

Ref: Syn/Acts/CS/SE/Ltrs-BSE/NSE/AGM-2016

Syngene International Limited
SEZ Unit,
Biocon Special Economic Zone
Bommasandra - Jigani Link Road
Bangalore 560 099 India
T 91 80 2808 2808
F 91 80 2808 2737 / 2801
CIN No. L85110KA1993PLC014937

June 3, 2016

www.syngeneintl.com

To, The Manager Listing Bombay Stock Exchange Limited Corporate Relationship Department Dalal Street, Mumbai – 400 001 Scrip Code: 539268	To, The Manager Listing 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: Notice of 23rd Annual General Meeting under Regulation 30(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We wish to inform you that the 23rd Annual General Meeting of the Syngene International Limited scheduled on June 30, 2016 at 2:00 PM at Tyler Jacks Auditorium, Biocon Research Centre, Plot No. 3, Biocon Special Economic Zone, Biocon Park, Bommasandra Industrial Area, Jigani Link Road, Bengaluru 560 099.

In this regard, please find attached the Notice of 23rd Annual General Meeting of the Company.

Further, the 23rd Annual General Meeting Notice, Annual Report, Proxy Form, Attendance Slip and Instruction for E-voting of Company are also available on the Company's website: www.syngeneintl.com.

Request to kindly take this intimation on record.

Yours faithfully,

For **SYNGENE INTERNATIONAL LIMITED**

Mayank Verma

Mayank Verma

Company Secretary

E: Mayank.verma@syngeneintl.com

M: +91 9739 90 4949

T: + 91 80 2808 2023



Enclosed: Notice of 23rd AGM

NOTICE

NOTICE is hereby given that the 23rd Annual General Meeting of Syngene International Limited will be held on Thursday, June 30, 2016, at 2:00 p.m. at Tyler Jacks Auditorium, Biocon Research Centre, Plot No. 3, Biocon Special Economic Zone, Biocon Park, Bommasandra Industrial Area, Jigani Link Road, Bengaluru 560 099, to transact the following businesses set out below:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2016, the Reports of the Board of Directors and Auditors thereon.
2. To confirm and approve the payment of Interim Dividend paid of Re. 1.00 per equity share (10%) for the year ended March 31, 2016, as final dividend.
3. To appoint Mr. John Shaw (DIN: 00347250) who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint the auditors of the Company and fix their remuneration and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, M/s. B S R & Co. LLP, Chartered Accountants [Firm Registration Number 101248W/W100022] be and are hereby appointed as the Statutory Auditors of the Company for a period of five years from the conclusion of this Annual General Meeting until the conclusion of Annual General Meeting to be held in the year 2021, in place of M/s. S R Batliboi & Associates LLP, Chartered Accountants, who have expressed their unwillingness to continue, on such remuneration as may be fixed by the Board of Directors of the Company in consultation with the Audit Committee.”

SPECIAL BUSINESS:

5. To appoint Dr. Bala S Manian as an Independent Director of the Company.

To consider, and if thought fit, to pass with or without modification(s) the following as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, read with schedule IV to the Companies Act 2013, Dr. Bala S Manian (DIN: 01327667), who was appointed by the Board of Directors as an Additional Director of the Company with effect from June 24, 2015 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) being eligible, be and is hereby appointed as an Independent Director, not liable to retire by rotation, for a term of five years commencing from June 24, 2015.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things which may be necessary for appointment of Dr. Bala S Manian (DIN: 01327667) as an Independent Director of the Company.”

6. To appoint Mr. Suresh N Talwar as an Independent Director of the Company.

To consider, and if thought fit, to pass with or without modification(s) the following as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, read with schedule IV to the Companies Act 2013, Mr. Suresh N Talwar (DIN: 00001456), who was appointed by the Board of Directors as an Additional Director of the Company with effect from October 9, 2015 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”)

being eligible, be and is hereby appointed as an Independent Director, not liable to retire by rotation, for a term of three years commencing from October 9, 2015;

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things which may be necessary for appointment of Mr. Suresh N Talwar (DIN: 00001456) as an Independent Director of the Company.”

