

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 - **September 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	0
Mr.	J M M Shaw	AMCPS7766H	00347250	Non-Executive Non-Independent Director	Not Applicable		12-04-1949	24-03-2000				2	0	0	0

Syngene International Limited



Mr.	Jonathan Hunt	AITPH8492C	07774619	Executive Director	Not Applicable	CEO	05-02-1969	01-05-2017			-	1	0	1	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 Independent Director	Not Applicable		22-02-1944	23-07-2014	28-07-2017	24-07-2019	24	2	4	1	0
Mr.	Paul Frederick Blackburn	CEBPB6539Q	06958360	Non-Executive Independent Director	Not Applicable		03-10-1954	11-09-2014	28-07-2019		60	1	1	2	1
Mr.	Suresh N Talwar	AACPT0897L	00001456	Non-Executive Independent Director	Not Applicable		21-11-1937	09-10-2015	25-07-2018	24-07-2019	12	4	6	3	2
Mr.	Vijay Kuchroo	AYDPK2094B	07071727	Non-Executive Independent Director	Not Applicable		05-06-1955	01-03-2017			36	2	2	0	0
Ms.	Vinita Bali	AFDPB1852R	00032940	Non-Executive Independent Director	Not Applicable		11-11-1955	31-07-2017			36	2	2	2	0
Mr.	Bala S Manian	ANBPM4326P	01327667	Non-Executive Independent Director	Not Applicable		15-07-1945	24-06-2015			60	1	1	0	0
Mrs.	Sharmila Abhay Karve	AETPK7563H	05018751	Non-Executive-Independent Director	Not Applicable		08-04-1965	01-08-2019			36	2	2	4	2

II. Composition of Committees

Audit Committee						
Sr. No.	DIN	Name of the Director	Category 1 of Directors	Category 2 of Directors	Date of Appointment	Date of Cessation
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	24-07-2019
3	05018751	Mrs. Sharmila Abhay Karve	Non-Executive - Independent Director	Member	01-08-2019	NA
4	00001456	Mr. Suresh N Talwar	Non-Executive - Independent Director	Member	09-10-2015	24-07-2019
5	00032940	Ms. Vinita Bali	Non-Executive - Independent Director	Member	24-07-2019	NA
6	07071727	Mr. Vijay Kuchroo	Non-Executive - Independent Director	Member	24-07-2019	31-07-2019

Stakeholders Relationship Committee						
Sr. No.	DIN	Name of the Director	Category 1 of Directors	Category 2 of Directors	Date of Appointment	Date of Cessation
1	00001456	Mr. Suresh N Talwar	Non-Executive - Independent Director	Chairperson	09-10-2015	24-07-2019
2	06958360	Mr. Paul Blackburn	Non-Executive - Independent Director	Member	23-07-2014	NA
3	07774619	Mr. Jonathan Hunt	Executive Director	Member	24-07-2019	NA
4	05018751	Mrs. Sharmila Abhay Karve	Non-Executive - Independent Director	Chairperson	01-08-2019	NA
5	03528496	Mr. Russell Walls	Non-Executive - Independent Director	Member	23-07-2014	24-07-2019

6	00032940	Ms. Vinita Bali	Non-Executive - Independent Director	Member	24-07-2019	31-07-2019
---	----------	-----------------	--------------------------------------	--------	------------	------------

Corporate Social Responsibility Committee						
Sr. No.	DIN	Name of the Director	Category 1 of Directors	Category 2 of Directors	Date of Appointment	Date of Cessation
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	24-07-2019
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

Nomination and Remuneration Committee						
Sr. No.	DIN	Name of the Director	Category 1 of Directors	Category 2 of Directors	Date of Appointment	Date of Cessation
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	24-07-2019
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

Risk Management Committee						
Sr. No.	DIN	Name of the Director	Category 1 of Directors	Category 2 of Directors	Date of Appointment	Date of Cessation
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	24-07-2019
3	00001456	Mr. Suresh Talwar	Non-Executive - Independent Director	Member	22-01-2019	24-07-2019
4	00032940	Ms. Vinita Bali	Non-Executive - Independent Director	Member	22-01-2019	NA
5	06422834	Prf. Catherine Rosenberg	Non-Executive – Non Independent Director	Member	22-01-2019	NA
6	07774619	Mr. Jonathan Hunt	Executive Director	Member	24-07-2019	NA
7	05018751	Mrs. Sharmila Abhay Karve	Non-Executive - Non Independent Director	Member	01-08-2019	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*
April 24, 2019	July 24, 2019	90	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	July 24, 2019	April 24, 2019	90	Y	3	3
Nomination and Remuneration Committee	July 24, 2019	April 24, 2019	90	Y	5	5
Stakeholders Relationship Committee	July 24, 2019	April 24, 2019	90	Y	3	3
Risk Management Committee	July 24, 2019	April 24, 2019	90	Y	7	7

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
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

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:

NIL

Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	Priyadarshini Mahapatra
2	Designation	Compliance Officer

Annexure III – Half Yearly Affirmations				
III. Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	

Syngene International Limited

4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
Any other information to be provided				

Annexure III		
1	Name of signatory	Priyadarshini Mahapatra
2	Designation	Company Secretary and Compliance Officer

SD/-

Name : Priyadarshini Mahapatra
Designation : Company Secretary & Compliance Officer
Place : Bengaluru
Date : October 08, 2019