



DVD & ASSOCIATES

Company Secretaries

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Pune | Mumbai | Kolhapur | Yavatmal | Dubai

October 01, 2018

To
Managing Director / Chairman
Syngenta India Limited
Amar Paradigm, S No. 110/11/3,
Baner Road, Baner,
Pune- 411045

Kind Attn: Managing Director / Chairman
Sub: E-voting and Voting by Ballot process

Dear Sir,

I refer to our appointment as Scrutinizer to conduct the Voting Process [including E-voting and Voting by Ballot Process at Annual General Meeting (AGM)] in respect of the following resolutions contained in the Notice of Nineteenth AGM held on September 28, 2018:

ORDINARY BUSINESS:

1. To receive, consider and adopt the statement of Profit & Loss for the year ended March 31, 2018 and the Balance Sheet as at that date together with the reports of the Board of Directors and auditors thereon.
2. To declare a dividend on equity shares for the year ended March 31, 2018.
3. To re-appoint Ms. Sumie Fujimura (DIN: 07754562), who retires by rotation.
4. To re-appoint of Mr. Abhishek Agarwal (DIN: 03481395), who retires by rotation.
5. To ratify appointment of M/s. B S R & Associates, LLP, Chartered Accountant as Statutory Auditor from the conclusion of this AGM to the conclusion of next AGM and fixing their remuneration.

SPECIAL BUSINESS:

6. To appoint Mr. Rafael Del Rio (DIN: 08105128) as Additional Director of the Company.
7. To appoint Mr. Rafael Del Rio (DIN: 08105128) as Managing Director of the Company for the period commencing from April 23, 2018 to April 22, 2021.
8. To ratify remuneration of M/s. Dhananjay V. Joshi and Associates, Cost Accountants for Financial Year 2018-19.

I now enclose the following:



- a. My report to the Chairman of the Company on the result of the Voting Process (including E-voting and Voting by Ballot at AGM).
- b. The register showing the particulars of the Votes cast by Ballot at the AGM, processed by the Registrar and Transfer Agent of the Company and the e-votes registered on the National Securities Depository Limited (NSDL) e-voting system in respect of the said resolutions.


You are requested to take the same on record and acknowledge.

Thanking you,

Yours faithfully,

FOR DVD & ASSOCIATES
COMPANY SECRETARIES




DEVENDRA V. DESHPANDE
Proprietor
FCS 6099 CP 6515

Scrutinizer appointed for the
Voting process



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Report of Scrutinizer on E-Voting and ballot Process
[Pursuant to Section 108 of the Companies Act, 2013 read with Companies
(Management and Administration) Rules, 2014]

To
Managing Director / Chairman
Syngenta India Limited
Amar Paradigm, S No. 110/11/3,
Baner Road, Baner,
Pune- 411045

Dear Sir,

Sub: Scrutinizer's Report on Voting Process [including E-voting and Voting by Ballot at AGM] conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Companies (Management and Administration) Rules, 2014

The Board of Directors of **Syngenta India Limited** ('the Company') have vide resolution passed on August 7, 2018, decided to provide to the members of the Company, facility to exercise their right on the resolutions as set out in the notice of Nineteenth Annual General Meeting ('AGM') held on September 28, 2018; by way of Voting by electronic means (Remote E-voting), and voting by Ballot at AGM; as required under the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

I, Devendra V. Deshpande, Company Secretary in Whole time Practice having membership No. FCS 6099 and Certificate of Practice Number 6515 and proprietor of DVD & Associates, Company Secretaries, Pune has been appointed as the Scrutinizer by the Board of Directors of the Company vide resolution passed on August 7, 2018, decided to provide to the members of the Company, facility to exercise their right on the, as required under Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing the Remote e - voting process and Voting by Ballot process at AGM; in a fair and transparent manner and ascertaining the requisite majority for passing of resolutions as contained in the notice convening the Nineteenth Annual General Meeting of the Company held on September 28, 2018 and reproduced herein below:

ORDINARY BUSINESS:

1. To receive, consider and adopt the statement of Profit & Loss for the year ended March 31, 2018 and the Balance Sheet as at that date together with the reports of the Board of Directors and auditors thereon.
2. To declare a dividend on equity shares for the year ended March 31, 2018.
3. To re-appoint Ms. Sumie Fujimura (DIN: 07754562), who retires by rotation.
4. To re-appoint of Mr. Abhishek Agarwal (DIN: 03481395), who retires by rotation.



