

Syngene

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3, Bommasandra Industrial Area, IV
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CIN: L85110KA1993PLC01493

www.syngeneintl.com

Ref: Syn/CS/SE/AGM 2020/2020-21/30

June 29, 2020

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

Dear Sir/Madam,

Subject: Notice of 27th Annual General Meeting (“AGM”)

We wish to inform you that the 27th AGM of the Company will be held on Wednesday, July 22, 2020 at 4:00 P.M. IST through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”).

In this regard, please find attached the Notice of the 27th AGM of the Company, which is being circulated to the shareholders through electronic mode. The Notice is also available on the Company’s website at <https://www.syngeneintl.com/investor-relations/latest-report-filings>.

Request you to kindly take this intimation on record.

Yours faithfully,

For **SYNGENE INTERNATIONAL LIMITED**

Priyadarshini Mahapatra
Company Secretary and Compliance Officer

Enclosed: Notice of 27th AGM

Notice

Notice is hereby given that the 27th Annual General Meeting ("AGM") of Syngene International Limited will be held on Wednesday, July 22, 2020 at 4:00 P.M. IST through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

Ordinary Business:

Item No. 1: Adoption of financial statements

To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2020, together with the Reports of the Board of Directors and the Auditors thereon.

Item No. 2: To approve the appointment of John Shaw (DIN:00347250) as director liable to retire by rotation

To appoint a Director in place of John Shaw (DIN:00347250), a Non-Executive Director, who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

Item No. 3: To approve the appointment of Kiran Mazumdar Shaw (DIN: 00347229) as Director liable to retire by rotation

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

"RESOLVED THAT pursuant to Sections 149, 152, 161 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the relevant Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the provisions of the Articles of Association of the Company, Kiran Mazumdar Shaw (DIN : 00347229), who was appointed by the Board of Directors as an Additional Director of the Company with effect from April 01, 2020 to hold office up to the conclusion of this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, being eligible, be and is hereby appointed as a Director (Non-Executive Chairperson) of the Company, liable to retire by rotation;

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and are hereby severally

authorized to do all such acts, deeds, matters and things which may be necessary for appointment of Kiran Mazumdar Shaw (DIN : 00347229) as a Non-Executive Director on the Board of the Company."

Item No. 4. To approve the re-appointment of Dr Vijay Kumar Kuchroo (DIN: 07071727) as an Independent Director of the Company.

To consider, and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Sections 149, 152, 160 and other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), read with Schedule IV of the Act and the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Dr Vijay Kumar Kuchroo (DIN: 07071727), who holds office of Independent Director up to conclusion of this Annual General Meeting and who is eligible for being re-appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under Section 160 (1) of the Companies Act, 2013 proposing his candidature for the office of Director be and is hereby re-appointed as an Independent Director, not liable to retire by rotation, for a second term of five consecutive years commencing from the conclusion of this Annual General Meeting till the conclusion of the 32nd Annual General Meeting of the Company proposed to be held in 2025;

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things which may be necessary for re-appointment of Dr Vijay Kumar Kuchroo (DIN: 07071727) as an Independent Director on the Board of the Company."

Item No. 5. To approve the re-appointment of Vinita Bali (DIN: 00032940) as an Independent Director of the Company.

To consider, and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Sections 149, 152, 160 and other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), read with Schedule IV of the Act and the provisions of

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Vinita Bali (DIN: 00032940), who holds office of Independent Director up to conclusion of this Annual General Meeting and who is eligible for being re-appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under Section 160 (1) of the Companies Act, 2013 proposing her candidature for the office of Director be and is hereby re-appointed as an Independent Director, not liable to retire by rotation, for a second term of five consecutive years commencing from the conclusion of this Annual General Meeting till the conclusion of the 32nd Annual General Meeting of the Company proposed to be held in 2025;

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things which may be necessary for re-appointment of Vinita Bali (DIN: 00032940) as an Independent Director on the Board of the Company."

Item No. 6. To approve the appointment of Sharmila Abhay Karve (DIN: 05018751) as an Independent Director of the Company

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

"RESOLVED THAT pursuant to Sections 149, 152, 161 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the relevant Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the provisions of the Articles of Association of the Company, Sharmila Abhay Karve (DIN : 05018751), who was appointed by the Board of Directors as an Additional Director in the capacity of an Independent Director of the Company with effect from August 01, 2019 to hold office up to the conclusion of this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, being eligible, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, from August 01, 2019 till the conclusion of the 29th Annual General Meeting of the Company proposed to be held in 2022;

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things which may be necessary for appointment of Sharmila Abhay Karve (DIN : 05018751) as an Independent Director on the Board of the Company."

Item No. 7. To approve the appointment of Dr Carl Peter Decicco (DIN: 08576667) as an Independent Director of the Company.

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

"RESOLVED THAT pursuant to Sections 149, 152, 161 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the relevant Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the provisions of the Articles of Association of the Company, Dr Carl Peter Decicco (DIN : 08576667), who was appointed by the Board of Directors as an Additional Director in the capacity of an Independent Director of the Company with effect from October 01, 2019 to hold office up to the conclusion of this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, being eligible, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, from October 01, 2019 till the conclusion of the 29th Annual General Meeting of the Company proposed to be held in 2022;

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things which may be necessary for appointment of Dr Carl Peter Decicco (DIN : 08576667) as an Independent Director on the Board of the Company."

