

# Syngene

Ref: Syn/Acts/CS/SE/Ltrs-BSE/NSE/AGM-2016

Syngene International Limited  
SEZ Unit,  
Biocon Special Economic Zone  
Bommasandra - Jigani Link Road  
Bangalore 560 099 India  
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CIN No. L85110KA1993PLC014937

June 30, 2016

www.syngeneintl.com

To, The Manager Listing Bombay Stock Exchange Limited Corporate Relationship Department Dalal Street, Mumbai – 400 001 Scrip Code: 539268	To, The Manager Listing National Stock Exchange of India Limited Corporate Communication Department Bandra (EAST), Mumbai – 400 051 Scrip Symbol: SYNGENE
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Dear Sir/Madam,

**Subject: Proceedings of 23rd Annual General Meeting of the Company held on June 30, 2016**

Pursuant to the Regulation 30 read with Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby informed that the 23rd Annual General Meeting of the Company held on Thursday, June 30, 2016 at 02:00 P.M. at Tyler Jacks Auditorium, Biocon Park, Biocon SEZ, Plot No. 2 & 3, Bommasandra Industrial Area, Jigani Link Road, Bengaluru-560 099, Karnataka.

In this regard, please find enclosed the summary of proceedings of 23rd Annual General Meeting.

Report of Scrutinizer and Voting Results under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, will be disseminated separately.

Request to kindly take this intimation on record.

Yours faithfully,

For SYNGENE INTERNATIONAL LIMITED

*Mayank Verma*

Mayank Verma

Company Secretary

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Enclosed: Summary of Proceedings of 23<sup>rd</sup> AGM

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**PROCEEDINGS OF THE TWENTY THIRD ANNUAL GENERAL MEETING OF THE SYNGENE INTERNATIONAL LIMITED HELD ON THURSDAY, JUNE 30, 2016 AT 2:00 PM AT THE TYLER JACKS AUDITORIUM, BIOCON PARK, BIOCON SEZ, PLOT NO. 2 & 3, BOMMASANDRA INDUSTRIAL AREA, JIGANI LINK ROAD, BENGALURU-560 099, KARNATAKA**

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## **MEMBERS' PRESENT**

76 Members (Seventy Six) were present at the meeting in person including 2 Proxy (Two).

## **DIRECTORS PRESENT:**

Ms. Kiran Mazumdar Shaw : Chairman and Managing Director  
Mr. Russell Walls : Independent Director (Chairman-Audit Committee)  
Mr. Suresh Talwar : Independent Director (Chairman-Stakeholders' Relationship Committee)  
Mr. John Shaw : Non-Executive Director

## **ALSO PRESENT:**

Mr. Jonathan Hunt : Chief Executive Officer  
Mr. M B Chinappa : Chief Financial Officer  
Mr. Manoj Nerurkar : Chief Operating Officer  
Mr. Mayank Verma : Company Secretary

## **BY INVITATION:**

Mr. Amit Jhunjunwala : Representative of S R Batliboi & Associates LLP, Chartered Accountants  
Statutory Auditors of the Company  
  
Mr. Pradeep B Kulkarni : Partner, V Sreedharan & Associates, Company Secretaries  
Secretarial Auditors of the Company  
  
Mr. V Sreedharan : Partner, V Sreedharan & Associates, Company Secretaries  
Scrutinizer for e- voting

The meeting commenced at 2:00 P.M. (IST) and concluded at 3.05 P.M. (IST).

## **REGISTERS:**

The following documents and registers were open for inspection during the meeting:

1. Notice convening the 23rd Annual General Meeting.
2. Board's Report with Annexures thereto for the financial year ended March 31, 2016.
3. The Audited Financial Statements for the financial year ended March 31, 2016 along with Auditors' Report.



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4. Statutory Registers under Companies Act, 2013 including the Register of Directors and Key Managerial Personnel and their Shareholdings, the Register of Contracts or Arrangements in which Directors are interested and the Register of Members.
5. Secretarial Audit Report.
6. Corporate Governance Report & Compliance Certificate.

Mr. Mayank Verma, Company Secretary welcomed all the Directors and Senior Management team on the dias and he also welcomed the members and other dignitaries present at the 23<sup>rd</sup> Annual General Meeting on behalf of the Company and invited to Ms. Kiran Mazumdar Shaw, Chairman to address the Meeting.

Ms. Kiran Mazumdar Shaw, Chairman took the Chair, after ascertaining the presence of the requisite quorum, Chairman called the meeting to order and commenced the proceedings of the meeting.

The Chairman along with the Chief Executive Officer of the Company addressed the members to the 23<sup>rd</sup> Annual General Meeting and the first Annual General Meeting subsequent to Syngene's listing at BSE & NSE. The key highlights of their speech were broad overview of the Global trends, opportunities in R&D outsourcing, the Company strong position in leveraging on these opportunities and followed by review of operational and financial highlights etc.

The members were further informed that pursuant the provisions of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, the Company had provided remote e-voting facility to the members to cast their vote on resolutions in the notice of the AGM from June 27, 2016 (9:00 am) to June 29, 2016 (5:00 pm). Further, members and proxyholders, who were attending the AGM physically and did not vote through e-voting, were provided facility to vote through Ballot poll at the Meeting. Prior to the commencement of polling, an empty ballot box was shown to the members and proxies present. The ballot boxes were sealed in the presence of the Scrutinizer.

The members were informed that Mr. V Sreedharan, Practicing Company Secretary was appointed as the Scrutinizer of the Annual General Meeting for conducting the e-voting process in fair and transparent manner and the result of voting on the resolutions enlisted in notice of the AGM, will be forwarded on declaration of voting results and placed on the website of the Company, in the format prescribed under regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

With the consent of the members present, the notice convening the 23<sup>rd</sup> Annual General Meeting, Directors' Report of the Company and Auditors' Report for the financial year ended March 31, 2016 were taken as read.

After the conclusion of the Chairman's speech to the shareholders, all the agenda items as specified in the Notice were taken up and floor was open for discussions.

The following items of business, as per the Notice of AGM dated April 26, 2016, were transacted at the meeting:



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1. Consider and adopt the audited financial statements for the year ended March 31, 2016, the Board's Report and Auditors thereon.
2. Confirm and approve payment of Interim Dividend as final dividend for the year ended March 31, 2016.
3. Appointment of Mr. John Shaw, who retires by rotation, being eligible, offers himself for re-appointment.
4. Appointment of B S R & Co. LLP, Chartered Accountants, as Auditors of the Company for five years and fix their remuneration.
5. Appointment of Dr. Bala S Manian as an Independent Director.
6. Appointment of Mr. Suresh N Talwar as an Independent Director.
7. Appointment of Ms. Kiran Mazumdar-Shaw, as Managing Director for a term of five years.
8. Payment of additional bonus to Mr. Peter Bains for FY 2015-16

The members were requested to give their views/comments on the agenda and the discussion took place at the meeting. All the queries raised by shareholders were clarified by the Chairman and senior management team.

After all the agendas were duly taken up, meeting concluded with vote of thanks to the Chair.

This is for your kind information and records.

For **SYNGENE INTERNATIONAL LIMITED**

*Mayank Verma*

Mayank Verma  
**Company Secretary**

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