



16th ANNUAL REPORT

2019-20



Sicagen India Limited
www.sicagen.com

Sicagen India Limited

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Board of Directors

Ashwin C Muthiah	DIN: 00255679	Chairman
B Narendran	DIN: 01159394	Independent Director
Sashikala Srikanth	DIN: 01678374	Independent Director
Rita Chandrasekar	DIN: 03013549	Independent Director
S Radhakrishnan	DIN: 00061723	Independent Director
M Rajamani	DIN: 00195006	Independent Director
S R Ramakrishnan	DIN: 00120126	Non-Executive Non Independent Director
R.Chandrasekar	DIN: 06374821	Whole Time Director

Chief Financial Officer

D Balagopal (Upto 10.12.2019)
M.O.Ayyappan (w.e.f 07.02.2020)

Company Secretary

G. Arunmozhi (Upto 03.07.2020)
R. Srikrishna (w.e.f. 04.07.2020)

Statutory Auditors

SRSV & Associates
Chartered Accountants
"Anmol Palani" Level-2 C-4,
III Floor G No.88,
G.N. Chetty Road, T. Nagar
Chennai - 600017

Registered Office

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

Internal Auditors

Sundar Srini & Sridhar
Chartered Accountants
No.9, Rajamannar Street, T.Nagar
Chennai-600017

Bankers

Union Bank of India (formerly Andhra Bank)
Axis Bank
HDFC Bank

Secretarial Auditor

R.Kannan
Practicing Company Secretary
No.6A, 10th Street,
Mahalakshmi Nagar New Colony,
Adambakkam
Chennai-600088

Registrar & Share Transfer Agent

Cameo Corporate Services Ltd
Unit: Sicagen
Subramanian Building, 5th Floor
No.1, Club House Road
Chennai - 600002
Tel: 044-28460390 / 044-40020728

Cost Auditor

J. Karthikeyan
Cost Accountant
No.16, Muthalamman Kovil Street
Selaiyur
Chennai-600073

Sicagen India Limited

Company Information

Incorporation	2004
Listing	Bombay Stock Exchange Ltd (BSE) National Stock Exchange of India Ltd (NSE)
Scrip Code	BSE : 533014 NSE : SICAGEN
Demat ISIN	INE176J01011
CIN	L74900TN2004PLC053467

Lines of Business

Building Materials

The distribution of building materials such as MS/GI pipes, precision tubes, structural tubes, seamless tubes, ERW tubes, rectangular/square hollow sections, construction steel including TMT steel rebars, steel fittings, PVC pipes, UPVC pipes, roofing sheets, electrical cables, switchgears, cement etc.

For dealers, contractors, builders and corporate buyers our network of 22 branches across India serves as a single window to top building material manufacturers that include TATA Steel, Jindal Pipes, Steel Authority of India, Maharashtra Seamless, Supreme Industries, Finolex Cables, ACC Cements and Dalmia Cements.

Power & Control Systems (Formerly Goodwill Governor Services)

Power & Control Systems is the business partner and India's only authorized service centre for WOODWARD, makers of the World's finest governors and is a Distributor for NORGREN power sector products, Danfoss for Drives and Motors, Eaton & ABB for Switch Gears.

Industrial Packaging (Formerly Beta Industries)

Manufacture of drums and barrels that are used for the transport of lubricant oil, hazardous and non-hazardous chemicals, bitumen and fruit pulp.

Specialty Chemicals

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

Engineering (Formerly Goodwill Engineering Works)

Builds boats, tugs & barges.

Cable Manufacturing – Wilson Cables Private Ltd, Singapore (Subsidiary)

Manufacture of premium cables for industrial and other critical applications.

Fabrication – Danish Steel Cluster Private Ltd, Bengaluru (Subsidiary)

Precision fabrication of steel, carbon steel, mild steel and aluminium.

FINANCIAL HIGHLIGHTS

(₹ in Lakhs)

