

## NOTICE

**Notice is hereby given that the 25th Annual General Meeting ("AGM") of Syngene International Limited will be held on Wednesday, July 25, 2018 at 2:30 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 consolidated and standalone financial statements of the Company for the financial year ended March 31, 2018, 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. 1 per equity share for the financial year ended March 31, 2018.

#### Item No. 3: Appointment of John Shaw as director liable to retire by rotation

To appoint John Shaw who retires by rotation and, being eligible, offers himself 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(s), 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 Company 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 AGM till the conclusion of the next AGM of the Company to be held in 2019 at such remuneration as may be mutually agreed between the Board of Directors of the Company in consultation with the Audit and Risk Committee and the Auditors'.

### SPECIAL BUSINESS:

#### Item No. 5: To appoint Vinita Bali (DIN: 00032940) 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, 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 the Act, Vinita Bali (DIN: 00032940), who was appointed by the Board of Directors as an Additional Director of the Company with effect from July 31, 2017 and who holds office up to the conclusion of 25th AGM of the company in terms of Section 161 of the Act being eligible, be and is hereby

appointed 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 AGM proposed 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 Vinita Bali (DIN: 00032940) as an Independent Director on the Board of the Company."

#### Item No. 6: To re-appoint Suresh Talwar (DIN: 00001456) 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, Suresh Talwar (DIN: 00001456), be and is hereby re-appointed as an Independent Director, not liable to retire by rotation, for another tenure of five years commencing from the date of shareholders' approval till the conclusion of 30th AGM proposed to be held in 2023;

**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 re-appointment of Suresh Talwar (DIN: 00001456) as an Independent Director on the Board of the Company."

#### Item No. 7: To approve Syngene International Limited Restricted Stock Units Plan 2018 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 International Limited Restricted Stock Units Plan 2018" ("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 1,00,00,000 (One Crore) Restricted Stock Units ("RSU's") (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) exercisable into 1,00,00,000 (One Crore) equity shares of face value of Rs. 10/- each (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 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 Employees 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 1,00,00,000 (One Crore) 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 Employees Welfare Trust over period of a 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 1,00,00,000 (One Crore) shares 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. 8: To approve grant of Restricted Stock Units to the employees of present and future subsidiary company (ies) under Syngene International Limited Restricted Stock Units Plan 2018.**

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 International Limited Restricted Stock Units Plan 2018 ("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. 9: To approve the provision of money by the Company for purchase of its own shares by Syngene Employees Welfare Trust for the benefit of employees under Syngene International Limited Restricted Stock Units Plan 2018**

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 "the Trust") in one or more tranches not exceeding 5% (Five percent) of the aggregate of the paid-up share capital and Free Reserves 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 International Limited Restricted Stock Units Plan 2018 ("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**

Place: Bengaluru  
Date: April 25, 2018

**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](http://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. 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.
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 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.
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 Act, 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 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.
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 Registrar and Share Transfer Agent i.e. Karvy Computershare 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.
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 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.
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 Agent, Karvy Computershare 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) 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.

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 Karvy 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 Act, read with relevant Companies (Management and Administration Rules), 2014, and Regulation 36 of SEBI (Listing Obligation Disclosures Requirement) Regulation, 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.
16. 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.
17. Shareholders may note that the Notice of 25th 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](http://www.syngeneintl.com).
18. 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 25, 2018.
19. Company has fixed the cut-off date i.e. July 18, 2018 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 July 20, 2018 to July 24, 2018 (both days inclusive).
20. The shareholders whose name appears in the Register of members as on the record date of July 18, 2018 will be eligible for final dividend for the financial year ended March 31, 2018.
21. 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, August 1, 2018.
22. 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.
23. 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 by the Company to the IEPF.
24. Company has appointed V Sreedharan, Company Secretary in Practice, as Scrutinizer for carrying out the e-voting and voting by poll at the AGM.
25. 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 (8:15 am to 5:15 pm) on all working days except Saturdays, up to and including the date of the AGM of the Company.
26. 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 the Act and rules made thereunder.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item No. 5: Appointment of Vinita Bali (DIN: 00032940) as an Independent Director of the Company.

