings by or against the Transferor Company under any statute, whether pending on the Appointed Date or which may be instituted in future [whether before or after the Effective Date] in respect of any matter arising before the Effective Date and relating to the Transferred Undertaking as defined under the Scheme, shall be continued and enforced by or against the Transferee Company after the Effective Date. Provided however that the Transferee Company shall not be liable for any liability, loss, expenses, damages, taxes, charges, penalty, etc. suffered and or incurred by the Transferor Company arising out of any demand on account of deficiencies or disallowance or breach or contravention or non-compliance of any statute, law, regulation, contract or agreement or otherwise, pertaining to the period prior to the Effective Date.
13. In consideration for the demerger of the Transferred Undertaking as defined under the Scheme, including the transfer and vesting thereof in the Transferee Company pursuant to Part IV- Issue of Shares of the Scheme, the Transferee Company shall, without any further payment, issue and allot one equity share of Rs.10/- each at a premium of Rs.74.50 per share for every one share held by the shareholders in the Transferor Company as on the Record Date. The FCCB bond holders of the Transferor Company, if they exercise their option to convert the bonds into equity shares either before or after the Record Date, they shall also be eligible for issue and allotment of one equity share for every one equity share held in the Transferor Company pursuant to the Scheme of Arrangement.

14. Equity shares to be issued and allotted by the Transferee Company shall stand pari passu in all respects with the existing Equity Shares of the Transferee Company.
15. Equity shares of the Transferee Company issued pursuant to the Scheme, shall be listed on the relevant Stock Exchange[s] where the existing Equity Shares of the Transferor Company are listed and the Transferee Company shall pay the appropriate fee and incur all costs for the same.
16. The Equity Shares issued pursuant to the Scheme shall be issued in dematerialized form by the Transferee Company to such of the shareholders of the Transferor Company who hold the equity shares in the Transferor Company in dematerialised form and for those holding in physical mode, will be issued in certificate form to such of those persons whose name appear on the Register of Members as on the Record Date.
17. On and from the Appointed Date, the Transferor Company shall be deemed to have carried on and to be carrying on its business for and on behalf of and on account of the Transferee Company.
18. The Scheme is conditional upon and subject to the approval by the requisite majority of the members of the Transferor Company and Transferee Company as prescribed under the Companies Act, 1956 and sanction of the Hon'ble High Court of Madras at Chennai.
19. The Scheme will be operative from the Appointed Date i.e. 01st October, 2006 and shall come into effect from the date on which the sanctions and approvals mentioned above are obtained and a certified copy of the order of the Hon'ble High Court of Madras is filed with the Registrar of Companies, Tamil Nadu, Chennai.
20. Other consequential provisions for the purpose of giving effect to the said Scheme have also been made.

Approvals with respect to the Scheme of Arrangement

The Honourable High Court of Madras at Chennai vide its Order dated 20th December, 2007 has approved the Scheme of Arrangement between Sical Logistics Limited and Sicagen India Limited. Pursuant to this Scheme, the Transferred Undertakings viz. Trading, Services and Coffee Plantation Undertakings of the Transferor Company as a going concern together with all the assets and liabilities relating to the Transferred Undertakings is transferred to and vested in the Transferee Company with effect from 01st October, 2006 [i.e. the Appointed Date under the Scheme] under Sections 391 to 394 of the Companies Act, 1956. In accordance with the said Scheme, the Equity Shares of Sicagen issued pursuant to the Scheme, subject to applicable regulations shall be listed and admitted to trading on BSE and NSE. Such listing and admission for trading is not automatic and will be subject to such other terms and conditions as may be prescribed by the Stock Exchange at the time of application by Sicagen seeking listing.

The aforesaid Order of the Honourable High Court of Madras at Chennai was filed by Sical Logistics Limited and Sicagen India Limited with the Registrar of Companies, Tamil Nadu, Chennai [“ROC”] on 14th January, 2008 which is the Effective Date of the Scheme.

Sicagen has sought relaxation from SEBI from the strict enforcement of the requirement of Rule 19[2][b] of the Securities Contract Regulation [Rules] 1957 [SCRR] for the purpose of listing of shares of Sicagen subject to the Transferee Company, viz. Sicagen India Limited complying with all the provisions of Clause 8.3.5 of the SEBI [DIP] Guidelines, 2000.

Sicagen has submitted its Information Memorandum containing information and disclosures in line with the disclosure requirement for public issues, as applicable to BSE and NSE for making the said Information Memorandum available to public through their websites.

The Information Memorandum is made available on the website of Sicagen [www.sicagen.com].

Sicagen will publish an advertisement in the newspapers containing its details in line with the details required as per Clause 8.3.5.4 of SEBI [DIP] Guidelines. The advertisement will draw a specific reference to the availability of this Information Memorandum on the website of Sicagen as well as BSE and NSE.

Sicagen also undertakes that all material information about itself shall be disclosed to the Stock Exchange on a continuous basis so as to make the same available to public, in addition to the requirements, specified in Listing Agreement for disclosures about the subsidiaries, if any.

STATEMENT OF TAX BENEFITS

As per the present provisions of Income-tax Act, 1961 [hereinafter referred to as “the Act”] and other laws as applicable for the time being in force in India, the following tax benefits are available to the Company and to the shareholders of the Company, subject to fulfillment of prescribed conditions:

A. To the Company under the Income Tax Act, 1961 [“the Act”]

1. Under Section 32 of the Act, the Company is entitled to claim depreciation allowance at the prescribed rates on all its tangible and intangible assets acquired and put to use for its business.
2. Under Section 10 [34] of the Act, dividend income [whether interim or final] received by the Company from any other domestic company [in which the Company has invested] is exempt from tax in the hands of the Company.
3. The income received by the Company from distribution made by any mutual fund specified under Section 10[23D] of the Act or from the Administrator of the specified undertaking or from the specified companies referred to in Section 10[35] of the Act is exempt from tax in the hands of the Company under Section 10[35] of the Act.
4. Under Section 10[38] of the Act, the Long-term Capital Gains arising on transfer of any listed equity shares in any other company or units of equity oriented mutual funds, which are chargeable to Securities Transaction Tax, are exempt from tax in the hands of the company.
5. As per the provisions of Section 112[1][b] of the Act, other Long-term Capital Gains arising to the company are subject to tax at the rate of 20% [plus applicable surcharge and education cess]. However, as per the proviso to that section, the long-term capital gains resulting from transfer of listed securities or units [not covered by section 10[36] and 10[38] of the Act], are subject to tax at the rate of 20% on long-term capital gains worked out after considering indexation benefit [plus applicable surcharge and education cess], which would be restricted to 10% of Long-term capital gains worked out without considering indexation benefit [plus applicable surcharge and education cess].
6. As per the provisions of Section 111A of the Act, Short-term Capital Gains arising to the company from transfer of any listed equity shares in any other company or from sale of units of any equity oriented mutual fund defined in Section 10[38] of the Act, are subject to tax @10% [plus applicable surcharge and education cess], if such a transaction is subjected to Securities Transaction Tax.
7. In accordance with and subject to the conditions specified in Section 54EC and Section 54ED of the Act, the Company would be entitled to exemption from tax on Long-term Capital Gain [not covered by section 10[36] and section 10[38] of the Act] if such capital gain is invested in any of the long-term specified assets [hereinafter referred to as the “new asset”] to the extent

and in the manner prescribed in the said sections. If the new asset is transferred or converted into money at any time within a period of three years in case of new assets specified in Section 54EC and within a period of one year in case of new assets specified in Section 54ED, from the date of its acquisition, the amount of capital gains for which exemption is availed earlier would become chargeable to tax as long term capital gains in the year in which such new asset is transferred or converted into money.

8. As per the provisions of Section 88E of the Act, where the business income of the Company includes profits and gains from sale of securities liable to Securities Transaction Tax, a rebate is allowable from the amount of income tax on such business income, to the extent of Securities Transaction Tax paid on such transactions. The amount of rebate shall, however, be limited to the amount of income tax arrived at by applying the average rate of income tax on such business income.

B. To the Shareholders of the Company

1. Resident Shareholders

1. Under Section 10[34] of the Act, dividend [whether interim or final] received from a domestic company is exempt from tax in the hands of the resident shareholders of the company.
2. Under Section 10[38] of the Act, the Long-term Capital Gain arising on transfer of any listed equity shares in any other company or units of equity oriented mutual fund, which are chargeable to Securities Transaction Tax, are exempt from tax in the hands of the resident shareholders.
3. As per the provisions of Section 112[1][a] of the Act, other Long-term Capital Gains arising to the resident shareholders are subject to tax at the rate of 20% [plus applicable surcharge and education cess]. However, as per Proviso to that section, the long term capital gains resulting from transfer of listed securities or units [not covered by section 10[36] and 10[38] of the Act], are subject to tax at the rate of 20% on long term capital gains after considering the indexation benefit [plus applicable surcharge and education cess], which would be restricted to 10% of long term capital gains without considering the indexation benefit [plus applicable surcharge and education cess].
4. As per the provisions of Section 111A of the Act, Short-term Capital Gains arising to the resident shareholders from the transfer of any listed equity shares in a company or units of equity oriented mutual fund defined in section 10[38] of the Act, are subject to tax @10% [plus applicable surcharge and education cess] if such a transaction is subjected to Securities Transaction Tax.
5. As per the provisions of Section 88E of the Act, where the business income of an assessee includes profits and gains from sale of securities liable to Securities Transaction Tax, a rebate is allowable from the amount of income tax on such business income, to the extent of Securities Transaction Tax paid

on such transactions. The amount of rebate shall, however, be limited to the amount of income tax arrived at by applying the average rate of income tax on such business income.

6. In accordance with and subject to the conditions specified in Section 54EC and Section 54ED of the Act, the resident shareholders would be entitled to exemption from tax on Long-term Capital Gains [not covered by section 10[36] and 10[38] of the Act], if such capital gains are invested in any of the long-term specified assets [hereinafter referred to as the “new asset”] to the extent and in the manner prescribed in the said sections. If the new asset is transferred or converted into money at any time within a period of three years in case of new assets specified in Section 54EC and within a period of one year in case of new assets specified in Section 54ED, from the date of its acquisition, the amount of capital gains for which exemption is availed earlier would become chargeable to tax as long term capital gains in the year in which such new asset is transferred or converted into money.
7. In case of a shareholder being an individual or a Hindu Undivided Family, in accordance with and subject to the conditions and to the extent provided in Section 54F of the Act, the shareholder is entitled to exemption from Long-term Capital Gains arising from the transfer of any long term capital asset, not being a residential house [not covered by sections 10[36] and 10[38] of the Act], if the net consideration is invested for purchase or construction of a residential house. If part of the net consideration is invested within the prescribed period in a residential house, such gains would not be chargeable to tax on a proportionate basis. If, however, such new residential house in which the investment has been made is transferred within a period of three years from the date of its purchase or construction, the amount of capital gains for which the exemption was availed earlier would be taxed as long-term capital gains of the year in which such residential house is transferred.

II. Mutual Funds

In case of a shareholder being a Mutual Fund, as per the provisions of Section 10[23D] of the Act, any income of Mutual Funds registered under the Securities and Exchange Board of India Act, 1992 or Regulations made hereunder, Mutual Funds set up by public sector banks or public financial institutions and Mutual Funds authorized by the Reserve Bank of India are exempt from income-tax, subject to the conditions notified by the Central Government in this regard.

III. Venture Capital Companies / Funds

In case of a shareholder being a Venture Capital Company / Fund, any income of Venture Capital Companies / Funds registered with the Securities and Exchange Board of India, are exempt from income-tax, subject to the conditions specified in Section 10[23FB] of the Act.

IV. Non-Resident / Non-Resident Indian Member

1. Dividend [both interim and final] income, if any, received by the non-resident / non-resident Indian shareholders from the domestic company shall be exempt under Section 10[34] read with Section 115-O of the Act.
2. Benefits outlined in Paragraph B[I] above are also available to a non-resident/non-resident Indian shareholder except that under first proviso to Section 48 of the Act, the capital gains arising on transfer of capital assets being shares of an Indian Company need to be computed by converting the cost of acquisition, expenditure in connection with such transfer and full value of the consideration received or accruing as a result of the transfer into the same foreign currency in which the shares were originally purchased. The resultant gains thereafter need to be reconverted into Indian currency. The conversion needs to be at the prescribed rates prevailing on dates stipulated. Further, the benefit of indexation is not available to non-resident shareholders.
3. Benefits outlined in Paragraph A[8] above are also applicable to the non-resident/non-resident Indian shareholder.
4. As per Section 90[2] of the Act, the provisions of the Act would prevail over the provisions of the tax treaty to the extent they are more beneficial to the non-resident/non-resident Indian shareholder. Thus, a non-resident/non-resident Indian shareholder can opt to be governed by the beneficial provisions of an applicable tax treaty.
5. Capital gains tax – Options available to a non-resident Indian under the Act :
Non-resident Indian: As per Section 115C[e] of the Act, a ‘non-resident Indian means an individual, being a citizen of India or a person of Indian origin who is not a ‘resident’. As per the Explanation of the said clause, a person shall be deemed to be of Indian origin if he, or either of his parents or any of his grandparents, was born in undivided India.
6. Where shares have been subscribed in convertible foreign exchange, the non-resident Indians [as defined in Section 115 C[e] of the Act], being shareholders of an Indian company, have the option of being governed by the provisions of Chapter XII-A of the Act, which, inter alia, entitles them to the following benefits in respect of income from shares of an Indian Company acquired, purchased or subscribed to in convertible foreign exchange:
 - * As per the provisions of Section 115D read with Section 115E of the Act and subject to the conditions specified therein, long term capital gains [in cases not covered under Section 10[38] of the Act] arising on transfer of an Indian company’s shares, will be subject to tax at the rate of 10 per cent [plus applicable surcharge on tax and education cess on tax and surcharge], without indexation benefit.
 - * As per the provisions of section 115F of the Act and subject to the conditions specified therein, gains arising on transfer of a long term capital asset [in cases not covered under section 10[38] of the Act] being shares in an Indian

company shall not be chargeable to tax if the entire net consideration received on such transfer is invested within the prescribed period of six months in any specified asset or savings certificates referred to in section 10[4B] of the Act. If part of such net consideration is invested within the prescribed period of six months in any specified asset or savings certificates referred to in section 10[4B] of the Act, then such gains would not be chargeable to tax on a proportionate basis. For this purpose, net consideration means full value of the consideration received or accrued as a result of the transfer of the capital asset as reduced by any expenditure incurred wholly and exclusively in connection with such transfer.

Further, if the specified asset or savings certificates in which the investment has been made is transferred within a period of three years from the date of investment, the amount of capital gains tax exempted earlier would become chargeable to tax as long term capital gains in the year in which such specified asset or savings certificates are transferred.

- * As per the provisions of Section 115G of the Act, non-resident Indians are not obliged to file a return of income under section 139[1] of the Act, if their only source of income is income from investments or long term capital gains earned on transfer of such investments or both, provided tax has been deducted at source from such income as per the provisions of Chapter XVII-B of the Act.
- * Under Section 115H of the Act, where the non-resident Indian becomes assessable as a resident in India, he may furnish a declaration in writing to the Assessing Officer, along with his return of income for that year under section 139 of the Act to the effect that the provisions of the Chapter XII-A shall continue to apply to him in relation to such investment income derived from the specified assets for that year and subsequent assessment years until such assets are converted into money.
- * As per the provisions of section 115 I of the Act, a non-resident Indian may elect not to be governed by the provisions of Chapter XII-A for any assessment year by furnishing his return of income for that assessment year under section 139 of the Act, declaring therein that the provisions of Chapter XII-A shall not apply to him for that assessment year and accordingly his total income for that assessment year will be computed in accordance with the other provisions of the Act.

