



## **CONTENTS**

Company Information	2
Directors' Report	6
Management Discussion and Analysis Report	10
Corporate Governance Report	12
Auditors' Report	23
Balance Sheet	26
Profit and Loss Account	27
Cash Flow Statement	28
Significant Accounting Policies	29
Notes on Financial Statements	31
Consolidated Financial Statements	52

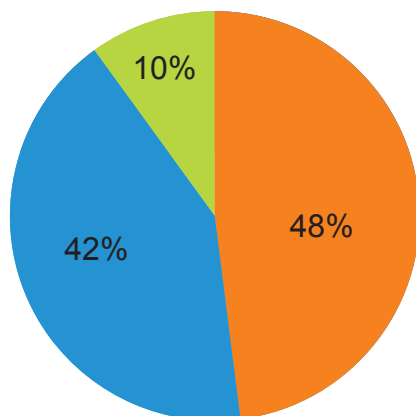
## Key Financials

(Rs. in Lakhs)

	Year ended 31 March 2013	Year ended 31 March 2012	Year ended 31 March 2011	Year ended 31 March 2010	Year ended 31 March 2009
Total Income	89220	94312	79636	51859	42844
Profit before Interest, Depreciation and Tax	3562	3125	2476	1426	1379
Depreciation	222	205	177	171	176
Profit before Tax	2249	2095	1832	955	1032
Less: Provision for Tax	751	698	590	245	187
Profit after Tax	1498	1397	1242	710	845
Add: Exceptional Items (Net of tax)	(168)	554	1204	23	(614)
Profit after Tax & Exceptional Items	1330	1951	2446	732	231
Earnings per share in ₹	3.36	4.93	6.18	1.85	0.58
Equity Share Capital	3957	3957	3957	3957	3957
Reserves & Surplus	36888	36017	34527	32540	32229
Net Fixed Assets	3352	3019	3391	3193	2599

## Revenue Mix

2012-13

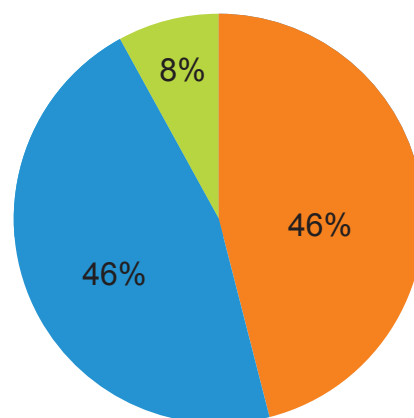


2011-12

Building Materials

Vehicle Sales

Others



**Disclaimer:** The information and opinions contained in this document do not constitute an offer to buy any of Sicagen's securities, businesses, products, or services. The document might contain forward-looking statements qualified by words such as 'expect', 'plan', 'estimate', 'believe', 'project', 'intends', 'exploit', and 'anticipates', that we believe to be true at the time of the preparation of the document. The actual events may differ from those anticipated in these statements because of risk, and uncertainty of the validity of our assumptions. Sicagen does not take on any obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise.

# Company Information

<b>Name of Company</b>	Sicagen India Limited
<b>Incorporation</b>	2004
<b>Primary Business</b>	Distribution of Building Materials and Commercial Vehicles
<b>Total Revenue</b>	Rs. 89220 Lakhs
<b>Net Profit</b>	Rs.1330 Lakhs
<b>Shares Issued</b>	Rs. 3957 Lakhs
<b>Listing</b>	Bombay Stock Exchange Ltd (BSE) National Stock Exchange of India Ltd (NSE)
<b>Scrip Code</b>	BSE 533014 NSE SICAGEN
<b>Demat ISIN</b>	INE 176J01011

## Lines of Business

### Building Materials

Sicagen's core business: the distribution of building materials such as MS/GI pipes, precision tubes, seamless tubes, rectangular/square hollow sections, construction steel including TMT steel rebars, PVC pipes, electrical cables, steel fittings and cement.

For dealers, contractors, builders and corporate buyers our network of 30 delivery centres across India serves as the single window to India's top building material manufacturers that include TATA Steel, Jindal Pipes, Steel Authority of India, Finolex Cables, Supreme Industries, Maharashtra Seamless, ACC Cements and Dalmia Cements.

