



SICAGEN INDIA LIMITED
(CIN: L74900TN2004PLC053467)

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

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

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the 21st Annual General Meeting (AGM) of the shareholders of Sicagen India Limited (the "Company") will be held on Tuesday, the 30th September 2025 at 02:00 p.m. (IST) through "Video Conferencing" (VC)/Other Audio Visual Means (OAVM) to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Standalone and Consolidated Financial Statements of the Company for the year ended 31st March 2025 and the Reports of the Board of Directors and Auditors thereon.
2. To declare equity dividend for the year 2024-25.
3. To appoint a director in the place of Mr. R. Chandrasekar (DIN 06374821) who retires by rotation and being eligible, offers himself for re-election.
4. To appoint a director in the place of Mr. Ashwin C Muthiah (DIN 00255679) who retires by rotation and being eligible, offers himself for re-election.

SPECIAL BUSINESS

5. **Appointment of M/s. KRA & Associates, Practicing Company Secretaries as Secretarial Auditors of the Company**

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 204 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and also pursuant to Regulation 24A of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 including any statutory modifications or re-enactments thereof for the time being in force, M/s. KRA & Associates (FCS No.6718 and CP No. 3363), Practicing Company Secretaries, Chennai, be and are hereby appointed as Secretarial Auditors of the Company for the first term of 5 (five) consecutive years with effect from 01st April 2025 at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors."

6. **Reappointment of Mr. Nandakumar Varma (DIN 09776904) 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. Nandakumar Varma (DIN 09776904) 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 03rd November 2025

Remuneration

- a) Salary:
Rs. 18.90 Lakhs (Rupees Eighteen Lakhs Ninety Thousand Only) per annum.
- b) Performance Linked Pay:
Rs. 12.00 Lakhs (Rupees Twelve Lakhs Only) per annum.
- c) Perquisites & Other allowance:
In addition to Salary and Performance Linked pay (a) and (b), Perquisites & Other allowance are allowed for an amount not exceeding Rs.23.10 Lakhs (Rupees Twenty Three Lakhs Ten Thousand Only) per annum as per Company's Rules as well as Income Tax Rules.

(Perquisites & 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.)

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.

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FURTHER RESOLVED THAT in the event of any inadequacy or absence of profits during the tenure of appointment, Mr. Nandakumar Varma, 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.

7. Ratification of the remuneration payable to Cost Auditor for the year 2025-26.

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules 2014, M/s. J. Karthikeyan & Associates, Cost Accountants, Chennai appointed as the Cost Auditor of the Company by the Board of Directors, for the conduct of the audit of the cost records of the Company for the financial year 2025-26 at a remuneration of Rs.90,000/- (Rupees Ninety Thousand Only) per annum 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: 12th August 2025
Place: Chennai

Ankita Jain
Company Secretary

NOTES:

