

**ANNEXURE 10**

**MGT-9  
EXTRACT OF ANNUAL RETURN**

**REGISTRATION & OTHER DETAILS:**

1.	CIN	L85110KA1993PLC014937
2.	Registration Date	November 18, 1993
3.	Name of the Company	Syngene International Limited
4.	Category/Sub-category of the Company	Company limited by Shares
5.	Address of the Registered office & contact details	Biocon SEZ, Biocon Park, Plot. No. 2 & 3, Bommasandra Industrial Area, IV Phase, Jigani Link Road, Bommasandra Bangalore – 560099 Contact : Tel +91 80 6775 8781 Email : mayank.verma@syngeneintl.com
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Karvy Fintech Private Limited Plot 31-32, Karvy Selenium, Tower B, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 Contact : Tel +91 40 6716 1518; Email : einward.ris@karvy.com

**Principal Business activities of the Company**

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Scientific Research & Development	72	100.00%

**Particulars of holding, subsidiary and associate companies**

Sl. No	Name and Address of the Companies	CIN/GNL	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section under Companies Act, 2013
1	Biocon Limited	L24234KA1978PLC003417	Holding	72.61%	2(87)
2	Syngene USA Inc.	NA	Subsidiary	100%	2(87)

## SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

### 1. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the end of the year [As on 31-March-2018]			No. of Shares held at the end of the year [As on 31-March-2019]			% Change during the year
	Demat	Physical	Total	Demat	Physical	Total	
<b>A. Promoters</b>							
<b>(1) Indian</b>							
a) Individual/ HUF	12,698	-	12,698	19,728	-	19,728	0.01
b) Central Govt	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-
d) Bodies Corp.	147,084,516	-	147,084,516	140,487,386	-	140,487,386	70.24
e) Banks / FI	-	-	-	-	-	-	(3.30)
f) Any other (Trust)	1,789,897	-	1,789,897	1,594,381	-	1,594,381	(0.10)
<b>Sub Total (A-1)</b>	<b>148,887,111</b>	<b>-</b>	<b>148,887,111</b>	<b>142,101,495</b>	<b>-</b>	<b>142,101,495</b>	<b>71.05</b>
<b>(2) Foreign</b>							
a) NRI Individual	3,500	-	3,500	3,500	-	3,500	0.00
b) Other Individuals	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-
<b>Sub Total (A-2)</b>	<b>3,500</b>	<b>-</b>	<b>3,500</b>	<b>3,500</b>	<b>-</b>	<b>3,500</b>	<b>0.00</b>
<b>Total shareholding of Promoter (A-1 + A-2)</b>	<b>148,890,611</b>	<b>-</b>	<b>148,890,611</b>	<b>142,104,995</b>	<b>-</b>	<b>142,101,995</b>	<b>71.05</b>
<b>B. Public Shareholding</b>							
<b>1. Institutions</b>							
a) Mutual Funds	4,087,732	-	4,087,732	9,578,533	-	9,578,533	4.80
b) Banks / FI	7,669	-	7,669	17,619	-	17,619	0.01
c) Central Govt	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-
e) Alternate Investment Fund	809,200	-	809,200	1,568,112	-	1,568,112	0.78
f) Insurance Companies	-	-	-	-	-	-	-
g) FIs/Foreign Portfolio Investor	31,180,170	-	31,180,170	33,029,466	-	33,029,466	16.51
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-
<b>Sub-total (B)(1):</b>	<b>36,084,771</b>	<b>-</b>	<b>36,084,771</b>	<b>44,193,730</b>	<b>-</b>	<b>44,193,730</b>	<b>22.10</b>

