

Date: 28.07.2017

To

National Stock Exchange of India Ltd
Listing Dept.
Exchange Plaza,
Bandra Kurla Complex, Bandra [E]
Mumbai :: 400 051

To

Bombay Stock Exchange Limited
Dept. of Corporate Services
Floor 25, Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai :: 400 001

Dear Sir,

Sub: Submission of proceedings of 13th Annual General Meeting

We are pleased to enclose the copy of proceedings of the 13th Annual General Meeting of the Company held on Thursday, the 27th July 2017 at 10.00 a.m. at Rajah Annamalai Mandram, Esplanade, Chennai for your records.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,
For Sicagen India Limited

A handwritten signature in black ink, appearing to read "R Achuthan".

R Achuthan
Company Secretary & Compliance Officer
Encls : a/a

Sicagen India Limited

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

Sicagen India Limited

Proceedings of the 13th Annual General Meeting of Shareholders of the Company held on Thursday, the 27th July 2017 at 10.00 a.m. at "Rajah Annamalai Mandram", Esplanade, Chennai 600 108.

13th Annual General Meeting of the Company was convened on Thursday, the 27th July 2017 at "Rajah Annamalai Madram", Esplanade, Chennai 600 108 and the said meeting was commenced at 10.00 a.m. and concluded around 11.40 a.m.

Directors' Present

Mr.Ashwin C Muthiah	-	Chairman
Mr.Sunil Deshmukh	-	Director
Mr.B.Narendran	-	Director
Mr.Harish Chandra Chawla	-	Director
Mrs.Sashikala Srikanth	-	Director
Mrs.Rita Chandrasekar	-	Director
Mr.Devidas Mali	-	COO & Whole Time Director
Mr.Shridhar Gogte	-	Whole Time Director

In attendance

Mr.R.Achuthan	-	Company Secretary
Mr.D.Balagopal	-	CFO
Dr.C.N.Gangadaran	-	Partner CNGSN & Associates LLP, Chartered Accountants – Statutory Auditor
Team of Mr.R.Kannan	-	Practicing Company Secretary & Secretarial Auditor

Mr.Ashwin C Muthiah, Chairman of the Company presided over the meeting and conducted the proceedings.

5231 shareholders were present in person and 155 shareholders were present by proxy.

The Chairman welcomed the members to the 13th Annual General Meeting (AGM) of the Company and declared that the necessary quorum was present and the Company had received 160 valid proxies for 1,46,81,984 equity shares representing 37.10%. He further informed that the Register of Directors and their shareholding, Proxy Register etc., were available at the entrance of the meeting hall and open to the members for inspection.

After introduction of Directors and Company Secretary on the dais, the Chairman delivered his speech to the shareholders. During his speech, he appraised the shareholders about the economic scenario, key highlights of the operational performance, recommendation of dividend for the year 2016-17, new action plan initiated by the Company and future prospects. Before concluding his speech, the Chairman thanked

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the shareholders for their trust and support and acknowledged with gratitude the valuable support and co-operation of customers, suppliers, bankers and business associates. He also appreciated all employees of the Company for their contribution to the Company's performance and for their dedication and commitment.

The Chairman, with the permission of the shareholders, informed that the notice of 13th AGM was taken as read. He further informed that as there is no qualification in the Auditors' Report of the Company for the year ended 31st March 2017, reading of Auditors' Report at this meeting is not required.

The Chairman then invited queries from the members and the same were answered by the Chairman and other Directors. Thereafter the Chairman proceeded to transact the items set out in the notice of the meeting.

Before taking up the items of the agenda, the Chairman informed about the process of approval of the resolutions by the shareholders. He informed that as per the provisions of the Companies Act 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, necessary e-voting facility was provided to the shareholders in order to exercise their right to vote for resolutions in respect of items of the agenda as set out in the notice through CDSL e-Voting platform and the said e-voting had commenced on 24th July 2017 at 9.00 a.m. and ended on 26th July 2017 at 5.00 p.m.