V. Foreign Institutional Investors [FIIs]

1. Dividend [both interim and final] income, if any, received by the shareholder from the domestic company shall be exempt under Section 10[34] read with Section 115O of the Act.
2. Capital Gains

Under Section 115AD, income [other than income by way of dividends referred in Section 115-O received in respect of securities [other than units

referred to in Section 115AB] shall be taxable at the rate of 20% [plus applicable surcharge on tax and education cess on tax and surcharge].

Under Section 115 AD, capital gains arising from transfer of securities [other than units referred to in Section 115 AB] which are not exempt under Section 10[38], shall be taxable as follows:

Securities which are held for the period of upto or less than twelve months and where such transaction is chargeable to Securities Transaction Tax [“STT”] levied under Chapter VII of the Finance [No.2] Act of 2004, shall be taxable at the rate of 10% [plus applicable surcharge on tax and education cess on tax and surcharge]. Securities other than those held for the period of upto or less than twelve months and where such transaction is not chargeable to STT levied under Chapter VII of the Finance [No.2] Act of 2004, shall be taxable at the rate of 30% [plus applicable surcharge on tax and education cess on tax and surcharge];

Securities which are held for the period exceeding twelve months or more shall be taxable at the rate of 10% [plus applicable surcharge on tax and education cess on tax and surcharge]. Such capital gains would be computed without giving effect of indexation as provided in the first and second proviso to Section 48. In other words, the benefit of indexation, as mentioned under the two provisos would not be allowed while computing the capital gains.

3. Long term capital gains arising on transfer of equity shares in the Company, which is held for the period of more than twelve months or more and where such transaction is chargeable to STT, shall be exempt from tax under Section 10[38] of the Act.
4. Benefit of exemption under Section 54EC and 54ED shall be available as outlined in Paragraph B[I][6] above.
5. Benefit as outlined in Paragraph A[8] above are also available to FIIs.
6. As per Section 90[2] of the Act, the provisions of the Act would prevail over the provisions of the tax treaty to the extent they are more beneficial to the non-resident. Thus, a non-resident can opt to be governed by the beneficial provisions of an applicable tax treaty.

Note: There is a legal uncertainty over whether a FII can elect to be governed by the normal provisions of the Act, instead of the provisions of Section 115AD. Investors are advised to consult their tax advisors in this regard.

C. Benefits available under the Wealth Tax Act, 1957

‘Asset’ as defined under Section 2[ea] of the Wealth Tax Act, 1957, does not include share in companies. Hence the shares in companies are not liable to Wealth Tax.

D. Benefits available under the Gift Tax Act, 1958

Gift tax is not leviable in respect of any gifts made on or after October 1, 1998. Therefore, any gift of shares will not attract gift tax.

Notes :

1. All the above benefits are as per the current tax law and will be available only to the first named holder in case the shares are held by joint holders. Shareholder is advised to consider in his/her/its own case, the tax implications of any new enactments which may change / modify the law.
2. In view of the nature of tax consequences, being based on all the facts, in totality, of the investors, each investor is advised to consult his/her own tax advisor with respect to specific tax consequences.

SECTION – IV

ABOUT SICAGEN INDIA LIMITED

HISTORY

The Company was incorporated as a Public Limited Company on 11th day of June, 2004 under the name and style of “SICAL LOGISTICS LIMITED” under the provisions of the Companies Act, 1956, in the State of Tamil Nadu with Registration Number U63012TN2004PLC053467 on 11th June, 2004. The Certificate for Commencement of Business was obtained on 18th October, 2004 and a fresh certificate of incorporation dated 10th February, 2006 was obtained in the name of Sicagen India Limited. The main objects clause of the Memorandum of Association of the Company was altered by substituting the existing sub-clauses 1 to 7 of Clause III A by a Special Resolution passed on 06th February, 2006 of the shareholders of the Company. Main Objects 8 - 16 were added to the existing Objects Clause of the Memorandum of Association of the Company by the shareholders of the company at their meeting held on 15th December, 2007 in order to accommodate the businesses that will be transferred upon approval of the Scheme by the Hon’ble High Court of Madras. The Honourable High Court of Madras at Chennai vide its order dated 20th December, 2007 has approved the Scheme of Arrangement between Sical Logistics Limited and Sicagen India Limited pursuant to which the Trading, Services and Coffee Plantation undertakings of the Transferor Company as a going concern together with all the assets and liabilities relating to these undertakings is transferred to and vested in the Transferee Company with effect from 01st October, 2006. The aforesaid Order of the Honourable High Court of Madras at Chennai was filed by Sical Logistics Limited and Sicagen India Limited with the Registrar of Companies [“ROC”] on 14th January, 2008 which is the Effective Date of the Scheme. The Registered Office of the Company was at “South India House”, 73, Armenian Street, Chennai :: 600 001 and was shifted to “Adyar House”, Chennai :: 600 085 w.e.f. 01st February, 2008.

The objects of Sicagen India Limited are set out in its Memorandum of Association. The main objects, inter alia, are as follows:

1. To buy, sell and deal in Iron and steel pipes, tubes, fittings, all kinds of building materials and to carry on the trades of hardware merchants, general merchants, carriers by land and sea, forwarding and commission agents. exchange brokers.
2. To carry on the business of manufacturers, fabricators, assemblers and dealers of all kinds and types of components and parts forming part of or being accessory to the electrical systems of automobiles of all descriptions, tractors and agricultural machinery, railway engines and coaches and stationary engines and also aero and marine engines, including starter motors. dynamos, alternators. fuel pumps, voltage regulators, cut outs, ignition coils, distributors. spark plugs, bulbs, auto lamps, fuses, traffic indicators and flashers, horns, windscreen wiper motors, head lamps, parking lights. sealed beams, switches, relays, electronic instruments. timers and devices for indication of speed,

mileage, fuel, lubricant, coolant and battery charge levels. consumption rates, engine performance and any other device or component connected with the running and maintenance of machinery, vehicles and engines.

3. To carry on the business of manufacturers of light. medium and heavy engineering goods for defence and other purposes including automotive and other gears, transmission shafts, axles. universal joints, springs, chassis. frames, shock absorbers, piston rings. carburetors and fuel injection equipment, bearings, bushing, washers, breaking equipment, cables and wires, pressed sheet metal components, silencers and mufflers and in this connection to act and function as mechanical engineers. machinists. fitters, mill-wrights. founders, wire drawers. tube makers, metallurgists, galvanisers, japanners, annealers, enamellers, electroplaters and painters and general automobile and electrical engineers .
4. To carry on the business as Iron and Steel Founders and Founders of ferrous and non-ferrous materials, in all their branches and of the smelting, casting and forming and shaping of ferrous and non-ferrous materials and other materials and of all implements and hardware of every description and Galvanisers and Platters, manufacturing of flexible shafts, wood screws, fasteners of all types, all kinds of drums, etc. and dealing in the same.
5. To carry on the business of travel agents and contractors, to facilitate traveling and providing for tourists and travelers and of freight and passage bookers, booking agents and representatives of Airlines, Hotels, Steamship~ line, Railways and other carriers whether in India or Abroad and to render all aviation services at Domestic and International Airports including handling of Aircraft and ancillary equipment and to carry on the business of owning taking on hire / lease of Railway Coaches for conducting tours in arrangement with Central /State Governments / other Governmental authorities / agencies / private sectors and to carry on the business of foreign exchange like money changer, issue of Travellers cheques and other connected instruments to facilitate Indian nationals going abroad or foreign nationals coming to India and vice-versa.
6. To buy, sell, import, export, deal in, and manufacture all kinds of chemicals, inorganic, organic compounds, speciality chemicals, and plant growth regulators.
7. To search for, get, work, raise, make merchantable, sell and deal in iron, steel, coal, iron ore, lime stone, manganese, ferro manganese, magnesite, clay, fire clay bricks, earth bricks, bauxite and other metals, minerals and substances and to buy, sell, manufacture and deal In mineral and mineral products, plant and machinery and other things capable of being used in connection with the mining or metallurgical operations, and to produce, manufacture, process, treat, purchase, sell or otherwise deal with plaster of paris and all kinds of building materials, catchu, celotax, asbestos, building boards used in ceiling, floors, walls, fire clay refractories and bricks, flooring tiles, roofing materials, lime, plasters, whiting clay, bauxite, paints and fixing materials, gravel and

sand bricks, tiles, pipes, tubes and all kinds of earth ware, artificial stones and manufacturers of builders and dyers requisites.

8. To do the business of automobile carriage and service station proprietors in general including the maintenance and running of repair shops for overhauling, repairing and re-conditioning of all motor cars, motor trucks, busses, tractors, vans, jeeps, lorries, motor cycles, scooters, mopeds and vehicles and conveyance of all kinds and establishing and running service stations for servicing of all types of vehicles and parts thereof and to act as suppliers and dealers of fuel, lubricants and coolants, spare parts and accessories used in connection with running of all kinds of vehicles.
9. To act as agents, distributors, representatives and stockist and to act as a dealer, importers, exporters of automobile and electrical parts and other accessories of other manufacturers in India and outside India.
10. To buy sell, import and export as agents, dealers, suppliers, distributors, representatives, stockists, importers and exporters for all kinds of motor cars, trucks, vans, auto-rickshaws, heavy and light vehicles including commercial vehicles .
11. To carry on the business of an Electric Light Power Company in all its branches and the business of electrical engineers, electricians, engineers, contractors, manufacturers, constructors suppliers of and dealers in electrical and other appliances, cables, wires, lines, accumulators, lamps and works and to generate and develop purchase, accumulate, distribute and supply electricity for the purpose of light, heat, motive power and for all other purposes for which electric energy can be employed and to manufacture and deal in all apparatus and things, required for or capable of being used in connection with the development, purchase, distribution, supply, accumulation and employment of electricity, the term "ELECTRICITY" being deemed to mean and include all power that may be directly or indirectly derived therefrom or may be incidentally hereafter discovered in dealing with electricity.
12. To carryout works as Ship/Boat Builders, ship/Boat repairers, Ship Brokers and refitters of ships, boats, vessels, tugs, barges, lighters and other transports and conveyances and manufacturers and/ or repairers of engines, boilers, tackles, machinery and any parts required for ships, vessels and any apparatus for use in connection therewith.
13. To acquire, purchase or otherwise own, develop, manufacture, grow, cultivate, treat, blend, process, render, marketable and carry on import, export, transact or otherwise deal with plantations of Rubber, Cardamom, Tea, Coffee, Cocoa, Pepper, Coconut, Cashew nut, Cinchona, Gums, Oranges, Grapes, Areca nut, Silver Oak, Eucalyptus and to carry on the business of buyers, sellers and brokers of all kinds of plantations.
14. The business of general merchants, general agents, estate managing agents, managing agents of businesses of individuals, firms or companies, land owners, estate owners, mill owners, mine owners, warehousemen, hardware

merchants, timber merchants, electric light power company in all its branches, electric engineers electricians, printers and publishers, printing press owners and owners of printing machinery, newspaper owners and publishers, paper merchants and dealers in paper and paper mill owners, planters, tea and coffee, plantation owners, tanners, owners of cotton, coir, sugar, rice and cement mills and factories, metallurgists, carriers by land and sea, forwarding and commission agents, insurance agents, shippers, shipping agents, stevedores, mercantile agents, exchange brokers, underwriters, importers and exporters, merchants and agents of all manner of merchandise, manufacture and raw goods materials provisions, dealers in produce of all kinds manufactures of goods of any description, general contractors, building contractors, financiers, capitalists, concessionaries, commission agents, financial agents, trustees, executors, receivers and administrators of intestate estates or any one or more of such businesses in all or any of the respective branches and agencies of the company and any other trades, industries or businesses which may seem to the company capable of being carried on in connection with or as incidental to the above mentioned businesses and calculated to enhance the value or render profitable any of the properties or right of the company and in particular and without prejudice to the generalities foregoing .

15. To carry out overhauling, repair and sales of Governors, actuators, transducers, instrumentation products, electric power management products etc. including spares used on engines, turbines and in power generation and engage in retrofit projects for modernization of governing systems.
16. To establish, provide, maintain and conduct business of, Building Materials/Services Mall, dealing in building materials, interior and exterior furnishing materials, and services associated with building and furnishing activities. The materials and services will cover any branded, unbranded and private branded products consisting, but not limited to the following categories - Bricks, Sand and Stones, Cement, Steel and Aluminium, Glass, Plywood, Timber and Bamboo, Ceramic tiles, Marble and Granite, Flooring, Wall and Ceiling items other than Ceramic, Paints, Pipes, Plumbing and Sanitary ware, Hardware, Electrical and Lighting, Hand tools and Power tools, Building management and Security systems, Furniture, Home and Kitchen appliances, Home décor, Cleaning and maintenance supplies, Health and Fitness equipments and services consisting but not limited to the following – Designing, Customization, Installation, Logistics, Books and Periodicals, concerning construction and furnishing.

Change in Memorandum of Association since the Company's inception

Sl. No.	Date	Particulars
1.	06 th February, 2006	Amendment of Memorandum of Association – Alteration of Main Objects Clause
2.	06 th February, 2006	Change in the name of the Company from Sical Logistics Limited to Sicagen India Limited
3.	15 th December, 2007	Increase in the authorized share capital of the Company from Rs.1,00,00,000 to Rs.50,00,00,000 and addition of Objects 8 to 16 to the Main Objects Clause of the Memorandum of Association.

BUSINESS

The Company was incorporated under the name SICAL LOGISTICS LIMITED on 11th June, 2004. The Certificate for Commencement of Business was obtained on 18th October, 2004. Subsequently the name of the Company was changed to SICAGEN INDIA LIMITED and a fresh certificate of incorporation dated 10th February, 2006 was obtained from the Registrar of Companies, Tamil Nadu, Chennai. The Company was a non operating company. Pursuant to a Scheme of Arrangement between the Transferor Company and the Transferee Company, the Trading, Services and Coffee Plantation undertakings of Sical Logistics Limited as a going concern together with all the assets and liabilities relating to these undertakings is transferred to and vested in the Transferee Company with effect from 01st October, 2006. The objective of the Scheme is to demerge the Trading, Services and Coffee Plantation Undertakings from the Transferor Company to enable Sical Logistics Limited to concentrate more on the logistics business thereby enabling both the entities to carry on their business and grow in their respective fields and provide opportunities for international tie-up with entities who have expertise.

The Trading Undertaking consists of Trading in building materials division, vehicle sales division; The Services Undertaking consists of Travel Division, Ship Building and Repairs Division, Governor Services Division and Windmill generation Division; The Coffee Plantation division consists of coffee plantation business.

The Building Materials division carries on the business of dealership and distributorship for Steel GI Pipes, Steel MS Pipes, Steel Seamless Pipes, TMT Steel Rebars, Steel fittings, Cables, PVC Pipes and Fittings, Cement, Plastic Water tanks and gunmetal fittings. This division has branches located at 25 places situated in the Southern and Western India. The Vehicle Sales division carries on the business of vehicles sales, spares and service for TATA commercial vehicles and for Hindustan Motor's Lancer with a showroom and workshop facility. This division has a branch at Trichy and outlets at Thiruvanniyur, Redhills and at OMR at Chennai. Workshop facilities are located at Pallavaram and Madhavaram in Chennai. The Services Undertaking consisting of travel, ship building and repairs, governor services and windmill generation. The travel division is engaged in the services of booking train tickets and air tickets both domestic and international, operating packaged tours and money exchange services as licensed by RBI. The ship building and ship repair activities are carried out at Pondicherry and Chennai. The Governor Services division is the Authorised Independent Service Facility for Woodward governors. It has places of operation at Chennai, Mumbai and Raipur. 10 Windmills are located at Palladam Taluk in Coimbatore District. The windmills are of 225 KWH capacity each and the total energy produced by all the windmills is approximately 45 million KWH each year. The entire power generated is sold to TNEB. The coffee plantation division is located at Shakleshpur in Karnataka.

