

Syngene International Limited

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 - **31-Mar-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,C & ED | 14-Dec-2011 | | - | 5 | 0 | 0 |
| Mr. | Peter Bains | 00430937 | CDWPB1287P | ED | 02-Feb-2015 | | - | 5 | 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. | Daniel M. Bradbury | 06599933 | ZZZZZ9999Z | ID | 23-Jul-2014 | | 2013-17 | 2 | 3 | 1 |
| 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 |

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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 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 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. Daniel M. Bradbury | ID | Member |
| 3 | Mr. Bala S Manian | ID | Chairperson |

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| 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) |
| 20-Oct-2015 | 21-Jan-2016 | 92 |

| IV. Meeting of Committees | | | |
|---|---|---|---|
| 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) |
| 20-Jan-2016 | Y | 19-Oct-2015 | 92 |
| 20-Jan-2016 | Y | 19-Oct-2015 | |
| | - | 19-Oct-2015 | |

| 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 |

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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

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

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ANNEXURE II

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

| I. Disclosure on website in terms of Listing Regulations | | Web Address: www.syngeneintl.com | |
|---|--|---|--------------------------------------|
| Item | | Compliance status (Yes/No/NA) | |
| 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 | |
| New name and the old name of the listed entity | | Not Applicable | |
| II Annual Affirmations | | | |
| Particulars | | Regulation Number | Compliance status (Yes/No/NA) |
| 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 |
| Review of Compliance Reports | | 17(3) | Yes |

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| | | |
|---|-------------------------|----------------|
| 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 |
| Composition of Audit Committee | 18(1) | Yes |
| Meeting of Audit Committee | 18(2) | Yes |
| Composition of nomination & remuneration committee | 19(1) & (2) | Yes |
| Composition of Stakeholder Relationship Committee | 20(1) & (2) | Yes |
| Composition and role of risk management committee | 21(1),(2),(3),(4) | Not Applicable |
| 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) | Not Applicable |
| Composition of Board of Directors of unlisted material Subsidiary | 24(1) | Not Applicable |
| Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2),(3),(4),(5) & (6) | Not Applicable |
| Maximum Directorship & Tenure | 25(1) & (2) | Yes |
| Meeting of independent directors | 25(3) & (4) | Yes |
| Familiarization of independent directors | 25(7) | 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. - **Not Applicable**

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