

CORPORATE GOVERNANCE REPORT - Quarter ending - 31-March-2021.

General information about company	
Scrip code	539268
NSE Symbol	SYNGENE
MSEI Symbol	NOTLISTED
ISIN	INE398R01022
Name of the entity	SYNGENE INTERNATIONAL LIMITED
Date of start of financial year	01-04-2020
Date of end of financial year	31-03-2021
Reporting Quarter	Yearly
Date of Report	31-03-2021
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory																				
Wether the listed entity has a Regular Chairperson														Yes						
Whether Chairperson is related to MD or CEO														No						
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN

1	Mrs	KIRAN MAZUMDAR SHAW	ACMPM8240N	00347229	Non-Executive - Non Independent Director	Chairperson		23-03-1953	NA		01-04-2020				5	2	1	1		
2	Mr	JOHN SHAW	AMCPS7766H	00347250	Non-Executive - Non Independent Director	Not Applicable		12-04-1949	NA		24-03-2000				2	0	1	0		
3	Mr	JONATHAN HUNT	AITPH8492C	07774619	Executive Director	Not Applicable	CEO-MD	05-02-1969	NA		01-04-2020				1	0	1	0		
4	Mrs	CATHERINE ROSENBERG	AHXPC7247F	06422834	Non-Executive - Non Independent Director	Not Applicable		23-05-1961	NA		08-08-2000				1	0	0	0		
5	Mr	PAUL BLACKBURN	CEBPB6539Q	06958360	Non-Executive - Independent Director	Not Applicable		03-10-1954	NA		11-09-2014	24-07-2019		78	1	1	2	1		
6	Mr	VIJAY KUCHROO	AYDPK2094B	07071727	Non-Executive - Independent Director	Not Applicable		05-06-1955	NA		01-03-2017	01-03-2017		49	2	2	0	0		
7	Ms	VINITA BALI	AFDPB1852R	00032940	Non-Executive - Independent Director	Not Applicable		11-11-1955	NA		31-07-2017	31-07-2017		44	2	2	2	0		
8	Mrs	SHARMILA ABHAY KARVE	AETPK7563H	05018751	Non-Executive - Independent Director	Not Applicable		08-04-1965	NA		01-08-2019	01-08-2019		20	3	3	7	4		
9	Mr	CARL DECCICO	ZZZZZ9999Z	08576667	Non-Executive - Independent Director	Not Applicable		07-10-1960	NA		01-10-2019	01-10-2019		18	1	1	0	0		

Annexure 1

. II. Composition of Committees

Audit Committee Details

					Whether the Audit Committee has a Regular Chairperson	Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks	
1	06958360	PAUL BLACKBURN	Non-Executive - Independent Director	Chairperson	23-07-2014			
2	05018751	SHARMILA ABHAY KARVE	Non-Executive - Independent Director	Member	01-08-2019			
3	00032940	VINITA BALI	Non-Executive - Independent Director	Member	24-07-2019			

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07071727	VIJAY KUCHROO	Non-Executive - Independent Director	Member	01-03-2017		
2	00032940	VINITA BALI	Non-Executive - Independent Director	Chairperson	16-07-2020		
3	06422834	CATHERINE ROSENBERG	Non-Executive - Non Independent Director	Member	09-10-2015		
4	08576667	CARL DECCICO	Non-Executive - Independent Director	Member	01-10-2019		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	05018751	SHARMILA ABHAY KARVE	Non-Executive - Independent Director	Chairperson	01-08-2019		
2	06958360	PAUL BLACKBURN	Non-Executive - Independent Director	Member	23-07-2014		
3	07774619	JONATHAN HUNT	Executive Director	Member	23-07-2014		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	06958360	PAUL BLACKBURN	Non-Executive - Independent Director	Chairperson	22-01-2019		
2	00032940	VINITA BALI	Non-Executive - Independent Director	Member	22-01-2019		
3	06422834	CATHERINE ROSENBERG	Non-Executive - Non Independent Director	Member	22-01-2019		
4	07774619	JONATHAN HUNT	Executive Director	Member	24-07-2019		
5	05018751	SHARMILA ABHAY KARVE	Non-Executive - Independent Director	Member	01-08-2019		

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07071727	VIJAY KUCHROO	Non-Executive - Independent Director	Member	01-03-2017		
2	00032940	VINITA BALI	Non-Executive - Independent Director	Member	31-07-2017		
3	06422834	CATHERINE ROSENBERG	Non-Executive - Non Independent Director	Chairperson	16-07-2020		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1							
Annexure 1							
III. Meeting of Board of Directors							
Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	21-10-2020				Yes	8	4
2		20-01-2021	90		Yes	8	5

Annexure 1		
IV. Meeting of Committees		
Disclosure of notes on meeting of committees explanatory		

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	21-10-2020				Yes	3	3
2	Audit Committee	20-01-2021	90			Yes	3	3
3	Nomination and remuneration committee	21-10-2020				Yes	3	2
4	Nomination and remuneration committee	20-01-2021				Yes	4	3
5	Stakeholders Relationship Committee	21-10-2020				Yes	3	2
6	Stakeholders Relationship Committee	20-01-2021				Yes	3	2
7	Risk Management Committee	21-10-2020				Yes	5	3
8	Risk Management Committee	20-01-2021				Yes	5	3
9	Corporate Social Responsibility Committee	20-01-2021				Yes	3	2

Annexure 1

V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
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
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	Yes
6	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
7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	Priyadarshini Mahapatra
2	Designation	Company Secretary and Compliance Officer

Annexure II		
Annexure II 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		

Sr	Item	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.	Web address
1	Details of business	Yes		https://www.syngeneintl.com/about-us/
2	Terms and conditions of appointment of independent directors	Yes		https://www.syngeneintl.com/investors/
3	Composition of various committees of board of directors	Yes		https://www.syngeneintl.com/investors/
4	Code of conduct of board of directors and senior management personnel	Yes		https://www.syngeneintl.com/investors/
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://www.syngeneintl.com/investors/
6	Criteria of making payments to non-executive directors	Yes		https://www.syngeneintl.com/investors/
7	Policy on dealing with related party transactions	Yes		https://www.syngeneintl.com/investors/
8	Policy for determining ‘material’ subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		https://www.syngeneintl.com/investors/
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://www.syngeneintl.com/investors/
11	email address for grievance redressal and other relevant details	Yes		https://www.syngeneintl.com/investors/
12	Financial results	Yes		https://www.syngeneintl.com/investors/
13	Shareholding pattern	Yes		https://www.syngeneintl.com/investors/
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		https://www.syngeneintl.com/investors/
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		https://www.syngeneintl.com/investors/stock-exchange-disclosures/
18	Credit rating or revision in credit rating obtained	Yes		https://www.syngeneintl.com/investors/stock-exchange-disclosures/
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		https://www.syngeneintl.com/investors/financial-information/

20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		https://www.syngeneintl.com/investors/
21	Materiality Policy as per Regulation 30	Yes		https://www.syngeneintl.com/investors/
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		https://www.syngeneintl.com/investors/
23	It is certified that these contents on the website of the listed entity are correct	Yes		https://www.syngeneintl.com/investors/

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-

				compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	Yes	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

Annexure II		
1	Name of signatory	Priyadarshini Mahapatra
2	Designation	Company Secretary and Compliance Officer

Annexure II		
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III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	

Annexure II		
1	Name of signatory	Priyadarshini Mahapatra
2	Designation	Company Secretary and Compliance Officer

Signatory Details	
Name of signatory	Priyadarshini Mahapatra
Designation of person	Company Secretary and Compliance Officer
Place	Bengaluru
Date	14-04-2021