However, in order to provide an opportunity to the shareholders who could not cast their vote electronically, the Chairman ordered to conduct polling, the process of which was explained at the venue. The team of Mr.R.Kannan, a practicing company secretary who was appointed as Scrutinizer conducted the poll process at the AGM Hall.

After giving sufficient time to the shareholders to vote at the venue, the Chairman informed that upon receipt of the detailed report from the Scrutinizer, the result of e-voting & voting on poll will be announced and posted on the Company's web site. Thereafter the Chairman declared the meeting as closed.

A detailed report was submitted by the scrutinizer and based on the said report, the result of e-voting & voting on poll was announced by the Company, the details of which are given below along with the resolutions duly passed by the shareholders:

Item No.1: Adoption of Balance Sheet as at 31st March 2017 and Profit and Loss Account for the year ended on that date and the Report of the Directors and Auditors thereon.

Total no. of votes cast	No. of votes cast in favour	No.of votes cast against	% of votes cast in favour	% of votes cast against
1,93,70,942	1,93,70,941	1	100	--

According to the above, the following resolution was passed by the shareholders with requisite majority.

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Ordinary Resolution

RESOLVED THAT the audited Balance Sheet as at 31st March 2017 and the Profit and Loss Account (both standalone and consolidated accounts) for the year ended on that date together with the Directors' Report and Auditors' Report thereon be and are hereby adopted and approved.

Item No.2: Declaration of equity dividend for the financial year 2016-17

Total no. of votes cast	No. of votes cast in favour	No. of votes cast against	% of votes cast in favour	% of votes cast against
1,93,70,942	1,93,70,941	1	100	--

According to the above, the following resolution was passed by the shareholders with requisite majority.

Ordinary Resolution

RESOLVED THAT an equity dividend at the rate of 6% (60 paise per share) amounting to Rs.2,37,43,010.40 for the financial year 2016-17 be and is hereby declared and payment of such dividend be made to all the eligible shareholders whose name appeared on the Register of Members and the Depositories List as on 20.07.2017, the record date fixed by the Company.

Item No.3: Appointment of a Director in the place of Mr.Sunil Deshmukh (DIN 05210882), who retires by rotation, being eligible and offers himself for re-election

Total no. of votes cast	No. of votes cast in favour	No. of votes cast against	% of votes cast in favour	% of votes cast against
1,93,70,942	1,93,68,937	2005	99.99	0.01

According to the above, the following resolution was passed by the shareholders with requisite majority.

Ordinary Resolution

RESOLVED THAT Mr.Sunil Deshmukh (DIN 05210882), who retires by rotation, at this Annual General Meeting as per Section 152 of the Companies Act, 2013 and who is eligible for re-appointment, be and is hereby re-appointed as Director of the Company.

Item No.4: Appointment of M/s.SRSV & Associates, Chartered Accountants as new Statutory Auditors of the Company and fixing of remuneration for financial year 2017-18

Total no. of votes cast	No. of votes cast in favour	No. of votes cast against	% of votes cast in favour	% of votes cast against
1,93,70,942	1,93,69,441	1501	99.99	0.01

According to the above, the following resolution was passed by the shareholders with requisite majority.

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Ordinary Resolution

RESOLVED THAT pursuant to the provisions of Sections 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any amendment, modification, variation or re-enactment thereof, M/s.SRSV & Associates (Firm Regn.No.015041S), Chartered Accountants, Chennai, be and are hereby appointed as the statutory auditors of the Company for 5 years and shall hold office as auditors from the conclusion of 13th Annual General Meeting until the conclusion of 18th Annual General Meeting subject to ratification of shareholders at every subsequent Annual General Meeting.

FURTHER RESOLVED THAT the remuneration payable to M/s. SRSV & Associates, Chartered Accountants, Chennai, excluding Goods and Services tax, travelling and other out-of-pocket expenses incurred by them in connection to the Company's audit for the financial year 2017-18 as agreed between the Board of Directors and the said auditors be and is hereby approved.

