

**CORPORATE GOVERNANCE REPORT  
FOR THE QUARTER ENDED SEPTEMBER 30, 2023**

<b>General information about company</b>	
Scrip code	539268
NSE Symbol	SYNGENE
MSEI Symbol	NOTLISTED
ISIN	INE398R01022
Name of the entity	Syngene International Limited
Date of start of financial year	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Half yearly
Date of Report	30-09-2023
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities

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 - 30-September-2023

i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	DIN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17 (1A) of Listing Regulations]	Date of passing special resolution	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A (1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A (1)]	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	Remarks
Mrs.	KIRAN MAZUMDAR SHAW	00347229	C & NED		01-Apr-2020				23-Mar-1953	No				Active	NA		3	1	0	0	
Mr.	JONATHAN HUNT	07774619	ED	CEO -MD	01-Apr-2020				05-Feb-1969	No				Active	NA		1	0	1	0	
Mrs.	CATHERINE ROSENBERG	06422834	NED		08-Aug-2000				23-May-1961	No				Active	NA		1	0	1	0	
Mr.	CARL DECCICO	08576667	NED		01-Mar-2022				07-Oct-1960	No				Active	NA		1	0	0	0	Mr. Carl Deccico is a Foreign National and does not have a PAN Card.
Mr.	PAUL BLACKBURN	06958360	ID		11-Sep-2014	24-Jul-2019		106	03-Oct-1954	No				Active	NA		1	1	2	1	

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Mr.	VIJAY KUCHROO	07071727	ID		01-Mar-2017	22-Jul-2020		76	05-Jun-1955	No				Active	NA		1	1	0	0	
Ms.	VINITA BALI	00032940	ID		31-Jul-2017	22-Jul-2020		72	11-Nov-1955	No				Active	NA		2	2	2	0	
Mrs.	SHARMILA ABHAY KARVE	05018751	ID		01-Aug-2019	20-Jul-2022		47	08-Apr-1965	No				Active	NA		4	4	8	4	
Mr.	KUSH M PARMAR	09212020	ID		22-Jun-2021	22-Jun-2021		25	19-Sep-1980	No				Active	NA		1	1	0	0	Mr. Kush Parmar is a Foreign National and does not have a PAN Card.

Company Remarks	
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

### ii. Composition of Committees

#### a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	PAUL BLACKBURN	ID	Chairperson	23-Jul-2014	
2	SHARMILA ABHAY KARVE	ID	Member	01-Aug-2019	
3	VINITA BALI	ID	Member	24-Jul-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

#### b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	SHARMILA ABHAY KARVE	ID	Chairperson	01-Aug-2019	
2	PAUL BLACKBURN	ID	Member	23-Jul-2014	
3	JONATHAN HUNT	ED	Member	23-Jul-2014	
4	CATHERINE ROSENBERG	NED	Member	01-Mar-2022	

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Company Remarks	
Whether Permanent chairperson appointed	Yes

### c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	PAUL BLACKBURN	ID	Chairperson	22-Jan-2019	
2	CARL DECCICO	NED	Member	20-Jul-2021	
3	JONATHAN HUNT	ED	Member	24-Jul-2019	
4	KUSH M PARMAR	ID	Member	20-Jul-2021	

Company Remarks	
Whether Permanent chairperson appointed	Yes

### d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	VINITA BALI	ID	Chairperson	16-Jul-2020	
2	VIJAY KUCHROO	ID	Member	01-Mar-2017	
3	CATHERINE ROSENBERG	NED	Member	09-Oct-2015	
4	SHARMILA ABHAY KARVE	ID	Member	20-Jul-2021	

Company Remarks	
Whether Permanent chairperson appointed	Yes

### e. Corporate Social Responsibility Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	CATHERINE ROSENBERG	NED	Chairperson	16-Jul-2020	
2	Vinita Bail	ID	Member	31-Mar-2017	
3	VIJAY KUCHROO	ID	Member	31-Mar-2017	

Company Remarks	
Whether Permanent chairperson appointed	Yes

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### f. Science & Technology Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Cessation Date
1	VIJAY KUCHROO	ID	Chairperson	
2	CATHERINE ROSENBERG	ID	Member	
3	Carl Deccico	NED	Member	
4	Kush Parmar	ID	Member	
5	Jonathan Hunt	ED	Member	

