

# Syngene

Ref: Syn/CS/SE/AGM/2023-24/Jul/15

**Syngene International Limited**

Biocon SEZ, Biocon Park, Plot No. 2 & 3,  
Bommasandra Industrial Area, IV Phase,  
Jigani Link Road, Bengaluru 560099,  
Karnataka, India.

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CIN: L85110KA1993PLC014937

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

July 28, 2023

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
<b>Scrip Code: 539268</b>	<b>Scrip Symbol: SYNGENE</b>

Dear Sir/Madam,

**Subject: Voting results and Scrutinizer's Report**

We hereby submit the results of voting concluded at the 30<sup>th</sup> Annual General Meeting of Syngene International Limited held on July 26, 2023, on all the resolutions set forth in the AGM Notice dated April 26, 2023.

We would like to inform you that resolution nos. 1 to 3 have been approved with the requisite majority by the shareholders of the Company. The details of votes cast by shareholders are given in the attached **Annexure A**.

As required under Section 108 of the Companies Act, 2013 read with Rule 20(4) of the Companies (Management and Administration) Rules, 2014, as amended, the consolidated Scrutinizer's Report on the remote e-voting and voting through Insta-poll is also enclosed.

Further, results of e-voting along with Scrutinizer's Report are also available on the Company's website [www.syngeneintl.com](http://www.syngeneintl.com) and on the website of Kfin Technologies Limited, our Register and Share Transfer Agents, at <https://evoting.kfintech.com>.

Thanking You,

Yours faithfully,

For **SYNGENE INTERNATIONAL LIMITED**

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Priyadarshini Mahapatra  
**Company Secretary and Compliance Officer**

**Enclosed: Voting results and Scrutinizer's Report**

ANNEXURE-A

<b>Company Name</b>	SYNGENE INTERNATIONAL LIMITED
<b>Date of the AGM/EGM</b>	26-07-2023
<b>Record date</b>	19-07-2022
<b>Total number of shareholders on record date</b>	129650
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
<b>Promoters and Promoter Group:</b>	Not Applicable
<b>Public:</b>	Not Applicable
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
<b>Promoters and Promoter Group:</b>	2
<b>Public:</b>	91

<b>Resolution No.</b>	1									
<b>Resolution required: (Ordinary/ Special)</b>	Ordinary									
<b>Description of the resolution considered</b>	Adoption of Audited Financial Statements: a) To consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, and the reports of the Board of Directors and Auditors thereon. b) To consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, and the report of the Auditors thereon.									
<b>Whether promoter/promoter group are interested in the agenda/resolution?</b>	No									
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100</b>	<b>No. of Votes – in favour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)]*100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)]*100</b>	<b>Votes Invalid</b>	<b>Votes Abstained</b>
Promoter and Promoter Group	E-Voting	21,92,30,064	21,92,07,572	99.9897	21,92,07,572	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
<b>Total</b>		<b>21,92,30,064</b>	<b>21,92,07,572</b>	<b>99.9897</b>	<b>21,92,07,572</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>
Public- Institutions	E-Voting	13,84,98,412	11,93,62,453	86.1833	11,93,62,453	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
<b>Total</b>		<b>13,84,98,412</b>	<b>11,93,62,453</b>	<b>86.1833</b>	<b>11,93,62,453</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>
Public- Institutions Non	E-Voting	4,42,86,524	383563	0.8661	383238	325	99.8235	0.1764	0	321
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
<b>Total</b>		<b>4,42,86,524</b>	<b>3,83,563</b>	<b>0.8661</b>	<b>3,83,238</b>	<b>325</b>	<b>99.9153</b>	<b>0.0847</b>	<b>0</b>	<b>321</b>
<b>Total</b>		<b>40,20,15,000</b>	<b>33,89,53,588</b>	<b>84.3137</b>	<b>33,89,53,263</b>	<b>325</b>	<b>99.9999</b>	<b>0.0001</b>	<b>0</b>	<b>321</b>

