

Notice

Notice is hereby given that the 24th Annual General Meeting (AGM) of Syngene International Limited will be held on Friday, July 28, 2017, at 2:00 P.M. at Tyler Jacks Auditorium, Biocon Research Centre, Biocon Special Economic Zone, Bommasandra Industrial Area, Jigani Link Road, Bengaluru 560 099, to transact the following businesses set out below:

Ordinary Business:

Item No 1: Adoption of financial statements

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.

Item No 2: Declaration of Dividend

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

Item No 3: Appointment of Prof. Catherine Rosenberg as director liable to retire by rotation

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

Item No 4: Ratification for appointment of Statutory Auditors and fixing their remuneration

To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Audit and Auditors) Rules, 2014 ("Rules") (including any statutory modification or re-enactment thereof, for the time being in force), the Shareholders hereby ratifies the appointment of M/s. B S R & Co. LLP, Chartered Accountants bearing Registration Number 101248W/W-100022, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting to be held in 2018 at such remuneration as may be decided by the Board of Directors in consultation with the Audit and Risk Committee.

Special Business:

Item No 5: To appoint Dr. Vijay Kuchroo (DIN: 07071727) as an Independent Director of the Company.

To consider, and if thought fit, to pass with or without modification(s) the following as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, read with schedule IV to the Companies Act 2013, Dr. Vijay Kuchroo (DIN: 07071727), who was appointed by the Board of Directors as an Additional Director of the Company with effect from March 1, 2017 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ("Act") being eligible, be and is hereby appointment as Independent Director, not liable to retire by rotation, for a tenure of three years commencing from the date of Board's appointment till the conclusion of 27th Annual General Meeting to be held in 2020.

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 for appointment of Dr. Vijay Kuchroo (DIN: 07071727) as an Independent Director on the Board of the Company."

Item No 6: To appoint Russell Walls (DIN: 03528496) as an Independent Director of the Company.

To consider, and if thought fit, to pass with or without modification(s) the following as a **Special Resolution**:

"RESOLVED THAT pursuant to section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, read with schedule IV to the Companies Act 2013, Russell Walls (DIN: 03528496), be and is hereby re-appointed as an Independent Director, not liable to retire by rotation, for a tenure of three years commencing from the date of shareholders approval till the conclusion of 27th Annual General Meeting to be held in 2020;

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 for appointment of Russell Walls (DIN: 03528496) as an Independent Director on the Board of the Company."

Item No 7: To appoint Jonathan Hunt (DIN: 07774619) as a Whole-time Director of the Company.

To consider, and if thought fit, to pass with or without modification(s) the following as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Jonathan Hunt (DIN: 07774619) who was appointed by the Board of Directors as an Additional Director with effect from May 1, 2017 and who holds office up to the date of this Annual General Meeting of the Company be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of sections 196, 197 & 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V to the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable rules, regulations and guidelines issued by any Statutory Authority and subject to such other approvals, as may be necessary, approval of the shareholders be and is hereby accorded to an appointment of Jonathan Hunt (DIN: 07774619) as a Whole-time Director of the Company, not liable to retire by rotation, for a period of five years commencing from May 1, 2017 on such terms and conditions including remuneration as mentioned below:

I. Period of Appointment:

For a period of five years commencing from May 1, 2017.

II. Remuneration:

• **Annual Base Pay:**

Indian rupee equivalent to GBP 345,600 per annum including all allowances as per the salary structure of the Company. Additionally, performance linked increment shall be payable at the discretion of the Board of Directors based on the recommendation of Nomination and Remuneration Committee.

• **Variable Pay:**

Payment of variable pay linked to the achievement of targets as may be decided by Nomination & Remuneration Committee and approved by the Board.

• **Long-term Incentives / Employee Stock Option Plan:**

As per the Company policy and as may be decided by the Board on the recommendation of Nomination and Remuneration Committee.

III. Perquisites:

• **Conveyance & Petrol/ Maintenance Allowance:**

A Company provided car with driver during stay in India. All costs to be borne by the Company.

