

# FORM NO. MGT-7

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

(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				

<b>At the beginning of the year</b>	200,000,000	2,000,000,000	2,000,000,000	
<b>Increase during the year</b>	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 <div></div>				
<b>Decrease during the year</b>	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 <div></div>				
<b>At the end of the year</b>	400,000,000	4,000,000,000	4,000,000,000	
<b>Preference shares</b>				
<b>At the beginning of the year</b>	0	0	0	
<b>Increase during the year</b>	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 <div></div>				
<b>Decrease during the year</b>	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				
<b>At the end of the year</b>	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 style="width: 95%;" type="text"/>
Date of registration of transfer (Date Month Year)	<input style="width: 95%;" type="text"/>
Type of transfer	<div style="display: flex; align-items: center;"> <input style="width: 80px; height: 30px; margin-right: 10px;" type="text"/> <span>1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock</span> </div>
Number of Shares/ Debentures/ Units Transferred	<div style="display: flex; align-items: center;"> <input style="width: 150px; height: 30px; margin-right: 10px;" type="text"/> <div style="border: 1px solid black; padding: 5px;">Amount per Share/ Debenture/Unit (in Rs.)</div> </div>
Ledger Folio of Transferor	<input style="width: 95%;" 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"/>	
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"/>			
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"/>	
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
<b>Total</b>			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	
	<b>Total</b>	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	
	<b>Total</b>	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 C				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
<b>A. Promoter</b>	1	0	1	0	0.01	0
<b>B. Non-Promoter</b>	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
<b>C. Nominee Directors representing</b>	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
<b>Total</b>	<b>2</b>	<b>8</b>	<b>2</b>	<b>8</b>	<b>0.01</b>	<b>0.05</b>

**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 Relationship	24/04/2019	3	3	100
10	Stakeholder Relationship	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
		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	22/07/2020
								(Y/N/NA)
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 Manian	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 Mahaj	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  
PRIYADARSHINI  
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 Attachement(s), if any

**Attach****Attach****Attach****Attach****List of attachments**

Form MGT-8\_2020.pdf  
List of Fils\_2019-20.pdf  
Meetings of Committees\_FY\_2019-20.pdf  
Letter of Explanation\_MGT-7.pdf

**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**



**Form No. MGT-8**

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies  
(Management and Administration) Rules, 2014]

**CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE**

We have examined the registers, records and books and papers of **SYNGENE INTERNATIONAL LIMITED** as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on March 31, 2020. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that:

- A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:
  1. Its status under the Act;
  2. Maintenance of registers/records & making entries therein within the time prescribed therefor;
  3. Filing of forms and returns as stated in the annual return, with the Registrar of Companies within the prescribed time. The Company was not required to file any form or return with the Regional Director, Central Government, Court or other authorities during the period under review;

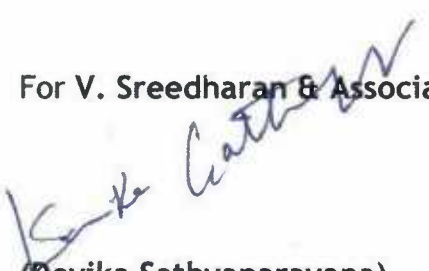


4. Calling/ convening/ holding meetings of Board of Directors or its committees, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by Postal Ballot have been properly recorded in the Minutes Book/registers maintained for the purpose and the same have been signed;
5. Closure of Register of Members / Security holders, as the case may be. **(Not applicable to the Company during the financial year ended March 31, 2020);**
6. Advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act. **(Not applicable to the Company during the financial year ended March 31, 2020);**
7. Contracts/arrangements with related parties as specified in section 188 of the Act;
8. Issue or allotment of bonus shares and issue of share certificate against such bonus shares and alteration of share capital. There was no transfer or transmission or buyback of securities/ redemption of preference shares or debentures/ reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
9. Keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act. **(Not applicable to the Company during the financial year ended March 31, 2020);**
10. Declaration / payment of dividend. During the period under review, there was no unpaid/ unclaimed dividend/other amounts lying with the company which required the company to transfer to the Investor Education and Protection Fund in accordance with Section 125 of the Companies Act, 2013;
11. Signing of audited financial statement and report of Board of Directors was as per the provisions of section 134 of the Companies Act, 2013;