Category of Shareholders	No. of Shares held at the end of the year [As on 31-March-2018]			No. of Shares held at the end of the year [As on 31-March-2019]			% Change during the year	
	Demat	Physical	% of Total Shares	Demat	Physical	Total		% of Total Shares
<b>2. Non-Institutions</b>								
a) Bodies Corp.								
i) Indian	2,212,412	-	2,212,412	1,403,743	-	1,403,743	0.70	
ii) Overseas	-	-	-	-	-	-	(0.41)	
b) Individuals								
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	6,910,789	110	6,910,899	7,396,208	110	7,396,318	3.69	
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	2,235,787	-	2,235,787	2,199,309	-	2,199,309	1.10	
c) NBFC's registered with RBI	227	-	227	680	-	680	0.00	
d) Any Others (specify)	-	-	-	-	-	-	-	
Non-Resident Indians	356,046	-	356,046	443,391	-	443,391	0.22	
Qualified Foreign Investors	-	-	-	-	-	-	-	
Clearing Members	193,223	-	193,223	159,023	-	159,023	0.08	
Trusts	60	-	60	10,770	-	10,770	0.01	
Foreign National	50,000	-	50,000	50,040	-	50,040	0.03	
Foreign Bodies - D R	-	-	-	-	-	-	-	
<b>Sub-total (B)(2):</b>	<b>11,958,544</b>	<b>110</b>	<b>11,958,654</b>	<b>11,663,164</b>	<b>110</b>	<b>11,663,274</b>	<b>5.83</b>	
<b>Total Public Shareholding (B)=(B)(1) + (B)(2)</b>	<b>48,043,315</b>	<b>110</b>	<b>48,043,425</b>	<b>55,856,894</b>	<b>110</b>	<b>55,857,004</b>	<b>27.93</b>	
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	
<b>D. Non-Promoter non Public</b>	<b>3,065,964</b>	-	<b>3,065,964</b>	<b>2,038,001</b>	-	<b>2038001</b>	<b>1.02</b>	
<b>Grand Total (A+B+C+D)</b>	<b>199,999,890</b>	<b>110</b>	<b>200,000,000</b>	<b>199,999,890</b>	<b>110</b>	<b>200,000,000</b>	<b>0</b>	

## 2. Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Biocon Limited	145,217,843	72.61	-	140,487,386	70.24	-	(2.37)
2	Biocon Limited Employee Welfare Trust	1,789,897	0.90	-	1,594,381	0.80	-	(0.10)
3	Biocon Research Limited	1,866,673	0.93	-	-	-	-	(0.93)
4	Kiran Mazumdar Shaw	7,638	0.01	-	7,638	0.01	-	0.00
5	Yamini R Mazumdar	4,000	0.00	-	11,030	0.01	-	0.1
6	Ravi R Mazumdar	1,060	0.00	-	1,060	0.00	-	0.00
7	Dev Mazumdar	3,500	0.00	-	3,500	0.00	-	0.00
	<b>Total</b>	<b>148,890,611</b>	<b>74.45</b>	<b>-</b>	<b>142,104,995</b>	<b>71.05</b>	<b>-</b>	<b>(3.40)</b>

## 3. Change in Promoters' Shareholding

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	<b>Biocon Limited</b>				
	At the beginning of the year	145,217,843	72.61	-	-
	Transfer/ sale of shares during the year	(4,730,457)	(2.37)	140,487,386	70.24
	At the end of the year	-	-	140,487,386	70.24
2	<b>Biocon Research Limited</b>				
	At the beginning of the year	1,866,673	0.93	-	-
	Transfer/ sale of shares during the year	(1,866,673)	(0.93)	-	-
	At the end of the year	-	-	-	-
3	<b>Biocon Limited Employee Welfare Trust</b>				
	At the beginning of the year	1,789,897	0.89	-	-
	Transfer during the year (ESOP)	(195,516)	(0.09)	1,594,381	0.80
	At the end of the year	-	-	1,594,381	0.80
4	<b>Kiran Mazumdar Shaw</b>				
	At the beginning of the year	7,638	0.01	-	-
	Transfer/ sale of shares	-	-	-	-
	At the end of the year	-	-	7,638	0.01
5	<b>Yamini R Mazumdar</b>				
	At the beginning of the year	4,000	0.00	-	-
	Bought during the year	7,030	0.001	11,030	0.01
	At the end of the year	-	-	11,030	0.01
6	<b>Ravi R Mazumdar</b>				
	At the beginning of the year	1060	0.00	-	-
	Bought during the year	-	0.00	-	-
	At the end of the year	-	-	1,060	0.00
7	<b>Dev Mazumdar</b>				
	At the beginning of the year	3,500	0.00	-	-
	Bought during the year	-	--	-	-
	At the end of the year	-	-	3,500	0.00

