



Ref: Syn/CS/SE/AGM/July-011

**Syngene International Limited**

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CIN: L85110KA1993PLC014937

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

July 29 2017

To, The Manager Listing Bombay Stock Exchange Limited Corporate Relationship Department Dalal Street, Mumbai – 400 001 <b>Scrip Code: 539268</b>	To, The Manager Listing National Stock Exchange of India Limited Corporate Communication Department Bandra (EAST), Mumbai – 400 051 <b>Scrip Symbol: SYNGENE</b>
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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 24<sup>th</sup> Annual General Meeting of the Syngene International Limited held on July 28, 2017, pursuant to regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on all the resolutions set forth in the AGM Notice dated April 27, 2017.

All the resolutions were passed with the requisite majority by the shareholders. The details of votes cast by shareholders are given in the Annexure.

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 herewith.

Further, Results of e-voting along with Scrutinizer's Report are also available on the Company's website: [www.syngeneintl.com](http://www.syngeneintl.com) and on the website of our RTA, Karvy at [www.karvy.com](http://www.karvy.com).

Request to kindly take this intimation on record.

Yours faithfully,

For **SYNGENE INTERNATIONAL LIMITED**

\_\_\_\_\_  
Mayank Verma

**Company Secretary**

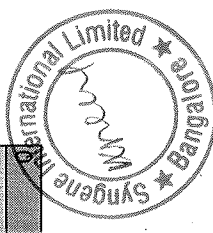
E: [Mayank.verma@syngeneintl.com](mailto:Mayank.verma@syngeneintl.com)

T: + 91 80 6775 878182/83

**Enclosed: Voting results and Scrutinizer's report**

SYNGENE INTERNATIONAL LIMITED	
Date of the AGM/EGM	28-07-2017
Total number of shareholders on record date	51958
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	5
Public:	72
No. of Shareholders attended the meeting through Video	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.		1									
Resolution required: (Ordinary/Special)		ORDINARY - Adoption of financial statements									
Whether promoter/ promoter group are interested in the agenda/resolution?	No	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding share(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	Votes Invalid		
Promote and Promoter Group	E-Voting		147084516	98.6952	147084516	0	100.0000	0.0000	0		
	Poll		8698	0.0058	8698	0	100.0000	0.0000	0		
	Postal Ballot (if applicable)	149029121	0	0.0000	00	0	0.0000	0.0000	0		
	Total		147093214	98.701	147093214	0	100	0	0		
Public- Institutions	E-Voting		20748123	60.1735	20748123	0	100.0000	0.0000	0		
	Poll		0	0.0000	00	0	0.0000	0.0000	0		
	Postal Ballot (if applicable)	34480487	0	0.0000	00	0	0.0000	0.0000	0		
	Total		20748123	60.1735	20748123	0	100	0	0		
Public- Non Institutions	E-Voting		14071	0.0853	14071	0	100.0000	0.0000	0		
	Poll		27475	0.1666	27475	0	100.0000	0.0000	0		
	Postal Ballot (if applicable)	16490392	0	0.0000	00	0	0.0000	0.0000	0		
	Total		41546	0.2519	41546	0	100	0	0		
			167882883	83.9414	167882883	0	100.0000	0.0000	0		
			200000000			0			0		





ORDINARY - Declaration of Dividend										
Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - Declaration of Dividend									
Category	No	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	Invalid	
Promoter and Promoter Group	Mode of Voting		147084516	98.6952	147084516	0	100.0000	0.0000	0	
	E-Voting		8698	0.0058	8698	0	100.0000	0.0000	0	
	Poll	149029121								
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0	
Public Institutions	Total		147093214	98.701	147093214	0	100	0	0	
	E-Voting		20748123	60.1735	20748123	0	100.0000	0.0000	0	
	Poll	34480487	0	0.0000	00	0	0.0000	0.0000	0	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0	
Public- Non Institutions	Total		20748123	60.1735	20748123	0	100	0	0	
	E-Voting		14092	0.0855	13972	120	99.1484	0.8515	0	
	Poll	16490392	27475	0.1666	27475	0	100.0000	0.0000	0	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0	
Total	Total		41567	0.2521	41447	120	99.7113	0.2887	0	
	Total	200000000	167882904	83.9415	167882784	120	99.9999	0.0001	0	

