

Notice

Notice is hereby given that the 26th Annual General Meeting (“AGM”) of Syngene International Limited will be held on Wednesday, July 24, 2019 at 4:30 P.M. at Tyler Jacks Auditorium, Biocon Research Centre, Biocon SEZ, Biocon Park, Bommasandra Industrial Area, Jigani Link Road, Bengaluru 560 099, to transact the following business:

ORDINARY BUSINESS:

Item No. 1: Adoption of financial statements

To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31 March 2019, together with the Reports of the Board of Directors and the Auditors thereon.

Item No. 2: Declaration of Dividend

To declare a final dividend of Re. 0.50 per equity share for the Financial Year ended 31 March 2019.

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

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

SPECIAL BUSINESS:

Item No. 4: To re-appoint Paul Blackburn (DIN: 06958360) 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, 160 and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), read with schedule IV of Act, Paul Blackburn (DIN: 06958360), be and is hereby re-appointed as an Independent Director, not liable to retire by rotation, for a second term of five years commencing from the date of shareholders’ approval till the conclusion of 31st AGM proposed to be held in 2024;

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 Paul Blackburn (DIN: 06958360) as an Independent Director on the Board of the Company.”

Item No. 5: To approve Syngene Restricted Stock Unit Long Term Incentive Plan FY 2020 and grant

of Restricted Stock Units to eligible employees 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 the provisions of Section 62 (1) (b) and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof), Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines/ Circulars in that behalf and subject to such other approval(s), consent(s), permission(s), and sanction(s) as may be necessary from the appropriate regulatory authority(ies)/ institution(s) and such conditions and modifications as may be prescribed/imposed by the appropriate regulatory authority(ies)/ institution(s) while granting such approval(s), consent(s), permission(s) and/or sanction(s) and may be agreed by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board or any other Committee constituted and empowered by the Board for the purpose, hereinafter referred to as ‘the Committee’) the consent of the members of the Company be and is hereby accorded to approve, formulate and implement “Syngene Restricted Stock Unit Long Term Incentive Plan FY 2020” (“the Plan”) through the trust route and the Board be and is hereby authorised to create, issue, offer, grant and allot, in one or more tranches, a maximum of such Restricted Stock Units (“RSU’s”) at any point of time drawing upto 1.67% of the paid-up capital (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) which are exercisable into not more than 1.67% of the paid-up capital of the Company at any point of time (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) to or for the benefit of permanent employees whether working in India or outside India and directors whether a whole-time director or not (other than promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company) of the Company including the employees of the present and future subsidiary Company(ies) and such other employees as may

be permitted under the applicable laws (hereafter collectively referred as "Identified Employees") and as may be approved by the Board, from time to time at such price or prices in one or more tranches and on such terms and conditions as may be determined by the Board in accordance with the applicable laws, and as per the terms of the Plan and to provide for grant and subsequent vesting and exercise of RSU's by Identified Employees in the manner and method as contained in the Plan and described in the explanatory statement;

RESOLVED FURTHER THAT subject to the applicable laws, consent of the member(s) of the Company be and is hereby accorded to the Board of the Company to implement the Plan through an irrevocable trust by the name "Syngene Employee Welfare Trust" ("the Trust");

RESOLVED FURTHER THAT in compliance with section 62 (1) (b) and applicable provisions of the Act and other applicable laws including but not limited to Indian Trust Act, 1882, the Board be and is hereby authorized to allot the fresh Equity Shares upto 1.67% of the paid-up Capital of Equity shares of Rs. 10/- each of the company (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable for time to time), to Syngene Employee Welfare Trust over a period of time for the purpose of implementation of the Plan;

RESOLVED FURTHER THAT the new equity shares to be issued and allotted by the Company in the manner aforesaid shall rank pari passu in all respects with the then existing Equity Shares of the Company;

RESOLVED FURTHER THAT the Board be and is hereby authorized to take requisite steps for listing of the equity shares allotted under the Plan, from time to time, on the Stock Exchanges where the equity shares of the Company are listed;

RESOLVED FURTHER THAT in case of any corporate action(s) such as right issues, bonus issues, split, consolidation of shares, or other reorganization of the capital structure of the Company, the ceiling as aforesaid of 1.67% of the paid-up capital of the Company shall be deemed to be increased/decreased, as may be determined by the Board, to facilitate making a fair and reasonable adjustment to the entitlements of participants under the plan;

RESOLVED FURTHER THAT the Company shall conform compliance to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein;

RESOLVED FURTHER THAT the Nomination and Remuneration Committee ("Committee") be and is hereby designated as

Compensation Committee pursuant to SEBI Regulations for administration and superintendence of the Plan;

RESOLVED FURTHER THAT the Board of the Company, subject to compliance of the applicable laws and regulations, be and is hereby authorized to modify, change, vary, alter, amend, suspend or terminate the Plan not prejudicial to the interests of the Identified Employees and to do all such acts, deeds, matters and things as it may in its absolute discretion deems fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members and to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Plan and do all other things incidental to and ancillary thereof;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary including but not limited to appoint Advisors, Merchant Bankers, Consultants or Representatives, being incidental for the effective implementation and administration of the Plan and to make applications to the appropriate Authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution."

