

#### Syngene International Limited

Biocon SEZ, Biocon Park, Plot No. 2 & 3, Bommasandra Industrial Area, IV Phase, Jigani Link Road, Bengaluru 560099, Karnataka, India. T +91 80 6891 8000 F +91 80 6891 8808 CIN: L85110KA1993PLC014937 www.syngeneintl.com

April 25, 2023

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

Dear Sir/Madam,

#### Subject: Voting results and Scrutinizer Report on Postal Ballot

This is with reference to our Postal Ballot Notice dated March 22, 2023, seeking approval of the shareholders by way of Postal Ballot (through voting by electronic means) on the following Special resolutions:

- 1. To approve the Syngene Long Term Incentive Performance Share Plan 2023 and grant of Performance Share Units (PSUs) to eligible employees of the Company.
- 2. To approve the Syngene Long Term Incentive Outperformance Share Plan 2023 and grant of Performance Share Units (PSUs) to eligible employees of the Company.
- 3. To approve extending the benefits of the Syngene Long Term Incentive Performance Share Plan 2023 to the employees of holding company, subsidiary(ies) including future subsidiary(ies).
- 4. To approve extending the benefits of the Syngene Long Term Incentive Outperformance Share Plan 2023 to the employees of holding company, subsidiary(ies) including future subsidiary(ies).
- 5. To approve the provision of money by the Company for the purchase of its own shares by the Syngene Employees Welfare Trust for the benefit of employees under Syngene Long Term Incentive Performance Share Plan 2023 and Syngene Long Term Incentive Outperformance Share Plan 2023.
- 6. To approve the termination of Syngene Employee Stock Option Plan 2011 ("the ESOP Plan").

The voting on Postal Ballot concluded at 17:00 PM on Sunday, April 23, 2023 and the Scrutinizer has submitted her report on the Postal Ballot (through voting by electronic means) on April 24, 2023.

Pursuant to regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform you that said resolution has been passed with the requisite majority. The details of vote cast by shareholders is enclosed as **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 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 Kfin Technologies Limited, our Register and Share Transfer Agents, at <a href="https://evoting.kfintech.com">https://evoting.kfintech.com</a>.

Request to kindly take this intimation on record.

Thanking You,

Yours faithfully, For **SYNGENE INTERNATIONAL LIMITED** 

Priyadarshini Mahapatra Company Secretary and Compliance Officer

Enclosed: Voting results and Scrutinizer's Report



#### ANNEXURE-A

Company Name	SYNGENE INTERNATIONAL LIMITED
Type of Meeting	Postal Ballot
Last day of receipt of postal Ballot forms	23-04-2023
Record date	17-03-2023
Total number of shareholders on record date	128330
No. of shareholders present in the meeting	
either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting	
through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable



Resolution No.	1							
Resolution required: (Ordinary/ Special)	Special							
Description of the resolution considered	To approve the Syngene Lon	g Term Incentive	e Performance S	hare Plan 2023 and	grant of Performa	nce Share Units (PS	SUs) to eligible employees	s 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	E-Voting		219185608	99.4812	219185608	0	100.0000	0.0000
Promoter Group	Poll	220328727	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
Total		220328727	219185608	99.4812	219185608	0	100.0000	0.0000
Public-Institutions	E-Voting		114453278	83.7481	97106834	17346444	84.8441	15.1559
	Poll	136663755	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
Total		136663755	114453278	83.7481	97106834	17346444	84.8441	15.1559
Public- Non Institutions	E-Voting		287380	0.6466	280663	6717	97.6627	2.3373
	Poll	44442018	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
Total		44442018	287380	0.6466	280663	6717	97.6627	2.3373
Total		401434500	333926266	83.1833	316573105	17353161	94.8033	5.1967



Resolution No.	2							
Resolution required: (Ordinary/ Special)	Special							
Description of the resolution considered	To approve the Syngene Lon	g Term Incentive	Outperformand	ce Share Plan 2023 a	and grant of Perforr	nance Share Units	(PSUs) to eligible employe	ees 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	E-Voting		219185608	99.4812	219185608	0	100.0000	0.0000
Promoter Group	Poll	220328727	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
Total		220328727	219185608	99.4812	219185608	0	100.0000	0.0000
Public-Institutions	E-Voting		114453278	83.7481	97106834	17346444	84.8441	15.1559
	Poll	136663755	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
Total		136663755	114453278	83.7481	97106834	17346444	84.8441	15.1559
Public- Non Institutions	E-Voting		287379	0.6466	280763	6616	97.6978	2.3022
	Poll	44442018	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
Total		44442018	287379	0.6466	280763	6616	97.6978	2.3022
Total		401434500	333926265	83.1833	316573205	17353060	94.8033	5.1967