12. Constitution / appointment / re-appointments/ retirement / disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them. There was no filling up casual vacancies of directors during the period under review.
13. Appointment of auditors as per the provisions of section 139 of the Act. There was no casual vacancy of auditors during the year;
14. The Company was not required to take any approvals from the Central Government, Regional Director, Registrar, Court, or such other authorities under the various provisions of the Act during the period under review;
15. Acceptance/ renewal/ repayment of deposits **(Not applicable to the Company during the financial year ended March 31, 2020);**
16. Borrowings from Banks. The Company has not borrowed any amount from its directors, members, and public financial institutions and not created/ modified / satisfied any charge during the period under review;
17. Loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act.
18. Alteration of the provisions of clause 5 of the Memorandum of Association of the Company. The Company has not altered the provisions of the Articles of Association of the Company.

For V. Sreedharan & Associates

  
(Devika Sathyanarayana)  
Partner  
ACS: 16617; CP No.17024



Place: Bengaluru  
Date: 18.09.2020  
UDIN: A016617B000732365

**Syngene International Limited**

Biocon SEZ, Biocon Park, Plot No. 2 & 3,  
Bommasandra Industrial Area, IV Phase,  
Jigani Link Road, Bengaluru 560 099,  
Karnataka, India

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CIN: L85110KA1993PLC01493

[www.syngeneintl.com](http://www.syngeneintl.com)

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

(Remaining List)

Sl. No.	Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
1	THE EMERGING MARKETS SMALL CAP SERIES OF THE DFA INVESTMENT TRUST COMPANY				503550	0.13
2	ALCHEMY INDIA LONG TERM FUND LIMITED				480000	0.12
3	MIRAE ASSET INDIA SMALL-MID CAP FOCUS EQUITY MASTER INVESTMENT TRUST				472918	0.12
4	PARTNER REINSURANCE EUROPE SE-ALCHEMY CAPITAL				450000	0.11
5	ABERDEEN INTERNATIONAL SMALL CAP FUND				438000	0.11
6	JNL MULTI-MANAGER INTERNATIONAL SMALL CAP FUND				430568	0.11
7	SHINSEI UTI INDIA FUND (MAURITIUS) LIMITED				400198	0.10
8	DANSKE INVEST SICAV - GLOBAL EMERGING MARKETS SMALL CAP				386466	0.10
9	KOTAK MAHINDRA (INTERNATIONAL) LIMITED				369901	0.09
10	HSBC INDIAN EQUITY MOTHER FUND				329271	0.08
11	VANGUARD FTSE ALL-WORLD EX-US SMALL-CAP INDEXFUND				275439	0.07
12	EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX NON-LENDABLE FUND				270267	0.07
13	ISHARES INDIA SC MAURITIUS COMPANY				267753	0.07
14	CLEARWATER INTERNATIONAL FUND				260962	0.07