1. Due to the prevailing COVID-19 pandemic situations, the general meetings of the Companies shall be conducted through Video Conferencing (VC) or other audio-visual means (OAVM) as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 2/2022 dated 5th May 2022, Circular No. 09/2024 dated 19th September 2024 (MCA Circulars) and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October 2024 issued by the Securities and Exchange Board of India, the 21th AGM will be held through Video Conferencing/ Other Audio Visual Means.
2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act), annexed to the Notice which may also be deemed as the disclosure under Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 in respect of Item No. 5 to 7.
3. The Register of Members and Share Transfer Books of the Company will remain closed between 24th September 2025 and 30th September 2025 (both days inclusive). The 23rd September 2025 shall be the cut-off date/record date for the purpose of ascertaining the eligible shareholders for payment of equity dividend.
4. Members are hereby informed that the Company has appointed M/s. Cameo Corporate Services Ltd, Unit: Sicagen, "Subramanian Building, 5th Floor, No.1, Club House Road, Chennai-600002, Tel: 044-28460390 Fax: 044-28460129 e-mail address: investor@cameoindia.com, cameo@cameoindia.com as its Registrar and Share Transfer Agent (RTA). The shareholders are therefore requested to take note of the same and send all documents, correspondences, queries on any matter to RTA at the above-mentioned address.
5. As per SEBI guidelines, submission of self-attested PAN copy of transferee/legal heir including joint holders if any is mandatory for registration of transfer/transmission/transposition of shares. Hence the respective transferee(s)/legal heir(s) are requested to attach their self-attested PAN copy to the Company/RTA while lodging the documents for registration.
6. Members those who hold share(s) in physical form are requested to notify immediately any change in their address to the Company/RTA and those who hold share(s) in demat form to the concerned Depository Participants.
7. Pursuant to SEBI's Circulars dated 03-11-2021, 14-12-2021, 16-03-2024 and 10-06-2024, it shall be mandatory for all the holders of physical securities to furnish PAN, Nomination, contact details, bank account details and specimen signatures to the RTA. For this purpose, SEBI has prescribed Form ISR-1, 2 and 3 which are available on the websites of the Company and the RTA. In this connection SEBI has stipulated that dividend if any on such shares would be paid only in electronic mode with effect from 01-04-2024, and only an intimation would be sent to the shareholders who have not complied with the requirement. In this connection individual notices have been sent to the shareholders to submit the

documents in the prescribed forms. It is requested that the specified documents/information are furnished early to avoid the above consequences.

8. Members are informed that pursuant to Section 125(2) of the Companies Act 2013, the amount of equity dividend pertaining to the financial year 2017-18, remaining unclaimed/unpaid will become due for transfer to the Investor Education and Protection Fund (IEPF) established by the Central Government on expiry of 7 years. The last date for transfer of unclaimed dividend amount pertaining to the said financial year 2017-18 is 10th October 2025. Since no claim shall lie against the Company after transfer of said dividend to IEPF, the members who have not claimed their dividend so far are requested to approach the Company/RTA for claiming the same as early as possible but before 25th September 2025.
9. Members are informed that the Company is in the process of transferring the equity shares of shareholders who have not claimed any dividend declared by the Company for the past 7 (seven) consecutive years as per the provisions of Section 124(6) read with the IEPF (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017. Hence, the members, who have not claimed any dividend for the period of 7 (Seven) consecutive years are requested to approach either the Company or its RTA for claiming the same as early as possible but before 25th September 2025.
10. The Company's equity shares are listed with Bombay Stock Exchange Ltd. (BSE) and the listing fees for the year 2025-26 have been paid to BSE.
11. 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 separately given in the notice.
12. **Dispatch of Annual Report 2024-25 and Notice of the 21st AGM**
 - a. Electronic copy of the Annual Report for the year 2024-25 and the Notice of the 21st AGM are being sent to the Members whose E-mail IDs are registered with the Company and for persons holding shares in demat form as per the information provided by the Depositories. Printed copies will be provided to those who have made a specific request in writing to the Company or RTA.
 - b. Annual Report and the Notice of the AGM are available on the Company's website viz., www.sicagen.com. The AGM Notice is also disseminated on the website of CDSL (the agency for providing the remote e-Voting facility and e-Voting system during the AGM) www.evotingindia.com.
13. **CDSL E-Voting System for e-Voting and joining Virtual meetings.**
13. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars, dated 08.04.2020, 13.04.2020 and 05.05.2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the 21st AGM. For this purpose, the Company has appointed Central Depository Services (India) Ltd (CDSL) for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
14. The Members can join the AGM in Video Conferencing mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC will be made available to at least 1000 members on first come first served basis. This will not include large shareholders (shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
15. The attendance of the members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
16. Pursuant to MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
17. M/s. KRA & Associates, Practicing Company Secretaries, have been appointed as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.
18. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.sicagen.com and on the website of CDSL immediately after the declaration of result by the Chairman or any Director authorized by him. The results shall also be immediately forwarded to the Stock Exchange.

