

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L85110KA1993PLC014937

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AABCS9936M

(ii) (a) Name of the company

SYNGENE INTERNATIONAL LIM

(b) Registered office address

Biocon SEZ, Biocon Park, Plot.No.2 & 3, Bommasandra
Indst. Area IV Phase, Jigani Link Rd, Bommasandra
Bangalore
Karnataka
560099
In-1:-

(c) *e-mail ID of the company

priyadarshini.mahapatra@sync

(d) *Telephone number with STD code

08068918781

(e) Website

www.syngeneintl.com

(iii) Date of Incorporation

18/11/1993

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	National Stock Exchange of India Limited	1,024
2	BSE Limited	1

(b) CIN of the Registrar and Transfer Agent

U72400TG2017PTC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32,
Financial District, Nanakramguda, Serilingampally

(vii) *Financial year From date 01/04/2019 (DD/MM/YYYY) To date 31/03/2020 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

22/07/2020

(b) Due date of AGM

30/09/2020

(c) Whether any extension for AGM granted

Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	M	Professional, Scientific and Technical	M5	Scientific research and development	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

2

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	BIOCON LIMITED	L24234KA1978PLC003417	Holding	70.24
2	Syngene USA Inc.		Subsidiary	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	500,000,000	400,000,000	400,000,000	400,000,000
Total amount of equity shares (in Rupees)	5,000,000,000	4,000,000,000	4,000,000,000	4,000,000,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity				
Number of equity shares	500,000,000	400,000,000	400,000,000	400,000,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	5,000,000,000	4,000,000,000	4,000,000,000	4,000,000,000

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
Equity shares				

At the beginning of the year	200,000,000	2,000,000,000	2,000,000,000	
Increase during the year	200,000,000	2,000,000,000	2,000,000,000	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	200,000,000	2,000,000,000	2,000,000,000	
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	400,000,000	4,000,000,000	4,000,000,000	
Preference shares				
At the beginning of the year	0	0	0	
Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				
Decrease during the year	0	0	0	0

i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	0	0	0	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input type="text"/>	
Date of registration of transfer (Date Month Year)		<input type="text"/>	
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor	<input type="text"/>		

Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			3,767,000,000
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			3,089,000,000
Deposit			0
Total			6,856,000,000

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)**(i) Turnover**

20,119,000,000

(ii) Net worth of the Company

21,741,000,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	37,456	0.01	0	
	(ii) Non-resident Indian (NRI)	7,000	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	280,974,772	70.24	0	
10.	Others Trust	1,737,469	0.43	0	
	Total	282,756,697	70.68	0	0

Total number of shareholders (promoters)

6

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	20,076,944	5.02	0	
	(ii) Non-resident Indian (NRI)	888,468	0.22	0	
	(iii) Foreign national (other than NRI)	100,000	0.03	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	201,294	0.05	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	53,628,771	13.41	0	
7.	Mutual funds	32,800,583	8.2	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,468,325	0.37	0	
10.	Others Other- AIF, QIB, Clearing me	8,078,918	2.02	0	
	Total	117,243,303	29.32	0	0

Total number of shareholders (other than promoters)

48,917

**Total number of shareholders (Promoters+Public/
Other than promoters)**

48,923

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

125

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
CAMAS INVESTMENTS				9,570,000	2.39
ABERDEEN STANDARD				4,719,610	1.18
KOTAK FUNDS - INDIA				3,400,968	0.85
MASSACHUSETTS INS				2,450,000	0.59
AROHI EMERGING IND				2,178,452	0.54
STEINBERG INDIA EME				1,961,477	0.49
THE INDIA FUND INC				1,660,000	0.42
ABERDEEN NEW INDIA				1,523,948	0.38

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
ONTARIO PENSION BC				1,482,916	0.37
MATTHEWS INDIA FUN				1,416,765	0.35
ABERDEEN STANDARD				1,414,868	0.35
VANGUARD TOTAL IN				1,387,916	0.35
VANGUARD EMERGIN				1,272,553	0.32
MIRAE ASSET INDIA M				1,239,360	0.31
MONDRIAN EMERGIN				1,158,442	0.29
UPS GROUP TRUST				1,004,983	0.25
ISHARES CORE EMERG				884,582	0.22
ABERDEEN EMERGING				742,254	0.19
UTI INDIA DYNAMIC E				723,420	0.18
STANDARD LIFE INVES				682,962	0.17
HSBC GLOBAL INVEST				676,423	0.17
ABERDEEN STANDARD				646,871	0.16
238 PLAN ASSOCIATES				550,000	0.14
GOVERNMENT PENSIC				513,142	0.13
EMERGING MARKETS (512,657	0.13

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	6	6
Members (other than promoters)	42,628	48,917
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	1	0	1	0	0.01	0
B. Non-Promoter	1	8	1	8	0	0.05
(i) Non-Independent	1	2	1	2	0	0
(ii) Independent	0	6	0	6	0	0.05
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	2	8	2	8	0.01	0.05