• **Travel and Stay expenses:**

While your primary place of residence is United Kingdom, you will be required to undertake such travel as deemed necessary to fulfill obligations of your work to India and/or any other place. The cost of travel, boarding, lodging and other reasonable incidental expenses incurred during such travel shall be borne by the Company.

• **Mobile/Telephone/Internet/Home Office Expenses**

Reimbursement of Mobile, Telephone & Internet charges on actual basis.

• **Personal Accident Insurance Coverage:**

As per the Company policy

• **Medicclaim/ Life Assurance/Death in Service/ Critical Illness cover:**

Healthcare, Dental Cover and Life Assurance/ Death in Service/ Critical Illness cover. The annual premium for the same not exceeding GBP 7000 shall be borne by the Company.

• **Leave eligibility and leave encashment:**

Leave eligibility and leave encashment as applicable to all employees of the Company, from time to time.

• **Any other allowances, benefits and perquisites:**

Any other allowances, benefits and perquisites as per the rules applicable to the Senior Executives of the Company and / or which may become applicable in the future and / or any other allowances, benefits and perquisites as approved by

the Board.

IV. Overall Remuneration: The aggregate of salary and perquisites as specified above or paid additionally in accordance with the rules of the Company in any financial year, which the Board in its absolute discretion may deemed fit and pay to Jonathan Hunt from time-to-time, shall not exceed the limits prescribed under Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act, as may for the time being in force. Jonathan Hunt being in full time employment of the Company shall not be eligible for any sitting fees for attending Board and Committee meetings of the Company.

RESOLVED FURTHER THAT Board on the recommendation of Nomination and Remuneration Committee, be and is hereby authorised to alter and vary the terms and conditions of appointment including remuneration, but such remuneration shall not exceed the limits specified in Companies Act, 2013.

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 for appointment of Jonathan Hunt (DIN: 07774619) as a Whole-time Director on the Board of the Company."

By Order of the Board of Directors
For **Syngene International Limited**

Mayank Verma
Company Secretary

Date: April 27, 2017
Place: Bengaluru

Registered Office:

Biocon Special Economic Zone,
Bommasandra Industrial Area,
IV Phase, Jigani Link Road,
Bengaluru – 560 099
CIN: L51909KA1993PLC014937
Website: www.syngeneintl.com

Notes:

1. A shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote in the meeting and the proxy need not be a shareholder of the company.
2. Pursuant to provisions of section 105 of the Companies Act, 2013 read with the applicable rules, a person can act as proxy on behalf of shareholders not exceeding

fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A shareholder holding more than ten percent of the total share capital of the company carrying voting rights, may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

3. Corporate shareholders intending to send their authorized representatives to attend the meeting are requested to send to the company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. The instrument appointing a proxy, in order to be effective, should be deposited at the registered office of the company, duly completed signed and stamped, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
5. Shareholders are requested to bring their copies of Annual Report to the meeting. In order to enable us to register your attendance at the venue of the Annual General Meeting, shareholders are requested to please bring their folio number/ demat account number/DP ID-Client ID to enable us to provide a duly filled attendance slip for your signature and participation at the meeting.
6. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Only bonafide shareholders of the Company whose names appear on the Register of Shareholders /Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-shareholders from attending the meeting.
8. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the register of Contracts and Arrangements in which directors are interested, maintained under section 189 of the Companies Act,

