

Date: September 02, 2023

To,

BSE Limited,
Department of Corporate Services,
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai- 400001
BSE Scrip Code: 533014

Dear Sir/Madam,

Sub: Notice of 19th Annual General Meeting of the Company

This is to inform you that the 19th Annual General Meeting (AGM) of the Company is scheduled to be held on Tuesday, 26th September, 2023 at 02:00 p.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

The Notice convening the 19th Annual General Meeting with e-voting instructions is enclosed herewith. The Annual Report along with the Notice of AGM has been sent to all the eligible shareholders through e-mail on 02.09.2023.

The Register of Members & Share Transfer books of the Company shall remain closed from Wednesday, 20th day of September, 2023 to Tuesday, 26th day of September, 2023 (both days inclusive) and record date/cut off date is 19.09.2023 for the purpose of 19th Annual General Meeting of the Company for the financial year ended 31st March, 2023.

A copy of the above said Notice of AGM will also be made available on the Company's website at www.sicagen.com.

The above information may kindly be taken on record.

Thanking You,

**Yours sincerely,
For Sicagen India Limited**

ANKIT Digitally signed
by ANKITA JAIN
A JAIN Date: 2023.09.02
12:12:39 +05'30'

**(Ankita Jain)
Company Secretary**



Encl: a/a

Sicagen India Ltd.

Registered & Corporate Office:
4th Floor, SPIC House, 88, Mount Road, Guindy, Chennai 600 032 INDIA
Tel: +91 44 4075 4075 | Fax: +91 44 4075 4099 | info@sicagen.com
CIN No.: L74900TN2004PLC053467 | www.sicagen.com

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 **19th Annual General Meeting (AGM)** of the Shareholders of Sicagen India Limited (the "Company") will be held on **Tuesday, the 26th September 2023 at 2.00 p.m.** through "Video Conferencing" (VC)/Other Audio Visual Means (OAVM) to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Standalone and Consolidated Financial Statements of the Company for the year ended 31st March 2023 and the Reports of the Board of Directors and Auditors thereon.
2. To declare equity dividend for the year 2022-23.
3. To appoint a director in the place of Mr. S.R. Ramakrishnan (DIN 00120126) who retires by rotation and being eligible, offers himself for re-election.
4. 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

5. **Re-appointment of Mr. S. Radhakrishnan (DIN: 00061723) as Independent 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 Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the rules made there under, including any amendment, modification, variation or re-enactment thereof read with Schedule IV to the

Act and Regulations 16(1)(b), 17(1A), (1C) and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the time being in force, Mr. S. Radhakrishnan (DIN: 00061723), Independent Director of the Company and whose re-appointment is recommended by Nomination & Remuneration Committee, be and is hereby re-appointed as Independent Director of the Company to hold office for a further consecutive term of 5 (Five) years with effect from 09th August 2023 during which term he will attain the age of 75 years and he shall not be liable to retire by rotation.

6. **Ratification of the remuneration payable to Cost Auditor for the year 2023-24**

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

RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, Mr. J. Karthikeyan, Cost Accountant appointed as the Cost Auditor of the Company by the Board of Directors, for the conduct of the audit of the cost records of the Company for the financial year 2023-24 at a remuneration of ₹90,000/- (Rupees Ninety Thousand Only) excluding applicable taxes, travelling and other out-of-pocket expenses incurred by him in connection with the aforesaid audit be and is hereby approved and ratified.