Based on the recommendation of the Nomination and Remuneration Committee, the Board has appointed Vinita Bali as an Additional Director (Independent) of the Company, not liable to retire by rotation, effective from July 31, 2017, for a tenure of three years commencing from the date of Board's appointment till the conclusion of 27th Annual General Meeting ("AGM") proposed to be held in 2020, subject to the approval of shareholders of the Company.

The Company has, pursuant to the section 160 of the Companies Act, 2013 ("the Act") received a notice in writing from a member proposing the appointment of Vinita Bali as an Independent Director, under the provision of section 149 of the Act.

The Company has received from Vinita Bali (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 she is not disqualified under Section 164 (2) of Act, (iii) A declaration to the effect that she meets the criteria of independence as provided in Section 149 (6) of Act.

In the opinion of the Board, she fulfils the conditions for appointment as an Independent Director, as specified in the Act and the SEBI Listing Regulations and is Independent of the Management of the Company.

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 Vinita Bali as an Independent Director of the Company for a term of three years commencing from July 31, 2017 till the conclusion of 27th AGM proposed to be held in 2020. Vinita Bali is not liable to retire by rotation.

The profile and specific areas of expertise of Vinita Bali 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 ensuing AGM and will also be kept open at the venue of the AGM.

Except Vinita Bali and her relatives, None of the Directors, Key Managerial Personnel of the Company or their respective relatives are interested or concerned in the resolution.

The Board recommends the resolution set forth in Item No. 5 for approval of the shareholders.

#### **Item No. 6: Re-appointment of Suresh Talwar (DIN: 00001456) as an Independent Director of the Company.**

The shareholders at its 22nd Annual General Meeting ("AGM") held on June 30, 2016 had approved the appointment of Suresh Talwar as an Independent Director, for a tenure of three years commencing from the date of Board's approval till the conclusion of 25th AGM proposed to be held in the year 2018. Now, tenure of Suresh Talwar 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 at its meeting held on April 25, 2018, has re-appointed Suresh Talwar as an Independent Director on the Board of the Company, not liable to retire by rotation, for another period of five years commencing from the conclusion of this AGM till the conclusion of 30th AGM proposed to be held in 2023, subject to the approval of shareholders of the Company.

The Company has, pursuant to section 160 of the Act, received a notice in writing from a member proposing the re-appointment of Suresh Talwar as an Independent Director under the provision of section 149 of the Act.

The Company has received from Suresh Talwar (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 an 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 Suresh Talwar as an Independent Director of the Company for another term of five years commencing from the conclusion of this AGM till the conclusion of 30th AGM proposed to be held in 2023. Suresh Talwar is not liable to retire by rotation.

The profile and specific areas of expertise of Suresh Talwar 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 Suresh Talwar and his relatives, None of the Directors, Key Managerial Personnel or their respective relatives are interested or concerned in the resolution.

The Board recommends the resolution set forth in Item No. 6 for approval of the shareholders.

#### **ANNEXURE – INFORMATION TO SHAREHOLDERS**

(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:**

**Vinita Bali**, is a global business leader with extensive experience in leading large Companies both in India and overseas. She served as Chief Executive Officer/MD of Britannia Industries from 2005 to 2014. Prior to that she worked with eminent multinationals like The Coca-Cola Company and Cadbury Schweppes PLC in a variety of Marketing, General Management and Chief Executive roles across the globe. Vinita Bali serves as an advisory Board

member of PwC India and is a non-executive director on the board of Smith & Nephew plc., Bungee Limited and CRISIL. She also chairs the Board of the Global Alliance for Improved Nutrition (GAIN).

**Suresh Talwar**, is a Law graduate from the Government Law College, Mumbai. He is a solicitor of the Incorporated Law

Society, Mumbai and is serving as a legal counsel to numerous Indian companies, multinational corporations and Indian and foreign banks. He has served as senior partner at M/s. Crawford Bayley & Co. for many years and founded Talwar, Thakore & Associates. At present, he is on the Boards of leading companies such as Merck Limited, Samson Maritime, Johnson & Johnson, among others.