- 2013 will be available for inspection by the shareholders at the meeting.
10. Shareholders holding shares in Electronic (demat) form are advised to inform the particulars of their bank account, change of postal address and email ids to their respective Depository Participants only. The Company or its R & T Agents i.e. Karvy cannot act on any request received directly from the shareholders holding shares in demat mode for changes in any bank mandates or other particulars.
 11. Shareholders holding shares in physical form are advised to inform the particulars of their bank account, change of postal address and email ids to Karvy Computershare Private Ltd. (Unit: SYNGENE), Plot 31-32, Karvy Selenium, Tower B, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 or the Secretarial Department of the Company.
 12. Shareholders holding shares in Electronic (demat) form or in physical mode are requested to quote their DPID & Client ID or Folio details respectively in all correspondences, including dividend matters to the Registrar and Share Transfer Agents, Karvy Computershare Private Ltd. (Unit: Syngene International Ltd.), Plot 31-32, Karvy Selenium, Tower B, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 or the Secretarial Department of the Company.
 13. Shareholders holding shares in Electronic (demat) and who have not registered their email addressed so far with their depository participants are requested to registered their email address with their depository participants for receiving all the communications including annual report, notices etc., in electronic mode from the Company.
 14. Shareholders holding shares in physical mode and who have not registered their e-mail address with the Company are requested to submit their request with their valid e-mail address to M/s Karvy Computershare Private Limited for receiving all the communications including annual report, notices etc., in electronic mode from the Company.
 15. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, and Regulation 36 of SEBI (LODR) Regulation, 2015, companies can serve Annual Reports and other communications through electronic mode to those shareholders who have registered their e-mail address either with the Company or with the Depository. Shareholders of the Company, who have registered their email-address, are entitled to receive such communication in physical form upon request.
 16. Copies of Notice, Annual report are being sent by electronic mode to those shareholders whose email ids are available with our R&T agents, unless shareholders have requested for physical copy specifically. For shareholders whose e-mail ids are not available, physical copy has been sent by permitted mode.
 17. Shareholders may note that the Notice of 24th Annual General Meeting Notice, Annual Report, attendance slip, proxy form and e-voting instructions are also available on the Company's website i.e. www.syngeneintl.com.
 18. The shareholders whose name appears in the Register of Shareholders as on the record date of July 21, 2017 will be eligible for final dividend for the financial year ended March 31, 2017.
 19. The dividend as recommended by the Board, if declared at this meeting, will be paid within the period of 30 days from the date of declaration, to those shareholders whose name appears in the Register of Shareholders as on the record date. However, the dividend pay-out date is Thursday, August 3, 2017.
 20. Shareholders are requested to note that as per Section 124(5) of the Companies Act, 2013, the dividend which remains unpaid or unclaimed for a period of seven years from the date of its transfer to the unpaid dividend account, is liable to be transferred by the Company to the "Investor Education Protection Fund" (IEPF) established by the Central Government under the provisions of Section 125 of the Companies Act, 2013.
 21. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is pleased to provide the facility of remote e-voting to all shareholders as per the applicable Regulations relating to e-voting. The complete instructions on e-voting facility provided by the Company is annexed to this Notice, explaining the process of e-voting with necessary user id and password along with procedure for such e-voting. Such remote e-voting facility is in addition to voting that may take place at the meeting venue on July 28, 2017.

22. Company has fixed the cut-off date i.e. July 21, 2017 for determining the eligibility of shareholders entitled to vote at the Annual General Meeting and facility for remote e-voting shall remain open for a period of 3 days commencing from July 25, 2017 to July 27, 2017 (both days inclusive).
23. Company has appointed V Sreedharan, Company Secretary in Practice, as Scrutinizer for carry out the e-voting and voting by poll at the Annual General Meeting.
24. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (08:15 am to 5:15 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
25. Pursuant to Regulation 36 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, Directors seeking Appointment/Re-appointment at the Annual General Meeting of the Company to be held on July 28, 2017 is furnished as annexure to this Notice. The Directors have furnished consent/declarations for their appointment/re-appointment as required under Companies Act, 2013 and rules made thereunder.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 5: Appointment of Dr. Vijay Kuchroo (DIN: 07071727) as an Independent Director of the Company.

The Board has approved the appointment Dr. Vijay Kuchroo as an Additional Director (Independent) effective from March 1, 2017, for a tenure of three years commencing from the date of Board's appointment till the conclusion of 27th Annual General Meeting proposed to be held in 2020, subject to the approval of shareholders of the Company.

The Company has received a notice in writing under section 160 of the Companies Act from a shareholder along with the requisite deposit of ₹ 100,000/-, proposing the candidature and appointment of Dr. Vijay Kuchroo as an Independent Director, not liable to retire by rotation, under section 149 of the Companies Act, 2013.