**4. Shareholding Pattern of top ten Shareholders**

(Other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>1</b>	<b>Theleme Master Fund Limited</b>				
	At the beginning of the year	9,000,000	4.50	-	-
	Sold during the year	2,526,086	1.27	6,473,914	3.23
	At the end of the year	-	-	6,473,914	3.23
<b>2</b>	<b>Camas Investments Pte. Ltd.</b>				
	At the beginning of the year	4,785,000	2.39	-	-
	Bought during the year	-	-	-	-
	At the end of the year	-	-	4,785,000	2.39
<b>3</b>	<b>Reliance Capital Trustee Co. Ltd</b>				
	At the beginning of the year	919,394	0.45	-	-
	Bought during the year	2,614,862	1.31	3,534,256	1.76
	At the end of the year	-	-	3,534,256	1.76
<b>4</b>	<b>UTI-Unit Linked Insurance Plan</b>				
	At the beginning of the year	19,29,071	0.96	-	-
	Bought during the year	10,10,544	0.50	29,39,615	1.46
	At the end of the year	-	-	29,39,615	1.46
<b>5</b>	<b>Gaoling Fund, L.P.</b>				
	At the beginning of the year	1,750,443	0.88	-	-
	Bought during the year	438,011	0.21	2,188,454	1.09
	At the end of the year	-	-	2,188,454	1.09
<b>6</b>	<b>Aberdeen Global-Asian Smaller Companies Fund</b>				
	At the beginning of the year	-	-	-	-
	Bought during the year	1,999,000	0.99	1,999,000	0.99
	At the end of the year	-	-	1,999,000	0.99
<b>7</b>	<b>Kotak Funds - India Midcap Fund</b>				
	At the beginning of the year	-	-	-	-
	Bought during the year	1,721,854	0.86	1,721,854	0.86
	At the end of the year	-	-	1,721,854	0.86
<b>8</b>	<b>Mirae Asset Emerging Bluechip Fund</b>				
	At the beginning of the year	-	-	-	-
	Bought during the year	1,509,964	0.75	1,509,964	0.75
	At the end of the year	-	-	1,509,964	0.75
<b>9</b>	<b>Steinberg India Emerging Opportunities Fund Limited</b>				
	At the beginning of the year	869,153	0.43	-	-
	Bought during the year	630,847	0.32	1,500,000	0.75
	At the end of the year	-	-	1,500,000	0.75
<b>10</b>	<b>Mondrian Emerging Markets Small Cap Equity Fund,L.</b>				
	At the beginning of the year	10,64,107	0.53	-	-
	Sold during the year	40,000	0.02	1,024,107	0.51
	At the end of the year	-	-	1,024,107	0.51

## 5. Shareholding of Directors and Key Managerial Personnel:

SI No	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>1</b>	<b>Kiran Mazumdar Shaw</b>				
	At the beginning of the year	7,638	0.01	-	-
	Bought/Sold during the year	-	-	-	-
	At the end of the year	-	-	7,638	0.01
<b>2</b>	<b>John Shaw</b>				
	At the beginning of the year	0	0	-	-
	Bought/Sold during the year	-	-	-	-
	At the end of the year	-	-	0	0
<b>3</b>	<b>Jonathan Hunt</b>				
	At the beginning of the year	0	0	-	-
	Bought/Sold during the year	-	-	-	-
	At the end of the year	-	-	0	0
<b>4</b>	<b>Suresh N Talwar</b>				
	At the beginning of the year	25,000	0.01	-	-
	Bought/Sold during the year	-	-	-	-
	At the end of the year	-	-	25,000	0.01
<b>5</b>	<b>Russell Walls</b>				
	At the beginning of the year	25,000	0.01	-	-
	Bought/Sold during the year	-	-	-	-
	At the end of the year	-	-	25,000	0.01
<b>6</b>	<b>Bala S Manian</b>				
	At the beginning of the year	25,000	0.01	-	-
	Bought/Sold during the year	-	-	-	-
	At the end of the year	-	-	25,000	0.01
<b>7</b>	<b>Paul F Blackburn</b>				
	At the beginning of the year	25,000	0.01	-	-
	Bought/Sold during the year	-	-	-	-
	At the end of the year	-	-	25,000	0.01
<b>8</b>	<b>Catherine Rosenberg</b>				
	At the beginning of the year	1060	0.00	-	-
	Bought/Sold during the year	-	0.00	-	0.00
	At the end of the year	-	-	1,060	0.00
<b>9</b>	<b>Vijay Kuchroo</b>				
	At the beginning of the year	25,000	0.01	-	-
	Bought/Sold during the year	-	-	-	-
	At the end of the year	-	-	25,000	0.01