Item No. 8. To approve the appointment and remuneration of Jonathan Hunt (DIN: 07774619) as Managing Director and Chief Executive Officer of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013 (the 'Act') and rules made thereunder, (including any statutory modification(s) or amendment(s) thereto, or re-enactment(s) thereof, for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the provisions of the Articles of Association of the Company, approval of the Members of the Company, be and is hereby accorded for appointment of Jonathan Hunt (DIN: 07774619) as the Managing Director and Chief Executive Officer ('MD & CEO') and Key Managerial Personnel of the

Company, not liable to retire by rotation, on such terms and conditions including remuneration as mentioned below:

I. Period of Appointment

For a period of five years commencing from April 1, 2020.

II. Remuneration

• Annual Base Pay:

Indian rupee equivalent to GBP 5,50,000 per annum including all allowances as per the salary structure of the Company. Additionally, performance linked increment shall be payable at the discretion of the Board of Directors based on the recommendation of Nomination and Remuneration Committee.

• Variable Pay:

Payment of variable pay linked to the achievement of targets as may be decided by Nomination and Remuneration Committee and approved by the Board.

• Long-term Incentive / Employee Stock Option Plan:

As per the Company policy and as may be decided by the Board on the recommendation of Nomination and Remuneration Committee.

III. Perquisites

• Conveyance and Petrol/ Maintenance Allowance:

A Company provided car with driver during stay in India. All costs to be borne by the Company.

• Travel and Stay expenses:

While the primary place of residence of Jonathan Hunt is United Kingdom, he will be required to undertake such travel as deemed necessary to fulfill obligations of his work to India and/or any other place. The cost of travel, boarding, lodging and other reasonable incidental expenses incurred during such travel shall be borne by the Company.

• Mobile/Telephone/Internet/Home Office Expenses

Reimbursement of Mobile, Telephone and Internet charges on actual basis.

• Personal Accident Insurance Coverage:

As per the Company policy.

• Mediclaim/ Life Assurance/Death in Service/ Critical Illness cover:

Healthcare, Dental Cover and Life Assurance/Death in Service/ Critical Illness cover -the annual premium for the same (not exceeding GBP 7000) shall be borne by the Company.

• Leave eligibility and leave encashment:

Leave eligibility and leave encashment as applicable to all employees of the Company, from time to time.

• Any other allowances, benefits and perquisites:

Any other allowances, benefits and perquisites as per the rules applicable to the Senior Executives of the Company and / or which may become applicable in the future and / or any other allowances, benefits and perquisites as approved by the Board.

IV. Overall Remuneration:

The aggregate of salary and perquisites as specified above or paid additionally in accordance with the rules of the Company in any financial year, which the Board in its absolute discretion may deem fit and pay to Jonathan Hunt from time-to-time shall not exceed the limits prescribed under Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act, as may for the time being in force. Mr. Jonathan Hunt being in full time employment of the Company shall not be eligible for any sitting fees for attending Board and Committee meetings of the Company.

RESOLVED FURTHER THAT in his capacity as Managing Director and Chief Executive Officer, Jonathan Hunt is entitled to exercise all powers as are exercisable by the Managing Director and Chief Executive Officer of the Company as permissible under the provisions of the Act, and any other statutes in order to manage the affairs of the Company.

RESOLVED FURTHER THAT the Board on the recommendation of Nomination and Remuneration Committee, be and is hereby authorised to alter and vary the terms and conditions of appointment of Jonathan Hunt including remuneration, but such remuneration shall not exceed the limits specified under the provisions of Companies Act, 2013.

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things which may be necessary for appointment of Jonathan Hunt (DIN: 07774619) as the Managing Director and Chief Executive Officer on the Board of the Company.”

By Order of the Board of Directors
For **Syngene International Limited**

Place: Bengaluru
Date: May 12, 2020

Priyadarshini Mahapatra
Company Secretary

Registered Office:

Biocon SEZ, Biocon Park, Plot No. 2 & 3,
Bommasandra Industrial Area, IV Phase, Jigani Link Road,
Bengaluru – 560 099 Karnataka
CIN: L85110KA1993PLC014937
Email ID: investor@syngeneintl.com
Ph. No.: 080 6891 5000
Website: www.syngeneintl.com