SICAGEN STANDALONE	IND AS				IGAAP					
	2019-20	2018-19	2017-18	2016-17*	2015-16	2014-15	2013-14	2012-13	2011-12	2010-11
Revenue	43,415	53,781	56,645	56,423	45,086	61,184	67,639	88,418	93,989	79,267
Other Income	757	993	1,174	1,033	1,458	1,387	2,497	802	323	752
Total Revenue	44,172	54,774	57,819	57,456	46,544	62,571	70,136	89,220	94,312	80,019
EBIDTA	1,572	1,406	1,567	1,535	1,431	1,675	3,037	3,562	3,124	2,439
Finance Cost	600	723	688	616	567	689	928	1,091	825	430
Depreciation	461	179	174	160	261	403	391	222	205	177
Profit before Tax (PBT)	511	504	705	759	603	583	1,718	2,249	2,094	1,832
Provision for Tax	299	285	63	9	(117)	67	(9)	751	698	590
Exceptional Items	-	-	-	-	-	(213)	(641)	(168)	554	1,204
Profit after Tax (PAT)	212	219	642	750	720	303	1,086	1,330	1,950	2,446
Other Comprehensive Income (OCI)	(498)	(465)	23	193						
Total Comprehensive Income	(286)	(246)	665	943	720	303	1,086	1,330	1,950	2,446
Equity Capital	3,957	3,957	3,957	3,957	3,957	3,957	3,957	3,957	3,957	3,957
Reserves & Surplus	33,640	34,117	34,649	34,269	38,057	37,623	37,606	36,888	36,017	34,527
EPS (Excl. Exceptional Items)	0.54	0.55	1.62	1.90	1.82	1.30	4.36	3.79	3.53	3.14
Dividend Declared %	5%	4%	6%	6%	6%	6%	8%	10%	10%	10%
EBIDTA/Net Revenue	3.62%	2.61%	2.77%	2.72%	3.17%	2.74%	4.49%	4.03%	3.32%	3.08%
PBT/Net Revenue	1.18%	0.94%	1.24%	1.35%	1.34%	0.95%	2.54%	2.54%	2.23%	2.31%
PAT/Net Revenue	0.49%	0.41%	1.13%	1.33%	1.60%	0.50%	1.61%	1.50%	2.07%	3.09%

* Restated as per Ind As

Sicagen India Limited

Regd. Office: 4th Floor, SPIC House, No.88, Mount Road, Guindy, Chennai - 600032
(CIN: L74900TN2004PLC053467)

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the **16th Annual General Meeting (AGM)** of the shareholders of **Sicagen India Limited** will be held on Thursday, the 17th September 2020 at 2.00 p.m. through "Video Conferencing" (VC) to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2020, the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To declare equity dividend for the year 2019-20.
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.

SPECIAL BUSINESS

Item No. 4

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 Accountants appointed as the Cost Auditors 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 2020-21 at a remuneration of ₹90,000/- (Rupees Ninety Thousand Only) excluding goods and service tax, travelling and other out-of-pocket expenses incurred by him in connection with the aforesaid audit be and is hereby ratified and confirmed.

Item No. 5

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 185 and all other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Amendment) Act, 2017 and Rules made thereunder, including any statutory modification(s) thereto 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, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to 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 the following body corporate(s) in which any of the Directors is interested / deemed to be interested as per Section 185 of the Companies Act, 2013, subject to the limit of ₹50 Crores (Rupees Fifty Crores Only), as approved by the shareholders of the Company under Section 186 of the Companies Act, 2013, from time to time, in their absolute discretion as may be deemed beneficial and in the interest of the Company.

Sl. No	Name of the Body Corporate	Purpose of Loan / Guarantee / Security	Amount of Loan / Guarantee / Security
1.	Green Star Fertilizers Ltd	For its principal business activities.	₹ 30 crores
2.	Southern Petrochemical Industries Corpn. Ltd	do	₹ 20 crores

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution.

By order of the Board
For Sicagen India Limited

Date : 07.08.2020
Place: Chennai

R Chandrasekar
Whole time Director

NOTES:

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 (MCA Circulars). 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.
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, the Company is providing facility of remote e-voting to its Members

Sicagen India Limited

in respect of the business to be transacted at the 16th 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 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 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 will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. 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 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 and cast their votes through e-voting.
6. In line with MCA Circulars, the Notice calling the AGM has been uploaded on the website of the Company at www.sicagen.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.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.
7. An explanatory statement pursuant to Section 102 of the Companies Act 2013, in respect of Item No.4 of the notice is annexed hereto.
8. The Register of Members and Share Transfer Books of the Company will remain closed between **12th September 2020 and 17th September 2020 (both days inclusive)** for the purpose of payment of equity dividend to the eligible shareholders as on 11th September 2020 (Record date).
9. 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: cameo@cameoindia.com as its Registrar and Share Transfer Agent (RTA) for both electronic and physical transactions of the shares. 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.
10. As per SEBI directive, 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.
11. 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.
12. Members are informed that the equity dividend amount for the year ended 31st March 2013, remaining unclaimed shall become due for transfer on 05.10.2020 to the Investor Education and Protection Fund (IEPF) established by the Central Government in terms of Section 125(2) of the Companies Act, 2013 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 or the aforesaid fund in respect of any amount of dividend remaining unclaimed/unpaid for a period of 7 years subsequent to the transfer. Any member who has not claimed dividend in respect of the financial year 2012-13 onwards is requested to approach the Company/ RTA for claiming the same as early as possible, but not later than 05.10.2020. The Company is sending reminders to all such members at their registered addresses in this regard.
13. 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) years continuously 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) years continuously are requested to approach either the Company or its RTA for claiming the same as early as possible.
14. The Company's equity shares are listed with Bombay Stock Exchange Ltd (BSE) and National Stock Exchange of India Ltd (NSE) and the listing fees for

the year 2020-21 have already been paid to above stock exchanges.