MANPOWER

The Company consists of skilled and semi –skilled manpower and well qualified professionals.

CUSTOMERS PROFILE

The market share is spread amongst a diversified customer base with direct consumers, dealers, industries, fabricators, contractors, plumbers, builders, etc. featuring among the clientele list of the company.

MANAGEMENT OF THE COMPANY

Board of Directors as on the date of the Information Memorandum

Sl. No.	Name of Director	Age Yrs.	Father's Name	Residential Address	Occupation
1.	Mr. S. Arumugam		Subramanian	Flat 20, PA Apartments, No.17, 2 nd Main Road, Kasturibai Nagar, Adyar, Chennai :: 600 020	Service
2.	Mr. M. Rajamani		Mariappa Nadar	15, 6 th Main Road, Dhandeeswaram Velacherry Chennai :: 600 042	Consultant
3.	Mr. B. Narendran		Bhimsingh	No.5, Second Floor, Murrays Gate Road Alwarpet Chennai :: 600 018	Consultant

Brief Biography of the Directors

The Details regarding the Board of Directors of the Company are as under.

Name : Mr.S.Arumugam

Father's Name : Dr.G.Subramanian

Resi.Address : Flat No.20, PA Apartments, No.17, 2nd Main Road,Kasturiba Nagar, Adyar, Chennai-600020

Designation : Director & CEO

Date of Appointment : 03.01.2008

PAN : AAMPA6027H

Mr.S.Arumugam, aged about 55 years, holds a Bachelor Degree in Mathematics from Loyola College and he obtained a Master Degree in Business Administration (MBA Marketing) from University of Madras. From 1974, he has been spearheading the business of different companies in MA Chidambaram Group and has more than 30 years of rich experience in his profession.

He held various key positions like Senior Manager, General Manager, Vice President and Chief Operating Officer and currently he is Director & CEO of the Company.

Other Directorships Held: Nil

Name : Mr.M.Rajamani
Father's Name : Mr.Mariappa Nadar
Resi.Address : 15, 6th Main Road, Dhandeeswaram, Velachery,
Chennai-42
Designation : Director
Date of Appointment : 31.05.2006
PAN : ADGPR0655M

Mr.M.Rajamani, aged about 62 years, holds a Bachelor Degree in Chemical Engineering and Post Graduate Diploma from Indian Institute of Technology (IIT), Madras. He started his career with ISRO, Trivandram and joined Spic in 1972 and worked for more than 30 years. He held various key positions like Project Manager, General Manager and Executive Director in various areas like Corporate Planning/Budgeting, Project Finance, Materials Management, Operations and Human Resources & Administration.

He was holding the position as Regional Vice President (South) in National Institute of Personnel Management (NIPM) and he was also the Chairman of Madras Chapter of NIPM.

Other Directorships Held:

South India House Estates & Properties Ltd - Director
Sical Yamatake Ltd - Director
Corn Industries & General Enterprises Ltd - Director
ACT Automobiles India Ltd - Director
MAC Plantations Ltd - Director
Mac Clothing Limited - Director
Marks Marine & Plastics Limited - Director
Spic Aromatics & Chemicals Corpn. Ltd - Director

Name : Mr.B.Narendran
Father's Name : Mr.Bhim Singh
Resi.Address : C5, Sona, No.3, Murrays Gate Road, Teynampet
Chennai-18
Designation : Director
Date of Appointment : 29.01.2008
PAN : AAPPN0488E

Mr.B.Narendran, aged about 62 years, holds a Bachelor Degree in Engineering and MS in Transportation. He started his career in 1971 with MA Chidambaram Group as Business Development & Marketing Manager. He joined as Consultant in State Highways Administration, Baltimore, USA in 1993. From 1995, he held various key positions like Manager, Senior General Manager and Executive Director in various Companies. After his retirement from the whole time employment, he was a Consultant to Shell Inc Detroit & Rite-Aid Pharmacy Houston, USA for 2 years. He has over 35 years of rich experience in Marketing, Vehicle Sales, Finance, Accounts and Internal Audit.

Other Directorship Held:

SIDD Life Engineers Ltd	- Director
Vibrant Specialty Chemicals Ltd	- Director
SDB CISCO India Ltd	- Director
Wisdom Advisor Private Ltd	- Director
Renowned Engineers Private Ltd	- Director
EDAC India Private Ltd	- Director
Natronix Component Ltd	- Director

Compensation for Whole-time Director

Mr. S. Arumugam has been appointed as Whole-time Director of the Company by the Board of Directors with effect from 03rd January, 2008 for a period of three years on the terms and conditions contained in the resolution passed at its meeting held on 03rd January, 2008, in accordance with Section 269 read with Sections 198, 309, 310, 311 and Schedule XIII of the Companies Act, 1956. The appointment and remuneration of Mr. S. Arumugam is subject to the approval of the shareholders.

The annual salary package is as follows:-

Salary	:	Rs.6.00 lakhs
Special/other allowances	:	Rs.12.00 lakhs
Perquisites	:	Rs.6.00 lakhs
Performance linked pay	:	Rs.6.00 lakhs

Corporate Governance

The provisions of the listing agreement to be entered into with the Stock Exchanges with respect to corporate governance will be applicable to the Company immediately upon the listing of its Equity Shares on the Stock Exchanges.

Mr.S.Arumugam is the executive Chairman of the Board. The Board of the Company comprising 3 directors has 2 independent directors. The Board has also constituted the Audit Committee and Shareholders/Investors' Grievance Committee as required under the Companies Act, 1956 and Clause 49 of the Listing Agreement as under:-

Director	Category	Member of Audit Committee	Member of Shareholders/Investors' Grievance Committee
Mr. M. Rajamani	Non-Executive	Yes	Yes
Mr. B. Narendran	Non-Executive	Yes	Yes
Mr. S. Arumugam	Executive	Yes	Yes

The role, powers, scope of functions and duties of the Audit Committee and Shareholders/Investors' Grievance Committee of the Board are as per the applicable provisions of the Companies Act, 1956 and Clause 49 of the Listing Agreement.

Change in Board of Directors of the Company since incorporation

Sl. No.	Name of Director	Date of Appointment	Date of Cessation
1.	Mr. S. Vasudevan	11 Jun 2004	30 May 2006
2.	Mr. R. Ramakumar	11 Jun 2004	15 May 2007
3.	Mr. R. Muthu	11 Jun 2004	29 Jan 2008
4.	Mr. M. Rajamani	30 May 2006	-
5.	Mr. R. Sivagurunathan	15 May 2006	29 Jan 2008
6.	Mr. S. Arumugam	03 Jan 2008	-
7.	Mr. B. Narendran	29 Jan 2008	-

Date of expiration of current term of office of Directors

Mr. S. Arumugam has been appointed as the Whole-time Director of the Company with effect from 03rd January, 2008 for a period of three years by the Board of Directors of the Company. In terms of Articles of Association of the Company, Mr. S. Arumugam's office shall not be subject to retirement by rotation. All the other Directors' term of office is subject to retirement by rotation in terms of the provisions of the Companies Act, 1956.

Shareholding of Directors

Sl. No.	Name of the Director	No. of shares held
1.	B.Narendran	2515

Note: Mr.Arumugam, Director does not hold any shares on his own. But he is holding 10000 shares as Nominee of Sical Logistics Ltd, who is the beneficial owner of such shares.

Key Management Personnel

Name	Age [yrs]	Designation	Qualification	Total Experience	Details of Previous Employment
Mr. R. Sivagurunathan	48	Chief Operating Officer	B.Com / Diploma in Commercial Practice & Banking Law and alumni of IIM Ahmedabad	25	Sical Logistics Limited
Mr. G.R. Kannan	49	Assistant Vice-President [Finance & Accounts] & Company Secretary	ACS & AICWA	25	Sical Logistics Limited

SUBSIDIARY

Pursuant to the approval of the Scheme of Arrangement between Sical Logistics Limited and Sicagen India Limited by the Hon'ble High Court of Madras vide its order dated 20th December, 2007, the shares of South India House Estates & Properties Limited forms part of the Transferred Undertaking. Hence South India House Estates & Properties Limited becomes a subsidiary of Sicagen India Limited.

South India House Estates & Properties Limited was originally incorporated under the name and style of South India House Investments Limited with Registration No.:9029 of 1981 on 05th October, 1981 and subsequently the name of the Company was changed to South India House Estates & Properties Limited vide fresh certificate of incorporation of the Registrar of Companies dated 13th day of July, 2005 with Corporate Identity Number U65993TN1981PLC009029. The Registered Office of the Company is situate at "South India House", No.:73, Armenian Street, Chennai :: 600 001.

The present directors of the company are:-

Sl. No.	Name of the Director	Position
1.	Mr. V. Rajagopal	Whole-time Director
2.	Mr. M. Rajamani	Director
3.	Mr. R. Sivagurunathan	Director

The accounting year for this company is between 01st July and 30th June. The financials of the company for the years 2003-04, 2004-05 and 2005-06 are furnished below:-

Rs. In lacs

Particulars	2003-04	2004-05	2005-06
Total Income	1082.56	1001.10	1311.19
Profit / Loss after taxation	186.03	111.91	114.97
Equity Share Capital	1000	1000	1000
Reserves [excluding revaluation reserves]	5.98	5.98	5.98
Book Value per share [Rs.]	10.06	10.06	10.06
EPS per share [Rs.]	1.86	1.12	1.15

Other details relating to South India House Estates & Properties Limited

Registration Number : U65993TN1981PLC009029

Address of RoC : 2nd Floor, Shastri Bhawan
26, Haddows Road
Chennai :: 600 006

Disclosures

M/s. Infrastructure Leasing and Financial Services Limited [IL & FS] had filed a suit bearing C.S.No.:849 of 2002 in the Madras High Court against one Sical Ships Limited [which was later wound up] and the Company herein for recovery of a sum of Rs.8,25,82,788/- and for other reliefs. In the above suit, IL & FS inter alia had filed an application bearing O.A.No.:587 of 2003 for restraining the Parent Company Sical herein by way of injunction from transferring, alienating, encumbering shares in South India House Estates & Properties Limited [SIHEPL] being the subsidiary of Sical and O.A.No.588 of 2003 for an order of ad interim injunction restraining Sical, its directors or other persons acting through them [to accord any approval] check from alienating, encumbering or in any manner dealing with the assets, both movable and immovable of SIHEPL. Even though the said applications were contested by Sical, a Single Judge of the Hon'ble High Court of Madras vide common order dated 26.09.2003 had allowed the applications and had also passed a decree on admission in App. 2691 of 2003. Aggrieved by the common orders passed in application No.2691 of 2003 and OA Nos. 587 and 588 of 2003, Sical had filed appeals bearing OSA Nos. 221, 222 and 223 of 2004 before the Division Bench of Madras High Court and the said Division Bench had admitted the above appeals and has granted a stay of the decree passed in the said application. Originally the Division Bench of the said High Court had granted such stay on condition of the Company depositing a sum of Rs.3 crores within a period of 8 weeks. Sical had filed a Special Leave Petition against the order dated 30.11.2004 of the Division Bench of the Madras High Court, and the same had been tagged along with the special leave petitions filed by Southern Petrochemical Industries Corporation Limited against the above order dated 30.11.2004 before the Supreme Court as also another SLP. All the above special leave petitions had been dismissed by the Supreme Court vide order dated 31.03.2006. Thereafter Sical had filed CMP 5443/2006 in the above OSAs before the Division Bench of the Madras High Court seeking suitable directions. The Division Bench by its order dated 24.04.2006 had directed Sical to deposit a sum of Rs.5 crores

within a period of four weeks from the date of receipt of the said orders. Sical has also deposited Rs.3 crores on 05.05.2006 and Rs.2 crores on 29.05.2006, thereby complying with the orders of the Division Bench. In view of such compliance all further proceedings in pursuance of the decree passed by the Single Judge have been stayed. Hence at present out of the decretal amount of Rs.5.65 crores, a sum of Rs.5 crores has already been deposited into Court. Independently, IL & FS had also filed a winding up petition CP 104 of 2004 against Sical in the Madras High Court. However IL & FS had withdrawn the said CP against the company on 27th November, 2006, consequent to the Division Bench's order mentioned supra. SIHEL has also filed OSA 240 of 2004 after obtaining leave of the Division Bench, since it was not a party to the proceedings. SIHEL had also filed CMP 2 of 2007 to permit SIHEL to use, dispose, deal or alienate with its assets as it may deem fit without any fetters and pass such further or other orders as the Hon'ble High Court may deem fit in the circumstances of the case. The Learned Division Bench of the Madras High Court has since passed further orders in the matter and a copy of the order of the court is awaited.

PROMOTERS

SICAL LOGISTICS LIMITED

Sical Logistics Limited was incorporated as a private limited company on 06th May 1955 under the name and style of South India Corporation [Agencies] Limited and was converted into a public company in the year 1981. The name of the company was changed to Sical Logistics Limited effective 14th February, 2006.

Sical's equity shares are currently listed with NSE and BSE. The FCCBs issued by the Company are listed with Singapore Exchange Securities Trading Limited.

Sical Logistics Limited's business is mainly focused on Bulk Logistics, Container Logistics and Offshore Logistics. Bulk Logistics division is to manage the movement at port and in land, of dry and liquid bulk cargo such as coal, coke, iron ore, cereals, petroleum, chemicals and edible oils. Port services include stevedoring, shipping agency and custom house agency at the major Indian ports namely, Tuticorin, Visakhapatnam, Goa, Mangalore, Kandla. Inland operations include 3000 trucks and a network of 100-plus covered warehouses across India out of which 500 trucks are owned and balance 2500 hired. GSM/GPS systems for real-time tracking of high value cargo is in place. This division also provides Customs House Agency at Chennai, Tuticorin, Visakhapatnam, Kandla, Haldia, Paradip, Goa Ports and ship agency at all major and intermediate ports. The Company has an exclusive walk-in bulk cargo berth at Chennai port.

Container Logistics Division is to manage shipping containers as they are moved in and between container terminals, container freight stations and inland container depots. The Company's JV with PSA Sical, manages the container terminal at Tuticorin. Sical Distriparks Limited, a subsidiary, owns and operates Container Freight Stations at Tuticorin, other CFSs/ICDs are at Chennai, Visakhapatnam, Tuticorin and Ennore. Value added services such as bagging, palletizing, strapping, and shrink packing.

Offshore Logistics division has the latest generation MK2 class PSV, Sical Torino, services deepwater rigs in the North Sea. The latest addition to this is Sical Portofino the cutting suction dredger currently under charter in the Chinese Sea catering to the need of China Dredging Corporation.

The Company has formed Special Purpose Vehicles [SPVs] for the development of road terminals, container terminals on BOT basis and operation of container trains based on licence from the Ministry of Railways viz. Sical Iron Ore Terminals Limited, Sical Multimodal and Rail Transport Limited, Nagpur Sical Gupta Logistics Limited, Nagpur Sical Gupta Road Terminal Limited.

The following are the credentials for the company.

Sole bulk cargo logistics provider in the India Shipping and Logistics Sector Rankings for 2006 – Dun & Bradstreet.

Tuticorin Container Terminal ranked joint #1 among global peers on technical efficiency, scale efficiency, overall efficiency – Global benchmark study conducted by Wharton Business School for the Indian Government.

“Best Business Partner” for handling largest volume of cargo in the year from Chennai Port Trust for three consecutive years from 2003-04.

Has surpassed the earlier records in handling volumes in a single day at Ennore Port and Tuticorin Port.

