

Annexure 9 - Extract of Annual Return

MGT-9

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
Name, Address & contact details of the Registrar & Transfer Agent, if any.	Karvy Computershare Private Limited Plot 31-32, Karvy Selenium, Tower B, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 Contact : Tel +91 40 23312454; 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)

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 beginning of the year [As on 31-March-2016]				No. of Shares held at the end of the year [As on 31-March-2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	13,198	-	13,198	0.01	16,198	-	16,198	0.01	0.00
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	147,084,516	-	147,084,516	73.54	147,084,516	-	147,084,516	73.54	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other (Trust)	2,000,000	-	2,000,000	1.00	1,928,407	-	1,928,407	0.97	-0.03
Sub Total (A-1)	149,097,714	-	149,097,714	74.55	149,029,121	-	149,029,121	74.51	-0.04
(2) Foreign									
a) NRI Individual	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub Total (A-2)	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A-1 + A-2)	149,097,714	-	149,097,714	74.55	149,029,121	-	149,029,121	74.51	-0.04
B. Public Shareholding									

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2016]				No. of Shares held at the end of the year [As on 31-March-2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
1. Institutions									
a) Mutual Funds	558,522	-	558,522	0.28	2,446,010	-	2,446,010	1.22	0.94
b) Banks / FI	7,319	-	7,319	0.00	224,846	-	224,846	0.11	0.11
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs/Foreign Portfolio Investor	12,672,150	-	12,672,150	6.34	16,645,935	-	16,645,935	8.32	1.98
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Silver Leaf Oak (Mauritius) Ltd.	19,850,000	-	19,850,000	9.93	14,390,777	-	14,390,777	7.20	-2.73
Sub-total (B)(1):-	33,087,991	-	33,087,991	16.55	33,707,568	-	33,707,568	16.86	0.29
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	3,897,907	-	3,897,907	1.95	2,936,306	-	2,936,306	1.47	-0.48
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	5,687,578	10	5,687,588	2.84	7,656,066	110	7,656,176	3.83	0.99
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	1,512,192	-	1,512,192	0.76	1,419,550	-	1,419,550	0.71	-0.05
c) NBFC's registered with RBI	4,504	-	4,504	0.00	327	-	327	0.00	0.00
c) Any Others (specify)									
Non Resident Indians	310,318	-	310,318	0.16	550,616	-	550,616	0.28	0.12
Qualified Foreign Investors	-	-	-	-	-	-	-	-	-
Clearing Members	402,567	-	402,567	0.20	96,751	-	96,751	0.05	-0.15
Trusts	30,000	-	30,000	0.02	40,060	-	40,060	0.02	0.02
Foreign National	50,000	-	50,000	0.02	50,000	-	50,000	0.02	0.02
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	11,895,076	-	11,895,076	5.94	12,749,676	110	12,749,786	6.37	0.45
Total Public Shareholding (B)=(B)(1)+ (B)(2)	44,983,057	10	44,983,067	22.49	46,457,244	110	46,457,354	23.23	0.74
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
D Non Promoter non Public	5,919,219	-	5,919,219	2.96	4,513,525	-	4,513,525	2.26	-0.70
Grand Total (A+B+C+D)	199,999,990	10	200,000,000	100.00	199,999,890	110	200,000,000	100.00	0.00

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	-	145,217,843	72.61	-	0.00
2	Biocon Limited Employee Welfare Trust	2,000,000	1.00	-	1,928,407	0.96	-	-0.04
3	Biocon Research Limited	1,866,673	0.93	-	1,866,673	0.93	-	0.00
4	Kiran Mazumdar Shaw	7,638	0.01	-	7,638	0.01	-	0.00
5	Yamini R Mazumdar	3,000	0.00	-	4,000	0.00	-	0.00
6	Ravi R Mazumdar	60	0.00	-	1,060	0.00	-	0.00
7	Dev Mazumdar	2,500	0.00	-	3,500	0.00	-	0.00
	Total	149,097,714	74.55	-	149,029,121	74.51	-	-0.04