Resolution No.	3							
Resolution required: (Ordinary/ Special)	Special							
Description of the resolution considered	To approve extending the be future subsidiary(ies).	nefits of the Syn <sub>i</sub>	gene Long Term	Incentive Performa	nce Share Plan 202	3 to the employees	of holding company, sub	sidiary(ies) including
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	E-Voting		219185608	99.4812	219185608	0	100.0000	0.0000
Promoter Group	Poll	220328727	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
Total		220328727	219185608	99.4812	219185608	0	100.0000	0.0000
Public- Institutions	E-Voting		114453278	83.7481	91527197	22926081	79.9690	20.0310
	Poll	136663755	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
Total		136663755	114453278	83.7481	91527197	22926081	79.9690	20.0310
Public- Non Institutions	E-Voting		287379	0.6466	275767	11612	95.9593	4.0407
	Poll	44442018	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
Total		44442018	287379	0.6466	275767	11612	95.9593	4.0407
Total		401434500	333926265	83.1833	310988572	22937693	93.1309	6.8691



Resolution No.	4							
Resolution required: (Ordinary/ Special)	Special							
Description of the resolution considered	To approve extending the be including future subsidiary (ie	-	ngene Long Ter	m Incentive Outpe	rformance Share P	lan 2023 to the en	nployees of holding comp	pany, subsidiary(ies)
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	E-Voting		219185608	99.4812	219185608	0	100.0000	0.0000
Promoter Group	Poll	220328727	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
Total		220328727	219185608	99.4812	219185608	0	100.0000	0.0000
Public-Institutions	E-Voting		114453278	83.7481	91527197	22926081	79.9690	20.0310
	Poll	136663755	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
Total		136663755	114453278	83.7481	91527197	22926081	79.9690	20.0310
Public- Non Institutions	E-Voting		287417	0.6467	275767	11650	95.9467	4.0533
	Poll	44442018	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
Total		44442018	287417	0.6467	275767	11650	95.9467	4.0533
Total		401434500	333926303	83.1833	310988572	22937731	93.1309	6.8691



Resolution No.	5									
Resolution required:	Special									
(Ordinary/ Special)										
Description of the		To approve the provision of money by the Company for the purchase of its own shares by the Syngene Employees Welfare Trust for the benefit of employees under Syngene Long Term Incentive Outperformance Share Plan 2023 and Syngene Long Term Incentive Outperformance Share Plan 2023.								
resolution considered	Syngene Long Term Incentive	e Performance S	hare Plan 2023	and Syngene Long	lerm incentive Out	performance Share	e Plan 2023.			
Whether promoter/	No									
promoter group are										
interested in the agenda/resolution?										
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	E-Voting		219185608	99.4812	219185608	0	100.0000	0.0000		
Promoter Group	Poll	220328727	0	0.0000	0	0	0	0		
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0		
Total		220328727	219185608	99.4812	219185608	0	100.0000	0.0000		
Public- Institutions	E-Voting		114453278	83.7481	97097899	17355379	84.8363	15.1637		
	Poll	136663755	0	0.0000	0	0	0	0		
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0		
Total		136663755	114453278	83.7481	97097899	17355379	84.8363	15.1637		
Public- Non Institutions	E-Voting		287278	0.6464	280537	6741	97.6535	2.3465		
	Poll	44442018	0	0.0000	0	0	0	0		
	Postal Ballot (if applicable)	<u> </u>	0	0.0000	0	0	0	0		
Total		44442018	287278	0.6464	280537	6741	97.6535	2.3465		
Total		401434500	333926164	83.1832	316564044	17362120	94.8006	5.1994		



Resolution No.	6							
Resolution required: (Ordinary/ Special)	Special							
Description of the resolution considered	To approve the termination	of Syngene Emp	loyee Stock Opt	ion Plan 2011 ("the	ESOP Plan")			
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	E-Voting		219185608	99.4812	219185608	0	100.0000	0.0000
Promoter Group	Poll	220328727	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
Total		220328727	219185608	99.4812	219185608	0	100.0000	0.0000
Public- Institutions	E-Voting		115142762	84.2526	115139796	2966	99.9974	0.0026
	Poll	136663755	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
Total		136663755	115142762	84.2526	115139796	2966	99.9974	0.0026
Public- Non Institutions	E-Voting		287093	0.6460	282692	4401	98.4670	1.5330
	Poll	44442018	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)	1	0	0.0000	0	0	0	0
Total		44442018	287093	0.6460	282692	4401	98.4670	1.5330
Total		401434500	334615463	83.3549	334608096	7367	99.9978	0.0022

