



Ref: Syn/CS/SE/AGM/2021-22/June/27

Syngene International Limited

Biocon SEZ, Biocon Park, Plot No. 2 & 3,
Bommasandra Industrial Area, IV Phase,
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Karnataka, India.

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CIN: L85110KA1993PLC014937

www.syngeneintl.com

June 26, 2021

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

Dear Sir/Madam,

Subject: Notice of 28th Annual General Meeting (“AGM”)

We wish to inform you that the 28th AGM of the Company will be held on Wednesday, July 21, 2021 at 3:30 pm IST through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”).

In this regard, please find enclosed the Notice of the 28th AGM of the Company, which is being circulated to the shareholders through electronic mode. The Notice is also available on the Company’s website at <https://www.syngeneintl.com/investors/share-holder-services/>.

Request you to kindly take this intimation on record.

Thanking You,

Yours faithfully,

For **SYNGENE INTERNATIONAL LIMITED**

Priyadarshini Mahapatra
Company Secretary and Compliance Officer

Enclosed: Notice of 28th AGM

Notice

Notice is hereby given that the 28th Annual General Meeting (“AGM”) of Syngene International Limited will be held on Wednesday, July 21, 2021 at 3:30 P.M. IST through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:

Item No. 1: Adoption of financial statements

To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2021, together with the Reports of the Board of Directors and the Auditors thereon.

Item No. 2: To approve the appointment of Professor Catherine Rosenberg (DIN: 06422834) as director liable to retire by rotation

To appoint a Director in place of Professor Catherine Rosenberg (DIN: 06422834), a Non-Executive Director, who retires by rotation and being eligible, offers herself for re-appointment.

Item No. 3: To re-appoint M/s B S R & Co. LLP, Chartered Accountants as statutory auditors of the Company and to fix their remuneration

To consider, and if thought fit, to pass the following as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s B S R & Co. LLP, Chartered Accountants bearing Registration Number 101248W/W-100022 be and are hereby re-appointed as the Statutory Auditors of the Company for a term of five consecutive years from the conclusion of this Annual General Meeting until the conclusion of Annual General Meeting to be held in the year 2026 on such remuneration as may be fixed by the Board of Directors in consultation with the Statutory Auditors of the Company.”

SPECIAL BUSINESS:

Item No. 4: To approve the appointment of Dr Kush Parmar (DIN: 09212020) as an Independent Director of the Company

To consider, and if thought fit, to pass the following as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to sections 149, 152, 161 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the relevant Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the provisions of the Articles of Association of the Company, Dr Kush Parmar (DIN : 09212020), who was appointed by the Board of Directors as an Additional Director in the capacity of an Independent Director of the Company with effect from 22nd June, 2021 to hold office up to the conclusion of this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a Member under section 160(1) of the Act proposing his candidature for the office of Director, being eligible, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, from 22nd June, 2021 till the conclusion of the 31st Annual General Meeting of the Company proposed to be held in 2024;

RESOLVED FURTHER THAT any one of the Directors or the 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 Dr Kush Parmar (DIN : 09212020) as an Independent Director on the Board of the Company.”

By Order of the Board of Directors
For Syngene International Limited

Place: Bangalore
Date: 22nd June, 2021

Priyadarshini Mahapatra
(Company Secretary)
FCS8786

Registered Office:

Biocon SEZ, Biocon Park, Plot No. 2 & 3,
Bommasandra Industrial Area, IV Phase,
Jigani Link Road, Bangalore – 560 099 Karnataka
CIN: L85110KA1993PLC014937
Website: www.syngeneintl.com