Name of the Director	Vinita Bali	Suresh Talwar
Category	Independent Director	Independent Director
DIN	00032940	00001456
Date of Birth	November 11, 1955	November 21, 1937
Date of Appointment	July 31, 2017	October 9, 2015
Tenure of Appointment/Re-appointment	Three years	Five years
Nature of expertise in Specific Functional Areas	Management Professional	Legal & Compliance Expert
Disclosure of relationship with Directors inter-se	None	None
Directorship held in other Listed Companies*	Crisil Limited	Merck Limited Sonata Software Limited Elantas Beck India Limited Samson Maritime Limited
Membership of Committee in other Companies, if any	Refer Corporate Governance Report	Refer Corporate Governance Report
Shareholding as on March 31, 2018	Nil	25,000

\*Details as on April 25, 2018.

### Item No. 7 & 8: Approval of Syngene Restricted Stock Units Plan 2018 and grant of Restricted Stock Units to eligible employees of the Company and its subsidiaries

In the present competitive scenario, the Board of Directors of the Company (hereinafter referred to as the "Board") has identified 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 and participation amongst them.

In view of this, the Board had earlier 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. Continuing with the same objective the Company has formulated a new plan by the name "Syngene International Limited Restricted Stock Units Plan 2018" (hereinafter referred to as "the Plan") for the present and/or future permanent employees of the Company and its present and future Subsidiary Company (ies) (hereinafter referred to as 'employees' or 'said employees') in accordance with the applicable laws.

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/RSU, requires an approval of the existing Members by way of a Special Resolution and accordingly, the Special Resolution at Item No. 7 seeks your approval for the issue of further Equity Shares, under the "Syngene International Limited Restricted Stock Units Plan 2018", to the employees of the Company, as may be determined by the Board of the Company.

Further, as per Regulation 6(3)(c) of SEBI SBEB Regulations 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. 8 seeks your approval for the said purpose.

The Plan shall be implemented by trust route wherein the Company will issue the 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 the Syngene International Limited Restricted Stock Units Plan 2018 ("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 shall be implemented by trust route wherein the Company will issue the shares to the Trust by way of fresh allotment over a period of time.

The Plan will be administered by 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 scheme also provides an option to the employees to exercise their shares through cashless route.

## 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 1,00,00,000 (One Crore) RSU's convertible into equal number of Equity Shares of the Company of face value Rs 10/- each.

## 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 any body 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 RSU's 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 5 (Five) years.

The specific Vesting schedule and Vesting conditions subject to which Vesting would take place would 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 RSU's granted under the Plan shall vest as may be decided by the Committee subject to maximum period of 5 (Five) years. Vesting of RSU's 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 date of exercise.

## 7. Exercise period and process of Exercise.

The RSU's granted may be exercised by the employee within a maximum period of 5 (five) 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 mode and manner of the Exercise of the RSU's shall be communicated to the employees individually. On exercise of the RSU's, the employee shall forthwith pay to the Company the exercise price and applicable taxes. 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 or 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 against set objectives.
- **Designation:** Employee's designation reflecting roles and responsibilities.
- **Contribution:** The present and potential contribution of the Employee to the success of the Company.
- **Value Addition:** High market value/difficulty in replacing the Employee and value addition by the new entrant, if any.
- **Loyalty:** Tenure of employment of an Employee in the Company.

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

The maximum number of RSU's to be granted under this Plan shall not exceed 1,00,00,000 (One Crore).

The maximum number of RSU's that can be granted to any single eligible 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 Exchanges 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 the 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 issue the shares to the Trust by way of fresh allotment over a period of time.

**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 amount of loan to be provided for implementation of the plan by the Company to the Trust shall not exceed 5% (Five percent) of the aggregate paid-up capital and free reserves as provided in the Act. 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 disclosures requirements and the accounting policies prescribed under Regulation 15 of the SEBI SBEB Regulations or as may be prescribed by regulatory authorities from time to time.

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

Fair Value Method or any other method as per applicable statutory provisions 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 the SEBI SBEB Regulations, the approval of the Shareholders is sought by way of Special Resolution for the approval of the "Syngene International Limited Restricted Stock Units Plan 2018" 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. 7 and 8 for your approval.

