

Syngene

Ref: Syn/CS/SE/AGM/2025-26/Jun/17

Syngene International Limited

Biocon SEZ, Biocon Park, Plot No. 2 & 3,
Bommasandra Industrial Area, IV Phase,
Jigani Link Road, Bengaluru 560099,
Karnataka, India.

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CIN: L85110KA1993PLC014937

www.syngeneintl.com

June 28, 2025

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| To, The Manager, BSE Limited Corporate Relationship Department Dalal Street, Mumbai – 400 001 | To, The Manager, 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 32nd Annual General Meeting (“AGM”)

We wish to inform you that the 32nd AGM of the Company will be held on Wednesday, July 23, 2025 at 3:30 pm (IST) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”). In this regard, please find enclosed the Notice of the 32nd 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/investors/share-holder-services/>

Request you to kindly take this intimation on record.

Thanking You,

Yours faithfully,

For **SYNGENE INTERNATIONAL LIMITED**

Chethan Yogesh
Head - Company Secretarial

Enclosed: Notice of the 32nd AGM

Notice

Notice is hereby given that the 32nd Annual General Meeting ("AGM") of Syngene International Limited will be held on Wednesday, July 23, 2025, 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

To receive, consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended March 31, 2025

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

"RESOLVED THAT pursuant to Section 137 of the Companies Act, 2013 and Regulation 33 and 41 of the SEBI LODR, 2015 the audited standalone financial statements of the Company including the balance sheet as at March 31, 2025, profit and loss account, the cash flow statement for the year ended on that date, report of Board of Directors and auditors thereon and the audited consolidated financial statements of the Company including auditor's report thereon be and are hereby received, considered and adopted."

Item No. 2: Declaration of Dividend

To declare a final dividend of Rs. 1.25 per equity share for the Financial Year ended March 31, 2025.

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

"RESOLVED THAT pursuant to Section 123 of the Companies Act, 2013, read with relevant rules, if any framed thereunder, a final dividend at the rate of Rs. 1.25 per equity share 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, 2025, 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 consider and 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, if any, 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."

SPECIAL BUSINESS:

Item No. 4: To appoint M/s V Sreedharan & Associates, Company Secretaries, as secretarial auditors of the Company and to fix their remuneration.

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

"RESOLVED THAT pursuant to the section 204 of Companies Act, 2013 provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and any other statutory modifications and enactment therefore for the time being imposed, and based on the recommendation of the Board of Directors, approval of the shareholders be and is hereby accorded for the appointment of M/s. V. Sreedharan & Associates (Firm, Reg. No: P1985KR014800) Firm of Peer Reviewed Company Secretaries, holding Peer Review Certificate Number 5543/2024, as the Secretarial Auditors of the Company for a term of five consecutive years, until the Annual General Meeting to be held in the year 2030 to conduct the secretarial audit, at a remuneration and applicable taxes, as mutually agreed between the Secretarial Auditors and the Board, from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to finalize the conditions of the appointment and do all acts, deeds, and things necessary to give effect to this resolution and to file the necessary forms and returns with the ROC, Stock Exchanges as may be required.

Item No. 5: To approve and recommend the appointment of Ms. Vinita Bali (Din: 00032940), as a Non-Executive Director

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

"RESOLVED THAT pursuant to provisions of Section 152 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, Ms. Vinita Bali (DIN: 00032940) who was appointed as an Additional Director (Non-Independent, Non-Executive) be and is hereby appointed as a Non-Executive Director of the Company with effect from July 22, 2025 till July 21, 2026, eligible to retire by rotation;

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things which may be necessary for the appointment of Ms. Vinita Bali (DIN: 00032940) as a Non-Executive Director on the Board of the Company."



Item No. 6: To approve the termination of Syngene Restricted Stock Unit Long Term Incentive Plan FY 2020 .

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

"RESOLVED THAT in accordance with the powers vested under the Syngene Restricted Stock Unit (RSU) Long Term Incentive Plan FY 2020 ("RSU Plan"), applicable provisions of the Companies Act, 2013 ("the Act") read with Rules made thereunder (including any statutory modification(s) or re-enactment thereof), Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the applicable guidelines and clarifications issued by any statutory/regulatory authorities, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to terminate the RSU Plan with immediate effect, as detailed in the annexed explanatory statement.

RESOLVED FURTHER THAT the termination of the RSU Plan is not prejudicial to the interests of the grantees of the Company or its subsidiaries and shall not affect options already offered and granted under the RSU Plan to any grantee and remain in full force and effect as if the RSU Plan had not been terminated.