Item No. 6: To approve grant of Restricted Stock Units to the employees of present and future subsidiary company (ies) under Syngene Restricted Stock Unit Long Term Incentive Plan FY 2020.

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

"RESOLVED THAT pursuant to the provisions of Section 62 (1) (b) and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof), Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines/ Circulars in that behalf and subject to such other approval(s), consent(s), permission(s), and sanction(s) as may be necessary from the appropriate regulatory authority(ies)/ institution(s) and such conditions and modifications as may be prescribed/imposed by the appropriate regulatory authority(ies)/ institution(s) while granting such approval(s), consent(s), permission(s) and/or sanction(s) and may be agreed

by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board or any other Committee constituted and empowered by the Board for the purpose, hereinafter referred to as 'the Committee'), the consent of the members of the Company be and is hereby accorded to extend the benefits of the Syngene Restricted Stock Unit Long Term Incentive Plan FY 2020 ("the Plan") to or for the benefit of permanent employees whether working in India or outside India and directors whether a whole-time director or not (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company) of the present and future subsidiary company (ies) of the Company, and such other employees as may be permitted under the applicable laws (hereafter collectively referred as "Identified Employees") and as may be approved by the Board from time to time, on such terms and conditions, as contained in the Plan;

RESOLVED FURTHER THAT the new equity shares to be issued and allotted by the Company in the manner aforesaid shall rank pari passu in all respects with the then existing equity shares of the Company;

RESOLVED FURTHER THAT the Company shall conform compliance to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein;

RESOLVED FURTHER THAT the Board of the Company, subject to compliance of the applicable laws and regulations, be and is hereby authorized to modify, change, vary, alter, amend, suspend or terminate the Plan not prejudicial to the interests of the Identified Employees and to do all such acts, deeds, matters and things as it may in its absolute discretion deems fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members and to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Plan and do all other things incidental to and ancillary thereof."

Item No. 7: To approve the provision of money by the Company for purchase of its own shares by the Syngene Employees Welfare Trust for the benefit of employees under Syngene Restricted Stock Unit Long Term Incentive Plan FY 2020

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b), 67, Rule 16 of the Companies (Share Capital and Debentures) Rules, 2015 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations"), the Memorandum of Association and Articles of Association, and any other applicable and prevailing statutory Guidelines/Circulars in that behalf, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution), consent of the members of the Company be and is hereby accorded to the Board to grant loan, to provide guarantee or security in connection with a loan granted or to be granted to, the Syngene Employees Welfare Trust (hereinafter referred to as "Trust") in one or more tranches not exceeding 1.67% of the aggregate of the paid-up share capital and free reserves at any point of time for the purpose of subscription and/or purchase of equity shares of the Company by the trust, in one or more tranches, subject to the ceiling of equity shares as may be collectively prescribed under "Syngene Restricted Stock Unit Long Term Incentive Plan FY 2020" ("the Plan") and/or any other share based employee benefit plan which may be introduced by the Company from time to time (hereinafter referred to as "Employee Benefit Plan(s)", with a view to deal in such equity shares in line with contemplated objectives of the Plan or for any other purpose(s) as permitted under and in due compliance with the provisions of the SEBI Regulations, the Companies Rules and other applicable laws and regulations;

RESOLVED FURTHER THAT any loan provided by the Company shall be repayable to and recoverable by the Company from time to time during the term of the Plan and/or Employee Benefit Plans, as the case may be, subject to exercise price being paid by the employees on exercise of Restricted Stock Units/ Employee Stock Options under the respective Employee Benefit Plan;

RESOLVED FURTHER THAT the Trust shall not deal in derivatives and shall undertake transactions as permitted by SEBI SBEB Regulations;

RESOLVED FURTHER THAT the Trustees of the Trust shall not vote in respect of the shares held by such Trust;

RESOLVED FURTHER THAT for the purposes of disclosures to the stock exchange, the shareholding of the Trust shall be shown as non-promoter and non-public shareholding;

RESOLVED FURTHER THAT the Trustees of the Trust shall ensure compliance of the provisions of the SEBI SBEB Regulations, Companies Rules and all other applicable laws at all times in connection with dealing with the shares of the Company including but not limited to maintenance of proper books of account, records and documents as prescribed;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to comply with the legal provisions and do all ancillary and consequential matters and to take such steps and to do such acts, deeds, matters and things as they may deem proper and give/send such notices, directions as may be necessary to give effect to the above resolution."

By Order of the Board of Directors

For **Syngene International Limited**

Sd/-

Place: Bengaluru

Date: April 24, 2019

Mayank Verma

Company Secretary

Registered Office:

Biocon SEZ, Biocon Park, Plot No. 2 & 3,
Bommasandra Industrial Area, IV Phase,
Jigani Link Road, Bengaluru – 560 099
Karnataka

CIN: L85110KA1993PLC014937

Website: www.syngeneintl.com

NOTES:

1. A shareholder entitled to attend and vote at the Annual General Meeting ("AGM") 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. 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.
3. Pursuant to provisions of section 105 of the Companies Act, 2013 ("the Act") 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.
4. During the period beginning 24 hours before the time fixed for the commencement of the AGM and until the conclusion of the meeting, a member would be entitled to inspect the proxies lodged during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. 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.
6. 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 AGM, 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.
7. 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.
8. 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.
9. The Explanatory Statement pursuant to Section 102 of the Act, which sets out details relating to Special Business at the meeting, is annexed hereto.
10. The register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the register of Contracts and Arrangements in which directors are interested, maintained under section 189 of the Act will be available for inspection by the shareholders at the meeting.
11. 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 Registrar

and Share Transfer Agent i.e. Karvy Fintech Private Limited (“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.