For Fiscal 2006-07, on a consolidated basis, the total income [net of excise duty on sales] of Sical Logistics Limited was Rs.107819.17 lacs and the net profit for the year was 4503.78 lacs. As on 31st March, 2006, on a consolidated basis, the total assets of Sical Logistics Limited were Rs.41570.95 lacs and its total paid-up share capital and reserves and surplus were 35215.39 lacs

Shareholding Pattern

The Shareholding Pattern of Sical Logistics Limited as of 01st March, 2008 is as below:

Category	No. of Shares Held	Shareholding [%]
Promoters	17033851	43.100
Venture Capital Funds	5250000	13.284
Mutual Funds and UTI	1256538	3.179
Foreign National	250	0.001
Banks, Financial Institutions. Insurance Companies	903406	2.286
Foreign Institutional Investors	8479803	21.456
Private Corporate Bodies	2233972	5.653
Indian Public	4243616	10.737
NRIs/OCBs	85509	0.216
Trusts	1851	0.005
Others	32688	0.083
Total	39521684	100

Board of Directors

The details of the Board of Directors of Sical Logistics Limited as on 15th March, 2008 are as given in the table below:

Name	Designation
Mr. Ashwin C Muthiah	Chairman
Mr. Dhananjay Narendra Mungale	Director
Mr. H.R. Srinivasan	Director
Mr. Karthik Menon	Director
Mr. Mano Vikrant Singh	Director
Mr. Luis Miranda	Nominee Director – IDFC PE
Mr. M. Chandrasekaran	Nominee Director – IDFC PE
Mr. Sanjiv Ralph Noronha	Director
Mr. Sudhir S Rangnekar	Managing Director & Group CEO

Financial Performance

The unconsolidated financial results for Sical Logistics Limited for Fiscal 2004, 2005 and 2006 are as follows:

Rs. In lacs

Particulars	2004-05	2005-06	2006-07
Total Income	122150.65	96921.94	101086.30
Profit / Loss after taxation	3113.42	5368.61	3261.62
Equity Share Capital	2755.11	3018.97	3018.97
Reserves [excluding revaluation reserves]	13096.50	27621.24	28676.79
Book Value per share [Rs.]	71.68	103.81	106.51
EPS per share [Rs.]	10.15	19.14	10.83

Other details relating to Sical Logistics Limited

Registration Number : L51909TN1955PLC002431

Address of RoC : 2nd Floor, Shastri Bhawan
26, Haddows Road
Chennai :: 600 006

Sical Logistics Limited has confirmed that it has not been detained as willful defaulter by the RBI or any other governmental authority and there are no violations of securities laws committed by them in the past or are pending against them.

Details of last public / rights issues and offerings

The details of changes in the issued share capital of Sical including the bonus, rights and preferential allotment on various occasions is furnished below.

Date of Allotment	Number of Equity Shares	Cumulative Number of Equity Shares	Par Value	Issue Price
31.03.93	1526738	1526738	Rs.10 each	Rs.10 per share
31.03.94	2960318 ^[1]	4487056	Rs.10 each	Rs.50 per share
31.03.96	[-]228260 ^[2]	4258796	Rs.10 each	Rs.10 per share
31.03.97	6961081 ^[3]	11219877	Rs.10 each	Rs.10 per share
31.08.98	14075292 ^[4]	25295169	Rs.10 each	Rs.10 per share
31.03.99	40000 ^[5]	25335169	Rs.10 each	Rs.10 per share
31.03.00	2238198 ^[6]	27573367	Rs.10 each	Rs.10 per share
20.01.06	2638655 ^[7]	30212022	Rs.10 each	Rs.357 per share
24.04.2007	52,50,000 ^[8]	35462022	Rs.10 each	Rs.222 per share
16.07.2007	41,00,000 ^[9]	39562022	Rs10 each	Rs.252 per share

- [1] of the above, 543,450 equity shares were issued as bonus shares and the balance were issued on rights basis.
- [2] Consequent to merger of 9 investment companies, 228,260 equity shares held by them were cancelled.
- [3] Of the above, 4,218,458 equity shares were issued as bonus shares and 2,827,423 were issued to the shareholders of amalgamated companies [ACT & MIPL] and the balance 84,800 shares were cancelled.
- [4] Of the above, 4,214,382 equity shares were allotted to the shareholders of amalgamated company [Trichy Everest] and the balance 9,860,910 equity shares were allotted to the Preference Shareholders by conversion.
- [5] 40,000 equity shares were allotted to the shareholders of amalgamated company.
- [6] 2,238,198 equity shares were allotted to the shareholders of amalgamated company [Mac Agro].
- [7] 1,232,492 equity shares were allotted to HDFC and 1,406,163 equity shares to ICICI Bank in debt swap. 1,820,728 equity shares were allotted to third parties. All shares were allotted at a premium in accordance with applicable SEBI formula
- [8] 52,50,000 equity shares were allotted to IDFC Private Equity Company Limited on 24.04.2007 on preferential basis.
- [9] 20,50,000 equity shares each were allotted to Credit Suisse Singapore Limited and Macquarie Bank Limited on 16.07.2007 on preferential basis.

Sical Logistics Limited has not made any public issue or rights issue in India in the last three years. Sical Logistics Limited issued Zero Coupon Foreign Currency Convertible Bonds in Fiscal 2006 amounting to USD 75 million.

Promise vs Performance

There were no projections made during the issuance of Sical Logistics Limited's Foreign Currency Convertible Bonds.

Information about Share Price

The shares of Sical Logistics Limited are listed on the BSE and NSE. The monthly high and low of the market price of the shares on BSE and NSE for the last six months are as follows:

Month	NSE [in Rs.]		BSE [in Rs.]	
	High	Low	High	Low
September 2007	257.60	239.15	256.70	236.80
October 2007	247.35	199.50	247.80	199.70
November 2007	246.05	211.15	246.60	210.95
December 2007	311.05	222.65	312.30	226.05
January 2008	350.70	204.60	348.85	204.55
February 2008	244.15	198.05	244.20	195.15

Source : www.bseindia.com / www.nseindia.com

Mechanism for redressal of Investor Grievance

Sical Logistics Limited has constituted a Shareholders/Investors Grievance and Share & Debenture Committee which meets as and when required to deal with matters relating to transfer / transmission of shares and monitors redressal of complaints/grievances from shareholders relating to transfers, non receipt of balance sheet, non receipt of dividend warrants, etc. Typically the investor grievances are dealt within a fortnight of receipt of the complaint from the investor. As of 01st March, 2008, there are no undisputed investor complaints that were unresolved.

CURRENCY OF PRESENTATION

In this Information Memorandum all references to “Rupees” or “Rs.” Are to Indian Rupees, the legal currency of the Republic of India.

DIVIDEND POLICY

Dividend is intended to be declared based on the quantum and availability of future profits and will be disbursed based on shareholder approval based on the recommendation of the Board of Directors.

Sicagen India Limited has not paid any dividend in the past.

SECTION V

FINANCIAL INFORMATION OF SICAGEN INDIA LIMITED

The Audited Financial Statements of Sical Logistics Limited as at 30th September, 2006 as per the Scheme of Arrangement between Sical Logistics Limited [Remaining Undertaking] and Sicagen India Limited [Transferred Undertaking] are furnished for the purpose of this Information Memorandum.

FINANCIAL AND OTHER INFORMATION OF GROUP COMPANIES

Prior to the approval of the Scheme of Arrangement, Sicagen India Limited was 100% subsidiary of Sical Logistics Limited. The details of subsidiaries of Sical Logistics Limited in which Sical holds 51% or more of the shareholdings is furnished in further paragraphs.

SICAL IRON ORE TERMINALS LIMITED

Sical Iron Ore Terminals Limited was incorporated as a public limited company on 05th day of September, 2006 with Corporate Identity Number : U13100TN2006PLC061022 and the Certificate for Commencement of Business dated 31st January, 2007 from the Registrar of Companies, Tamil Nadu, Chennai. The Registered Office of the company is situated at 73, Armenian Street, Chennai :: 600 001.

Sical Iron Ore Terminals Limited is a special purpose vehicle formed by the Sical led consortium for implementing the project of establishing a Common User Iron Ore Terminal on BOT basis for a period of 30 years at Ennore Port. The terminal has a planned capacity for 12 million tonnes of cargo per year with a stack yard of 1.2 million tonnes, expandable to 15/20 million tonnes per year. Facilities include a jetty, ship loader, mechanized handling system with conveyor, storage, a wagon unloading system and a railway yard. The Concession Agreement has been entered into with the Ennore Port. The project activities have commenced on 06th February, 2008 and is expected to be completed within 30 months.

The company is yet to commence its operations and hence the financials of the company are not furnished.

The current shareholding pattern of the Company is:-

Name of the shareholder	%
Sical Logistics Limited	89
L&T IDPL	11

The current directors on the Board of Sical Iron Ore Terminals Limited are:

Sl. No.	Name of the Director	Position
1.	Mr. Karthik Menon	Chairman
2.	Mr. Sudhir S. Rangnekar	Director
3.	Mr. V. Ganesh	Managing Director

SICAL MULTIMODAL AND RAIL TRANSPORT LIMITED

Sical Multimodal and Rail Transport Limited was incorporated as a public limited company with Corporate Identity Number U60232TN2007PLC063378 on 07th day of May, 2007 and Certificate for Commencement of Business on 03rd day of July, 2007. The name of the company was changed to Sical Multimodal and Rail Transport Limited by a fresh certificate of incorporation issued by the Registrar of Companies, Tamil Nadu, Chennai on 01st day of August, 2007. The Registered Office of the Company is situated at 73, Armenian Street, Chennai :: 600 001.

Sical Multimodal and Rail Transport Limited, a special purpose vehicle [SPV] will operate and manage pan-India container train operations and it has successfully signed the Concession Agreement with the Indian Railways. The Company has purchased one rake and has commenced its operation by moving copper concentrate for Hindustan Copper Limited from Hatta Road Railway Station in Balaghat District, Madhya Pradesh to their factory at Khetri in Rajasthan on 06th March, 2008 by rail. The contract is for movement of copper concentrates/copper cathodes to and from HCL's factories at Ghatsila [in Jharkhand] and Khetri [in Rajasthan].

Currently 100% of the shares are held by Sical Logistics Limited.

Shareholding Pattern

Name of the Shareholder	%
Sical Logistics Limited	100%

This company has been working out synergies and entering into joint venture agreements/ contracts with the existing cargo carriers / ICD operators for improved performance. The company has formed joint venture with Shrinivasa Roadways Corporation in the name of Sical Hambuja Logistics Private Limited and this company has been formed to move domestic rail cargoes. Order has been placed for procurement of rakes. Also for the operation of rail terminal at Melpakkam, the company has entered into a joint venture agreement with Sattva, the existing ICD operator at Arakkonam under the name and style Sical Sattva Rail Terminal Limited.

Since the company was incorporated only during this fiscal 2007 and as the operations have just started, no financials are presented in this information memorandum.

The current list of Directors on the Board of Sical Multimodal and Rail Transport Limited is:-

Sl. No.	Name of the Director	Position
1.	Mr. Karthik Menon	Director
2.	Mr. Sudhir S. Rangnekar	Director
3.	Mr. P.G. Thyagarajan	Managing Director

NAGPUR SICAL GUPTA LOGISTICS LIMITED

Nagpur Sical Gupta Logistics Limited was incorporated as a public limited company with Corporate Identity Number U63011MH2006PLC164369 on 06th day of September, 2006 as Sical Gupta Logistics Limited and the name of the company was changed to Nagpur Sical Gupta Logistics Limited by the fresh certificate of incorporation issued by the Registrar of Companies, Maharashtra, Mumbai on 18th day of April, 2007. The Registered Office of the Company is situate at Shriram Towers, 7th Floor, S.V. Patel Marg, Kingsway, Nagpur :: 440 001.

Shareholding Pattern of the company is:-

Name of the shareholder	%
Sical Logistics Limited	51
Gupta Logistics Limited	23
Maharashtra Airport Development Company	26

Nagpur Sical Gupta Logistics Limited is an SPV formed by the Sical led consortium with Maharashtra Airport Development Corporation and Gupta Coal India Limited for developing the Rail Terminal at the Multimodal International Hub Airport at Nagpur [MIHAN] on BOT basis. The company is installing rail infrastructure to handle container flat rakes with an annual handling capacity of 150,000 TEUs.

The company is yet to commence its operations and hence the financials of the company are not furnished.

NAGPUR SICAL GUPTA ROAD TERMINAL LIMITED

Nagpur Sical Gupta Road Terminal Limited was incorporated as a public limited company with Corporate Identity Number U45202MH2007PLC169997 on 16th day of April, 2007 with the Registrar of Companies, Maharashtra, Mumbai. The Registered Office of the Company is situate at Shriram Towers, 7th Floor, S.V. Patel Marg, Kingsway, Nagpur :: 440 001

Shareholding Pattern of the company is:-

Name of the shareholder	%
Sical Logistics Limited	51
Gupta Logistics Limited	23
Maharashtra Airport Development Company	26

Nagpur Sical Gupta Road Terminal Limited is an SPV formed by Sical led consortium with MADC and Gupta Coal India Limited for developing the MIHAN

Road Terminal on a 60 hectare plot on 66-year lease. The terminal is slated to contain truck parking facilities, warehouses, cold storage and open stacking areas.

The current directors on the Board of the Company are

Sl. No.	Name of the Director	Position
1.	Mr. R.C. Sinha	Chairman
2.	Mr. L.R. Sridhar	Director
3.	Mr. Padmesh Gupta	Director
4.	Mr. Karthik Menon	Director
5.	Mr. Sudhir S. Rangnekar	Director

The company is yet to commence its operations and hence the financials of the company are not furnished.

SICAL INFRA ASSETS LIMITED

Sical Infra Assets Limited was incorporated as a public limited company with Corporate Identity Number U45203TN2007PLC063432 on 09th May, 2007 in the name of Sical Infrastructures Limited and Certificate for Commencement of Business was issued on 14th day of May, 2007 by the Registrar of Companies, Tamil Nadu, Chennai. The name of the company was changed to Sical Infra Assets Limited on 03rd July, 2007. The Registered Office of the Company is situate at “South India House”, 73, Armenian Street, Chennai :: 600 001.

Shareholding Pattern of the company

Name of the shareholder	%
Sical Logistics Limited	74
Old Lane Mauritius IV Limited	26
Total	100

This company was formed for the purpose of housing the infrastructure projects of the company and to bid for and execute future projects on BOT basis.

The Company was successful in getting a joint venture partner M/s. Old Lane Mauritius IV Limited a FVCI registered with SEBI. The Company has received an investment of USD 26 million from M/s. Old Lane after obtaining necessary FIPB approvals.

The current list of directors are:

S. No.	Name of the Director	Position
1.	Mr. Ashwin C Muthiah	Chairman
2.	Mr. Karthik Menon	Director
3.	Mr. Luis Miranda	Nominee Director – IDFC PE
4	Mr. Hariharan Aiyar	Director

The company is yet to commence its operations and hence the financials are not provided.

SICAL DISTRI PARKS LIMITED

The company was incorporated as a public limited company in the year 1995 under the name and type of MAC CWT Distriparks Limited and later on the name was changed to Sical CWT Distriparks Limited in the year 2000 and as Sical Distriparks Limited in the year 2006. The Registered Office of the company is situated at 32, Rajaji Salai, Chennai::600 001.

The current shareholding pattern of this company is

Sl. No.	Name	%
1.	Sical Infra Assets Limited	83.89
2.	South India House Estates & Properties Limited	6.10
3.	S. Chandra Das	10.00
4.	Others	0.01
	Total	100

This company offers container logistics solutions with container yards, bonded and general warehousing, reefer storage and third party logistics. The company has an exclusive contract with Maersk for enblock movement of containers. The company operates the CFS / ICDs in Chennai, Vizag, Tuticorin and Noida.

