

SICAGEN INDIA LIMITED

CIN: L74900TN2004PLC053467

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

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

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s)

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 (the Act), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the Rules) for obtaining the consent of the Members through postal ballot for the following Special Businesses:

Ordinary Resolution:**1. Appointment of Mr. Nandakumar Varma, [DIN: 09776904], as a Director of the Company under Section 152 of the Act**

RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions if any of the Companies Act, 2013 (Act) read with, the relevant Rules made thereunder and subject to the provisions of the Articles of Association of the Company, Mr. Nandakumar Varma [DIN: 09776904] who was appointed as an Additional Director under Sec 161 of the Act, be and is hereby appointed as a Director of the Company and he shall be liable to retire by rotation.

Special Resolution:**2. Approval for appointment and remuneration of Mr. Nandakumar Varma, [DIN: 09776904], as the Whole-Time Director of the Company.**

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Schedule V and the relevant rules made thereunder 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, consent of the Members is accorded for appointment of Mr. Nandakumar Varma (DIN: 09776904) as "Whole-Time Director" of the Company on the following terms and conditions as recommended by the Nomination & Remuneration Committee:

- A. Period of appointment : Three years from 3rd November 2022
- B. Nature of appointment : Contractual and subject to the service rules of the Company
- C. Remuneration:

Mr. Nandakumar Varma shall be eligible for the following remuneration:

- a) Salary: Rs. 15,75,000/- (Rupees Fifteen Lakhs and Seventy-Five Thousand Only) p.a.
- b) Performance Linked Pay: Rs. 10,00,000/- (Rupees Ten Lakhs Only) p.a.
- 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 Rs. 19,25,000/- (Rupees Nineteen Lakhs and Twenty-Five Thousand Only) p.a. 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, Mediclaim Insurance etc.)

- D. The term of office of Mr. Nandakumar Varma as a Director of the Company shall be coterminous with his term as Whole time Director, unless otherwise decided by the Board.

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.

The Explanatory Statement pursuant to Section 102(1) of the Act setting out the material facts and reasons thereto, is appended.

By Order of the Board
For Sicagen India Limited

Place: Chennai
Date: 1.11.2022

Ankita Sharma. S
Company Secretary

Important Notes:

1. In accordance with the relaxation granted by the Ministry of Corporate Affairs vide Circular 3/2022 dated 5th May 2022, this Notice is being sent only in electronic form to all the shareholders whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as at the close of business hours on Friday, the 4th November 2022 and who have registered their email id with the Company / Depositories.
2. The Notice has also been placed on the Company's website viz., www.sicagen.com and CDSL for use by the Members.
3. The postal ballot facility through E-voting is being provided to the Members in accordance with the provisions of Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the relevant Circulars.
4. The Company has engaged the services of CDSL to provide E-voting facilities, enabling the Members to cast their votes electronically in a secure manner.
5. Detailed guidance for participating in the postal ballot through E-voting is appended to this Notice.
6. The E-voting will commence on Wednesday, 16th November 2022 and end on Thursday, 15th December 2022.
7. In terms of the resolution of the Board passed at its meeting held on 1st November 2022, M/s. KRA and Associates, Practicing Company Secretaries, Chennai, have been appointed as Scrutinizers, for conducting the voting by postal ballot through electronic means in a fair and transparent manner.

8. After completion of the scrutiny of voting, the Scrutinizers will submit their report on the results to the Chairman of the Company or any person authorized by him. The results will be announced by the Chairman or any other director or company secretary of the Company, on or before 19th December 2022 by placing it along with the Scrutinizer's Report on the Company's website www.sicagen.com and communicated to the Stock Exchanges as required under the relevant law.
9. The last date of voting, i.e., 15th December 2022 will be taken to be the date of passing of the said resolutions.
10. Members requiring any clarification may contact the Company Secretary and Compliance Officer at the registered office of the Company at the address given above or through e-mail viz., companysecretary@sicagen.com
11. Grievances, if any, connected with E-voting may be addressed to Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mills Compound, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call Mr. Nitin Kunder (022-23058738) or Mr. Rakesh Dalvi (022-23058542) or toll free no: 1800225533.
12. Non-Individual Members shall make sure that the Power of Attorney or certified copy of the Board Resolution as the case may be to exercise the voting on behalf of the entity has been duly registered or provided to the Scrutinizers through e-mail to gkrkgram@yahoo.in.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item 1 & 2