12. 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 Fintech Private Limited (Unit: Syngene International Limited), 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) 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 Agent, Karvy Fintech Private Limited (Unit: Syngene International Limited), Plot 31-32, Karvy Selenium, Tower B, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 or the Secretarial Department of the Company.
14. Shareholders holding shares in Electronic (Demat) and who have not registered their email address so far with their depository participants are requested to register their email address with their depository participants for receiving all the communications including annual report, notices etc., in electronic mode from the Company.
15. 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 Karvy for receiving all the communications including annual report, notices etc., in electronic mode from the Company.
16. Pursuant to Section 101 and Section 136 of the Act read with relevant Companies (Management and Administration Rules), 2014, and Regulation 36 of SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), companies can serve Annual Report 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 only.
17. Copies of Notice, Annual report are being sent by electronic mode to those shareholders whose email ids are available with our Registrar and Share Transfer Agent, 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.
18. Shareholders may note that the Notice of 26th AGM Notice, Annual Report, attendance slip, proxy form and e-voting instructions are also available on the Company's website i.e. www.syngeneintl.com.
19. Pursuant to Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide the facility of remote e-voting to all the shareholders as per 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 24, 2019.
20. Company has fixed the cut-off date i.e. July 17, 2019 for determining the eligibility of shareholders entitled to vote at the AGM. The remote e-voting shall remain open for a period of 5 days commencing from Friday, July 19, 2019 (9:00 hours) to Tuesday, July 23, 2019 (17:00 hours) (both days inclusive).
21. The shareholders whose name appears in the Register of members as on the record date of July 17, 2019 will be eligible for final dividend for the financial year ended 31 March 2019.
22. The dividend as recommended by the Board, if declared at this meeting, will be paid within a period of 30 days from the date of declaration, to those shareholders whose name appears in the Register of members as on the record date. The dividend pay-out date is Wednesday, July 31, 2019.
23. Shareholders are requested to note that as per Section 124(5) of the Act, 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 Act.
24. Shareholders are requested to note that as per section 124(6) of the Act, all Shares in respect of which Dividend has not been paid or claimed for seven consecutive years or more shall be transferred to the IEPF.

25. 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 Scrutinizer for carrying out the e-voting and voting by poll at the AGM.
26. 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 (9:00 hours to 17:00 hours) on all working days except Saturdays, up to and including the date of the AGM of the Company.
27. Information required under Regulation 36 of SEBI Listing Regulations, Directors seeking Appointment/Re-appointment at the AGM is furnished as annexure to this Notice. The Directors have furnished consent/declarations for their appointment/re-appointment as required under Act and rules made thereunder.
28. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s) Members holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agents.

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

Item No. 4: Re-appointment of Paul Blackburn (DIN: 06958360) as an Independent Director of the Company.

Paul Blackburn was appointed as an Additional Director w.e.f., August 26, 2014. Subsequently, the shareholders at their Extraordinary General Meeting ("EGM") held on September 11, 2014 had approved the appointment of Paul Blackburn as an Independent Director, for a tenure of five years i.e., till the conclusion of 26th AGM proposed to be held in the year 2019. Now, the tenure of Paul Blackburn is coming to an end at this AGM.

As per section 149(10) and (11) of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of the Company, but shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

Based on the recommendation of the Nomination and Remuneration Committee, the Board has re-appointed Paul Blackburn as an Independent Director on the Board of the

Company at its meeting held on April 24, 2019, not liable to retire by rotation, for a second term of five years commencing from the conclusion of this AGM till the conclusion of 31st AGM proposed to be held in 2024, subject to the approval of shareholders of the Company.

The Company has received from Paul Blackburn (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 Act and the SEBI Listing Regulations 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 Paul Blackburn as an Independent Director of the Company for a second term of five years commencing from the conclusion of this AGM till the conclusion of 31st AGM proposed to be held in 2024. Paul Blackburn is not liable to retire by rotation.

The profile and specific areas of expertise of Paul Blackburn is provided in annexure to this notice.

A copy of the draft letter of appointment setting out the terms and conditions of appointment of an 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 AGM and will also be kept open at the venue of the AGM.

Except Paul Blackburn and his relatives, None of Director, Key Managerial Personnel or their respective relatives are interested or concerned in the resolution.

The Board recommends the resolution set forth in Item No. 4 for approval of the shareholders.

