

**SICAGEN INDIA LIMITED**

CIN: L74900TN2004PLC053467

Regd. Office: 4<sup>th</sup> Floor, SPIC House, No.88, Mount Road, Guindy, Chennai-600032.

Website: www.sicagen.com E-mail: companysecretary@sicagen.com Phone: 044 4075 4075.

**NOTICE TO SHAREHOLDERS**

NOTICE is hereby given that the **17<sup>th</sup> Annual General Meeting (AGM)** of the shareholders of **Sicagen India Limited** (the "Company") will be held on **Tuesday, the 28<sup>th</sup> September 2021 at 4.30 p.m.** through Video Conferencing (VC)/Other audio visual means (OAVM) to transact the following businesses:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Standalone and Consolidated Financial Statements of the Company for the year ended 31<sup>st</sup> March 2021 and the Reports of the Board of Directors and Auditors thereon.
2. To declare equity dividend for the year 2020-21.
3. To appoint a Director in the place of Mr. S. R. Ramakrishnan (DIN: 00120126), who retires by rotation and being eligible, offers himself for re-election.

**SPECIAL BUSINESS**

4. **Increase in the authorised share capital of the Company and consequent alteration to Clause V of the Memorandum of Association and Articles of Association of the Company**

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

RESOLVED THAT pursuant to the provisions of Section 13 and 61 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder (including any statutory amendment(s) / modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act"), subject to the provisions of the Memorandum of Association and the Articles of Association of the Company and such other acts, laws, rules, regulations and guidelines applicable from time to time, consent of the Shareholders of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from ₹50,00,00,000/- (Rupees Fifty Crores) divided into 5,00,00,000 (Five Crore) equity shares of ₹10/- (Rupees Ten) each to ₹75,00,00,000/- (Rupees Seventy Five Crores Only) divided into 5,00,00,000 (Five Crores) equity shares of ₹10/- (Rupees Ten) and ₹25,00,00,000 (Rupees Twenty Five Crores) divided into 2,50,00,000 (Two Crore Fifty Lakhs) Redeemable Cumulative Preference Shares of ₹10 each and consequently the existing Clause V of the Memorandum of Association of the Company

relating to the share capital be and is hereby altered by deleting the same and substituting in its place and stead, the following new 'Clause V':

"The Authorised Share Capital of the Company is ₹75,00,00,000/- (Rupees Seventy Five Crores Only) divided into 5,00,00,000 (Five Crores) equity shares of ₹10/- (Rupees Ten) and ₹25,00,00,000 (Rupees Twenty Five Crores) divided into 2,50,00,000 (Two Crore Fifty Lakhs) Redeemable Preference Shares of ₹10 each with such rights, privileges and conditions attaching thereto as are provided by the regulations of the Company for time being, with the power to increase and/or decrease the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 2013 or provided by the Articles of Association of the Company for the time being."

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions or difficulties that may arise in this regard.

5. **Alteration of Capital Clause 5 of the Articles of Association of the Company**

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

RESOLVED THAT pursuant to Section 14 and other applicable provisions, if any, of the Companies Act 2013, the existing Article 5 of the Articles of Association of the Company be and is hereby substituted with following new Article 5:

"The Authorised Share Capital of the Company is ₹75,00,00,000/- (Rupees Seventy Five Crores Only) divided into 5,00,00,000 (Five Crores) equity shares of ₹10/- (Rupees Ten) and ₹25,00,00,000 (Rupees Twenty Five Crores) divided into 2,50,00,000 (Two Crore Fifty Lakhs) Redeemable Preference Shares of ₹10 each.

# Sicagen India Limited

## 6. Issue of Redeemable Non-Convertible Preference Shares under private placement

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

RESOLVED THAT pursuant to the provisions of Sections 42, 55 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the Act), read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company, the rules/regulations/guidelines, if any, prescribed by the regulatory authorities and subject to such approvals, consents, permissions and/or sanctions, if any, of appropriate authorities/regulatory bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions and/or sanctions and acceptable to the Board of Directors (hereinafter called "the Board"), the Company be and is hereby authorised to create, offer, issue and allot to one or more domestic and/or foreign institutions, corporate bodies, non-resident Indians or otherwise, whether shareholders of the Company or not (including the Promoter and/or any entity in the Promoter Group) on a private placement basis not exceeding 2,50,00,000 (Two Crore Fifty Lacs) Redeemable Non-Convertible Preference Shares of ₹10/- (Rupees Ten) each at par aggregating to ₹25,00,00,000/- (Rupees Twenty Five Crores Only) as the Board may deem appropriate in its absolute discretion on such terms as mutually agreed to between the Company and the holder of Preference shares.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions or difficulties that may arise in this regard at any stage without requiring by the Board of Directors to secure any further consent or approval of the shareholders of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