By order of the Board
For Sicagen India Limited

Date: 10th August 2023
Place: Chennai

Ankita Jain
Company Secretary

Sicagen India Limited

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 its General Circular Nos. 02/2022 dated 05th May, 2022, 14/ 2020 dated 8 th April, 2020 and 17/ 2020 dated 13th April, 2020, followed by General Circular Nos. 20/2020 dated 5th May, 2020, No.02/2021 dated 13th January, 2021, No. 19/2021 dated 8th December, 2021, No. 21/2021 dated 14th December, 2021 and No. 10/2022 dated 28th December, 2022. The forthcoming AGM will thus be held through Video Conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. An Explanatory Statement pursuant to Section 102 of the Companies Act 2013, in respect of Item No.4 and 5 of the notice is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed between **20.09.2023 and 26.09.2023** (both days inclusive), the **19.09.2023** shall be the 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. Shareholders are requested to furnish/update their bank account details (i.e., Bank account No., Name and address of the Bank branch, 9-digit MICR code, RTGS/IFSC code) to remit the dividend amount directly through ECS (Electronic Clearing Services) to their accounts so as to avoid fraudulent encashment/loss of dividend warrant in postal transit. Shareholders who hold shares in demat form are required to provide their bank account details to their concerned Depository Participant (DP) and those who hold shares in physical form are required to provide their bank account details to the Company/RTA.
8. Members are informed that pursuant to Section 125(2) of the Companies Act 2013, the amount of equity dividend pertaining to the year 2015-16, 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 ie., on 26.11.2023. Since no claim shall lie against the Company after transfer of said dividend to IEPF, the members who have not claimed their dividend for the year 2015-16 are requested to approach the Company/RTA for claiming the same as early as possible but before 09.11.2023.
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 09.11.2023.
10. The Company's equity shares are listed with Bombay Stock Exchange Ltd (BSE) and the listing fees for the year 2023-24 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. In line with MCA circulars, the Notice calling the AGM will be available on the website of the Company at www.sicagen.com. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice will also be disseminated on the website of CDSL (agency for providing Remote e-Voting facility and Venue e-voting during AGM) at www.evotingindia.com.

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 April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
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 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.
15. 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.

16. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
17. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.sicagen.com. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. 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.
18. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with its General Circular Nos. 02/2022 dated 05th May, 2022, 14/ 2020 dated 8 th April, 2020 and 17/ 2020 dated 13th April, 2020, followed by General Circular Nos. 20/2020 dated 5th May, 2020, No.02/2021 dated 13th January, 2021, No. 19/2021 dated 8th December, 2021, No. 21/2021 dated 14th December, 2021 and No. 10/2022 dated 28th December, 2022.
19. 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.
20. 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 OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETING 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 **23.09.2023 at 9:00 a.m. and ends on 25.09.2023 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 19.09.2023 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	<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 URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 https://web.cdslindia.com/myeasi/Registration/ EasiRegistration. 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	<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 sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.

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 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) 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. 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 Company Name "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 required, 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 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 at gkrkgram@yahoo.in and to the Company at companysecretary@sicagen.com (designated email address by 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.

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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. Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via. Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile no. and their queries to companysecretary@sicagen.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **5 days prior to meeting** mentioning their name, demat account no./folio no., email id, mobile no. to companysecretary@sicagen.com. These queries will be replied by the Company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC facility and have not cast 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 facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES/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) through email to Company at companysecretary@sicagen.com or RTA at investor@cameoindia.com
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 22 55 33

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 22 55 33.

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

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

Item No. 5

Mr. S. Radhakrishnan was appointed as Independent Directors of the Company for a period of five consecutive years with effect from 09.08.2018 and his initial term of appointment ended on 08.08.2023. In terms of Section

149 and other applicable provisions of the Companies Act 2013 (the Act) and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Mr. S. Radhakrishnan is eligible for re-appointment as Independent Director of the Company for the second term of 5 (five) years w.e.f 09.08.2023.

In the opinion of the Board, Mr. S Radhakrishnan fulfils the conditions for his re-appointment as an Independent Director of the Company and is independent of the Management. Considering his expertise and experience in various functional areas and contributions in the meetings of Board and Committees of the Board and based on the performance evaluation, the members of the Nomination and Remuneration Committee and the Board of Directors in their respective meetings held on 22nd May 2023, recommended the proposal of re-appointment of Mr. S. Radhakrishnan as Independent Director for a second term of five consecutive years effective from 9th August 2023 subject to shareholders' approval. Mr. S. Radhakrishnan, who is 72 years of age will attain the age of 75 during his second term if appointed. The Board considers that his continued association would be of enormous benefit to the Company and it is desirable to continue to avail his services as Independent Director of the Company.

The re-appointment proposed is in accordance with the provisions of Section 149 read with Schedule IV to the Act. The office of the Director shall not be liable to retire by rotation as provided under Section 152(6) of the Act. The Company has received consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time and declaration confirming the criteria of Independence as prescribed under Regulation 25(8) of the Listing Regulations and sub-section (7) of Section 149 of the Act. Further, the Director is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard issued by the Institute of Company Secretaries of India are set out in the annexure to the statement setting out material facts.