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	Biocon Limited				
	At the beginning of the year	145,217,843	72.61	-	-
	Transfer/ sale of shares during the year	-	-	-	-
	At the end of the year	-	-	145,217,843	72.61
2	Biocon Research Limited				
	At the beginning of the year	1,866,673	0.93	-	-
	Transfer/ sale of shares during the year	-	-	-	-
	At the end of the year	-	-	1,866,673	0.93
3	Biocon Limited Employee Welfare Trust				
	At the beginning of the year	2,000,000	1.0	-	-
	Transfer during the year (ESOP Trust)	71,593	0.04	1,928,407	0.96
	At the end of the year	-	-	1,928,407	0.96
4	Kiran Mazumdar Shaw				
	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	Yamini R Mazumdar				
	At the beginning of the year	3,000	0.00	-	-
	Bought during the year	1,000	0.00	4,000	0.00
	At the end of the year	-	-	4,000	0.00
6	Ravi R Mazumdar				
	At the beginning of the year	60	0.00	-	-
	Bought during the year	1,000	0.00	1,060	0.00
	At the end of the year	-	-	1,060	0.00
7	Dev Mazumdar				
	At the beginning of the year	2,500	0.00	-	-
	Bought during the year	1,000	0.00	3,500	0.00
	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
1	Silver Leaf Oak (Mauritius) Limited				
	At the beginning of the year	19,850,000	9.93		
	Sold during the year	5,459,223	2.73	14,390,777	7.20
	At the end of the year			14,390,777	7.20
2	Syngene Employees Welfare Trust				
	At the beginning of the year	5,919,219	2.96		
	Transfer during the year (ESOP Trust)	1,405,694	0.70	4,513,525	2.26
	At the end of the year			4,513,525	2.26
3	Steadview Capital Mauritius Limited				
	At the beginning of the year	-	-		
	Bought during the year	3,007,993	1.50	3,007,993	1.50
	At the end of the year			3,007,993	1.50
4	Canara HSBC Oriental Bank of Commerce Life Insurance Co. Ltd.				
	At the beginning of the year	1,637,946	0.82		
	Bought during the year	143,646	0.07	1,781,592	0.89
	At the end of the year			1,781,592	0.89
5	HSBC Global Investment Funds - Indian Equity				
	At the beginning of the year	-	-		
	Bought during the year	1,431,800	0.72	1,431,800	0.72
	At the end of the year			1,431,800	0.72
6	Vaneck Funds - Emerging Markets Fund				
	At the beginning of the year	-	-	-	-
	Bought during the year	1,179,321	0.59	1,179,321	0.59
	At the end of the year			1,179,321	0.59
7	LTR Focus Fund				
	At the beginning of the year	-	-		
	Bought during the year	1,120,000	0.56	1,120,000	0.56
	At the end of the year			1,120,000	0.56
8	Reliance Capital Trustee Co Ltd				
	At the beginning of the year	-	-		
	Bought during the year	1,100,000	0.55	1,100,000	0.55
	At the end of the year			1,100,000	0.55
9	JNL Oppenheimer Emerging Markets Innovator Fund				
	At the beginning of the year	551,453	0.28		
	Bought during the year	159,522	0.07	710,975	0.36
	At the end of the year			710,975	0.36
10	ABG Capital				
	At the beginning of the year	-	-		
	Bought during the year	694,347	0.35	694,347	0.35
	At the end of the year			694,347	0.35

