



Ref: Syn/CS/SE/AGM/2022-23/July/13

Syngene International Limited

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Bommasandra Industrial Area, IV Phase,
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CIN: L85110KA1993PLC014937

www.syngeneintl.com

July 21, 2022

To, The Manager, BSE Limited Corporate Relationship Department Dalal Street, Mumbai – 400 001 Scrip Code: 539268	To, The Manager, 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: Voting results under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We hereby submit the results of voting concluded at the 29th Annual General Meeting of Syngene International Limited held on July 20, 2022, on all the resolutions set forth in the AGM Notice dated April 27, 2022.

We would like to inform you that resolution nos. 1 to 5 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 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**

Priyadarshini Mahapatra

Company Secretary and Compliance Officer

Enclosed: Voting results and Scrutinizer's Report

ANNEXURE-A

Company Name	SYNGENE INTERNATIONAL LIMITED
Date of the AGM/EGM	20-07-2022
Record date	13-07-2022
Total number of shareholders on record date	131483
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	3
Public:	39

Resolution No.	1									
Resolution required: (Ordinary/ Special)	Ordinary									
Description of the resolution considered	To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2022, together with the Reports of the Board of Directors and the Auditors thereon.									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	28,21,64,505	28,09,74,772	99.5784	28,09,74,772	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
Total			28,09,74,772	99.5784	28,09,74,772	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	7,35,26,091	6,17,37,279	83.9665	6,17,37,279	0	100.0000	0.0000	0	6,316
	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
Total			6,17,37,279	83.9665	6,17,37,279	0	100.0000	0.0000	0	6316
Public- Non Institutions	E-Voting	4,57,43,904	83,757	0.1831	83,265	492	99.4125	0.5874	0	10
	Poll		71,358	0.1560	71,358	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
Total			1,55,115	0.3391	1,54,623	492	99.6828	0.3172	0	10
Total		40,14,34,500	34,28,67,166	85.4105	34,28,66,674	492	99.9999	0.0001	0	6326

Resolution No.	2									
Resolution required: (Ordinary/ Special)	Ordinary									
Description of the resolution considered	To declare a final dividend of Re. 1.00 per equity share (Re.0.50 regular dividend and Re. 0.50 additional special dividend) for the Financial Year ended March 31, 2022.									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	28,21,64,505	28,09,74,772	99.5784	28,09,74,772	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
Total			28,09,74,772	99.5784	28,09,74,772	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	7,35,26,091	6,17,43,595	83.9751	6,17,43,595	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
Total			6,17,43,595	83.9751	6,17,43,595	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	4,57,43,904	83,757	0.1831	82,741	1,016	98.7869	1.2130	0	10
	Poll		71,358	0.1560	71,358	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
Total			1,55,115	0.3391	1,54,099	1,016	99.3450	0.6550	0	10
Total		40,14,34,500	34,28,73,482	85.4121	34,28,72,466	1,016	99.9997	0.0003	0	10

Resolution No.	3									
Resolution required: (Ordinary/ Special)	Ordinary									
Description of the resolution considered	To appoint a Director in place of Kiran Mazumdar Shaw (DIN: 00347229), Non-Executive Chairperson, who retires by rotation and being eligible, offers herself for re-appointment.									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	28,21,64,505	28,09,74,772	99.5784	28,09,74,772	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
Total			28,09,74,772	99.5784	28,09,74,772	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	7,35,26,091	5,97,86,095	81.3128	5,79,34,665	18,51,430	96.9032	3.0967	0	19,57,500
	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
Total			5,97,86,095	81.3128	5,79,34,665	18,51,430	96.9032	3.0968	0	1957500
Public- Non Institutions	E-Voting	4,57,43,904	83,756	0.1831	81,954	1,802	97.8485	2.1514	0	11
	Poll		71,358	0.1560	71,358	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
Total			1,55,114	0.3391	1,53,312	1,802	98.8383	1.1617	0	11
Total		40,14,34,500	34,09,15,981	84.9244	33,90,62,749	18,53,232	99.4564	0.5436	0	1957511

Resolution No.	4									
Resolution required: (Ordinary/ Special)	Special									
Whether promoter/ promoter group are interested in the agenda/resolution?	To re-appoint Sharmila Abhay Karve (DIN 05018751) as an Independent Director of the Company.									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	28,21,64,505	28,09,74,772	99.5784	28,09,74,772	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
Total			28,09,74,772	99.5784	28,09,74,772	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	7,35,26,091	6,17,43,595	83.9751	5,97,48,039	19,95,556	96.7679	3.2320	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
Total			6,17,43,595	83.9751	5,97,48,039	19,95,556	96.7680	3.2320	0	0
Public- Non Institutions	E-Voting	4,57,43,904	83,756	0.1831	82,353	1,403	98.3248	1.6751	0	11
	Poll		71,358	0.1560	71,358	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
Total			1,55,114	0.3391	1,53,711	1,403	99.0955	0.9045	0	11
Total		40,14,34,500	34,28,73,481	85.4121	34,08,76,522	19,96,959	99.4176	0.5824	0	11

