

Syngene

Syngene International Limited

Ref: Syn/CS/SE/AGM/2020-21/July/42

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July 23, 2020

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

Dear Sir/Madam,

Subject: Proceedings of 27th Annual General Meeting

With reference to the above-mentioned subject, we hereby enclose the proceedings of the 27th Annual General Meeting held on Wednesday, July 22, 2020 at 04:00 p.m. through video conferencing.

Kindly take this intimation on record.

Yours faithfully,

For **SYNGENE INTERNATIONAL LIMITED**

Priyadarshini Mahapatra

Company Secretary & Compliance Officer

Enclosed: Summary of Proceedings of 27th AGM

PROCEEDINGS OF THE TWENTY SEVENTH ANNUAL GENERAL MEETING (AGM) OF SYNGENE INTERNATIONAL LIMITED HELD ON WEDNESDAY, JULY 22, 2020 AT 4:00 PM IST THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO-VISUAL MEANS (“OAVM”)

MEMBERS PRESENT

54 Members were present at the meeting.

DIRECTORS PRESENT:

Ms. Kiran Mazumdar Shaw	: Chairperson
Mr. Jonathan Hunt	: Managing Director and CEO
Mr. John Shaw	: Non-Executive Director
Prof. Catherine Rosenberg	: Non-Executive Director (Chairperson- Corporate Social Responsibility Committee)
Mr. Paul Blackburn	: Independent Director (Chairman-Audit Committee and Chairman-Risk Management Committee)
Mr. Vijay Kuchroo	: Independent Director
Ms. Vinita Bali	: Independent Director (Chairman-Nomination and Remuneration Committee)
Ms. Sharmila Karve	: Independent Director (Chairman-Stakeholders Relationship Committee)
Dr. Carl Decicco	: Independent Director

KEY MANAGERIAL PERSONNEL:

Mr. Sibaji Biswas	: Chief Financial Officer
Ms. Priyadarshini Mahapatra	: Company Secretary & Compliance Officer

BY INVITATION:

Mr. S Sethuraman	: Partner, B S R & Co. LLP, Chartered Accountants Statutory Auditors
Ms. Devika Satyanarayana	: Partner, V Sreedharan & Associates, Company Secretaries Secretarial Auditors
Mr. V Sreedharan	: Scrutinizer for e- voting Practicing Company Secretary

The meeting commenced at 4:00 PM (IST) and concluded at 5:01 PM (IST).

At the commencement of the meeting, members were briefed about holding the meeting through video conference in accordance with the circulars issued by the Ministry of Corporate Affairs and the attendance of directors from their respective locations through video conference due to the ongoing COVID-19 pandemic.

Ms. Kiran Mazumdar Shaw welcomed all the members, Directors and other invitees present at 27th AGM of the Company. After ascertaining the presence of the requisite quorum through video conferencing, Chairperson called the meeting to order and commenced the proceedings of the meeting. She also informed the members that the requisite statutory registers and documents shall be made available to the shareholders at their request through mail.

She informed the members that there were eight resolutions proposed for approval at the meeting. The poll on these resolutions were concluded at the end of the meeting.

The members were informed that Mr. V Sreedharan, Practicing Company Secretary, was appointed as the Scrutinizer for conducting the remote e-voting and Instapoll process in fair and transparent manner. The consolidated report of voting will be submitted to the Stock Exchanges within 48 hours of conclusion of the meeting and will also be available on the websites of the Company and Kfin Technologies Private Limited in the format prescribed under regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company Secretary informed the members that pursuant to 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 all the members as on the cut-off date of July 15, 2020, to cast their vote on all resolutions as set forth in the AGM notice from July 17, 2020 (9:00 am) to July 21, 2020 (5:00 pm). Further, members, who had not participated in remote e-voting process could still cast their vote on all resolutions as set forth in the AGM notice through Instapoll facility of Kfin Technologies Private Limited as made available during the meeting.

With the consent of the members present, the notice convening the 27th AGM, Directors' Report of the Company and Auditors' Report for the financial year ended March 31, 2020 were taken as read.

After the conclusion of the Chairperson's speech, the Management presented before the members operational and financial performance of the Company for the financial year ended March 31, 2020.

Thereafter, all the agenda items as specified in the AGM notice were taken up and the floor was open for queries from the members. The Chairperson along with management team addressed the queries raised by the members.

The following items of businesses were proposed to be transacted:

Ordinary Business:

1. Consider and adopt the audited standalone and consolidated financial statements for the year ended March 31, 2020, the Board's Report and Auditor's Report thereon.
2. Approve the appointment of Mr. John Shaw, who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

3. Appointment of Ms. Kiran Mazumdar Shaw (DIN: 00347229) as Director liable to retire by rotation.
4. Approval of re-appointment of Dr. Vijay Kumar Kuchroo (DIN: 07071727) as an Independent Director of the Company for a second term of five years up to the conclusion of the 32nd Annual General Meeting of the Company proposed to be held in the year 2025.
5. Approval of re-appointment of Vinita Bali (DIN: 00032940) as an Independent Director of the Company for a second term of five years up to the conclusion of the 32nd Annual General Meeting of the Company proposed to be held in the year 2025.
6. Approval of appointment of Sharmila Abhay Karve (DIN: 05018751) as an Independent Director of the Company up to the conclusion of the 29th Annual General Meeting of the Company proposed to be held in 2022.
7. Approval of appointment of Dr Carl Peter Decicco (DIN: 08576667) as an Independent Director of the Company up to the conclusion of the 29th Annual General Meeting of the Company proposed to be held in 2022.
8. Approval of appointment and remuneration of Jonathan Hunt (DIN: 07774619) as Managing Director and Chief Executive Officer of the Company for a period of five years from April 1, 2020.

After all the agenda items were duly taken up, the meeting concluded with a vote of thanks to the Chair and the members.