- To ratify appointment of M/s. B S R & Associates, LLP, Chartered Accountant as Statutory Auditor from the conclusion of this AGM to the conclusion of next AGM and fixing their remuneration.

SPECIAL BUSINESS:

- To appoint Mr. Rafael Del Rio (DIN: 08105128) as Additional Director of the Company.
- To appoint Mr. Rafael Del Rio (DIN: 08105128) as Managing Director of the Company for the period commencing from April 23, 2018 to April 22, 2021.
- To ratify remuneration of M/s. Dhananjay V. Joshi and Associates, Cost Accountants for Financial Year 2018-19.

In this regard, I submit my report as under:

- The Remote e - voting period remained open from September 25, 2018 (9:00 A.M.) to September 27, 2018 (5:00 P.M.).
- After the closure of AGM on September 28, 2018 and after the end of the Remote e-voting period, I have unblocked the electronic votes in the presence of two witnesses not in the employment of the Company.
- The details containing list of the shareholders who casted their votes electronically on each of the resolutions; was downloaded from the e-voting website of NSDL (<https://www.evoting.nsdl.com>).
- I have scrutinized, downloaded and counted the Votes casted through Remote E-voting facility and Votes casted by Ballot at the venue of AGM; for the purpose of this report.
- The particulars of votes casted through Remote E-voting and Votes casted by Ballot process at the venue of AGM have been recorded in a register separately maintained for the purpose in accordance with the Companies (Management and Administration) Rules, 2014.
- The consolidated result of the Voting Process is given below:

Sr. No.	Particulars of Resolution	Type of Resolution	Votes in Favour (In No)	Votes in Favour (In %)#	Votes Casted Against (in No.)	Votes Casted Against (in %.) #
1	Adoption of Audited Financial Statements, Directors Report and Auditors Report for the year ended March 31, 2018.	Ordinary	31770529	100.00000	0	0.00000
2	Declaration of dividend on equity shares of the Company.	Ordinary	31770529	100.00000	0	0.00000
3	Re-appoint Ms. Sumie Fujimura (DIN: 07754562), who retires by rotation.	Ordinary	31770109	99.99868	420	0.00132
4	Re-appoint of Mr. Abhishek Agarwal (DIN: 03481395), who retires by rotation	Ordinary	31770109	99.99868	420	0.00132



5	Ratify appointment of M/s. B S R & Associates, LLP, Chartered Accountant as Statutory Auditor from the conclusion of this AGM to the conclusion of next AGM and fixing their remuneration.	Ordinary	31770109	99.99868	420	0.00132
6	Re appoint Mr. Rafael Del Rio (DIN : 08105128) as Additional Director of the Company'	Ordinary	31769599	99.99773	720	0.00226
7	Re appoint Mr. Rafael Del Rio (DIN : 08105128) as Managing Director of the Company for the period commencing from April 23, 2018 to April 22, 2021	Ordinary	31769809	99.99773	720	0.002267
8	Ratify remuneration of M/s. Dhananjay V. Joshi and Associates, Cost Accountants for Financial Year 2018-19	Ordinary	31770109	99.99868	420	0.00132

Rounded off upto 5 decimal points.

7. The Register, all other papers and relevant records relating to voting shall remain in our custody until the Chairman considers, approves and signs the minutes of aforesaid Annual General Meeting and the same will be handed over to Mr. Prakash K. Apte, Non Executive Chairman of the Company.

Result:

All the resolutions bearing number 1 to 8 having secured requisite majority of votes, the respective resolutions may be considered to have been passed as Ordinary Resolutions.

The Chairman of Annual General Meeting may accordingly declare the result of voting.

Thanking You,
Yours faithfully,

**FOR DVD & ASSOCIATES
COMPANY SECRETARIES**



**DEVENDRA V. DESHPANDE
PROPRIETOR
FCS 6099 CP 6515
Scrutinizer appointed for the
Voting process**

**Date: October 01, 2018
Place: Pune**