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

12

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Kiran Mazumdar Shaw	00347229	Managing Director	15,276	
John Shaw	00347250	Director	0	
Jonathan Hunt	07774619	Whole-time director	0	
Catherine Rosenberg	06422834	Director	2,120	
Bala S Manian	01327667	Director	50,000	15/07/2020
Paul F Blackburn	06958360	Director	50,000	
Vijay Kuchroo	07071727	Director	50,000	
Vinita Bali	00032940	Director	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Sharmila Abhay Karve	05018751	Additional director	0	
Carl Peter Decicco	08576667	Additional director	0	
Jonathan Hunt	AITPH8492C	CEO	0	
Priyadarshini Mahapatra	AJJPM0077B	Company Secretary	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

7

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Russell Walls	03528496	Director	24/07/2019	Cessation
Suresh Talwar	00001456	Director	24/07/2019	Cessation
Sharmila Abhay Karve	05018751	Additional director	01/08/2019	Appointment
Carl Peter Decicco	08576667	Additional director	01/10/2019	Appointment
Chinappa MB	ABVPC5804C	CFO	17/12/2019	Cessation
Mayank Verma	AEPPV7701L	Company Secretary	24/05/2019	Cessation
Priyadarshini Mahapatra	AJJPM0077B	Company Secretary	24/07/2019	Appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	24/07/2019	47,544	84	70.29

B. BOARD MEETINGS

*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	24/04/2019	10	10	100
2	24/07/2019	10	10	100
3	22/10/2019	10	9	90
4	30/11/2019	10	5	50
5	22/01/2020	10	10	100

C. COMMITTEE MEETINGS

Number of meetings held

18

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	24/04/2019	3	3	100
2	Audit Committee	24/07/2019	3	3	100
3	Audit Committee	22/10/2019	3	3	100
4	Audit Committee	22/01/2020	3	3	100
5	Risk Management	24/04/2019	7	7	100
6	Risk Management	24/07/2019	7	7	100
7	Risk Management	22/10/2019	5	5	100
8	Risk Management	22/01/2020	5	5	100
9	Stakeholder Relations	24/04/2019	3	3	100
10	Stakeholder Relations	24/07/2019	3	3	100

D. * ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on 22/07/2020 (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	Kiran Mazumdar	5	4	80	0	0	0	Yes

2	John Shaw	5	4	80	0	0	0	Yes
3	Jonathan Hunt	5	5	100	4	4	100	Yes
4	Catherine Rosenber	5	5	100	10	10	100	Yes
5	Bala S Maniara	5	5	100	8	8	100	Not Applicable
6	Paul F Blackburn	5	5	100	12	12	100	Yes
7	Vijay Kuchroo	5	3	60	8	6	75	Yes
8	Vinita Bali	5	4	80	12	12	100	Yes
9	Sharmila Abha	3	3	100	6	6	100	Yes
10	Carl Peter Dec	3	2	66.67	2	2	100	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Jonathan Hunt	Whole-Time Dire	66,320,000				66,320,000
	Total		66,320,000				66,320,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Sibaji Biswas	CFO	9,820,000				9,820,000
2	Priyadarshini Mahap	Company Secre	3,250,000				3,250,000
3	Chinappa M B	CFO	34,320,000				34,320,000
4	Mayank Verma	Company Secre	670,000				670,000
	Total		48,060,000				48,060,000

Number of other directors whose remuneration details to be entered

10

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	John Shaw	Non-executive D	0	1,470,000	0	400,000	1,870,000
2	Catherine Rosenber	Non-executive D	0	2,850,000	0	500,000	3,350,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
3	Bala S Manian	Independent Dir	0	2,990,000	0	500,000	3,490,000
4	Paul F Blackburn	Independent Dir	0	3,350,000	0	500,000	3,850,000
5	Vijay Kuchroo	Independent Dir	0	2,070,000	0	300,000	2,370,000
6	Vinita Bali	Independent Dir	0	2,440,000	0	400,000	2,840,000
7	Sharmila Abhay Kar	Independent Dir	0	1,520,000	0	400,000	1,920,000
8	Carl Peter Decicco	Independent Dir	0	1,580,000	0	300,000	1,880,000
9	Suresh N Talwar	Independent Dir	0	690,000	0	100,000	790,000
10	Russell Walls	Independent Dir	0	690,000	0	100,000	790,000
	Total		0	19,650,000	0	3,500,000	23,150,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Devika Sathyanarayana

Whether associate or fellow

Associate Fellow

Certificate of practice number

17024

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. .. 28 dated 21/07/2020

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

JONATHAN
BRITTAN
HUNT
Digitally signed by
JONATHAN
BRITTAN HUNT
Date: 2020.09.19
22:04:08 +05'30'

DIN of the director

07774619

To be digitally signed by

PRIYADARS
HINI
MAHAPATRA
Digitally signed by
PRIYADARS
HINI
MAHAPATRA
Date: 2020.09.19
22:06:16 +05'30'

Company Secretary

Company secretary in practice

Membership number

8786

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

Form MGT-8_2020.pdf List of FIIIs_2019-20.pdf Meetings of Committees_FY_2019-20.pdf Letter of Explanation_MGT-7.pdf
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Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company