

Ref: Syn/CS/SE/PB/March/2018-19/73

Syngene

Syngene International Limited
Biocon Park SEZ, Bommasandra IV Phase,
Jigani Link Road, Bangalore 560 099,
India.
T +91 80 2808 2808
F +91 80 4014 3150 / 2852 3423
CIN No. L85110KA1993PLC014937
www.syngeneintl.com

March 7, 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
--	--

Subject: Voting results and Scrutinizer Report on Postal Ballot

Dear Sir/Madam,

This is with reference to our letter dated February 1, 2019, 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.

The voting on postal ballot concluded at 17:00 PM on March 5, 2019 and the Scrutinizer has submitted his report on the Postal Ballot Result (including e-voting) on March 7, 2019.

Pursuant to regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform you that above said resolutions have been passed with the requisite majority. The details of votes cast by members 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, the Scrutinizer's Report on the Postal Ballot (including e-voting) is 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**

Mayank Verma

Mayank Verma

Company Secretary



Enclosed: Voting results and Scrutinizer's report

Syngene International Limited-Postal Ballot Result
Annexure-A

Company Name	SYNGENE INTERNATIONAL LIMITED
Date of the AGM/EGM	NA
Total number of shareholders on record date	44011
No. of shareholders present in the meeting either in person or	
Promoters and Promoter Group:	NA
Public:	NA
No. of Shareholders attended the meeting through Video	
Promoters and Promoter Group:	NA
Public:	NA

Resolution No: 1

Resolution required: (Ordinary/ Special)

Special - 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.

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	142115175	140496084	98.8607	140496084	0	100.0000	0.0000
	Poll	142115175	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	142115175	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	43311370	36463220	84.1886	36463220	0	100.0000	0.0000
	Poll	43311370	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	43311370	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	14573455	406604	2.7900	405024	1580	99.6114	0.3885
	Poll	14573455	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	14573455	2820	0.0194	2670	150	94.6808	5.3191
Total		200000000	177368728	88.6844	177366998	1730	99.9990	0.0010



Resolution No: 2								
Resolution required: (Ordinary/ Special)		Special - To approve the 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.						
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	142115175	140496084	98.8607	140496084	0	100.0000	0.0000
	Poll	142115175	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	142115175	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	43311370	36463220	84.1886	33376489	3086731	91.5346	8.4653
	Poll	43311370	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	43311370	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	14573455	406604	2.7900	404912	1692	99.5838	0.4161
	Poll	14573455	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	14573455	2820	0.0194	2670	150	94.6808	5.3191
Total		200000000	177368728	88.6844	174280155	3088573	98.2587	1.7413



Resolution No: 3								
Resolution required: (Ordinary/ Special)		Ordinary - To approve the payment of remuneration to Non-Executive Directors by way of Commission.						
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	142115175	140496084	98.8607	140496084	0	100.0000	0.0000
	Poll	142115175	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	142115175	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	43311370	36463220	84.1886	36457046	6174	99.9830	0.0169
	Poll	43311370	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	43311370	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	14573455	406594	2.7900	404471	2123	99.4778	0.5221
	Poll	14573455	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	14573455	2820	0.0194	2610	210	92.5531	7.4468
Total		200000000	177368718	88.6844	177360211	8507	99.9952	0.0048

For Syngene International Limited

Mayank Verma

Mayank Verma
Company Secretary and Compliance Officer



Place: Bengaluru
Date: March 7, 2019



SCRUTINIZER'S REPORT

March 7, 2019

The Chairperson

Syngene International Limited

Regd. Office: Biocon SEZ, Biocon Park,

Plot.No.2 & 3, Bommasandra Industrial Area

IV Phase, Jigani Link Road, Bommasandra,

Bengaluru- 560099.

Madam,

1. The Board of Directors of your Company at its meeting held on January 22, 2019 appointed me as a Scrutinizer for scrutinizing the Postal Ballot voting including e voting process.
2. I submit my report as under:

The Postal Ballot Notice was sent to the Members whose names appeared on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on January 25, 2019. The Postal Ballot Notice was sent to the 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) on 31st January, 2019. For Members whose email IDs were not registered, physical copies of the Postal Ballot Notice were sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope on 1st February, 2019.

- 2.1 Particulars of all the Postal Ballot forms received from the members and votes cast through electronic means have been entered in the register separately maintained for the purpose.
- 2.2 The Postal Ballot forms were kept under my safe custody before commencing the scrutiny of such Postal Ballot forms.
- 2.3 The votes cast through electronic means were unblocked on March 5, 2019 at 5.00 P.M. The Postal Ballot forms were scrutinized on March 6, 2019 at Karvy Fintech Private Limited, Hyderabad.
- 2.4 The Postal Ballot forms and votes cast through electronic means were scrutinized and the shareholding was matched/confirmed with the Register of Members of the Company / list of beneficiaries as on Friday, January 25, 2019.
- 2.5 All Postal Ballot forms and votes cast through electronic means received up to 5.00 pm (IST) on March 5, 2019 being the last time and date fixed by the Company for receipt of the forms and votes cast through electronic means were considered for my scrutiny.
- 2.6 No envelope containing Postal Ballot form was received after March 5, 2019 up to the date of this report.



