

Ref: Syn/CS/SE/AGM/July/2019-20/46

Syngene International Limited
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CIN No. L85110KA1993PLC014937
www.syngeneintl.com

July 25, 2019

To, The Manager Listing BSE Limited Corporate Relationship Department Dalal Street, Mumbai – 400 001 Scrip Code: 539268	To, The Manager Listing National Stock Exchange of India Limited Corporate Communication Department Bandra (EAST), Mumbai – 400 051 Scrip Symbol: SYNGENE
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Dear Sir/Madam,

Subject: Voting results under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We hereby submit the results of voting concluded at the 26th Annual General Meeting of Syngene International Limited held on July 24, 2019, on all the resolutions set forth in the AGM Notice dated April 24, 2019.

We would like to inform you that resolution nos. 1 to 7 have been approved with the requisite majority. Hence, all resolutions have been approved by the shareholders of the Company. The details of votes cast by shareholders are given in the attached Annexure A.

As required under Section 108 of the Companies Act, 2013 read with Rule 20(4) of the Companies (Management and Administration) Rules, 2014, as amended, the consolidated Scrutinizer's Report on the remote e-voting and voting through Insta-poll is also enclosed as Annexure B.

Further, results of e-voting along with Scrutinizer's Report are also available on the Company's website www.syngeneintl.com and on the website of Karvy, our Register and Share Transfer Agents, at www.karvy.com.

Request to kindly take this intimation on record.

Yours faithfully,

For **SYNGENE INTERNATIONAL LIMITED**



Priyadarshini Mahapatra

Company Secretary & Compliance Officer



Enclosed: Voting results and Scrutinizer's report

ANNEXURE-A

Company Name	SYNGENE INTERNATIONAL LIMITED									
Date of the AGM/EGM	24-07-2019									
Total number of shareholders on record date	47544 (Record date 17/07/2019)									
No. of shareholders present in the meeting either in person or through proxy:										
Promoters and Promoter Group:	3									
Public:	80									
No. of Shareholders attended the meeting through Video Conferencing										
Promoters and Promoter Group:	NA									
Public:	NA									
1. Adoption of financial statements										
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of financial statements									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting	28,32,95,927	28,09,74,772	99.1807	28,09,74,772	0	100.0000	0.0000		
	Poll		17,396	0.0061	17,396	0	100.0000	0.0000		
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000		
Public- Institutions	E-Voting	8,97,73,843	7,50,98,773	83.6533	7,50,98,773	0	100.0000	0.0000		



ANNEXURE-A

	Poll		0	0.0000	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)								
Public- Non Institutions	E-Voting		0	0.0000	0	0	0	0.0000	0.0000
	Poll		1,46,112	0.5426	1,46,109	3	99.9979	0.0020	0.0020
	Postal Ballot (if applicable)	2,69,30,230	1,55,372	0.5769	1,55,372	0	100.0000	0.0000	0.0000
	Total	40,00,00,000	35,63,92,425	89.0981	35,63,92,422	3	100.0000	0.0000	0.0000



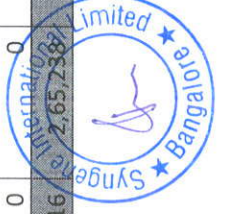
2. Declaration of Dividend

Resolution required: (Ordinary/ Special)	ORDINARY - Declaration of Dividend							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		28,09,74,772	99.1807	28,09,74,772	0	100.0000	0.0000
	Poll		17,396	0.0061	17,396	0	100.0000	0.0000
	Postal Ballot (if applicable)	28,32,95,927	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting		7,52,89,326	83.8655	7,52,89,326	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	8,97,73,843	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		1,46,088	0.5425	1,46,085	3	99.9979	0.0020
	Poll		1,55,372	0.5769	1,55,372	0	100.0000	0.0000
	Postal Ballot (if applicable)	2,69,30,230	0	0.0000	0	0	0.0000	0.0000
Total		40,00,00,000	35,65,82,954	89.1457	35,65,82,951	3	100.0000	0.0000



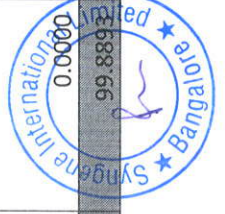
3. Appointment of Prof. Catherine Rosenberg as director liable to retire by rotation

Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Prof. Catherine Rosenberg as director liable to retire by rotation									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting		28,09,74,772	99.1807	28,09,74,772	0	100.0000	0.0000		
	Poll		17,396	0.0061	17,396	0	100.0000	0.0000		
	Postal Ballot (if applicable)	28,32,95,927								
Public- Institutions	E-Voting		7,52,89,326	83.8655	7,50,24,211	2,65,115	99.6478	0.3521		
	Poll		0	0.0000	0	0	0.0000	0.0000		
	Postal Ballot (if applicable)	8,97,73,843								
Public- Non Institutions	E-Voting			0.0000	0	0	0.0000	0.0000		
	Poll		1,45,988	0.5421	1,45,865	123	99.9157	0.0842		
	Postal Ballot (if applicable)	2,69,30,230			1,55,372	0	100.0000	0.0000		
			0	0.0000	0	0	0.0000	0.0000		
	Total	40,00,00,000	35,65,82,854	89.1457	35,63,17,616	2,65,238	99.9256	0.0744		



4. To re-appoint Paul Blackburn DIN 06958360 as an Independent Director of the Company.

Resolution required: (Ordinary/ Special)	SPECIAL - To re-appoint Paul Blackburn DIN 06958360 as an Independent Director of the Company.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting		28,09,74,772	99.1807	28,09,74,772	0	100.0000	0.0000		
	Poll		17,396	0.0061	17,396	0	100.0000	0.0000		
	Postal Ballot (if applicable)	28,32,95,927	0	0.0000	0	0	0.0000	0.0000		
Public- Institutions	E-Voting		7,52,89,326	83.8655	7,48,94,566	3,94,760	99.4756	0.5243		
	Poll		0	0.0000	0	0	0.0000	0.0000		
	Postal Ballot (if applicable)	8,97,73,843	0	0.0000	0	0	0.0000	0.0000		
Public- Non Institutions	E-Voting		1,46,488	0.5440	1,46,363	125	99.9146	0.0853		
	Poll		1,55,372	0.5769	1,55,372	0	100.0000	0.0000		
	Postal Ballot (if applicable)	2,69,30,230	0	0.0000	0	0				
Total		40,00,00,000	35,65,83,354	89.1458	35,61,88,469	3,94,885	99.8893	0.1107		



ANNEXURE-A

5. To approve Syngene Restricted Stock Unit Long Term Incentive Plan FY 2020 and grant of Restricted Stock Units to eligible employees of the Company

Resolution required: (Ordinary/ Special)	SPECIAL - To approve Syngene Restricted Stock Unit Long Term Incentive Plan FY 2020 and grant of Restricted Stock Units to eligible employees of the Company									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting		28,09,74,772	99.1807	28,09,74,772	0	100.0000	0.0000		
	Poll		17,396	0.0061	17,396	0	100.0000	0.0000		
	Postal Ballot (if applicable)	28,32,95,927								
				0	0.0000	0	0.0000	0.0000		
Public- Institutions	E-Voting		6,57,19,326	73.2054	3,89,54,270	2,67,65,056	59.2736	40.7263		
	Poll		0	0.0000	0	0	0.0000	0.0000		
	Postal Ballot (if applicable)	8,97,73,843								
				0	0.0000	0	0.0000	0.0000		
Public- Non Institutions	E-Voting		1,46,688	0.5447	1,45,692	996	99.3210	0.6789		
	Poll		1,55,372	0.5769	1,55,372	0	100.0000	0.0000		
	Postal Ballot (if applicable)	2,69,30,230								
			0	0.0000	0	0	0.0000	0.0000		
Total		40,00,00,000	34,70,13,554	86.7534	32,02,47,502	2,67,66,052	92.2867	7.7133		



ANNEXURE-A

6. To approve grant of Restricted Stock Units to the employees of present and future subsidiary companies under Syngene Restricted Stock Unit Long Term Incentive Plan FY 2020

Resolution required: (Ordinary/ Special)	SPECIAL - To approve grant of Restricted Stock Units to the employees of present and future subsidiary companies under Syngene Restricted Stock Unit Long Term Incentive Plan FY 2020									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting		28,09,74,772	99.1807	28,09,74,772	0	100.0000	0.0000		
	Poll		17,396	0.0061	17,396	0	100.0000	0.0000		
	Postal Ballot (if applicable)	28,32,95,927								
	E-Voting		6,57,19,326	73.2054	3,89,54,270	2,67,65,056	59.2736	40.7263		
Public- Institutions	Poll		0	0.0000	0	0	0.0000	0.0000		
	Postal Ballot (if applicable)	8,97,73,843								
	E-Voting		0	0.0000	0	0	0.0000	0.0000		
	Poll		1,46,688	0.5447	1,45,682	1,006	99.3141	0.6858		
Public- Non Institutions	Postal Ballot (if applicable)	2,69,30,230								
	E-Voting		1,55,372	0.5769	1,55,372	0	100.0000	0.0000		
	Poll									
	Postal Ballot (if applicable)									
Total		40,00,00,000	34,70,13,554	86.7534	32,02,47,492	2,67,66,062	92.2867	7.7133		