A copy of the draft RSU Plan will be available for inspection on all working days (Monday to Friday) between 8:15 am to 5:15 pm 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. 9: Approval for the provision of money by the company for purchase of its own shares by Syngene Employees Welfare Trust for the benefit of employees under Syngene International Limited Restricted Stock Units Plan 2018.**

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 International Limited Restricted Stock Units Plan 2018 ("the Plan") which will be administered and implemented through the same Trust. In order 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 5% (Five percent) of the aggregate paid-up capital and free reserves as provided in the 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. 9 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 International Limited Restricted Stock Units Plan 2018, 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"> <li>• a permanent employee of the company who has been working in India or outside India; or</li> <li>• a director of the company, whether a whole-time director or not but excluding an independent director; or</li> <li>• an employee as defined in clause (i) or (ii) of a subsidiary company, in India or outside India.</li> </ul> <p><b>But does not include</b></p> <ul style="list-style-type: none"> <li>• an employee who is a promoter or a person belonging to the promoter group; or</li> <li>• a director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the company.</li> </ul>
2. The particulars of the trustee or employees in whose favor such shares are to be registered	<p><b>Name of the Trustees:-</b></p> <ol style="list-style-type: none"> <li>1. Murali Krishnan K.N.</li> <li>2. Dinesh Iyer</li> </ol>
3. Particulars of trust	<p><b>Name of the Trust:</b> Syngene Employees Welfare Trust</p> <p><b>Address of the Trust:</b> Biocon SEZ, Biocon Park, Plot No. 2 &amp; 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"> <li><b>1. Murali Krishnan K.N</b> Address : #76, 27th Main Road, 2nd Cross, BTM Layout, 1st Stage, Bengaluru 560068, Karnataka, India. Occupation : Service Nationality : Indian</li> <li><b>2. Dinesh Iyer</b> Address: Flat No. 003, E Block, Adarsh Palm, Retreat Gulmohar, Devarabisenahalli, Varthur, Bengaluru 560103, Karnataka, India. Occupation : Service Nationality : Indian</li> </ol>
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 International Limited Restricted Stock Units Plan – 2018 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	<ol style="list-style-type: none"> <li>a) To recognize and reward the efforts of employees and their continued association with the Company.</li> <li>b) To introduce an objective component of employee compensation which would provide a direct linkage to the efforts of the employees with a measurable and widely accepted criterion i.e. the share price of the Company. The Board envisages this to act as a motivational tool for the employees of the Company.</li> <li>c) To keep long association with the Company.</li> <li>d) Employee participation in shareholding of the Company</li> <li>e) To provide an opportunity to the employees to develop a sense of ownership of the Company through their shareholding.</li> <li>f) To provide the employees an incentive to continue and strengthen their association with the Company so as to result in long term benefits to the Company as well as the employee – shareowner.</li> <li>g) Bring long-term value to the shareholders. Motivate senior employees to better the Company's performance continuously.</li> </ol>
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	<p>The Trust would be considered as the registered shareholder of the company till the date of transfer of shares to the Employees.</p> <p>However, the Trustees will not have any right to vote on the Equity Shares held by the Trust.</p> <p>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.</p>

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 International Limited Restricted Stock Units Plan 2018, therefore, your Directors recommend the Resolution as set out at Item No. 9 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.

By Order of the Board of Directors

**For Syngene International Limited**

Place: Bengaluru  
Date: April 25, 2018

**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](http://www.syngeneintl.com)

**Mayank Verma**  
Company Secretary

## 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 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. 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](mailto:sree@sreedharancs.com) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com) and [Mayank.verma@syngeneintl.com](mailto: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 24, 2018.
- (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 ("AGM"). We have made the necessary arrangements in this regard at the AGM Venue. The facility for voting through electronic voting system ('Insta Poll') shall be made available at the AGM. Members who have already cast their votes by remote e-voting are eligible to attend the AGM; however those Members are not entitled to cast their vote again in the AGM. 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 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](http://www.syngeneintl.com) and on the website of Karvy [www.karvy.com](http://www.karvy.com) immediately after the result is 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 Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at [evoting@karvy.com](mailto:evoting@karvy.com) or phone no. 040 – 6716 1518 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.
- b. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- c. The remote e-voting period commences on Friday, July 20, 2018 (9:00 A.M. IST) and ends on Tuesday, July 24, 2018 (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 i.e. July 18, 2018, 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 18, 2018.
- e. In case a person has become a shareholder of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting i.e., July 18, 2018, he/she may obtain the User ID and Password in the manner as mentioned below:
- 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

