

## **Sicagen India Limited**

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CIN: L74900TN2004PLC053467

### **NOMINATION & REMUNERATION POLICY**

The Company follows a policy on remuneration of Directors, KMPs and Senior Management employees including criteria for determining qualification, positive attributes and independence of Directors. The Policy applies to the Board of Directors, Key Managerial Personnel, Senior Management Employees of the Company.

#### **(i). For Executive Directors**

The remuneration of Managing Director (MD), Whole Time Director (WTD) and CEO (Chief Executive Officer) shall comprise of a fixed component and a performance linked pay, as may be recommended by the Nomination and Remuneration Committee and subsequently approved by the Board of Directors and Members. Performance Linked Pay shall be payable based on the performance of the individual and the Company during the year. Remuneration trend in the industry and in the region, academic background, qualifications, experience and contribution of the individual are to be considered in fixing the remuneration. These Directors are not eligible to receive sitting fees for attending the meetings of the Board and Committees.

#### **(ii). For Non-Executive Directors**

The Non-Executive Directors will be paid sitting fees for attending the Board and Committee Meetings as per the stipulations in the Act, and the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee. Different scales of sitting fee may be fixed for each category of the directors and type of meeting. However, the fees payable to the Independent Directors and Woman Directors shall not be lower than the fee payable to other categories of directors. In addition to this, the travel and other expenses incurred for attending the meetings are to be met by the Company. Subject to the provisions of the Act and the Articles of Association, the Company in General Meeting may, by special resolution, sanction and pay to the Directors remuneration not exceeding 1% of the net profits of the Company computed in accordance with the relevant provisions of the Act. The Company shall have no other pecuniary relationship or transactions with any Non-Executive Directors.

#### **Criteria for appointment of Independent Directors/Non-Executive Directors/Executive Director**

Independent Directors shall meet the criteria specified in the relevant provisions of the Companies Act, 2013 and the Listing Agreement with stock exchanges. An individual being appointed as an Independent Director of the Company is required to apply online to get themselves as registered in the Independent Director's Data Bank within such period as mentioned in the Company's Appointment & Qualification of Directors Rules ("the Rules") and also to pass an Online Proficiency Self-assessment test conducted by the relevant institute within such period as specified thereunder. Provided that an individual being

appointed as Independent Director shall not be required to pass the aforesaid Online Proficiency Self-assessment test if he meets the criteria prescribed under the Rules.

The Independent Directors shall declare their independent status prior to their appointment to the Board and maintain the same during their tenure as an Independent Director. The Independent Director, Non-Executive Director & Executive Directors shall possess adequate qualification, necessary skills, and expertise and business experience including board procedures.

Executive Directors who may be designated as CEO/MD/WTB shall act subject to the superintendence and control of the Board and have the substantial powers of Management. The appointment of Independent Directors/Non-Executive Directors/Executive Directors and their remuneration shall be subject to the recommendation of Nomination & Remuneration Committee.

#### **Criteria for appointment of KMPs**

Company Secretary (CS) and Chief Financial Officer (CFO) of the Company are termed as KMPs. An officer who is in whole time employment of the Company not more than one level below the Board may also be appointed as Compliance Officer (CO) and termed as KMP. CS, CFO and CO shall have the requisite qualifications and experience to discharge their duties as may be assigned by the Board/CEO/MD/WTB from time to time. The appointment of CS, CFO & CO and their remuneration shall be subject to the recommendation of Nomination & Remuneration Committee.

#### **Criteria for appointment of Senior Management Personnel**

The qualification, experience and skill expected of Senior Management personnel shall be determined on case-to-case basis depending on the position, role and responsibility. The appointment of Senior Management Personnel and remuneration payable to them shall be subject to the recommendation of Nomination Remuneration Committee.

CEO/MD/WTB shall decide the job description for a position and the requisite qualification and experience expected of the candidates. Candidates may be called for through references, HR Consultants, leading portals, advertisements, etc., depending on the exigencies. The shortlisted candidates may be interviewed by CEO/MD/WTB or some other Senior Departmental Person as may be nominated by him along with the HR Representative.

Under this policy, "Senior Management" shall mean the officers and personnel of the listed entity who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the CEO or MD or WTB or Manager (including CEO and Manager in case they are not part of the Board of Directors) and shall specifically include the Functional Heads by whatever name called and the "parties identified and designated as KMP other than the Board of Directors of the Company".

The CEO/MD/WTB shall finalize the list of Senior Management based on the said criteria.

**Disclosure to Stock Exchange**

The Company shall disclose from time to time the change in Directors, KMPs, Senior Management etc., as per Regulation 30 under Schedule III of SEBI (LODR) Regulations, 2015.

**Changes to the Policy**

The Board may vary the above criteria on a need basis. The NRC on its own may also review from time to time and recommend to the Board changes depending on the prevailing economic scenario and manpower requirements and the performance of the Company.

*\* Amended at the Board meeting held on 26.03.2025.*

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