## 7. Authorization for giving loans, guarantee and / or providing security in connection with any loan taken by other entities in which the Directors are interested / deemed to be interested as per Section 185 of the Companies Act, 2013

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

RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force and subject to such other consents, permissions, approvals, as may be required in that behalf), consent of Members of the Company, be and is hereby accorded to the Board of Directors of the Company ("Board") for giving loan(s) in one or more tranches including loan represented by way of book debt (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by M/s.EDAC Engineering Ltd, in which any of the Directors of the Company are interested/deemed to be interested as per Section 185 of the Companies Act, 2013 up to a sum not exceeding ₹25 Crores (Rupees Twenty Five Crores Only) at any point of time, in its absolute discretion deem beneficial and in the best interest of the Company.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to negotiate, finalise, agree the terms and conditions of the aforesaid loan/guarantee/security and to do all such acts, deeds and things as may be necessary and incidental including signing and/or execution of any deeds/documents/ undertakings/agreements/papers/writings for giving effect to this Resolution.

## 8. Reappointment of Mr. R. Chandrasekar as Whole Time Director of the Company

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

RESOLVED THAT pursuant to the provisions of Section 196, 197 and 203 of the Companies Act, 2013 (Act) read with Schedule V to the Act and other applicable provisions if any of the Act, including any statutory modifications and/or re-enactments of the Act and/or any notification which the Central Government may issue from time to time and subject to the provisions of Articles of Association of the Company and also subject to such other statutory approvals as may be required, Mr.R.Chandrasekar (DIN 06374821) be and is hereby re-appointed as "Whole Time Director" of the Company on the following terms and conditions.

Term : 3 (Three) years with effect from 28<sup>th</sup> November 2021

Remuneration

### a) Salary:

₹ 25,00,000/- (Rupees Twenty Five Lakhs Only) per annum.

**b) Performance Linked Pay:**

₹ 20,00,000/- (Rupees Twenty Lakhs Only) per annum.

**c) Perquisites, Flexi Pay & Other allowance:**

In addition to Salary and Performance Linked pay (a) & (b), Perquisites, Flexi pay & Other allowance are allowed for an amount not exceeding ₹30,00,000/- (Rupees Thirty Lakhs Only) per annum as per Company's Rules as well as Income Tax Rules.

(Perquisites, Flexi pay & Other allowance are classified as HRA, Leave Travel Allowance, Special Allowance, Reimbursement of Petrol expenses, Contribution to Provident Fund, Gratuity, Personal Accident Insurance, Mediciam Insurance etc.)

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to alter, vary or revise the terms of the above remuneration, from time to time, in such manner so as not to exceed the limits specified under Schedule V of Act or any amendments thereto.

FURTHER RESOLVED THAT in the event of any inadequacy or absence of profits during the duration of the tenure of appointment, the Whole Time Director shall be entitled to the aforesaid remuneration as the minimum remuneration and the same shall be subject to the provisions of applicable laws and such other statutory

approvals as may be required under the relevant laws.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to take such steps as may be expedient or desirable and also to do all such acts, deeds, things as may be considered necessary for giving effect to this resolution.

**9. Ratification of the remuneration payable to Cost Auditor for the year 2021-22**

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

RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, Mr. J. Karthikeyan, Cost Accountant appointed as the Cost Auditor of the Company by the Board of Directors, for the conduct of the audit of the cost records of the Company for the financial year 2021-22 at a remuneration of ₹90,000/- (Rupees Ninety Thousand Only) excluding applicable taxes, travelling and other out-of-pocket expenses incurred by him in connection with the aforesaid audit be and is hereby approved and ratified.

