

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-March-2021**

i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)	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	Membership in Committees of the Company	Remarks
Mr.	Ashwin C Muthiah	00255679	AAEPA4148H	C & NED		10-Dec-2012	31-Jul-2019			01-Jan-1966	NA		4	0	2	2		
Mr.	B Narendran	01159394	AAPPN0488E	ID		11-Aug-2014	11-Aug-2019		60	22-Jun-1945	Yes	31-Jul-2019	5	5	10	5	AC,NRC	
Mrs	Sashikala Srikanth	01678374	AAIPS8299K	ID		11-Aug-2014	11-Aug-2019		60	09-Nov-1956	NA		5	5	8	4	AC	
Mrs	Rita Chandrasekar	03013549	AAAPR5361F	ID		28-Jun-2017	28-Jun-2017		60	19-Jul-1956	NA		4	4	4	2	SC	
Mr.	S Radhakrishnan	00061723	ACQPR0749H	ID		09-Aug-2018	09-Aug-2018		60	06-Jan-1951	NA		2	2	3	0	AC,NRC	
Mr.	R Chandrasekar	06374821	ADKPC7584J	ED		28-Nov-2018	28-Nov-2018		36	14-May-1964	NA		1	0	4	0	AC,SC	
Mr.	M Rajamani	00195006	ADGPR0655M	ID		28-Nov-2018	28-Nov-2018		60	21-Feb-1945	Yes	31-Jul-2019	1	1	0	0	NRC	
Mr.	S R Ramakrishnan	00120126	AVQPS7345K	NED		01-Dec-2018	31-Jul-2019			18-Aug-1949	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

<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	B Narendran	ID	Member	29-Jan-2008	
3	S Radhakrishnan	ID	Member	09-Aug-2018	
4	R Chandrasekar	ED	Member	09-Aug-2018	

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	Rita Chandrasekar	ID	Chairperson	15-May-2018	
2	S R Ramakrishnan	NED	Member	01-Dec-2018	
3	R Chandrasekar	ED	Member	28-Nov-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	S Radhakrishnan	ID	Chairperson	09-Aug-2018	
2	B Narendran	ID	Member	29-Jan-2008	
3	M Rajamani	ID	Member	28-Nov-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
12-Nov-2020	10-Feb-2021	Yes	8	5

Company Remarks	
Maximum gap between any two consecutive (in number of days)	89

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	12-Nov-2020		Yes	4	3
Audit Committee		10-Feb-2021	Yes	4	3
Stakeholders Relationship Committee	19-Nov-2020		Yes	3	1

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	89

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 : R Srikrishna

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			
<i>Item</i>	<i>Compliance status</i>	Company Remark	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes		https://sicagen.com
Terms and conditions of appointment of independent directors	Yes		https://sicagen.com/corporate-governance/
Composition of various committees of board of directors	Yes		https://sicagen.com/corporate-governance/
Code of conduct of board of directors and senior management personnel	Yes		https://sicagen.com/corporate-governance/
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://sicagen.com/corporate-governance/
Criteria of making payments to non-executive directors	Yes		https://sicagen.com/corporate-governance/
Policy on dealing with related party transactions	Yes		https://sicagen.com/corporate-governance/
Policy for determining 'material' subsidiaries	Yes		https://sicagen.com/corporate-governance/
Details of familiarization programs imparted to independent directors	Yes		https://sicagen.com/corporate-governance/
Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling investor grievances	Yes		https://sicagen.com/investor-info/
Contact information of the designated officials of the listed entity who are	Yes		https://sicagen.com/investor-info/
Financial results	Yes		https://sicagen.com/financial-results/
Shareholding pattern	Yes		https://sicagen.com/shareholding-pattern/
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 entity to analysts or institutional investors simultaneously with submission to stock exchange	Not Applicable		
New name and the old name of the listed entity	Not Applicable		
Advertisements as per regulation 47 (1)	Yes		https://sicagen.com/press-release/
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments obtained	Not Applicable		
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		https://sicagen.com/financial-results/
As per other regulations of the LODR:			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		https://sicagen.com/
Materiality Policy as per Regulation 30	Yes		https://sicagen.com/corporate-governance/
Dividend Distribution policy as per Regulation 43A (as applicable)	Not Applicable		
It is certified that these contents on the website of the listed entity are correct.	Yes		https://sicagen.com

II Annual Affirmations			
Particulars	Regulation Number	Compliance status (Yes/No/NA)	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)	Yes	
<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), (7) & (8)	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</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 listed entity</i>	24(2),(3),(4),(5) & (6)	Yes	
<i>Annual Secretarial Compliance Report</i>	24(A)	Yes	
<i>Alternate Director to Independent Director</i>	25(1)	Yes	
<i>Maximum Tenure</i>	25(2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<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 Directors</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	

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 : **R Srikrishna**
Designation : **Company Secretary & Compliance Officer**