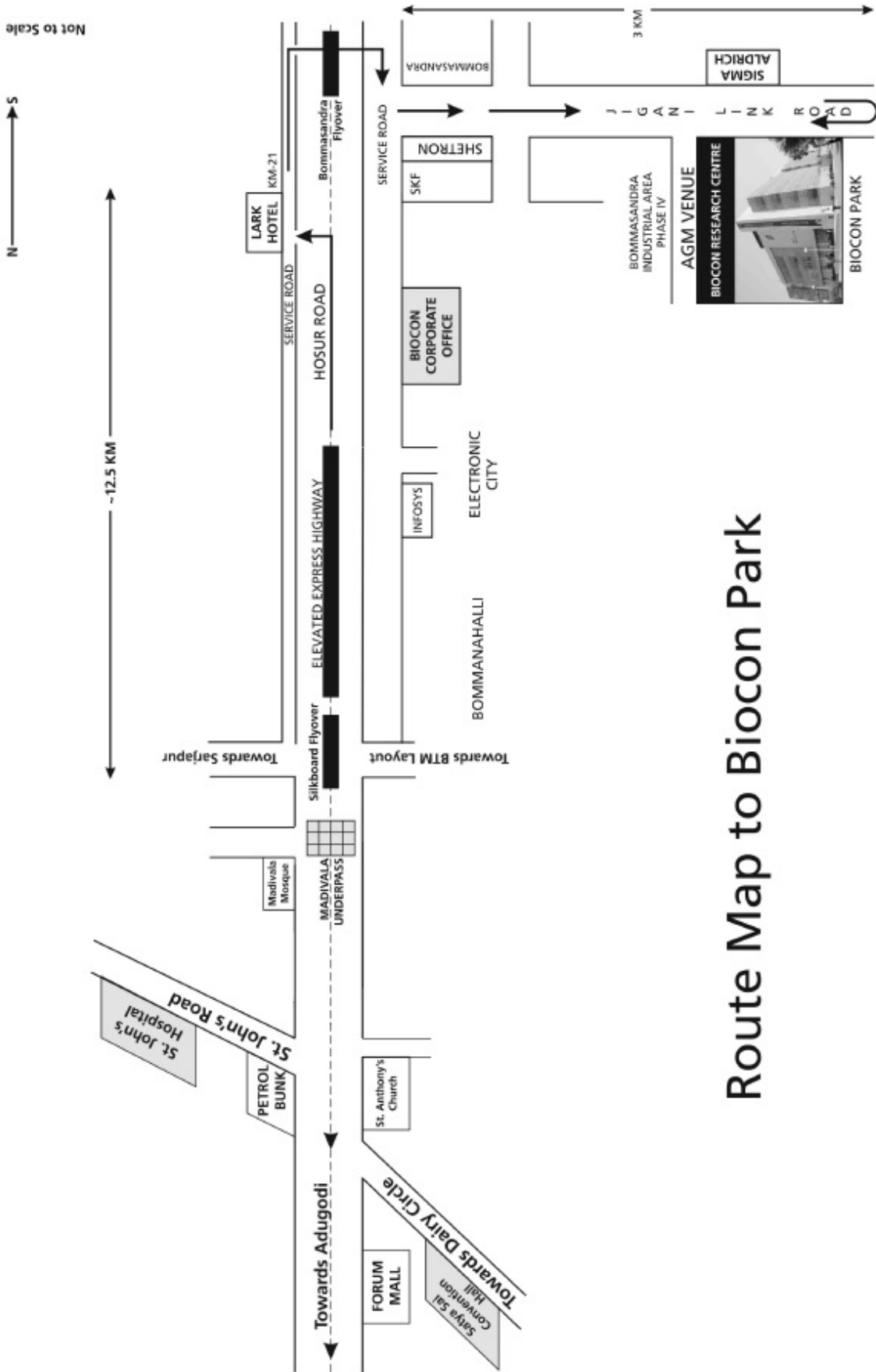
- Example for NSDL:  
**MYEPWD** <SPACE> IN12345612345678  
**Example for CDSL:**  
MYEPWD <SPACE> 1402345612345678  
**Example for Physical:**  
MYEPWD <SPACE> XXXX1234567890
- If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <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.
- Member may call Karvy's toll free number 1800-3454-001.
- Member may send an e-mail request to [evoting@karvy.com](mailto: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 20, 2018 (9:00 A.M. IST) and ends on Tuesday, July 24, 2018 (5:00 P.M. IST).

