

Syngene International Limited

Biocon Special Economic Zone
Biocon Park, Plot No. 2 & 3
Bommasandra Industrial Area
Bommasandra IV Phase, Jigani Link Road
Bangalore - 560 099, India
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CIN No. L85110KA1993PLC014937
www.syngeneintl.com

February 1, 2019

To, The Manager, BSE Limited Corporate Relationship Department Dalal Street, Mumbai – 400 001 Scrip Code: 539268	To, The Manager, National Stock Exchange of India Limited Corporate Communication Department Bandra (EAST), Mumbai – 400 051 Scrip Symbol: SYNGENE
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Sub: Intimation of Postal Ballot and Cut-off Date

Dear Sir/Madam,

Pursuant to regulation 30 of SEBI (Listing Obligations & Disclosure Requirements), 2015, and Section 110 of the Companies Act, 2013 read with rule made thereunder, the Board of Directors at its meeting held on January 22, 2019, had approved the Postal Ballot Notice for seeking approval of the members by way of postal ballot (including voting by electronic means) on the following resolutions:

1. Continuation of directorship of Mr. Russell Walls (DIN: 03528496) as Non-Executive Independent Director of the Company, who will attain the age of 75 years before March 31, 2019, till the conclusion of 26th Annual General Meeting to be held in 2019.
2. Continuation of directorship of Mr. Suresh Talwar (DIN: 00001456) as Non-Executive Independent Director of the Company, who has attained the age of 75 years, till the conclusion of 26th Annual General Meeting to be held in 2019.
3. Payment of Remuneration to Non-Executive Directors by way of Commission.

We would like to inform you that the Company has considered Friday, January 25, 2019, as the cut-off date for determining eligible members to participate in the postal ballot process.

The Board has appointed Mr. V. Sreedharan, (FCS 2347; CP 833), Practicing Company Secretary and in his absence Mr. Pradeep B Kulkarni, (FCS 7260; CP 7835), Practicing Company Secretary, Partners of M/s. V. Sreedharan & Associates, Company Secretaries, Bengaluru, as the Scrutinizer to carry out Postal Ballot process in fair and transparent manner.

We are enclosing herewith a copy of Postal Ballot Notice dispatched to the members for your record.

The above information will also be available on the website of the company at <https://www.syngeneintl.com/investor-relations>

Kindly take the above information on record and acknowledge.

Yours faithfully,

For SYNGENE INTERNATIONAL LIMITED

Mayank Verma

Mayank Verma

Company Secretary and Compliance Officer



Syngene International Limited

Registered Office: Biocon Park, Biocon SEZ, Plot No. 2 & 3,
Bommasandra Industrial Area, IV Phase, Jigani Link Road, Bengaluru – 560 099,
Tel: 080-6775 5000, CIN: L85110KA1993PLC014937
Website: www.syngeneintl.com; E-mail: investor@syngeneintl.com

POSTAL BALLOT NOTICE

[Notice Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment(s) thereof for the time being in force), and pursuant to other applicable rules and regulations, the resolutions appended below are proposed to be passed by the members of the Company by postal ballot / electronic voting ('e-voting'). An explanatory statement pertaining to the proposed resolutions setting out the material facts concerning each resolution and the reasons thereof is annexed hereto along with a Postal Ballot Form for your consideration.

The Board of Directors of the Company ('the Board'), at its meeting held on January 22, 2019, considered and approved the following resolutions, subject to the members' approval through postal ballot:

1. Continuation of directorship of Mr. Russell Walls (DIN: 03528496) as Non-Executive Independent Director of the Company, who will attain the age of 75 years before March 31, 2019, till the conclusion of 26th Annual General Meeting to be held in 2019.
2. Continuation of directorship of Mr. Suresh Talwar (DIN: 00001456) as Non-Executive Independent Director of the Company, who has attained the age of 75 years, till the conclusion of 26th Annual General Meeting to be held in 2019.
3. Payment of Remuneration to Non-Executive Directors by way of Commission.

The Board has appointed Mr. V Sreedharan, Practicing Company Secretary, partner of M/s V Sreedharan & Associates, Company Secretaries, Bengaluru (FCS 2347; CP 833) and in his absence Mr. Pradeep B Kulkarni, Practicing Company Secretary, Bengaluru (FCS 7260; CP 7835), as the Scrutinizer for conducting the postal ballot process in fair and transparent manner.