7. Re-appointment of Ms. Kiran Mazumdar Shaw (DIN- 00347229) as Managing Director.

To Consider and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and subject to the provisions of Sections, 196, 197, 198 & 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V to the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), approval of the members of the Company be and is hereby accorded for the appointment of Ms. Kiran Mazumdar Shaw (DIN: 00347229) as Managing Director of the Company for a term of five years commencing from December 14, 2016 on such terms and conditions including remuneration as mentioned below:

Salary & Perquisite: Nil

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things which may be necessary for appointment of Ms. Kiran Mazumdar Shaw (DIN: 00347229) as the Managing Director of the Company.”

8. Payment of additional bonus to Mr. Peter Bains for FY 2015-16.

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections, 197, 198 & 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V to the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), and subject to such approval, as may be required and in partial modification of the ordinary resolution passed at the Extra Ordinary General Meeting of the Company held on February 12, 2015, approval of the members of the Company be and is hereby accorded to Pay to Mr. Peter Bains, (DIN: 00430937) Director and Chief Executive Officer of the Company, additional bonus of ₹1 crore (Rupees One Crore Only), which is in addition to the variable pay already approved by the members, for the financial year ended on March 31, 2016, but this additional bonus payable shall be within the limit of 5% of the net profits of the Company computed in a manner prescribed under the Companies Act, 2013;

By Order of the Board of Directors
For Syngene International Limited

Sd/-

Mayank Verma
Company Secretary

Date: April 26, 2016

Registered Office:

Biocon SEZ, Biocon Park
Plot No. 2 & 3, Bommasandra Ind. Area
Jigani Link Road, Bengaluru 560 099
Karnataka, India

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote in the meeting and the proxy need not be a member of the company.
2. Pursuant to provisions of section 105 of the Companies Act, 2013 read with the applicable rules, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights, may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. The instrument appointing a proxy, in order to be effective, should be deposited at the registered office of the Company, duly completed signed and stamped, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
5. Members are requested to bring their copies of Annual Report to the Meeting. In order to enable us to register your attendance at the venue of the Annual General Meeting, members are requested to please bring their folio number/ demat account number/DP ID-Client ID to enable us to provide a duly filled attendance slip for your signature and participation at the meeting.
6. 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.
7. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
8. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
9. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the meeting.
10. Members holding shares in Electronic (Demat) Form are advised to inform the particulars of their bank account, change of address and Email ids to their respective Depository Participants only. The Company or its Registrar and Transfer Agents i.e. Karvy cannot act on any request received directly from the members holding shares in demat mode for changes in any bank mandates or other particulars etc., and such instructions shall be given directly to the Depository Participants by the members.
11. Members holding shares in Physical Form are advised to inform the particulars of their bank account, change of address and email ids to Karvy Computershare Private Ltd. (Unit: SYNGENE), Plot 31-32, Karvy Selenium, Tower B, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 or the Secretarial Department of the Company.
12. Members 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 the Registrar and Share Transfer Agents, Karvy Computershare Private Ltd. (Unit: Syngene International Ltd.), Plot 31-32, Karvy Selenium, Tower B, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032.
13. Members who have not registered their email addressed so far with their depository participants are requested to registered their email address for receiving all the communications including annual report, notices etc., in electronic mode.

14. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, and Regulation 36 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository.
15. Members are requested to note that as per Section 124(5) of the Companies Act, 2013, 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 Companies Act, 2013.
16. Copies of Notice and Annual report are being sent by electronic mode to those members whose email ids are available with our R&T agents, unless members have requested for physical copy specifically. For members whose e-mail ids are not available, physical copy has been sent by permitted mode.
17. Members may note that the Notice of 23rd Annual General Meeting, Annual Report, Attendance Slip, Proxy Form and e-voting instructions are also available on the Company's website i.e. www.syngeneintl.com.
18. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the Company is pleased to provide the facility of remote e-voting to all members as per the applicable Regulations relating to e-voting. The complete instructions on e-voting facility provided by the Company is annexed to this Notice, explaining the process of e-voting with necessary user id and password along with procedure for such e-voting. Such remote e-voting facility is in addition to voting that may take place at the Meeting venue on June 30, 2016.
19. Company has fixed the cut-off date i.e. June 23, 2016 and facility for remote e-voting shall remain open for a period of 3 days from June 27, 2016 to June 29, 2016 (both days inclusive).
20. Company has appointed Mr. V Sreedharan, Company Secretary in Practice, as Scrutinizer for carry out the e-voting and voting by poll at the Annual General Meeting.
21. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (08:15 am to 5:15 pm) on all working days up to and including the date of the Annual General Meeting of the Company.
22. Additional Information, pursuant to Regulation 36 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, Directors seeking Appointment/Re-appointment at the Annual General Meeting of the Company to be held on June 30, 2016 is furnished as annexure to this Notice. The Directors have furnished consent/declarations for their appointment/re-appointment as required under Companies Act, 2013 and rules made thereunder.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013.

