



Ref: Syn/Acts/ES/SE/PB Results Ltrs-BSE/NSE

# Syngene

December 9, 2015

Syngene International Limited  
SEZ Unit,  
Biocon Special Economic Zone  
Bommasandra-Jigani Link Road  
Bangalore 560 099, India  
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CIN : U51909KA1993PLC014937  
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To

The BSE Limited,  
Floor 25, P J Towers,  
Dalal Street,  
Mumbai 400 001

The National Stock Exchange of India Limited  
Exchange Plaza,  
Bandra – Kurla Complex,  
Bandra (East),  
Mumbai- 400 051

“By Mail”

Dear Sir/Madam,

**Sub: Results of Postal Ballot**

This has reference to our letter dated November 5, 2015 enclosing the Postal Ballot Notice along with the Explanatory Statement seeking approval of members by way of Special Resolution vide postal ballot/electronic voting with respect to **“Ratification of the Syngene Employee Stock Plan -2011”**.

In connection with the above and pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we would like to inform you that the resolution mentioned in the aforesaid Postal Ballot Notice has been passed by the members of the Company by requisite majority.

Attached are the voting results of the said Postal Ballot along with Scrutinizer’s report.

This is for your information and records.

Thanking You,

Yours faithfully,  
For Syngene International Limited,

Mayank Verma  
**Company Secretary**  
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M: +91 97399 04949  
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Email to  
BSE: [corp.relations@bseindia.com](mailto:corp.relations@bseindia.com)  
NSE: [cmlist@nse.co.in](mailto:cmlist@nse.co.in)



Enclosed: As above

## Annexure A

| Date of the AGM / EGM / POSTAL BALLOT (Results declaration date)  |                               | 09/12/2015             |                         |   |                              |                            |  |  |
|---|-------------------------------|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|
| Total number of shareholders on record date /cut of date  |                               | 49,054                 |                         |   |                              |                            |  |  |
| No. of shareholders present in the meeting either in person or through proxy:<br>Promoters and Promoter Group:<br>Public: |                               | N/A                    |                         |   |                              |                            |  |  |
| No. of Shareholders attended the meeting through Video Conferencing<br>Promoters and Promoter Group:<br>Public            |                               | N/A                    |                         |   |                              |                            |  |  |
| Agenda- wise disclosure (to be disclosed separately for each agenda item)   |                               |                        |                         |   |                              |                            |  |  |
| Item No 1: Ratification of the Syngene Employee Stock Plan - 2011"  |                               |                        |                         |   |                              |                            |  |  |
| Resolution required: (Ordinary/ Special)  |                               |                        |                         | Special Resolution  |                              |                            |  |  |
| Whether promoter/ promoter group are interested in the agenda/resolution?   |                               |                        |                         | No  |                              |                            |  |  |
| Category  | Mode of Voting                | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group   | E-Voting                      | 149,092,154            | 149,084,516             | 99.99%  | 149,084,516                  | -                          | 100.00%  | 0.00%  |
|   | Poll                          | -                      | -                       | -   | -                            | -                          | -  | -  |
| Public -  | Postal Ballot (If applicable) | -                      | -                       | -   | -                            | -                          | -  | -  |
|   | Total                         | 149,092,154            | 149,084,516             | 99.99%  | 149,084,516                  | -                          | 100.00%  | 0.00%  |
|   | E-Voting                      | 34,152,300             | 10,925,249              | 31.99%  | 4,012,629                    | 6,912,750                  | 36.73%   | 63.27%   |



|  |                               |                    |                    |               |                    |                  |                |                |                |                |                  |               |
|--|-------------------------------|--------------------|--------------------|---------------|--------------------|------------------|----------------|----------------|----------------|----------------|------------------|---------------|
|  | Poll                          | -                  | -                  | -             | -                  | -                | -              | -              | -              | -              | -                | -             |
|  | Postal Ballot (If applicable) | -                  | 4,271              | -             | 0.01%              | 3,781            | 360            | -              | 88.53%         | -              | 360              | 8.43%         |
|  | <b>Total</b>                  | <b>34,152,300</b>  | <b>10,929,520</b>  | <b>32.00%</b> | <b>4,016,410</b>   | <b>6,913,110</b> | <b>63.25%</b>  | <b>63.25%</b>  | <b>36.75%</b>  | <b>63.25%</b>  | <b>63.25%</b>    | <b>63.25%</b> |
|  | E-Voting                      | 16,755,546         | 70,302             | 0.42%         | 70,302             | -                | -              | -              | 100.00%        | -              | -                | 0.00%         |
|  | Poll                          | -                  | -                  | -             | -                  | -                | -              | -              | -              | -              | -                | -             |
|  | Postal Ballot (If applicable) | -                  | -                  | -             | -                  | -                | -              | -              | -              | -              | -                | -             |
|  | <b>Total</b>                  | <b>16,755,546</b>  | <b>70,302</b>      | <b>0.42%</b>  | <b>67,046</b>      | <b>3,256</b>     | <b>100.00%</b> | <b>100.00%</b> | <b>100.00%</b> | <b>100.00%</b> | <b>3,256</b>     | <b>0.00%</b>  |
|  | <b>Total</b>                  | <b>200,000,000</b> | <b>160,084,338</b> | <b>80.04%</b> | <b>153,167,972</b> | <b>6,916,366</b> | <b>95.68%</b>  | <b>95.68%</b>  | <b>95.68%</b>  | <b>95.68%</b>  | <b>6,916,366</b> | <b>4.32%</b>  |



**SCRUTINIZER'S REPORT**

Date: 09.12.2015

The Chairman

Syngene International Limited

Regd. Office: Biocon SEZ, Biocon Park, Plot.No.2 & 3,

Industrial Area, IV Phase, Jigani Link Road, Bommasandra

Bengaluru - 560 099.