Item No. 5 & 6: Approval of Syngene Restricted Stock Unit Long Term Incentive Plan FY 2020 and grant of Restricted Stock Units to eligible employees of the Company and its subsidiaries

The Board had formulated a Syngene Employee Stock Option Plan 2011 which was approved by the members of the Company on December 14, 2011 which was further ratified

by the members subsequent to the IPO on December 05, 2015. The plan was defined to identify the need to enhance the employee engagement, to reward the employees for their association and performance as well as to motivate them to contribute to the growth and profitability of the Company and to create a sense of ownership amongst them.

Based on the recommendation of Nomination and Remuneration Committee, the Board at its meeting held on April 24, 2019 agreed to introduce "Syngene Restricted Stock Unit Long Term Incentive Plan FY 2020" (hereinafter referred to as "the Plan") designed to drive performance towards achieving the Board approved strategy plan for the FY 2020-24. The plan would cover key employees who, by virtue of the roles they play, would be influencing the accomplishment of the Strategic Plan.

In terms of the provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and Section 62 and other applicable provisions of the Act, issue of shares to employees under a scheme of employees stock option/RSUs, requires an approval of the Members by way of a Special Resolution and accordingly, the Special Resolution at Item No. 5 seeks your approval for the issue of further Equity Shares, under the "Syngene Restricted Stock Unit Long Term Incentive Plan FY 2020", to the employees of the Company, as may be determined by the Board of the Company.

Further, as per Regulation 6(3)(c) of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 approval of the shareholders by way of separate Special Resolution is also required for grant of Restricted Stock Units (RSU's) to the employees of subsidiary company(ies), hence the Special Resolution at Item No. 6 seeks your approval for the said purpose.

The Plan shall be implemented by trust route wherein the Company will issue shares to the trust by way of fresh allotment over a period of time. The Plan will be administered by the Nomination and Remuneration Committee (hereinafter referred to as "Committee") of the company. The Committee shall delegate its power to the Trust to the extent it deems fit for proper administration of the Plan.

The main features and other details of the Plan as per Regulation 6(2) of SEBI (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations"), are as under:

1. Brief description of the Plan

The Plan shall be called as Syngene Restricted Stock Unit Long Term Incentive Plan FY 2020 ("the Plan") and shall extend its benefits to the present and/or future permanent employees of the Company and its present and future

Subsidiary Company (ies), in accordance with the applicable laws. The Plan has been formulated keeping in mind delivery around key parameters measured through financial parameters, delivery against key business initiatives and shareholder value creation. The Plan would cover key employees who, by virtue of the roles they play, would be influencing the accomplishment of the Strategic Plan.

2. Total number of RSUs to be granted under the Plan.

The maximum number of RSU's to be granted under the Plan shall not exceed 1.67% of the paid-up equity share capital of the Company at any point of time, convertible into equal number of Equity Shares of the Company.

3. Identification of classes of employees entitled to participate and be beneficiaries in Plan.

- A permanent employee of the Company who has been working in India or outside India; or
- a director of the company, whether a whole-time director or not but excluding an independent director; or
- an employee as defined in clause (i) or (ii) of a subsidiary company, in India or outside India.

but does not include:

- an employee who is a promoter or a person belonging to the promoter group; or
- a director who either himself or through his relative or through anybody corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the company.

4. Requirement of Vesting and period of Vesting.

The RSUs granted under Plan shall vest based upon the performance of the Employee, subject to completion of minimum 1 (One) year from the date of Grant and as may be decided by the Committee subject to maximum period of 4 (four) years from the date of grant.

The actual number of RSUs Vesting for the Grantee shall further be linked with the key parameters measured through increased in revenue & profits, delivering on key strategic initiatives and shareholders value creation and such other conditions as may be determined by the Committee.

The specific Vesting schedule and Vesting conditions subject to which Vesting would take place shall be outlined in the grant letter given to the employee at the time of Grant of RSU's.

5. Maximum period within which the RSUs shall be vested.

The options granted under Plan shall vest as may be decided by the Committee subject to maximum period of 4 (four) years from the date of grant. Vesting of Options would be subject to continued employment with the Company, or as the case may be, on the date of vesting.

6. Exercise Price or Pricing Formula.

Under this Plan, the Exercise price of the Shares will be the face value of the shares as on the date of exercise.

7. Exercise period and process of Exercise.

The RSU's granted may be exercised by the grantee within a maximum period of 3 (three) Years from the date of vesting of the respective RSU's or time period as set forth in the grant letter. The grantees can exercise the vested RSU's in full or in part at different interval of time during the exercise period.

The vested RSU's can be exercised through cash route and/or cashless route. The mode and manner of the Exercise of the RSU's shall be communicated to the grantees individually. On exercise of the RSU's through Cash Route, the grantee shall forthwith pay to the Company the exercise price along with applicable taxes. Under Cashless Route the Trust will sell the requisite number of shares for adjusting the Exercise Price and the Tax Amount in accordance with the exercise application made by the grantee and transfer the balance shares or the net sale proceeds as the case may be. The RSU's shall lapse if not exercised within the specified exercise period.

8. Appraisal process for determining the eligibility of the Employees to Plan.

The appraisal process for determining the eligibility of the employees will be in accordance with the Plan and as may be determined by the Committee at its sole discretion.