Notes:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its Circular No. 20/2020 dated May 05, 2020 read with Circular No. 15/2020 dated April 8, 2020 and Circular No. 17/2020 dated April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM herein after called as "AGM". The deemed venue for the meeting shall be Biocon Campus, 20th K.M. Hosur Road, Hebbagodi, Bengaluru, Karnataka 561229, India.
2. Company has appointed M/s KFin Technologies Private Limited, Registrars and Share Transfer Agents, to provide VC/OAVM facility for the Annual General Meeting of the Company.
3. The helpline number regarding any query/assistance for participation in the AGM through VC/OAVM is 1800 345 4001 (toll free).
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, 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.
5. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of their Board or governing body Resolution/Authorization etc., authorizing their representative to attend the AGM through VC / OAVM on their behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through the registered email address of the Institutional / Corporate Shareholders at email sree@sreedharancs.com with a copy marked to evoting@kfintech.com and investor@syngeneintl.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name Event No." The documents should reach the Scrutinizer on or before 17:00 hours on July 21, 2020.
6. The facility for joining AGM through VC/OVAM will be available for up to 1,000 Members and 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.
7. The attendance of the Members (i.e., members login) at the AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. The relevant details pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/ re-appointment at this AGM are annexed. The Directors have furnished consent/declarations for their appointment/re-appointment as required under Act and rules made thereunder.
9. Only bona fide members of the Company whose names appear on the Register of Members, will be permitted to attend the meeting through VC/OAVM. The Company reserves its right to take all necessary steps as may be deemed necessary to restrict non-members from attending the meeting.
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. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act will be available for inspection by the Members in electronic mode during the AGM. Members who wish to inspect, may send their request through an email at investor@syngeneintl.com up to the date of the AGM.
12. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company/Electronic mode during normal business hours (8:15 am to 5:15 pm) on all working days except Saturdays and Sundays, up to and including the date of the AGM of the Company. Members who wish to seek inspect, may send their request through an email at investor@syngeneintl.com up to the date of AGM.
13. The Explanatory Statement pursuant to Section 102(1) of the Act, which sets out details relating to Special Business at the meeting, is annexed hereto.

14. M/s B S R & Co. LLP, Chartered Accountants, were appointed as Statutory Auditors of the Company at the 23rd Annual General Meeting held on June 30, 2016. Pursuant to Notification issued by the Ministry of Corporate Affairs on 7th May, 2018 amending section 139 of the Act and the Rules framed thereunder, the mandatory requirement for ratification of appointment of Auditors by the Members at every Annual General Meeting (“AGM”) has been omitted. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at this AGM.
15. Shareholders holding shares in Electronic (demat) form are advised to inform the particulars of their bank account, change of postal address and email addresses to their respective Depository Participants only. The Company or its Registrar and Share Transfer Agent i.e. KFin Technologies Private Limited, (“Formerly known as Karvy Fintech Private Limited”) (KFinTech) cannot act on any request received directly from the shareholders holding shares in demat mode for changes in any bank mandates or other particulars.
16. Shareholders holding shares in physical form are advised to inform the particulars of their bank account, change of postal address and email ids to KFin Technologies Private Limited (Unit: Syngene International Limited), Plot 31-32, Selenium, Tower B, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 or the Secretarial Department of the Company at the registered office address.
17. Shareholders holding shares in Electronic (demat) form or in physical mode are requested to quote their DPID & Client ID or Folio details respectively in all correspondences, including dividend matters to the Registrar and Share Transfer Agent, KFin Technologies Private Limited (Unit: Syngene International Limited), Plot 31-32, Selenium, Tower B, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 or the Secretarial Department of the Company.
18. Shareholders holding shares in Electronic (demat) form and who have not registered their email address so far with their depository participants are requested to register their email address with their depository participants to receive all communications including annual report, notices etc., in electronic mode from the Company.
19. Shareholders holding shares in physical mode and who have not registered their e-mail address with the Company are requested to submit their request with their valid e-mail address to KFinTech at suresh.d@kfintech.com to receive all communications including annual report, notices etc., in electronic mode from the Company.
20. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can only be transferred in demat form with effect from April 1, 2019, except in case of request for transmission or transposition of securities. 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 holding to demat form. Members can contact the Company or KFinTech for assistance in this regard.
21. The Members had approved the Restricted Stock Unit (RSU) Long Term Incentive Plan FY 2020 at the 26th Annual General Meeting of the Company held on July 24, 2019. It is clarified that as per the Plan, the Exercise period for the vested RSUs will be 3 (three) years from the date of respective vesting or time period as set forth in the Grant Letter {not exceeding 10(ten) years from the date of respective vesting}. Members are requested to note that the words mentioned in the brackets ie. “{not exceeding 10(ten) years from the date of respective vesting}” had been inadvertently omitted in the Explanatory Statement to the 26th AGM Notice due to oversight.
22. Pursuant to the changes introduced by the Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividends paid to shareholders at the prescribed rates. The shareholders are requested to update their PAN with the Company/ KFinTech (in case of shares held in physical mode) and depositories (in case of shares held in demat mode). SEBI has also mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market.
23. The rate of withholding tax is 7.5% for a Resident shareholder having a PAN. A Resident individual shareholder with PAN, who is not liable to pay income tax can submit a yearly declaration in Form No. 15G (applicable to any person other than a company or a firm) / Form 15H (applicable to an Individual who is 60 years and older), fulfilling certain conditions, to avail the benefit of non-deduction of tax at source by email to the Company at investor@syngeneintl.com or to KFinTech at einward.ris@kfintech.com. Shareholders are requested to note that if their PAN is not registered, the tax on dividends will be deducted at a higher rate of 20%. Notwithstanding the above, tax would not be deducted on payment of dividends to a resident individual shareholder, if the total dividend to be paid in FY 2020-21 does not exceed Rs. 5,000.
24. The rate of withholding tax is 20% (plus applicable surcharge and cess) for a non-resident shareholder. Non-resident shareholders can avail beneficial rates under the tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, or any other document which may be required to avail the tax treaty benefits by sending an email to the Company at

investor@syngeneintl.com or to KFinTech at einward.ris@kfintech.com. Application of a beneficial Tax Treaty Rate will depend upon the completeness of the documents submitted by the Non-Resident shareholder and satisfactory review by the Company.

25. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
26. Pursuant to Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide the facility of remote e-voting to all the shareholders as per applicable Regulations relating to e-voting. The complete instructions on the e-voting facility provided by the Company is annexed to this Notice, explaining the process of e-voting with the necessary user ID and password along with procedure for such e-voting. The remote e-voting facility is in addition to voting that will take place at the meeting venue on July 22, 2020.
27. Company has fixed the cut-off date as July 15, 2020 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 17, 2020 (9:00 hours) to Tuesday, July 21, 2020 (17:00 hours) (both days inclusive). The e-voting module shall be disabled for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
28. Shareholders are requested to note that as per Section 124(5) of the Act, the dividend which remains unpaid or unclaimed for a period of seven years from the date of its transfer to the unpaid dividend account, is liable to be transferred by the Company to the "Investor Education Protection Fund" (IEPF) established by the Central Government under the provisions of Section 125 of the Act.
29. Shareholders are requested to note that as per section 124(6) of the Act, all Shares in respect of which Dividend has not been paid or claimed for seven consecutive years or more shall be transferred to the IEPF.
30. **Procedure for obtaining the Annual Report, AGM notice and e-voting instructions by the shareholders whose email addresses are not registered with the depositories or with RTA:**

In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members

may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.syngeneintl.com, 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.karvy.com>

Therefore, those shareholders who have not yet registered their email address are requested to get their email addresses registered by following the procedure:

- (i) Shareholders who have not registered their e-mail address and in consequence the Annual Report, Notice of AGM and e-voting instructions could not be serviced, may temporarily get their email address and mobile number registered with the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, by clicking the link: https://ris.kfintech.com/email_registration/ for sending the same. Shareholders are requested to follow the process as provided in the link to capture the email address and mobile number for receiving the soft copy of the notice and e-voting instructions along with the User ID and Password to attend the AGM. In case of any queries, shareholders may write to einward.ris@kfintech.com.
 - (ii) Alternatively members may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for receiving the Annual report, Notice of AGM and the e-voting instructions.
 - (iii) Those shareholders who have registered but wish to change or update their e-mail address and mobile number including address and bank details may please contact and validate/update their details with the Depository Participant in case of shares held in electronic form and with the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited in case the shares are held in physical form.
31. The process and manner for participating in the AGM through Video Conference:
 - (i) Members will be provided with a facility to attend the AGM through video conferencing platform provided by M/s KFin Technologies Private Limited. Members may access the same at <https://emeetings.kfintech.com> and click on the "video conference" and access shareholders/members login by using the remote e-voting credentials. The link for AGM will be available in shareholder / members login where the EVENT and the name of the company can be selected.

- (ii) Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the instructions mentioned in the "Other instructions" given later in the notice.
- (iii) Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches and Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
- (iv) Further, Members will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
- (v) 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 post their queries in the window provided, by mentioning their name, demat account number/ folio number, email ID and mobile number. Please note that, members' questions will be answered only if the member continues to hold the shares as on the cut-off date i.e. July 15, 2020. The window shall remain active during the remote e-voting period and shall be closed 24 hours before the time fixed for the AGM.
- (vi) Members may register themselves as speakers for the AGM to pose their queries. Accordingly, the Members may visit <https://emeetings.kfintech.com> and click on 'Speaker Registration' during the remote e-voting period. Members shall be provided a 'queue number' before the AGM. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time at the AGM.
- (vii) 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.
- (viii) Members who may require any technical assistance or support before or during the AGM are requested to contact KFin Technologies Private Limited at toll free number 1800-345-4001 or write at evoting@kfintech.com.

Instructions for E-Voting & Instapoll

1. Remote e-voting: In compliance with the provisions of Section 108 of the Companies Act, 2013, read with rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Rules, 2015 and as per Regulation 44 of the SEBI Listing Obligations and Disclosure Requirements Regulations, 2015 ("SEBI Listing Regulations") the Company is providing e-voting facility through KFin Technologies Private Limited ("KFinTech") on all resolutions set forth in this Notice, from a place other than the venue of the Meeting.
 - (A) In case a Member receives an email from KFinTech [for Members whose email IDs are registered with the Company/ Depository Participants (s)] please follow the below instructions:
 - i. Visit the e-Voting website of KFinTech. Open web browser by typing the following URL: <https://evoting.karvy.com/>.
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, the User ID will be EVEN (E-Voting Event Number) followed by the folio number. In case of Demat account, the User ID will be your DP ID and Client ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting your vote.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach the password change Menu wherein you are required to mandatorily change your password. The new password should comprise a minimum of 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVENT" i.e., Syngene International Limited i.e. name of the Company.
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively,

you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either option.

- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat account.
- ix. Voting has to be done for each item of the notice separately. If you do not want to cast your vote on any specific item, it will be treated as an abstention.
- x. You may cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times until they have voted on the Resolution(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send a scanned, certified copy (PDF Format) of the Board Resolution/Authority Letter etc., together with an attested specimen signature(s) of the authorised representative(s), to the Scrutinizer at email sree@sreedharancs.com with a copy marked to evoting@kfintech.com and investor@syngeneintl.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name Event No." The documents should reach the Scrutinizer on or before 17:00 hours on July 21, 2020.