# Syngene

15	EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX FUND				242053	0.06
16	EP EMERGING MARKETS SMALL COMPANIES FUND				233896	0.06
17	CALIFORNIA PUBLIC EMPLOYEES' RETIREMENT SYSTEM				229715	0.06
18	MERCURY SERIES UNION MID AND SMALL CAP FUND				227569	0.06
19	OMERS ADMINISTRATION CORPORATION - KMAMS (SADA)				210289	0.05
20	PARTNERS BAY MASTER FUND				203883	0.05
21	DANSKE INVEST SICAV - INDIA				198400	0.05
22	ABERDEEN STANDARD SICAV I - WORLD SMALLER COMPANIES FUND				195100	0.05
23	INVESTERINGSFORENINGEN DANSKE INVEST				187666	0.05
24	ISHARES CORE MSCI EM IMI UCITS ETF				173919	0.04
25	WCM INTERNATIONAL SMALL CAP GROWTH FUND				161433	0.04
26	STANDARD LIFE INTERNATIONAL TRUST				159879	0.04
27	EAGLE INDIA INVESTMENTS SHARIA FUND I LIMITED				145200	0.04
28	STATE STREET GLOBAL SMALL CAP EQUITY EX-U.S. INDEX NON-LENDING SERIES FUND				128479	0.03
29	MATTHEWS ASIA FUNDS-INDIA FUND				126728	0.03
30	ABERDEEN INTERNATIONAL SMALLER COMPANIES FUND, A SERIES OF THE ABERDEEN INSTITUTIONAL COMMINGLED FUNDS, LLC				121100	0.03
31	NORTHERN TRUST COLLECTIVE EMERGING MARKETS SMALL CAP INDEX FUND- NON LENDING				105225	0.03
32	DANSKE INVEST INDIA FUND				77000	0.02
33	EMIRATES NBD SICAV - EMIRATES INDIA EQUITY FUND				76094	0.02
34	SEVEN CANYONS WORLD INNOVATORS FUND				75413	0.02
35	PUB EQUITIES EMERGING MARKETS 1				67814	0.02

# Syngene

36	WCM INTERNATIONAL SMALL CAP GROWTH FUND (MANAGED F UND)				66150	0.02
37	TRUST & CUSTODY SERVICES BANK, LTD. AS TRUSTEE FOR WORLD LOW VOLATILITY SMALL-MID CAP EQUITY FUND				63581	0.02
38	WISDOMTREE INDIA INVESTMENT PORTFOLIO, INC.				58808	0.01
39	SPDR S AND P EMERGING MARKETS SMALL CAP ETF				54421	0.01
40	BNP PARIBAS ARBITRAGE - ODI				51617	0.01
41	STICHTING SHELL PENSIOENFONDS				48086	0.01
42	EMERGING MARKETS SOCIAL CORE EQUITY PORTFOLIO OF D FA INVESTMENT DIMENSIONS GROUP INC.				44968	0.01
43	EMERGING MARKETS CORE EQUITY FUND OF DIMENSIONAL FUNDS ICVC				42426	0.01
44	THE REGENTS OF THE UNIVERSITY OF CALIFORNIA - STATE STREET GLOBAL ADVISORS				41584	0.01
45	ISHARES MSCI EM SMALL CAP UCITS ETF				41085	0.01
46	STATE STREET MSCI EMERGING MARKETS SMALL CAP INDEX SECURITIES LENDING FUND				40176	0.01
47	KB INDIA GROWTH EQUITY FUND				36550	0.01
48	VANGUARD FIDUCIARY TRUST COMPANY INSTITUTIONAL TOTAL INTERNATIONAL STOCK MARKET INDEX TRUST				35530	0.01
49	PUB EQUITIES EMERGING MARKETS 2				34976	0.01
50	ISHARES EMSC MAURITIUS CO				34304	0.01
51	EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX NON-LENDABLE FUND B				30262	0.01
52	VANGUARD TOTAL WORLD STOCK INDEX FUND				29770	0.01
53	THRIVENT PARTNER WORLDWIDE ALLOCATION PORTFOLIO AS MANAGED BY ABERDEEN ASSET MANAGERS LIMITED				29272	0.01
54	SHELL PENSIONS TRUST LIMITED AS TRUSTEE OF THE SHELL CONTRIBUTORY PENSION FUND				29130	0.01
55	PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO				28046	0.01