The employees would be granted RSU's under the Plan based on various parameters which may include among others:

- Performance: Employee's performance on the basis of the parameters decided by the management.
- Contribution: The present and potential contribution of the Employee towards achieving common goals

and delivering on key parameters measured through increased revenue & profits, delivering on key strategic initiatives and Shareholders Value creation.

9. The Maximum number of RSUs to be granted per employee and in aggregate.

The maximum number of RSU's that can be granted under this Plan in aggregate shall not exceed 1.67% of the paid-up capital of the company at any point of time.

The maximum number of RSU's that can be granted to any eligible single employee during any one-year shall not be equal to or exceed 1% of the issued capital of the Company at the time of grant of RSU's unless otherwise approved by the shareholders.

10. The Maximum quantum of benefits to be provided per Employee under the Plan.

The maximum quantum of benefit that will be provided to every eligible Employee under the Plan will be the difference between the Market value of Company's Share on the Stock Exchange as on the date of exercise of RSU's and the Exercise Price paid by the employee.

11. Implementation and administration of the Plan.

The Plan shall be implemented by trust route wherein the Company will issue shares to the trust by way of fresh allotment over a period of time.

The Plan will be administered by the Committee of the company. The Committee shall delegate its power to the Trust to the extent it deems fit for proper administration of the Plan.

12. Whether the Plan involves new issue of shares by the company or secondary acquisition by the Trust or both.

The Plan shall be implemented by trust route wherein the Company will allot fresh equity shares to the trust over a period of time which will subsequently be transferred to the Grantees as and when the RSUs are exercised.

13. The amount of loan to be provided for implementation of the Plan by the company to the trust, its tenure, utilization, repayment terms, etc.

The Company shall provide loan to the trust of such amount as may be required by the Trust from time to time under the Plan. The amount of loan to be provided for implementation of the plan by the Company to the Trust shall not exceed 1.67% of the aggregate paid-up capital and free reserves at any point of time subject to the restriction on the aggregate loan provided to the

Trust in accordance with the provisions of Companies Act, 2013 & Rules therein. The tenure of such loan shall be the point where the objects of the Trust are accomplished, or the repayment of loan is made, whichever is earlier. The utilization of such loan shall be for the objects of the Trust as mentioned in the Trust Deed including the implementation of the plan. The Trust shall repay the loan to the company by utilising the proceeds realised from exercise of RSU's by the Employees.

14. The Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the Plan.

Not Applicable

15. Disclosure and accounting policies.

The Company shall comply with the accounting policies prescribed in the requirements of guidance note on accounting for employee share based payments ("Guidance Note") or Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time, including the disclosure requirements prescribed therein. In case, the existing Guidance Note or Accounting Standards do not prescribe accounting treatment or disclosure requirements, any other Accounting Standard that may be issued by ICAI or any other competent authority shall be adhered to in due compliance with the requirements of SEBI Regulations.

16. The method which the Company shall use to value its RSUs.

The Company shall adopt fair value for the valuation of the RSUs granted as prescribed under Guidance Note or under any relevant Accounting Standard notified by appropriate authorities from time to time.

17. Statement with regard to Disclosure in Director's Report.

As the company is adopting fair value method, presently there is no requirement for disclosure in director's report. However, if in future, the Company opts for expensing of share based employee benefits using the intrinsic value, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report.'

In terms of Section 62 of the Act and Regulation 6 of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, the approval of the Shareholders is sought by way of Special Resolution for the approval of the "Syngene Restricted Stock Unit Long Term Incentive Plan FY 2020" and issuance of shares under this plan to the employees of the Company and its present and future Subsidiary Company (ies).

Therefore, your Directors recommend the Resolutions as set out at Item No. 5 and 6 for your approval.

A copy of the draft RSU Plan will be available for inspection on all working days (Monday to Friday) between 9:00 hours to 17:00 hours at the registered office of the Company.

None of the Directors, Manager, Key Managerial Personnel of the Company, and their respective relatives are in anyway concerned or interested in the resolution except to the extent of equity shares held by them in the Company or the RSU's to be granted under the Plan.

Item No. 7: Approval for the provision of money by the company for purchase of its own shares by the Syngene Employees Trust for the benefit of employees under Syngene Restricted Stock Unit Long Term Incentive Plan FY 2020.

The Company has already setup Syngene Employee Welfare Trust for the purpose of administration of Syngene Employee Stock Option Plan – 2011. The Company has now formulated Syngene Restricted Stock Unit Long Term Incentive Plan FY 2020 ("the Plan") which will be administered and implemented through the same Trust. In order to implement the Plan through trust route, the company need to make provisioning of funds to the trust so as to enable it to subscribe to the shares of the company.

The amount of loan to be provided for implementation of the Plan by the Company to the Trust Shall not exceed 1.67% of the aggregate paid-up capital and free reserves at any point of time as provided in Act.

Section 67 of the Act read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 requires any scheme of provision of money for purchase of or subscription for the shares to and for the benefit of the employees of the company shall be approved by the members by passing special resolution in a general meeting. Accordingly, Item No. 7 which is proposed for approval of the Shareholders are set out in this Notice.