## 10 Vinita Bali

At the beginning of the year	0	0	-	-
Bought/Sold during the year	-	-	-	-
At the end of the year	-	-	0	0

## 11 Chinappa M B

At the beginning of the year	0	0.00	-	-
ESOP acquisition	16,325	0.008%	16,325	0.008%
Sold during the year	16,325	0.008%	16,325	0.008%
At the end of the year	-	-	-	-

## 12 Mayank Verma

At the beginning of the year	905	0.00	-	-
ESOP acquisition	5,414	0.00	-	-
Bought/sold during the year	-	0.00	-	-
At the end of the year	-	-	6,319	0.00

## INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	6,926	948	-	7,874
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>6,926</b>	<b>948</b>	<b>-</b>	<b>7,874</b>
Change in Indebtedness during the financial year, net				
- Addition	-	1,119	-	1,119
- Reduction	(860)	-	-	(860)
<b>Net Change</b>	<b>(860)</b>	<b>1,119</b>	<b>-</b>	<b>259</b>
Indebtedness at the end of the financial year				
i) Principal Amount	6,066	2,067	-	8,133
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>6,066</b>	<b>2,067</b>	<b>-</b>	<b>8,133</b>

## Remuneration of Directors and Key Managerial Personnel

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(Amount in INR million)

Sl. No.	Particulars of Remuneration	Kiran Mazumdar Shaw (MD)	Jonathan Hunt (WTD & CEO)	Total Amount
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	47.21	47.21
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-		
	(c) Profits in lieu of salary under section 17(3) Income-tax Act	-		
2	Stock Option	-	42.31	42.31
3	Sweat Equity	-		
4	Commission			
	- as % of profit			
	- Others, specify...			
5	Others, (Bonus)	-		
	<b>Total (A)</b>	-	<b>89.52</b>	<b>89.52</b>

### B. Remuneration to other directors

(Amount in INR million)

Sl. No.	Particulars of Remuneration	Name of Directors								Total
1	<b>Independent Directors</b>	<b>John Shaw</b>	<b>Russell Walls</b>	<b>Suresh Talwar</b>	<b>Paul Blackburn</b>	<b>Bala S Manian</b>	<b>Vijay Kuchroo</b>	<b>Vinita Bali</b>	<b>Catherine Rosenberg</b>	
	Fee for attending board committee meetings	-	0.40	0.40	0.40	0.30	0.40	0.30	-	2.20
	Commission	-	2.83	2.40	3.18	2.48	2.97	1.49	-	15.35
	<b>Total (1)</b>	-	<b>3.23</b>	<b>2.80</b>	<b>3.58</b>	<b>2.78</b>	<b>3.37</b>	<b>1.79</b>	-	<b>17.55</b>
2	<b>Other Non-Executive Directors</b>									
	Fee for attending board committee meetings	0.10	-	-	-	-	-	-	0.40	0.50
	Commission	0.34	-	-	-	-	-	-	0.78	1.12
	<b>Total (2)</b>	<b>0.44</b>	-	-	-	-	-	-	<b>1.18</b>	<b>1.62</b>
	<b>Total B (1 + 2)</b>	<b>0.44</b>	<b>3.23</b>	<b>2.80</b>	<b>3.58</b>	<b>2.78</b>	<b>3.37</b>	<b>1.79</b>	<b>1.18</b>	<b>19.17</b>
	Overall Ceiling as per the Act (A+B)									



C. Remuneration to key managerial personnel other than MD/Manager/Whole-time Director

(Figures in INR million)

Sl. No.	Particulars	CFO	CS	Total
	Gross salary			
1	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	28.50	2.61	31.11
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.03	-	0.03
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	0.06	0.06
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	Others, specify...	-	-	-
5	Others, please specify	-	-	-
	<b>Total</b>	<b>28.53</b>	<b>2.67</b>	<b>31.20</b>

**PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

There were no penalties/punishment/ compounding of offences for the year ended March 31, 2019.

On behalf of the Board of Directors

Date: April 24, 2019

Place: Bengaluru

**Kiran Mazumdar Shaw**

Managing Director

DIN: 00347229