- (B) In case of Members who have not registered their e-mail address (including Members holding shares in physical form), please follow the steps for registration of e-mail address and obtaining User ID and Password for e-voting as mentioned in point No. 30 of the Notes and para (e) under the "Other Instructions" section below.

(C) Voting at the Annual General Meeting:

- i. The 'Vote Now Thumb sign' on the left hand corner of the video screen shall be activated upon instructions of the chairperson during the AGM proceedings. Members shall click on the same to take them to the "Insta-poll" page and Members shall click on the "Insta-poll" icon to reach the resolution page and follow the instructions to vote on the resolutions.
- ii. Those Members who are present in the Meeting through VC and have not cast their vote on resolutions through remote e-voting, can vote through Insta-poll at the Meeting. Members who have already cast their votes by remote e-voting are eligible to attend the Meeting. However, those Members are not entitled to cast their vote again at the Meeting

The Company has appointed Mr. V Sreedharan, Practicing Company Secretary, Senior Partner of M/s V Sreedharan & Associates, Company Secretaries, Bengaluru (FCS 2347; CP 833) and in his absence Mr. Pradeep B Kulkarni, Practicing Company Secretary, Bengaluru (FCS 7260; CP 7835) or Mrs. Devika Satyanarayana, Practicing Company Secretary, Bengaluru (ACS 16617; CP 17024) as Scrutinizer to scrutinize the e-voting process in fair and transparent manner.

The scrutinizer shall immediately after the conclusion of voting at the AGM, count the votes and shall submit a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, within a period not exceeding three working days from the conclusion of the voting to the Chairperson of the Company or a person authorised by her in writing who shall countersign the same.

The Chairperson or a person authorised by her in writing shall declare the result of voting forthwith.

The results of the e-voting along with the scrutinizer's report shall be communicated immediately to BSE Limited and National Stock Exchange of India Limited, where the shares of the company are listed and shall be placed on the Company's website www.syngeneintl.com and on the website of KFintech at <https://evoting.karvy.com> immediately after the result declared by the chairman or any other person authorised by the chairperson.

Other Instructions

- a. 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.karvy.com> (KFintech Website) or contact Mr. Suresh Babu, (Unit: Syngene International Limited) of KFIN Technologies Private Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at einward.ris@kfintech.com or evoting@kfintech.com or phone no. 040 – 6716 1517 or call KFIN's toll free No. 1-800-34- 54-001 for any further clarifications.
- b. 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).
- c. The remote e-voting period commences on Friday, July 17, 2020 (9:00 hours) and ends on Tuesday, July 21, 2020 (17:00 hours). During this period, Members of the Company holding shares either in physical form or in dematerialized form on the cut-off date of July 15, 2020, 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.
- d. 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. July 15, 2020.
- e. If a person has become a shareholder of the Company after dispatch of Annual General Meeting Notice but on or before the cut-off date for E-voting i.e., July 15, 2020, he/ she may obtain the User ID and Password in the manner outlined below:
 - i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
Example for NSDL: MYEPWD <SPACE> IN12345612345678
Example for CDSL: MYEPWD <SPACE> 1402345612345678
Example for Physical: MYEPWD <SPACE> XXXX1234567890
 - ii. If 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.karvy.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 1800-3454-001 for any assistance.
 - iv. Member may send an e-mail request to evoting@kfintech.com. However, KFintech shall endeavor to send a User ID and Password to those new Members whose mail IDs are available.

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

Item No. 3: Appointment of Kiran Mazumdar Shaw (DIN: 00347229) as Director of the Company liable to retire by rotation

Kiran Mazumdar Shaw was appointed as a Director of the Company on November 18, 1993 and subsequently on December 14, 2011 was designated as the Managing Director. She is also the Chairperson of the Company. As the Company features among the top 500 listed entities (in terms of market capitalisation), as per the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the Chairperson of the Company shall eventually have to be a non-executive director on the Board with effect from April 01, 2022. In view of the above, Kiran Mazumdar Shaw transitioned into the position of Non-Executive Director of the Company and Mr. Jonathan Hunt was appointed as the Managing Director and Chief Executive Officer of the Company with effect from April 01, 2020. It was noted that as per article 64 of the Articles of Association of the Company, consequent upon her ceasing to be the Managing Director of the Company on March 31, 2020, Kiran Mazumdar Shaw would ipso facto cease to be a Director of the Company. In order to ensure her continuance as a Director, the Board on the recommendation of the Nomination and Remuneration Committee considered her appointment as an Additional Director (Non-Executive Chairperson), w.e.f., April 1, 2020, pursuant to the provisions of Section 161 and other applicable provisions of the Act.

Kiran Mazumdar Shaw holds office up to the date of this Annual General Meeting and is eligible for appointment as a Director of the Company. In terms of Section 160 (1) of the Act, the Company has received a notice in writing from a Member signifying his intention to propose the candidature of Kiran Mazumdar Shaw for the office of Director.

Kiran Mazumdar Shaw has furnished necessary consent/ declarations for her appointment as required under the Act and the Rules made thereunder. She is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

The profile and specific areas of expertise of Kiran Mazumdar Shaw are provided in annexure to this Notice. In compliance with the General circular number 20/2020 issued by the MCA, this item is considered unavoidable and forms part of this Notice.

