

Notice

Notice is hereby given that the 30th Annual General Meeting ("AGM") of Syngene International Limited will be held on Wednesday, July 26, 2023, at 3:30 PM (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

Ordinary Business:

Item No. 1: 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.

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

"RESOLVED THAT the Audited Standalone Financial Statements of the Company together with the Reports of Board of Directors and Auditors thereon for the Financial Year ended March 31, 2023, as circulated to the Members, be and are hereby considered and adopted."

- 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.

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

"RESOLVED THAT the Audited Consolidated Financial Statements of the Company together with the Report of the Auditors thereon for the Financial Year ended March 31, 2023, as circulated to the Members, be and are hereby considered and adopted."

Item No. 2: 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.

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

"RESOLVED THAT a final dividend at the rate of Rs. 1.25 per equity share (Re. 0.50 regular dividend and Re. 0.75 as an additional special dividend) having a face value of Rs. 10 each, as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2023, and that the same be paid to those members whose names appear in the Company's Register of Members and in the Register of Beneficial Owners maintained by the Depositories as on the record date."

Item No. 3: 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), Non-Executive Director, who retires by rotation and being eligible, offers herself for re-appointment.

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

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Professor Catherine Rosenberg (DIN: 06422834), who retires by rotation at this Meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation."

By Order of the Board of Directors
For Syngene International Limited

Place: Bangalore
Date: April 26, 2023

Priyadarshini Mahapatra
Company Secretary
FCS No. 8786

Registered Office:

Biocon SEZ, Biocon Park, Plot No. 2 & 3,
Bommasandra Industrial Area, IV Phase,
Jigani Link Road, Bangalore – 560099, Karnataka
CIN: L85110KA1993PLC014937
Website: www.syngeneintl.com

NOTES:

1. The Ministry of Corporate Affairs ("MCA") inter-alia vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022 (collectively referred to as "MCA Circulars") has permitted the holding of the AGM through VC/OAVM, without the physical presence of the members at a common venue. Hence, in compliance with the said MCA circulars and provisions of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the 30th AGM of the Company is being held through VC/OAVM. The detailed procedure for participating in the meeting through VC/OAVM is annexed herewith and the same will also be available at the website of the Company at www.syngeneintl.com.
2. The proceedings of the AGM shall be deemed to be conducted at the Biocon Campus, 20th K.M. Hosur Road, Hebbagodi, Bangalore - 561229, Karnataka, India, which shall be the deemed venue of the AGM. Since the AGM will be held through VC/OAVM, the route map is not annexed to this Notice.
3. There is no special business to be transacted at this AGM. Consequently, no Explanatory Statement which sets out details of material facts is required to be annexed hereto.
4. The Company has engaged the services of KFin Technologies Limited, Registrar and Share Transfer Agent ("RTA") of the Company for providing the facility for e-Voting (remote e-Voting & voting at AGM) and attending the AGM through VC.
5. 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 through VC, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. The attendance of the members participating in the 30th AGM through VC/OAVM facility using their login credentials shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Only bona fide members of the Company whose names appear in 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.
8. The facility for joining AGM through VC/OAVM 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.
9. Institutional/corporate shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG format) of its Board or governing body resolution/authorisation, etc., authorising their representative to attend the AGM through VC/OAVM on their behalf and to vote electronically either during the remote e-voting period or during the AGM. The said resolution/authorisation shall be sent to the Scrutinizer by email through the registered email address of the institutional/corporate shareholders at: 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 "Corporate Name Event No." The documents should reach the Scrutinizer on or before 17:00(IST) hours on July 25, 2023. Institutional shareholders who are members of the Company are encouraged to attend and vote at the AGM through VC/OAVM facility.
10. 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.
11. In terms of Section 152 of the Companies Act, 2013, Professor Catherine Rosenberg (DIN: 06422834), Non-Executive Director of the Company, retires by rotation at the AGM and being eligible, offers herself for re-appointment. The Nomination & Remuneration Committee and Board of Directors of the Company recommend her re-appointment.
12. The relevant details pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in respect of the Director seeking appointment/ re-appointment at this AGM is annexed as Annexure I. The Company has received the requisite consents/declarations for the appointment/ reappointment under the Act and the rules made thereunder.