### Vehicle Sales & Service

Dealership of Commercial Vehicles for TATA Motors—ranging from the 0.75 tonne TATA Ace to the top of the line TATA Novus—with showrooms in Chennai, Tiruchirapalli and Tanjore covering 11 districts of Tamilnadu. Customers include corporates, retail vendors and individuals.

### Governor Services

Goodwill Governor Services is India's only authorised service centre for WOODWARD, makers of the World's finest governors and is the Distributor for NORGREN power sector products.

### Beta – Drum Manufacturing

Manufacture of drums that are used for the transport of lubricant oil, hazardous and non-hazardous chemicals and pulp. These drums are capable of withstanding extreme temperatures.

### Speciality Chemicals

Provides water treatment and process improvement solutions for the petrochemical, fertilizer, refinery, power, pharmaceuticals, agro and pesticide industries.

### Boat Building

Goodwill Engineering Works builds boats, tugs & barges.

### Cable Manufacturing - Wilson Cables Private Ltd (Subsidiary)

Manufacture of premium cables for industrial and other critical applications.

**Board of Directors****Ashwin C Muthiah**

Chairman

**Sunil Deshmukh**

Director

**B Narendran**

Director

**Dhananjay N Mungale**

Director

**Brig (Retd) Harish Chandra Chawla**

Director

**Devidas Mali**

COO &amp; Whole Time Director

**General Manager (Finance)****Rajesh Jayaraman****Head Legal & Company Secretary****G Arunmozhi****Corporate Office**4<sup>th</sup> Floor, SPIC House

88, Mount Road, Guindy

Chennai - 600 032

**Registered Office**

“Adyar House”

Chennai - 600 085

**Bankers**

Andhra Bank

HDFC Bank

State Bank of India

Indian Bank

ICICI Bank

Bank of Baroda

Axis Bank

**Auditors**

CNGSN &amp; Associates

Chartered Accountants

20, Raja Street, T.Nagar

Chennai - 600 017

**Registrar & Share Transfer Agent**

Cameo Corporate Services Limited

Unit: Sicagen

Subramanian Building, 5<sup>th</sup> Floor

1, Club House Road, Chennai - 600 002

Tel: 044 - 28460390 Fax: 044 - 28460129



# Sicagen Network

## BUILDING MATERIALS



Ankleshwar  
Bengaluru  
Belgaum  
Bhubaneswar  
Calicut  
Chengannur  
Chennai  
Chittoor  
Coimbatore  
Dindigul  
Ernakulam  
Erode  
Goa  
Hubli  
Kakinada  
Madurai  
Mangalore  
Palakkad  
Patna  
Puducherry  
Pune  
Rajahmundry  
Salem  
Secunderabad  
Tiruchirapalli  
Tirunelveli  
Tuticorin  
Vapi  
Vijayawada  
Visakhapatnam

## VEHICLE SALES



Chennai  
Mayiladuthurai  
Nagapattinam  
Thanjavur  
Tiruchirapalli  
Tiruvarur

## GOVERNOR SERVICES



Chennai  
Delhi  
Kolkata

## SPECIALITY CHEMICALS



Puducherry

## BOAT BUILDING



Puducherry

## BETA DRUMS



Chennai

## CABLE MANUFACTURING



Singapore

Annual Report 2012-13  
**Directors' Report**



## DIRECTORS' REPORT

Your Directors are pleased to present the 9<sup>th</sup> Annual Report and the Audited Accounts of the Company for the financial year ended 31<sup>st</sup> March 2013.

### PERFORMANCE OF THE COMPANY

#### FINANCIAL RESULTS

Financial performance of the Company for the year ended 31<sup>st</sup> March 2013 is summarized below:

(Rs. in Lakhs)

	Year ended 31 <sup>st</sup> March 2013	Year ended 31 <sup>st</sup> March 2012
Revenue from operations	88418	93989
Other Income	802	323
<b>Total Revenue</b>	<b>89220</b>	<b>94312</b>
Profit before Finance Cost, Depreciation and Tax	3562	3125
Less: Finance Cost	1091	825
Less: Depreciation	222	205
<b>Profit before Tax</b>	<b>2249</b>	<b>2095</b>
Less: Provision for Tax	751	698
<b>Profit after Tax</b>	<b>1498</b>	<b>1397</b>
Add: Exceptional Items (Net of tax)	(168)	554
<b>Profit after Tax &amp; Exceptional items</b>	<b>1330</b>	<b>1951</b>
Add: Balance in Profit and Loss Account	3518	2127
Amount available for Appropriations	4848	4078
<b>Appropriations</b>		
General Reserve	--	100
Dividend on Equity shares	396	396
Tax on Dividend	64	64
Balance carried to the Balance Sheet	4388	3518
Earnings per share (EPS) in Rs.	3.36	4.93