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its Circular No. 02/2021 dated January 13, 2021 read with Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Shareholders at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM herein after called as "AGM". Hence, Shareholders can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participating in the meeting through VC/OAVM is annexed herewith (Refer serial no. 32) and the same will also be available at the website of the Company at www.syngeneintl.com. The deemed venue for the meeting shall be Biocon Campus, 20th K.M. Hosur Road, Hebbagodi, Bangalore, Karnataka 561229, India.
2. Company has appointed M/s KFin Technologies Private Limited, Registrars and Share Transfer Agents, to provide VC/OAVM facility for the Annual General Meeting of the Company.
3. The helpline number regarding any query/assistance for participation in the AGM through VC/OAVM is 1800 3094 001 (toll free).
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA and SEBI Circulars through VC / OAVM, physical attendance of Shareholders has been dispensed with. Accordingly, the facility for appointment of proxies by the Shareholders will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. The attendance of the Members (i.e. members login) at the AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Only bona fide members of the Company whose names appear on the Register of Members, will be permitted to attend the meeting through VC/OAVM. The Company reserves its right to take all necessary steps as may be deemed necessary to restrict non-members from attending the meeting.
7. The facility for joining AGM through VC/OVAM will be available for up to 2,000 Members. Members may join on first come first served basis. However, the above restriction shall not be applicable to members holding more than 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel(s), the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Scrutinizers etc. Members can login and join 15 (fifteen) minutes prior to the scheduled time of meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the scheduled time.
8. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of their Board or governing body Resolution/Authorization etc., authorizing their representative to attend the AGM through VC / OAVM on their behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through the registered email address of the Institutional / Corporate Shareholders at email sree@sreedharancs.com with a copy marked to evoting@kfintech.com and investor@syngeneintl.com. The scanned image of the above-mentioned documents should be in the naming format "Syngene International Limited_5957" The documents should reach the Scrutinizer on or before 17:00 hours on 20th July, 2021. Institutional shareholders are encouraged to attend and vote at the AGM.
9. 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.
10. The relevant details pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/ re-appointment at this AGM are annexed. The Directors have furnished consent/ declarations for their appointment/re-appointment as required under Act and rules made thereunder.
11. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act will be available for inspection by the Members in electronic mode during the AGM. Members who wish to inspect, may send their request

through an email at investor@syngeneintl.com up to the date of the AGM.

12. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company/Electronic mode during normal business hours (8:15 am to 5:15 pm) on all working days except Saturdays and Sundays, up to and including the date of the AGM of the Company. Members who wish to inspect, may send their request through an email at investor@syngeneintl.com up to the date of AGM.
13. The Explanatory Statement pursuant to Section 102(1) of the Act and Regulation 36 (3) of SEBI Listing Regulations is annexed hereto.
14. Shareholders holding shares in Electronic (demat) form are advised to inform the particulars of their bank account, change of postal address and email address to their respective Depository Participants only. The Company or its Registrar and Share Transfer Agent i.e. KFin Technologies Private Limited (KFinTech) cannot act on any request received directly from the shareholders holding shares in demat mode for changes in any bank mandates or other particulars.
15. Shareholders holding shares in physical form are advised to inform the particulars of their bank account, change of postal address and email address to KFin Technologies Private Limited (Unit: Syngene International Limited), Plot 31-32, Selenium, Tower B, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 or the Secretarial Department of the Company at the registered office address.
16. 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 KFin Technologies Private Limited (Unit: Syngene International Limited), Plot 31-32, Selenium, Tower B, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 or the Secretarial Department of the Company.
17. Shareholders holding shares in Electronic (demat) form who have not registered their email IDs with the depository participants, are requested to register their email address with their depository participants and those holding shares in physical form, are requested to submit their request with their valid e-mail address to KFinTech at suresh.d@kfintech.com or to the Company at investor@syngeneintl.com for receiving all the communications including annual report, notices, letters etc., in electronic mode from the Company. For more details, please refer Para B of Step 2 under 'procedure of remote e-voting' section below.
18. Pursuant to Section 101 and Section 136 of the Act, read with relevant provisions of Companies (Management and Administration Rules), 2014, and Regulation 36 of SEBI Listing Regulations, companies can serve Annual Report and other communications through electronic mode to those Members who have registered their e-mail IDs either with the Company or with the Depository Participants.
19. In compliance with the provisions of MCA vide its circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020 and Circular No. 02/2021 dated January 13, 2021 and SEBI circular dated May 12, 2020 and January 15, 2021, Notice of the AGM along with the Annual Report 2020-21, are being sent only through electronic mode to those Members whose email ids are available with the Company/Depositories/RTA.
20. Members may note that the Notice of the 28th AGM and Annual Report 2020-21 will also be available on the Company's website www.syngeneintl.com and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFinTech at <https://evoting.kfintech.com/public/Downloads.aspx>.
21. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, 1st April, 2019, except in case of request received for transmission or transposition and relogged transfers of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/ CIR/P/2020/236 dated 2nd December, 2020 had fixed 31st March, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or KFinTech for assistance in this regard.
22. Pursuant to the Finance Act 2020, dividend income has become taxable in the hands of shareholders w.e.f. 1st April, 2020 and the Company is required to deduct tax at source from dividends paid to shareholders at