#### 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.



# 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**

**25th 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 25, 2018 at 2:30 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 25th Annual General Meeting of the Company to be held on July 25, 2018 at 2:30 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 Optional See note 5	
		For	Against
<b>Ordinary Business</b>			
1	Adoption of consolidated & standalone financial statements		
2	Declaration of Dividend		
3	Appointment of John Shaw as director liable to retire by rotation		
4	Ratification for appointment of Statutory Auditors and fixing their remuneration		
<b>Special Business</b>			
5	To appoint Vinita Bali (DIN: 00032940) as an Independent Director of the Company.		
6	To re-appoint Suresh Talwar (DIN: 00001456) as an Independent Director of the Company.		
7	To approve Syngene International Limited Restricted Stock Unit Plans 2018 and grant of Restricted Stock Units to eligible employees of the Company.		
8	To approve grant of Restricted Stock Units to the employees of present and future subsidiary company (ies) under Syngene International Limited Restricted Stock Units Plan 2018.		
9	To approve the provision of money by the Company for purchase of its own shares by Syngene Employees Welfare Trust for the benefit of employees under Syngene International Limited Restricted Stock Units Plan 2018.		

Signature (s) of Shareholder(s)

1. \_\_\_\_\_
2. \_\_\_\_\_
3. \_\_\_\_\_

Affix  
1 rupee  
Revenue  
Stamp

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

\_\_\_\_\_  
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 23, 2018 at 2.30 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**

**25th 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 25, 2018 at 2:30 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 25th Annual General Meeting of the Company held on July 25, 2018 at 2:30 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  
(In BLOCK letters)

\_\_\_\_\_  
Signature of shareholder/proxy

**Note:**

1. Electronic copy of the Annual Report for 2018 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 2018 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 25th 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 25, 2018 at 2:30 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
<b>Starting Point:</b> Opposite ISKCON Temple	11:15 am	<b>Starting Point:</b> Deepanjali Nagar, Metro Station	11:30 am
• Yeshwanthpur Bus Stop	11:30 am	• Sri Kamakya Theatre	11:45 am
• Malleswaram 18th Cross Bus Stand	11:40 am	• Deve Gowda Petrol Bunk, Outer Ring Road	11:50 am
• Majestic (SRS Office)	11:50 am	• Sindhoor Convention Centre, J P Nagar.	12:00 pm
• Shanti Nagar (SRS Office)	12:20 pm	• Shoppers Stop, Bannerghatta Road	12:10 pm
• St. John's Medical College, Bus Stop	12:30 pm	• AXA Building, BTM Layout.	12:30 pm
Route No. 3	Time	Route No. 4	Time
<b>Starting Point:</b> HAL Circle, Towards Jeevan Bhima Nagar	11:15 am	<b>Starting Point:</b> SRS Bus Depot, Jayanagar	12:00 pm
• CMH Hospital, Indira Nagar	11:30 am	• Vijaya College, Jayanagar	12:10 pm
• Indira Nagar, 100 ft. Road, Opp. Barbeque Nation	11:55 am	• Jayanagar 9th Block, Bus Stand	12:20 pm
• BBMP Bus Stop, Domlur Inner Ring Road, Near Fiat Showroom	12:00 pm	• Jayadeva Hospital, before Flyover	12:30 pm
• Sony Signal Junction, Bus Stop	12:10 pm	• AXA Building, BTM Layout.	12:40 pm
• Koramangala, BDA Complex Bus Stop	12:15 pm	• Central Silk Board, Renault Showroom	12:45 pm
• HSR BDA Complex, Ring Road Junction	12:25 pm		
• Central Silk Board, Renault Showroom	12:30 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 time at the pickup and en-route locations.

For any assistance you may contact Mr. Amalraj 098808 88366 and Mr. Lokesh 88842 25554