V SREEDHARAN AND ASSOCIATES

**Company Secretaries** 

No. 291, 1<sup>st</sup> Floor, 10<sup>th</sup> Main Road, 3<sup>rd</sup> Block, Jayanagar, Bengaluru - 560 011 **C** + 91 80 49594533 Sim compliance@sreedharancs.com



Annexure B

## SCRUTINIZER'S REPORT

April 24, 2023

### The Chairperson

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

Madam,

- The board of directors of the company at its meeting held on March 22, 2023, appointed me as a Scrutinizer for Scrutinizing the postal ballot voting including e-voting process.
- 2. I submit my report as under:

As per General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and 20/2021 dated December 08, 2021, 3/2022 dated May 05, 2022 and 11/2022 dated December 28, 2022 in relation to "Clarification on passing of ordinary and special resolutions by Companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID - 19" issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars")



and due to difficulty in dispatch of Postal Ballot notice, Postal Ballot form / self-addressed envelope etc., by post or courier, on account of threat posed by COVID-19 pandemic situation, the Company has sent the Postal Ballot Notice dated March 22, 2023, on March 24, 2023 by email only to the members whose email ids were available with the Company / RTA.

The notice of postal ballot was sent to the members whose name(s) appeared on the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on cut-off date i.e., Friday, March 17, 2023

- 2.1. Particulars of votes cast through electronic means only have been entered in the register separately maintained for the purpose.
- 2.2 Since there was no voting by physical postal ballot form, the question of keeping them under my safe custody before commencing the scrutiny does not arise.
- 2.3 The votes cast through electronic means were unblocked on April 23, 2023 at 5.01 P.M.
- 2.4 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, March 17, 2023.
- 2.5 Votes cast through electronic means up to 5.00 PM of April 23, 2023, being the last time and date fixed by the Company for voting through electronic means were considered for my scrutiny.
- 2.6 Since the voting on Postal Ballot process was conducted only through e-



voting, reporting on number of envelopes containing postal ballot form received after due date and up to the date of this report does not arise.

- 2.7 Since the voting on Postal Ballot process was conducted only through evoting, reporting on number of envelopes containing postal ballot forms returned undelivered also does not arise.
- 2.8 Since the voting on Postal Ballot process was conducted only through evoting, reporting on finding of defaced or mutilated ballot paper too does not arise.
  - 3. A summary of votes cast through electronic means is given in Annexure-I.
  - 4. I have emailed all the e-registers and records relating to e-voting for the safe custody to the Company Secretary.
  - 5. You may accordingly declare the result of e-voting done by the members of the Company on the resolutions mentioned in the Postal Ballot Notice dated March 22, 2023.

# For V SREEDHARAN & ASSOCIATES

(Devika Sathyanarayana) Partner FCS: 11323; CP No:.17024 Place: Bengaluru Date: April 24, 2023 UDIN: F011323E000174728



## Annexure I

## Syngene International Limited

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

Summary of votes cast through electronic means for the resolutions mentioned in the Postal Ballot Notice dated March 22, 2023

1. To approve the Syngene long term incentive performance share plan 2023 and grant of performance share units to eligible employees of the Company - Special Resolution.

Particulars	E-Voti	ng	% of total paid-
	members		up equity capital
	voted through	Shares	as on cut-off date
	e- voting		(i.e.
a) Total e-votes received	562	33,52,49,857	83.513
<ul> <li>b) Less: Invalid e-votes (as per register) (No. of Shares including cases where less votes cast and abstained from voting)</li> </ul>	9	13,23,591	0.330
c) Net valid e-votes (as per register)	553	33,39,26,266	83.183
d) e-votes with assent for the Resolution <b>as a percentage of net valid</b> <b>e-votes</b>	434	31,65,73,105	94.803
e) e-votes with dissent for the Resolution <b>as a percentage of net valid</b> <b>e-votes</b>	120	1,73,53,161	5.197



2. To approve the Syngene long term incentive outperformance share plan 2023 and grant of performance share units to eligible employees of the Company- Special Resolution.