Company Remarks	
Whether Permanent chairperson appointed	Yes

### iii. Meeting of Board of Directors

Date(s) of meeting of the committee(s) in the previous quarter and in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present (All directors including Independent Director)	Number of Independent Directors present
26-Apr-2023	Yes	9	9	5
04-Jul-2023	Yes	9	8	5
26-Jul-2023	Yes	9	8	5
19-Sep-2023	Yes	9	9	5

Company Remarks	
Maximum gap between any two consecutive (in number of days)	68

### iv. Meeting of Committees

Name of the Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors present (All directors including Independent Director)	Number of Independent directors attending the meeting	Number of Members attending the Meeting (Other than Board of Directors)
Audit Committee	26-Apr-2023	Yes	3	3	3	0
Audit Committee	03-Jul-2023	Yes	3	2	2	0
Audit Committee	25-Jul-2023	Yes	3	3	3	0

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Name of the Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors present (All directors including Independent Director)	Number of Independent directors attending the meeting	Number of Members attending the Meeting (Other than Board of Directors)
Nomination & Remuneration Committee	25-Apr-2023	Yes	4	4	3	0
Nomination & Remuneration Committee	20-May-2023	Yes	4	3	2	0
Nomination & Remuneration Committee	10-Jul-2023	Yes	4	4	3	0
Nomination & Remuneration Committee	24-Jul-2023	Yes	4	4	3	0
Stakeholders Relationship Committee	26-Apr-2023	Yes	4	3	2	0
Stakeholders Relationship Committee	25-Jul-2023	Yes	4	4	2	0
Risk Management Committee	25-Apr-2023	Yes	4	3	1	0
Risk Management Committee	24-Jul-2023	Yes	4	3	2	0
Corporate Social Responsibility Committee	25-Apr-2023	Yes	3	3	2	0
Corporate Social Responsibility Committee	24-Jul-2023	Yes	3	3	2	0
Science And Technology Committee	25-Apr-2023	Yes	5	4	2	0
Science And Technology Committee	25-Jul-2023	Yes	5	4	2	0

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	67

### v. Related Party Transactions

Subject	Compliance status (Yes/No/NA)	Remark
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	Yes	

## Syngene International Limited

reviewed by Audit Committee		
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Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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### vi. Cyber Security Incidence

Details of Cyber security incidence	
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No

### vii. 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 1000 listed entities) - **Yes**
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: **None**

**Name** : Priyadarshini Mahapatra  
**Designation** : Company Secretary & Compliance Officer  
**Place** : Bengaluru  
**Date** : October 13, 2023

**ANNEXURE III**

**Affirmations**

<b>Broad Heading</b>	<b>Regulation Number</b>	<b>Compliance Status</b>	<b>Company Remark</b>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

Note:

**Name** : **Priyadarshini Mahapatra**  
**Designation:** **Company Secretary & Compliance Officer**



## Syngene International Limited

### Additional Half yearly Disclosure

**(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to**

Aggregate amount advanced during six months				Balance outstanding at the end of six months			
<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>	<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>
0	0	0	0	0	0	0	0

**(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:**

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
<i>Promoter or any other entity controlled by them</i>	0	0	0
<i>Promoter Group or any other entity controlled by them</i>	0	0	0
<i>Directors (including relatives) or any other entity controlled by them</i>	0	0	0
<i>KMPs or any other entity controlled by them</i>	0	0	0

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(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of Security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
<i>Promoter or any other entity controlled by them</i>	0	0	0
<i>Promoter Group or any other entity controlled by them</i>	0	0	0
<i>Directors (including relatives) or any other entity controlled by them</i>	0	0	0
<i>KMPs or any other entity controlled by them</i>	0	0	0

(D) If the Listed Entity would like to provide any other information the same may be indicated here : Nil

**(E) Affirmations**

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company

**Name:** Sibaji Biswas

**Designation:** Chief Financial Officer

**Place:** Bengaluru

**Date:** October 13, 2023