Except Kiran Mazumdar Shaw, John Shaw and Prof. Catherine Rosenberg and their relatives, none of the Directors, Key Managerial Personnel or their respective relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors recommend the appointment of Kiran Mazumdar Shaw as Director as set forth in Item No. 3 of this Notice, for approval by the Members of the Company.

Item Nos.4 & 5: Re-appointment of Dr Vijay Kumar Kuchroo (DIN: 07071727) and Vinita Bali (DIN: 00032940) as Independent Directors of the Company.

Dr Vijay Kumar Kuchroo was appointed as an Additional Director in the capacity of Independent Director w.e.f. March 01, 2017. Subsequently, the shareholders at their Annual General Meeting ("AGM") held on July 28, 2017 had approved the appointment of Dr Vijay Kumar Kuchroo as an Independent Director, for a tenure of three years, until the conclusion of 27th AGM proposed to be held in the year 2020. The tenure of Dr Vijay Kumar Kuchroo is therefore coming to an end at the conclusion of this AGM.

Further, Vinita Bali was appointed as an Additional Director in the capacity of Independent Director w.e.f. July 31, 2017. Subsequently, the shareholders at their AGM held on July 25, 2018 had approved the appointment of Vinita Bali as an Independent Director, for a tenure of three years, until the conclusion of 27th AGM proposed to be held in the year 2020. The tenure of Vinita Bali is also coming to an end at the conclusion of this AGM.

As per Section 149(10) and (11) of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of the Company, and shall be eligible for reappointment upon passing of a special resolution by the Company and disclosure of this re-appointment in the Board's report.

The Nomination and Remuneration Committee at its Meeting held on 11th May, 2020 on the basis of performance evaluation of Independent Directors and taking into account the external business environment, the business knowledge, acumen, experience and the substantial contribution made by Dr Vijay Kumar Kuchroo and Vinita Bali during their tenure, has recommended to the Board that continued association of Dr Vijay Kumar Kuchroo and Vinita Bali as Independent Directors of the Company would be beneficial to the Company. Based on the above and the performance evaluation of Independent Directors, the Board recommends the re-appointment of Dr Vijay Kumar Kuchroo (DIN: 07071727) and Vinita Bali (DIN: 00032940), as Independent Directors of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing from the conclusion of this AGM until the conclusion of the 32nd Annual General Meeting of the Company proposed to be held in 2025.

The Company has also received two separate notices in writing from a Member under Section 160(1) of the Act proposing the candidatures of Dr Vijay Kumar Kuchroo and Vinita Bali for the office of Director.

Dr Vijay Kumar Kuchroo and Vinita Bali are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors. The Company

has received declarations from Dr Vijay Kumar Kuchroo and Vinita Bali stating that they meet the criteria of independence as prescribed under sub-section (6) of section 149 of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). Dr Vijay Kumar Kuchroo and Vinita Bali are not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

In the opinion of the Board, they fulfil the conditions for appointment as Independent Directors, as specified in the Act and the SEBI Listing Regulations and are independent of the Management.

The resolution seeks the approval of the shareholders in terms of Section 149 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder and the SEBI Listing Regulations, for re-appointment of Dr Vijay Kuchroo and Vinita Bali as Independent Directors of the Company for a second term of five years commencing from the conclusion of this AGM until the conclusion of the 32nd AGM proposed to be held in 2025. Dr Vijay Kuchroo and Vinita Bali shall not be liable to retire by rotation.

The profile and specific areas of expertise of Dr Vijay Kuchroo and Vinita Bali are provided in annexure to this notice. A copy of the draft letter of appointment setting out the terms and conditions of appointment of an Independent Director is available for inspection, without any fee, by the shareholders at the Company's registered office in physical or electronic form during normal hours on working days up to the date of the AGM and is also available on the website of the Company at www.syngeneintl.com. In compliance with the General circular number 20/2020 issued by the MCA, this item is considered unavoidable and forms part of this Notice.

Except Dr Vijay Kuchroo and Vinita Bali and their relatives, none of the Directors, Key Managerial Personnel or their respective relatives are in any way, concerned or interested, financially or otherwise, in the said resolutions.

The Board recommends the resolutions set forth in Item No. 4 and 5 for approval of the shareholders as special resolutions.

Item Nos. 6 & 7: Appointment of Sharmila Abhay Karve (DIN: 05018751) and Dr Carl Peter Decicco (DIN: 08576667) as Independent Directors of the Company.

Based on the recommendation of the Nomination and Remuneration Committee, Board of Directors has appointed Sharmila Abhay Karve and Dr Carl Peter Decicco as Additional Directors in the capacity of Independent Directors w.e.f. August 01, 2019 and October 01, 2020 respectively to hold office up to the conclusion of this Annual General Meeting of the Company in terms of Section 161 of the Act. It is proposed to appoint Sharmila Abhay Karve and Dr Carl Peter Decicco as Independent Directors not liable to retire by rotation, for a term of three

years from their respective dates of appointment by the Board until the conclusion of the 29th Annual General Meeting of the Company proposed to be held in 2022.

The Company has also received two separate notices in writing from a Member under Section 160(1) of the Act proposing the candidatures of Sharmila Abhay Karve and Dr Carl Peter Decicco for the office of Director.