Item No. 4: Appointment of the Statutory Auditors of the Company and fix their remuneration.

M/s. S R Batliboi & Associates LLP, Chartered Accountants, have been Statutory Auditors of the Company for more than a decade. Considering good corporate governance practice, the Statutory Auditors have furnished notice stating their unwillingness to continue as statutory auditors of the Company from the conclusion of 23rd Annual General Meeting.

Further, the Company has received a special notice under section 140(4)(i) of the Companies Act, 2013 from a member proposing appointment of M/s B S R & Co. LLP, Chartered Accountants, as the Statutory Auditors. The Audit & Risk Committee has considered the qualifications of the proposed auditors and recommended their appointment to the Board. The Board based on the recommendation of Audit & Risk Committee, propose to appoint M/s. B S R & Co., LLP, Chartered Accountants, [Firm Registration Number: 101248W/W100022] as Statutory Auditors for a period of five years, commencing from the conclusion of 23rd Annual General Meeting till the conclusion of 28th Annual General Meeting to be held in 2021, which shall be subject to ratified at every Annual General Meeting.

The Company has received a written consent and a certificate from M/s. B S R & Co., LLP, Chartered Accountants to the effect that if they will be appointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013 and the Rules framed thereunder.

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

The Board recommends resolution for the approval of the members

Item No. 5: Appointment of Mr. Bala S Manian as an Independent Director of the Company.

The Board vide Circular resolution dated June 24, 2015 has approved the appointment Dr. Bala S Manian as an Additional Director (Independent), for a tenure of five years commencing from the date of Board's approval subject to the approval of members of the Company .

The Company has received notice in writing under section 160 of the Companies Act from a member along with the requisite deposit of ₹1,00,000/- proposing the appointment of Dr. Bala S Manian as an Independent Director of the Company, not liable to retire by rotation, under section 149 of the Companies Act, 2013.

The Company has received from Dr. Bala S Manian (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) Intimation in Form DIR-8 in terms of Companies(Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 (2) of Act (iii) A declaration to the effect that he meets the criteria of independence as provided in Section 149 (6) of Act.

In the opinion of the Board, he fulfils the conditions for appointment as Independent Director, as specified in the Companies Act, 2013 and the Listing Regulations and is Independent of the Management.

The resolution seeks the approval of the members in terms of Section 149 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, for appointment of Dr. Bala S Manian as an Independent Director of the Company for a term of five years commencing from June 24, 2015. Dr. Bala S Manian is not liable to retire by rotation.

The profile and specific areas of expertise of Dr. Bala S Manian is provided in annexure to this notice.

A copy of the letter of appointment setting out the terms and conditions of appointment of Independent Director is available for inspection, without any fee, by the members at the Company's registered office during business hours on working days up to the date of the AGM.

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

The Board recommends resolution for approval of the members.

Item No. 6: Appointment of Mr. Suresh N Talwar as an Independent Director of the Company.

The Board vide Circular resolution dated October 9, 2015 has approved the appointment Mr. Suresh N Talwar as an Additional Director (Independent), for a tenure of three years commencing from the date of Board's approval subject to the approval of members of the Company.

The Company has received notice in writing under section 160 of the Companies Act from a member along with the requisite deposit of ₹1,00,000/- proposing the appointment of Mr. Suresh N Talwar as an Independent Director of the Company, not liable to retire by rotation, under section 149 of the Companies Act, 2013.

The Company has received from Mr. Suresh Talwar (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 (2) of Act (iii) A declaration to the effect that he meets the criteria of independence as provided in Section 149 (6) of Act.

In the opinion of the Board, he fulfils the conditions for appointment as Independent Director, as specified in the Companies Act, 2013 and the Listing Regulations and is Independent of the Management.

The resolution seeks the approval of the members in terms of Section 149 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, for appointment of Mr. Suresh Talwar as an Independent Director of the Company for a term of three years commencing from October 9, 2015. Mr. Suresh N Talwar is not liable to retire by rotation.

The profile and specific areas of expertise of Mr. Suresh N Talwar is provided in annexure to this notice.