15. Shareholders are requested to furnish/update their bank account details (ie Bank account No., Name and address of the Bank, 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 may provide their bank account details to their concerned Depository Participant (DP) and those who hold shares in physical form may provide their bank account details to the Company/RTA.
16. Information required to be given under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 about the particulars of Director(s) to be appointed/re-appointed at this AGM and their Directorship/Committee Membership/Chairmanship in other Companies is separately given in the notice.

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

- (i) The voting period begins on **12th September 2020 at 9.00 a.m. and ends on 16th September 2020 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) of 11th September 2020 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.
- (iii) Mr.R.Kannan, Practicing Company Secretary (CP No. 3313) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- (iv) 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 / NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the NSE & BSE.
- (v) The shareholders should log on to the e-voting website www.evotingindia.com.
- (vi) Click on "Shareholders" module.
- (vii) 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.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (vii) Next enter the Image Verification as displayed and Click on Login.
- (ix) 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.
- (x) 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"> 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 as mentioned in instruction (v).

- (xii) After entering these details appropriately, click on "SUBMIT" tab.
- (xiii) 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.

Sicagen India Limited

- (xiv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xv) Click on the EVSN for the relevant Company Name "Sicagen India Limited" on which you choose to vote.
- (xvi) 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.
- (xvii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xviii) 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.
- (xix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xx) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xxi) 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.
- (xxii) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

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 provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DP ID + CL ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) to Company/RTA email id.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. 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 (company email id). 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 (company email id). These queries will be replied to by the Company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those shareholders, who are present in the AGM through VC 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.
3. 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 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.

4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

Note for Non – Individual Shareholders and Custodians

- 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 should be mailed to 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, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr.Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr.Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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 on 022-23058542/43.

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

The following is the Explanatory Statement as required by Section 102 of the Companies Act, 2013, sets out all

material facts relating to Special Business mentioned in the accompanying Notice for convening the Annual General Meeting of the members of the Company:

Item No. 4

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 17th June 2020, the Board has approved the appointment of Mr.J.Karthikeyan, Cost Accountants as the Cost Auditor of the Company for the financial year 2020-21 at a remuneration of ₹90,000/- per annum exclusive of reimbursement of goods and service tax and all out of pocket expenses incurred, if any, in connection with the cost audit. The appointment and the remuneration of the cost auditor are required to be ratified subsequently in accordance with the provisions of the Act and Rule 14 of the Rules. Accordingly, the Directors recommend the Resolution for the approval of shareholders. None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in this Resolution.

Item No. 5

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 is interested, subject to the condition that approval of the shareholders of the Company is obtained by way of passing a special resolution and requisite disclosures are made in the Explanatory Statement.

In order to achieve certain long term strategic and business objectives, the Company proposes to advance loan to other bodies corporate and/or to give guarantee/provide security in connection to the loan availed by such bodies corporate in which the Directors are interested for an amount not exceeding ₹50 Crores as and when required.

Hence the Board of Directors decided to seek approval of the shareholders by passing special resolution as set in the notice pursuant to the provisions of Section 185 of the Act and accordingly recommends the same for approval of the shareholders.

None of the Directors, KMPs or their relatives except Mr.Ashwin C Muthiah is concerned or interested in the resolution.

By order of the Board
For Sicagen India Limited

R.Chandrasekar

Whole Time Director

Date : 07th August 2020

Place: Chennai

Sicagen India Limited

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 Directorship and Committee Membership/Chairmanship held in other Companies as required under Regulation 36 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 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.

Mr.R.Chandrasekar, aged about 56 years, is a graduate in Commerce and Chartered Accountant with more than 32 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 Finance 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 inter-se.

Other Directorships held

Name of the Company	Position
South India House Estates & Properties Ltd	Whole Time Director
Edac Engineering Ltd	Director

Other Committee Membership/Chairmanships held:

Name of the Company	Name of the Committee	Position
South India House Estates & Properties Ltd	Audit Committee	Member
Edac Engineering Ltd	Audit Committee	Member