The Company has received from Dr. Vijay Kuchroo (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) Intimation in Form DIR 8 in terms of Companies(Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 (2) of Act, (iii) A declaration to the effect that he meets the criteria of independence as provided in Section 149 (6) of Act.

In the opinion of the Board, he fulfils the conditions for appointment as Independent Director, as specified in the Companies Act, 2013 and the Listing Regulation and is Independent of the Management.

The resolution seeks the approval of the shareholders in terms of Section 149 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, for appointment of Dr. Vijay Kuchroo as an Independent Director of the Company for a term of three

years commencing from March 1, 2017 till the conclusion of 27th Annual General Meeting proposed to be held in 2020. Dr. Vijay Kuchroo is not liable to retire by rotation.

The profile and specific areas of expertise of Dr. Vijay Kuchroo is provided in annexure to this notice.

A copy of the draft letter of appointment setting out the terms and conditions of appointment of Independent Director is available for inspection, without any fee, by the shareholders at the Company's Registered Office during normal hours on working days up to the date of the Annual General Meeting.

No Director, Key Managerial Personnel or their relatives are interested or concerned in the resolution.

The Board recommends the resolution set forth in item no. 5 of the Notice for approval of the shareholders .

Item No. 6: Re-appointment of Russell Walls (DIN: 03528496) as an Independent Director of the Company.

The shareholders at its 21st Annual General meeting held on July 23, 2014 had approved the appointment Russell Walls as an Independent Director, for a tenure of three years commencing from the date of Board's approval till the conclusion of 24th Annual General Meeting proposed to be held in the year 2017.

The Board at its meeting held on April 27, 2017, has re-appointed Russell Walls as an Independent Director on the Board of the Company for another period of three years commencing from the conclusion of this Annual General Meeting till the conclusion of 27th Annual General Meeting proposed to be held in 2020, subject to the approval of shareholders of the Company. Russell Walls is not liable to

retire by rotation.

In the opinion of the Board, he fulfils the conditions for appointment as Independent Director, as specified in the Companies Act, 2013 and the Listing Regulation and is Independent of the Management.

The resolution seeks the approval of the shareholders in terms of Section 149 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, for re-appointment of Russell Walls as an Independent Director of the Company for a term of three years commencing from the conclusion of this Annual General Meeting till the conclusion of 27th Annual General Meeting proposed to be held in 2020. Russell Walls is not liable to retire by rotation.

The profile and specific areas of expertise of Russell Walls is provided in annexure to this notice.

A copy of the draft letter of appointment setting out the terms and conditions of appointment of Independent Director is available for inspection, without any fee, by the shareholders at the Company's registered office during normal hours on working days up to the date of the Annual General Meeting.

No Director, Key Managerial Personnel or their relatives are interested or concerned in the resolution.

The Board recommends the resolution set forth in item no. 6 of the Notice for approval of the shareholders.

Item No. 7: Appointment of Jonathan Hunt (DIN: 07774619) as a Whole-time Director of the Company.

Jonathan Hunt, joined Syngene as Designate Chief Executive Officer of the Company effective January 4, 2016 and thereafter he has been elevated as Chief Executive Officer of the Company with effect from April 1, 2016.

Pursuant to the recommendation of the Nomination and Remuneration Committee, Board at its meeting held on April 27, 2017, has appointed Jonathan Hunt, Chief Executive Officer as a Whole-time Director of the Company for a period of five years commencing from May 1, 2017, and not liable to retire by rotation, subject to shareholders approval at the Annual General Meeting.

The Company has received a notice in writing under section 160 of the Companies Act from a shareholder along with the requisite deposit of ₹ 100,000/-, proposing the candidature and appointment of Jonathan Hunt as a Whole-time Director, not liable to retire by rotation, under section 196, 197 and 203 of the Companies Act, 2013.

The Company has received from Jonathan Hunt (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) Intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 (2) of the Companies Act.