Resolution No.	5									
Resolution required: (Ordinary/ Special)	Special									
Whether promoter/ promoter group are interested in the agenda/resolution?	To approve amendments to the Syngene Restricted Stock Unit Long Term Incentive Plan FY 2020.									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	28,21,64,505	28,09,74,772	99.5784	28,09,74,772	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
Total			28,09,74,772	99.5784	28,09,74,772	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	7,35,26,091	6,17,43,595	83.9751	5,43,48,722	73,94,873	88.0232	11.9767	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
Total			6,17,43,595	83.9751	5,43,48,722	73,94,873	88.0233	11.9767	0	0
Public- Non Institutions	E-Voting	4,57,43,904	83,757	0.1831	82,669	1,088	98.7010	1.2989	0	10
	Poll		71,358	0.1560	71,358	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
Total			1,55,115	0.3391	1,54,027	1,088	99.2986	0.7014	0	10
Total		40,14,34,500	34,28,73,482	85.4121	33,54,77,521	73,95,961	97.8429	2.1571	0	10



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 Twenty Ninth Annual General Meeting (AGM) of the Equity Shareholders of "Syngene International Limited" held on Wednesday, July 20, 2022 at 3.30 p.m. through Video Conferencing (VC).

Sir,

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 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 Twenty Ninth Annual General Meeting of the Equity Shareholders dated April 27, 2022. 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 15, 2022 up to 5.00 p.m. Tuesday, July 19, 2022.
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 members whose email addresses were registered with the Company / Depository Participants / 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 and 02/2022 dated May 05, 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 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022.



3. The voting rights were reckoned as on Wednesday, July 13, 2022, being the Cut-off date for the purpose of deciding the entitlements of Members at the remote e-voting.
4. After the conclusion of the Annual General Meeting, the votes cast through e-voting were unblocked on July 20, 2022, at 05:00 p.m.
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.
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 system during the AGM.
7. Based on the data provided by KFin Technologies Limited e-voting system, the total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:



a) **RESOLUTION NO. 1:**

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2022, together with the Reports of Board of Directors and the Auditors thereon:

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

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voted	397	5	402
Number of votes cast by them	34,27,95,316	71,358	34,28,66,674
% 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	2	0	2
Number of votes cast by them	492	0	492
% of total number of valid votes cast	0	0	0

(iii) **Invalid Votes - NIL**



b) RESOLUTION NO. 2:

To declare a final dividend of Re. 1.00 per equity share (Re.0.50 regular dividend and Re. 0.50 additional special dividend) for the Financial Year ended March 31, 2022:

(i) Voted in favour of Resolution:

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voted	396	5	401
Number of votes cast by them	34,28,01,108	71,358	34,28,72,466
% 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	4	0	4
Number of votes cast by them	1,016	0	1,016
% of total number of valid votes cast	0	0	0

(iii) Invalid Votes - NIL



c) **RESOLUTION NO.3:**

To approve the appointment of Kiran Mazumdar Shaw (DIN: 00347229), Non-Executive Chairperson, who retires by rotation and being eligible, offers herself for re-appointment:

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

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voted	372	5	377
Number of votes cast by them	33,89,91,391	71,358	33,90,62,749
% of total number of valid votes cast	99.46	100	99.46

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

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	26	0	26
Number of votes cast by them	18,53,232	0	18,53,232
% of total number of valid votes cast	0.54	0	0.54

(iii) **Invalid Votes - NIL**



d) RESOLUTION NO.4:

To re-appoint Sharmila Abhay Karve (DIN: 05018751) as an Independent Director of the Company:

(i) Voted in favour of Resolution:

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voted	389	5	394
Number of votes cast by them	34,08,05,164	71,358	34,08,76,522
% of total number of valid votes cast	99.42	100	99.42

(ii) Voted against the Resolution:

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voted	10	0	10
Number of votes cast by them	19,96,959	0	19,96,959
% of total number of valid votes cast	0.58	0	0.58

(iii) Invalid Votes - NIL



e) RESOLUTION NO.5:

To approve amendments to the Syngene Restricted Stock Unit Long Term Incentive Plan FY 2020:

(i) Voted in favour of Resolution:

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voted	377	5	382
Number of votes cast by them	33,54,06,163	71,358	33,54,77,521
% of total number of valid votes cast	97.84	100	97.84

(ii) Voted against the Resolution:

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voted	26	0	26
Number of votes cast by them	73,95,961	0	73,95,961
% of total number of valid votes cast	2.16	0	2.16

(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 21, 2022

Place: Bengaluru

UDIN: F011323D000661929