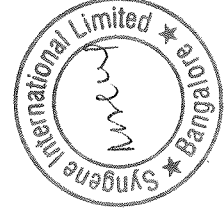
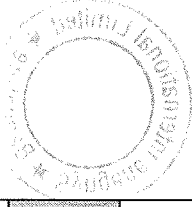


## ORDINARY - Appointment of Prof. Catherine Rosenberg as director liable to retire by rotation

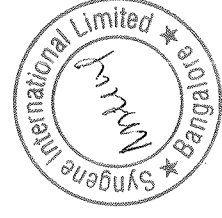
Resolution No.	ORDINARY - Appointment of Prof. Catherine Rosenberg as director liable to retire by rotation									
When promoter/ promoter group are interested in the agenda/resolution?	No	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. 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	Votes Invalid	
Promoter and Promoter Group	Mode of Voting		147084516	98.6952	147084516	0	100.0000	0.0000	0	
	E-Voting		147084516	98.6952	147084516	0	100.0000	0.0000	0	
	Poll	149029121	8698	0.0058	8698	0	100.0000	0.0000	0	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0	
	Total		147093214	98.701	147093214	0	100	0	0	
Public Institutions	Mode of Voting		20748123	60.1735	20736191	11932	99.9424	0.0575	0	
	E-Voting		20748123	60.1735	20736191	11932	99.9424	0.0575	0	
	Poll	34480487	0	0.0000	00	0	0.0000	0.0000	0	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0	
	Total		20748123	60.1735	20736191	11932	99.9425	0.0575	0	
Public Non Institutions	Mode of Voting		10336	0.0627	10146	190	98.1617	1.8382	0	
	E-Voting		10336	0.0627	10146	190	98.1617	1.8382	0	
	Poll	16490392	27475	0.1666	27475	0	100.0000	0.0000	0	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0	
	Total		37811	0.2293	37621	190	99.4975	0.5025	0	
	Total	200000000	167879148	83.9396	167867026	12122	99.9928	0.0072	0	



Resolution No.	ORDINARY - Ratification for appointment of Statutory Auditors and fixing their remuneration										
Resolution required: (Ordinary/ Special)	ORDINARY - Ratification for appointment of Statutory Auditors and fixing their remuneration										
Whether promote / promoter group are interested in the agenda/resolution	No	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			
Category	Mode of Voting										Votes Invalid
Promoter and Promoter Group	E-Voting	147084516	147084516	98.6952	147084516	0	100.0000	0.0000	0		0
	Poll	8698	8698	0.0058	8698	0	100.0000	0.0000	0		0
	Postal Ballot (if applicable)	149029121		0.0000		0	0.0000	0.0000	0		0
	Total	147093214	147093214	98.701	147093214	0	100	0	0		0
Public- Institutions	E-Voting	20748123	20748123	60.1735	20748123	0	100.0000	0.0000	0		0
	Poll	0	0	0.0000	0	0	0.0000	0.0000	0		0
	Postal Ballot (if applicable)	34480487		0.0000		0	0.0000	0.0000	0		0
	Total	20748123	20748123	60.1735	20748123	0	100	0	0		0
Public- Non Institutions	E-Voting	13683	13683	0.0830	13563	120	99.1229	0.8770	0		0
	Poll	27475	27475	0.1666	27475	0	100.0000	0.0000	0		0
	Postal Ballot (if applicable)	16490392		0.0000		0	0.0000	0.0000	0		0
	Total	41158	41038	0.2496	41038	120	99.7084	0.2916	0		0
	Total	200000000	167882495	83.9412	167882375	120	99.9999	0.0001	0		0