The unconsolidated financial results for Sical Distriparks Limited for the Fiscal 2004, 2005 and 2006 are as follows:

Rs. In lacs

Particulars	2004	2005	2006
Total Income	1060.39	2078.06	3037.44
Profit / Loss after taxation	83.37	212.13	368.46
Equity Share Capital	1000.00	1000.00	1000.00
Reserves [excluding revaluation reserves]	548.15	760.28	1128.74
Book Value per share [Rs.]	15.86	17.60	21.29
EPS per share [Rs.]	0.83	2.12	3.68

The current list of directors of this company is:

S. No.	Name of the Director	Position
1.	Mr. Ashwin C Muthiah	Chairman
2.	Mr. L.R. Sridhar	Whole-time Director & CEO
3.	Mr. S. Chandra Das	Director
4.	Mr. Sudhir S. Rangnekar	Director

BERGEN OFFSHORE LOGISTICS PTE.LTD.

Bergen Offshore Logistics Pte. Ltd. Was incorporated in the Republic of Singapore on 29th August, 2006 with Company Registration Number 2006-12575-G. The entire share capital of this company was acquired by Sical Logistics Limited in October, 2006 and thus this company became the 100% subsidiary of Sical Logistics Limited. Bergen holds 100% of the share capital of Norse Global Offshore Pte. Ltd.

This Company has the PSV Sical Torino, 73.4 m long, 3570 tonne, DP2 and FiFi capable, latest generation MK2 class platform supply vessel serving deepwater offshore rigs in the North Sea for global oil companies. The cutting section dredger Sical Portofino is the dredger currently in operation at China for China Dredging Corporation.

The current list of directors of this Company are:

Sl. No.	Name of the Director	Position
1.	Mr. Ashwin C Muthiah	Director
2.	Mr. Sudhir S. Rangnekar	Director
3.	Mr. Luis Miranda	Director

The financial performance of this company during the fiscal 2006 is

Rs. In lacs

Particulars	2006-07
Total Income	2027.36
Profit / Loss after taxation	579.04
Equity Share Capital	8536.70
Reserves [excluding revaluation reserves]	-
Book Value per share [Rs.]	47.98
EPS per share [Rs.]	3.05

MANAGEMENT DISCUSSION & ANALYSIS OF THE FINANCIAL CONDITION AND RESULT OF OPERATIONS AS REFLECTED IN THE FINANCIAL STATEMENTS

The Company was incorporated initially as a Public Limited Company on 11th day of June, 2004 under the name and style of “SICAL LOGISTICS LIMITED” under the provisions of the Companies Act, 1956, in the state of Tamil Nadu. Subsequently, the name of the company was changed to “SICAGEN INDIA LIMITED” on 10th day of February, 2006 pursuant to the fresh certificate of incorporation issued by the Registrar of Companies, Tamil Nadu, Chennai. The Registered Office of the Company was at “South India House”, 73, Armenian Street, Chennai :: 600 001. The Registered Office was shifted to “Adyar House”, Chennai :: 600 085 with effect from 01st February, 2008. The Company was a non operating company.

Pursuant to a Scheme of Arrangement between the Transferor Company and the Transferee Company, the Trading, Services and Coffee Plantation undertakings of the Transferor Company as a going concern together with all the assets and liabilities relating to the Trading, Services and Coffee Plantation undertakings is transferred to and vested in the Transferee Company with effect from 01st October, 2006. Therefore the main source of Company’s income will be from the operations of the Trading, Services and Coffee Plantation undertakings.

For details on Trading, Services and Coffee Plantation undertakings with all the assets and liabilities which was transferred to and vested in the Company, please see sections titled “**OBJECTS OF THE SCHEME OF ARRANGEMENT**”.

SECTION VI – LEGAL & OTHER INFORMATION

There are no pending litigations by or against the company prior to the Scheme of Arrangement. Upon the demerger coming into effect, the following pending litigations stand transferred from Sical Logistics Limited to Sicagen India Limited and the details are furnished hereunder.

S.No.	Case No./ Court	Party	Nature of the case	Status
1.	C.S.No.712 of 2006 High Court, Madras	SICAL -Vs- M/s.Raja Tools and Tubes.	Suit filed against M/s.Raja Tools & Tubes - for recovery of Rs. 34,91,631.72	Court has ordered the defendants to pay a sum of Rs.47,00,000/- along with future interest @ 24% per annum.
2.	OS.No.42/2006 Hon'ble II ADJ, Pondicherry	The Inspector General of Police, Pondicherry -Vs- GEW	Suit filed by The Inspector General of Police for Rs.81,62,665/- towards breach of contract since the boat constructed for patrolling In sea did not meet their specifications.	Detailed written statement has been filed.
3	OP.354 & 372 of 1999 National Consumer Disputes Redressal Commission, New Delhi	SICAL (GEW) -Vs- New India Assurance Company Ltd.,	Barges damaged – claim for Rs.4 crores - Consumer case filed by the company against the insurance Company.	The case is pending for listing.
4	AP.No.459/ 2001 State Consumer Redressal Commission Chennai	ACT India -Vs- S.Varadarajan	Appeal preferred against ex-parte order directing ACT to pay Rs.2 lacs as compensation.	Pending for hearing.
5	OP.No.934/20 00 Dist. Consumer Disputes Redressal Forum, Chennai-4	A.Christopher -Vs- ACT India	Customer not satisfied with the engine of the purchased Ambassador car and hence seeks replacement.	Pending for orders.

S.No.	Case No./ Court	Party	Nature of the case	Status
6	OP.No.486/2 001 Dist. Consumer Disputes Redressal Forum, Chennai	G.Annadurai -Vs- ACT India	The customer purchased an Ambassador Car on 21.03.2001 for Commercial use. The case is for compensation of Rs.78,263/- towards undervaluation on the value of the car for coverage of insurance and Rs.10,000/- towards mental agony.	Pending for orders
7	OP.No.234/2 002 Dist. Consumer Disputes Redressal Forum, Chennai	S.Muthupandi -Vs- ACT India	Complaint against manufacturing defect of broken crank shaft of the engine of the Ambassador car.	Posted for filing written arguments.
8	OP.No.383/2 007 Dist. Consumer Disputes Redressal Forum, Chennai	Jaffar Khan -Vs- ACT India	Compensation of Rs.2,60,000/= is claimed for non receipt of service book by the complainant against purchase of 2 TATA LPT 2515 TCIC chassis. The complainant said that he has not yet received the service book for which he has claimed compensation of Rs.2,60,000/-	Counter statement filed.

CRIMINAL COMPLAINTS INITIATED BY THE COMPANY.

S.No	Case No./ Court	Party	Nature of the case	<u>Status</u>
9	CC.No.5437/ 2000 XV M.M.Court G.T.Chennai	SICAL -Vs- Shanti Swarup	Complaint against dishonour of Cheques for Rs.3,00,100/- and no response for the lawyer's notice towards supply of construction materials.	Case is likely to be dismissed since NBW could not be executed against the accused since the accused could not be traced.
10	CC.No.9725/ 2001 V M.M.Court, Egmore Chennai	ACT India -Vs- Jescintha Amarnath	Complaint against return of two cheques each of Rs.45,000/- got bounced.	The case is now posted for hearing for issue of Non-Bailable Warrant.
11	CC.No.1825/ 98 XVIII MM Court Saidapet, Chennai	ACT India -Vs- Synergy Financial Exchange Ltd.	TATA vehicle was sold to Synergy financial Exchange Ltd. towards which cheques were received for Rs.6,89,614/- & for Rs.16,323/- got bounced.	Since it is not possible to execute the warrants, an application for proclamation has been filed.

Pending Litigations of Promoter Company viz. Sical Logistics Limited.

LABOUR CASES

S.No.	Case No./ Court	Party	Nature of the case	<u>Current Status &</u>
1	ID.654/98 II Addl.Labour Court	Lalitha Mahadevan -Vs- SICAL	Termination on account of misconduct. Hence, Industrial dispute for reinstatement and backwages.	Order in favour of the petitioner. A Memo of Settlement is pending with the Petitioner.
2	ID.660/99 I Addl. Labour Court Chennai	D.Samuel (Driver) (Ragavendra Services) -Vs- ACT India	LAB Tanker met with an accident on 27.2.97 while going to Chandigarh and after March 97 the driver was engaged on contract basis, but didn't report for duty. He filed a case for reinstatement and backwages as if he was a regular employee.	Case was dismissed on default. Order copy awaited.
3	ID.380/99 Labour Court, Chennai	Kaleeswaran -Vs- ACT India	Business target not achieved and performance was below average. Hence was suspended, enquiry instituted and dismissed w.e.f.9.6.1994.	Orders reserved.
4	CP.No.621 of 2005 1 st Addl. Labour Court, Chennai	Mrs.Krishnaveni -vs- SICAL	Krishnaveni, w/o Kuppuraj filed a case demanding difference in minimum wages – PF, gratuity, bonus aggregating to Rs.3,50,000	The case is posted for settlement.

S.No.	Case No./ Court	Party	Nature of the case	Current Status &
5	WC.No.207/2007 DCL-I, Chennai - 6	V.Pakthan -vs- Sical Logistics Limited	On 5.12.2006 company's Tanker Lorry dashed against the oil Tank vehicle, resulting in casualty of P.Dhanasekar. The case is for compensation of Rs.10,00,000/-	Counter being filed.
6	WC.No.217/2007 DCL-I, Dindigul	Murugesan -vs- Sical Logistics Limited	On 28.04.2007, Murugesan a contract labour met with an accident resulting in injury. The case is for compensation of Rs.6,00,000/-	The case is now posted for hearing.
7	IT/REF/04/05 Labour Court, Goa	Smt. Theresa Fernandes - Vs - Sical	Smt. Theresa Fernandes was working as Typist/Telex operator in Goa office since 1.1.1984. She was terminated from the services on 09.06.2004 vide order HR:SICAL:HO:5864. She filed the case against the order of termination.	Counter statement filed.
8	Reference No.CGIT-2/39 of 2007 CGIT, Mumbai	Mr.Raymond Fernandes - vs - Sical	Mr.Raymond Fernandes alleges that he was working as a watchman at the company's office in Mormugao Harbour, Goa since 29.06.2004. He alleges that he was terminated from the services on 28.09.2006. He has claimed reinstatement with full back wages and continuity of service.	This case has been posted for hearing.
9	WC.No.95/2003 DCL-I, Tirunelveli	M.Ganesan -vs- Sical Logistics Limited	Case was dismissed for default.	Awaiting orders.

(b) Appeal case & high court cases.

S.No.	Case No./ Court	Party	Nature of the case	Status
10	C.M.A.No.760/1999	SICAL -Vs- Shanmugathai	Accident on 29.6.1997 - our contract driver was injured and died; his wife has filed the case for workmen compensation. DCL vide. his order dt.22.7.1999 directed us to remit Rs.1,99,400/-. Hence, we filed an appeal before High Court, and obtained stay.	Necessary amount has been deposited. The case has been transferred to High Court, Madurai. Awaiting final hearing.
11	CMA.No.1033/2001 High Court, Chennai	ACT India -Vs- Rani (Mother of deceased Saravanan) elec. Contract Worker	One Saravanan Drowned in pond on 18.02.1999 at Athipatu thermal Power station. His mother filed a case for compensation. DCL ordered principal employer NTPC to pay the compensation. ACT India (SICAL) to indemnify the compensation. On an appeal preferred by SICAL, High Court Ordered interim stay dt.21.8.2001 against the Order of DCL.. vide order dated 04 th august 2005 Honble High court permitted to withdraw 50% of the amount by the deceased mother and the remaining is to be deposited in a nationalised bank.	The case is pending for final hearing.
12	A.S. 1013 of 2003 Filed in Chennai high court	Tata Tea Ltd -Vs- South Trading & another.	We are cited as second respondent in this case. Case preferred by Tata against the order to pay Rs. 3,88,182/- In an interim stay moved by Tata for depositing 50% of suit value. Accordingly an interm order was passed on 26 th Aug 2004.	The case is pending for final hearing.

S.No.	Case No./ Court	Party	Nature of the case	Status
13	Cont.No 897/07 & W.P.12754/04	Gnanaselvi Udayakumar -Vs- Mac Agro Industries Ltd.	Mrs Gnanaselvi worked in MAC as accountant. Long absence without any previous intimation led to dismissal against which an appeal was preferred before the Tamilnadu shops & estab and against an order dated 30.12.03, the said appeal was allowed. was pleased to allow the said appeal. Against that a writ was filed against which an order was passed for depositing Rs.3,00,000 [30%] of back wages and the same has been deposited.	Final hearing pending.
14	A.S No. 614/06 against O.S.N0. 587 of 86	Sical logistics ltd-vs- Port trust. and Ganeshan & co.	Appeal filed against order directing for payment of Rs.23,324 with 12% interest to the port trust for damages.	Appeal dismissed. Order copy awaited.
15	WP.2539/2001 High Court, Chennai	S.Rangabashyam (Father of deceased trainee engineer Arul) -Vs- SI Sugars	Mr.Arul - Trainee Engineer committed suicide on 24.03.1995 within the campus of South India Sugars. His father filed a Writ Petition (Mandamus) before High Court, Chennai - for investigation regarding death of his son and compensation.	The Writ Petition was dismissed. However, company was directed to pay all the terminal benefits due to the petitioner's son to the petitioner. Received order copy dated 20/11/06. Company is willing to settle the terminal benefits but there is no claim by the petitioner [deceased's father].

(b) High Court Cases filed against the Company by individuals / Corporate.

S.No.	Case No./ Court	Party	Nature of the case	Status
16.	CS(OS) 1798 of 2007	M/s. United India Insurance Co. Ltd & Anr - vs - M/s. Dynamic Movers Pvt. Ltd & Sical	M/s. United India Insurance Co. Ltd had filed this case against M/s.Dynamic Movers Pvt. Ltd and Sical after obtaining subrogation power from M/s.L.G.Electronics for recovery of Rs.21,05,270/- along with interest @ 24% p.a. This case is a summary suit and we need to condone the delay for not entering our appearance in time and to file a Leave to Defend subsequently.	Our appearance in this case has been recorded and a detailed application for condoning the delay has been filed. Petitioner has sought reliefs against respondent 1 to 6 only. i.e. Union of India, ONGC, Min of petroleum, DG Shipping, Great OffShore Ltd, HAL OffShore Ltd.
17.	C.M.ANo. 926 of 2007 Against W.c.No.125 of 2004	Pandiammal -Vs- SICAL	Pandiammal & others are legal heirs of lorry driver Nagarajan who died in an accident. W.C ordered insurance to pay Rs. 3,50,000/-. Against that insurance filed C.M.A.	Admitted & pending for listing at Madurai High Court.

(c) Cases in Debt Recovery Tribunals filed against the Company.

S.No.	Case No./ Court	Party	Nature of the case	<u>Status</u>
18	OA.5/2005 DRT - I, Chennai	Oriental Bank of Commerce -Vs- SICAL	Oriental Bank of Commerce has filed a suit for recovery of dues of Rs.6 crores plus interest @ 18% p.a.	Written Statement was filed , Case is pending for argument. The company is also looking out on the possibility of One Time Settlement.

S.No.	Case No./ Court	Party	Nature of the case	Status
19	I.A.I.N.No.6041 &6042 of 2007 in O.A.No.51/2005 DRT, Chennai	State Bank of India -vs- M/s.Karware impex Ltd.	From Madhavaram Godown 335.293 MTs of imported Stainless Steel / Coils were released to M/s.Karware Impex while there existed an order of attachment, over the goods delivered, in the DRT for the payment of bankers dues. Hence, State Bank of India filed a case against M/s.Karware Impex and Sical Logistics.	Case is pending before the recovery officer.