The resolution seeks the approval of the shareholders in terms of Section 196, 197, 203 and other applicable provisions of the Act, read with Schedule V of the Act and the Rules made thereunder, for appointment of Jonathan Hunt as a Whole-time Director of the Company for a term of five years commencing from May 1, 2017, and not liable to retire by rotation.

The profile and specific areas of expertise of Jonathan Hunt is provided in annexure to this notice.

No Director, Key Managerial Personnel or their relatives are interested or concerned in the resolution.

The Board recommends the resolution set forth in item no. 7 of the Notice for approval of the shareholders .

Annexure – Information to Shareholders

(In Pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Details of the directors seeking appointment or re-appointment at the forthcoming Annual General Meeting

Brief resume of Directors:

Dr. Vijay Kuchroo

Dr. Vijay K Kuchroo, 61 years, is the Samuel L. Wasserstrom Professor of Neurology at Harvard Medical School, Senior Scientist at Brigham and Women's Hospital and Co-Director of the Center for Infection and Immunity, Brigham Research Institutes, Boston. He is also an Associate Shareholder of the Broad Institute and a participant in a Klarman Cell Observatory project that focuses on T cell differentiation. He is also the Director of the newly formed Evergrande Centre for Immunologic Diseases at Harvard Medical School and Brigham and Women's Hospital.

To his credit, Dr. Kuchroo first described the inhibitory receptor TIM-3, which is being exploited as a target for cancer immunotherapy. He was the first to describe the development of highly pathogenic Th17 cells, which has been shown to induce multiple different autoimmune diseases in humans. He has published over 325 original research papers in the field of Immunology and a paper describing development of Th17 authored by him has been one of the highest cited papers in Immunology. In addition, he has 25 patents and has founded 5 different biotech companies including CoStim Pharmaceuticals and Tempero Pharmaceuticals.

He is also an Independent, Non-Executive Director on the Board of Biocon Limited. He also serves on the scientific

advisory Boards and works in advisory capacity to a number of big pharmaceutical companies including Pfizer, Novartis and Glaxo-Smith-Kline (GSK).

Russell Walls

Russell Walls, 73 years, is a Non-Executive, Independent Director of our Company. He 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. He possesses experience as director across a range of industries such as insurance, pharmaceuticals, textiles, transport and leisure. He is currently the Chairperson of Aviva life holdings UK Limited and also on the board of Biocon Limited, Aviva life holdings Limited, Mytrah Energy Limited, Aviva Italia Holdings Spa, Signet Jewellers Limited etc. He has been a director of our Company since April 2011.

Jonathan Hunt

Jonathan Hunt, 48 years, holds a BA (Business Studies & Economics) degree from the University of Sheffield, United Kingdom and has done his MBA from Durham University, United Kingdom. He is responsible for leading Syngene's business operations as well as steering its investments in developing and strengthening its capabilities and capacities. He has more than 25 years of extensive experience in the global biopharmaceuticals industry. Prior to joining Syngene in January 2015, he worked with AstraZeneca for over a decade where he has held various leadership positions including President & Director of AstraZeneca, Austria and President & COO, AstraZeneca India.

Name of the Director	Dr. Vijay Kuchroo	Russell Walls	Jonathan Hunt
Category	Independent Director	Independent Director	Whole-time Director
DIN	07071727	03528496	07774619
Date of Birth	June 5, 1955	February 22, 1944	February 5, 1969
Date of Appointment	March 1, 2017	April 27, 2011	May 1, 2017
Tenure of Appointment/Re-appointment	Three years	Three years	Five years
Nature of expertise in specific functional areas	Scientist	Financial Expert	Management Professional
Disclosure of relationship with Directors inter-se	None	None	None
Directorship held in other Listed Companies	Biocon Limited	Biocon Limited	None
Membership of Committee in other Companies, if any	None	Refer Corporate Governance report	None
Shareholding as on March 31, 2017	25,000	25,000	Nil