Scrutinizer will submit his report to the Chairperson of the Company ('the Chairperson') or to any other person authorized by the Chairperson after the completion of scrutiny of postal ballots (including e-voting). The result of the postal ballot shall be declared on or before March 7, 2019 and communicated to the Stock Exchanges, Registrar and Share Transfer Agents and shall also be displayed on the website of the Company i.e. <https://syngeneintl.com/investor-relations>

Members are requested to carefully read the instructions printed in the Postal Ballot Form and record their assent (for) or dissent (against) in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope not later than 17:00 hours IST on March 5, 2019. Postage expenses shall be borne by the Company. Postal Ballot Form, if sent at the expense of the member(s), will also be accepted. The Postal Ballot Form may also be deposited personally at the address given on the Business Reply Envelope. Please note that if any Postal Ballot Form is received after the due date, it shall be considered that no reply has been received from the member.

Members desiring to opt for e-voting as per the facilities provided by the Company are requested to read the instructions carefully before participating in e-voting. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically.

By Order of the Board of Directors
For Syngene International Limited

Sd/-

Place: Bengaluru
Date: January 22, 2019

Mayank Verma
Company Secretary

Registered Office:
Syngene International Limited
Biocon Park, Biocon SEZ, Plot No. 2 & 3,
Bommasandra IV Phase, Jigani Link Road,
Bengaluru – 560 099, Phone: 080-6775 5000
CIN: L85110KA1993PLC014937
Website: www.syngeneintl.com

RESOLUTIONS:

ITEM NO. 1 - TO APPROVE THE CONTINUATION OF DIRECTORSHIP OF MR. RUSSELL WALLS (DIN: 03528496), AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY, WHO WILL ATTAIN THE AGE OF 75 YEARS BEFORE MARCH 31, 2019, TILL THE CONCLUSION OF 26TH ANNUAL GENERAL MEETING TO BE HELD IN 2019.

To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT in supersession of special resolution passed by the members of the Company at 24th Annual General Meeting (AGM) held on July 28, 2017, regarding the re-appointment of Mr Russell Walls (DIN: 03528496) for the period of three years commencing from 24th AGM till the conclusion of 27th AGM to be held in 2020, and pursuant to the Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force) or any other applicable provisions, and on the basis of recommendation of Nomination and Remuneration Committee and the Board of Directors, the consent of members of the Company be and is hereby accorded for continuation of directorship of Mr. Russell Walls, as a Non-Executive Independent Director on the Board of the Company, who will attain the age of 75 years before March 31, 2019, till the conclusion of 26th AGM to be held in 2019;

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things which may be necessary to give effect to this resolution.”

ITEM NO. 2 - TO APPROVE THE CONTINUATION OF DIRECTORSHIP OF MR. SURESH TALWAR (DIN: 00001456), AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY, WHO HAS ATTAINED THE AGE OF 75 YEARS, TILL THE CONCLUSION OF 26TH ANNUAL GENERAL MEETING TO BE HELD IN 2019.

To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT in supersession of special resolution passed by the members of the Company at 25th Annual General Meeting (AGM) held on July 25, 2018, regarding re-appointment of Mr. Suresh Talwar (DIN: 00001456) for the period of five years commencing from 25th AGM till the conclusion of 30th AGM to be held in 2023, and pursuant to the

Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force) or any other applicable provisions, and on the basis of recommendation of Nomination and Remuneration Committee and the Board of Directors, the consent of members of the Company be and is hereby accorded for continuation of directorship of Mr. Suresh Talwar, as a Non-Executive Independent Director on the Board of the Company, who has attained the age of 75 years, till the conclusion of 26th AGM to be held in 2019;

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things which may be necessary to give effect to this resolution.”

ITEM NO. 3 - TO APPROVE THE PAYMENT OF REMUNERATION TO NON-EXECUTIVE DIRECTORS BY WAY OF COMMISSION.