By order of the Board  
For Sicagen India Limited

Date: 11<sup>th</sup> August 2021  
Place: Chennai

**R Chandrasekar**  
Whole Time Director

# Sicagen India Limited

## NOTES:

1. The Register of Members and Share Transfer Books of the Company will remain closed between 22.09.2021 and 28.09.2021 (both days inclusive) the 21.09.2021 shall be the Record date for the purpose of ascertaining the eligible shareholders for payment of equity dividend.
2. An explanatory statement pursuant to Section 102 of the Companies Act 2013, in respect of Item No.4 to 9 of the notice is annexed hereto.
3. Members are hereby informed that the Company has appointed M/s. Cameo Corporate Services Ltd, Unit: Sicagen, "Subramanian Building 5<sup>th</sup> Floor, No.1, Club House Road, Chennai-600002, Tel: 044-28460390 Fax: 044-28460129 e-mail address: investor@cameoindia.com, cameo@cameoindia.com as its Registrar and Share Transfer Agent (RTA). The shareholders are therefore requested to take note of the same and send all documents, correspondences, queries on any matter to RTA at the above mentioned address.
4. As per SEBI guidelines, submission of self-attested PAN copy of transferee/legal heir including joint holders if any is mandatory for registration of transfer/transmission/ transposition of shares. Hence the respective transferee(s)/ legal heir(s) are requested to attach their self-attested PAN copy to the Company/RTA while lodging the documents for registration.
5. Members those who hold share(s) in physical form are requested to notify immediately any change in their address to the Company/RTA and those who hold share(s) in demat form to the concerned Depository Participants.
6. Members are informed that the equity dividend amount for the year ended 31<sup>st</sup> March 2014, remaining unclaimed will become due for transfer on 15.09.2021 to the Investor Education and Protection Fund (IEPF) established by the Central Government in terms of Section 125(2) of the Companies Act, 2013 i.e., on expiry of 7 years from the date it became due for payment. Therefore, members are requested to note that no claim shall lie against the Company subsequent to the transfer of said dividend amount(s) to IEPF. Members who have not claimed the dividends declared for the financial year 2013-14 onwards are requested to approach the Company/ RTA for claiming the same as early as possible but before 15.09.2021.
7. Members are informed that the Company is in the process of transferring the equity shares of shareholders who have not claimed any dividends declared by the Company for the past 7 (Seven) consecutive years or more as per the provisions of Section 124(6) read with the IEPF (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017. Hence, the members, who have not claimed any dividend for the period of 7 (Seven) consecutive years or more are requested to approach either the Company or its RTA for claiming the same as early as possible but before 18.06.2021.
8. Pursuant to the application filed with National Stock Exchange of India Ltd (NSE) for voluntary delisting under SEBI (Delisting of Equity Shares) Regulations 2009, the Company's equity shares were delisted from NSE w.e.f. 29<sup>th</sup> July 2021. As per NSE's letter dated 07<sup>th</sup> July 2021, the trading in the security was suspended w.e.f. 22<sup>nd</sup> July 2021 (i.e. w.e.f. closing hours of trading on 20<sup>th</sup> July 2021) and the admission to dealings in the security was withdrawn (delisted by NSE) w.e.f. 29<sup>th</sup> July 2021. The Company has released a public notice in the newspapers namely Business Standard (all editions) and Makkal Kural (Tamil edition) on 09<sup>th</sup> July 2021 about the delisting of equity shares from NSE and submitted to the Stock Exchanges. However the Company's equity shares are remain listed with Bombay Stock Exchange (BSE Ltd), which has nationwide trading terminal. The shareholders can continue to avail the benefits of trading facility from BSE. The listing fees for the year 2021-22 have been paid to NSE and BSE.
9. Shareholders are requested to furnish/update their bank account details (i.e., Bank account No., Name and address of the Bank branch, 9 digit MICR code, RTGS/IFSC code) to remit the dividend amount directly through ECS (Electronic Clearing Services) to their accounts so as to avoid fraudulent encashment/loss of dividend warrant in postal transit. Shareholders who hold shares in demat form are required to provide their bank account details to their concerned Depository Participant (DP) and those who hold shares in physical form are required to provide their bank account details to the Company/RTA.
10. The particulars of Director(s) seeking re-appointment at this AGM and their Directorship/Committee Membership/Chairmanship in other Companies as required under the provisions of SEBI (LODR) Regulations, Companies Act & its rules etc., are is separately given in the notice.

## THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

CDSL e-Voting System – For e-voting and Joining Virtual meetings.

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through Video Conferencing

(VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.sicagen.com](http://www.sicagen.com). The Notice can also be accessed from the website of the BSE Limited at [www.bseindia.com](http://www.bseindia.com) respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).

7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation of this Ministry's General Circular No. 20/2020, dated 05<sup>th</sup> May 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated 13<sup>th</sup> January 2021.

**THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

- (i) The voting period begins on 25.09.2021 at 9.00 a.m. and ends on 27.09.2021 at 5.30 p.m. During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date 21.09.2021) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

# Sicagen India Limited

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

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

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

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Shareholders holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend bank details (OR) Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that

# Sicagen India Limited

company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for Sicagn India Limited (Company Name) on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) Additional Facility for Non-Individual Shareholders and Custodians–For Remote Voting only.
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be

uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [companysecretary@sicagen.com](mailto:companysecretary@sicagen.com) (designated email address of the Company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

## **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [companysecretary@sicagen.com](mailto:companysecretary@sicagen.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [companysecretary@sicagen.com](mailto:companysecretary@sicagen.com). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.



9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

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

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

# Sicagen India Limited

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

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

### **Item No. 4 & 5**

The present Authorised Share Capital of the Company is ₹50,00,00,000 (Rupees Fifty Crores) comprising of 5,00,00,000 (Five Crore) Equity Shares of ₹10/- each. It is informed to the shareholders that currently there is no sufficient capital base available for issue of further securities to facilitate growth of business and augment the finances of the Company. As the Company is engaged in a leveraged business and in order to meet the business plans for the coming years, it is proper to have a combination of both equity and preference shares to build the sufficient capital base. In view of the above, the Board at its Meeting held on 26<sup>th</sup> May 2021, has considered a proposal for increase of authorised share capital of the Company from ₹50,00,00,000 (Rupees Fifty Crores) to ₹ 75,00,00,000 (Rupees Seventy Five Crores) by creation of 2,50,00,000 (Two Crores Fifty Lakhs) Preference Shares of ₹10/- each in all respects as per the Memorandum and Articles of Association of the Company. Hence, the proposal for increase in Authorised Share Capital and amendment of Memorandum of Association and Articles of Association of the Company requires approval of members at a general meeting. The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as Special Resolutions.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution.

### **Item No. 6**

As part of business development, the Company has increased the volume of trading business by adding new product portfolios and supply of specialized engineering and construction related materials to various industries. In order to develop further in trading business, the Company would like to extend the trading activities to cover the raw material sourcing for various Fertilizer and Petrochemical operations and is also looking at various options to augment resources for its working capital requirements. Considering the above, the Board at its meetings held on 26<sup>th</sup> May 2021 and 11<sup>th</sup> August 2021 has approved a fund raising proposal with one of the options by way of issue of preference shares to the extent of ₹25 Crores under private placement basis in one or more tranches and on such occasion or occasions as may be permissible under the Companies Act, 2013 and Rules made thereunder.

Pursuant to the provisions of Section 42 and 55 of the Companies Act, 2013 and the Rules made thereunder approval of the shareholders is required by way of Special Resolution for issuing the preference shares on private placement basis.

It is accordingly proposed to obtain the approval of the shareholders to issue Preference shares as contemplated in the resolution set out above on such terms as may be decided by the Board and in the best interests of the Company. Hence the Board of Directors recommends the resolution set out in item No. 7 of the Notice for the approval of the shareholders.

No Director, KMPs or their relatives, is interested or concerned or otherwise in the resolution. If the Preference Shares are offered for subscription to the Promoter and/or any entity in the Promoter Group, then the Promoter or such entity will be deemed to be interested in the aforesaid resolution.

### **Item No. 7**

As per the provisions of Section 185 of the Companies Act, 2013, a Company may advance any loan, including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Directors of the Company are interested, subject to the condition that approval of the shareholders of the Company is obtained by way of passing a Special resolution.