The disclosures as per Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 for the present Syngene Restricted Stock Unit Long Term Incentive Plan FY 2020, are as under:

1. The class of employees for whose benefit the Plan is being implemented and money is being provided for purchase of or subscription to shares	<ul style="list-style-type: none"> • A permanent employee of the Company who has been working in India or outside India; or • a director of the company, whether a whole-time director or not but excluding an independent director; or • an employee as defined in clause (i) or (ii) of a subsidiary company, in India or outside India. <p>but does not include:</p> <ul style="list-style-type: none"> • an employee who is a promoter or a person belonging to the promoter group; or • a director who either himself or through his relative or through anybody corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the company.
2. The particulars of the trustee or employees in whose favor such shares are to be registered	<p>Name of the Trustees:</p> <ol style="list-style-type: none"> 1. Murali Krishnan K.N. 2. Nandakumar Krishnachar
3. Particulars of trust	<p>Name of the Trust: Syngene Employee Welfare Trust</p> <p>Address of the Trust: Biocon SEZ, Biocon Park, Plot No. 2 & 3, Bommasandra Industrial Area, IV Phase, Jigani Link Road, Bengaluru 560099 Karnataka</p>
4. Name, Address, Occupation and nationality of trustees	<ol style="list-style-type: none"> 1. Murali Krishnan K.N Address: 76, 27th Main Road, 2nd Cross, BTM Layout, 1st Stage, Bengaluru 560068, Karnataka, India. Occupation : Service Nationality : Indian 2. Nandakumar Krishnachar Address: No. 712, 19th Cross, 23rd Main, Ideal Homes Township, Rajarajeshwarinagar, Bengaluru 560098, Karnataka, India. Occupation : Service Nationality : Indian
5. Relationship of trustees with promoters, directors or key managerial personnel, if any	None
6. Any interest of key managerial personnel, directors or promoters in such Plan or trust and effect thereof	The Key Managerial personnel and Directors are interested in the Syngene Restricted Stock Unit Long Term Incentive Plan FY 2020 only to the extent, to the RSUs granted to them if any, under the plan.
7. The detailed particulars of benefits which will accrue to the employees from the implementation of the Plan	Upon exercise of RSUs, the eligible employees, shall be entitled to equivalent number of equity shares of the company, at the pre-determined exercise price as per the terms of the grant.

8	The details about who would exercise and how the voting rights in respect of the shares to be purchased or subscribed under the Plan would be exercised	The Trust would be considered as the registered shareholder of the company till the date of transfer of shares to the Employees. However, the Trustees will not have any right to vote on the Equity Shares held by the Trust. Once the shares are transferred to the Employees upon their Exercise, then the Employees will be treated as the shareholder of the company and shall exercise the right to vote in respect of such shares.
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In terms of the Act, read with Rule 16 of Chapter IV of the Act, the approval of the Shareholders is sought by way of Special Resolution for the approval for the provisioning of money to the Trust to fulfil the requirements of Syngene Restricted Stock Unit Long Term Incentive Plan FY 2020, therefore, your Directors recommend the Resolutions as set out at Item No. 7 for your approval by way of Special Resolution.

None of the Directors, Manager, Key Managerial Personnel of the Company, and their respective relatives are in anyway concerned or interested in the resolution except to the extent of equity shares held by them in the Company or the RSU's to be granted under the Plan.

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 (“AGM”)

Brief resume of Director:

Paul Blackburn holds a Bachelor's degree in Science (Management Sciences) from Warwick University, United Kingdom and a professional accounting qualification from Institute of Cost and Management Accountants, United Kingdom. He has over 38 years of experience in the field of finance. He is a senior finance executive with extensive emerging markets, corporate finance and change experience at GlaxoSmithKline, UK a global healthcare company. He has been a Director since August 2014. He is a Chairman of Audit Committee and Risk Management Committee and a member of Stakeholders Relationship Committee of the Company

Name of the Director	Paul Blackburn
Category	Independent Director
DIN	06958360
Date of Birth	October 03, 1954
Date of Appointment	August 26, 2014
Tenure of Appointment/Re-appointment	Five years
Nature of expertise in Specific Functional Areas	Financial Expert
Disclosure of relationship with Directors inter-se	None
Directorship held in other Listed Companies	None
Membership of Committee in other Companies, if any	Refer Corporate Governance Report
Shareholding as on 31 March 2019	25,000

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 ("SEBI Listing Regulations") the Company is providing e-voting facility through Karvy Fintech 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. 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 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 17:00 hours on July 23, 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. Voting at AGM: The shareholders, who have not cast their vote through remote e-voting can exercise their voting rights at the AGM. We have made the 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, 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 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 Chairman of the Company or a person authorised by him in writing who shall countersign the same.
- V. The Chairman 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 chairman or any other person authorised by the chairman.

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 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 Friday, July 19, 2019 (9:00 hours) and ends on Tuesday, July 23, 2019 (17:00 hours). 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 17, 2019, 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 17, 2019.
- 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 17, 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> IN12345612345678

Example for CDSL:

MYEPWD <SPACE> 1402345612345678

Example for Physical:

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. 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 FOR THE AGM IS AS FOLLOWS

- Shareholders are requested to tender their attendance slips at the registration counters at the venue of the AGM and seek registration before entering the meeting hall.
- 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.