The Board of Directors at their meeting held on 1st November 2022 on the recommendation of Nomination and Remuneration Committee, appointed Mr. Nandakumar Varma [DIN: 09776904] as an Additional Director and inducted him as Whole-time Director of the Company w.e.f 03/11/2022 subject to approval of the shareholders in the place of Mr. R. Chandrasekar, who has resigned from the position of Whole-Time Director due to his other assignments and continued as Non-Executive Director of the Company on the Board w.e.f 03/11/2022.

Pursuant to Section 161 of the Companies Act, 2013, an Additional Director shall hold office upto the date of next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier and as per Regulation 17 (1C) of the SEBI (LODR) Regulations, as amended, approval of shareholders for appointment of a person

on the Board of Directors is to be obtained at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Hence the Board recommends the resolutions as set out in the notice in relation to appointment of Mr. Nandakumar Varma for approval by the shareholders of the Company.

A brief profile of Mr. Nandakumar Varma is given below:

Mr. Nandakumar Varma, aged 54 is a B-TECH in Electrical & Electronics from Government Engineering College, Trichur, Kerala and holds a Post Graduate Diploma in Marketing Management from Annamalai University in year 2000 and completed MBA from Sikkim Manipal University in 2007.

He joined this group in April 1993 as Service Engineer and has a rich experience of more than 29 years. He has previously worked as Electrical Design engineer at Mekel Corporation.

Presently, Mr. Nandakumar Varma is working with Sicagen India Limited as Vice President and has an experience and expertise in Engine and Turbine governing systems, Protection systems, Power management and retrofits / upgrade projects and related areas. He has been handling the power and control systems business of the group for more than 18 years and managing its branches at Mumbai, Raipur, Delhi and Vadodara apart from Chennai. Considering his qualification, experience and expertise, the Board has appointed him as additional Director and inducted as Whole Time Director of the Company.

Mr. Nandakumar Varma does not hold any shares in the Company nor is related to any other Director of the Company.

As recommended by the Nomination and Remuneration Committee, the remuneration and other terms and conditions of his appointment are as specified in the resolution. The remuneration is considered reasonable taking into account various factors including but not limited to the performance of the Company, the individual, remuneration to similarly placed executives in the industry and the like.

The Board recommends the resolution for consideration and approval of the Members as Ordinary and Special Resolution. None of the Directors and Key Managerial Personnel of the Company or their relatives other than Mr. Nandakumar Varma and his relatives are concerned or in any way interested in the aforementioned proposal.

GUIDANCE TO SHAREHOLDERS FOR POSTAL BALLOT THROUGH E-VOTING

- (1) The voting period begins at 9:00 AM on Wednesday, 16th November 2022 and end on Thursday, 15th December 2022 at 5:00 PM. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on Friday, 4th November 2022 may cast their votes electronically. The E-voting module shall be disabled by CDSL after 5:00 PM on 15th December 2022.
- (2) 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 the E-voting facility.
- (3) Pursuant to above said SEBI Circular, login process for E-voting for **individual shareholders holding securities in Demat mode** are given below:

A. Shareholders holding securities with CDSL

- i. If you have opted for CDSL Easi / Easiest facility, you can login using your existing user id and password. The URL to login to Easi / Easiest is <https://web.cdslindia.com/myeasi/home/login>. Alternatively, you can visit www.cdslindia.com and click on Login icon and select New System Myeasi.
- ii. After successful login, you will be able to see the E-voting option for companies in respect of which the E-voting is in progress, as per the information provided by the respective company. On clicking the E-voting option, you will be able to see E-voting page of the E-voting service provider for casting your vote during the remote E-voting period.
- iii. Links are also provided to access the system of all the E-voting Service Providers viz., CDSL/ NSDL/ KARVY/LINKINTIME, so that you can visit the E-voting service providers' website directly.
- iv. If you are not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
- v. Alternatively, you may directly access E-voting page by providing Demat Account Number and PAN No. from the E-voting link available on www.cdslindia.com home page or click on the link: <https://evoting.cdslindia.com/Evoting/EvotingLogin>.
- vi. The system will authenticate your credentials by sending OTP to the registered Mobile & Email as recorded in the Demat Account.

- vii. After successful authentication, you will be able to see the E-voting option where the E-voting is in progress and also able to directly access the system of all E-voting Service Providers.

B. Shareholders holding securities with NSDL

- i. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsd.com> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see E-voting services. Click on “Access to E-voting” under E-voting services and you will be able to see E-voting page. Click on company name or E-voting service provider name and you will be re-directed to E-voting service provider’s website for casting your vote during the remote E-voting period. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com> by selecting “Register Online for IDeAS” Portal or clicking the link: <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
- ii. Visit the E-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile. Once the home page of E-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number held 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’s website for casting your vote during the remote E-voting period.

C. Login through 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’s website for casting your vote during the remote E-voting period.

D. If you are unable to retrieve User ID/ Password please use Forget User ID and Forget Password options available at above mentioned websites and follow the instructions for resetting the information.

E. Help Desk in case of log-in issues of individual demat holders:

- Members holding demat account with CDSL and facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact 022- 23058738/23058542-43 or toll free no.:1800 22 55 33.
- Members holding demat account with NSDL and 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 224 430

(4) Login method for E-voting for Members holding shares in Physical mode and members other than individuals holding shares in Demat mode is as below:

- i. Log on to the CDSL' s E-voting website www.evotingindia.com.
- ii. Click on "Shareholders" module.
- iii. 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 mode should enter Folio Number allotted by the Company.
- iv. Next enter the Image Verification as displayed and click on Login.
- v. If you are holding shares in demat mode and had logged on to www.evotingindia.com and voted on an earlier E-voting of any company, then your existing password is to be used.
- vi. If you are a first-time user follow the steps given below:

FOR INDIVIDUALS HOLDING SHARES IN PHYSICAL MODE & OTHERS HOLDING IN DEMAT MODE	
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat as well as physical) * Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

Dividend Bank Details OR Date of Birth (DOB)	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"> If both the details are not recorded with the depository or company please enter the member id / folio number as mentioned in instruction (iii) above.
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- vii. After entering these details appropriately, click on “SUBMIT” tab.
- viii. Shareholders holding shares in physical form will then directly reach the Company selection screen and shareholders holding shares in demat form will reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for E-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN for Sicagen India Limited
- xi. 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.
- xii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiii. 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.
- xiv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xvi. If you are a demat account holder and 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.
- xvii. You may also cast your vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from the respective Store. Please follow the instructions as prompted by the mobile app to do Remote Voting on your mobile.
- xviii. **THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE RTA OR DEPOSITORIES MAY USE THE WEBLINK OF THE RTA <https://Investors.cameoindia.com> AND FOLLOW THE INSTRUCTIONS THEREIN.** In case of any difficulty please contact the RTA. Upon registration of the E-mail ID as

above, the RTA will provide the login credentials for the E-voting along with the Notice of the Postal Ballot.

FOR THE ATTENTION OF NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS

- i. Non-Individual shareholders (i.e., other than individuals and HUF) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - ii. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cDSLindia.com.
 - iii. 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.
 - iv. The list of accounts linked in the login should be mailed to helpdesk.evoting@cDSLindia.com and on approval of the accounts they would be able to cast their vote.
 - v. 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 Scrutinizers to verify the same.
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