Accordingly, the Board of Directors recommends the Special resolution as set in the item no. 5 of the Notice for the approval of the shareholders. None of the Directors, Key Managerial Personnel and their relatives except Mr. S Radhakrishnan is concerned or interested in this Resolution.

Item No. 6

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 22nd May, 2023, the Board has approved the appointment of Mr. J. Karthikeyan, Cost Accountant as the Cost Auditor of the Company for the financial year 2023-24 at a remuneration of ₹ 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. 6 of the Notice for the approval of shareholders. None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in this Resolution.

By order of the Board
For Sicagen India Limited

Date: 10th August 2023
Place: Chennai

Ankita Jain
Company Secretary

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 Directorships and Committee Memberships/Chairmanships held in other Companies as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial standards are given hereunder. The Directorship held in Private Companies, Foreign Companies and Companies registered under Section 8 of the Companies Act, 2013 have been excluded and Memberships/Chairmanships held in Audit and Stakeholders Relationship Committees have only been included.

- 1). Mr. S.R. Ramakrishnan (DIN: 00120126), aged about 74 years, is B. Tech (Chem) from IIT Madras. He has an overall 50 years of experience in technical management & business management with the last 20 years in Board position. He worked in various departments including operation, process engineering, technical services, R & D, Corporate Planning, etc. He has held senior positions in various Companies. Mr. S.R. Ramakrishnan (DIN: 00120126) is a Non-Executive Non-Independent Director in the Company and also acting as Director on the Board of various entities. He do not hold any shares in the Company and there is no relationship between the Directors inter-se.

Date of First appointment on the Board	01st December 2018		
No. of meetings of the Board attended during the FY 2022-23	5		
Other Directorships held	Name of the Company	Position	
	Southern Petrochemical Industries Corpn. Ltd	Whole Time Director	
Other Committee Membership / Chairmanships held	Name of the Company	Name of the Committee	Position
	-	-	-

- 2). Mr. R. Chandrasekar (DIN: 06374821), aged about 58 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 35 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.

Date of First appointment on the Board	08th August 2018		
No. of meetings of the Board attended during the FY 2022-23	5		
Other Directorships held	Name of the Company	Position	
	Manali Petrochemicals Ltd	Whole Time Director	
Other Committee Membership / Chairmanships held	Name of the Company	Name of the Committee	Position
	-	-	-

- 3). Mr. S. Radhakrishnan (DIN: 00061723) aged about 72 years holds a Bachelor degree of Engineering from Madras University and accreditation as Associate faculty of Risk Management conferred by British Safety Council, London. He has a combined experience of over 50 years in the areas of engineering, procurement, construction,

commissioning, operation, maintenance, inspection, technical services, project execution & management and contracting in power, oil & gas, chemical & petrochemical, fertilizer and other industrial sectors in India, middle east and Singapore.

He has over 15 years of experience in holding key management position as General Manager, Technical Director, Chief Operating Officer, Director and Managing Director focusing mainly on formulation of strategy, setting long term business and financial plan. He has held Directorship in Technip India Ltd, Indo Jordan Chemicals Ltd, Industries Chimiques Du Senegal S.A, Fertilizer Association of India, National Aromatics and Petrochemicals Corporation Ltd, SPIC Petrochemicals Ltd, EDAC Engineering (Singapore) Private Ltd and EDAC Universe Pvt Ltd, Singapore.

The said experience, exposure and findings of the evaluation of Mr. S. Radhakrishnan by the Board of Directors during his first term as Independent Director, that he is transparent, has extensive knowledge and experience would demonstrate that he has the skills and capabilities required, befitting his role and hence had considered him for re-appointment as Independent Director, as set out in the Explanatory Statement to this Notice.

Date of First appointment on the Board	08th August 2018		
No. of meetings of the Board attended during the FY 2022-23	5		
Other Directorships held	Name of the Company	Position	
	Southern Petrochemical Industries Corpn. Ltd	Independent Director	
Other Committee Membership / Chairmanships held	Name of the Company	Name of the Committee	Position
	Southern Petrochemical Industries Corpn. Ltd	Audit Committee	Member
	South India House Estates & Properties Ltd	Audit Committee	Member

An Independent Director is also entitled to receive sitting fees for attending the meetings of the Board of Directors and of the Committees thereof of which he is a member.