To consider and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 197, 198 and other applicable provisions of the Companies Act, 2013 (the 'Act') and the Rules made thereunder and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and on the basis of recommendation of Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded to pay such remuneration by way of commission to Non-Executive Directors including Independent Directors, subject to a ceiling of 1% (one percent) per annum of the net profit of the Company (apart from payment of sitting fees and other reimbursement of expenses for participation in the Board, Committee and other meetings) calculated in accordance with the provisions of the Act from the financial year commencing from April 1, 2019 and payment of such remuneration shall be in such proportion as may be agreed by the Board of Directors;

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things which may be necessary to give effect to this resolution.”

By Order of the Board of Directors
For Syngene International Limited

Sd/-

Place: Bengaluru
Date: January 22, 2019

Mayank Verma
Company Secretary

Registered Office:

Syngene International Limited

Biocon Park, Biocon SEZ, Plot No. 2 & 3,
Bommasandra IV Phase, Jigani Link Road,
Bengaluru – 560 099, Phone: 080-6775 5000
CIN: L85110KA1993PLC014937
Website: www.syngeneintl.com

NOTES:

1. The explanatory statement pursuant to Section 102 of the Act stating all material facts and the reasons for the proposal is annexed herewith.
2. Members whose names appear on the Register of Members / List of Beneficial Owners as on the cut-off date of January 25, 2019 will be considered for the purpose of participation in postal ballot process.
3. The Postal Ballot Notice is being sent to the members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited as on January 25, 2019. The Postal Ballot Notice is being sent to members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by the permitted mode along with a prepaid Business Reply Envelope.
4. Resolutions passed by the members through Postal Ballot are deemed to have been passed as if they have been passed by them in the General Meeting.
5. The Member can opt for only one mode of voting, i.e., physical ballot voting or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
6. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to inward.ris@karvy.com / investor@syngeneintl.com. The Registrar and Transfer Agent / Company shall forward the same along with prepaid Business Reply Envelope to the member.

However, members may also download the Postal Ballot Form from the website of the Company <https://syngeneintl.com/investor-relations>

7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the members as on January 25, 2019.
8. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the members to exercise their votes electronically and vote on all the resolutions through the e-voting facility arranged by Karvy. The instructions for electronic voting are annexed to this Notice.
9. A member cannot exercise his vote by proxy on postal ballot.
10. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. 17:00 pm IST) on March 5, 2019. If any Postal Ballot Form is received after 17:00 pm IST on March 5, 2019, it will be considered that no reply from the member has been received.
11. The Scrutinizer will submit his report to the Chairperson after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairperson or any Director of the Company duly authorized, on or before March 7, 2019 at the registered office and will also be displayed on the website of the Company <https://syngeneintl.com/investor-relations>, besides being communicated to the Stock Exchanges and Registrar and Share Transfer Agents.
12. The date of approval of resolutions by postal ballot shall be March 5, 2019, the last day for receipt of duly completed postal ballot forms or e-voting, the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
13. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till March 5, 2019.

Explanatory Statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013

ITEM NO. 1 AND 2

Pursuant to the provision of Regulation 17(1A) of the SEBI(Listing Obligations and Disclosure Requirement) (Amendment) Regulations, 2018, ("the SEBI Listing Regulations"), notified by the Securities Exchange Board of India (SEBI) on May 9, 2018, and which is effective from April 1, 2019, no listed entity shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of 75 (seventy five) years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.

In view of the amendments, Mr. Russell Walls and Mr. Suresh Talwar have expressed their willingness to continue as Non-Executive Independent Director on the board of the Company, till the conclusion of 26th AGM of the Company to be held in 2019. Therefore, the earlier resolution passed by the members pertaining to their respective re-appointments will now be superseded by the resolutions, if passed, through this postal ballot process.

Mr. Russell Walls was re-appointed for his second term of three years at 24th AGM held on July 28, 2017 till the conclusion of 27th AGM to be held in 2020. Mr. Walls will attain the age of 75 (Seventy-Five) years before March 31, 2019.

Mr. Walls is a fellow member of the Association of Chartered Certified Accountants, United Kingdom and brings to the Board his experience of more than 45 years in the field of finance. His expertise ranges across industries such as insurance, retails, pharmaceuticals, textiles, transport and leisure. He is currently on the board of Aviva Italia Holding SPA, Neuseren SA and also on the Board of Biocon Limited,

Biocon Biologics Limited UK and Biocon Biologics India Limited.

Mr. Suresh Talwar, was re-appointed for his second term of five years at 25th AGM held on July 25, 2018 till the conclusion of 30th AGM to be held in 2023. Mr. Talwar has attained the age of 75 (Seventy-Five) years.