A copy of the letter of appointment setting out the terms and conditions of appointment of Independent Director is available for inspection, without any fee, by the members at the Company's registered office during business hours on working days up to the date of the AGM.

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

The Board recommends resolution for approval of the members.

Item No. 7: Re-appointment of Ms. Kiran Mazumdar Shaw as Managing Director.

Pursuant to recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on April 26, 2016 approved re-appointment of Ms. Kiran Mazumdar Shaw, as Managing Director of the Company for a term of five years commencing from December 14, 2016. This is subject to the approval of the members at this Annual General Meeting.

The Board of Directors of the Company has recommended this resolution for approval of the members for her re-appointment on the terms detailed in the resolution, with effect from December 14, 2016 in terms of Section 196, 197 and 203 of the Companies Act, 2013 read with Schedule V and other applicable provisions of the Companies Act, 2013.

The profile and specific areas of expertise of Ms. Kiran Mazumdar Shaw is provided in annexure to this notice.

Ms. Kiran Mazumdar-Shaw (herself), Mr. John Shaw (her husband) and Catherine Rosenberg (Sister in law) are deemed to be concerned or interested in the resolution.

None of the other directors are concerned or interested in any way, in the resolution.

The Board recommends resolution for approval of the members.

Item No. 8: Payment of additional bonus to Mr. Peter Bains.

The members of the Company, at the Extra Ordinary General Meeting held on February 12, 2015 had approved the appointment of Mr. Peter Bains as Director and Chief Executive Officer of the Company, for a period up to March 31, 2016.

The members of the Company at the same meeting also approved the overall limits of remuneration payable to him as Director and Chief Executive Officer of the Company.

The Company under the able leaderships of Mr. Peter Bains has achieved incredible success in the IPO of the Company during last financial year.

He has made significant contributions to the growth of business and profitability with their vast experience. Considering his outstanding contribution to the business growth and successful IPO, the Board of Directors at its meeting held on April 26, 2016 proposed to pay him the addition bonus of ₹1 crore (Rupees One Crore Only), which is in addition to the variable pay already approved by the members, for the financial year ending March 31, 2016, but this additional bonus payable shall be within the limit of 5% of the net profits of the Company computed in a manner prescribed under the Companies Act, 2013.

Except Mr. Peter Bains, None of the other directors are concerned or interested in any way, in the resolution.

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/Re-appointment in the forthcoming Annual General Meeting

BRIEF RESUME OF DIRECTORS:

DR. BALA S. MANIAN

Dr. Bala S. Manian, age 70 years, he has been a part of the Silicon Valley entrepreneurial community over the last four decades as an entrepreneur, an investor and as an innovator. Before the Silicon Valley experience, he was an academic between 1971 and 1974, as a member of the teaching faculty at the University of Rochester.

In his latest venture, ReaMetrix Inc., Bala Manian has spent more than ten years in the innovation driven solutions to address the unmet human diagnostics needs of emerging economies that are affordable and economically sustainable. While these activities have been centered in India, the lessons learned are applicable globally. An expert in the design of electro-optical systems, Dr. Manian holds a large number (more than 40) of patents, many of which have resulted in successful commercial products. While his educational training is in Physics & Engineering, his contributions have centered predominantly in Life Sciences. As example of cross-discipline convergence, in February 1999 the Academy of Motion Picture Arts and Sciences awarded Bala, a Technical Academy Award for advances in digital cinematography. He has been recognized through several awards for his contributions as an educator, inventor and an entrepreneur.

MR. SURESH N TALWAR

Mr. Suresh N Talwar, age 78 years, is a law graduate from the Government Law College, Bombay (1961). He is a solicitor of the Incorporated Law Society, Mumbai. Mr. Talwar is enriched with experience across corporate law and other related matters. He has been the legal counsel to numerous Indian companies, multinational corporations as well as Indian and foreign banks. He served as partner at M/s. Crawford Bayley & Co and then founded Talwar Thakore & Associates, a law firm of repute. He is also on the Board of several leading companies such as Merck Limited, Sandvik Asia, Johnson & Johnson amongst others.