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

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

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

- (i) The voting period **begins on Thursday, 25th September 2025 at 9:00 a.m. and ends on Monday, 29th September 2025 at 5:00 p.m.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **23rd September 2025** 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.

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

- (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 Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in Demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/ IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your 16 digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/ evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>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.</p>

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

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

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

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

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

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

	For Physical Shareholders and other than Individual Shareholders holding shares in Demat
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"> 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 in the Dividend Bank details field.



- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant "Sicagen India Limited" on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory 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 gkrkgram@yahoo.in and to the Company at 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 VIDEO CONFERENCING (VC) & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the meeting through laptops/iPads for better experience.
5. 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 the 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.

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7. Shareholders who would like to express their views/ask questions at the AGM may register themselves as a speaker shareholder through RTA's web portal using the link <http://investors.cameoindia.com>. This facility for participation registration will be open from 9:00 a.m. on 25th September 2025 to 5:00 p.m. on 29th September 2025. It may be noted that there will be no option for any spot registration or through any other mode. Only those shareholders who have registered through the above process will be able to speak at the meeting.
8. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 5 days prior to meeting mentioning their name, demat account no./folio no., email id, mobile no. to companysecretary@sicagen.com. These queries will be replied by the Company suitably. It may please be noted that the queries sent to any other email IDs of the Company will not be considered for sending reply.
9. Only those shareholders, who are present in the AGM through VC/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 may 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 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 or contact at toll free no. 1800 21 09911

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

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

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

Item No. 5

The Board of Directors of the Company has, based on the recommendation of the Audit Committee, at its meeting held on 12th May 2025, proposed the appointment of M/s. KRA & Associates, Practicing Company Secretaries, Chennai as the Secretarial Auditors of the Company for a first term of five consecutive years with effect from 01st April 2025 at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors. M/s. KRA & Associates have consented to their appointment as Secretarial Auditors and has confirmed that their appointment will be in accordance with Section 204 of Companies Act, 2013 read with SEBI (LODR) Regulations, 2015. Accordingly, the approval of the members is sought for passing an ordinary resolution as set out at item No. 5 of the Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice.

Item No. 6

Mr. Nandakumar Varma was appointed as Whole Time Director of the Company for a period of 3 years with effect from 03rd November 2022. The above appointment was approved by the Shareholders by Postal Ballot dated 16.12.2022. Since the tenure of the appointment of Mr. Nandakumar Varma comes to an end by 02nd November 2025, the Board of Directors of the Company, at its meeting held on 12th August 2025, has considered for re-appointment for further period of 3 years with effect from 03rd November 2025 with the same terms as mentioned in the Resolution as set out in Item No.6.



Mr. Nandakumar Varma is managing the entire business affairs of the Company and considering his dedication and contribution to the Company, the re-appointment of his position as Whole Time Director was recommended for approval of shareholders of the Company.

Mr. Nandakumar Varma is also serving as Whole-time Director of South India House Estates And Properties Limited (SIHEPL). He is a Member of Audit Committee of SIHEPL.

None of the Directors, Key Managerial Personnel and their relatives except Mr. Nandakumar Varma are concerned or interested in the Resolution set out at Item No. 6 of the Notice.

Item No. 7

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 12th May 2025, the Board has approved the appointment of

M/s. J. Karthikeyan & Associates, Cost Accountants, Chennai as the Cost Auditor of the Company for the financial year 2025-26 at a remuneration of Rs. 90,000/- (Rupees Ninety Thousand Only) exclusive of applicable taxes and reimbursement of all out-of-pocket expenses incurred, if any, in connection with the cost audit. The appointment of Cost auditor and the remuneration payable to him, are required to be ratified by the shareholders of the Company, in accordance with the provisions of the Act and Rule 14 of the Rules. Accordingly, the Directors recommend the Resolution as set out in the Item No. 7 of the Notice for the approval of shareholders.