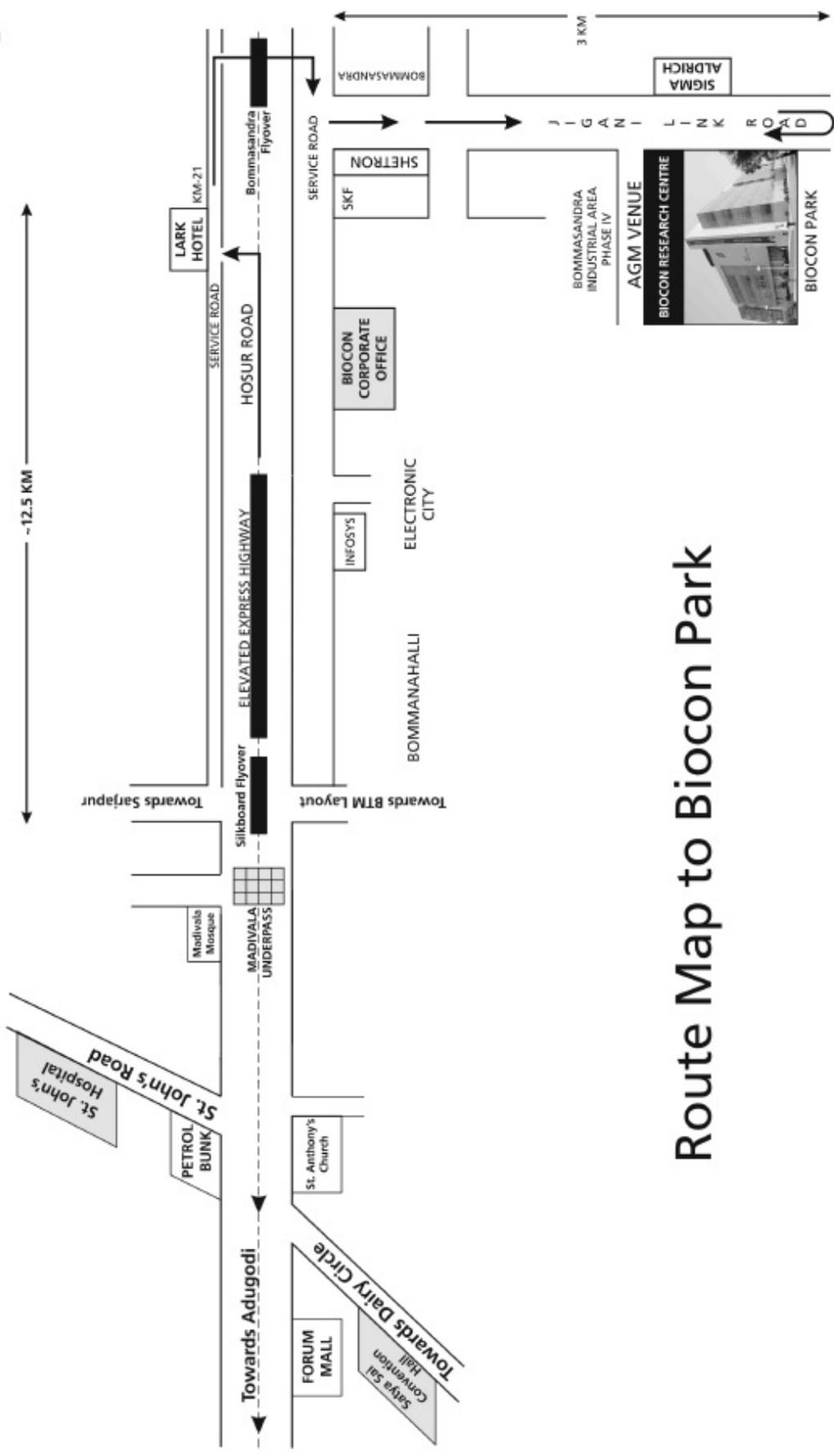
- The Web Check-in (i.e. Online Registration facility) is available during e-voting period only i.e., Friday, July 19, 2019 (9:00 hours) and ends on Tuesday, July 23, 2019 (17:00 hours).

WEB CHECK-IN PROCEDURE IS AS FOLLOWS:

- Log on to <https://karisma.karvy.com> and click on "Web Check-in for General Meetings"
- Select the name of the Company: Syngene International Limited
- 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.
- The system will validate the credentials. Then click on the "Generate my attendance slip" button that appears on the screen.
- 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.
- The Members are requested to carry their valid photo identity along with the above attendance slip for verification purpose.

Not to Scale

N → S



Route Map to Biocon Park

Syngene International Limited

CIN: L85110KA1993PLC014937

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

Form No. MGT-11**Proxy Form****26th 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 SEZ, Biocon Park, Plot No. 2 & 3, Bommasandra Industrial Area,
Phase IV, Jigani Link Road, Bengaluru 560 099, Karnataka

Date & Time : July 24, 2019 at 4:30 p.m.