13. 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 30th AGM.
14. The Securities and Exchange Board of India (SEBI) has vide Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 mandated furnishing of PAN, KYC details (i.e Postal address with pin code, email address, mobile number, bank account details, specimen signature, etc.) and nomination details by holders of physical securities for their corresponding folio numbers in prescribed forms before September 30, 2023. Accordingly, members are requested to comply with the circular and submit details or information in respective forms to RTA of the Company. Relevant details and forms prescribed by SEBI in this regard are made available under the Investors section on the website of the Company at: www.syngeneintl.com.
15. 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 Participant(s) only. The Company or its RTA i.e. KFin Technologies Limited cannot act on any request received directly from the shareholders holding shares in demat mode for changes in any bank mandates or other particulars.
16. Shareholders holding shares in physical form are advised to inform the particulars of their bank account, change of postal address and email address to the Company's RTA: KFin Technologies 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.
17. **Dematerialisation of shareholding:** As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from, April 1, 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 December 2, 2020 had fixed March 31, 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 dematerialised form. Members can contact the Company or its RTA for assistance in this regard.
18. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialised form only while processing service requests viz. of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4/ Form ISR– 5 the format of which is available on the Company's website at www.syngeneintl.com and on the website of the Company's RTA, KFin Technologies Limited at Investor Support Center. It may be noted that any service request can be processed only after the folio is KYC compliant.
19. In view of the SEBI and MCA Circulars, an electronic copy of the Notice of the 30th AGM along with the Annual Report for the Financial Year 2022-23 are being sent only by email to those members whose email addresses are registered with the Company/ Depository Participant(s). In case any Member is desirous of obtaining a hard copy of the Annual Report for the Financial Year 2022-23 of the Company, may send a request to the Company's e-mail address at investor@syngeneintl.com mentioning Folio No./DP ID and Client ID. Members may note that the Notice of the 30th AGM and Annual Report 2022-23 will also be available on the Company's website at: 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>.
20. All the members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on Friday, June 23, 2023 have been considered for the purpose of sending the AGM Notice and the Annual Report.
21. 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 instructions on the e-voting facility provided by the Company are annexed to this Notice, explaining the process of e-voting with the necessary user ID and password along with the procedure for such e-voting.

22. Company has fixed the cut-off date as Wednesday, July 19, 2023 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, July 21, 2023 (9:00 hours) to Tuesday, July 25, 2023 (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.
 23. The Company has appointed Mr. V Sreedharan, Practicing Company Secretary, Senior Partner of M/s V Sreedharan & Associates, Company Secretaries, Bangalore (FCS 2347; CP No. 833) and in his absence Mr. Pradeep B Kulkarni, Practicing Company Secretary, Bangalore (FCS 7260; CP No. 7835) or Ms. Devika Sathyanarayana, Practicing Company Secretary, Bangalore (FCS 11323; CP No. 17024), Partners of the same firm as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 24. As per Section 124(5) of the Act, the dividend which remains unpaid or unclaimed for a period of 7 (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 and 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 7 (seven) consecutive years or more shall be transferred to the IEPF. Pursuant to Investor Education and Protection Fund (IEPF) Rules, 2016, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on the date of last AGM (i.e. July 20, 2022) 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.
 25. The details of the process and manner for participating in the 30th AGM through VC/OAVM are explained below:
 - a. Members may attend the AGM through video conferencing platform provided by KFin Technologies 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 the instructions provided in the "Procedure for Remote e-Voting" mentioned in this notice.
 - c. Please note that participants connecting from mobile devices or tablets or through laptop connected 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 post 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.
- Dividend related information:**
- I. Final dividend for the financial year ended March 31, 2023, as recommended by the Board of Directors, if approved by the members at the AGM, will be paid on or before Monday, August 07, 2023 to those members whose name appear in the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on Friday, June 30, 2023.
 - II. Members holding shares in electronic form are hereby informed that Bank particulars registered with their respective Depository Participant(s) (DPs), with whom they maintain their demat accounts, will be used by the Company for payment of dividend.
 - III. Members holding shares in physical/electronic form are requested to submit their bank account details, if not already registered.

- IV. Shareholders holding shares in dematerialised mode are requested to register complete bank account details with DPs and shareholders holding shares in physical mode shall send a duly signed request letter in ISR 1 to KFin Technologies Limited mentioning the name, folio no, bank details, self-attested PAN card and original cancelled cheque leaf. In case of absence of name of the first Shareholder on the original cancelled cheque or initials on the cheque, bank attested copy of first page of the Bank Passbook/Statement of Account along with the original cancelled cheque shall be provided.
- V. In case the Company is unable to pay the dividend to any Shareholder by the electronic mode, due to non-availability of the details of the bank account, the Company shall dispatch the dividend warrants/demand drafts to such Shareholder by post.
- VI. Pursuant to the amendments made by the Finance Act 2020, dividend paid by a company on or after April 1, 2020 is taxable in the hands of shareholders and the Company is required to deduct tax at source (TDS) / withholding tax from dividend paid to shareholders at the prescribed rates. The shareholders are requested to update their PAN, address, category, and residential status with KFin Technologies Limited (in case of shares held in physical mode) and with DPs (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.