Particulars	E-Vo	oting	% of total paid- up equity capital
a) Total e-votes received	No. of members voted through e- voting system 562	cast (Equity Shares of Rs. 10/- each)	as on cut-off date
b) Less: Invalid e-votes (as per register) (No. of Shares including cases where less votes cast and abstained from voting)	10	13,23,592	0.330
c) Net valid e-votes (as per register)	552	33,39,26,265	83.183
d) e-votes with assent for the Resolution <b>as a percentage of net valid</b> <b>e-votes</b>	435	31,65,73,205	94.803
e) e-votes with dissent for the Resolution <b>as a percentage of net valid</b> <b>e-votes</b>	118	1,73,53,060	5.197



3. To approve extending the benefits of the Syngene long term incentive performance share plan 2023 to the employees of the holding Company, Subsidiary (ies) including future Subsidiary (ies)- Special Resolution.

Particulars	E-Vo	oting	% of total paid- up equity capital
N N N N N N N N N N N N N N N N N N N	No. of members voted through e- voting system	cast (Equity Shares of Rs. 10/-	as on cut-off date
a) Total e-votes received	562	33,52,49,857	83.513
<ul> <li>b) Less: Invalid e-votes (as per register) (No. of Shares including cases where less votes cast and abstained from voting)</li> </ul>	10	13,23,592	0.330
c) Net valid e-votes (as per register)	552	33,39,26,265	83.183
d) e-votes with assent for the Resolution <b>as a percentage of net valid</b> e-votes	426	31,09,88,572	93.130
e) e-votes with dissent for the Resolution <b>as a percentage of net valid</b> e-votes	127	2,29,37,693	6.870



4. To approve extending the benefits of the Syngene long term incentive outperformance share plan 2023 to the employees of holding Company, Subsidiary (IES) including future subsidiary (IES)-Special Resolution.

Particulars	E-Vo No. of members voted through e- voting system	oting No. of votes cast (Equity Shares of Rs. 10/- each)	% of total paid- up equity capital as on cut-off date (i.e. 17/03/2023) (40,14,34,500 Equity Shares)
a) Total e-votes received	562	33,52,49,857	83.513
<ul> <li>b) Less: Invalid e-votes (as per register) (No. of Shares including cases where less votes cast and abstained from voting)</li> </ul>	9	13,23,554	0.330
<ul> <li>c) Net valid e-votes (as per register)</li> </ul>	553	33,39,26,303	83.183
d) e-votes with assent for the Resolution <b>as a percentage of net valid</b> e-votes	426	31,09,88,572	93.130
e) e-votes with dissent for the Resolution <b>as a percentage of net valid</b> <b>e-votes</b>	128	2,29,37,731	6.870



5. To approve the provisions of money by the Company for the purchase of its own shares by the Syngene employee's welfare trust for the benefit of employees under Syngene long term incentive performance share plan 2023 and the Syngene long term incentive outperformance share plan 2023- Special Resolution.

Particulars	E-Voting		% of total paid-
	No. of members voted through e- voting system	No. of votes cast (Equity Shares of Rs. 10/- each)	as on cut-on date
a) Total e-votes received	562	33,52,49,857	83.513
<ul> <li>b) Less: Invalid e-votes (as per register) (No. of Shares including cases where less votes cast and abstained from voting)</li> </ul>	9	13,23,693	0.330
c) Net valid e-votes (as per register)	553	33,39,26,164	83.183
d) e-votes with assent for the Resolution <b>as a percentage of net valid</b> <b>e-votes</b>	435	31,65,64,044	94.801
e) e-votes with dissent for the Resolution <b>as a percentage of net valid</b> <b>e-votes</b>	119	1,73,62,120	5.199



Particulars	E-Voting		% of total paid- up equity capital
a) Total e-votes received	No. of members voted through e- voting system 562	No. of votes cast (Equity Shares of Rs. 10/- each) 33,52,49,857	as on cut-off date (i.e. 17/03/2023) (40,14,34,500 Equity Shares)
b) Less: Invalid e-votes (as per register) (No. of Shares including cases where less votes cast and abstained from voting)	3	6,34,394	
c) Net valid e-votes (as per register)	559	33,46,15,463	83.355
d) e-votes with assent for the Resolution <b>as a percentage of net valid</b> e-votes	536	33,46,08,096	99.998
e) e-votes with dissent for the Resolution as a percentage of net valid e-votes	23	7,367	0.002

6. To approve the termination of Syngene employee stock option plan 2011 ("The ESOP Plan")- Special Resolution.