- the prescribed rates. The shareholders are requested to update their PAN with the Company/ KFinTech (in case of shares held in physical mode) and depositories (in case of shares held in demat mode). SEBI has also mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market.
23. The rate of withholding tax is 10% for a Resident shareholder having a PAN subject to other provisions of the Income-tax Act, 1961. A Resident individual shareholder with PAN, who is not liable to pay income tax can submit a yearly declaration in Form No. 15G (applicable to any person other than a company or a firm) / Form 15H (applicable to an Individual who is 60 years and older), fulfilling certain conditions, to avail the benefit of non-deduction of tax at source by email to the Company at investor@syngeneintl.com or to KFinTech at einward.ris@kfintech.com. Shareholders are requested to note that if their PAN is not registered, the tax on dividends will be deducted at a higher rate of 20%. Notwithstanding the above, tax would not be deducted on payment of dividends to a resident individual shareholder, if the total dividend to be paid in FY 2021-22 does not exceed Rs 5,000.
 24. The rate of withholding tax is 20% (plus applicable surcharge and cess) for a non-resident shareholder. Non-resident shareholders can avail beneficial rates under the tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, or any other document which may be required to avail the tax treaty benefits by sending an email to the Company at investor@syngeneintl.com or to KFinTech at einward.ris@kfintech.com. Application of a beneficial Tax Treaty Rate will depend upon the completeness of the documents submitted by the Non-Resident shareholder and satisfactory review by the Company.
 25. Non-Resident Indian Members are requested to inform the RTA / respective depository participants, immediately of any: a) Change in their residential status on return to India for permanent settlement; b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
 26. 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 procedure for Remote e-voting provided by the Company is annexed to this Notice, explaining the process of e-voting with the necessary user ID and password. The remote e-voting facility is in addition to voting that will take place at the meeting venue on 21st July, 2021.
 27. Company has fixed the cut-off date as Wednesday, 14th July, 2021 for determining the eligibility of shareholders entitled to vote at the AGM. The remote e-voting shall remain open for a period of 5 days commencing from Friday, 16th July, 2021 (9:00 hours) to Tuesday, 20th July, 2021 (17:00 hours) (both days inclusive). The e-voting module shall be disabled for voting thereafter. Those shareholders, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
 28. The Company has appointed V Sreedharan, Practicing Company Secretary, partner of M/s V Sreedharan & Associates, Company Secretaries, Bangalore (FCS 2347; CP 833) and in his absence Pradeep B Kulkarni, Practicing Company Secretary, (FCS 7260; CP 7835) or Devika Sathyanarayana (ACS 16617; CP 17024), Partners of the same firm as Scrutinizer to scrutinize the e-voting process in fair and transparent manner.
 29. 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. Shareholders are requested to note that as per section 124(6) of the Act, all shares in respect of which Dividend has not been paid or claimed for seven consecutive years or more shall be transferred to the IEPF. Pursuant to IEPF Rules, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 22nd July, 2020 (date of last AGM) on the website of the Company at www.syngeneintl.com and also on the website of the Ministry of Corporate Affairs. Shareholders may approach the Company Secretary of the Company for claiming the unclaimed dividend which is yet to be transferred to IEPF by the Company.
 30. Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.

31. The Notice along with Annual Report for FY 2020-21 will be sent through e-mail to those members whose name will appear in the register of members received from the depositories as on 18th June, 2021.
32. The details of the process and manner for participating in the 28th AGM through VC/OAVM are explained below:
 - a. Members may attend the AGM through video conferencing platform provided by M/s. KFin Technologies Private Limited. Members may access the same at <https://emeetings.kfintech.com> and click on the "video conference" and access members login by using the remote e-voting credentials. The link for AGM will be available in members login where the EVENT and the name of the company can be selected.
 - b. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following instructions provided in the "Procedure for Remote e-Voting" mentioned in the notice.
 - c. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
 - d. **Questions and queries :** Members who may want to express their views or ask questions at the AGM may visit <https://emeetings.kfintech.com> and click on the tab "Post Your Queries Here" to write your queries in the window provided, by mentioning their name, demat account number/folio number, email ID and mobile number. The window shall remain active during the remote e-voting period and shall be closed 24 hours before the time fixed for the AGM.
 - e. **Speaker Registration:** Members may register themselves as speakers for the AGM to pose their queries. Accordingly, the Members may visit <https://emeetings.kfintech.com> and click on 'Speaker Registration' during the remote e-voting period. Members shall be provided a 'queue number' before the AGM. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
 - f. Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC platform. Members may click on the voting icon ('vote now') on the left side of the screen to cast their votes.