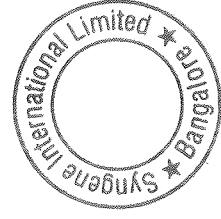


Resolution No.		ORDINARY - Appointment of Dr. Vijay Kuchroo as an Independent Director									
Resolution required: (Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/resolution?	No	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (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	Votes Invalid	
Category		Mode of Voting									
		E-Voting	147084516	147084516	98.6952	147084516	0	100.0000	0.0000	0	
		Poll	8698	8698	0.0058	8698	0	100.0000	0.0000	0	
Promoter and Promoter Group		Postal Ballot (if applicable)	149029121								
		Total		147093214	98.701	147093214	0	100	0	0	
		E-Voting		20748123	60.1735	20748123	0	100.0000	0.0000	0	
		Poll		0	0.0000	00	0	0.0000	0.0000	0	
Public- Institutions		Postal Ballot (if applicable)	34480487								
		Total		20748123	60.1735	20748123	0	100	0	0	
		E-Voting		13683	0.0830	10306	3377	75.3197	24.6802	0	
		Poll		27475	0.1666	27475	0	100.0000	0.0000	0	
Public-Non Institutions		Postal Ballot (if applicable)	16490392								
		Total		41158	0.2496	37781	3377	91.795	8.205	0	
		Total	200000000	167882495	83.9412	167879118	3377	99.9980	0.0020	0	





Resolution No.		6									
Resolution required: (Ordinary/Special)		SPECIAL - Re-appointment of Mr. Russell Walls as an Independent Director									
Whether promoter/promoter group are interested in the agenda/resolution	No	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	Votes Invalid		
Category	Mode of Voting										
Promoter and Promoter Group	E-Voting		147084516	98.6952	147084516	0	100.0000	0.0000	0		
	Poll		8698	0.0058	8698	0	100.0000	0.0000	0		
	Postal Ballot (if applicable)	149029121									
	Total		147093214	98.701	147093214	0	100	0	0		
Public- Institutions	E-Voting		20748123	60.1735	18889109	1859014	91.0400	8.9599	0		
	Poll	34480487	0	0.0000	00	0	0.0000	0.0000	0		
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0		
	Total		20748123	60.1735	18889109	1859014	91.0401	8.9599	0		
Public- Non Institutions	E-Voting		10296	0.0624	10286	10	99.9028	0.0971	0		
	Poll		27475	0.1666	27475	0	100.0000	0.0000	0		
	Postal Ballot (if applicable)	16490392									
	Total		37771	0.229	37761	10	99.9735	0.0265	0		
	Total	200000000	167879108	83.9396	166020084	1859024	98.8926	1.1074	0		



Resolution No. 7										
ORDINARY - Appointment of Mr. Jonathan Hunt as a Whole Time Director for a period of five years.										
Resolution required: (Ordinary/ Special)	No									
Whether promoter/ promoter group are interested in the agenda/ resolution?	No									
Category	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	Votes Invalid		
Promote and Promoter Group	Mode of Voting	147084516	98.6952	147084516	0	100.0000	0.0000	0	0	
	E-Voting	8698	0.0058	8698	0	100.0000	0.0000	0	0	
	Poll	149029121								
Public- Institutions	Postal Ballot (if applicable)	0	0.0000	00	0	0.0000	0.0000	0	0	
	Total	147093214	98.701	147093214	0	100	0	0	0	
	E-Voting	20748123	60.1735	18754715	1993408	90.3923	9.6076	0	0	
Public- Non Institutions	Poll	0	0.0000	00	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)	0	0.0000	00	0	0.0000	0.0000	0	0	
	Total	20748123	60.1735	18754715	1993408	90.3923	9.6077	0	0	
Public- Non Institutions	E-Voting	13583	0.0824	13573	10	99.9263	0.0736	0	0	
	Poll	27475	0.1666	27475	0	100.0000	0.0000	0	0	
	Postal Ballot (if applicable)	0	0.0000	00	0	0.0000	0.0000	0	0	
Total	Total	41058	0.249	41048	10	99.9756	0.0244	0	0	
	Total	200000000	83.9412	165888977	1993418	98.8126	1.1874	0	0	