Cases Pending in city courts

S.No.	Case No./ Court	Party	Nature of the case	<u>Status</u>
20.	A.S.No.90/2004 VI Addl. City Civil Court, Chennai	ACT India -Vs- TPL & United India Insurance Company	Suit for Rs.1,56,105 filed by TPL & UII was decreed. (loss of goods). Company appealed against the decree. Appeal was admitted and stay granted.	Appeal partly allowed. Awaiting order copy for deciding on further course of action.
21.	OS.No.13537/96 VIII Asst. City Civil Court, Chenani	TPL & United India Insurance Company -Vs- ACT India	ACT Lorry met with an accident on 10.9.1993 . TPL's product LAB worth Rs.1,74,595/- was lost. United India Ins. Co., paid a sum of Rs.1,71,280/- to TPL on 25.2.94. and filed a suit against ACT India on 2.9.96 for recovery of Rs.1,71,280/- together with interest and costs.	Suit has been decreed.

4. CRIMINAL COMPLAINTS INITIATED BY THE COMPANY.

S.No.	Case No./ Court	Party	Nature of the case	<u>Status</u>
22.	CC.No.2200/2002 VII MM court George Town, Chennai	Sical -Vs- Venkatesa Paper Board & Others	A Cheque for a value of Rs.28,66,480.55 dishonoured	As Venkatesa Paper Board failed to pay the amount in accordance with he Memo of compromise, the issue was moved through the Court for proclamation. The case is pending for hearing.
23.	CC.No13629/04 VII MM George Town.	ACT -Vs- Universal Abrasives	A Cheque given by Universal Abrasives towards utilising the open land at Tuticorin for value of Rs.15,00,000/- bounced back.	Case is posted for hearing in August 2008. In the meanwhile, negotiation is in process for an out of court settlement.
24.	C.C.N.o 3694 of 04 MM. calcutta	Rastriya Udhyog Ltd. Vs South india corp.	Matter was settled under memo of compromise outside the court. Proof of settlement has been filed.	Matter is posted for hearing in May 2008.
25.	C.C.N.o 919/19/07 MUMBAI 28 th MM	SICOM Vs South india corp.	Company filed a revision petition before the High Court. High court issued stay. Cause of matter was settled before.	Matter is posted for hearing in May 2008
26.	CC.NO.1123 of 2006 VIII MM George Town, Chennai	M/s Sical Specialty Chemicals -Vs- Mr.L.Maheswar an M/s.Vinayaga Impex.	Recovery of Rs.53,385/- under Sec138 of N.I Act.	Notice pending to be served to parties.

OTHERS

S.No	Case No./ Court	Party	Nature of the case	Status
1.	Appl.No.1058/2002 in C.S.172/2002 High Court, Chennai	Periakaruppan Prop. of Rajkumari Traders -Vs- SICAL	Periyakaruppan filed a suit for a claim of Rs.38.63 lacs (towards the price of old bottles supplied to Southern Agrifurane Industries Ltd.)	Company filed a statement of accounts during the last hearing and the court has ordered to submit the entire Invoices pertaining to the transactions with Rajkumari Traders. Case is pending for listing.
2.	CESTAT- Appeal No. C/184/2001	South India Corporation(Agencies) Ltd - Vs- commissioner of customs ,Trichy.	Company had an EPCG Licence for import of capital goods to manufacture & export individually Quick Frozen Shrimps & other marine products. The license was issued with the condition that an export obligation to the extent of 4 times of the value within a period of 5 years from the date of clearance of first consignment is to be fulfilled. MAC Industries imported the capital goods for a total value of Rs. 76,18,497/- CIF. but could not meet the export obligations.	Case is posted for hearing in April, 2008.

S.No	Case No./ Court	Party	Nature of the case	Status
			<p>In the mean time a PIL Was filed by M.C Metha for closure of Aqua Culture Farms in 1996 and S.C ordered to close the farm which are within 500mm of coastal line which lead to closure of the farms and hence unable to meet the export obligation. Commissioner of Customs ordered to pay, Rs.15,00,000/- duty plus penalty of Rs.5,00,000/- & interest of Rs.14,99,636/- on 12.03.2001.</p> <p>An appeal was made against this order and an amount of Rs.15,00,000 has already been paid.</p>	
3.	CP.160/2003 Labour Court, Chennai	Manoharan & others Vs SICAL	Case is in final disposal list.	The case is posted for enquiry.
4.	ID.No.745 to 754 / 2002 II Addl. Labour Court	K.Iraivan & 9 others - vs - SICAL	The case relates to reinstatement or higher compensation. An offer was made for settlement at Rs.10000/- in the year 2002.	Orders passed on 31/03/08 to settle Rs.20,000 to eight petitioners & Rs.10,000 to 2 petitioners.
5.	OP.Nos.655 & 656/98 High Court, Chennai	Man Producten Rotterdam B.V. -Vs- SICAL	Claim for US\$ 83130 for non-compliance of various contract terms for supply of cashews as per the contract entered into between Man Producten & MAC - Arbitrator has awarded US\$ 75,142.167 (Rs.36,06,824/-). Appeal preferred by Man Producten to decree the Arbitration Award.	The matter is yet to be listed for final disposal

S.No	Case No./ Court	Party	Nature of the case	Status
6.	New No. 82/07 [O.A.No.1089/20 01] DRT -III, Chennai	State Bank of Travancore -Vs- SICAL	MAC Industries availed loan from State Bank of Travancore for export of coffee. During March 98, 2 cheques amounting to Rs.3.10 crores were issued towards full and final settlement of outstanding with interest & SBT accepted the cheques and returned the original documents. Thereafter SBT filed the case before DRT for recovery of Rs.98.10 lacs with interest @ 16.5% p.a. from 2.3.2001 with costs. DRT II ordered (ex-parte order) Company to pay Rs.1,25,39,071/- (Rs.98,10,084 plus interest Rs.25,81,487/-). Company has filed a Petition to set aside the ex-parte order and case has been restored for arguments.	Case is posted for hearing in April, 2008.
7.	W.A.No /06 In W.P.No 7796/97 & W.P 37404/05	SICAL Logistics -vs- P.Gopalakrishn an	P.Gopalakrishnan was working in South India Sugars. He was dismissed by the company on the charge s of bribe. L.C was ordered against the company for reinstatement and back wages. Against the Writ order to pay compensation for illegal removal, Company has filed W.A./06. Writ No. 37404/05 filed by the company is pending for certiorari against proceeding by collector Chennai for recovery. Company has deposited Rs.1,00,000/- in Indian bank as per the direction of the court. Interim stay was granted.	Case is pending for listing.

TAX LITIGATIONS

INCOME TAX

1. Various items disallowed by the IT department in respect of Sical Logistics Limited for earlier assessment years amounting to Rs.67.58 crores are pending for orders before CIT[A].
2. For Assessment Year 2002-03 to 2004-05, claims against TDS on freight charges paid to foreign shipping companies by Sical Logistics Limited amounting to Rs.9.13 crores, appeals pending before High Court for orders.
3. For the Assessment Year 2002-03 to 2004-05, towards non-deduction of TDS amount of Rs.2.47 lacs by Sical Logistics Limited is pending before the Tribunal for adjudication.
4. Expenses disallowed by the department in respect of erstwhile Mac Industrial Products Limited merged with Sical amounting to Rs.2.12 crores are pending before the Tribunal.
5. Interest disallowance in respect of borrowing by the erstwhile Trichy Everest Automobiles merged with Sical amounting to Rs.5.76 lacs is pending before the Tribunal.
6. Disallowance of retainer fee paid to Dr. M.A. Chidambaram and Dr. A.C. Muthiah by the erstwhile Southern Technical Services [P] Limited is pending before the Tribunal for the Assessment Year 1989-90 to 1992-93.
7. Disallowance of other income under Sec 80 HHC for the Assessment Year 1994-95 and disallowance of certain expenses for the Assessment Year 1997-98 in respect of the erstwhile Mac Agro Industries Limited merged with Sical is pending before the Tribunal for adjudication.
8. For the Assessment year 1995-96, receipt of non-competing fee from ACT India Limited by the erstwhile Mac Agro Industries Limited amounting to Rs.2.1 crores is pending before the High Court of Madras for adjudication.
9. For the Assessment Year 1997-98, interest and fee incurred on account of expansion of the existing mill and disallowance on account of material shortage amounting to Rs.0.55 crores is pending for orders.

SALES TAX

1. Appeals pending before AC, FTAC-IV amounting to Rs.65 lacs for assessing the turnover of all merged companies in a single order in respect of South India Sugars Limited / Mac Agro Industries Limited for the Assessment Years 1996-97 & 1997-98.
2. For the Assessment Year 2004-05, a revision notice has been issued for levy of interest for delay in payment of tax is pending for orders.

3. For the Assessment Year 1998-99 to 2000-01, TNGST amounting to Rs.40.96 lacs are pending before AAC, Cuddalore for non filing of declaration forms.

SERVICE TAX

1. Show Cause Notices issued by the department for the services rendered at Ennore, Tuticorin, Chennai and Vizag ports amounting to Rs.18.91 crores are pending before CESTAT out of which an amount of Rs11.05 crores has already been remitted.
2. An appeal before Commissioner of Service Tax is pending relating to FCCB issue expenses amounting to Rs.1.50 crores holding the service receiver liable for services received from outside India.

WEALTH TAX

Demand under wealth-tax due to additional valuation of let out property as per the directions of CIT amounting to Rs.34.69 lacs for the assessment years 1997-98 to 2001-02.

LITIGATIONS AGAINST COMPANIES PROMOTED BY SICAL LOGISTICS LIMITED WHERE THE HOLDING IS 51% OR MORE OF THE PAID-UP SHARE CAPITAL OF SUCH COMPANIES

There are no pending litigations by or against the companies promoted by Sical Logistics Limited where the shareholding of Sical is 51% or more as on date.

GOVERNMENT APPROVALS

The Company has all the necessary permissions and approvals from the Government and various Government agencies for the existing activities.

As per the Scheme of Arrangement, the Demerged Undertaking of the Transferor Company with all its approvals, permissions, benefits, rights, registrations, consents, etc. is being transferred to the transferee company which would be carried on by the transferee company on a going concern basis. No further approvals from any Government authority / Reserve Bank of India [RBI] are required by the Company to undertake the existing activities, save and except those approvals, which may be required to be taken in the normal course of business from time to time.

The Central Government / RBI accepts no responsibility for the financial soundness or correctness of the statements made in this Information Memorandum.

SECTION – VIII - OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for Listing

The Hon'ble High Court of Judicature at Madras, vide its Order dated 20th December, 2007 has approved the Scheme of Arrangement between Sical Logistics Limited and Sicagen India Limited whereby the Trading, Services and Coffee Plantation undertakings of the Transferor Company as a going concern together with all the assets and liabilities relating to the Trading, Services and Coffee Plantation undertakings is proposed to be transferred to and vested in the Transferee Company with effect from 01st October, 2006 [i.e. the Appointed Date under the Scheme] under Sections 391 to 394 of the Companies Act, 1956. In accordance with the said Scheme, the Equity Shares of Sicagen India Limited issued pursuant to the Scheme shall, subject to applicable regulations, be listed and admitted to trading on the Bombay Stock Exchange Limited [“BSE”] and the National Stock Exchange of India Limited [“NSE”]. Such listing and admission for trading will be subject to fulfillment by the Company of listing criteria of BSE and NSE for such issues and also subject to such other terms and conditions as may be prescribed by BSE and NSE at the time of the application by the Company seeking listing.

Eligibility Criterion

There being no Initial Public Offering or Rights Issue, the eligibility criteria in terms of Clause 2.2.1 of SEBI [DIP] Guidelines, 2000 does not become applicable.

The Company has submitted its Information Memorandum, containing information about itself, making disclosures in line with the disclosure requirement for public issues, as applicable to BSE and NSE along with the listing application for making the said Information Memorandum available to the public through their websites viz. www.bseindia.com and www.nseindia.com .

The Company is in the process of uploading the said Information Memorandum on its website viz. www.sicagen.com.

Prohibition by SEBI

The Company, its directors, its promoters, other companies promoted by the promoters and companies with which the company's directors are associated as directors have not been prohibited from accessing the capital markets under any order or direction passed by SEBI.

Caution

The Company accepts no responsibility for statements made otherwise than in the Information Memorandum or in the advertisements to be published in terms of Clause 8.3.5.4 of SEBI [DIP] Guidelines, 2000 or any other material issued by or at the instance of the Company and anyone placing reliance on any other source of information would be doing so at his or her own risk. All information shall be made

available by the Company to the public and investors, at large and no selective or additional information would be available for a section of the investors in any manner.

Disclaimer Clause of BSE

As required, a copy of this Information Memorandum has been submitted to BSE and NSE. The BSE has vide its letter DCS/AMAL/HKK/NOC/396/2007-08 dated 29.05.2007 and DCS/AMAL/HKK/NOC/562/2007-08 dated 18th June, 2007 and NSE has vide its letter NSE/LIST/46918-M dated 22nd May, 2007 have provided No Objection to the Scheme of Arrangement under Clause 24[f] of the Listing Agreement and by virtue of that approval, the BSE and NSE are included in this Information Memorandum as the Stock Exchanges on which the Company's securities are proposed to be listed. BSE and NSE do not in any manner:-

- * warrant, certify or endorse the correctness or completeness of any of the contents of this Information Memorandum; or
- * warrant that this Company's securities will be listed or will continue to be listed on the BSE and NSE; or
- * take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company;

and it should not for any reason be deemed or construed to mean that this Information Memorandum has been cleared or approved by BSE and NSE. Every person who desires to apply for or otherwise acquire any securities of this Company may do so pursuant to independent enquiry, investigation and analysis and shall not have any claim against the BSE and NSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

Filing

A copy of this Information Memorandum is being filed with BSE and NSE in due compliance.

Listing

Listing Application has been made to BSE and NSE for permission to deal in and for an official quotation of the Equity Shares of the Company. The Company shall take all necessary steps and comply with all the requirements for completing the necessary formalities for listing and commencement of trading at the stock exchanges mentioned above.

Demat Credit

The Company has executed Tripartite Agreements with NSDL and CDSL for admitting its securities in demat form. Equity shares has been allotted to those persons of Sical Logistics Limited who as on the record date viz. March 01, 2008 are

equity shareholders of the Transferor Company and the same has been credited to the respective shareholders' demat account for those shareholders holding shares in electronic form.

Despatch of Share Certificates

With respect to the shareholders holding shares in physical form, the new shares have been allotted and physical share certificates have been despatched at the address of such shareholders as appearing in the records of the Registrar on the record date as above.

Expert Opinions

Save as stated elsewhere in this Information Memorandum, we have not obtained any expert opinions.

Previous rights and public issues

The company has not made any public issue since incorporation.

Commission and brokerage on previous issues

Since the company has not issued shares to the public in the past, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares since its inception.

Companies under the same management

There are no companies under the same management within the meaning of erstwhile Section 370[1B] of the Companies Act, other than our Promoter and Promoter Group Companies.

Promise vis-à-vis Performance

This is for the first time the Company is getting listed on the Stock Exchange.

Stock Market Data for Equity Shares of the Company

Equity Shares of the Company are not listed on any stock exchanges. The Company is seeking approval for listing of its shares through this Information Memorandum.

Performance vs Projections for listed ventures of the Promoters

There has been no public issue by any of the Group / Associate Companies in the past except as mentioned in the section titled "Financial and other Information of Group Companies" in this Information Memorandum.