# Syngene

56	STATE STREET MSCI EMERGING MARKETS SMALL CAP INDEX NON-LENDING COMMON TRUST FUND				24596	0.01
57	EMERGING MARKETS SUSTAINABILITY CORE 1 PORTFOLIO				23684	0.01
58	ISHARES EMERGING MARKETS IMI EQUITY INDEX FUND				22085	0.01
59	THRIVENT CORE EMERGING MARKETS EQUITY FUND				21156	0.01
60	COLLEGE RETIREMENT EQUITIES FUND - STOCK ACCOUNT				19763	0.00
61	WORLD EX U.S. CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.				19425	0.00
62	ALASKA PERMANENT FUND				15112	0.00
63	T.A. WORLD EX U.S. CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.				14924	0.00
64	UBS (US) GROUP TRUST				14592	0.00
65	INTEGRATED CORE STRATEGIES ASIA PTE LTD				14563	0.00
66	GOTHIC CORPORATION				14550	0.00
67	THRIVENT PARTNER WORLDWIDE ALLOCATION FUND AS MANAGED BY ABERDEEN ASSET MANAGERS LIMITED				14165	0.00
68	PEOPLE'S BANK OF CHINA				13752	0.00
69	INTERNATIONAL MONETARY FUND - MANAGER B				13464	0.00
70	UNITED CHINA - INDIA DYNAMIC GROWTH FUND				12834	0.00
71	JAPAN TRUSTEE SERVICES BANK, LTD. RB EMERGING SMALL-MID CAP EQUITY FUND				11966	0.00
72	ALLIANZ GLOBAL INVESTORS GMBH ACTING ON BEHALF OF ALLIANZGI-FONDS DSPT				11695	0.00
73	EASTSPRING INVESTMENTS - ASIAN MULTI FACTOR EQUITY FUND				11368	0.00
74	CITY OF LOS ANGELES FIRE AND POLICE PENSION PLAN				11282	0.00
75	MERCER QIF FUND PLC- MERCER INVESTMENT FUND 1				11053	0.00
76	VIRGINIA RETIREMENT SYSTEM				10613	0.00
77	SSGA SPDR ETFs EUROPE I PUBLIC LIMITED COMPANY - SPDR MSCI EMERGING MARKETS SMALL CAP UCITS ETF				10153	0.00



# Syngene

78	INTERNATIONAL MONETARY FUND - MANAGER A				9344	0.00
79	EATON VANCE TRUST COMPANY COLLECTIVE INVESTMENT TRUST FOR EMPLOYEE BENEFIT PLANS III				8800	0.00
80	CHAMPLAIN EMERGING MARKETS SMALL CAP FUND, LLC				8480	0.00
81	DIMENSIONAL FUNDS PLC - MULTI- FACTOR EQUITY FUND				6031	0.00
82	GOTHIC HSP CORPORATION				5980	0.00
83	UTI INDIA BALANCED FUND				5510	0.00
84	JOHN HANCOCK FUNDS II EMERGING MARKETS FUND				5386	0.00
85	OLD WESTBURY SMALL & MID CAP STRATEGIES FUND - DIMENSIONAL FUND ADVISORS				5348	0.00
86	THE DUKE ENDOWMENT				5280	0.00
87	UTAH STATE RETIREMENT SYSTEMS				4940	0.00
88	DFA INTERNATIONAL CORE EQUITY FUND				3908	0.00
89	MORGAN STANLEY ASIA (SINGAPORE) PTE. - ODI				3509	0.00
90	WISDOMTREE ISSUER PUBLIC LIMITED COMPANY - WISDOMT REE INDIA QUALITY UCITS ETF				2588	0.00
91	BLACKROCK GLOBAL FUNDS GLOBAL SMALLCAP FUND				2558	0.00
92	NORTHERN TRUST COMMON ALL COUNTRY WORLD EX-US INVE STABLE MARKET INDEX FUND-NON LENDING				2530	0.00
93	DFA INTERNATIONAL VECTOR EQUITY FUND				2326	0.00
94	EMPLOYEES' RETIREMENT PLAN OF DUKE UNIVERSITY				2070	0.00
95	WCM INVESTMENT MANAGEMENT,LLC				2020	0.00
96	INDIA OPPORTUNITIES GROWTH FUND LTD - PINWOOD STRATEGY				2000	0.00
97	LEGAL AND GENERAL ASSURANCE (PENSION MANAGEMENT) LIMITED				1843	0.00
98	FLEXSHARES MORNINGSTAR EMERGING MARKETS FACTOR TILT INDEX FUND				1720	0.00