In order to achieve certain long term strategic and business objectives, the Board of Directors of the Company at its meeting held on 26<sup>th</sup> May 2021 has decided to advance loan to M/s. EDAC Engineering Ltd, in which the Directors of the Company are interested/deemed to be interested as per Section 185 of the Companies Act, 2013, for an amount not exceeding ₹ 25 Crores (Rupees Twenty Five Crores only) subject to the approval of shareholders. Accordingly, the Board of Directors recommends the Special resolution as set in the Notice hereto, for shareholders' approval for granting such loan or giving guarantee or providing security in connection with any such loan to M/s.EDAC Engineering Ltd pursuant to the provisions of Section 185 of the Act.

None of the Directors, KMPs of the Company or any of their relatives, are concerned or interested in the above proposed resolution, except to their equity holdings and Directorships in the Company, if any.

### **Item No. 8**

Mr. R. Chandrasekar was appointed as Whole Time Director of the Company for a period of 3 years with effect from 28.11.2018. The above appointment was approved by the Shareholders of the Company at the Annual General Meeting held on 31.07.2019. Since the tenure of the appointment of Mr. R. Chandrasekar comes to an end by 28.11.2021, the Board of Directors of the Company,

at its meeting held on 11<sup>th</sup> August 2021, has considered for re-appointment with the revised terms as stated in the resolution.

Mr. R. Chandrasekar is managing the entire business affairs of the Company since 2018 and under his supervision and management, the Company has maintained a constant growth despite the economic slowdown and general recessionary trend prevailed in the market for the past 2 years. Considering his dedication and contribution to the Company in maintaining a revenue and profits during in difficult situation, the re-appointment of his position as Whole Time Director was recommended with an increased remuneration so as to get the requisite approval from the shareholders under Section 197 and 198 read with Schedule V of the Companies Act, 2013.

Accordingly the Board of Directors recommends the resolution set out in item No. 8 of the Notice for the approval of the shareholders. None of the Directors, Key Managerial Personnel and their relatives except Mr. R. Chandrasekar are concerned or interested in this Resolution.

#### **Item No. 9**

In accordance with the provisions of Section 148 of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014 (the Rules), the Company is required to appoint a Cost auditor to audit the cost records of Company. On the recommendation of the Audit Committee at its meeting held on 26<sup>th</sup> May, 2021, the Board has approved the appointment of Mr. J. Karthikeyan, Cost Accountant as the Cost Auditor of the Company for the financial year 2021-22 at a remuneration of ₹ 90,000/- exclusive of applicable taxes and reimbursement of all out of pocket expenses incurred, if any, in connection with the cost audit. The appointment of Cost auditor and the remuneration payable to him, are required to be ratified by the shareholders of the Company, in accordance with the provisions of the Act and Rule 14 of the Rules. Accordingly, the Directors recommend this Resolution for the approval of shareholders. None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in this Resolution.

By order of the Board  
For Sicagen India Limited

Date: 11<sup>th</sup> August 2021  
Place: Chennai

**R Chandrasekar**  
Whole Time Director

# Sicagen India Limited

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

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

- 1) Mr. S. R. Ramakrishnan, aged 71 years, is a B.Tech (Chem) graduate from IIT Madras. He has an overall experience of 47 years in technical & business management with the last 17 years of experience in Board positions. In his career, he worked in various departments including operation, process engineering, Technical services, R & D, Corporate Planning, etc. He has held senior positions in various Companies.

Mr. S. R. Ramakrishnan is a Non-Executive Non-Independent Director in the Company and also acting as Director on the Board of various other entities. He does not hold any shares in the Company and there is no relationship between the Directors inter-se.

<b>Date of First appointment on the Board</b>	01 <sup>st</sup> December 2018		
<b>No. of meetings of the Board attended during the year</b>	5		
<b>Other Directorships held</b>	<b>Name of the Company</b>	<b>Position</b>	
	Southern Petrochemicals Industries Corporation Ltd	Whole Time Director	
<b>Other Committee Membership / Chairmanships held</b>	<b>Name of the Company</b>	<b>Name of the Committee</b>	<b>Position</b>
	Southern Petrochemicals Industries Corporation Ltd	Stakeholders Relationship Committee	Member

- 2) Mr. R. Chandrasekar, aged about 57 years, is a graduate in Commerce and Chartered Accountant with more than 33 years of work experience in Finance & Accounts, Audit, Taxation, Legal & Secretarial and has worked in diverse segments such as Audit, Engineering Consultancy, EPC & Construction, Manufacturing, Mining, etc. He had held various senior financial positions such as General Manager, Chief Financial Officer and Directorships in major corporates in India and also in MNC in the Middle East for more than a decade.