A separate email communication was sent to all the shareholders on Saturday, June 24, 2023, informing applicable provisions of the Income-tax Act, 1961 regarding deduction of TDS, rate of TDS the relevant procedure to be adopted by them/and format of documents to be submitted by the shareholders to avail the benefit for availing of lower/nil rate of TDS, wherever applicable. The said communication and draft of the exemption forms and other documents/formats are available on the Company's website at www.syngeneintl.com. The resident and non-resident shareholders can upload the scanned copies of the requisite applicable documents at <https://ris.kfintech.com/form15/> or email the same to the Company at dividend.tax1@syngeneintl.com on or before Friday, July 14, 2023 so as to enable the Company to determine applicable amount of TDS/ withholding tax.

Procedure for remote e-voting:

1. 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 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 Wednesday July 19, 2023 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.

2. As per the SEBI circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 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.
3. 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 Depository Participant(s) to access e-Voting facility.
4. The remote e-Voting period shall commence at 9:00 hours (IST) on Friday, July 21, 2023 and remain open until 17:00 hours (IST) on Tuesday, July 25, 2023.
5. 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.
6. 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.
7. 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."

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 National Securities Depository Limited ("NSDL")	Individual shareholders holding securities in demat mode with CDSL
<p>A. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> 1. Open https://eservices.nsdl.com 2. Click on the "Beneficial Owner" icon under 'IDeAS' section. 3. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" 4. Click on bank name or e-Voting service provider and you will be re-directed to e-voting service provider website for casting your vote during the remote e-Voting period. <p>B. User not registered for IDeAS e-Services:</p> <ol style="list-style-type: none"> 1. To register, open https://eservices.nsdl.com either on a personal computer or on a mobile. 2. Select "Register Online for IDeAS" on the portal or click on the https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3. Proceed with completing the required fields <p>C. Alternatively, by directly accessing the e-Voting website of NSDL:</p> <ol style="list-style-type: none"> 1. Open https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. 2. Click on the icon "Login" which is available under 'Shareholder/Member' section 3. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit Demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. 4. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 5. Click on Bank name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 	<p>A. Existing user who has opted for Easi/Easiest</p> <ol style="list-style-type: none"> 1. Click at https://web.cdslindia.com/myeasinew/home/login or www.cdslindia.com 2. Click on New System Myeasi. 3. Login with user ID and Password 4. After successful login of Easi / Easiest, Option will be made available to reach e-voting page 5. Click on e-voting service provider name to cast your vote <p>B. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> 1. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 2. Proceed with completing the required fields. <p>C. By visiting the e-Voting website of CDSL:</p> <ol style="list-style-type: none"> 1. Visit at www.cdslindia.com 2. Provide demat account number and PAN No. 3. System will authenticate user by sending OTP on registered mobile and email as recorded in the demat account. 4. After successful authentication, user will be provided links for the respective e-voting service provider where the e-voting is in progress.
<p>Individual Shareholders (holding securities in Demat mode) login through their depository participants</p> <ol style="list-style-type: none"> i. You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. ii. Once login, 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. Click on Bank Name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 	

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with NSDL	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
Individual Shareholders holding securities in Demat mode with CDSL	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 22-23058542-43.

Step 2: Login method for remote e-voting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

- Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- Enter the login credentials i.e. User ID and password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
- After entering the correct details, click on "LOGIN".
- You will reach the 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.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- You need to login again with the new credentials.
- On successful login, the system will prompt you to select the "EVEN" i.e., 7359_Syngene International Limited AGM and click on "Submit"
- On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/ dissenting to the resolution, enter all shares and click 'FOR'/ 'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN', in which case, the shares held will not be counted under either head.
- Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat

account.

- Cast your votes 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 subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin on 1800 309 4001 (toll free).

A. Voting at AGM conducted through VC/OAVM (e-AGM)

- Only those members/shareholders, who will be present in the e-AGM and who have not cast their vote through remote e-voting and are otherwise not barred from doing so are eligible to vote.
- Members who have voted through remote e-voting will still be eligible to attend the e-AGM.
- Members attending the e-AGM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
- Voting at e-AGM will be available at the end of the e-AGM and shall be kept open for 15 minutes. Members viewing the e-AGM, shall click on the 'e-voting' sign placed on the left-hand bottom corner of the video screen. Members will be required to use the credentials, to login on the e-Meeting webpage, and click on the 'Thumbs-up' icon against the unit to vote.