5. Shareholding of Directors and Key Managerial Personnel:

Sl 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
1	Kiran Mazumdar Shaw				
	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
2	Suresh N Talwar				
	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
3	Russell Walls				
	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
4	Dr. Bala S Manian				
	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
5	Paul F Blackburn				
	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
6	Prof. Catherine Rosenberg				
	At the beginning of the year	60	0.00		
	Bought/Sold during the year	1,000	0.00	1,060	0.00
	At the end of the year	-	-	1,060	0.00
7	Dr. Vijay Kuchroo				
	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
8	Chinappa M B				
	At the beginning of the year	-	-		
	ESOP acquisition	189,284	0.09	189,284	0.09
	Sold during the year	189,284	0.09	-	-
	At the end of the year			-	-
9	Mayank Verma				
	At the beginning of the year	-	-		
	ESOP acquisition	2,405	0.00	2,405	0.00
	Sold during the year	1,500	0.00	905	0.00
	At the end of the year			905	0.00

INDEBTEDNESS

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

(₹ In Million)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	8,910	-	-	8,910
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	8,910	-	-	8,910
Change in Indebtedness during the financial year				
* Addition	-	648	-	648
* Reduction	1,494	-	-	1,494
Net Change				846
Indebtedness at the end of the financial year				
i) Principal Amount	7,416	648	-	8,064
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	7,416	648	-	8,064

Remuneration of Directors and Key Managerial Personnel

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

(₹ In Million)

Sl. No.	Particulars of Remuneration	Kiran Mazumdar Shaw (MD)	Total Amount
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-
	(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	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	- as % of profit		
	- Others, specify...		
5	Others, (Bonus)	-	-
	Total (A)	-	-

Note: Salary of Jonathan Hunt, is not included above, since he became a Whole-time Director w.e.f May 1, 2017 and his salary details are cover under Section (c) below.

B. Remuneration to other directors

(₹ In Million)

Sl. No.	Particulars of Remuneration	Name of Directors							Total
		Russell Walls	Suresh Talwar	Paul Blackburn	Dr. Bala S Manian	Dr. Vijay Kuchroo	Prof. Catherine Rosenberg	Peter Bains	
1	Independent Directors								
	Fee for attending board committee meetings	0.50	0.50	0.50	0.40	0.10	-	-	2.00
	Commission	2.86	2.15	2.60	2.99	0.72	-	-	11.32
	Total (1)	3.36	2.65	3.10	3.39	0.82	-	-	13.32
2	Other Non-Executive Directors								
	Fee for attending board committee meetings	NA	NA	NA	NA	NA	0.40	0.40	0.80
	Commission	NA	NA	NA	NA	NA	-	-	-
	Total (2)	NA	NA	NA	NA	NA	0.40	0.40	0.80
	Total B (1 + 2)	3.36	2.65	3.10	3.39	0.82	0.40	0.40	14.12
	Total Remuneration (A+B)								14.12
	Overall Ceiling as per the Act (A+B)	₹ 207.9 million							

Note: The details above are on accrual basis.

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

(₹ In Million)

Sl. No.	Particulars	CEO	CFO	Company Secretary	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	27.81	31.30	2.61	61.72
	(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	47.17	4.73	0.20	52.10
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit				
	Others, specify...				
5	Others, please specify	-	-	-	-
	Total	74.98	36.06	2.81	113.85

Note: Jonathan Hunt has been appointed as Chief Executive Officer of the Company with effect from April 1, 2016.

Penalties / Punishment/ Compounding of Offences:

During the financial year 2015-16, Company along with Officers in default had filed suo-moto two compounding applications with the Company Law Board, Chennai Bench, regarding the following matters.

- Application for inadvertent omission to enclose complete list of allottees as required under Section 75 of the Companies Act, 1956.
- Application for inadvertent omission of complete details in the General meeting Notice, as required under Rule 6 of Unlisted Public Companies (Preferential Allotment) Rules, 2003 and Section 81(1A) of the Companies Act, 1956.

During the financial year, National Company Law Tribunal (NCLT) has levied a compounding fees of ₹ 216,000 and ₹ 233,600 on Company and officers in default for inadvertently omission of details as required under section 75 and section 81(1A) of the Companies Act, 1956 respectively and the same was paid by the Company and officers in default.

For and on behalf of the Board

Date: April 27, 2017
Place: Bengaluru

Kiran Mazumdar Shaw
Managing Director
DIN: 00347229