None of the Directors, Key Managerial Personnel and their relatives in any way are concerned or interested in this resolution set out at Item No. 7 of the Notice.

By order of the Board
For Sicagen India Limited

Date: 12th August 2025
Place: Chennai

Ankita Jain
Company Secretary

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

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

- 1). Mr. R. Chandrasekar (DIN 06374821), aged about 60 years, is a graduate in commerce and Chartered Accountant. He is a certified SAP Consultant and Lead Auditor for ISO 9001:2008. He has also completed the intermediate course of the ICSI and third stage of CIMA, London. He has nearly 37 years of experience in finance, accounts, audit, taxation, legal and secretarial functions in diverse segments such as engineering consultancy, EPC & construction, manufacturing, mining etc. He has held various senior level positions in finance as General Manager and Chief Financial Officer in major Indian Corporates. He was associated with a global group in the Middle East for more than a decade. He has also held directorship in Indian companies and he was a Whole-time Director of the Company till 02 November 2022. Mr. R Chandrasekar does not hold any shares in the Company nor has any inter-se relationship with other Directors. He is entitled to receive sitting fees for attending the meetings of the Board of Directors.

Date of First appointment on the Board	8 th August 2018		
No. of meetings of the Board attended during the financial year 2024-25	5		
Other Directorships held	Name of the Company		Position
	Manali Petrochemicals Ltd	Managing Director & CEO MPL Group	
Other Committee Membership / Chairmanships held	Name of the Company		Name of the Committee
	Manali Petrochemicals Ltd	Stakeholders Relationship Committee	Member

Sicagen India Limited

- 2). Mr. Ashwin C Muthiah (DIN 00255679), aged 59 years, a resident of Singapore, holds a Master's degree in Commerce and MBA from Philadelphia University. He is a commerce graduate from Loyola College, Chennai. After completing his post-graduation in management studies in the US, he joined the Group in India. He is a third-generation business leader and serves as the Founder and Chairman of AM International since 2001. He has more than 37 years of rich experience in the field of general management, new business development strategies, manufacturing facility management, financial management and human resources. Mr. Ashwin C Muthiah is a Non-Executive and Non-Independent Director of the Company and also heads the Boards of the various Companies. He holds 41,838 equity shares in the Company and he is related to Mrs. Devaki Muthiah Chardon, Director. He is entitled to receive sitting fees for attending the meetings of the Board of Directors.

Date of First appointment on the Board	10 th December 2012		
No. of meetings of the Board attended during the financial year 2024-25	5		
Other Directorships held	Name of the Company	Position	
	Southern Petrochemical Industries Corporation Ltd.	Non-Executive Non-Independent Director and Chairman	
	Manali Petrochemicals Ltd.	Non-Executive Non-Independent Director and Chairman	
	Tuticorin Alkali Chemicals & Fertilizers Ltd.	Non-Executive Non-Independent Director and Chairman	
	Tamilnadu Petroproducts Ltd.	Non-Executive Non-Independent Director and Vice-Chairman	
Other Committee Membership / Chairmanships held	Name of the Company	Name of the Committee	Position
	-	-	-

- 3). Mr. Nandakumar Varma, aged about 57 years, is a B. Tech in Electrical & Electronics from Government Engineering College, Trichur, Kerala and holds a Post Graduate Diploma in Marketing Management from Annamalai University in year 2000 and completed MBA from Sikkim Manipal University in 2007. He has been associated with this group since 1993 and served as various positions. Mr. Nandakumar Varma does not hold any shares in the Company nor is related to any other Director of the Company.

Date of First appointment on the Board	3 rd November 2022		
No. of meetings of the Board attended during the financial year 2024-25	5		
Other Directorships held	Name of the Company	Position	
	South India House Estates and Properties Ltd.	Whole Time Director	
Other Committee Membership / Chairmanships held	Name of the Company	Name of the Committee	Position
	South India House Estates and Properties Ltd.	Audit Committee	Member