

ANNEXURE 7

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 Rd, Bommasandra Bengaluru – 560099 Contact: Tel +91 80 2808 2023 Email: mayank.verma@syngeneintl.com
6.	Whether listed company	Yes
7.	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

S. 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

S. 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				No. of Shares held at the end of the year				% Change during the year
	[As on 31-March-2015]				[As on 31-March-2016]				
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	584	0	584	0.00	13198	0	13198	0.01	0.01
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	169,084,516	0	169,084,516	84.54	147,084,516	0	147,084,516	73.54	-11.00
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other (Trust)	0	2,000,000	2,000,000	1.00	2,000,000	0	2,000,000	1.00	0.00
Sub Total (A-1)	169,085,100	2,000,000	171,085,100	85.54	149,097,714	0	149,097,714	74.55	-10.99
(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)	169,085,100	2,000,000	171,085,100	85.54	149,097,714	0	149,097,714	74.55	-10.99
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	558,522	0	558,522	0.28	0.28
b) Banks / FI	-	-	-	-	7,319	0	7,319	0.00	0.00
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	20,000,004	0	20,000,004	10.00	-	-	-	-	-10.00
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FII/Foreign Portfolio Investor	-	-	-	-	12,672,150	0	12,672,150	6.34	6.34
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Silver Leaf Oak (Mauritius) Ltd.	-	-	-	-	19,850,000	0	19,850,000	9.93	9.93
Foreign National	-	-	-	-	50,000	0	50,000	0.02	0.02
Sub-total (B)(1):-	20,000,004	0	20,000,004	10.00	33,137,991	0	33,137,991	16.57	6.57

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	[As on 31-March-2015]				[As on 31-March-2016]				
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2. Non-Institutions									
a) Bodies Corp.	2,226,659	0	2,226,659	1.11	38,97,907	0	38,97,907	1.95	0.84
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	7,638	599	8,237	0.00	5,687,578	10	5,687,588	2.84	2.84
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	-	-	-	-	1,512,192	0	1,512,192	0.76	0.76
c) NBFC's registered with RBI	-	-	-	-	4,504	0	4504	0.00	0.00
c) Any Others (specify)	-	-	-	-	-	-	-	-	-
Non Resident Indians	-	-	-	-	3,10,318	0	3,10,318	0.16	0.16
Qualified Foreign Investors	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	4,02,567	0	4,02,567	0.20	0.20
Trusts	-	-	-	-	30,000	0	30,000	0.02	0.02
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	2,234,297	599	2,234,896	1.12	11,845,076	0	11,845,076	5.92	4.80
Total Public Shareholding (B)=(B)(1)+ (B)(2)	22,234,301	599	22,234,900	11.12	44,983,057	10	44,983,067	22.49	11.37
C. Shares held by Custodian for GD₹ & AD₹									
D. Non Promoter non Public	6,680,000	0	6,680,000	3.34	5,919,219	0	5,919,219	2.96	-0.38
Grand Total (A+B+C+D)	197,999,401	2,000,599	200,000,000	100.00	199,999,990	10	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	167,217,843	83.61	0	145,217,843	72.61	0	-11.00
2	Biocon Limited Employee Welfare Trust	2,000,000	1.00	0	2,000,000	1.00	0	-
3	Biocon Research Limited	1,866,673	0.93	0	1,866,673	0.93	0	-
4	Kiran Mazumdar Shaw	584	0.00	0	7,638	0.01	0	0.01
5	Yamini R Mazumdar	-	-	-	3,000	0.00	0	0.00
6	Ravi R Mazumdar	-	-	-	60	0.00	0	0.00
7	Dev Mazumdar	-	-	-	2,500	0.00	0	0.00
	Total	171,085,100	85.54	0	149,097,714	74.55	0	-10.99