MS. KIRAN MAZUMDAR SHAW

Ms. Kiran Mazumdar Shaw, age 63 years, is the Managing Director of our Company. She is a first generation entrepreneur with more than 40 years' experience in the field of biotechnology. She holds a bachelor's degree in Science (Zoology Hons.) from Bangalore University and a master's degree in Malting and Brewing from Ballarat College, Melbourne University. She has been awarded with several honorary degrees including Honorary Doctorate of Science from Ballarat University, National University of Ireland, Trinity College, Dublin and the University of Glasgow. She is the recipient of several national and global awards, the most noteworthy being the 'PadmaShri' and the 'Padmabhushan' Award in 1989 and 2005, respectively, conferred by the President of India. She was also conferred with 'Ernst & Young Best Entrepreneur: Healthcare & Life Sciences Award (2002)', 'The Economic Times Business Woman of the Year Award (2004)', 'Nikkei Asia Prize for Regional Growth' by Japan's business daily, Nihon Keizai

Shimbun, (2009) and most recently, the 'Othmer Gold Medal' by the U.S. based Chemical Heritage Foundation and '2014 Global Economy Prize' by Germany's Kiel Institute both in 2014. The prestigious Foreign Policy magazine has named her among the '100 Leading Global Thinkers of 2014'. She has also been named as one of the '100 Most Influential People in the World' by TIME magazine in 2010, '25 Most Influential People in Biopharma' by Fierce Biotech, Asia-Pacific's 'Heroes of Philanthropy (2013)' and '100 Most Powerful Women (2013) and (2015)' by Forbes magazine and Asia's 50 Power Businesswomen 2016 by Forbes Asia.

She is also an Independent director on the board of Infosys Limited, and the Chairperson of the Indian Institute of Management, Bangaluru. She is a part of the U.S. Pharmacopeia Convention (USP) Board of Trustees. She is a member of Karnataka's Vision Group on Biotechnology and currently chairs this forum. She has setup the Association of Biotech Led Enterprises (ABLE) in 2003 and was its first president. She serves on the National Advisory Council of the Government's Department of Biotechnology. She was member of the governing body of the Indian Pharmacopoeia Commission, Ministry of Health and Family Welfare, Government of India. She has been a director of our Company since November 1993. Ms Shaw is also the Chairperson and Managing Director of Biocon Limited.

Name of the Director	Dr. Bala S. Manian	Mr. Suresh Talwar	Ms. Kiran Mazumdar Shaw
DIN	01327667	00001456	00347229
Date of Birth	July 15, 1945	November 21, 1937	March 23, 1953
Date of Appointment	June 24, 2015	October 9, 2015	November 18, 1993
Qualification	Economics	Graduate in Law	B.Sc. in (Zoology Hons and a Master's Degree in Malting and Brewing
Nature of expertise in specific functional areas	Proficient in the Design of Electro-Optical Systems. Holds more than 40 patents. Recipient of several awards for his contribution as educator, inventor and an entrepreneur.	Expert in Corporate Law and other legal matter. Legal Counsel to numerous Indian companies, multinational corporations as well as Indian and foreign banks.	First generation entrepreneur with more than 40 years' experience in the field of Biotechnology. Recipient of several national and global awards, the most noteworthy being the "PadmaShri" and "Padmabhushan" Award
Relationship with Director	None	None	Mr. J M M Shaw (Non-Executive Director) is Husband and Ms. Catherine Rosenberg (NED) is Sister-in-Law
Directorship held in other Listed Companies	None	1. Merck Limited 2. Shrenuj & Company Limited 3. Sonata Software Limited 4. Elantas Beck India Limited 5. Blue Star Infotech Limited	1. Biocon Limited 2. Infosys Limited 3. United Breweries Limited 4. Narayana Hrudayalaya Limited
Membership of Committee in other Companies, if any	None	Audit Committee 1. Elantas Beck India Limited 2. Merck Limited	None
Shareholding as on March 31, 2016	25,000	25,000	7,638

Note: Membership of the Audit Committee and Stakeholders Relationship Committee alone has been considered as per regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

SYNGENE INTERNATIONAL LIMITED

CIN: L85110KA1993PLC014937

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

Email- mayank.verma@syngeneintl.com | Website: www.syngeneintl.com

Phone: 080 – 2808 2023 Fax: 080 – 2808 3189

Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of Companies
(Management and Administration) Rules, 2014]

Venue of the meeting : Tyler Jacks Auditorium, Biocon Research Centre,
Plot No. 3, Biocon Special Economic Zone,
Bommasandra, Jigani Link Road, Bengaluru 560 099

Date & Time : June 30, 2016 at 2:00 PM

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Name	
Address	
DP Id	
Client Id	
Folio No.	
No. of Shares held	

I/We _____ of _____ being a member/members of
Syngene International Limited hereby appoint the following as my/our Proxy to attend vote (for me/us and on my/our behalf at the
23rd Annual General Meeting of the Company to be held on June 30, 2016 at 2.00 pm and at any adjournment thereof) in respect
of such resolutions as are indicated below;

Name: _____ Address: _____

E-mail Id: _____ Signature: _____ or failing him.