PROCEDURE FOR REMOTE E-VOTING

- i. 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 KFin Technologies Private Limited ('KFinTech') on all resolutions set forth in this Notice, from a place other than the venue of the Meeting, to members holding shares as on 14th July, 2021, being the cut-off date fixed for determining eligible members to participate in the remote e-voting process. The instructions for e-Voting are given herein below.
- ii. As per the SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, and as part of increasing the efficiency of the voting process, e-voting process has been enabled to all individual shareholders holding securities in demat mode to vote through their demat account maintained with depositories / websites of depositories / depository participants.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby facilitating seamless authentication and ease of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The remote e-Voting period shall commence at 9:00 hours on Friday, 16th July, 2021 and remain open until 17:00 hours on Tuesday, 20th July, 2021.
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- vi. Any person holding shares in physical form and non-individual shareholders, who acquire shares of the Company and become a Shareholder of the Company

after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@kfintech.com. However, if he / she is already registered with KFintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.

vii. In case of Individual Shareholders holding securities in demat mode and who acquire shares of the Company and become a Shareholder of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned under “Login method for remote e-Voting for Individual shareholders holding securities in demat mode.”

viii. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

Step 1: Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Individual Shareholders holding securities in demat mode with NSDL	Individual Shareholders holding securities in demat mode with CDSL
<p>1. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> I. Visit URL: https://eservices.nsdl.com II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” IV. Click on the e-Voting service provider name KFINTECH and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. <p>2. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> I. To register click on link : https://eservices.nsdl.com II. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in point 1. <p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <ol style="list-style-type: none"> I. Open URL: https://www.evoting.nsdl.com/ II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. III. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will be requested to select the name of the Company and the e-Voting Service Provider name, i.e.KFintech. V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period. 	<p>1. Existing user who have opted for Easi / Easiest</p> <ol style="list-style-type: none"> I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. V. Click on e-Voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasi/RegistrationEasiRegistration II. Proceed with completing the required fields. III. Follow the steps given in point 1 <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <ol style="list-style-type: none"> I. Visit URL: www.cdslindia.com II. Provide your demat Account Number and PAN. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e- Voting is in progress.

Individual Shareholders can login through their demat accounts / Website of Depository Participant

- I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.
- II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.
- III. Click on options available against company name or e-Voting service provider – **Kfintech** and you will be redirected to e-Voting website of **KFintech** for casting your vote during the remote e-Voting period without any further authentication.

Important note:

Members who are unable to retrieve User ID / Password are advised to use “Forgot user ID” and “Forgot Password” option available on the above-mentioned websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

NSDL	CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at 022- 23058738 or 022-23058542-43.

Step 2: Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from Kfintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical i.e., folio, User ID will be the EVEN 5957, 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 Kfintech for e-voting, you can use your existing User ID and password for casting the 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 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 “EVEN” i.e., ‘5957_Syngene international Limited- AGM” and click on “Submit”
- 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 abstinence 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 abstinence.

- 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, Shareholders can login any number of times till they have voted on the Resolution(s).
 - xxi. 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., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id sree@sreedharancs.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Syngene International Limited_5957". The documents should reach the Scrutinizer on or before 17:00 pm on 20th July, 2021.
- (B) Shareholders whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:
- i. Shareholders who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>. Shareholders are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to evoting@kfintech.com .
 - ii. Alternatively, shareholder may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
 - iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.
- Step 3: Instructions for all the shareholders for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.**
- i. Shareholders will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFintech. Shareholders may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/ KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the instructions mentioned in Step 1 above.
 - ii. Facility for joining AGM though VC/ OAVM shall open atleast 15 minutes before the commencement of the Meeting.
 - iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
 - iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 - v. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The 'Vote Now Thumb sign' on the left hand corner of the video screen shall be activated upon instructions of the chairperson during the AGM proceedings. Members shall click on the same to take them to the "Insta-poll" page

and Members to click on the “Insta-poll” icon to reach the resolution page and follow the instructions to vote on the resolutions.

- vi. 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.