<b>Resolution No.</b>	2									
<b>Resolution required: (Ordinary/ Special)</b>	Ordinary									
<b>Description of the resolution considered</b>	Declaration of Dividend: To declare a final dividend of Rs. 1.25/- per equity share (Re. 0.50 regular dividend and Re. 0.75 as an additional special dividend to mark the 30th anniversary of the founding of the Company in November 1993) for the Financial Year ended March 31, 2023.									
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>	No									
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100</b>	<b>No. of Votes – in favour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)]*100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)]*100</b>	<b>Votes Invalid</b>	<b>Votes Abstained</b>
Promoter and Promoter Group	E-Voting	21,92,30,064	21,92,07,572	99.9897	21,92,07,572	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
<b>Total</b>		<b>21,92,30,064</b>	<b>21,92,07,572</b>	<b>99.9897</b>	<b>21,92,07,572</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>
Public- Institutions	E-Voting	13,84,98,412	11,93,62,453	86.1833	11,93,62,453	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
<b>Total</b>		<b>13,84,98,412</b>	<b>11,93,62,453</b>	<b>86.1833</b>	<b>11,93,62,453</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting	4,42,86,524	1,84,220	0.4160	1,83,895	325	99.8235	0.1764	0	307
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
<b>Total</b>		<b>4,42,86,524</b>	<b>3,83,574</b>	<b>0.8661</b>	<b>3,83,209</b>	<b>365</b>	<b>99.9048</b>	<b>0.0952</b>	<b>3</b>	<b>307</b>
<b>Total</b>		<b>40,14,34,500</b>	<b>33,89,53,599</b>	<b>84.3137</b>	<b>33,89,53,234</b>	<b>365</b>	<b>99.9999</b>	<b>0.0001</b>	<b>3</b>	<b>307</b>

<b>Resolution No.</b>	3									
<b>Resolution required: (Ordinary/ Special)</b>	Ordinary									
<b>Description of the resolution considered</b>	To approve the appointment of Ms. Catherine Rosenberg (DIN: 06422834) as Director liable to retire by rotation									
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>	No									
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100</b>	<b>No. of Votes – in favour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)]*100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)]*100</b>	<b>Votes Invalid</b>	<b>Votes Abstained</b>
Promoter and Promoter Group	E-Voting	21,92,30,064	21,92,07,572	99.9897	21,92,07,572	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
<b>Total</b>		<b>21,92,30,064</b>	<b>21,92,07,572</b>	<b>99.9897</b>	<b>21,92,07,572</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>
Public- Institutions	E-Voting	13,84,98,412	11,93,62,453	86.1833	11,81,53,524	12,08,929	98.9871	1.0128	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
<b>Total</b>		<b>13,84,98,412</b>	<b>11,93,62,453</b>	<b>86.1833</b>	<b>11,81,53,524</b>	<b>12,08,929</b>	<b>98.9872</b>	<b>1.0128</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting	4,42,86,524	1,83,262	0.4138	1,82,031	1,231	99.3282	0.6717	0	1,265
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
<b>Total</b>		<b>4,42,86,524</b>	<b>3,82,619</b>	<b>0.864</b>	<b>3,81,388</b>	<b>1,231</b>	<b>99.6783</b>	<b>0.3217</b>	<b>0</b>	<b>1265</b>
<b>Total</b>		<b>40,20,15,000</b>	<b>33,89,52,644</b>	<b>84.3134</b>	<b>33,77,42,484</b>	<b>12,10,160</b>	<b>99.6430</b>	<b>0.3570</b>	<b>0</b>	<b>1265</b>



**Form No. MGT-13**

**REPORT OF SCRUTINIZER**

*[Pursuant to Section 108 of the Companies Act, 2013 and Rule 21(2) of the  
Companies (Management and Administration) Rules, 2014]*

To,

The Chairperson of the Thirtieth Annual General Meeting ('AGM') of the Equity Shareholders of "Syngene International Limited" held on Wednesday, July 26, 2023 at 03.30 p.m. (IST) through Video Conferencing (VC).

Madam,

I, Devika Sathyanarayana, Partner of V. Sreedharan and Associates, Company Secretaries, Bengaluru was appointed as Scrutinizer pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in compliance with the General circulars issued by the Ministry of Corporate Affairs ('MCA') and circulars issued by the Securities and Exchange Board of India ('SEBI') for the purpose of:

- (i) Scrutinizing the remote e-voting process; and
- (ii) Scrutinizing the voting done through the electronic voting system ("Instapoll") at the AGM.



Both the above-mentioned voting is done under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The management of the Company is responsible to ensure compliance with the requirement of the Companies Act, 2013, Rules and circulars issued by MCA and SEBI relating to conducting of AGM through VC/OAVM and voting by electronic means for the resolutions contained in the notice of the Thirtieth Annual General Meeting of the Equity Shareholders dated April 26, 2023. My responsibility as a Scrutinizer for the voting process of voting by electronic means is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favor" and/or "against" the resolution stated in the Notice of the AGM, based on the report generated from the e-voting system provided by KFin Technologies Limited, the Agency Authorized under the Rules and engaged by the Company to provide remote e-voting facilities and e-voting facilities to vote at the AGM ("Instapoll").