Name: _____ Address: _____

E-mail Id: _____ Signature: _____ or failing him.

Name: _____ Address: _____

E-mail Id: _____ Signature: _____

Sl. No	Resolutions	Vote	
		Optional See note 3	
		For	Against
Ordinary Business			
1	Consider and adoption of audited financial statements for the year ended March 31, 2016, the Board’s Report and Auditors thereon.		
2	Confirm and approve payment of Interim Dividend as final dividend for the year ended March 31, 2016.		
3	Appointment of Mr. John Shaw, who retires by rotation, being eligible, offers himself for re-appointment.		
4	Appointment of BSR & Co. LLP, Chartered Accountants, as Auditors of the Company for a period of five years and fix their remuneration.		
Special Business			
5	Appointment of Dr. Bala S Manian as an Independent Director.		
6	Appointment of Mr. Suresh N Talwar as an Independent Director .		
7	Appointment of Ms. Kiran Mazumdar-Shaw, as Managing Director for a term of 5 years.		
8	Payment of additional bonus to Mr. Peter Bains for FY2015-16.		

This is optional. Please put a tick mark (✓) in the appropriate column against the resolutions indicated in the box. If a member leaves the "For" or "Against" column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write "Abstain" across the boxes against the Resolution.

Signature (s) of Member(s)

1. _____
2. _____
3. _____

Affix
1 rupee
Revenue
Stamp

Signed this _____ day of _____ 2016

Signature of Proxy holder(s)

Note:

1. The Proxy to be effective should be deposited at the Registered office of the company not less than FORTY EIGHT HOURS before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
4. The form of Proxy confers authority to demand or join in demanding a poll.
5. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.
6. In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns "For" or "Against" as appropriate.

SYNGENE INTERNATIONAL LIMITED

CIN: L85110KA1993PLC014937

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

Email- mayank.verma@syngeneintl.com | Website: www.syngeneintl.com

Phone: 080 – 2808 2023 Fax: 080 – 2808 3189

ATTENDANCE SLIP

Venue of the meeting : Tyler Jacks Auditorium, Biocon Research Centre,
Plot No. 3, Biocon Special Economic Zone,
Bommasandra, Jigani Link Road, Bengaluru 560 099

Date & Time : June 30, 2016 at 2:00 PM

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Name	
Address	
DP Id	
Client Id	
Folio No.	
No. of Shares held	

I certify that I am the registered shareholders/proxy for the registered shareholder of the Company.

I hereby record my presence at the 23rd Annual General Meeting of the Company held on June 30, 2016 at 2.00 PM at Tyler Jacks Auditorium, Biocon Research Centre, Plot No 3, Biocon Special Economic Zone, Bommasandra, Jigani Link Road, Bengaluru 560 099

Name of the member/proxy
(In BLOCK letters)

Signature of member/proxy

Note:

1. Electronic copy of the Annual Report for 2016 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/Depository Participant unless any member has requested for a hard copy of the same. Shareholders receiving electronic copy and attending the Annual General Meeting can print copy of this Attendance Slip.
2. Physical copy of the Annual Report for 2016 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email ids are not registered with the Company or have requested for a hard copy.

Syngene International Limited

Regd. Office: Biocon Park, Plot No. 2 & 3, Bommasandra Industrial Area,
IV Phase, Jigani Link Road, Bengaluru – 560 099
CIN: L85110KA1993PLC014937 Email- mayank.verma@syngeneintl.com
Website: www.syngeneintl.com Phone: 080-2808 2023 Fax: 080-28083189

Serial No. :

Name and Registered Address of the Sole/First
named Member :

Name(s) of the Joint Member(s), if any :

Registered Folio No. / DP & Client ID No. :

Number of Shares held :

Dear Member,

Sub: Voting through electronic means

Pursuant to 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, the Company is pleased to provide e-voting facility to the members to cast their vote electronically on all resolutions set forth in the Notice convening the 23rd Annual General Meeting of the Company.