#### REVIEW OF OPERATIONS

During the year under review, the financial performance of the Company was not as expected due to general economic decline. For the current fiscal, the Company has posted operating and financial results with a total turn-over of Rs.89,220 Lakhs and a profit after tax of Rs.1,330 Lakhs when compared to Rs.94,312 Lakhs and Rs.1,951 Lakhs respectively in 2011-12.

Division wise operational performance of the Company is given below:-

##### Building Materials

During the year, this division has posted a total turn over of Rs.42,792.36 Lakhs and earned a net profit

of Rs.578.57 Lakhs against Rs.43,118.02 Lakhs and Rs.921.47 Lakhs respectively in 2011-12. The dropdown in terms of sales and profits of this division in 2012-13 is due to recessionary trends prevailed in all commercial/ industrial sectors including steel and construction related industries in the current fiscal.

##### Commercial Vehicles

The revenue of commercial vehicles division for the year was Rs.37,911.13 Lakhs compared to Rs.43,460.23 Lakhs in 2011-12. The net profit was Rs.624.12 Lakhs compared to Rs.546.73 Lakhs in previous year. The dropdown in sales of commercial vehicles is due to



general recessionary trends prevailed in the year 2012-13.

During the year under review, the total sales volume of this division was 7,833 units which include TATA premium range of vehicles such as Ace, HCVs, ICVs, LCVs, Super Ace etc. During the year, this division has executed an order for supply of 803 TATA buses to the Govt. of Tamilnadu.

### **Goodwill Governor Services**

The division continued to perform well and the revenue of this division during the year under review, was remarkable. Total income of this division was Rs.2,334.20 Lakhs as against Rs.1,999.88 Lakhs in the previous year and net profit was Rs.444.27 Lakhs compared to Rs.352.70 Lakhs last year.

### **Goodwill Engineering Works**

During the year, this division has successfully delivered 34 Motor tug launches to BEML. Total income of this division was Rs.1,875.77 Lakhs as against Rs.1,030.86 Lakhs in the previous year and net profit was Rs.783.08 Lakhs compared to Rs.337.27 Lakhs last year. This division reached its budgeted sales level.

### **Speciality Chemicals**

The Company's Speciality Chemicals division has performed well during the year and this division has achieved an increased total turn-over of Rs.480.72 Lakhs and earned a impressive net profit of Rs.116.28 Lakhs as against a turn-over of Rs.399.59 Lakhs and net profit of Rs.47.54 Lakhs during the previous year.

This division has bagged 1 year contract from Andhra Pradesh Power Generation Corporation Ltd for supply of CWT Chemicals and bagged order from Madras Fertilizers Ltd for supply of Boiler Chemicals during the year.

### **Drums & Barrels**

During the year, this division has produced 2.32 Lakhs barrels and achieved a total turn-over of Rs.3,471.22 Lakhs and net income of Rs.203.85 Lakhs as compared to a total turn-over of Rs.4,208.80 Lakhs and net income of Rs.369.75 Lakhs last year.

### **DIVIDEND**

Your directors have recommended a dividend of Re.1/- per equity share (10% on equity capital of the Company) for the financial year 2012-13. Total dividend is Rs.460 Lakhs (inclusive of dividend distribution tax of Rs.64 Lakhs). The dividend shall be paid to the eligible

shareholders whose names appear in the Register of Members as on the record date fixed by the Board.

### **DIRECTORS**

Mr.B.Narendran and Mr.Sunil Deshmukh, Directors of the Company, retire by rotation at the ensuing Annual General Meeting and being eligible, offer themselves, for re-election.

Mr.Dhananjay N Mungale was appointed as additional Director into the Board on 03.08.2012 and he shall hold office upto the date of ensuing Annual General Meeting and is eligible for re-appointment.