- 2.7 No envelope containing Postal Ballot forms were returned undelivered up to the date of this report.
- 2.8 I did not find any defaced or mutilated ballot paper.
3. A summary of votes cast through Postal Ballot and votes cast through electronic means is given in **Annexure I**.
4. I have handed over the Postal Ballot forms and other related papers/registers and records for safe custody to the Company Secretary.
5. You may accordingly declare the result of the voting by Postal Ballot.

Thanking you

For **V Sreedharan & Associates**



(V Sreedharan)
Partner
FCS 2347; CP No. 833



Place : Bengaluru

Date : March 7, 2019

SYNGENE INTERNATIONAL LIMITED

Regd. Office: Biocon SEZ, Biocon Park, Plot.No.2 & 3, Bommasandra Industrial. Area IV Phase, Jigani Link Road, Bommasandra, Bengaluru- 560099.

Summary of votes cast through Postal Ballot and votes cast through electronic means for the resolutions mentioned in the Postal Ballot Notice dated January 22, 2019

- 1) **Approval for 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 - Special Resolution.**

Particulars	Postal Ballot		E-Voting		Total		% of total paid-up equity capital as on cut-off date (i.e. 25/01/2019) 20,00,00,000 Equity Shares)
	No. of members voted through Postal ballot forms	No. of votes cast (Equity Shares of Rs. 10/- each)	No. of members voted through e voting system	No. of votes cast (Equity Shares of Rs. 10/- each)	No. of members voted through Postal ballot forms & through e voting system	No. of votes cast (Equity Shares of Rs. 10/- each)	
(a) Total postal ballot forms / e votes received	31	10,745	180	17,73,65,908	211	17,73,76,653	88.69
(b) Less: Invalid postal ballot forms (as per register) (No. of Shares including cases where less votes cast and abstained from voting)	6	7,925	NIL	NIL	6	7,925	0.00
(c) Net valid postal ballot forms (as per register)	25	2,820	180	17,73,65,908	205	17,73,68,728	88.69
(d) Postal ballot forms / e votes with assent for the Resolution as a percentage of net valid shares polled	22	2,670	168	17,73,64,328	190	17,73,66,998	100
(e) Postal ballot forms/e votes with dissent for the Resolution as a percentage of net valid shares polled	3	150	12	1,580	15	1,730	0.00



2) Approval for 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 - Special Resolution.

Particulars	Postal Ballot		E-Voting		Total		% of total paid-up equity capital as on cut-off date (i.e. 25/01/2019) 20,00,00,000 Equity Shares)
	No. of members voted through Postal ballot forms	No. of votes cast (Equity Shares of Rs. 10/- each)	No. of members voted through e voting system	No. of votes cast (Equity Shares of Rs. 10/- each)	No. of members voted through Postal ballot forms & through e voting system	No. of votes cast (Equity Shares of Rs. 10/- each)	
(a) Total postal ballot forms / e votes received	31	10,745	180	17,73,65,908	211	17,73,76,653	88.69
(b) Less: Invalid postal ballot forms (as per register) (No. of Shares including cases where less votes cast and abstained from voting)	06	7,925	NIL	NIL	06	7,925	0.00
(c) Net valid postal ballot forms (as per register)	25	2,820	180	17,73,65,908	205	17,73,68,728	88.69
(d) Postal ballot forms / e votes with assent for the Resolution as a percentage of net valid shares polled	22	2,670	159	17,42,77,485	181	17,42,80,155	98.26
(e) Postal ballot forms/e votes with dissent for the Resolution as a percentage of net valid shares polled	03	150	21	30,88,423	24	30,88,573	1.74



3) Approval for the payment of Remuneration to Non-Executive Directors by Way of Commission - Ordinary Resolution.

Particulars	Postal Ballot		E-Voting		Total		% of total paid-up equity capital as on cut-off date (i.e. 25/01/2019) 20,00,00,000 Equity Shares)
	No. of members voted through Postal ballot forms	No. of votes cast (Equity Shares of Rs. 10/- each)	No. of members voted through e voting system	No. of votes cast (Equity Shares of Rs. 10/- each)	No. of members voted through Postal ballot forms & through e voting system	No. of votes cast (Equity Shares of Rs. 10/- each)	
(a) Total postal ballot forms / e votes received	31	10,745	180	17,73,65,908	211	17,73,76,653	88.69
(b) Less: Invalid postal ballot forms (as per register) (No. of Shares including cases where less votes cast and abstained from voting)	06	7,925	01	10	07	7,935	0.00
(c) Net valid postal ballot forms (as per register)	25	2,820	179	17,73,65,898	204	17,73,68,718	88.69
(d) Postal ballot forms / e votes with assent for the Resolution as a percentage of net valid shares polled	21	2,610	158	17,73,57,601	179	17,73,60,211	100
(e) Postal ballot forms/e votes with dissent for the Resolution as a percentage of net valid shares polled	04	210	21	8,297	25	8,507	0.00