Sharmila Abhay Karve and Dr Carl Peter Decicco are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors. The Company has received declarations from Sharmila Abhay Karve and Dr Carl Peter Decicco stating that they meet the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). Sharmila Abhay Karve and Dr Carl Peter Decicco are not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

In the opinion of the Board, they fulfil the conditions for appointment as Independent Directors, as specified in the Act and the SEBI Listing Regulations and are independent of the Management.

The resolution seeks the approval of the shareholders in terms of Section 149 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder and the SEBI Listing Regulations, for appointment of Sharmila Abhay Karve and Dr Carl Peter Decicco as Independent Directors of the Company for a term commencing from their respective dates of appointment by the Board of Directors on August 01, 2019 and October 01, 2019 respectively until the conclusion of the 29th AGM proposed to be held in 2022. Sharmila Abhay Karve and Dr Carl Peter Decicco are not liable to retire by rotation.

The profile and specific areas of expertise of Sharmila Abhay Karve and Dr Carl Peter Decicco are provided in the annexure to this Notice.

A copy of the draft letter of appointment setting out the terms and conditions of appointment of an Independent Director is available for inspection, without any fee, by the shareholders at the Company's registered office in physical or electronic form during normal hours on working days up to the date of the AGM and is also available on the website of the Company at www.syngeneintl.com. In compliance with the General circular number 20/2020 issued by the MCA, this item is considered unavoidable and forms part of this Notice.

Except Sharmila Abhay Karve and Dr Carl Peter Decicco and their relatives, none of the Directors, Key Managerial Personnel or

their respective relatives are in any way, concerned or interested, financially or otherwise, in the said resolutions.

The Board recommends the resolutions set forth in Item No. 6 and 7 for approval of the shareholders as ordinary resolutions.

Item No. 8: Appointment and remuneration of Jonathan Hunt (DIN: 07774619) as Managing Director and Chief Executive Officer of the Company.

Jonathan Hunt was appointed as the Chief Executive Officer of the Company on April 01, 2016 and as the Wholetime Director with effect from May 1, 2017 for a term of five years. With the transition of Kiran Mazumdar Shaw into the role of Non-Executive Director from Managing Director, the Board considered the appointment of Mr. Jonathan Hunt as the Managing Director of the Company along with the post of Chief Executive Officer for a term of five years with effect from April 01, 2020 on the terms and conditions including remuneration as laid down in the resolution subject to such necessary sanctions and approvals as may be applicable. It is proposed to seek Members' approval for the appointment and payment of remuneration to Jonathan Hunt as Managing Director and Chief Executive Officer of the Company, in terms of the applicable provisions of the Act.

In terms of Section 160 of the Act, the Company has received a notice in writing from a Member signifying his intention to propose the candidature of Jonathan Hunt for the office of Director.

Jonathan Hunt has furnished the necessary consent/declarations for his appointment as required under the Act and the Rules made thereunder. He is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

This explanatory statement and the resolution at Item No. 8 which outlines the terms and conditions may also be read and treated as disclosure in compliance with the requirement of Section 196 of the Companies Act, 2013. The profile and specific areas of expertise of Jonathan Hunt are provided in the annexure to this notice. In compliance with the General circular number 20/2020 issued by the MCA, this item is considered unavoidable and forms part of this Notice.

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

The Board of Directors recommend the appointment of Jonathan Hunt as Managing Director and Chief Executive Officer on such terms and conditions as set forth in Item No. 8 of this Notice, for approval by the Members of the Company by passing an ordinary 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 or re-appointment at the forthcoming Annual General Meeting (“AGM”)

Brief resume of Directors:

John Shaw,

Non-Executive Director

Mr. Shaw has a postgraduate degree in Arts (Economic Hons.) in History and Political Economy from Glasgow University, United Kingdom. Currently, he is the Non-Executive Vice-Chairman of Biocon Limited. Before joining Biocon, he worked with Coats Viyella Plc. for 27 years and served as Finance Director and Managing Director of the Coats Viyella group companies. He is also the former Chairman of Madura Coats Limited.

Kiran Mazumdar Shaw,

Non-Executive Chairperson

Kiran Mazumdar Shaw is a first-generation entrepreneur with over 45 years of experience in the field of biotechnology. She is a recipient of ‘Padma Shri’ and the ‘Padma Bhushan’ awards. She was also conferred with the highest French distinction – Chevalier de l’Ordre National de la Légion D’Honneur (Knight of the Legion of Honour) in 2016. She is ranked #1 in the Business Captains category in Global ‘Medicine Maker Power List’ 2018. She was honoured with Order of Australia, Australia’s highest civilian award and was named EY Entrepreneur of the year for India in 2019. She is also the Chairperson of Biocon Limited, Independent Director on the Board of Infosys, United Breweries Ltd and Narayana Hrudayalaya.