Disposal of Investor Grievances

The company estimates that the average time required by the Company or the Registrar for the redressal of routine investor grievances shall be 15 days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, the Company will seek to redress these complaints as expeditiously as possible. The Company has appointed Mr. G.R. Kannan, Assistant Vice-President [Finance & Accounts] & Company Secretary as the Compliance Officer and he may be contacted at the following address in case of any matters pertaining to shares / securities.

Mr. G.R. Kannan
Assistant Vice-President [Finance & Accounts] &
Company Secretary
Sicagen India Limited
4th Floor, East Coast Centre
534, Anna Salai
Teynampet
Chennai :: 600 018
Tel : +91 44 24343565
Fax : +91 44 24343562
e-mail : secl@sicagen.com
web site : www.sicagen.com

The Company has also appointed M/s. Cameo Corporate Services Limited [Cameo] as the Registrar and Share Transfer Agents of the Company. Investors may contact Cameo for any matters relating to shares/securities of the Company at the following address:

Cameo Corporate Services Limited
Unit : Sicagen India Limited
5th Floor, Subramanian Buildings
No.1, Club House Road
Chennai :: 600 002
Tel : +91 44 28461073
Fax : +91 44 28460129
e-mail : cameo@cameoindia.com

MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

Capitalized terms used in this section have the meaning that has been given to such terms in the Articles of Association of our Company.

Pursuant to Schedule II of the Companies Act and SEBI Guidelines, the main provisions of the Articles of Association of Sicagen India Limited are set forth below:

CAPITAL AND INCREASE AND REDUCTION OF CAPITAL

SHARE CAPITAL

Article 5 provides that “The Share Capital of the Company is Rs.50,00,00,000/- [Rupees Fifty Crores only] divided into 5,00,00,000 [Five Crores] Equity Shares of Rs.10/- [Rupees Ten] each, with power to increase or reduce the Capital”.

ALTERATION OF CAPITAL

Article 64 provides that”[1] The Company may from time to time in accordance with the provisions of the Act alter the conditions of its Memorandum of Association as follows:

- [a] Increase its share capital by such amount as it thinks expedient by issuing new shares.
 - [b] consolidate and divide all or any of its Share Capital into shares of larger amount than its existing shares.
 - [c] convert all or any of its fully paid-up shares into stock and reconvert that stock into fully paid up shares of any denomination.
 - [d] sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Memorandum, so however that in the subdivision the proportion between the amount paid and the amount, if any, unpaid, on each reduced shares shall be the same as it was in the case of the shares from which the reduced share is derived.
 - [e] Cancel shares which, at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any person, and diminish the amount or its share capital by the amount of the shares so cancelled.
- [2] The resolution whereby any shares is sub-divided may determine that, as between the holders of the shares resulting fro such sub-division one or more such shares shall have some preference or special advantage as regards dividend, capital or otherwise over or as compared with the others.
- [3] The company shall effect sub-division or consolidation of shares within one month from the date of receipt or request for the purpose.

REDUCTION OF CAPITAL

Article 65 provides that “The Company may, by Special Resolution, reduce in any manner and with, subject to any incident authorized and consent required by law:

- [a] its share capital;
- [b] any capital redemption reserve account; or
- [c] any share premium account

PROHIBITION OF INVESTMENT OF FUNDS IN COMPANY’S OWN SHARES

Article 4 provides that “Except as provided by Section 77, no part of funds of the Company shall be employed in the purchase of the shares of the Company, and the Company shall not give directly or indirectly and whether by means of loan, guarantee, the provision of security or otherwise any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares in the Company.

SHARES UNDER THE CONTROL OF THE DIRECTORS

Article 6 provides that “Subject to the provisions of the Act and these Articles, the shares in the Capital of the company for the time being [including any shares forming part of any increased Capital of the Company] shall be under the control of the Board who may allot or otherwise dispose of the same or any of them to such persons in such proportion and on such terms and conditions and either at a premium or at par, or at a discount [subject to compliance with the provisions of Section 79 of the Act] and at such times as they may from time to time think fit and proper and with the sanction of the Company in General Meeting by a Special Resolution given to any person the option to call for or be allotted shares of any class of the Company either at par, or at a premium or subject as aforesaid at a discount, such option being exercisable at such times and for such consideration as the Board thinks fit unless the Company in General Meeting by a Special Resolution otherwise decides any offer of further shares shall be deemed to include a right, exercisable by the person to whom the share are offered, to renounce the shares offered to him in favour of any other person.

MODIFICATION OF RIGHTS

Article 67 provides that “The rights and privileges attached to each class of shares may be modified, commuted, affected, abrogated in the manner provided in section 107 of the Act.

VARIATION OF RIGHTS

Article 9 provides that “[1] the rights attached to each class of shares [unless otherwise provided by the terms of the issue of the shares of that class], may, subject to the provisions of Sections 106 and 107 of the Act be varied with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of a Special Resolution passed at a Special General Meeting of the holders of the shares of that class.

[2] To every such separate General Meeting, the provisions of these Articles relating to General Meeting shall Mutatis Mutandis apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-tenth of the issued shares of that class.

NOT TO ISSUE SHARES WITH DISPROPORTIONATE RIGHTS

Article 11 provides that “The Company shall not issue any shares [not being Preference Shares] which carry voting rights or rights in the Company as to dividend, capital or otherwise which are disproportionate to the rights attached to the holders of other shares not being Preference Shares.

UNDERWRITING AND BROKERAGE

Power to pay Commission and Brokerage

Article 12 provides that “The Company may at any time pay a commission to any person for subscribing or agreeing to subscribe [whether absolutely or conditionally] for any shares, debentures or debenture-stock of the Company or procuring or agreeing to procure subscription [whether absolute or conditional] for shares, debenture or debenture stock of the company but so that if the commission in respect of shares shall be paid or payable out of the capital, the statutory conditions and requirements shall be observed and complied with and the amount or rate of commission shall not exceed five percent of the price at which the shares are issued and in the case of debentures at the rate of commission shall not exceed, two and a half percent of the price at which the debentures are issued. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. the company may also on any issue of shares pay such brokerage a may be lawful.

CALLS

Article 34 provides that “[a] subject to the provisions of Section 91 of the Act, the Board of Directors may from time-to-time make such calls as they think fit upon the members in respect of all moneys unpaid on the shares held by them respectively and not by the conditions of allotment thereof made payable at fixed times, and the member shall pay the amount of every call so made on him to the persons and at the time and place appointed by the Board of Directors.

[b] an option or right to call on shares shall not be given to any person except with the sanction of the company in General Meeting.

When interest on call or installment payable

Article 38 provides that “If the payable in respect of any call or installment be not paid on or before the day appointed for payment thereof, the holder for the time being of the share in respect of which he call shall have been made or the installment shall be due, shall pay interest for the same at the rate of 5 per cent per annum from the day appointed for the payment thereof to the time for the actual payment or at such lower rate as the Directors may determine. The Board of Directors shall also be at liberty to

waive payment of that interest wholly or in part. The joint holders of shares shall be jointly and severally liable to pay all calls.

FORFEITURE, SURRENDER AND LIEN

If Notice not complied with, share may be forfeited

Article 44 provides that “If the requirements of any such notice as aforementioned are not complied with any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.

Surrender of Shares

Article 66 provides that “The Directors may have discretion to accept the surrender of any shares.

Company’s Lien on Shares

Article 30 provides that “The Company shall have first and paramount lien upon all shares other than fully paid-up shares registered in the name of any member, either alone or jointly with any other person and upon the proceeds or sale thereof for all moneys called or payable at a fixed time in respect of such shares. But the Directors at any time may declare any shares to be exempt, wholly or partially from the provisions of this Article.

TRANSFER AND TRANSMISSION OF SHARES

Form of Transfer

Article 53 provides that “[a] Shares in the company shall be transferred by an instrument in writing in such common form as specified in Section 108 of the Companies Act.

[b] The Company shall effect transfer and transmission of shares within one month from the date of lodgment thereof.

Board’s right to refuse to register

Article 54 provides that “[a] The Board, may, at their absolute discretion and without assigning any reason, decline to register [1] the transfer of any share whether fully paid or not to a person of whom they do not approve or [2] Any transfer or transmission of shares on which the Company has a lien.

[b] If the Board refuses to register any transfer of transmission of right, they shall, within two months from the date on which the instrument of transfer or the intimation of such transmission was delivered o the Company send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission as

the case may be.

[c] In case of such refusal by the Board, the decision of the Board shall be subject to the right of the appeal conferred by Section III Sub-clause.

[d] The provisions of this clause shall apply to transfers of stock also.

Further right to Board of Directors to refuse to register

Article 55 provides that “[a] The Board may at their discretion decline to recognize or accept instrument of transfer of shares unless the instrument of transfer is in respect of one class of shares.

[b] No fee shall be charged by the Company for registration of transfers or for effecting transmissions of shares on the death of any member.

[c] No fee shall be charged by the Company for registration of any letters or probate, Letter of Administration or similar other documents.

When Transfer to be Retained

Article 62[4] provides that “All instruments of transfer which shall be registered shall be retained by the Company but any instrument of transfer which the Directors may decline to register shall be returned to the person depositing the same.

Closure of Register of Members

Article 62 [3] provides that “The Board may after giving not less than seven days previous notice by advertisement in some newspapers circulating in the district in which the Registered Office of the Company is situate, close the Register of Members or the Register of Debenture Holders for any period or periods not exceeding in the aggregate Forty-five days in each year but not exceeding thirty days at any one time.

Transmission of Shares

Article 56 provides that “[1] in the event of death of any one or more of several joint holders, the survivor or survivors, alone shall be entitled to be recognized as having title to the shares.

[2] In the event of death of any sole holder or of the death of last surviving holder, the executors or administrators of such holder or other person legally entitled to the shares shall be entitled to the recognized by the company as having any title to the shares of the deceased. Provided that on production of such evidences as to title and on such indemnity or other terms as the Board may deem sufficient, any person may be recognized as having title to the shares as heir or legal representative of the deceased shareholder. Provided further that if the deceased shareholder was a member of the Hindu joint family, the Board on being satisfied to that effect and on being satisfied that the shares standing in his name in fact belonged to the joint family, may recognize the survivors or the Karta thereof as having title to the shares registered in the name of such member. Provided further that in any case it shall be

lawful for the Board in their absolute discretion to dispense with the production of probate or letter of administration or other legal representation upon such evidence and such terms as to indemnity or otherwise as to the Board may deem just.

Board may refuse to Transmit

Article 57 provides that "[1] any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon so such evidence being produced as may from time to time be required by the Board and subject as hereinafter provided elect either [a] to be registered himself as a holder of the share; [or] [b] to make such transfer of the share as the deceased or insolvent member could have made.

[2] The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

CONVERSION OF SHARES INTO STOCK

Shares may be converted into stock

Article 69 provides that "The Company may by ordinary resolution convert all or any fully paid shares of any denomination into stock and vice versa.

Right of Stock holders

Article 71 provides that "The holders of the Stock shall according to the amount of the stock held by them have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company and other matters, as if they held the shares from which the stock arose, but no such privilege or advantage [except participation in the dividends and profits of the company and its assets in winding up] shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

BORROWING POWERS

Power to borrow

Article 143 provides that "[1] The Board may from time to time raise any money or any moneys or sums of money for the purpose of the Company; provided that the moneys to be borrowed together with the moneys already borrowed by the company [apart from temporary loans obtained from the Company's bankers in the ordinary course of business] shall not without the sanction of the company and its free reserves that is to say reserves not set apart for any specific purpose and in particular but subject to the provisions of Section 293 of the Act, the Board may from time to time at their discretion raise or borrow or secure the payment of any such sum or sums of moneys for the purpose of the Company, by the issue of debentures to members, perpetual or otherwise including debentures convertible into shares of this or any other company or perpetual annuities and in security of any such money so borrowed, raised or received, mortgage, pledge or charge, the whole or any part of the property, assets, or revenue of the company present or future, including its uncalled capital by

special assignment or otherwise or transfer or convey the same absolutely or in trust and give the lenders powers of sale and others power as may be expedient and purchase, redeem or pay off any such securities. Provided that every resolution passed by the company in General Meeting in relation to the exercise of the power to borrow as stated above shall specify the total amount upto which moneys may be borrowed by the Board of Directors. Provided that subject to the provisions of Section 292 of the Act, the Board may by a resolution delegate the power to borrow money otherwise than debentures to a Committee of Directors or the Managing Director subject to limits specified in the said resolution of the total amount which may be so borrowed.

[2] Subject to the provisions of the clause next above the Board may from time to time at their discretion, raise or borrow or secure the repayment of any sum of or sums of money for the purpose of the company at such times and in such manner and upon such terms and conditions in all respects as they think fit, and in particular, by promissory notes or by opening current accounts, or by receiving deposits and advances, with or without security, or by the issue of bonds, perpetual or redeemable debentures or debenture stock of the Company charged upon all or any part of the property of the company [both present and future] including its uncalled capital for the time being, or by mortgaging or charging or pledging any lands, buildings, bonds or other property and securities of the Company, or by such other means as to them may seem expedient.

Terms of Debenture Issue

Article 145 provides that “[a] Any such Debentures, Debenture Stock, Loan, Loan Stock, bonds or other securities may be issued at a discount, premium or otherwise and with any special privileges as to redemption, surrender, drawings, allotment of shares of the Company, or otherwise, provided that debentures, debenture stock, loan, loan stock with the right to allotment or conversion into shares shall not be issued except with the sanction of the Company in General Meeting.

[b] Any Trust Deed for the securing of any debentures or debenture stock and or any mortgage deed and/or other bond for securing payment of moneys borrowed by or due by the company and or any contract or any agreement made by the Company with any person, firm, body corporate, Government or authority who may render or agree to render any financial assistance to the Company by way of loans advanced or by Guaranteeing of any loan borrowed or other obligations of the Company or by subscription to the share capital of the Company or provide assistance in any other manner, may provide for the appointment, from time to time by any such Mortgage, Lender, Trustee or Holders of debentures or Contracting Party as aforesaid, of one more persons to be a Director or Directors of the Company. Such Trust Deed, Mortgage Deed, Bond or Contract may provide for filling up of any casual vacancy created by such person vacating office as such Director. Such power shall determine and terminate on the discharge or repayment of the respective Mortgage, Loan or Debt or Debentures or on the termination of such contract and any person so appointed as Director under Mortgage or Bond or Debenture Trust Deed or under such contract shall cease to hold office as such Director on the discharge of the same. Such appointment and provision in such documents as aforesaid shall be valid and effective as if contained in these presents.

[c] The Board of Directors may by resolution declared that any Director of the Company whether Additional Director or Director appointed at a General Meeting shall be a Special Director and there upon such person shall be a Special Director and shall not be liable for retirement by rotation and shall not be required to hold any qualification shares. The Board of Directors may determine the period for which such person shall hold office as such Special Director either till the happening of any contingency or subject to any condition.

[d] The Director or Director so appointed by or under a Mortgage Deed or other bond or contract as aforesaid shall be called a Special Director or Special Directors and the Director if appointed as aforesaid under the provisions of a Debenture Trust Deed shall be called "Debenture Director". The words "Special Director" or "Debenture Director" shall mean the Special Director or Debenture Director for the time being in office. The Special Director or Debenture Director shall not be required to hold any qualification shares and shall not be liable to retire by rotation or to be removed from office by the Company. Such Mortgage Deed or Bond or Trust Deed or contract may contain such auxiliary provisions as may be arranged between the Company and Mortgagee, Lender, the Trustee or contracting party as the case may be and all such provisions shall have effect notwithstanding any of the other provision herein contained but subject to the provisions of the Act.

[e] The Directors appointed as Special Director or Debenture Director under the Article shall be deemed to be ex-officio Directors.

[f] The total number of Ex-officio Directors, if any, so appointed under this Article together with the other Ex-officio Directors, if appointed under any other provisions of these presents shall not at any time exceed one-third of the whole number of Directors for the time being.