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 Fourth Annual General Meeting of the Equity Shareholders of “Syngene International Limited” held on Friday, July 28, 2017 at Tyler Jacks Auditorium, Biocon Research Centre, Biocon Special Economic Zone, Bommasandra Industrial Area, Jigani Link Road, Bengaluru 560 099 at 2:00 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 provision 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 Fourth Annual General Meeting of the Equity Shareholders dated April 27, 2017. 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” 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 Computershare 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 Tuesday, July 25, 2017 (9:00 A.M. IST) up to 5.00 p.m. Thursday, July 27, 2017 (5:00 P.M. IST).
2. The Annual Report, the Notice of Annual General Meeting and the e-voting instructions slip were 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 through Instapoll:**

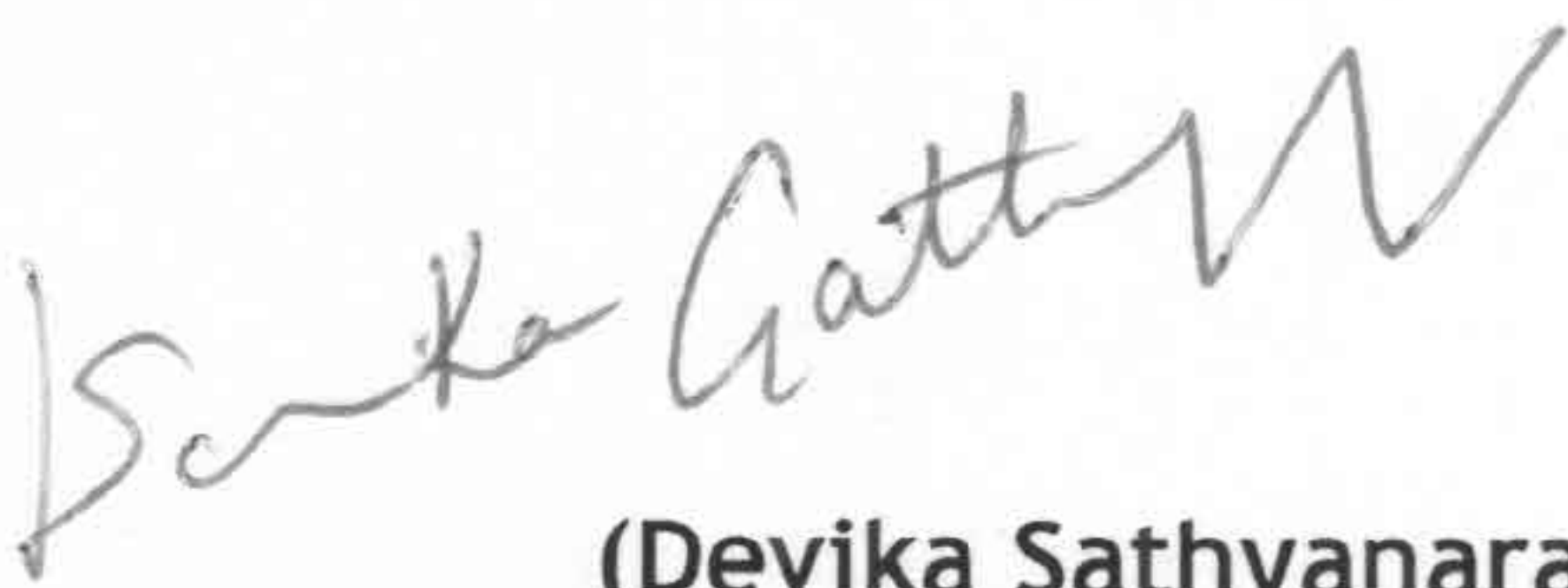
After the conclusion of the AGM, the votes cast through Instapoll were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.

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

1. The voting rights were reckoned as on Friday, July 21, 2017, being the Cut-off date for the purpose of deciding the entitlements of members to vote 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 Thursday, July 27, 2017 at 5.06 P.M. in presence of two witnesses, namely Mr. S. Krishna Prasad, residing at 25/1, Rangappa Layout, BSK III Stage, III Phase, Bangalore 560 085 and Mrs.Devika Sathyanarayana residing at 2<sup>nd</sup> Floor, No. 86, Divinity Apartments, 9<sup>th</sup> Main, RPC Layout, Vijayanagar, Bangalore 560104 who are not in the employment of the Company.