3. Change in Promoters' Shareholding

SI 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	167,217,843	83.61		
	Transfer of shares Offer for sale Syngene IPO Aug 2015	(22,000,000)	(11.00)	145,217,843	72.61
	At the end of the year	145,217,843	72.61	145,217,843	72.61
2	Biocon Research Limited				
	At the beginning of the year	1,866,673	0.93	1,866,673	0.93
	Transfer/ sale of shares during the year	-	-		
	At the end of the year	1,866,673	0.93%	1,866,673	0.93
3	Biocon Limited Employee Welfare Trust				
	At the beginning of the year	2,000,000	1.00	2,000,000	1.00
	Transfer/ sale of shares during the year	-	-	-	-
	At the end of the year	2,000,000	1.00	2,000,000	1.00
4	Kiran Mazumdar Shaw				
	At the beginning of the year	584	0.00		
	Transfer of shares	7,054	0.00	7,638	0.01
	At the end of the year	7,638	0.01	7,638	0.01
5	Yamini R Mazumdar				
	At the beginning of the year	0	0.00		
	Bought during the year	3,000	0.00	3,000	0.00
	At the end of the year	3,000	0.00	3,000	0.00
6	Ravi R Mazumdar				
	At the beginning of the year	0	0.00		
	Bought during the year	60	0.00	60	0.00
	At the end of the year	60	0.00	60	0.00
7	Dev Mazumdar				
	At the beginning of the year	0	0.00		
	Bought during the year	2,500	0.00	2,500	0.00
	At the end of the year	2,500	0.00	2,500	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	0	0.00	0	0.00
	Bought during the year	19,850,000	9.93	19,850,000	9.93
	At the end of the year			19,850,000	9.93
2	Syngene Employees Welfare Trust				
	At the beginning of the year	6,680,000	3.34	6,680,000	3.34
	Transfer during the year	760,781	0.38	5,919,219	2.96
	At the end of the year			5,919,219	2.96
3	Goldman Sachs India Fund Limited				
	At the beginning of the year	0	0.00	0	0.00
	Bought during the year	2,172,066	1.09	2,172,066	0.33
	At the end of the year			2,172,066	1.09
4	Canara HSBC Oriental Bank of Commerce Life Insurance				
	At the beginning of the year	0	0.00	0	0.00
	Bought during the year	1,660,046	0.83	1,660,046	0.83
	Sold during the year	22,100	0.01	1,637,946	0.82
	At the end of the year			1,637,946	0.82
5	Kunal Kashyap				
	At the beginning of the year	0	0.00	0	0.00
	Bought during the year	951,546	0.48	951,546	0.48
	At the end of the year			951,546	0.48

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
6	Columbia Emerging Markets Fund				
	At the beginning of the year	417,759	0.21	417,759	0.21
	Bought during the year	694,786	0.35	1,112,545	0.56
	Sold during the year	403,634	0.20	708,911	0.35
	At the end of the year			708,911	0.35
7	California Public Employees' Retirement System Managed by Wasatch Advisors, Inc.				
	At the beginning of the year	0	0.00	0	0.00
	Bought during the year	796,647	0.40	796,647	0.40
	Sold during the year	107,841	0.05	688,806	0.34
	At the end of the year			688,806	0.34
8	DIL Limited				
	At the beginning of the year	687,224	0.34	687,224	0.34
	Bought during the year	-	-	-	-
	At the end of the year			687,224	0.34
9	Government of Singapore				
	At the beginning of the year	0	0.00	0	0.00
	Bought during the year	694,387	0.35	659,340	0.33
	Sold during the year	28,756	0.02	665,631	0.33
	At the end of the year			665,631	0.33
10	The Master Trust Bank of Japan				
	At the beginning of the year	600,000	0.30	600,000	0.30
	Bought during the year	-	-	-	-
	At the end of the year			600,000	0.30