B. Instructions for members for attending the e-AGM

- Members will be able to attend the e-AGM or view the live webcast of e-AGM provided by Company's RTA at <https://emeetings.kfintech.com> by using their remote e-voting login credentials and by clicking on the tab "video conference". The link for e-AGM will be available in members login, where the EVENT and the name of the Company can be selected.

- ii. Members are encouraged to join the meeting through devices (laptops, desktops, mobile devices) with google chrome for seamless experience.) with Google Chrome for seamless experience.
- iii. Further, members registered as speakers will be required to allow camera during e-AGM and hence are requested to use internet with a good speed to avoid any disturbance during the meeting.
- iv. Members may join the meeting using headphones for better sound clarity.
- v. While all efforts would be made to make the meeting smooth, participants connecting through mobile devices, tablets, laptops, etc. may at times experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.
- vi. Members, who would like to express their views or ask questions during the e-AGM will have to register themselves as a speaker by visiting the URL <https://emeetings.kfintech.com/> and clicking on the tab 'Speaker Registration' during the period starting from July 21, 2023, 09.00 hours (IST) up to July 25, 2023, 17:00 hours (IST). Only those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the e-AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the e-AGM. Only questions of the members holding shares as on the cut-off date will be considered.
- vii. A video guide assisting the members attending e-AGM either as a speaker or participant is available for quick reference at URL <https://emeetings.kfintech.com/>, under the "How It Works" tab placed on top of the page.
- viii. Members who need technical assistance before or during the e-AGM can contact KFin at emeetings@kfintech.com or Helpline: 1800 309 4001.

Procedure for registration of email and mobile number for securities held in physical mode

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16, 2023, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register their e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1 Form can be obtained by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx>

ISR Form(s) and the supporting documents can be provided by any one of the following modes.

- a) Through 'In Person Verification' (IPV): the authorised person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
- b) Through hard copies which are self-attested, which can be shared on the address below;

KFIN Technologies Limited, Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032
- c) Through electronic mode with e-sign by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx#>

Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>

For more information on updating the email and mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the demat account is being held.

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 Mr. Suresh Babu, (Unit: Syngene International Limited) of KFIN Technologies Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at einward.ris@kfintech.com or evoting@kfintech.com or phone no. 040 – 67162222 or call KFIN'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 remote e-voting period commences on 9:00 hours (IST) on Wednesday, July 19, 2023 and will remain open until 17:00 hours (IST) on Tuesday, July 25, 2023. During this period, Members of the Company holding shares either in physical form or in dematerialised form on the cut-off date of Wednesday, July 19, 2023, may cast their votes electronically. A person who is not a shareholder on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- IV. The voting rights of each shareholder shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. Wednesday, July 19, 2023

- V. In case of non-receipt of the Notice of AGM, a member may obtain the Notice along with 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 the e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, 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. Member may call Kfintech's toll free number 1800-309-4001 for any assistance.
- iv. Member may send an e-mail request to evoting@kfintech.com. Kfintech shall endeavor to send a User ID and Password to such Members whose mail IDs are available.
- The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 2 (two) working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairperson or a person authorised, who shall countersign the same.
- The results declared along with the report of the Scrutinizer shall be placed on the Company's website www.syngeneintl.com and on the website of Kfintech <https://evoting.kfintech.com> immediately after the declaration of results by the Chairperson or a person authorised. The results shall also be submitted with the concerned Stock Exchanges i.e. BSE and NSE.
- The resolutions, if passed by requisite majority, shall be deemed to have been passed on the date of the AGM i.e. July 26, 2023.

Annexure 1

Profile of Director being appointed at the 30th AGM.

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

Brief resume of Director:

Professor Catherine Rosenberg

Non-Executive Director

Professor Rosenberg holds the Canada Research Chair in the Future Internet, the Cisco Research Chair in 5G Systems and is 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 of the Nomination & Remuneration Committee, the Stakeholders Relationship & ESG Committee and the Science & Technology Committee.

Name of the Director	Professor Catherine Rosenberg
Category	Non-Executive Director
DIN	06422834
Date of Birth	23/05/1961
Date of Appointment	08/08/2000
Tenure of Appointment/Re-appointment	NA
Nature of expertise in Specific Functional Areas	Refer Corporate Governance report
Disclosure of relationship with Directors inter-se	Related to Kiran Mazumdar Shaw
Directorship held in other Listed Companies	None
Membership of Committee in other Companies, if any	None
Shareholding as on March 31, 2023	8806