Syngene

A Biocon company

SYNGENE INTERNATIONAL LIMITED

Our Company was incorporated as Syngene International Private Limited on November 18, 1993 at Bengaluru, Karnataka as a private limited company under the Companies Act, 1956. Pursuant to a special resolution of the shareholders dated March 26, 2007, our Company was converted into a public limited company and the name of our Company was changed to Syngene International Limited. A fresh certificate of incorporation consequent upon conversion to public limited company was issued on April 19, 2007. For details of change in the name and registered office of our Company, see "History and Certain Corporate Matters" on page 136 of the Red Herring Prospectus (**"RHP"**).

Registered and Corporate Office: Biocon SEZ, Biocon Park, Plot No. 2 & 3, Bommasandra Industrial Area IV Phase, Jigani Link Road, Bommasandra, Bengaluru 560 099, Karnataka, India.
Contact Person: Mayank Verma, Company Secretary and Compliance Officer; **Tel:** (+91 80) 2808 2808;
Fax: (+91 80) 2808 3189; **E-mail:** investor@syngeneintl.com; **Website:** www.syngeneintl.com
Corporate Identification Number: U51909KA1993PLC014937

PROMOTER OF OUR COMPANY: BIOCON LIMITED

INITIAL PUBLIC OFFER OF UP TO 22,000,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF SYNGENE INTERNATIONAL LIMITED ("COMPANY" OR "ISSUER") FOR CASH AT A PRICE OF ₹ 250 PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ 240 PER EQUITY SHARE) ("OFFER PRICE") THROUGH AN OFFER FOR SALE BY BIOCON LIMITED (THE "SELLING SHAREHOLDER" AND OUR "PROMOTER") ("OFFER / OFFER FOR SALE") AGGREGATING UP TO ₹ 5,500 MILLION INCLUDING A RESERVATION OF 2,000,000 EQUITY SHARES FOR SUBSCRIPTION BY BIOCON SHAREHOLDERS FOR CASH AT A PRICE OF ₹ 250 PER EQUITY SHARE AGGREGATING UP TO ₹ 500 MILLION (THE "BIOCON SHAREHOLDERS RESERVATION PORTION"). THE OFFER WILL CONSTITUTE 11.0% OF OUR POST-OFFER PAID-UP EQUITY SHARE CAPITAL AND THE NET OFFER SHALL CONSTITUTE 10.0% OF OUR POST-OFFER PAID-UP EQUITY SHARE CAPITAL.

THE OFFER PRICE: ₹ 250 PER EQUITY SHARE OF FACE VALUE OF ₹ 10 EACH
THE OFFER PRICE IS 25 TIMES OF THE FACE VALUE

CORRIGENDUM - NOTICE TO INVESTORS

This is with reference to the Red Herring Prospectus dated July 14, 2015 (**"Red Herring Prospectus"**) filed with the Registrar of Companies, Bangalore (the **"RoC"**) and the Securities and Exchange Board of India (**"SEBI"**) in relation to the Offer. All capitalized terms used in this notice shall, unless the context otherwise requires, have the meanings ascribed in the Red Herring Prospectus.

Investors should note that four FIRs have been filed against our Promoter, Biocon Limited (**"Biocon"**), in relation to the improper disposal of certain "liquid inert cell mass" generated by our Promoter and the matter is currently pending and under investigation as has been ordered by the Additional Civil Judge & JMFC, at Doddaballapur. Accordingly, the following changes will be reflected in the Prospectus to be filed with the RoC.

A) In the section **"Outstanding Litigation and Material Developments"**, on page 222 of the Red Herring Prospectus we propose to include the following additional disclosure as point number (ii) under the heading "Litigation against the Promoter - Criminal Matters":

"Four FIRs (first information reports) were filed on July 5, 2015 against Biocon and certain individuals in relation to the improper disposal of certain "liquid inert cell mass" generated by Biocon, leading to seizure of the biodegradable matter and the four trucks carrying the same. The chargesheet has not been filed yet in this matter. The matter is currently pending and under investigation as has been ordered by the Additional Civil Judge & JMFC, at Doddaballapur."

B) Consequent to the developments set out in (A) above, in the section **"Risk Factors"** on page 17 of the Red Herring Prospectus, with respect to risk factor number 4, titled *"There is outstanding litigation against our Company, our Directors, our Promoter and our Group Entities. An adverse outcome in any of these proceedings may affect our reputation and standing and impact our future business and could have a material adverse effect on our business, financial condition and results of operations."*, the disclosure with respect to number of Criminal Proceedings against our Promoter shall be modified by deleting "1" and adding "5" and the total number of Proceedings against our Promoter shall be modified by deleting "55" and adding "59".

C) In addition, in the section **"Risk Factors"** on page 21 of the Red Herring Prospectus, with respect to the risk factor number 15, titled *"Our Promoter and its managing director have been named respondents in a criminal proceeding."* shall be modified to *"Our Promoter and its managing director have been named respondents in criminal proceedings."* and in the text of the said risk factor the following disclosure shall be added after the sentence *"While our Promoter and its managing director have filed an application before the Jharkhand High Court seeking the quashing of the criminal complaint and the order of the Additional Chief Judicial Magistrate, Ranchi, the matter is currently pending."*:

"Further, four FIRs have been filed against our Promoter in relation to the improper disposal of certain "liquid inert cell mass" generated by our Promoter and the matter is currently pending and under investigation as has been ordered by the Additional Civil Judge & JMFC, at Doddaballapur."

The Red Herring Prospectus, the Bid cum Application Forms and the Abridged Prospectus shall be read in conjunction with this notice. The information in this notice supplements the Red Herring Prospectus and supersedes the information in the Red Herring Prospectus to the extent inconsistent with the information in the Red Herring Prospectus.

For **Syngene International Limited**
On behalf of the Board of Directors
Sd/-
Managing Director

Place: Bengaluru
Date: July 31, 2015

Syngene International Limited is proposing, subject to receipt of requisite approvals, market conditions and other considerations, to make an initial public offering of its Equity Shares and has filed a Red Herring Prospectus with the Registrar of Companies, Bangalore. The Red Herring Prospectus is available on the website of the Securities and Exchange Board of India and the websites of Axis Capital Limited, Credit Suisse Securities (India) Private Limited and Jefferies India Private Limited. Investors should note that investment in Equity Shares involves a high degree of risk and for details should refer to the Red Herring Prospectus which has been filed with the Registrar of Companies, Bangalore, including the section titled "Risk Factors".

The Equity Shares have not been, and will not be, registered under the Securities Act or any other applicable law of the United States and, unless so registered, and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. Accordingly, the Equity Shares are only being offered and sold (i) within the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the Securities Act and referred to in the Red Herring Prospectus as "U.S. QIBs", for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in the Red Herring Prospectus as "QIBs") in transactions exempt from, or not subject to, the registration requirements of the Securities Act, and (ii) outside the United States in reliance on Regulation S under the Securities Act."