

**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 - **March 31, 2020**

**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	Whether Special Resolution passed under Reg 17(1A) of Listing Regulations	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			31-03-2020	-	5	2	1	1
Mr.	J M M Shaw	AMCPS7766H	00347250	Non-Executive Non-Independent Director	Not Applicable		12-04-1949	24-03-2000					2	0	0	0
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-	Not Applicable		23-05-1961	08-08-2000				-	1	0	0	0

				Independent Director												
Mr.	Paul Frederick Blackburn	CEBPB6539Q	06958360	Non-Executive Independent Director	Not Applicable		03-10-1954	11-09-2014		28-07-2019		66	1	1	2	1
Mr.	Vijay Kuchroo	AYDPK2094B	07071727	Non-Executive Independent Director	Not Applicable		05-06-1955	01-03-2017				37	2	2	0	0
Ms.	Vinita Bali	AFDPB1852R	00032940	Non-Executive Independent Director	Not Applicable		11-11-1955	31-07-2017				32	2	2	2	0
Mr.	Bala S Manian	ANBPM4326P	01327667	Non-Executive Independent Director	Not Applicable		15-07-1945	24-06-2015				57	1	1	0	0
Mrs.	Sharmila Abhay Karve	AETPK7563H	05018751	Non-Executive-Independent Director	Not Applicable		08-04-1965	01-08-2019				8	2	2	4	2
Mr.	Carl Decicco	NA	08576667	Non-Executive-Independent Director	Not Applicable		07-10-1960	01-10-2019				6	1	1	0	0

**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	05018751	Mrs. Sharmila Abhay Karve	Non-Executive - Independent Director	Member	01-08-2019	NA
3	00032940	Ms. Vinita Bali	Non-Executive - Independent Director	Member	24-07-2019	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	06958360	Mr. Paul Blackburn	Non-Executive - Independent Director	Member	23-07-2014	NA
2	07774619	Mr. Jonathan Hunt	Executive Director	Member	24-07-2019	NA
3	05018751	Mrs. Sharmila Abhay Karve	Non-Executive - Independent Director	Chairperson	01-08-2019	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	07071727	Dr. Vijay Kuchroo	Non-Executive - Independent Director	Member	01-03-2017	NA
3	00032940	Ms. Vinita Bali	Non-Executive - Independent Director	Member	31-07-2017	NA
4	06422834	Prof. Catherine Rosenberg	Non-Executive – Non Independent Director	Member	23-10-2013	NA

<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	07071727	Dr. Vijay Kuchroo	Non-Executive - Independent Director	Member	01-03-2017	NA
3	00032940	Ms. Vinita Bali	Non-Executive - Independent Director	Member	31-07-2017	NA
4	06422834	Prof. Catherine Rosenberg	Non-Executive - Non Independent Director	Member	09-10-2015	NA

5	08576667	Dr. Carl Peter Decicco	Non-Executive - Non Independent Director	Member	01-10-2019	NA
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<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	00032940	Ms. Vinita Bali	Non-Executive - Independent Director	Member	22-01-2019	NA
3	06422834	Prf. Catherine Rosenberg	Non-Executive – Non Independent Director	Member	22-01-2019	NA
4	07774619	Mr. Jonathan Hunt	Executive Director	Member	24-07-2019	NA
5	05018751	Mrs. Sharmila Abhay Karve	Non-Executive - Non Independent Director	Member	01-08-2019	NA

<b>III. Meeting of Board of Directors</b>					
<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Maximum gap between any two consecutive (in number of days)</b>	<b>Whether Requirement of Quorum met (Yes/No)</b>	<b>Number of Directors present*</b>	<b>No. of Independent Directors attending the meeting*</b>
October 22, 2019	January 22, 2020	52	Yes	10	6
November 30, 2019					

<b>IV. Meeting of Committees</b>						
<b>Name of Committee</b>	<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive (in number of days)</b>	<b>Whether requirement of Quorum met (Yes/No)</b>	<b>Number of Directors present*</b>	<b>No. of Independent Directors attending</b>
Audit Committee	January 21, 2020	October 22, 2019	90	Y	3	3
Nomination and Remuneration Committee	January 22, 2020	October 22, 2019	91	Y	5	5
Stakeholders Relationship Committee	January 21, 2020	October 22, 2019	91	Y	3	3
Risk Management Committee	January 22, 2020	October 22, 2019	90	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	Yes

ANNEXURE II

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>		<b>Web Address: <a href="http://www.syngeneintl.com">www.syngeneintl.com</a></b>
<b>Item</b>	<b>Compliance status (Yes/No/NA)</b>	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Not Applicable	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	Not Applicable	
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	
New name and the old name of the listed entity	Not Applicable	
Advertisements as per regulation 47 (1)	Yes	
Credit rating or revision in credit rating obtained	Yes	
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	
Materiality Policy as per Regulation 30	Yes	

## Syngene International Limited

Dividend Distribution policy as per Regulation 43A (as applicable)	Yes
It is certified that these contents on the website of the listed entity are correct	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**

<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Quorum of Board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes

Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of Board	17(11)	Yes
Maximum number of Directorships	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination and Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Meeting of Stakeholders Relationship Committee	20(3A)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	Yes
Maximum Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25 (8) & (9)	Yes
D & O Insurance for Independent Directors	25(10)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes



**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. – **Yes (The Company does not have a material subsidiary.)**

**SD/-**

<b>Name</b>	:	<b>Priyadarshini Mahapatra</b>
<b>Designation</b>	:	<b>Company Secretary &amp; Compliance Officer</b>
<b>Place</b>	:	<b>Bengaluru</b>
<b>Date</b>	:	<b>April 20, 2020</b>