Instructions for e-voting & Instapoll

- 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, the Company is providing e-voting facility through Karvy Computershare Private Limited (Karvy) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting.
 - (A) In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/Depository Participants (s)]:
 - i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - 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 mayank.verma@syngeneintl.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name Event No." The documents should reach the Scrutinizer on or before 5:00 pm on July 27, 2017.
 - (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. **Voting at AGM:** The shareholders, who have not cast their vote through remote e-voting can exercise their voting rights at the Annual General Meeting. We have made necessary arrangements in this regard at the Annual General Meeting Venue. The facility for voting through electronic voting system ('Insta Poll') shall be made available at the Meeting. Members who have already cast their votes by remote e-voting are eligible to attend the Meeting; however those Members are not entitled to cast their vote again in the Meeting. A Member can opt for only single mode of voting i.e. through Remote e-voting or voting at the AGM. If a Member casts votes by both modes then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- III. The Company has appointed Mr. V Sreedharan, Partner of M/s. V. Sreedharan & Associates, Company Secretaries, Bengaluru (FCS 2347; C.P. No. 833) as Scrutinizer to scrutinize the e-voting process in fair and transparent manner.

- IV. The scrutinizer shall immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes in the presence of at least two witnesses not in employment of the Company. The Scrutinizer's shall submit a consolidated Scrutinizer's Report 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.
- V. The Chairperson or a person authorised by him in writing shall declare the result of voting forthwith.
- VI. 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 declared by the chairperson or any other person authorised by the chairperson.

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 Computershare 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 1500 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 Tuesday, July 25, 2017 (9:00 A.M. IST) and ends on Thursday, July 27, 2017 (5:00 P.M. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of July 21, 2017, may cast their votes electronically. A person who is not a shareholder 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 shareholder, the shareholder shall not be allowed to change it subsequently.
- d. The voting rights of shareholder shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. July 21, 2017.
- e. In case a person has become a shareholder of the Company after dispatch of Annual General Meeting Notice but on or before the cut-off date for E-voting i.e., July 21, 2017, 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

Example for NSDL:

MYEPWD <SPACE> IN12345612345678

Example for CDSL:

MYEPWD <SPACE> 1402345612345678

Example for Physical:

MYEPWD <SPACE> XXXX1234567890

- ii. 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.
- iii. Member may call Karvy's toll free number 1800-3454-001.
- iv. Member 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.

