

**CORPORATE GOVERNANCE REPORT**

**ANNEXURE I**

**Format to be submitted by listed entity on quarterly basis**

1. Name of Listed Entity - **SYNGENE INTERNATIONAL LIMITED**

2. Quarter ending - **June 30, 2019**

I. Composition of Board of Directors															
Title (Mr./Ms.)	Name of the Director	PAN	DIN	Category 1 of Directors	Category 2 of Directors	Category 3 of Directors	Date of Birth	Initial Date of Appointment	Date of Re-appointment	Date of cessation	Tenure (in months)	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
Mrs.	Kiran Mazumdar Shaw	ACMPM8240N	00347229	Executive Director	Chairperson	MD	23-03-1953	14-12-2011			-	5	2	0	2
Mr.	J M M Shaw	AMCPS7766H	00347250	Non-Executive Non-Independent Director	Not Applicable		12-04-1949	24-03-2000				2	0	2	0
Mr.	Jonathan Hunt	AITPH8492C	07774619	Executive Director	Not Applicable	CEO	05-02-1969	01-05-2017			-	1	0	0	0
Mrs.	Catherine Rosenberg	AHXPC7247F	06422834	Non-Executive Non-Independent Director	Not Applicable		23-05-1961	08-08-2000			-	1	0	0	0
Mr.	Russell Walls	ACOPW1692E	03528496	Non-Executive	Not Applicable		22-02-1944	23-07-2014	28-07-2017		60	2	2	3	1

# Syngene International Limited



				Non-Independent Director											
Mr.	Paul Frederick Blackburn	CEBPB6539Q	06958360	Non-Executive Non-Independent Director	Not Applicable		03-10-1954	26-08-2014			59	1	1	1	1
Mr.	Suresh N Talwar	AACPT0897L	00001456	Non-Executive Non-Independent Director	Not Applicable		21-11-1937	09-10-2015	25-07-2018		45	4	4	3	3
Mr.	Vijay Kuchroo	AYDPK2094B	07071727	Non-Executive Non-Independent Director	Not Applicable		05-06-1955	01-03-2017			28	2	2	0	0
Ms.	Vinita Bali	AFDPB1852R	00032940	Non-Executive Non-Independent Director	Not Applicable		11-11-1955	31-07-2017			24	2	2	1	0
Mr.	Bala S Manian	ANBPM4326P	01327667	Non-Executive Non-Independent Director	Not Applicable		15-07-1945	24-06-2015			49	1	1	0	0

II. Composition of Committees

<b>Audit Committee</b>						
<b>Sr. No.</b>	<b>DIN</b>	<b>Name of the Director</b>	<b>Category 1 of Directors</b>	<b>Category 2 of Directors</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
1	06958360	Mr. Paul Frederick Blackburn	Non-Executive - Independent Director	Chairperson	23-07-2014	NA
2	03528496	Mr. Russell Walls	Non-Executive - Independent Director	Member	19-10-2011	NA
3	00001456	Mr. Suresh N Talwar	Non-Executive - Independent Director	Member	09-10-2015	NA

<b>Stakeholders Relationship Committee</b>						
<b>Sr. No.</b>	<b>DIN</b>	<b>Name of the Director</b>	<b>Category 1 of Directors</b>	<b>Category 2 of Directors</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
1	00001456	Mr. Suresh N Talwar	Non-Executive - Independent Director	Chairperson	09-10-2015	NA
2	03528496	Mr. Paul Blackburn	Non-Executive - Independent Director	Member	23-07-2014	NA
3	06958360	Mr. Russell Walls	Non-Executive - Independent Director	Member	23-07-2014	NA

<b>Corporate Social Responsibility Committee</b>						
<b>Sr. No.</b>	<b>DIN</b>	<b>Name of the Director</b>	<b>Category 1 of Directors</b>	<b>Category 2 of Directors</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
1	01327667	Dr. Bala S Manian	Non-Executive - Independent Director	Chairperson	09-10-2015	NA
2	00001456	Mr. Suresh N Talwar	Non-Executive - Independent Director	Member	09-10-2015	NA
3	07071727	Dr. Vijay Kuchroo	Non-Executive - Independent Director	Member	01-03-2017	NA
4	00032940	Ms. Vinita Bali	Non-Executive - Independent Director	Member	31-07-2017	NA

5	06422834	Prof. Catherine Rosenberg	Non-Executive – Non Independent Director	Member	23-10-2013	NA
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<b>Nomination and Remuneration Committee</b>						
<b>Sr. No.</b>	<b>DIN</b>	<b>Name of the Director</b>	<b>Category 1 of Directors</b>	<b>Category 2 of Directors</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
1	01327667	Dr. Bala S Manian	Non-Executive - Independent Director	Chairperson	09-10-2015	NA
2	00001456	Mr. Suresh N Talwar	Non-Executive - Independent Director	Member	09-10-2015	NA
3	07071727	Dr. Vijay Kuchroo	Non-Executive - Independent Director	Member	01-03-2017	NA
4	00032940	Ms. Vinita Bali	Non-Executive - Independent Director	Member	31-07-2017	NA
5	06422834	Prof. Catherine Rosenberg	Non-Executive - Non Independent Director	Member	09-10-2015	NA

<b>Risk Management Committee</b>						
<b>Sr. No.</b>	<b>DIN</b>	<b>Name of the Director</b>	<b>Category 1 of Directors</b>	<b>Category 2 of Directors</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
1	06958360	Mr. Paul Blackburn	Non-Executive - Independent Director	Chairperson	22-01-2019	NA
2	03528496	Mr. Russell Walls	Non-Executive - Independent Director	Member	22-01-2019	NA
3	01327667	Mr. Bala S Manian	Non-Executive - Independent Director	Member	22-01-2019	NA
4	00001456	Mr. Suresh Talwar	Non-Executive - Independent Director	Member	22-01-2019	NA
5	07071727	Mr. Vijay Kuchroo	Non-Executive - Independent Director	Member	22-01-2019	NA

6	00032940	Ms. Vinita Bali	Non-Executive - Independent Director	Member	22-01-2019	NA
7	06422834	Prf. Catherine Rosenberg	Non-Executive - Non Independent Director	Member	22-01-2019	NA

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	Maximum gap between any two consecutive (in number of days)	Whether Requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*	
January 22, 2019	April 24, 2019	91	Yes	10	6	

IV. Meeting of Committees						
Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive (in number of days)	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending
Audit Committee	April 24, 2019	January 22, 2019	91	Y	3	3
Nomination and Remuneration Committee	April 24, 2019	January 22, 2019	91	Y	5	5
Stakeholders Relationship Committee	April 24, 2019	January 22, 2019	91	Y	3	3
Risk Management Committee	April 24, 2019	NA	NA	Y	7	7
CSR Committee	April 24, 2019	October 24, 2018		Y	5	5

<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>
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	Not Applicable

**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) - **NA**
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:

<b>NIL</b>
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Annexure I		
Sr	Subject	Compliance status
1	Name of signatory	M B Chinappa
2	Designation	Compliance Officer

**SD/-**

**Name** : **M B Chinappa**  
**Designation** : **Compliance Officer**  
**Place** : **Bengaluru**  
**Date** : **July 15, 2019**