The Company has appointed V Sreedharan, Practicing Company Secretary, partner of M/s V Sreedharan & Associates, Company Secretaries, Bangalore (FCS 2347; CP 833) and in his absence Pradeep B Kulkarni, Practicing Company Secretary, (FCS 7260; CP 7835) or Devika Sathyanarayana (ACS 16617; CP 17024), Partners of the same firm as Scrutinizer to Scrutinize the e-voting process in fair and transparent manner. The scrutinizer shall immediately after the conclusion of voting at the AGM, count the votes and shall submit a consolidated Scrutinizer’s Report of the votes cast in favour or against, if any, within a period of not exceeding 48 (forty-eight) hours the conclusion of the voting to the Chairperson of the Company or a person authorised by him in writing who shall countersign the same. The Chairperson or a person authorised by him in writing shall declare the result of voting forthwith. The results of the e-voting along with the Scrutinizer’s report shall be communicated immediately to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed and shall be placed on the Company’s website www.syngeneintl.com and on the website of KFinTech at <https://evoting.kfintech.com> immediately after the result declared by the Chairperson or any other person authorised by the Chairperson.

OTHER INSTRUCTIONS

- i. 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.kfintech.com> (KFinTech Website) or contact Suresh Babu, (Unit: Syngene International Limited) of KFIN Technologies Private Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at evoting@kfintech.com or call

KFinTech’s toll free No. 1800 309 4001 for any further clarifications.

- ii. 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).
- iii. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Wednesday, 14th July, 2021, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- IV. If a person has become a shareholder of the Company after dispatch of Annual General Meeting Notice but on or before the cut-off date for E-voting i.e., 14th July, 2021, he/ she may obtain the User ID and Password in the manner outlined below:
 - i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399

 Example for NSDL:
 MYEPWD <SPACE> IN12345612345678
 Example for CDSL:
 MYEPWD <SPACE> 1402345612345678
 Example for Physical:
 MYEPWD <SPACE> XXXX1234567890
 - ii. 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.kfintech.com/>, the member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - iii. Members who may require any technical assistance or support before or during the AGM are requested to contact KFinTech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.

Explanatory Statement

Explanatory Statement pursuant to Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Item No. 3: To re-appoint M/s B S R & Co. LLP, Chartered Accountants as statutory auditors of the Company and to fix their remuneration.

M/s. B S R & Co. LLP, Chartered Accountants, were appointed as Statutory Auditors of the Company at the 23rd Annual General Meeting held on 30th June, 2016 for a period of 5 years up to the conclusion of 28th Annual General Meeting to be held in 2021. M/s. B S R & Co. LLP are eligible for re-appointment for a further period of 5 years. M/s. B S R & Co. LLP have given their consent for their re-appointment as Statutory Auditors of the Company and have issued certificate confirming that their re-appointment, if made, will be within the limits prescribed under the provisions of Section 139 of the Act and the rules made thereunder. M/s. B S R & Co. LLP have confirmed that they are eligible for the proposed appointment under the Companies Act, 2013, the Chartered Accountants Act, 1949 and the rules or regulations made thereunder. As confirmed to Audit Committee and stated in their report on financial statements, the Auditors have reported their independence from the Company and its subsidiary according to the Code of Ethics issued by the Institute of Chartered Accountants of India and the ethical requirements relevant to audit. Based on the recommendations of the Audit Committee and the Board of Directors, it is hereby proposed to re-appoint M/s. B S R & Co. LLP, Chartered Accountants, having registration No. 101248WW-100022, as the Statutory Auditors of the Company for the second and final term of five consecutive years, who shall hold office from the conclusion of this 28th Annual General Meeting till the conclusion of the 33rd Annual General Meeting of the Company to be held in 2026. The Board of Directors has approved a remuneration of Rs 6.43 Mn for conducting the audit for the financial year 2020-21 plus taxes as applicable, and reimbursement of out-of-pocket expenses incurred. The remuneration proposed to be paid to the auditors during their second term would be in line with the existing remuneration and shall be commensurate with the services to be rendered by them during the coming years with the power to the Board of Directors in consultation with the Audit Committee, to alter and vary the terms and conditions of appointment, make revision including upward revision in the remuneration, in such manner and to such extent as may be mutually agreed with the Auditors.

M/s B S R & Co. LLP is a member entity of B S R & Associates, a network registered with the Institute of Chartered Accountants of India. The other entities which are part of the B S R & Associates include, B S R & Associates LLP, B S R & Company, B S R and Co., B S R and Associates, B S R and Company. The firm has offices at Mumbai, Gurgaon, Bangalore, Kolkata, Hyderabad, Pune, Chennai, Chandigarh, Ahmedabad, Vadodara, Noida, Jaipur, Vijayawada and Kochi. M/s B S R and Co. LLP is a multi-disciplinary Audit Firm catering to various clients in diverse sectors. M/s B S R & Co. LLP audits various companies listed

on stock exchanges in India. The firm holds the 'Peer Review' certificate as issued by 'ICAI'.

