

**CORPORATE GOVERNANCE REPORT**

**ANNEXURE I**

**Format to be submitted by listed entity on quarterly basis**

1. Name of Listed Entity - **SYNGENE INTERNATIONAL LIMITED**
2. Quarter ending - **March 31, 2018**

<b>I. Composition of Board of Directors</b>										
Title (Mr./ Ms.)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/Non- Executive/ Independent/ Nominee)	Date of Appointment	Date of cessation	Tenure (in months)	No of Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Ms.	Kiran Mazumdar Shaw	00347229	ACMPM8240N	C & ED	14-Dec-2011		-	5	0	0
Mr.	Jonathan Hunt	07774619	AITPH8492C	ED	01-May-2017		-	1	0	0
Mr.	J M M Shaw	00347250	AMCPS7766H	NED	24-Mar-2000			2	0	0
Prof.	Catherine Rosenberg	06422834	AHXPC7247F	NED	08-Aug-2000		-	1	0	0
Mr.	Bala S Manian	01327667	ANBPM4326P	ID	24-Jun-2015		60	1	0	0
Mr.	Russell Walls	03528496	ACOPW1692E	ID	23-Jul-2014		36	2	4	1
Mr.	Paul Frederick Blackburn	06958360	CEBPB6539Q	ID	11-Sep-2014		60	1	2	1
Mr.	Suresh N Talwar	00001456	AACPT0897L	ID	09-Oct-2015		36	5	5	2
Mr.	Vijay Kuchroo	07071727	AYDPK2094B	ID	01-Mar-2017		36	2	0	0
Ms.	Vinita Bali	00032940	AFDPB1852R	ID	31-July-2017		36	3	2	0

II. Composition of Committees

<b>Audit and Risk Committee</b>			
<b>Sr. No.</b>	<b>Name of the Director</b>	<b>Category</b>	<b>Chairperson/Membership</b>
1	Mr. Paul Frederick Blackburn	ID	Chairperson
2	Mr. Russell Walls	ID	Member
3	Mr. Suresh N Talwar	ID	Member

<b>Stakeholders Relationship Committee</b>			
<b>Sr. No.</b>	<b>Name of the Director</b>	<b>Category</b>	<b>Chairperson/Membership</b>
1	Mr. Suresh N Talwar	ID	Chairperson
2	Mr. Paul Blackburn	ID	Member
3	Mr. Russell Walls	ID	Member

<b>Corporate Social Responsibility Committee</b>			
<b>Sr. No.</b>	<b>Name of the Director</b>	<b>Category</b>	<b>Chairperson/Membership</b>
1	Dr. Bala S Manian	ID	Chairperson
2	Mr. Suresh N Talwar	ID	Member
3	Dr. Vijay Kuchroo	ID	Member
4	Ms. Vinita Bali	ID	Member
5	Prof. Catherine Rosenberg	NED	Member

<b>Nomination and Remuneration Committee</b>			
<b>Sr. No.</b>	<b>Name of the Director</b>	<b>Category</b>	<b>Chairperson/Membership</b>
1	Dr. Bala S Manian	ID	Chairperson
2	Mr. Suresh N Talwar	ID	Member
3	Dr. Vijay Kuchroo	ID	Member
4	Ms. Vinita Bali	ID	Member
5	Prof. Catherine Rosenberg	NED	Member

III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
October 25, 2017	January 23, 2018	89

IV. Meeting of Committees				
Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive (in number of days)
Audit Committee	January 23, 2018	Y	October 25, 2017	89
Stakeholder Relationship Committee	January 23, 2018	Y	October 25, 2017	89
Nomination and remuneration committee	January 23, 2018	Y	October 25, 2017	89

<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Not Applicable

**VI. Affirmations**

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**
  - b. Nomination & Remuneration Committee - **Yes**
  - c. Stakeholders Relationship Committee - **Yes**
  - d. Risk Management Committee (applicable to the top 100 listed entities) - **NA**
3. 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**
4. 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**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
- b. Any comments/observations/advice of Board of Directors may be mentioned here:

<b>NIL</b>
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ANNEXURE II

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>		<b>Web Address: <a href="http://www.syngeneintl.com">www.syngeneintl.com</a></b>
<b>Item</b>	<b>Compliance status (Yes/No/NA)</b>	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Not Applicable	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	Not Applicable	
New name and the old name of the listed entity	Not Applicable	
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes

Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Not Applicable
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Not Applicable
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Not Applicable
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Not Applicable
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

## Syngene International Limited

### III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Not Applicable**

SD/-

<b>Name</b>	:	<b>Mayank Verma</b>
<b>Designation</b>	:	<b>Company Secretary &amp; Compliance Officer</b>
<b>Place</b>	:	<b>Bengaluru</b>
<b>Date</b>	:	<b>April 10, 2018</b>