

Report on Corporate Governance
Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - Sicagen India Limited
 2. Quarter ending - 31-Mar-2020

i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominnee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	Date of Birth	Whether special resolution passed?	Date of passing special resolution	No. of Directorship in listed entities including this listed entity	No of Independent 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	Members hip in Committees of the Company	Remarks
Mr.	Ashwin C Muthiah	025679	AAP5A4148H	C & NED		10-Dec-2012	31-Jul-2019			01-Jan-1966	NA		4	0	2	1		
Mr.	B Narendran	01593944	AAP1PN309488E	ID		11-Aug-2014	11-Aug-2019	10-Aug-2024	60	22-Jun-1945	Yes	31-Jul-2019	5	5	9	2	AC,NRC	
Mrs.	Sashikala	016	AAP1I	ID		11-Aug-	11-Aug-	10-Aug-	60	09-Nov-	NA		5	5	8	3	AC	

	Srikanth	78374	PS8299K			2014	2019	2024		1956							
Mrs.	Rita Chandrasekar	03013549	AAPR54961F	ID		28-Jun-2017	28-Jun-2017	27-Jun-2022	60	19-Jul-1956	NA	4	4	3	2	SC	
Mr.	S Radhakrishnan	0061723	AQCPR70239H	ID		09-Aug-2018	09-Aug-2018	08-Aug-2023	60	06-Jan-1951	NA	2	2	3	0	AC,NRC	
Mr.	R Chandrasekar	0637821	ADKPC872584J	ED	CEO	28-Nov-2018	28-Nov-2018	27-Nov-2021	36	14-May-1964	NA	1	0	3	0	AC,SC	
Mr.	M Rajamani	00195006	ADGP5006	ID		28-Nov-2018	28-Nov-2018	27-Nov-2023	60	21-Feb-1945	Yes	31-Jul-2019	1	1	0	0	NRC

		6	5															
			M															
Mr.	S R Ra mak rish nan	0 0 1 2 0 1 2 6	A V Q P S 7 3 4 5 K	NED		01- De c- 20 18	31- Jul- 201 9			18- Aug - 194 9	NA		2	0	2	0	SC	

Company Remarks	
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

ii. Composition of Committees

a. Audit Committee

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

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

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

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
---------	----------------------	----------	------------------------	------------------	----------------

Company Remarks	
Whether Permanent chairperson appointed	

d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	M Rajamani	ID	Member	28-Nov-2018	
2	B Narendran	ID	Member	29-Jan-2008	
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	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
13-Nov-2019	07-Feb-2020	Yes	8	5

Company Remarks	
Maximum gap between any two consecutive (in number of days)	85

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	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	13-Nov-2019	07-Feb-2020	Yes	4	3
Stakeholders Relationship Committee	14-Oct-2019	07-Feb-2020	Yes	3	1
Nomination & Remuneration Committee		07-Feb-2020	Yes	3	1

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	85

v. **Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	Remark
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	
---	--

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:

--

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)

I. Disclosure on website in terms of Listing Regulations			
Item	Compliance status	Company Remark	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes		www.sicagen.com
Terms and conditions of appointment of	Yes		www.sicagen.com
Composition of various committees of	Yes		www.sicagen.com
Code of conduct of board of directors and	Yes		www.sicagen.com
Details of establishment of vigil mechanism/	Yes		www.sicagen.com
Criteria of making payments to non-	Yes		www.sicagen.com
Policy on dealing with related party	Yes		www.sicagen.com
Policy for determining 'material' subsidiaries	Yes		www.sicagen.com
Details of familiarization programs imparted	Yes		www.sicagen.com
Email address for grievance redressal and other relevant details entity who are	Yes		www.sicagen.com
Contact information of the designated	Yes		www.sicagen.com
Financial results	Yes		www.sicagen.com
Shareholding pattern	Yes		www.sicagen.com
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed	Not Applicable		
New name and the old name of the listed	Not Applicable		
Advertisements as per regulation 47 (1)	Yes		www.sicagen.com
Credit rating or revision in credit rating	Yes		www.sicagen.com
Separate audited financial statements of	Yes		www.sicagen.com
As per other regulations of the LODR:			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.sicagen.com
Materiality Policy as per Regulation 30	Yes		www.sicagen.com
Dividend Distribution policy as per	Not Applicable		
It is certified that these contents on the	Yes		www.sicagen.com
II Annual Affirmations			
Particulars	Regulation Number	Compliance status	Company Remark
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	

<i>Quorum of Board meeting</i>	17(2A)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment & Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	No	The performance of evaluation of Independent Directors proposed to be considered at the Board meeting at the end of March 2020 was deferred due to COVID-19 pandemic and nationwide lockdown and decided to consider subsequently.
<i>Recommendation of Board</i>	17(11)	Yes	
<i>Maximum number of directorship</i>	17A	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination & remuneration committee</i>	19(3A)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Not Applicable	
<i>Meeting of Risk Management Committee</i>	22	Not Applicable	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6)	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party</i>	23(2), (3)	Yes	
<i>Approval for material related party transactions</i>	23(4)	Not Applicable	
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes	

<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Yes	
<i>Other Corporate Governance requirements with respect to subsidiary of Annual Secretarial Compliance Report</i>	24(2),(3),(4),(5) & (6)	Yes	
	24(A)	Yes	
<i>Alternate Director to Independent Director</i>	25(1)	Not Applicable	
<i>Maximum Tenure</i>	25(2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	No	The meeting of Independent Directors proposed to be convened during end of March 2020 was deferred due to COVID-19 pandemic and nationwide lockdown and
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes	
<i>D & O Insurance for Independent</i>	25(10)	Not Applicable	
<i>Memberships in Committees</i>	26(1)	Yes	
<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	

Other Information	
--------------------------	--

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**

Other Information	
--------------------------	--

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