Based on the above, the Board on recommendation of the Audit Committee and in the best interest of the Company, recommends the resolution set out at Item No. 3 of the Notice for approval by the Members by way of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the resolution.

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

Item No. 4: Appointment of Dr Kush Parmar (DIN: 09212020) as an Independent Director of the Company.

Based on the recommendation of the Nomination and Remuneration Committee, Board of Directors has appointed Dr Kush Parmar as Additional Director in the capacity of Independent Director w.e.f. 22nd June, 2021 to hold office up to the conclusion of this Annual General Meeting of the Company in terms of Section 161 of the Act. It is proposed to appoint Dr Kush Parmar as Independent Director not liable to retire by rotation, from the date of appointment by the Board until the conclusion of the 31st Annual General Meeting of the Company proposed to be held in 2024.

The Company has also received notice in writing from a Member under Section 160(1) of the Act proposing the candidature of Dr Kush Parmar for the office of Director.

Dr Kush Parmar is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received declaration from Dr Kush Parmar stating that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). Dr Kush Parmar is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

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

The resolution seeks the approval of the shareholders in terms of Section 149 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder and the SEBI Listing Regulations, for appointment of Dr Kush Parmar as Independent Director of the Company for a term commencing from the date of his appointment by the Board of Directors on 22nd June, 2021 until the conclusion of the 31st AGM proposed to be held in 2024. Dr Kush Parmar is not liable to retire by rotation.

The profile and specific areas of expertise of Dr Kush Parmar are provided in the 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 in physical or electronic form during normal hours on working days up to the date of the AGM and is also available on the website of the Company at www.syngeneintl.com.

ANNEXURE – INFORMATION TO SHAREHOLDERS

In pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Details of the directors seeking appointment or re-appointment at the forthcoming Annual General Meeting ("AGM")

Brief resume of Directors:

Professor Catherine Rosenberg

Non-Executive Director

Professor Rosenberg is the Canada Research Chair in the Future Internet, the Cisco Research Chair in 5G Systems and a professor in electrical and computer engineering at the University of Waterloo, Canada. She is a Fellow of the Institute of Electrical and Electronics Engineers and of the Canadian Academy of Engineering. At Syngene, she is Chairperson of the Corporate Social Responsibility Committee, and a member

The Board recommends the resolution set forth in Item No. 4 for approval of the shareholders as Ordinary Resolution. In compliance with the General circular number 20/2020 issued by the MCA, this item is considered unavoidable and forms part of this Notice.

Except Dr Kush Parmar and his relatives, none of the Directors, Key Managerial Personnel or their respective relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

of the Nomination and Remuneration Committee and the Risk Management Committee.

Dr Kush Parmar

Independent Director

Dr Parmar holds a BA in molecular biology and medieval studies from Princeton University, a Ph.D. in experimental pathology from Harvard University, and an MD from Harvard Medical School. Currently, he is a Managing Partner at 5AM Ventures, a life sciences venture capital firm headquartered in San Francisco. Dr Parmar serves on the Advisory Boards of Harvard Medical School, Penn Medicine, Princeton University's Department of Molecular Biology, and the Grace Science Foundation. At Princeton University, Dr Parmar worked on developmental genetics with Nobel Laureate Eric F. Wieschaus. A founding member of the COVID R&D alliance, Dr Parmar also serves on the Boards of Akouos, Entrada, Homology, Rallybio and Vor Biopharma.

Name of the Director	Professor Catherine Rosenberg	Dr Kush Parmar
Category	Non-Executive Director	Independent Director
DIN	06422834	09212020
Date of Birth	23/05/1961	19/09/1980
Date of Appointment	08/08/2000	22/06/2021
Tenure of Appointment/Re-appointment	NA	Until the conclusion of the 31 st Annual General Meeting of the Company proposed to be held in 2024
Nature of expertise in Specific Functional Areas	Sector Expertise; Science and Technology	Global Business Experience; Sector Expertise; Science and Technology; Executive Leadership; Corporate Strategy and Execution
Disclosure of relationship with Directors inter-se	Related to Kiran Mazumdar Shaw and John Shaw	None
Directorship held in other Listed Companies	None	None
Membership of Committee in other Companies, if any	None	None
Shareholding as on 31 st March, 2021	2,120	None