Mr.Ashwin C Muthiah, Brig (Retd.) Harish Chandra Chawla and Mr.Devidas Mali were appointed as additional Directors into the Board on 10.12.2012 and they shall hold office upto the date of ensuing Annual General Meeting and they are eligible for re-appointment.

Mr.Devidas Mali was appointed as COO & Whole Time Director of the Company for a period of 3 years w.e.f. 11.12.2012 and his terms of appointment shall be subject to the approval of shareholders at the ensuing Annual General Meeting.

Dr.RM.Krishnan resigned from the Board on 10.12.2012.

Mr.R.Sivagurunathan, resigned from the position of Whole Time Director and he was relieved from the services of the Company at the closure of office hours on 10.12.2012.

### **AUDITORS**

M/s.CNGSN & Associates, Chartered Accountants, statutory auditors of your Company retire at the conclusion of this Annual General Meeting and being eligible offer themselves for re-appointment.

### **FIXED DEPOSITS**

The Company has not invited or accepted any deposits during the year.

### **CHANGE IN CORPORATE OFFICE ADDRESS**

During the year, the Company has changed its corporate office to new premises located at 4<sup>th</sup> Floor, SPIC House, No.88, Mount Road, Guindy, Chennai-600032.

### **DEMATERIALISATION OF EQUITY SHARES**

As at 31<sup>st</sup> March 2013, 3,80,73,848 equity shares representing 96.21% of the paid-up share capital of the Company have been dematerialized. The shareholders holding shares in physical form are advised to dematerialize their shares to avoid the risks associated with holding the share certificates in physical form.

# Sicagen India Limited

## CORPORATE GOVERNANCE

A Report on Corporate Governance as stipulated under Clause 49 of the Listing agreement forms part of this Annual Report. The requisite certificate from the Auditors of the Company confirming compliance with the conditions of Corporate Governance as stipulated under Clause 49 is attached to this Report.

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion & Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement is attached along with this report.

## DIRECTORS RESPONSIBILITY STATEMENT

1) Pursuant to Section 217(2AA) of the Companies Act, 1956, the Board of Directors report that :

- (a) in the preparation of the Annual Accounts, the applicable Accounting Standards have been followed and that no material departures have been made from the same.
- (b) they have selected such accounting policies and applied them consistently and made judgments and estimates which are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at 31<sup>st</sup> March 2013 and of the Profit & Loss Account of the Company for year ended on that date.
- (c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and preventing and detecting fraud and other irregularities.
- (d) they have prepared the annual accounts on a going concern basis.

2) The particulars required under Section 217(1)(e) of the Companies Act, 1956, read with the Rules

framed there under are given in Annexure I, which forms part of this Report.

- 3) The particulars required under Section 217(2A) of the Companies Act, 1956 the Companies (Particulars of Employees) Rules, 1975 are given in Annexure II, which forms part of this Report.

## SUBSIDIARIES

In terms of general permission granted by the Central Government, vide its circular dated 08.02.2011, under Section 212(8) of the Company Act 1956, copies of Balance Sheet, Profit and Loss Account, Report of Directors & Auditors and other related information of the subsidiary Companies viz., South India House Estates & Properties Ltd and Wilson Cables Private Ltd, Singapore, have not been attached with this annual report.

However, the Company shall make available the annual accounts of the aforesaid subsidiary Companies to any member of the Company upon request. The annual accounts of the said subsidiary Companies shall also be kept available for inspection by any member at the Registered/Corporate office of the Company and that of the subsidiary Companies concerned.

In accordance with Accounting Standard 21 of Institute of Chartered Accountants of India, the audited Consolidated Financial Statement is attached with this annual report.

## ACKNOWLEDGEMENT

Your Directors take this opportunity to express their deep sense of gratitude to the Banks, Customers, Suppliers, Government Departments, Local Authorities and other Business Associates for their continued support extended to the Company.

We would also like to place on record our sincere appreciation for the commitment, dedication and hard work put in by every employee of Sicagen.

And we are sincerely grateful to all the shareholders for their confidence, faith and support in the endeavours of the Company.

For and on behalf of the Board

Place : Chennai

Date : 8<sup>th</sup> May 2013

**Ashwin C Muthiah**  
Chairman