Mr. Talwar is a Law graduate from the Government Law College, Mumbai. He is a solicitor of the Incorporated Law Society, Mumbai and is serving as a legal counsel to numerous Indian companies, multinational corporations and Indian and foreign banks. He has served as senior partner and advisor of M/s. Crawford Bayley & Co. for many years. Currently he is partner at Talwar, Thakore & Associates which he founded at 2007. At present, he is on the Board of leading companies such as Merck Limited, Samson Maritime, Sonata Software, Birla Sun Life Trustee Company, Johnson & Johnson and among others.

Mr. Russell Walls and Mr. Suresh Talwar both discharge their duties in competent manner and contribute immensely in the success of the Company. Considering their seniority, expertise and vast experience in their respective fields, which has benefited the Company, the Board recommends their continuation as directors till the end 26th AGM of the Company to be held in 2019.

Except Mr. Russell Walls and Mr. Suresh Talwar and their relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 and 2 of the Postal Ballot Notice.

The Board recommends the Special Resolution as set out in Item No. 1 and 2 of the Postal Ballot Notice for approval of the members.

Information pursuant to Regulation 36 (3) of SEBI Listing Regulations 2015.

Name of the Director	Russell Walls	Suresh Talwar
Category	Independent Director	Independent Director
DIN	03528496	00001456
Date of Birth	February 22, 1944	November 21, 1937
Date of Appointment	April 27, 2011	October 9, 2015
Tenure of Appointment/ Re-appointment	Three years	Five years
Nature of expertise in Specific Functional Areas	Financial Expert	Legal & Compliance Expert
Disclosure of relationship with Directors inter-se	None	None

Directorship held in other Listed Companies	Biocon Limited	Merck Limited Sonata Software Limited Elantas Beck India Limited Samson Maritime Limited
Membership of Committee in other Companies, if any	Audit Committee Member: <ol style="list-style-type: none"> Syngene International Limited Chairperson: <ol style="list-style-type: none"> Biocon Limited Stakeholders Relationship Committee Member: <ol style="list-style-type: none"> Syngene International Limited Biocon Limited 	Audit Committee Member: <ol style="list-style-type: none"> Syngene International Limited Merck Limited Sonata Software Limited Elantas Beck India Limited Stakeholders Relationship Committee Chairperson: <ol style="list-style-type: none"> Syngene International Limited
Shareholding in the Company	25,000	25,000

ITEM NO. 3

The members of the Company at its extra-ordinary General Meeting held on September 11, 2014 had approved payment of remuneration by way of commission to the Non-Executive Independent Directors of the Company, not exceeding 1% (one percent) of the net profit of the Company, for a period of five years commencing from April 1, 2014, and which will be valid till March 31, 2019. Based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, the Company is seeking approval of the members to continue to compensate the Non-Executive Directors (Independent and Non-independent) by way of payment of commission for their time devoted and contribution made by them, to the extent as determined by the Board of Directors, subject to the permissible limit of 1% (one percent) per annum of the net profit of the Company (apart from the payment of sitting fees and other reimbursement of expenses for participation in the Board, Committee and other meetings), calculated in accordance with the provisions of the Companies Act, 2013 for the financial years commencing from April 1, 2019. Save and except all the Non-Executive Directors of the Company and their relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Postal Ballot Notice.

The Board recommends the Ordinary Resolution as set out in Item No. 3 of the Postal Ballot Notice for approval of the members.

Registered Office:

Syngene International Limited

Biocon SEZ, Biocon Park, Plot No. 2 & 3,
Bommasandra Industrial Area,
Phase IV, Jigani Link Road, Bengaluru 560 099,
Karnataka, Phone: 080 – 6775 5000
Email- investor@syngeneintl.com
Website: www.syngeneintl.com;

Instructions and other information relating to e-voting are as under:

I. Remote e-voting:

In compliance with the provisions of Section 108 of the Companies Act, 2013, read with rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Rules, 2015 and as per Regulation 44 of the SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) the Company is providing e-voting facility through Karvy Fintech Private Limited (“Karvy”) on all resolutions set forth in this Postal Ballot Notice.