Mr. R. Chandrasekar is a Whole Time Director in the Company and also acting as Director on the Board of various other entities. He do not hold any shares in the Company and there is no relationship between the Directors and promoters inter-se.

<b>Date of First appointment on the Board</b>	06 <sup>th</sup> August 2018		
<b>No. of meetings of the Board attended during the year</b>	5		
<b>Other Directorships held</b>	<b>Name of the Company</b>	<b>Position</b>	
	South India House Estates & Properties Ltd	Whole Time Director	
	Edac Engineering Ltd	Director	
<b>Other Committee Membership / Chairmanships held</b>	<b>Name of the Company</b>	<b>Name of the Committee</b>	<b>Position</b>
	South India House Estates & Properties Ltd	Audit Committee	Member

Statement under Para B, Section II, Part II of Schedule V to the Companies Act, 2013 is given below to the extent applicable.

### (I) General Information

#### 1. Nature of Industry:

The Company is primarily engaged in whole trade of building materials, power and control systems, boat building and Manufacture of speciality chemicals, drums and barrels.

#### 2. Date of commencement of commercial operation/production:

The date of commercial production/operation the Company is 01.10.2006.

### 3. Financial performance:

The following are the financial performance of the Company during last 3 years:

(₹ in Lakhs)

	2017-18	2018-19	2019-20
Total Revenue	57,819	54,774	44,172
Profit after tax	642	219	214
Dividend declared (%)	6%	4%	5%

### 4. Foreign Investments or collaborations, if any:

The Company is holding 100% equity investment in M/s. Wilson Cables Private Ltd, a Singapore based cable manufacturing entity since 2011.

### (II) Information about the appointee

Background details	Background details are as given in the details of the directors seeking re-appointment above.
Past Remuneration	(a) Salary: ₹20,00,000/- per annum (b) Performance Linked Pay: ₹8,00,000/- per annum (c) Perquisites & Other allowance: An amount not exceeding ₹30,00,000/- per annum as per Company/Income tax Rules.
Job profile and his suitability	Mr. R Chandrasekar is responsible for the entire business affairs and operational management of the Company subject to the overall superintendence, guidance and control of the Board of Directors. The Board is of the opinion that Mr.R.Chandrasekar has the requisite qualifications, experience and expertise for the position.
Remuneration proposed	The terms of re-appointment are furnished in the Resolution under Item No. 8 of the Notice.
Comparative remuneration profile with respect of industry, size of the Company, profile of the position and person.	The proposed remuneration is reasonable with respect to the industry, size of the Company and job profile of the proposed appointee.
Pecuniary relationship, directly or indirectly, with the Company or relationship with managerial personnel if any.	Mr. R. Chandrasekar has no pecuniary relationship directly or indirectly, with the Company (except to the extent of the remuneration received/receivable by him from the Company).

### (III) Other information

#### (1) Reasons of inadequate profits or loss if any:

The previous year's profits computed in the manner laid down in Section 198 of the Companies Act, 2013 for payment of the proposed revision are marginally lower. Due to economic slowdown and general recessionary trend prevailed in the business sectors, the overall performance of the Company was significantly affected for the past two years. The sluggish macroeconomic environment and consequent lower demand led to a significant decline in sales, which could not sustain the adequate profit margin.

#### (2) Steps taken or proposed to be taken for improvement

The Company is constantly exploring the possibilities of developing its core area of businesses for which new action plans are also being initiated by the Management. In order to develop further in trading business, the Company is in the process of increasing the trading activities to cover the raw material sourcing for various fertilizer and petrochemical operations. Hence the Company is confident of making higher turnover and profits in future.

#### (3) Expected increase in productivity and profits in measurable terms

The Company maintains a strong relationship with its existing business partners, suppliers, customers, financial supporters etc. With the continued support of all the stakeholders of the Company, it is expected that the relationship would benefit the Company in the long run and also give better growth and prospects in future.