RESOLVED FURTHER THAT upon the termination of the RSU Plan and meeting all obligations thereunder, the consent of the shareholders be and is hereby accorded to transfer the cash and shares (existing or future) lying under the RSU Plan to other existing or future share benefit plans (which shall stand modified accordingly) implemented by the Company under the SEBI SBEB & SE Regulations, as recommended by the Nomination and Remuneration Committee of the Board from time to time.

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company and such other persons as may be authorised by them, be and are hereby severally authorised for and on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit to give effect to the above resolution."

By Order of the Board of Directors
For Syngene International Limited

Kiran Mazumdar Shaw
Non-Executive Chairperson

Place: Bangalore

Date: June 06, 2025

Registered Office:

Biocon SEZ, Biocon Park, Plot No. 2 & 3,
Bommasandra Industrial Area,
IV Phase, Jigani Link Road,
Bengaluru – 560 099 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 09/2024 dated September 19, 2024 (collectively referred to as "MCA Circulars") has permitted the holding of the AGM through VC / OAVM, without the physical presence of the Shareholders 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 32nd Annual General Meeting of the Company is being held through VC / OAVM hereinafter called as "AGM". Hence, Shareholders can attend and participate in the AGM through VC/OAVM only. 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. The deemed venue for the meeting shall be Biocon Campus, 20th K.M. Hosur Road, Hebbagodi, Bangalore, Karnataka 560 100, India.
2. In accordance with the aforesaid MCA Circulars and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 7, 2023 issued by Securities Exchange Board of India (collectively referred to as "SEBI Circulars"), the Notice of the AGM along with the Annual Report for FY 2024-25 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories"
3. The Notice along with Annual Report for FY 2024-25 will be sent through e-mail to those members whose name will appear in the register of members received from the depositories/ Registrars and Share Transfer Agents as on June 20, 2025. In case any Member is desirous of obtaining a hard copy of the Annual Report for the FY 2025-25 of the Company, he/she may send a request to the Company's e-mail address at investor@syngeneintl.com mentioning Folio No./DP ID and Client ID.
4. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the Special business under Item Nos. 4, 5 and 6 of the Notice, is annexed hereto. Further, the relevant details with respect to said Item Nos. to Regulation 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 Director seeking appointment/re-appointment at this AGM are also annexed.
5. Company has appointed KFin Technologies Limited ("KFinTech"), Registrars and Share Transfer Agents ("RTA"), to provide VC/ OAVM facility for the AGM of the Company.
6. 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 and SEBI Circulars through VC / OAVM, physical attendance of Shareholders has been dispensed with. Accordingly, the facility for appointment

of proxies by the Shareholders will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

7. The attendance of the members participating in the 32nd AGM through VC/OAVM facility using their login credentials shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. Only bona fide members of the Company whose names appear on the Register of Members, will be permitted to attend the AGM through VC/OAVM. The Company reserves the right to take all necessary steps as may be deemed necessary to restrict non-members from attending the meeting.
9. The facility for joining AGM through VC/OVAM will be available for up to 2,000 Members. Members may join on a first come first serve 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.
10. 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 22, 2025. Institutional shareholders, who are members of the Company, are encouraged to attend and vote at the AGM through VC/OAVM facility.
11. In the case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
12. 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 32nd AGM.
13. All documents referred to in the accompanying Notice of the 32nd AGM 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 inspect may send their request through an email at investor@syngeneintl.com up to the date of 32nd AGM.
14. 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 Participants only. The Company or its RTA cannot act on any request received directly from the shareholders holding shares in demat mode for changes in any bank mandates or other particulars.
15. Shareholders holding shares in physical form are advised to inform the particulars of their bank account, change of postal address and email address if any to 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.
16. 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 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.
17. Shareholders holding shares in Electronic (demat) form who have not registered their email IDs with the depository participants, are requested to register their email address with their depository participants and those holding shares in physical form, are requested to submit their request with their valid e-mail address to suresh.d@kfintech.com or to the Company at investor@syngeneintl.com for receiving all the communications including annual report, notices, letters etc., in electronic mode from the Company..
18. Dematerialization of Shareholding : As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized 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-lodgment 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 dematerialized form. Members can contact the Company or KFinTech for assistance in this regard.
19. 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 dematerialized form only while processing service requests viz. Issue 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 Registrar and Transfer Agents, KFin Technologies Limited at <https://ris.kfintech.com> . It may be noted that any service request can be processed only after the folio is KYC Compliant.
20. Members may note that the Notice of the 32nd AGM and Annual Report 2024-25 will also be available on the Company's website 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>.