ANNEXURE-A

7. To approve the provision of money by the Company for purchase of its own shares by the Syngene Employees Welfare Trust for the benefit of employees under Syngene Restricted Stock Unit Long Term Incentive Plan FY 2020

Resolution required: (Ordinary/ Special)	SPECIAL - To approve the provision of money by the Company for purchase of its own shares by the Syngene Employees Welfare Trust for the benefit of employees under Syngene Restricted Stock Unit Long Term Incentive Plan FY 2020							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		28,09,74,772	99.1807	28,09,74,772	0	100.0000	0.0000
	Poll		17,396	0.0061	17,396	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000		0	0.0000	0.0000
Public- Institutions	E-Voting		6,57,19,326	73.2054	3,89,54,270	2,67,65,056	59.2736	40.7263
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		1,46,688	0.5447	1,45,748	940	99.3591	0.6408
	Poll		1,55,372	0.5769	1,55,372	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Total		40,00,00,000	34,70,13,554	86.7534	32,02,47,558	2,67,65,996	92.2868	7.7132

Yours faithfully,

For SYNGENE INTERNATIONAL LIMITED



Priyadarshini Mahapatra

Company Secretary & Compliance Officer





Form No. MGT-13

REPORT OF SCRUTINIZER

[Pursuant to section 109 of the Companies Act, 2013 and Rule 21(2) of the
Companies (Management and Administration) Rules, 2014]

To,

The Chairperson of the Twenty Sixth Annual General Meeting of the Equity
Shareholders of “Syngene International Limited” held on Wednesday, July 24,
2019 at Tyler Jacks Auditorium, Biocon Research Centre, Biocon SEZ, Biocon
Park, Bommasandra Industrial Area, Jigani Link Road, Bengaluru - 560 099 at
4.30 p.m.

Madam,

I, V. Sreedharan, Partner of V. Sreedharan and Associates, Company Secretaries,
Bengaluru, was appointed as Scrutinizer pursuant to Section 108 of the
Companies Act, 2013 read with Rule 20 of the Companies (Management and
Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing
Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of:

- (i) Scrutinizing the remote e-voting process under the provisions of
Section 108 of the Companies Act, 2013 read with Rule 20 of the
Companies (Management and Administration) Rules, 2014 and pursuant
to Regulation 44 of the SEBI (Listing Obligations and Disclosure
Requirements) Regulations, 2015.



- (ii) Voting through electronic voting system (“Instapoll”) at the Annual General Meeting.

The management of the Company is responsible to ensure compliance with the requirement of the Companies Act, 2013 and Rules relating to voting by electronic means for the resolutions contained in the Notice of the Twenty Sixth Annual General Meeting of the Equity Shareholders dated Wednesday, 24th April 2019. My responsibility as a Scrutinizer for the voting process of voting by electronic means is restricted to making a Consolidated Scrutinizer’s Report of the votes cast “in favor” and/or “against” the resolution stated in the notice of the AGM, based on the report generated from the e-voting system and Instapoll provided by Karvy Fintech Private Limited, the Agency Authorised under the Rules and engaged by the Company to provide e-voting facilities for voting through remote e-voting and voting at the General Meeting by Instapoll at the venue of the AGM.

We submit our report as under:

A. Relating to E-Voting:

1. The remote E-Voting period remained open from 9.00 a.m. Friday, July 19, 2019 up to 5.00 p.m. Tuesday, July 23, 2019.
2. The Annual Report, the Notice of Annual General Meeting and the e-voting instructions slip was sent by electronic mode to those members whose email ids were registered with the Depository Participants and the same were sent to all other members at their registered address in permitted mode.



B. Relating to voting at the AGM:

Instapoll

After the conclusion of the AGM, the votes cast through Instapoll were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.

C. Result of Remote E-Voting and Instapoll Voting at AGM is as under:

1. The voting rights were reckoned as on Wednesday, July 17, 2019 being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and instapoll at the meeting.
2. After the conclusion of the Annual General Meeting, the votes cast through remote e-voting were unblocked on July 24, 2019 at 6.00 P.M. in the presence of two witnesses, namely Mr. Pradeep B. Kulkarni residing at 53/10-D1, SPL Sree Theertha Apartment, 4th Main, 17th Cross, Malleshwaram, Bengaluru 560055 and Mr. Ajay A Revankar residing at Godrej E-city, Flat No. P310, Doddathoguru, Electronic City Phase 1, Bengaluru 560100, who are not in the employment of the Company.

They have signed below in confirmation of the event being unblocked in their presence:



(Pradeep B. Kulkarni)



(Ajay A Revankar)



3. Thereafter, Karvy Fintech Private Limited provided the details of equity shareholders, who voted “For” and/or “Against” through voting at the Annual General Meeting by electronic means (Instapoll).