Sir,

1. The Board of Directors of the company at its meeting held on October 20, 2015 appointed me as a Scrutinizer for scrutinizing the postal ballot voting including e voting process.
2. I submit my report as under:

The Company has completed the despatch of postal ballot forms along with postage prepaid business reply envelope on November 04, 2015 by courier to those members who have not registered their e-mail ids with the company. The company has completed the uploading of emails with link of Postal Ballot notice for E-voting purposes on the same day to those members who have registered their email ids with the company.



The notice of postal ballot (physical and by email) were sent to the members whose name(s) appeared on the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on Friday, October 23, 2015.


- 2.1 Particulars of all the postal ballot forms received from the members and votes cast through electronic means have been entered in the register separately maintained for the purpose.
- 2.2 The postal ballot forms were kept under my safe custody before commencing the scrutiny of such postal ballot forms.
- 2.3 The votes cast through electronic means were unblocked on December 05, 2015 at 6.06 PM in my presence. The postal ballot forms were scrutinized on December 07, 2015 at Karvy Computershare Private Limited, Hyderabad.
- 2.4 The postal ballot forms and votes cast through electronic means were scrutinized and the shareholding was matched/confirmed with the Register of Members of the company / list of beneficiaries as on October 23, 2015.
- 2.5 All postal ballot forms and votes cast through electronic means received up to December 05, 2015 at 5.00 PM being the last date and time fixed by the company for receipt of the forms and votes cast through electronic means were considered for my scrutiny.



- 2.6 No envelope containing postal ballot form was received after December 05, 2015 up to the date of this report.
  - 2.7 960 (Nine Hundred and Sixty) envelopes containing postal ballot forms were returned undelivered up to the date of this report.
  - 2.8 I did not find any defaced or mutilated ballot paper.
3. A summary of votes cast through postal ballot and votes cast through electronic means is given in **Annexure I**.
  4. I have handed over the postal ballot forms and other related papers/registers and records for safe custody to the Company Secretary.
  5. You may accordingly declare the result of the voting by Postal Ballot.

Thanking you,

For **V. Sreedharan & Associates**



**(V. Sreedharan)**

**Partner**

**FCS 2347; CP No. 833**

Place : Bengaluru

Date : 09.12.2015

**Annexure I**

**SYNGENE INTERNATIONAL LIMITED**

Regd. Office: Biocon SEZ, Biocon Park, Plot.No.2 & 3, Industrial Area, IV Phase, Jigani Link Road, Bommasandra,  
Bengaluru - 560 099

Summary of votes cast through postal ballot and votes cast through electronic means for the resolution mentioned in the Postal Ballot Notice  
dated October 20, 2015

**Resolution No. 1 - Special Resolution for Ratification of the Syngene Employees Stock Option Plan-2011**

| Particulars  | Postal Ballot                                    |  | E-Voting                                    |  | Total  |  | % of total paid-up equity capital as on cut-off date (i.e. 23/10/2015 20 Crore Equity Shares) |
|--|--|--|---|--|--|--|---|
|  | No. of members voted through Postal ballot forms | No. of votes cast (Equity Shares of Rs. 10/- each) | No. of member voted through e voting system | No. of votes cast (Equity Shares of Rs. 10/- each) | No. of members voted through Postal ballot forms & through e voting system | No. of votes cast (Equity Shares of Rs. 10/- each) |   |
| (a) Total postal ballot forms / e votes received   | 59   | 4,271  | 142   | 16,00,80,257                                       | 201  | 16,00,84,528                                       | 80.04   |
| (b) <b>Less:</b> Invalid postal ballot forms (as per register) (Including cases where less votes cast and abstained from voting) | 3  | 130  | 1   | 60   | 4  | 190  | Negligible  |
| (c) Net valid postal ballot forms (as per register)  | 56   | 4,141  | *141  | 16,00,80,197                                       | *197   | 16,00,84,338                                       | 80.04   |
| (d) Postal ballot forms / e votes with assent for the Resolution as a percentage of net valid shares polled                      | 50   | 3,781  | 108   | 15,31,64,191                                       | 158  | 15,31,67,972                                       | 95.68   |
| (e) Postal ballot forms/e votes with dissent for the Resolution as a percentage of net valid shares polled                       | 6  | 360  | 34  | 69,16,006  | 40   | 69,16,366  | 4.32  |

\* The total of row (d) and (e) for the column No. of member voted through e-voting system and Total No. of members voted through Postal ballot forms and through e-voting system is not equal to the row (c) for both said columns as one member has voted both in favour and against.