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



(Devika Sathyanarayana)



(S. Krishna Prasad)





3. Thereafter, Karvy Computershare Private Limited provided the details of equity shareholders, who voted "For" 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**

- (i) To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2017, the Reports of the Board of Directors and Auditors thereon.

Voted in favour of Resolution

	Remote E-Voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	114	43	157
Number of votes cast by them	16,78,46,710	36,173	16,78,82,883
% of Total Number of valid votes cast	100	100	100

- (ii) Voted against the resolution - NIL

- (iii) Invalid Votes - NIL





**b) RESOLUTION 2**

To declare a final dividend of Re.1/- per equity share for the financial year ended March 31, 2017.

**(i) Voted in favour of Resolution**

	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	114	43	157
Number of votes cast by them	16,78,46,611	36,173	16,78,82,784
% of Total Number of valid votes cast	100	100	100

**(ii) Voted against the resolution**

	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	1	NIL	1
Number of votes cast by them	120	NIL	120
% of Total Number of valid votes cast	Negligible	NIL	Negligible

**(iii) Invalid Votes - NIL**



c) **RESOLUTION 3**

To appoint Prof. Catherine Rosenberg (DIN: 06422834) who retires by rotation and being eligible, offers herself for reappointment.

(i) Voted in favour of Resolution

	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	108	43	151
Number of votes cast by them	16,78,30,853	36,173	16,78,67,026
% of Total Number of valid votes cast	99.99	100	99.99

(ii) Voted against the resolution

	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	5	NIL	5
Number of votes cast by them	12,122	NIL	12,122
% of Total Number of valid votes cast	0.01	NIL	0.01

(iii) Invalid Votes - NIL





d) **RESOLUTION 4**

Ratification for appointment of Statutory Auditors and fixing their remuneration

(i) Voted in favour of Resolution

	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	112	43	155
Number of votes cast by them	16,78,46,202	36,173	16,78,82,375
% of Total Number of valid votes cast	100	100	100

(ii) Voted against the resolution -

	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	1	NIL	1
Number of votes cast by them	120	NIL	120
% of Total Number of valid votes cast	Negligible	NIL	Negligible

(iii) Invalid Votes - NIL





e) **RESOLUTION 5**

To appoint Dr. Vijay Kuchroo (DIN: 07071727) as an Independent Director of the Company

(i) Voted in favour of Resolution

	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	111	43	154
Number of votes cast by them	16,78,42,945	36,173	16,78,79,118
% of Total Number of valid votes cast	100	100	100

(ii) Voted against the resolution -

	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	3	NIL	3
Number of votes cast by them	3,377	NIL	3,377
% of Total Number of valid votes cast	Negligible	NIL	Negligible

(iii) Invalid Votes - NIL





**f) RESOLUTION 6**

To appoint Russell Walls (DIN: 03528496) as an Independent Director of the Company

**(i) Voted in favour of Resolution**

	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	103	43	146
Number of votes cast by them	16,59,83,911	36,173	16,60,20,084
% of Total Number of valid votes cast	98.89	100	98.89

**(ii) Voted against the resolution -**

	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	10	NIL	10
Number of votes cast by them	18,59,024	NIL	18,59,024
% of Total Number of valid votes cast	1.11	NIL	1.11

**(iii) Invalid Votes - NIL**





**g) RESOLUTION 7**

To appoint Jonathan Hunt (DIN: 07774619) as a Whole-time Director of the Company

**(i) Voted in favour of Resolution**

	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	99	43	142
Number of votes cast by them	16,58,52,804	36,173	16,58,88,977
% of Total Number of valid votes cast	98.81	100	98.81

**(ii) Voted against the resolution -**

	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	14	NIL	14
Number of votes cast by them	19,93,418	NIL	19,93,418
% of Total Number of valid votes cast	1.19	NIL	1.19

**(iii) Invalid Votes - NIL**





5. A Compact Disc (CD) containing a list of Equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
  
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 Chairperson 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 29, 2017