- A. In case a member receives an email from Karvy [for members whose email IDs are registered with the Company/Depository Participants (s)]
 - i. Visit the e-Voting website of Karvy. Open web browser by typing the following URL: <https://www.evoting.karvy.com> either on a Personal Computer or on a mobile.
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client

- ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- iii. After entering these details appropriately, click on "LOGIN"
 - iv. You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVENT" i.e., Syngene International Limited i.e. name of the Company.
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the Resolution(s).
 - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email sree@sreedharancs.com with a copy marked to evoting@karvy.com and Investor@syngeneintl.com. The scanned image of the above mentioned documents should be in the name format "Corporate Name Event No." The documents should reach the Scrutinizer on or before 17:00 pm on March 5, 2019.
- B. In case of members receiving physical copy of Notice [for members whose email IDs are not registered with the Company/Depository Participants(s)]:
- i. E-Voting Event Number –(EVEN), User ID and Password is provided in the Attendance Slip.
 - ii. Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.:
- II. The Company has appointed Mr. V Sreedharan, Practicing Company Secretary, partner of M/s V Sreedharan & Associates, Company Secretaries, Bengaluru (FCS 2347; CP 833) and in his absence Mr. Pradeep B Kulkarni, Practicing Company Secretary, Bengaluru (FCS 7260; CP 7835), as the Scrutinizer for conducting the postal ballot process in fair and transparent manner.
- III. The Scrutinizer's shall submit a consolidated Scrutinizer's Report after the completion of scrutiny of postal ballots (including e-voting) of the votes cast in favour or against, if any, within a period of not exceeding three working days from the conclusion of the voting to the Chairperson of the Company or a person authorised by him in writing who shall countersign the same.
- IV. The Chairperson or a person authorised by him in writing shall declare the result of voting forthwith.
- V. The results of the e-voting along with the scrutinizer's report shall be communicated immediately to the BSE Limited and National Stock Exchange of India Limited, where the shares of the company are listed and shall be placed on the Company's website www.syngeneintl.com and on the website of Karvy (www.karvy.com) immediately after the result is declared by the Chairperson or any other person authorised by the Chairperson.
- II. OTHER INSTRUCTIONS**
- a. In case of any query and/or grievance, in respect of voting by electronic means, members may

refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact Mr. Suresh Babu, (Unit: Syngene International Limited) of Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 or at evoting@karvy.com or phone No. 040 – 6716 1518 or call Karvy’s toll free No. 1-800-34-54-001 for any further clarifications.

- b. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- c. The remote e-voting period commences on Monday, February 4, 2019 (9:00 AM IST) and ends on Tuesday, March 5, 2019 (17:00 PM IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. January 25, 2019, may cast their votes electronically. Any person who is not a member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the members, the members shall not be allowed to change it subsequently.
- d. The voting rights of members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date i.e. January 25, 2019.
- e. In case a person has become a Shareholder of the Company after dispatch of Postal Ballot Notice

but on or before the cut-off date for E-voting i.e., January 25, 2019, he/she may obtain the User ID and Password in the manner as mentioned below:

- i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399.
- ii. Example for NSDL:
MYEPWD <SPACE > IN 12345612345678
Example for CDSL:
MYEPWD <SPACE > 1402345612345678
Example for Physical:
 - a. MYEPWD <SPACE > XXXX1234567890
- iii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
- iv. Member may call Karvy’s toll free number 1800-3454-001.
- v. Members may send an e-mail request to evoting@karvy.com. However, Karvy shall endeavour to send User ID and Password to those new members whose mail ids are available.

Syngene International Limited

Registered Office: Biocon Park, Biocon SEZ, Plot No. 2 & 3,
Bommasandra Industrial Area, IV Phase, Jigani Link Road, Bengaluru – 560 099,
Tel: 080-6775 5000, CIN: L85110KA1993PLC014937
Website: www.syngeneintl.com; E-mail: Investor@syngeneintl.com

POSTAL BALLOT FORM

1	Name (s) & Address of Member(s) (including joint holders, if any) (in block letters)	
2	Name(s) of the Joint-Holder(s), if any	
3	DP ID No./Client ID No./Registered Folio No.	
4	Number of Equity Shares held	