The Company has engaged the services of M/s Karvy Computershare Private Limited (Karvy) to provide e-voting facility. The e-voting particulars are set out below:

EVSN (E-voting sequence number)	USER ID	PASSWORD/PIN

The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
Monday, June 27, 2016 (9:00 a.m.)	Wednesday, June 29, 2016(5:00 p.m.)

The Company has considered the cut-off date as Thursday, June 23, 2016 for the purpose of e-voting.

Please read the instructions before exercising the vote electronically. This Communication forms an integral part of the Annual General Meeting Notice, which has been already mailed to you.

Thanking You.

For Syngene International Limited

Sd/-
Mayank Verma
Company Secretary

Instructions and other information relating to e-voting are as under:

- 1) Use the following URL for e-voting: Karvy website: <http://evoting.karvy.com>
- 2) If you are already registered with Karvy for e-voting, then you can use your existing User ID and Password for Login.
- 3) If you are logging in first time, please enter the User ID and password mentioned above.
- 4) During the e-voting period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. June 23, 2016, may cast their votes electronically.
- 5) Enter the login credentials i.e. User ID and password mentioned above and follow the instructions given in the e-voting portal.
- 6) After entering the details appropriately, click on LOGIN.
- 7) You will reach the Password change menu wherein you are required to mandatorily change your password.
- 8) The new password shall comprise of 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. The system will prompt you to change your password and update any contact details like mobile, email etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- 9) You need to login again with the new credentials.
- 10) On successful login, the system will prompt you to select the EVENT, i.e. Syngene International Limited.
- 11) On the voting page, enter the number of shares as on the cut-off date under FOR/AGAINST or alternately you may enter partially any number in FOR and partially in AGAINST but the total number in FOR/AGAINST taken together should not exceed the total shareholding. You may also choose the option ABSTAIN.
- 12) Shareholders holding multiple folios/demat account shall choose the voting process separately for each folios/demat account.
- 13) Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm, else CANCEL to modify. Once you confirm, 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.
- 14) Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution /Authority Letter etc., to the scrutinizer through email at sree@sreedharancs.com with a copy marked to mayank.verma@syngeneintl.com File naming convention should be 'Corporate Name EVSN'. The documents should reach the Scrutinizer on or before 5:00 pm on June 29, 2016.
- 15) Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of Annual General Meeting and holding shares as of the cut-off date i.e. June 23, 2016, may obtain the login ID and password by sending a request to Karvy at evoting@karvy.com However, if you are already registered with Karvy for remote e-voting then you can use your existing user ID and password for casting your vote.
- 16) The e-voting period commences on Monday, June 27, 2016 (9:00 a.m.) and ends on Wednesday, June 29, 2016 (5:00 p.m.). Thereafter, the portal will be blocked.
- 17) Once the vote on the resolution is cast by a member, the member shall not be allowed to change it subsequently.
- 18) A member may participate in the Annual General Meeting (AGM) even after exercising his vote through remote e voting, but shall not be allowed to vote again at the AGM.
- 19) At the AGM, at the end of the discussion of the resolutions on which voting is to be held, the Chairman shall with the assistance of the Scrutinizer order voting for all those members who are present but have not cast their vote electronically using the remote e-voting facility or Ballot Form.
- 20) The voting rights of the shareholders shall be in proportion to your share in the paid-up capital equity share capital of the company.
- 21) Since the Company is providing the facility of e-voting to members holding share in physical mode or in demat mode, as on the cut-off date i.e. June 23, 2016 and members who has not decided to cast their vote electronically, may cast their vote at the Annual General Meeting.
- 22) The Company has appointed Mr. V Sreedharan, Partner of M/s. V. Sreedharan & Associates, Company Secretaries, Bengaluru (FCS 2347; C.P.No. 833) as Scrutinizer to scrutinize the e-voting process in fair and transparent manner.
- 23) The scrutinizer shall immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes in the presence of at least two witnesses not in employment of the Company. The Scrutinizer's shall submit a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, within a period of not exceeding three working days from the conclusion of the voting to the Chairman of the Company or a person authorised by him in writing who shall countersign the same.
- 24) The Chairman or a person authorised by him in writing shall declare the result of voting forthwith.
- 25) 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 Karvy www.karvy.com immediately after the result declared by the Chairman or any other person authorised by the Chairman.
- 26) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <http://evoting.karvy.com> or contact Karvy Computershare Pvt Ltd at Tel No. 1800 345 4001 (toll free).

