

**ANNEXURE I**

**Quarterly Compliance Report on Corporate Governance**

1. Name of Listed Entity - Sicagen India Limited
2. Quarter ending - 31-Mar-2017

I. Composition of Board of Directors										
Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of Appointment	Date of cessation	Tenure	No of Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr	ASHWIN C MUTHIAH	00255679	AAEPA4148H	C & NED				4	2	1
Mr	SUNIL DESHMUKH	05210882	AEVPD9509C	NED				2	1	0
Mr	B NARENDRAN	01159394	AAAPPN0488E	ID	27-May-2014	26-May-2019	5	5	10	5
Mr	HARISH CHANDRA CHAWLA	00085415	ACVPC1412H	ID	27-May-2014	26-May-2019	5	3	2	0
Mrs	SASHIKALA SRIKANTH	01678374	AAIPS8299K	ID	11-Aug-2015	10-Aug-2020	5	5	5	1
Mr	DEVIDAS MALI	01405268	ABFPM2504H	ED	11-Dec-2015	10-Dec-2018	3	1	2	0

**II. Composition of Committees**

Audit Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	SUNIL DESHMUKH	NED	Member
2	B NARENDRAN	ID	Chairperson
3	HARISH CHANDRA CHAWLA	ID	Member
4	SASHIKALA SRIKANTH	ID	Member

<b>Stakeholders Relationship Committee</b>			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	B NARENDRAN	ID	Chairperson
2	DEVIDAS MALI	ED	Member

<b>Risk Management Committee</b>			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	SUNIL DESHMUKH	NED	Chairperson
2	DEVIDAS MALI	ED	Member
3	FINANCE HEAD	CFO	Member
4	OPERATION HEAD	VP -Operations	Member

<b>Nomination and Remuneration Committee</b>			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	SUNIL DESHMUKH	NED	Member
2	B NARENDRAN	ID	Member
3	HARISH CHANDRA CHAWLA	ID	Chairperson
4	SASHIKALA SRIKANTH	ID	Member


<b>III. Meeting of Board of Directors</b>			
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)	
10-Nov-2016	20-Mar-2017 30-Jan-2017	80	

<b>IV. Meeting of Committees</b>				
Name of the committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive (in number of days)
Audit Committee	30-Jan-2017	Yes	10-Nov-2016	80
Audit Committee	20-Mar-2017	Yes		

V. Related Party Transactions		Compliance status (Yes/No/NA)
Subject		
Whether prior approval of audit committee obtained		Yes
Whether shareholder approval obtained for material RPT		Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		Yes

#### VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee - **Yes**
  - b. Nomination & remuneration committee - **Yes**
  - c. Stakeholders relationship committee - **Yes**
  - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
  - b. Any comments/observations/advice of Board of Directors may be mentioned here:

Name :   
 Designation : **Company Secretary & Compliance Officer**

**ANNEXURE II**

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>		<b>Compliance status (Yes/No/NA)</b>
<b>Item</b>		
Details of business		Yes
Terms and conditions of appointment of independent directors		Yes
Composition of various committees of board of directors		Yes
Code of conduct of board of directors and senior management personnel		Yes
Details of establishment of vigil mechanism/ Whistle Blower policy		Yes
Criteria of making payments to non-executive directors		Not Applicable
Policy on dealing with related party transactions		Yes
Policy for determining 'material' subsidiaries		Yes
Details of familiarization programmes imparted to independent directors		Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances		Yes
email address for grievance redressal and other relevant details		Yes
Financial results		Yes
Shareholding pattern		Yes
Details of agreements entered into with the media companies and/or their associates		Not Applicable
New name and the old name of the listed entity		Not Applicable
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status</b>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes

Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Not Applicable
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Not Applicable
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

### III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**



Name : **RACHUTHAN**  
Designation : **Company Secretary & Compliance Officer**