

**Sicagen India Limited**

Regd. Office: 4<sup>th</sup> Floor, SPIC House, No.88, Mount Road, Guindy, Chennai-600032  
CIN: L74900TN2004PLC053467

**POLICY ON MATERIAL SUBSIDIARY****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;
- i. "Material Subsidiary" means a subsidiary of the Company whose turnover or net worth exceeds ten percent (10%) of the consolidated turnover or net worth respectively of the Company and its subsidiaries in the immediately preceding accounting year.
- c. "Unlisted Material Subsidiary" means a Material Subsidiary of the Company incorporated in India or in abroad whose shares are not listed on any stock exchanges;
- d. "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 unlisted subsidiary for the immediately preceding accounting year;
- e. "Subsidiary" means a Company as defined under Section 2(87) of the Companies Act, 2013 and the Rules thereunder;
- f. "Policy" means this Policy on Material Subsidiaries.

**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. At least one Independent Director of the Company shall be a director on the board of such Unlisted Material 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 or equal to 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 and lease is made under a scheme of arrangement duly approved by a Court/Tribunal. This provision is not applicable if such sale, disposal or lease of assets between two wholly owned subsidiaries of the Company.

### **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.

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

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