

CORPORATE GOVERNANCE REPORT

ANNEXURE I

Format to be submitted by listed entity on quarterly basis and Half Yearly Basis

1. Name of Listed Entity - **Syngene International Limited**
2. Quarter ending - **September 30, 2016**

I. Composition of Board of Directors										
Title (Mr./Ms.)	Name of the Director	DIN	PAN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of Appointment	Date of cessation	Tenure	No of 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
Ms.	Kiran Mazumdar Shaw	00347229	ACMPM8240N	C & ED	14-Dec-2011		-	5	0	0
Mr.	Peter Bains	00430937	CDWPB1287P	NED	01-04-2016		-	1	0	0
Mr.	J M M Shaw	00347250	AMCPS7766H	NED	24-Mar-2000			2	0	0
Mr.	Bala S Manian	01327667	ANBPM4326P	ID	24-Jun-2015		2015-20	1	0	0
Ms.	Prof. Catherine Rosenberg	06422834	AHXPC7247F	NED	08-Aug-2000		-	1	0	0
Mr.	Russell Walls	03528496	ACOPW1692E	ID	23-Jul-2014		2011-17	2	6	4
Mr.	Paul Frederick Blackburn	06958360	CEBPB6539Q	ID	11-Sep-2014		2014-19	1	2	0
Mr.	Suresh N Talwar	00001456	AACPT0897L	ID	09-Oct-2015		2015-18	6	5	3

II. Composition of Committees

Audit and Risk Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Mr. Russell Walls	ID	Chairperson
2	Mr. Paul Frederick Blackburn	ID	Member
3	Mr. Suresh N Talwar	ID	Member

Stakeholders Relationship Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Mr. Suresh N Talwar	ID	Chairperson
2	Mr. Paul Blackburn	ID	Member
3	Mr. Russell Walls	ID	Member

Corporate Social Responsibility Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Mr. Bala S Manian	ID	Chairperson
2	Mr. Suresh N Talwar	ID	Member
3	Prof. Catherine Rosenberg	NED	Member

Nomination and Remuneration Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Prof. Catherine Rosenberg	NED	Member
2	Mr. Suresh N Talwar	ID	Member
3	Mr. Bala S Manian	ID	Chairperson

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)
30-June-2016	-	64
26-April-2016	21-July-2016	20

IV. Meeting of Committees				
Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive (in number of days)
Audit Committee	20-July-2016	Y	30-June-2016	19
Stakeholder Relationship Committee	20-July-2016	Y	25-April-2016	85

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	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) - **No**
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

SD/-

Name : **Mayank Verma**
Designation : **Company Secretary & Compliance Officer**

ANNEXURE III

Annexure III to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year.

Affirmations

<i>Broad Heading</i>	<i>Regulation Number</i>	<i>Compliance Status</i>
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
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	No (Could not attend the meeting due to prior commitment.)
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

Note:

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

SD/-

Name : **Mayank Verma**
Designation : **Company Secretary & Compliance Officer**