SHARE WARRANTS

Power to Issue Share Warrants

Article 73 provides that "[a] The Company may issue share warrants subject to and in accordance with provisions of Sections 114 and 115 of the Act and accordingly the Board may in its discretion, with respect to any shares which is fully paid-up on application in writing signed by the person registered as holder of the share and authenticated by such evidence, if any, as the Board may, from time-to-time require as to the identity of the person signing in the application and on receiving the certificate, if any of the share, and the amount of the stamp duty on the warrant and such fee as the Board may from time-to-time require, issue a share warrant.

Privileges and disabilities of the holders of share warrants

Article 75 provides that "Subject as herein otherwise expressly provided

[1] No person shall as bearer of a share warrant sign a requisition for calling a meeting of the Company or attend or vote or exercise any other privilege of a member at a meeting of the Company or be entitled to receive any notices from the company.

[2] the bearer of a share warrant shall be entitled in all other respects to the same privileges and advantages as if he were named in the Register as the holder of the shares included in the warrant and he shall be a member of the company.

MEETING OF MEMBERS

Annual General Meeting

Article 77 [d] provides that “The company shall in each year hold in addition to the other meetings, a general meeting which shall be styled as its Annual General Meeting at intervals and in accordance with the provisions of Section 166 of the Act.

Right to summon Extra-ordinary General Meeting

Article 79 provides that “The Director may whenever he thinks fit and shall if so directed by the Board convene an Extra-ordinary General Meeting at such time and place as the Board may direct and subject to such direction, if any, as the Managing Director may deem fit.

Special Business

Article 83 provides that “All business shall be deemed special that is transacted at an Extra-ordinary Meeting and also that is transacted at an Ordinary Meeting with the exception of declaration of a dividend, the consideration of accounts, Balance Sheets and the reports of the Directors and Auditors, the election of the Directors in the place of those retiring and the appointment of and the fixing of the remuneration of Auditors. Where any items of business to be transacted at the meeting are deemed to be special as aforesaid, there shall be annexed to the notice of the meeting a statement setting out all material facts concerning each such item of business, including in particular the nature of the concern or interest, if any, therein, of every Director, if any item of business consists of the according of approval to any document by the meeting, the time and place where the document can be inspected shall be specified in the statement aforesaid.

Provided that where any item of Special Business as aforesaid to be transacted at a meeting of the Company relates to or affects any other Company the extent of share holding interest in that order company of every Director of the Company shall also be set out in the statement in the extent of such share holding interest is not less than 20% of the paid-up share capital of the Company.

Quorum

Article 84 provides that “Five members personally present shall be a quorum for a General Meeting and no business shall be transacted at any General Meeting unless the requisite quorum is present when the meeting proceeds to business.

Questions at General Meeting how decided

Article 89 provides that “At any General Meeting a resolution put to the vote of the meeting shall be decided by proportional representation. On a poll, every shareholder present in person or by proxy or attorney or duly authorized representative shall have one vote for each equity share he/she holds.

Chairman’s Casting Vote

Article 90 provides that “The Chairman of the Board or in his absence the Deputy Chairman or one of the Directors appointed by the Directors present, shall preside as Chairman at the General Meeting and the Chairman shall not have a second or casting vote in the event of an equality of votes.

VOTE OF MEMBERS

No member entitled to vote while call due to company

Article 97 provides that “No member shall be entitled to vote at a general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.

Voting in person or by proxy

Article 98 provides that “On a poll, votes may be given either personally or by proxy provided that no Company shall vote by proxy as long as a resolution of its Directors in accordance with the provisions of Section 187 is in force.

Appointment of proxy

Article 99 provides that “[a] The instrument appointing a proxy shall be in writing under the hand of appointer or of his attorney duly authorized in writing, or if the appointer is a corporation, either under the Common Seal or under the hand of an officer or attorney so authorized. Any person may act as proxy whether he is a member or not.

[b] [1] A body corporate [whether a company within the meaning of this Act or not] may

[i] if it is a member of the company by resolution of its Board of Directors or other governing body, authorize such person as it thinks fit to act as its representatives at any meeting of the company, or at any meeting of any class of members of the company;

[ii] if it is a creditor [including a holder of debentures] of the company by resolution of its Directors or other governing body, authorize such person as it thinks fit to act as its representative at any meeting of any creditors of the company held in pursuance of this Act or of any rules made thereunder or in pursuance of the provisions contained in any debenture of trust deed as the case may be.

[2] Every member holding any Preference Share shall in respect of such shares have a right to vote only on resolutions which directly affect the rights attached to the Preference shares and subject as aforesaid, every such member shall in respect of such capital be entitled to vote in person or by proxy, if the dividend due on such Preference Shares or any part of such dividend has remained unpaid in respect of any Period, whether a dividend has been declared by the company for such period or not, on the day immediately following such period.

[3] whenever the holder of a Preference Share has a right to vote on any resolution in accordance with the provisions of this Articles, his voting right on a poll shall be in the same proportion as the capital paid-up in respect of such Preference Shares bears to the total Equity paid-up capital of the company.

[c] A person authorized by resolution as aforesaid shall be entitled to exercise the same rights and powers [including the right to vote by proxy] on behalf of the body corporate which he represents, as if he were personally the member, creditors or debenture holder.

Validity of vote by proxy

Article 101 provides that “A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of appointer, or revocation of the proxy, or transfer of the share in respect of which the vote is given, provided no intimation in writing of the death, revocation or transfer shall have been received at the Registered Office of the Company before the commencement of the meeting or adjourned meeting at which the proxy is used.

DIRECTORS

Article 103 provides that “Until otherwise determined by a General Meeting, the number of Directors shall be not less than 3 and not more than 12 including the Managing Director or Nominated Director”.

Nominee Directors

Article 111 [3] provides that “Notwithstanding anything to the contrary contained in these Articles, so long as any moneys remain owing by the Company to any Financing Company or Body is hereinafter in this Article referred to as “the Corporation” continue to hold debentures in the Company by direct subscription or private placement, or so long as the Corporation holds shares in the Company as a result of underwriting or direct subscription or so long as any liability of the Company arising out of any guarantee furnished by the Corporation on behalf of the Company remains outstanding, the Corporation shall have a right to appoint from time to time, any person or persons as a Director or Directors, whole time or non-whole time, [which Director or Director[s] is / are hereinafter referred to as “Nominee Director[s]” on the Board of the Company and to remove from such office any person or persons so appointed and to appoint any person or persons in his or their place[s].

The Board of Directors of the Company shall have no power to remove from office the Nominee Director[s]. At the option of the Corporation such Nominee Director[s]

shall not be required to hold any shares qualification to the Company. Also at the option of the Corporation such Nominee Director[s] shall not be liable to retirement by rotation of Director[s]. Subject to aforesaid, the Nominee Director[s] shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the company.

The Nominee Director[s] so appointed shall hold the said office only so long as any moneys remain owing by the company to the corporation or so long as the corporation holds debentures in the company as a result of direct subscription or private placement or so long as the corporation holds shares in the company as a result of underwriting or direct subscription or the liability of the company arising out of the Guarantee is outstanding and the Nominee Director[s] so appointed in exercise of the said power shall ipso facto vacate such office immediately the moneys owing by the company to the corporation are paid off or on the corporation ceasing to hold Debentures, shares in the company or on the satisfaction of the liability of the company arising out of the guarantee furnished by the corporation.

The Nominee Director[s] appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, Board Meetings and of the meetings of the Committee of which the Nominee Director[s] is/are member[s] as also the minutes of such meetings. The corporation shall also be entitled to receive all such notices and minutes.

The company shall pay to the Nominee Director[s] sitting fees and expenses to which the other directors of the company are entitled, but if any other fees, commission monies or remuneration in any form is payable to the Directors of the company, the fees, commission, monies and remuneration in relation to such Nominee Directors shall accrue to the corporation and the same shall accordingly be paid by the company directly to the corporation. Any expenses that may be incurred by the corporation or such Nominee Director[s] in connection with their appointment or directorship shall also be paid or reimbursed by the Company to the Corporation or, as the case may be, to such Nominee Director[s].

In the event of the Nominee Director[s] being appointed as Whole-time Director[s], such Nominee Director[s] shall also exercise such powers and have such rights as are usually exercised or available to a whole-time director in the management of the affairs of the company. Such whole-time Director[s] shall be entitled to receive such remuneration, fees, commission and monies as may be approved by the corporation.

PROCEEDINGS OF DIRECTORS

Proceedings of directors

Article 124 provides that “The Board may meet for the dispatch of business, adjourn and otherwise regulate its meeting, as it thinks fit; provided that a meeting of the Board shall be held at least once in every three months, and at least four such meeting shall be held in every year.

Article 125 provides that “A Director may at any time give notice to the company to convene a meeting of the Directors giving at least 15 days notice sent by fax or mail subject to Section 286 of the Act.

Quorum

Article 127 provides that “The quorum for a meeting of the Board shall be one-third of its total strength [any fraction contained in that one-third being rounded off as one] or two Directors whichever is higher provided that where at any time the number of interested directors is equal to or exceeds two-thirds of the total strength, the number of the remaining Director that is to say the number of Directors who are not interested present at the meeting being not less than two shall be quorum during such time. The total strength of the Board shall mean the number of directors actually holding office as Directors on the date of the Resolution or Meeting that is to say, the total strength of the Board after deducting therefrom the number of directors, if any, whose places are vacant at the time.

DIVIDENDS

Rights to Dividend

Article 165 provides that “The profits of the Company, subject to any special rights relating thereto created or authorized to be created by these presents and subject to the provisions of these presents as to the Reserve Fund, shall be divisible among the equity shareholders.

Declaration of Dividends

Article 166 provides that “The Company in General Meeting may declare dividends, additional dividends in relation to any year or years but no dividend shall exceed the amount recommended by the Board.

Adjustment of dividend against call

Article 173 provides that “Any General Meeting declaring a dividend or bonus may make a call on the members of such amount as the Meeting fixes, but so that the call on each member shall not exceed the dividend payable to him and so that the call be made payable at the same time as the dividend and themselves be set off against the call.

Dividends not to bear interest

Article 178 provides that “No dividend shall bear interest against the Company”.

Capitalisation of Profits

Article 181 provides that “[1] The company in General Meeting, may on the recommendation of the Board resolve:

[a] That the whole or any part of any amounts standing to the credit of the Share Premium Account or the Capital Redemption Reserve Fund or any moneys, investments or other assets forming part of the undivided profits including profits or surplus moneys arising from the realization and [where permitted by law] from the appreciation in value of any Capital Assets of the Company standing to the credit of the General Reserve, or any Reserve Fund or any amounts standing to the credit of the Profit and Loss Account or any other fund of the Company or in the hands of the Company and available for the distribution as dividend capitalized; and

[b] that such sum be accordingly set free for distribution in the manner specified in sub-clause [2] amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportion.

[2] The sum aforesaid shall not be paid in cash but shall be applied, subject to the provisions contained in sub-clause [3] either in or towards:-

[i] paying up any amounts for the time being unpaid on any shares held by such members respectively.

[ii] paying up in full unissued shares of the company to be allotted and distributed and credited as fully paid-up to and amongst such members in the proportions aforesaid; [or]

[iii] partly in the way specified in sub-clause [i] and partly in that specified in sub-clause [ii].

[3] The Board shall give effect to resolutions passed by the Company in pursuance of this Article.

Article 182 provides that “[1] Whenever such a resolution as aforesaid shall have been passed, the Board shall:

[a] make all appropriations and applications of the undivided profits resolved to be capitalized thereby and all allotments and issues of fully paid shares if any, and

[b] generally do all acts and things required to give effect thereto.

[2] the Board shall have full power:

[a] to make such provision, by the issue of fractional certificates or by payments in cash or otherwise as it thinks fit, in the case of shares becoming distributable in fractions and also

[b] to authorize any person to enter on behalf of all the members entitled thereto into an agreement with the company providing for the allotment of them respectively

credited as fully paid-up of any further shares to which they may be entitled upon such capitalization, or [as the case may require] for the payments by the company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalized of the amounts or any part of the amounts remaining unpaid on the existing shares.

[3] Any agreement made under such authority shall be effective and binding on all such members.

INDEMNITY

Directors and others right to indemnity

Article 211 provides that “[a] Subject to the provisions of Section 201 of the Act, every Director, Manager, Secretary and other officer or employee of the company shall be indemnified by the Company to pay all costs, losses and expenses [including traveling expenses] which any such Director, Officer or Employee may incur or become liable to by reason of any contract entered into or act or deed done by him or in any other way in the discharge of his duties, as such Director, Officer or Employee.

[b] Subject as aforesaid every Director, Manager, Secretary or other Officer or Employee of the company shall be indemnified against any liability incurred by them or him in defending any proceedings whether civil or criminal in which judgment is given in their or his favour or in which he is acquitted or discharged or in connection with any application under Section 633 of the Act in which relief is given to him by the Court, and without prejudice to the generality of the foregoing it is hereby expressly declared that the company shall pay and bear all fees and other expenses incurred or incurable by or in respect of any Director for filling any return, paper or document with the Registrar of Companies or complying with any of the provisions of the Act in respect of or by reason of his office as a Director or other officer of the Company.

WINDING UP

Division of assets of the company in specie among members

Article 210 provides that “If the Company shall be wound up whether voluntarily or otherwise the liquidators may, with the sanction or a special resolution, divide among the contributories, in specie or kind, any part of the assets of the company, in trustees upon such trusts for the benefit of the contributories or any of them as the liquidators with the like sanction shall think fit. In case any shares to be divided as aforesaid invoice a liability to calls or otherwise any person entitled under such divisions to any of the said shares may within ten days after the passing of the special resolution by notice in writing, direct the liquidators shall if practicable act accordingly.

SECTION – VIII - OTHER INFORMATION

MATERIAL CONTRACTS

The following contracts [not being contracts entered into in the ordinary course of business carried on by our Company or entered into more than two years before the date of this Information Memorandum] which are or may be deemed material have been entered or to be entered into by our Company.

Copies of the following documents will be available for inspection at the Registered Office of the Company on any working day [i.e. Monday to Friday and not being a bank holiday in Chennai] between 11.00 a.m. and 1.00 p.m. upto seven days from the date of filing of this Information Memorandum.

DOCUMENTS FOR INSPECTION

1. Memorandum and Articles of Association, as amended till date.
2. Certificate of Incorporation
3. Copy of the Scheme of Arrangement between Sical Logistics Limited and Sicagen India Limited and sanctioned by the Hon'ble High Court of Judicature at Madras vide its order dated 20th December, 2007.
4. Copy of the Order dated 20th December, 2007 of the Hon'ble High Court of Judicature at Madras approving the Scheme of Arrangement.
5. Letter No.:NSE/LIST/46918-M dated 22nd May, 2007 from National Stock Exchange of India Limited granting No Objection to the Scheme of Arrangement.
6. Letter No.:DCS/AMAL/HKK/NOC/396/2007-08 dated 29th May, 2007 and Letter No.:DCS/AMAL/HKK/NOC/562/2007-08 dated 18th June, 2007 from Bombay Stock Exchange Limited granting No Objection to the Scheme of Arrangement.
7. Tripartite Agreement signed between the Company, the Registrar and NSDL dated 29th February, 2008.
8. Tripartite Agreement signed between the Company, the Registrar and CDSL dated 01st April, 2008.

DECLARATION

To the best of knowledge and belief of the Board of Directors of the Company, all statements made in this Information Memorandum are true and correct.

SIGNED ON BEHALF OF THE
BOARD OF DIRECTORS FOR
SICAGEN INDIA LIMITED

DIRECTOR

Place : Chennai

Date : 21st May, 2008