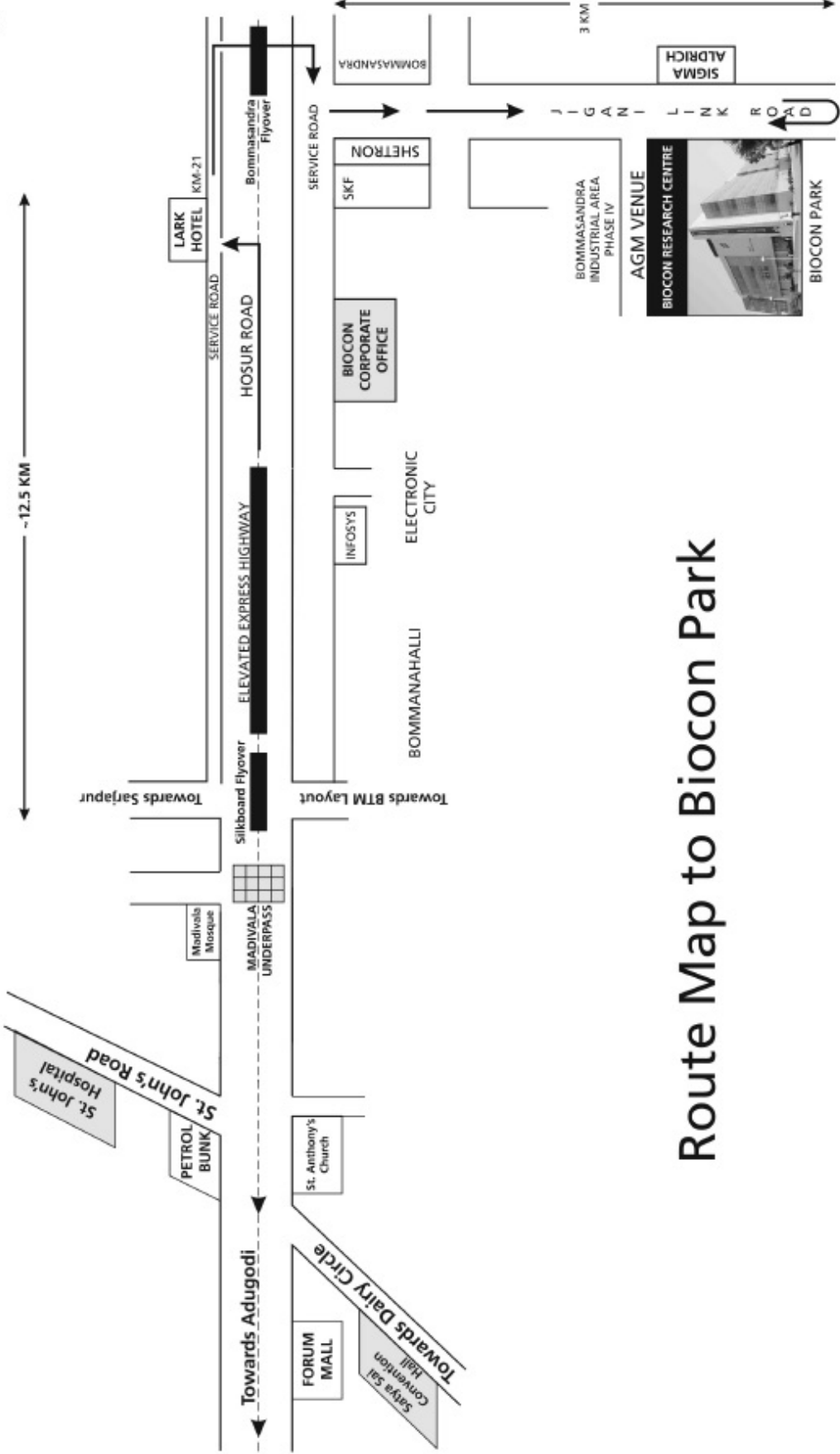
Attendance registration procedure at the AGM venue is as follows:

- a) Shareholders are requested to tender their attendance slips at the registration counters at the AGM venue and seek registration before entering the meeting hall.
- b) Alternatively, to facilitate smooth registration/entry, the Company has provided a web-check in facility through Karvy's website. This will enable the shareholders to register attendance online in advance and generate Attendance Slip without going through the registration formalities at the registration counters.
- c) The Web Check-in (i.e. Online Registration facility) is available during e-voting period only i.e., Tuesday, July 25, 2017 (9:00 A.M. IST) and ends on Thursday, July 27, 2017 (5:00 P.M. IST).

Web Check-in procedure is as follows:

- a) Log on to <https://karisma.karvy.com> and click on "Web Check-in for General Meetings"
- b) Select the name of the Company: Syngene International Limited
- c) Pass through the security credentials viz., DP ID/Client ID/Folio no. entry, PAN No & "CAPTCHA" as directed by the system and click on the submission button.
- d) The system will validate the credentials. Then click on the "Generate my attendance slip" button that appears on the screen.
- e) The attendance slip in PDF format will appear on the screen. Select the "PRINT" option for direct printing or download and save for the printing.
- f) The Members are requested to carry their valid photo identity along with the above attendance slip for verification purpose.

Not to Scale



Route Map to Biocon Park

Syngene International Limited

CIN: L51909KA1993PLC014937

Regd. Office: Biocon Park SEZ, Bommasandra Industrial Area, IV Phase,
Jigani Link Road, Bengaluru – 560 099, Email- mayank.verma@syngeneintl.com

Website: www.syngeneintl.com; Phone: 080 – 6775 5000

Form No. MGT-11

Proxy Form

24th Annual General Meeting

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of Companies (Management and Administration) Rules, 2014]

Venue of the meeting : Tyler Jacks Auditorium, Biocon Research Centre,
Biocon Park SEZ, Bommasandra Industrial Area,
Phase IV, Jigani Link Road, Bengaluru 560 099