I / We hereby exercise my/our vote in respect of the following resolutions to be passed through Postal Ballot / e-voting stated in the Postal Ballot Notice of the Company dated January 22, 2019, by conveying my / our assent or dissent to the said Resolution by placing the tick (✓) mark at the appropriate box below:

S. No.	Resolution Summary	No. of Shares	Voting	
			I / We assent to the resolution (FOR)	I / We dissent to the resolution (AGAINST)
1	Special Resolution: To approve the continuation of directorship of Mr. Russell Walls (DIN: 03528496) as a Non-Executive Independent Director of the Company, who will attain the age of 75 years before March 31, 2019, till the conclusion of 26 th Annual General Meeting to be held in 2019.			
2	Special Resolution: To approve the continuation of directorship of Mr. Suresh Talwar (DIN: 00001456) as a Non-Executive Independent Director of the Company, who has attained the age of 75 years, till the conclusion of 26th Annual General Meeting to be held in 2019.			
3	Ordinary Resolution: To approve the Payment of Remuneration to Non-Executive Directors by way of Commission.			

Place:

Date:

(Signature of the Member)

Note: Please read carefully the instructions printed overleaf before exercising the vote.

ELECTRONIC VOTING PARTICULARS

The voting facility is available at the link: <https://www.evoting.karvy.com>. The electronic voting Particulars are as follows.

EVEN (E VOTING EVENT NUMBER)	User ID	Password/PIN

The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of E-voting
Monday, February 4, 2019 (9:00 A.M. IST)	Tuesday, March 5, 2019 (17:00 P.M. IST)

NOTES:

- Please read the instructions carefully before filling this Form and for e-voting, please refer to the instructions for "Instructions and other information relating to e-voting" provided in the Postal Ballot Notice sent herewith.
- The last date for receipt of Postal Ballot Forms by the Scrutinizer is March 5, 2019 (17:00 P.M. IST).

INSTRUCTIONS:

1. A member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. Postal Ballot Form(s) deposited in person or sent by post or courier at the expense of the Member will also be accepted.
2. Alternatively, a Member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
3. This Postal Ballot Form should be completed and signed by the Member, as per the specimen signature registered with the Company/Depository Participant by the first named member and in his/her absence by the next-named Member. Unsigned/Blank Postal Ballot Form will be rejected.
4. The voting must be accorded by recording the assent in the Column 'FOR' and dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column of the Postal Ballot Form. Postal Ballot Form bearing a tick mark (✓) in both the column will render the Form invalid. The assent or dissent received in any other form shall not be considered valid. Please note that Postal Ballot Form shall not be signed by proxy.
5. In the case of Companies, Trusts, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authorization to the person voting on the postal ballot form. In case the Power of Attorney signs the Postal Ballot Form, reference of Power of Attorney registration by the Company should be mentioned in the Postal Ballot Form.
6. Duly completed Postal Ballot Form should be sent to **The Scrutinizer c/o Karvy Fintech Private Limited (Unit: Syngene International Limited), Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financials District, Nanakramguda, Hyderabad – 500 032, Telangana**, so as to reach him not later than 17:00 P.M. on March 5, 2019. Postal Ballot Forms received after this date will be strictly treated as if the reply from the member has not been received.
7. A member may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than the date specified in item No. 6 above.
8. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the members as on the cut-off date i.e. January 25, 2019. Any person who acquires shares of the Company and becomes member of the Applicant Company after the cut-off date for postal ballot and e-voting i.e. January 25, 2019 shall not be eligible to vote either through postal ballot or through remote e-voting.
9. Members are requested not to send any other papers along with the Postal Ballot Form in the enclosed self-addressed business reply envelope and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company will not be able to act on the same.
10. The votes of a Member shall be considered invalid if:
 - (a) A Postal Ballot Form other than one issued by the company has been used;
 - (b) Postal Ballot Form has not been signed by or on behalf of the Member;
 - (c) Members Signature do not match with the specimen signature;
 - (d) It is not possible to determine without any doubt the assent or dissent of the Member;
 - (e) Neither assent nor dissent is mentioned;
 - (f) Any competent authority has given directions in writing to the company to freeze the Voting Rights of the Member;
 - (g) The envelope containing the postal ballot form is received after the last date prescribed;
 - (h) The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
 - (i) The Postal Ballot Form is received defaced or mutilated in such a way that its identity as a genuine form cannot be established;
 - (j) Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
11. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final.