

**ANNEXURE I**

**Quarterly Compliance Report on Corporate Governance**

1. Name of Listed Entity - Sicagen India Limited  
 2. Quarter ending - 31-Mar-2019

**i. Composition Of Board Of Director**

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/Non- Executive/ Independent/ Nominee)	Sub Category	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	Membership in Committees of the Company	Remarks
Mr.	Ashwin C Muthiah	00255679	AAEPA4148H	C & NED		10-Dec-2012			4	2	1	NA	
Mr.	B Narendran	01159394	AAPPNO488E	ID		11-Aug-2014	10-Aug-2019		5	9	3	AC,NRC	
Mrs.	Sashikala Srikanth	01678374	AAIPS8299K	ID		11-Aug-2014	10-Aug-2019	60	5	7	3	AC	
Mrs.	Rita Chandrasekar	03013549	AAAPR5361F	ID		28-Jun-2017	27-Jun-2022	60	3	3	2	SC	
Mr.	S Radhakrishnan	00061723	ACQPR0749H	ID		09-Aug-2018	08-Aug-2023	60	2	2	0	AC,NRC	
Mr.	R Chandrasekar	06374821	ADKPC7584J	ED	CEO	28-Nov-2018	27-Nov-2021	36	1	3	0	AC,SC	
Mr.	M Rajamani	00196005	ADGPR0655M	ID		28-Nov-2018	27-Nov-2023	60	1	0	0	NRC	
Mr.	S R Ramakrishnan	00120126	AVQPS7345K	NED		28-Nov-2018			2	2	0	SC	

Company Remarks	
Whether Permanent chairperson appointed	Yes

**ii. Composition of Committees****a. Audit Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Sashikala Srikanth	ID	Chairperson	11-Aug-2014	
2	S Radhakrishnan	ID	Member	09-Aug-2018	
3	R Chandrasekar	ED	Member	09-Aug-2018	
4	B Narendran	ID	Member	29-Jan-2008	

Company Remarks	
Whether Permanent chairperson appointed	Yes

**b. Stakeholders Relationship Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	S R Ramakrishnan	NED	Member	28-Nov-2018	
2	R Chandrasekar	ED	Member	28-Nov-2018	
3	Rita Chandrasekar	ID	Chairperson	15-May-2018	

Company Remarks	
Whether Permanent chairperson appointed	Yes

**c. Risk Management Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
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Company Remarks	
Whether Permanent chairperson appointed	

**d. Nomination and Remuneration Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	B Narendran	ID	Member	29-Jan-2008	
2	M Rajamani	ID	Member	28-Nov-2018	
3	S Radhakrishnan	ID	Chairperson	09-Aug-2018	

Company Remarks	
Whether Permanent chairperson appointed	Yes

iii. **Meeting of Board of Directors**

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter
22-Oct-2018	13-Feb-2019
28-Nov-2018	

Company Remarks	
Maximum gap between any two consecutive (in number of days)	76

iv. **Meeting of Committees**

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Requirement of Quorum met (details)	Whether requirement of Quorum met (Yes/No)
Audit Committee	22-Oct-2018	13-Feb-2019	2	Yes

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	113

v. **Related Party Transactions**

<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Remark</b>
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	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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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. a. 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:

Nil

**Name** : **G.Arunmozhi**  
**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>			
<i>Item</i>	<i>Compliance status (Yes/No/NA)</i>	<i>Company Remark</i>	<i>Website</i>
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	Yes		
Policy on dealing with related party transactions	Yes		
Policy for determining 'material' subsidiaries	Not Applicable		
Details of familiarization programs 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>			
<i>Particulars</i>	<i>Regulation Number</i>	<i>Compliance status (Yes/No/NA)</i>	<i>Company Remark</i>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	<i>16(1)(b) &amp; 25(6)</i>	<i>Yes</i>	
<i>Board composition</i>	<i>17(1)</i>	<i>Yes</i>	
<i>Meeting of Board of directors</i>	<i>17(2)</i>	<i>Yes</i>	
<i>Review of Compliance Reports</i>	<i>17(3)</i>	<i>Yes</i>	
<i>Plans for orderly succession for appointments</i>	<i>17(4)</i>	<i>Yes</i>	
<i>Code of Conduct</i>	<i>17(5)</i>	<i>Yes</i>	
<i>Fees/compensation</i>	<i>17(6)</i>	<i>Not Applicable</i>	
<i>Minimum Information</i>	<i>17(7)</i>	<i>Yes</i>	
<i>Compliance Certificate</i>	<i>17(8)</i>	<i>Yes</i>	
<i>Risk Assessment &amp; Management</i>	<i>17(9)</i>	<i>Not Applicable</i>	
<i>Performance Evaluation of Independent Directors</i>	<i>17(10)</i>	<i>Yes</i>	
<i>Composition of Audit Committee</i>	<i>18(1)</i>	<i>Yes</i>	
<i>Meeting of Audit Committee</i>	<i>18(2)</i>	<i>Yes</i>	
<i>Composition of nomination &amp; remuneration committee</i>	<i>19(1) &amp; (2)</i>	<i>Yes</i>	
<i>Composition of Stakeholder Relationship Committee</i>	<i>20(1) &amp; (2)</i>	<i>Yes</i>	
<i>Composition and role of risk management committee</i>	<i>21(1),(2),(3),(4)</i>	<i>Not Applicable</i>	
<i>Vigil Mechanism</i>	<i>22</i>	<i>Yes</i>	
<i>Policy for related party Transaction</i>	<i>23(1),(5),(6),(7)</i>	<i>Yes</i>	
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	<i>23(2), (3)</i>	<i>Yes</i>	
<i>Approval for material related party transactions</i>	<i>23(4)</i>	<i>Not Applicable</i>	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	<i>24(1)</i>	<i>Not Applicable</i>	
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	<i>24(2),(3),(4),(5) &amp; (6)</i>	<i>Yes</i>	
<i>Maximum Directorship &amp; Tenure</i>	<i>25(1) &amp; (2)</i>	<i>Yes</i>	
<i>Meeting of independent directors</i>	<i>25(3) &amp; (4)</i>	<i>Yes</i>	
<i>Familiarization of independent directors</i>	<i>25(7)</i>	<i>Yes</i>	
<i>Memberships in Committees</i>	<i>26(1)</i>	<i>Yes</i>	

<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non- Executive Directors</i>	26(4)	Yes	
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	

<b>Other Information</b>	
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**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**

<b>Other Information</b>	
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**Name** : **G Arunmozhi**  
**Designation** : **Company Secretary & Compliance Officer**