

**CORPORATE GOVERNANCE REPORT
FOR THE QUARTER AND YEAR ENDED MARCH 31, 2024**

General information about the 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	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Yearly
Date of Report	31-03-2024
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 - 31-March-2024

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 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		4	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.	PAUL BLACKBURN	06958360	ID		11-Sep-2014	24-Jul-2019		114.20	03-Oct-1954	No				Active	NA		1	1	2	1	
Mr.	VIJAY KUCHROO	07071727	ID		01-Mar-2017	22-Jul-2020		85	05-Jun-1955	No				Active	NA		1	1	0	0	
Ms.	VINITA BALI	00032940	ID		31-Jul-2017	22-Jul-2020		80.01	11-Nov-1955	No				Active	NA		1	1	1	0	
Mrs.	SHARMILA ABHAY KARVE	05018751	ID		01-Aug-2019	20-Jul-2022		56	08-Apr-1965	No				Active	NA		4	4	8	4	

Syngene International Limited

Mr.	KUSH M PARMAR	09212 020	ID		22-Jun- 2021	22-Jun- 2021		33.0 9	19-Sep- 1980	No				Active	NA		1	1	0	0	Dr. 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	

Company Remarks	
Whether Permanent chairperson appointed	Yes

Syngene International Limited

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	JONATHAN HUNT	ED	Member	24-Jul-2019	
3	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

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	Kush Parmar	ID	Member	

Syngene International Limited

Sr. No.	Name of the Director	Category	Chairperson/Membership	Cessation Date
4	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
17-Oct-2023	Yes	9	9	5
25-Jan-2024	Yes	8	8	5

Company Remarks	
Maximum gap between any two consecutive (in number of days)	99

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	17-Oct-2023	Yes	3	3	3	0
Audit Committee	18-Dec-2023	Yes	3	3	3	0
Audit Committee	24-Jan-2024	Yes	3	3	3	0
Nomination & Remuneration Committee	16-Oct-2023	Yes	4	4	3	0
Nomination & Remuneration Committee	23-Jan-2024	Yes	4	4	3	0
Stakeholders Relationship Committee	17-Oct-2023	Yes	4	4	2	0
Stakeholders Relationship Committee	24-Jan-2024	Yes	4	4	2	0

Syngene International Limited

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)
Risk Management Committee	16-Oct-2023	Yes	4	4	2	0
Risk Management Committee	24-Jan-2024	Yes	3	3	2	0
Corporate Social Responsibility Committee	16-Oct-2023	Yes	3	3	2	0
Corporate Social Responsibility Committee	23-Jan-2024	Yes	3	3	2	0
Science And Technology Committee	16-Oct-2023	Yes	5	5	2	0

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	61

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 reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
--	--

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

Syngene International Limited

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 : April 19, 2024

Annexure II

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/#what-we-do
2	Terms and conditions of appointment of independent directors	Yes		https://cdn.syngeneintl.com/2022/09/29200023/Terms-condition-of-appointment-of-Independent-Director.pdf
3	Composition of various committees of board of directors	Yes		https://www.syngeneintl.com/investors/corporate-governance/committees-to-the-board/
4	Code of conduct of board of directors and senior management personnel	Yes		https://cdn.syngeneintl.com/2022/09/29200038/Code-of-Ethics-and-Business-Conduct.pdf
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://cdn.syngeneintl.com/2021/11/08224716/Integrity-and-Whistle-blower-Policy.pdf
6	Criteria of making payments to non-executive directors	NA		
7	Policy on dealing with related party transactions	Yes		https://cdn.syngeneintl.com/2022/09/29200035/Policy-on-Related-Party-Transactions.pdf
8	Policy for determining 'material' subsidiaries	Yes		https://cdn.syngeneintl.com/2022/06/13231234/Policy-Document-on-Material-Subsidiaries.pdf
9	Details of familiarization programmes imparted to independent directors	Yes		https://cdn.syngeneintl.com/2023/08/04172157/Familiarisation-Policy-and-Details-of-Familiarisation-Programme.pdf
10	Email address for grievance redressal and other relevant details	Yes		https://www.syngeneintl.com/contact-us/
11	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/investor-contact/
12	Financial results	Yes		https://www.syngeneintl.com/investors/financial-information/
13	Shareholding pattern	Yes		https://www.syngeneintl.com/investors/disclosures-under-regulation-46-of-the-lodr/shareholding-pattern/
14	Details of agreements entered into with the media companies and/or their associates	NA		
15.1	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/disclosures-under-regulation-46-of-the-lodr/analyst-investor-meets/

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
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	Yes		https://www.syngeneintl.com/investors/financial-information/
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/disclosures-under-regulation-46-of-the-lodr/newspaper-publications/
18	Credit rating or revision in credit rating obtained	Yes		https://cdn.syngeneintl.com/2022/12/01214926/Credit-Ratings.pdf
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/disclosures-under-regulation-46-of-the-lodr/subsidiary-financials/
20	Secretarial Compliance Report	Yes		https://www.syngeneintl.com/investors/disclosures-under-regulation-46-of-the-lodr/annual-secretarial-compliance-report/
21	Materiality Policy as per Regulation 30 (4)	Yes		https://cdn.syngeneintl.com/2023/12/05164152/Syngene-Policy-on-Determination-of-Materiality-and-Disclosures.pdf
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		https://cdn.syngeneintl.com/2023/02/16150729/list-of-KMP.pdf
23	Disclosures under regulation 30(8)	Yes		https://www.syngeneintl.com/investors/stock-exchange-disclosures/
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA		
25	Dividend Distribution policy as per Regulation 43A(1)	Yes		https://cdn.syngeneintl.com/2020/11/10173127/Syngene-Dividend-Distributaiton-Policy.pdf
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes		https://www.syngeneintl.com/investors/disclosures-under-regulation-46-of-the-lodr/annual-return/
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		https://www.syngeneintl.com/investors/disclosures-under-regulation-46-of-the-lodr
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		https://www.syngeneintl.com/investors/disclosures-under-regulation-46-of-the-lodr

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(1C), 17(1D) & 17(1E)	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	
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	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	

II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
26	Meeting of Risk Management Committee	21(3A)	Yes	
27	Quorum of Risk Management Committee meeting	21(3B)	Yes	
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	Yes	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
36	Alternate Director to Independent Director	25(1)	Yes	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	

Syngene International Limited

II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	Yes	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	Yes	
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	Yes	

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	Yes

Name : Priyadarshini Mahapatra
Designation : Company Secretary & Compliance Officer

Additional Half Year 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

(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: 19-April-2024