Item No.5: Appointment of Ms.Rita Chandrasekar, as a Director and also an Independent Director of the Company for a period 5 years with effect from 28.06.2017

Total no. of votes cast	No. of votes cast in favour	No. of votes cast against	% of votes cast in favour	% of votes cast against
1,93,70,942	1,93,69,441	1501	99.99	0.01

According to the above, the following resolution was passed by the shareholders with requisite majority.

Ordinary Resolution

RESOLVED THAT pursuant to the provisions of Sections 149, 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 for the time being in force, Ms.Rita Chandrasekar (DIN 03013549), who was appointed as additional Director of the Company under Section 161 of the Act on 28th June 2017 and who ceases to hold office on the date of this Annual General Meeting and respect of whom the Company has received a notice in writing from a member along with the requisite deposit proposing her candidature for the office of Director, be and is hereby appointed as Director of the Company and he shall hold office as Independent Director for a period of 5 years with effect from 28th June 2017 and that Ms.Rita Chandrasekar shall not be liable to retire by rotation.

Item No.6: Appointment of Mr.Shridhar Gogte, as a Director of the Company with effect 28.06.2017

Total no. of votes cast	No. of votes cast in favour	No.of votes cast against	% of votes cast in favour	% of votes cast against
1,93,70,942	1,93,69,441	1501	99.99	0.01

According to the above, the following resolution was passed by the shareholders with requisite majority.

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Ordinary Resolution

RESOLVED THAT Mr.Shridhar Gogte (DIN 07263758), who was appointed as an additional Director of the Company under Section 161 of the Companies Act, 2013 on 28th June 2017 and who ceases to hold office on the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing along with the requisite deposit from a member, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

Item No.6: Appointment of Mr.Shridhar Gogte, as Whole Time Director of the Company for a period of 2 years with effect from 28.06.2017

Total no. of votes cast	No. of votes cast in favour	No. of votes cast against	% of votes cast in favour	% of votes cast against
1,93,70,942	1,93,70,941	1	100	--

According to the above, the following resolution was passed by the shareholders with requisite majority.

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.Shridhar Gogte (DIN 07263758) be and is hereby appointed as "Whole Time Director" of the Company on the following terms as recommended by the members of Nomination & Remuneration Committee of the Board of Directors of the Company.

(1) Term : 2 years with effect from 28th June 2017

(2) Remuneration Package

- a) Salary : Rs.21,90,00,000/- (Rupees Twenty one Lakhs Ninety Thousand only) p.a.
- b) HRA : Rs.9,00,000 /- (Rupees Nine Lakhs only) p.a.
- c) Special Allowance : Rs.14,40,000/- (Rupees Fourteen Lakhs Forty Thousand only) p.a.
- d) Performance Linked Pay : Rs.7,50,000/- (Rupees Seven Lakhs Fifty Thousand only) p.a.
- e) Perquisites & Other : In addition to salary, HRA, special allowance, performance linked pay, the perquisites allowances shall be allowed for an amount not exceeding Rs.4,99,328/- p.a. as per Company's as well as Income Tax rules.

(Perquisites & Other allowance classified as LTA, Company owned car with driver, medical reimbursement, Membership fee for one Corporate Club, Contribution to Provident Fund, Gratuity Fund, Leave Encashment, Personal Accident Insurance & Mediclaim etc.,)

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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 to not to exceed the limits specified under Schedule V of Act or any amendments thereto and the minimum remuneration payable in case of no profit or inadequate profits shall be restricted to the limits which can be doubled as prescribed in Part II of Schedule V of the Act.

Item No.8: Ratification of appointment of Mr.J.Karthikeyan as Cost Auditor and fixing of remuneration for FY 2017-18

Total no. of votes cast	No. of votes cast in favour	No. of votes cast against	% of votes cast in favour	% of votes cast against
1,93,70,942	1,93,70,941	1	100	--

According to the above, the following resolution has been duly passed by the shareholders with requisite majority.

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 2017-18 at a remuneration of Rs.82,500/- (Rupees Eighty Two Thousand Five Hundred Only) excluding 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.

Certified True Copy
For Sicagen India Limited



R Achuthan
Company Secretary

Sicagen India Limited

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