Dr Vijay Kuchroo

Independent Director

Dr Kuchroo has a doctorate in Pathology from the University of Queensland, Australia. He is also the Samuel L. Wasserstrom Professor of Neurology at the Harvard Medical School, United States, Senior scientist at the Brigham and Women’s Hospital and Institute Member at the Broad Institute of MIT and Harvard. Dr Kuchroo has won many awards for the discovery of TIM-3 “checkpoint” molecules for cancer immunotherapy and Th17 cells in induction of autoimmunity. Dr Kuchroo holds 25 patents and has published over 325 research papers in immunology. He is a Member of the scientific advisory boards of leading pharmaceutical companies including Pfizer, Sanofi and GSK. He founded five different biotech companies including CoStim Pharmaceuticals and Tempero Pharmaceuticals. At Syngene, Dr Vijay Kuchroo is a member of the Nomination and Remuneration Committee and the Corporate Social Responsibility Committee.

Vinita Bali

Independent Director

Vinita Bali is a global business leader with extensive experience in leading and transforming large companies both in India and overseas. She served as Chief Executive Officer/ MD of Britannia

Industries from 2005 to 2014. Prior to that, she worked with eminent multinationals like The Coca-Cola Company and Cadbury Schweppes Plc in a variety of marketing, general management and chief executive roles in the UK, Nigeria, South Africa, USA and Chile. At present Ms. Bali is a Non-Executive Director on the global boards of Smith & Nephew Plc, Bunge Limited, Cognizant Technology Solutions and CRISIL Ltd in India. At Syngene, Vinita is a member of the Audit Committee, the Nomination and Remuneration Committee, the Corporate Social Responsibility Committee and the Risk Management Committee.

Dr Carl Decicco

Independent Director

Dr Carl Peter Decicco, Ph.D., serves as the Chief Scientific Officer in Foghorn Therapeutics. Prior to joining Foghorn Therapeutics in 2018, he served as the Head of Discovery at Bristol-Myers Squibb (BMS). He also serves as a Member of the Advisory Committee at Allied-Bristol Life Sciences, LLC. He completed post-doctoral studies with Professor EJ Corey at Harvard University, was a teaching fellow at the University of British Columbia and obtained his Ph.D. with Professor Gordon Lange in Organic Chemistry from the Guelph-Waterloo Center in Ontario, Canada. At Syngene, he is a member of the Nomination and Remuneration Committee.

Sharmila Abhay Karve

Independent Director

Sharmila Abhay Karve is a Fellow member of the Institute of Chartered Accountants of India. She retired as audit partner from Price Waterhouse in June 2019. During her tenure in Price Waterhouse, she was an engagement partner with various large and prestigious Indian and multinational clients. She was appointed as the Chief Ethics Officer. In 2009, she was appointed as the Assurance Leader of the firm and was elevated to the role of Assurance Risk & Quality Leader in April 2012. In her last role as Global Diversity Leader since December 2016, Ms. Karve focused her efforts on bringing more diversity throughout the PwC network. At Syngene, Ms. Sharmila Abhay Karve is a member of the Audit Committee and Risk Management Committee and Chairperson of the Stakeholders Relationship Committee.

Jonathan Hunt

Managing Director and Chief Executive Officer

Jonathan Hunt has an MBA from Durham University, United Kingdom, with over 30 years of experience in the global biopharmaceuticals industry. At Syngene, he is responsible for leading the Company’s business operations and steering its investments in developing and strengthening its capabilities and capacity. Prior to joining Syngene, he held various leadership positions at AstraZeneca for over a decade, including President and Director of AstraZeneca, Austria, and President and Chief Operating Officer (COO), AstraZeneca, India. At Syngene, Jonathan Hunt is a member of the Stakeholders Relationship Committee and the Risk Management Committee.

Name of the Director	John Shaw	Kiran Mazumdar Shaw	Dr Vijay Kuchroo	Vinita Bali	Sharmila Abhay Karve	Dr Carl Peter Decicco	Jonathan Hunt
Category	Non-Executive Director	Non-Executive Chairperson	Independent Director	Independent Director	Independent Director	Independent Director	Managing Director and Chief Executive Officer
DIN	00347250	00347229	07071727	00032940	05018751	08576667	07774619
Date of Birth	12/04/1949	23/03/1953	05/06/1955	11/11/1955	08/04/1965	07/10/1960	05/02/1969
Date of Appointment	24/03/2000	18/11/1993	01/03/2017	31/07/2017	01/08/2019	01/10/2019	01/05/2017
Tenure of Appointment/ Re-appointment	NA	NA	5 years	5 years	3 years	3 years	5 years
Nature of expertise in Specific Functional Areas	Refer Corporate Governance report	Refer Corporate Governance report	Refer Corporate Governance report	Refer Corporate Governance report	Refer Corporate Governance report	Refer Corporate Governance report	Refer Corporate Governance report
Disclosure of relationship with Directors inter-se	Related to Kiran Mazumdar Shaw and Prof. Catherine Rosenberg	Related to John Shaw and Prof. Catherine Rosenberg	None	None	None	None	None
Directorship held in other Listed Companies	Biocon Limited	Biocon Limited, United Breweries Limited, Narayana Hrudayalaya Limited, Infosys Limited	Biocon Limited	CRISIL Limited.	Essel Propack Limited	None	None
Membership of Committee in other Companies, if any	Refer corporate Governance report	Refer corporate Governance report	Refer corporate Governance report	Refer corporate Governance report	Refer corporate Governance report	Refer corporate Governance report	Refer corporate Governance report
Shareholding as on March 31, 2020	Nil	15,276	50,000	Nil	Nil	Nil	Nil