Date & Time : July 28, 2017 at 2:00 PM

Name	
Address	
DP Id	
Client Id	
Folio No.	
No. of Shares held	

I/We _____ of _____ being a shareholder/shareholders of Syngene International Limited hereby appoint the following as my/our Proxy to attend vote (for me/us and on my/our behalf at the 24th Annual General Meeting of the Company to be held on July 28, 2017 at 2:00 pm and at any adjournment thereof) in respect of such resolutions as are indicated below;

Name: _____ Address: _____

E-mail Id: _____ Signature: _____ or failing him.

Name: _____ Address: _____

E-mail Id: _____ Signature: _____ or failing him.

Name: _____ Address: _____

E-mail Id: _____ Signature: _____ or failing him.

Sl. No	Resolutions	Vote (See note 5)	
		For	Against
Ordinary Business			
1	Adoption of financial statements		
2	Declaration of Dividend		
3	Appointment of Prof. Catherine Rosenberg as director liable to retire by rotation		
4	Ratification for appointment of Statutory Auditors and fixing their remuneration		
Special Business			
5	Appointment of Dr. Vijay Kuchroo as an Independent Director		
6	Re-appointment of Russell Walls as an Independent Director		
7	Appointment of Jonathan Hunt as a Whole-time Director for a period of five years.		

Signature (s) of Shareholder(s)

1. _____
2. _____
3. _____



Signed this _____ day of _____ 2017

Signature of Proxy holder(s)

Note:

1. The Proxy to be effective should be deposited at the Registered office of the company not less than FORTY EIGHT HOURS before the commencement of the Meeting. (i.e. on or before July 26, 2017 at 2.00 PM.).
2. A Proxy need not be a shareholder of the Company.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Shareholders .
4. The form of Proxy confers authority to demand or join in demanding a poll.
5. This is optional. Please put a tick mark (✓) in the appropriate column against the resolutions indicated in the box. If a shareholder leaves the "For" or "Against" column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a shareholder wishes to abstain from voting on a particular resolution, he/she should write "Abstain" across the boxes against the Resolution.
6. The submission by a shareholder of this form of proxy will not preclude such shareholder from attending in person and voting at the meeting.
7. In case a shareholder wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns "For" or "Against" as appropriate.

Syngene International Limited

CIN: L51909KA1993PLC014937

Regd. Office: Biocon Park SEZ, Bommasandra Industrial Area, IV Phase,
Jigani Link Road, Bengaluru – 560 099, Email- mayank.verma@syngeneintl.com
Website: www.syngeneintl.com; Phone: 080 – 6775 5000

Attendance Slip

24th Annual General Meeting

Venue of the meeting : Tyler Jacks Auditorium, Biocon Research Centre,
Biocon Park SEZ, Bommasandra Industrial Area, Phase IV Jigani Link Road,
Bengaluru 560 099

Date & Time : July 28, 2017 at 2:00 PM

Please fill Attendance Slip and hand it over at the entrance of the meeting venue

Name	
Address	
DP Id	
Client Id	
Folio No.	
No. of Shares held	

I certify that I am the registered shareholders/proxy for the registered shareholder of the Company.


I hereby record my presence at the 24th Annual General Meeting of the Company held on July 28, 2017 at 2:00 PM at Tyler Jacks Auditorium, Biocon Research Centre, Biocon Park SEZ, Bommasandra Industrial Area, Phase IV, Jigani Link Road, Bengaluru 560 099.

Name of the shareholder/proxy

(In BLOCK letters)

Signature of shareholder/proxy

Note:

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1. Electronic copy of the Annual Report for 2016-17 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is being sent to all the shareholders whose email address is registered with the Company/Depository Participant unless any shareholder has requested for a hard copy of the same. Shareholders receiving electronic copy and attending the Annual General Meeting can print copy of this Attendance Slip.
 2. Physical copy of the Annual Report for 2016-17 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all shareholders whose email ids are not registered with the Company or have requested for a hard copy.