**I submit my report as under:**

1. The remote E-Voting period remained open from 9.00 a.m. Friday, July 21, 2023 up to 5.00 p.m. Tuesday, July 25, 2023.
2. The Annual Report, the notice of Annual General Meeting and the e-voting instructions slip were sent only by the electronic mode (e-mail) to those shareholders whose email addresses were registered with the Company / Depository Participant(s) / Depositories pursuant to the Ministry of Corporate Affairs ("MCA") General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 08, 2021, 21/2021 dated December 14, 2021, 02/2022 dated May 05, 2022 and 10/2022 dated December 28, 2022 and Securities and Exchange Board of India ("SEBI") circular nos. SEBI/HO/CFD /CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by the Securities and Exchange Board of India (Collectively referred to as "Circulars");



3. The voting rights were reckoned as on Wednesday, July 19, 2023, being the Cut-off date for the purpose of deciding the entitlements of Members for e-voting (Remote e-voting and Instapoll).
4. After the conclusion of the Annual General Meeting, the votes cast through e-voting facility were unblocked on July 26, 2023, at 04:44 p.m (IST).
5. After declaration of voting by the Chairperson, the Shareholders present at the AGM through VC voted through e-voting facility provided by KFin Technologies Limited i.e. Instapoll.
6. As per the information given by the Company/RTA, the names of the Shareholders who had voted by remote e-voting through the facility provided by KFin Technologies Limited had been blocked and only those Members who were present at the AGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting during the AGM.
7. Based on the data provided by KFin Technologies Limited, on remote e-voting and e-voting at the AGM, the total votes cast in favour or against for all the resolutions proposed in the Notice of the AGM are as under:





a) **RESOLUTION NO. 1:**

a. To consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, and the reports of the Board of Directors and Auditors thereon.

b. To consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, and the report of the Auditors thereon.

(i) Voted in favour of Resolution:

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voted	577	39	616
Number of votes cast by them	33,87,31,942	2,21,321	33,89,53,263
% of total number of valid votes cast	100	100	100

(ii) Voted against the Resolution:

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voted	6	0	6
Number of votes cast by them	325	0	325
% of total number of valid votes cast	0	0	100

(iii) Invalid Votes - NIL



**b) RESOLUTION NO. 2:**

To declare a final dividend of Re. 1.25 per equity share (Re.0.50 regular dividend and Re. 0.75 additional special dividend to mark the 30th anniversary of the founding of the Company in November 1993) for the Financial Year ended March 31, 2023:

**(i) Voted in favour of Resolution:**

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voted	578	38	616
Number of votes cast by them	33,87,31,956	2,21,278	33,89,53,234
% of total number of valid votes cast	100	99.982	100

**(ii) Voted against the Resolution:**

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voted	6	1	7
Number of votes cast by them	325	40	365
% of total number of valid votes cast	0	0.018	0

**(iii) Invalid Votes - NIL**



c) **RESOLUTION NO.3:**

To approve the appointment of Professor Catherine Rosenberg (DIN: 06422834) as Director liable to retire by rotation.

(i) **Voted in favour of Resolution:**

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voted	560	39	599
Number of votes cast by them	33,75,21,163	2,21,321	33,77,42,484
% of total number of valid votes cast	99.643	100	99.643

(ii) **Voted against the Resolution:**

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	23	0	23
Number of votes cast by them	12,10,160	0	12,10,160
% of total number of valid votes cast	0.357	0	0.357

(iii) **Invalid Votes - NIL**

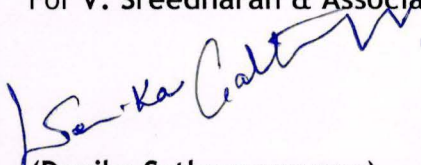


8. A list of Equity Shareholders who voted "FOR" and "AGAINST" the resolutions (Both through Remote E-voting and E-voting at the AGM) has been handed over to the Company Secretary.
9. The electronic data and all other relevant records relating to the e-voting shall remain in our safe custody and shall be handed over to the Company Secretary for preserving safely after the Chairperson considers, approves, and signs the Minutes of the aforesaid Annual General Meeting.

Thanking You,

Yours faithfully,

For V. Sreedharan & Associates

  
(Devika Sathyanarayana)

Partner

FCS. 11323; CP No. 17024



Date: July 27, 2023

Place: Bengaluru

UDIN: F011323E000688406

Peer Review Certificate no.: 589/2019