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	584	0.00	-	-
	Purchase/transfer during the year	7,054	0.00	7,638	0.01
	At the end of the year	-	-	7,638	0.01
2	Suresh N Talwar				
	At the beginning of the year	0	0.00	-	-
	Purchase/transfer during the year	25,000	0.01	25,000	0.01
	At the end of the year	-	-	25,000	0.01
3	Russell Walls				
	At the beginning of the year	0	0.00	-	-
	Purchase/transfer during the year	25,000	0.01	25,000	0.01
	At the end of the year	-	-	25,000	0.01
4	Bala S Manian				
	At the beginning of the year	0	0.00	-	-
	Purchase/transfer during the year	25,000	0.01	25,000	0.01
	At the end of the year	-	-	25,000	0.01
5	Paul F Blackburn				
	At the beginning of the year	0	0.00	-	-
	Purchase/transfer during the year	25,000	0.01	25,000	0.01
	At the end of the year	-	-	25,000	0.01
6	Catherine Rosenberg*				
	At the beginning of the year	0	0.00	-	-
	Purchase/transfer during the year	60	0.00	60	0.00
	At the end of the year	-	-	60	0.00
7	Chinappa M B				
	At the beginning of the year	7054	0.00	-	-
	Sale/transfer during the year	7054	0.00	0	0.00
	ESOP acquisition /disposal	1,35,203	0.07	1,35,203	0.07
	Sale/transfer during the year	1,35,203	0.07	0	0.00
	At the end of the year	-	-	0	0.00

* Catherine Rosenberg is holding Share jointly with Mr. Ravi R Majumdar.

INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment. (₹ in mn)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	186	1364	-	1550
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	1	-	-	1
Total (i+ii+iii)	187	1364	-	1551
Change in Indebtedness during the financial year				
Addition	8723	0.00	-	8723
Reduction	0.00	-1364	-	-1364
Net Change	8723	-1364	-	7359
Indebtedness at the end of the financial year				
i) Principal Amount	8910	0.00	--	8910
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	8910	0.00	-	8910

Remuneration of Directors and Key Managerial Personnel

A. Remuneration to Managing Director, Whole-Time Directors and/or Manager: (₹ in mn)

Sl. No.	Particulars of Remuneration	Kiran Mazumdar Shaw (MD)	Peter Bains*	Total Amount
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	24.00	24.00
	(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)	-	20.00	20.00
	Total (A)	-	44.00	44.00

*Peter Bains was Director and Chief Executive Officer till March 31, 2016 of the Company.

B. Remuneration to other Directors

(₹ in mn)

Sl. No.	Particulars of Remuneration	Name of Directors						Total
		Russell Walls	Suresh Talwar	Daniel Bradbury	Paul Blackburn	Bala S Manian	Catherine Rosenberg	
1.	Independent Directors							
	Fee for attending board committee meetings	0.40	0.30	0.40	0.40	0.40	-	1.90
	Commission	2.80	1.40	1.80	2.50	2.70	-	11.20
	Others, please specify						-	
	Total (1)	3.20	1.70	2.20	2.90	3.10	-	13.10
2.	Other Non-Executive Directors							
	Fee for attending board committee meetings	-	-	-	-	-	0.40	0.40
	Commission	-	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-	-
	Total (2)	-	-	-	-	-	0.40	0.40
	Total B (1 + 2)	3.20	1.70	2.20	2.90	3.10	0.40	13.50
	Total Remuneration (A+B)							57.40
	Overall Ceiling as per the Act	₹. 243.32 mn (Being 11% of Net profits of the Company calculated as per Section 198 of the Companies Act, 2013)						

C. Remuneration to Key Managerial Personnel other than MD/Manager/Whole-time Director

(₹ in mn)

Sl. No.	Particulars	CFO	Company Secretary	Total
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	25.52	1.94	27.46
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.04	-	0.04
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	6.96	0.31	7.27
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as% of profit	-	-	-
	Others, specify...	-	-	-
5	Others, please specify	-	-	-
	Total	32.52	2.25	34.77

Note:

1. Salary of Mr. Peter Bains, CEO is not included above, since he is an Executive Director already included in Section (A) above and Mr. Peter Bains stepped down from the post of CEO w.e.f. March 31, 2016 but will continue on board as Non-Executive Director.

PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties/punishment/ compounding of offences for the year ended March 31, 2016.

On behalf of the Board of Directors
sd/-

Date: April 26, 2016

Place: Bengaluru

Ms. Kiran Mazumdar Shaw

Managing Director

DIN: 00347229