4. The combined result of remote e-voting and poll is as under:

a) RESOLUTION 1

To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31 March 2019, together with the Reports of the Board of Directors and the Auditors thereon.

(i) Voted in favour of Resolution

Particulars	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	176	66	242
Number of votes cast by them	35,62,19,654	1,72,768	35,63,92,422
% of Total Number of valid votes cast	100	100	100



(ii) Voted **against** the resolution

Particulars	Remote E-voting	Instapoll (E- Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	2	0	2
Number of votes cast by them	3	0	3
% of Total Number of valid votes cast	0	0	0

(iii) Invalid Votes - NIL



b) RESOLUTION 2

To declare a final dividend of Re. 0.50 per equity share for the Financial Year ended 31 March 2019.

(i) Voted in favour of Resolution

Particulars	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	177	66	243
Number of votes cast by them	35,64,10,183	1,72,768	35,65,82,951
% of Total Number of valid votes cast	100	100	100

(ii) Voted against the resolution

Particulars	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	2	0	2
Number of votes cast by them	3	0	3
% of Total Number of valid votes cast	0	0	0

(iii) Invalid Votes - NIL



c) RESOLUTION 3

To appoint Prof. Catherine Rosenberg who retires by rotation and, being eligible, offers herself for re-appointment.

(i) Voted in favour of Resolution

Particulars	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	169	66	235
Number of votes cast by them	35,61,44,848	1,72,768	35,63,17,616
% of Total Number of valid votes cast	99.93	100	99.93

(ii) Voted against the resolution

Particulars	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	9	0	9
Number of votes cast by them	2,65,238	0	2,65,238
% of Total Number of valid votes cast	0.07	0	0.07

(iii) Invalid Votes - NIL



d) RESOLUTION 4

To re-appoint Mr. Paul Blackburn (DIN: 06958360) as an Independent Director of the Company.

i. Voted in favour of Resolution

Particulars	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	169	66	235
Number of votes cast by them	35,60,15,701	1,72,768	35,61,88,469
% of Total Number of valid votes cast	99.89	100	99.89

ii. Voted against the resolution

Particulars	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	10	0	10
Number of votes cast by them	3,94,885	0	3,94,885
% of Total Number of valid votes cast	0.11	0	0.11

iii. Invalid Votes - NIL



e) RESOLUTION 5

To approve Syngene Restricted Stock Unit Long Term Incentive Plan FY 2020 and grant of Restricted Stock Units to eligible employees of the Company.

(i) Voted in favour of Resolution

Particulars	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	109	66	175
Number of votes cast by them	32,00,74,734	1,72,768	32,02,47,502
% of Total Number of valid votes cast	92.28	100	92.28

(ii) Voted against the resolution

Particulars	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	67	0	67
Number of votes cast by them	2,67,66,052	0	2,67,66,052
% of Total Number of valid votes cast	7.72	0	7.72

(iii) Invalid Votes - NIL



f) RESOLUTION 6

To approve grant of Restricted Stock Units to the employees of present and future subsidiary company (ies) under Syngene Restricted Stock Unit Long Term Incentive Plan FY 2020.

(i) Voted in favour of Resolution

Particulars	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	108	66	174
Number of votes cast by them	32,00,74,724	1,72,768	32,02,47,492
% of Total Number of valid votes cast	92.28	100	92.28

(ii) Voted against the resolution

Particulars	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	68	0	68
Number of votes cast by them	2,67,66,062	0	2,67,66,062
% of Total Number of valid votes cast	7.72	0	7.72

(iii) Invalid Votes - NIL



g) RESOLUTION 7

To approve the provision of money by the Company for purchase of its own shares by the Syngene Employees Welfare Trust for the benefit of employees under Syngene Restricted Stock Unit Long Term Incentive Plan FY 2020.

(i) Voted in favour of Resolution

Particulars	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	109	66	175
Number of votes cast by them	32,00,74,790	1,72,768	32,02,47,558
% of Total Number of valid votes cast	92.28	100	92.28

(ii) Voted against the resolution

Particulars	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	67	0	67
Number of votes cast by them	2,67,65,996	0	2,67,65,996
% of Total Number of valid votes cast	7.72	0	7.72

(iii) Invalid Votes - NIL

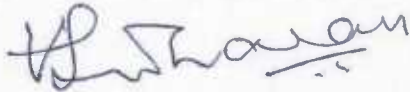


5. A list of Equity shareholders who voted "FOR" or "AGAINST" the resolutions (Both through Remote E-voting and Instapoll at the AGM) has been handed over to the Company Secretary.
6. The electronic data and all other relevant records relating to the e-voting shall remain in our safe custody and shall be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting.

Thanking You,

Yours faithfully,

For V. Sreedharan & Associates



(V. Sreedharan)

Partner

FCS 2347; CP No. 833



Bengaluru

July 25, 2019