

Purpose of this policy:

The following shall be the Policy on determining materiality of the subsidiaries of Sicagen India Limited ('Company') and providing appropriate governance framework for such material subsidiaries, as approved by the Company's Board of Directors. This Policy is subject to the Board's review and changes, as may be appropriate, from time to time, in conformity with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

All the words and expressions used in this Policy, shall have meaning respectively assigned to them under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in the absence of its definition or explanation therein, as per the Companies Act, 2013 ("Act") and the Rules, Notifications and Circulars made/issued thereunder, as amended, from time to time.

Definitions:

- a. "Audit Committee" means the Audit Committee of Board of Directors of the Company;
- b. "Board" means the collective body of the Directors of the Company;
- c. "Material Subsidiary" means a subsidiary of the Company (including a foreign subsidiary) which satisfies any of the following conditions:
 - i. Investment in the subsidiary exceeds twenty percent (20%) of the consolidated net worth of the Company as per the audited balance sheet of the previous financial year; or
 - ii. The turnover/income or net worth (i.e., paid up capital and free reserves) of the subsidiary exceeds twenty percent (20%) of the consolidated turnover/income or net worth respectively of the Company during the previous financial year.
- d. "Material Unlisted Indian Subsidiary" means a Material Subsidiary of the Company, incorporated in India, whose shares are not listed on any stock exchanges;
- e. "Significant Transaction or Arrangement" means any individual transaction or arrangement that exceeds or is likely to exceed ten percent (10%) of the total revenues or total expenses or total assets or total liabilities, as the case may be of the Material unlisted Indian Subsidiary for the immediately preceding accounting year;
- f. "Subsidiary" means a company as defined under Section 2(87) of the Companies Act, 2013 and the Rules thereunder;
- g. "Policy" means this Policy on Material Subsidiaries.

Sicagen India Limited

Registered Office : 4th Floor, Spic House, 88, Mount Road, Guindy, Chennai-600 032, India.

Tel : +91 44 3007 0300 Fax : 44 3007 0399 Website : www.sicagen.com CIN : L74900TN2004PLC053467

Policy and procedure

1. The Audit Committee shall review the statements, in particular, the investments made by the Unlisted Subsidiary of the Company.
2. The minutes of the Board meetings of the Unlisted Subsidiary Company shall be placed at the Board meeting of the Company at regular intervals.
3. The Board shall be provided with a statement of all significant transactions and arrangements entered into by the Unlisted Subsidiary Company, if any, periodically.
4. One Independent Director of the Company shall be a director on the board of such Material Unlisted Indian Subsidiary.
5. The Company shall not dispose of shares in its Material Subsidiary, which would reduce its shareholding (either on its own or together with other Subsidiaries) to less than 50% or cease the exercise of control over the Subsidiary without approval of the shareholders' through a special resolution in its general meeting except in cases where such divestment is made under a scheme of arrangement duly approved by Court/Tribunal.
6. Selling, disposing and leasing of assets amounting to twenty percent (20%) of the assets of any Material Subsidiary on an aggregate basis during a financial year shall also be done only after prior approval of shareholders by means of a special resolution at a General Meeting, unless the sale/disposal/lease is made under a scheme of arrangement duly approved by a Court/Tribunal.

Disclosures

The Company shall disclose in its Board's report, details of this Policy as required under the Act and the Listing Agreement. This Policy shall be disclosed on the Company's website and a web link thereto shall be provided in the Board's report.

Limitation and Amendment

In the event of any conflict between the provisions of this Policy and of the Act or Listing Agreement or any other statutory enactments, rules, regulations, the provisions of the Act or Listing Agreement or statutory enactments, rules, regulations shall prevail over this Policy. Any subsequent amendment / modification in the Listing Agreement, Act and/or applicable laws in this regard shall automatically apply to this Policy.

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