# Syngene

99	VANGUARD ESG INTERNATIONAL STOCK ETF				1188	0.00
100	MV SCIF MAURITIUS				1158	0.00

## For SYNGENE INTERNATIONAL LIMITED

PRIYADARSHINI  
MAHAPATRA

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PRIYADARSHINI  
MAHAPATRA  
Date: 2020.09.18  
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Priyadarshini Mahapatra  
**Company Secretary**



**Syngene International Limited**

Biocon SEZ, Biocon Park, Plot No. 2 & 3,  
Bommasandra Industrial Area, IV Phase,  
Jigani Link Road, Bengaluru 560 099,  
Karnataka, India

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CIN: L85110KA1993PLC01493

[www.syngeneintl.com](http://www.syngeneintl.com)

## **IX(C) - MEETINGS OF COMMITTEES OF THE BOARD OF DIRECTORS**

**Number of meetings held – 18**

S.No.	Type of Meeting	Date of Meeting	Total Number of members as on the date of meeting	Attendance	
				Number of members attended	% of Attendance
1	Audit Committee Meeting	24.04.2019	3	3	100
2	Audit Committee Meeting	24.07.2019	3	3	100
3	Audit Committee Meeting	22.10.2019	3	3	100
4	Audit Committee Meeting	22.01.2020	3	3	100
5	Risk Management Committee Meeting	24.04.2019	7	7	100
6	Risk Management Committee Meeting	24.07.2019	7	7	100
7	Risk Management Committee Meeting	22.10.2019	5	5	100
8	Risk Management Committee Meeting	22.01.2020	5	5	100
9	Stakeholders Relationship Committee	24.04.2019	3	3	100
10	Stakeholders Relationship Committee	24.07.2019	3	3	100
11	Stakeholders Relationship Committee	22.10.2019	3	3	100
12	Stakeholders Relationship Committee	22.01.2020	3	3	100
13	Corporate Social Responsibility Committee	24.04.2019	5	5	100
14	Corporate Social Responsibility Committee	22.10.2019	4	3	75
15	Nomination and Remuneration Committee	24.04.2019	5	5	100
16	Nomination and Remuneration Committee	24.07.2019	5	5	100

17	Nomination and Remuneration Committee	22.10.2019	5	4	80
18	Nomination and Remuneration Committee	22.01.2020	5	5	100

**For SYNGENE INTERNATIONAL LIMITED**

PRIYADARSHI  
NI  
MAHAPATRA

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PRIYADARSHINI  
MAHAPATRA  
Date: 2020.09.18  
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Priyadarshini Mahapatra  
**Company Secretary**



**Syngene International Limited**

Biocon SEZ, Biocon Park, Plot No. 2 & 3,  
Bommasandra Industrial Area, IV Phase,  
Jigani Link Road, Bengaluru 560 099,  
Karnataka, India

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CIN: L85110KA1993PLC01493

[www.syngeneintl.com](http://www.syngeneintl.com)

September 19, 2020

To,  
Sh. C. V. Sajeevan (ROC Bangalore)  
Registrar of Companies, 'E' Wing, 2nd Floor  
Kendriya Sadana, Koramangala,  
Bangalore-560034

Dear Sir

**Sub: Letter of explanation for filing Form MGT-7 due to technical error**

This is with reference to the filing of Form MGT-7 for FY 2019-20. On pre-scrutiny of the Form MGT-7, there is an error that the PAN of the CFO is not associated with the designation during the year and as on the financial year end date. The screenshot of the error is attached as Annexure A to this letter which shows the error in detail.

Due to this technical error in the Form, we have excluded the details of our CFO Mr. Sibaji Biswas at two sections and the same are mentioned below:

**(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)
Sibaji Biswas	ACFPB1354F	CFO	0	-

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

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)
Sibaji Biswas	ACFPB1354F	CFO	18/12/2019	Appointment



Hence, we are filing this Form MGT-7 excluding the CFO details. We request your good office to take the same on record and oblige.

Yours Sincerely,

PRIYADARSHINI  
MAHAPATRA  
Priyadarshini Mahapatra  
Company Secretary  
FCS-8786

Digitally signed by  
PRIYADARSHINI  
MAHAPATRA  
Date: 2020.09.19  
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## ANNEXURE A