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 26th Annual General Meeting of the Company to be held on July 24, 2019 at 4:30 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.

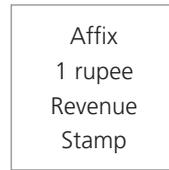
Name: _____ Address: _____

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

Sl. No	Resolutions	Vote See note 5	
		For	Against
Ordinary Business			
1	Adoption of Standalone and Consolidated Financial Statements		
2	Declaration of Dividend		
3	Appointment of Catherine Rosenberg as director liable to retire by rotation		
Special Business			
4	To re-appoint Paul Blackburn (DIN: 06958360) as an Independent Director of the Company.		
5	To approve Syngene Restricted Stock Unit Long Term Incentive Plan FY 2020 and grant of Restricted Stock Units to eligible employees of the Company.		
6	To approve grant of Restricted Stock Units to the employees of present and future subsidiary company (ies) under Syngene Restricted Stock Unit Long Term Incentive Plan FY 2020.		
7	To approve the provision of money by the Company for purchase of its own shares by the trust for the benefit of employees under Syngene Restricted Stock Unit Long Term Incentive Plan FY 2020.		

Signature (s) of Shareholder(s)

1. _____
2. _____
3. _____



Signed this _____ day of _____ 2019

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 22, 2019 at 4.30 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: L85110KA1993PLC014937

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

Attendance Slip

26th Annual General Meeting

Venue of the meeting : Tyler Jacks Auditorium, Biocon Research Centre,
Biocon SEZ, Biocon Park, Plot No. 2 & 3, Bommasandra Industrial Area,
Phase IV, Jigani Link Road, Bengaluru 560 099, Karnataka

Date & Time : July 24, 2019 at 4:30 p.m.

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 26th Annual General Meeting of the Company held on July 24, 2019 at 4:30 PM at Tyler Jacks Auditorium, Biocon Research Centre, Biocon SEZ, Biocon Park, Plot No. 2 & 3, Bommasandra Industrial Area, Phase IV, Jigani Link Road, Bengaluru 560 099, Karnataka.

Name of the shareholder/proxy

Signature of shareholder/proxy

(In BLOCK letters)

Note:

1. Electronic copy of the Annual Report for 2019 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 2019 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.

Local Transport facility to members for attending 26th AGM

Dear Members,

The Company is pleased to provide transport facility (i.e. pickup and drop) from the following locations to enable members to attend the AGM scheduled on Wednesday, July 24, 2019 at 4:30 pm at Tyler Jacks Auditorium, Biocon Research Centre, Biocon SEZ, Biocon Park, Plot No. 2 & 3, Bommasandra Industrial Area, IV Phase, Jigani Link Road, Bengaluru – 560 099.

Route No. 1	Time	Route No. 2	Time
Starting Point: Opposite ISKCON Temple	01:45 pm	Starting Point: Deepanjali Nagar Metro Station	01:45 pm
<ul style="list-style-type: none"> • Yeshwanthpur Bus Stop • Malleswaram 18th Cross Bus Stand • Majestic (SRS Office) • Shanti Nagar (SRS Office) • St. John's Medical College Hospital Bus Stop 	<ul style="list-style-type: none"> 01:55 pm 02:05 pm 02:30 pm 02:50 pm 03:15 pm 	<ul style="list-style-type: none"> • Sri Kamakya Theatre • Deve Gowda Petrol Bunk, Outer Ring Road • Sindhoor Convention Centre, J P Nagar. • Shoppers Stop, Bannerghatta Road • AXA Building, BTM Layout 	<ul style="list-style-type: none"> 02:15 pm 02:20 pm 02:35 pm 03:00 pm 03:20 pm

Route No. 3	Time	Route No. 4	Time
Starting Point: CMH Hospital, Indira Nagar	01:45 pm	Starting Point: SRS Bus Depot, Jayanagar	02:30 pm
<ul style="list-style-type: none"> • HAL 2nd Stage, Opposite Reliance Footprint • Domlur Inner Ring Road, Near Tata Showroom • Sony Signal Junction, Bus Stop • Koramangala, BDA Complex Bus Stop • HSR BDA Complex, Ring Road Junction • Central Silk Board, Renault Showroom 	<ul style="list-style-type: none"> 01:55 pm 02:05 pm 02:35 pm 02:45 pm 03:05 pm 03:15 pm 	<ul style="list-style-type: none"> • Vijaya College (Jayanagar) • Sanjay Gandhi Hospital, 4th T Block • Jayadeva Hospital before Flyover • AXA Building, BTM Layout. • Central Silk Board, Renault Showroom 	<ul style="list-style-type: none"> 02:45 pm 02:55 pm 03:05 pm 03:20 pm 03:30 pm

Drop Location Opposite to pick up location

The buses with SYNGENE banners will be available at the above mentioned pickup locations for transfer to the AGM Venue.

We request members to make your own arrangements for parking your personal vehicles as the pickup locations may not have parking facility. Please be present 5 minutes before the schedule departure schedule at the pickup and en-route locations.

For any transport assistance, you may contact:

Mr. Amalraj +91 99809 10229

Mr. Umesh +91 99864 12229

Mr. Lokesh +91 88842 25554