21. Company has fixed the cut-off date as Wednesday, July 16, 2025 for determining the eligibility of shareholders entitled to vote through remote e-voting and at the AGM. The remote e-voting shall remain open for a period of 5 days commencing from Friday, July 18, 2025 (9:00 hours) to Tuesday, July 22, 2025 (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.
22. The Company has appointed Mr. V Sreedharan, Practicing Company Secretary, 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), Partner of the same firm as Scrutinizer to scrutinize the e-voting process in fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company ("the Chairman") or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, NSDL and RTA, and will also be displayed on the Company's website.
23. 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. 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. Pursuant to IEPF Rules, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on March 31, 2025 on the website of the Company at www.syngeneintl.com and on the website of the Ministry of Corporate Affairs. Shareholders may approach the Nodal Officer i.e. Company Secretary of the Company to claim the unclaimed dividend which is yet to be transferred to IEPF by the Company.
24. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
25. The details of the process and manner for participating in the 32nd AGM through VC/OAVM are explained below:
 - a. Members may attend the AGM through a 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 EVEN 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 the notice.

- c. Please note that 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.
- 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 who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/Folio number, PAN, mobile number at investor@syngeneintl.com from Friday, July 18, 2025 (9:00 hours) to Tuesday, July 22, 2025 (17:00 hours). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers 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, 2025, as recommended by the Board of Directors, if approved by the members at the AGM, will be paid within 30 days from the date of shareholders' approval to those members whose name appear on the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on Friday, June 27, 2025.
- II. Members holding shares in electronic form are hereby informed that Bank particulars registered with their respective Depository Participant (DPs), with whom they maintain their demat accounts, will be used by the Company for payment of dividend.
- III. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 (subsequently amended by Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 March 16, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 November 17, 2023) has mandated that with effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the

- PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature.
- IV. Members holding shares in physical/electronic form are requested to submit their bank account details, if not already registered.
- V. Shareholders holding shares in dematerialized 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 KFinTech 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, a bank attested copy of first page of the Bank Passbook/ Statement of Account along with the original cancelled cheque shall be provided.
- VI. In case the Company is unable to pay the dividend to any Shareholder by 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.
- VII. 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.
- VIII. A separate email communication was sent to the shareholders on June 25, 2025 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.

- IX. The said communication and draft of the exemption forms and other documents/formats are available on the Company's website at <https://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 July 10, 2025, to enable the Company to determine applicable amount of TDS/withholding tax.

INSTRUCTIONS AND OTHER INFORMATION RELATING TO E-VOTING ARE AS UNDER:

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, as amended and as per Regulation 44 of the SEBI Listing Obligations and Disclosure Requirements Regulations, 2015 ("the SEBI Listing Regulations"), the Company is providing e-voting facility through KFin Technologies Limited ("KFinTech") on all resolutions set forth in this AGM Notice, to Members holding shares as on Wednesday, July 16, 2025, being the "cut-off date" fixed for determining the eligible members to participate in the remote e-voting process. The instructions for e-Voting are given below.

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.

Individual demat account holders would be able to cast their vote without registering with the e-Voting service providers (ESPs) thereby not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their Depository Participants (DPs) to access e-Voting facility.

Any person holding shares in physical form and non-individual shareholders, may obtain the login ID and password by sending a request at evoting@kfintech.com. However, if the shareholder is already registered with KFinTech for remote e-Voting then the shareholder may use existing User ID and password for casting the vote.



The details of the process and manner for remote e-Voting are explained herein below:

Step 1 : Login method for Individual shareholders holding securities in demat mode is given below.

Login Method for Individual Shareholders holding Shares of the Company in Demat mode through National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”):

| NSDL | CDSL |
|---|---|
| <p>1. User already registered for IDeAS facility:</p> <p>I. URL: https://eservices.nsdl.com</p> <p>II. Click on the “Beneficial Owner” icon under ‘IDeAS’ section.</p> <p>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</p> <p>IV. Click on company name or e-Voting service provider (i.e. KFintech) and you will be re- directed to e-Voting service provider website for casting the vote during the remote e-Voting period</p> <p>2. User not registered for IDeAS e-Services</p> <p>I. To register click on link :https://eservices.nsdl.com</p> <p>II. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>III. Proceed with completing the required fields.</p> <p>IV. Follow steps given in points 1.</p> <p>3. Alternatively by directly accessing the e-Voting website of NSDL:</p> <p>I. Open URL: https://www.evoting.nsdl.com/</p> <p>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</p> <p>IV. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech.</p> <p>V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</p> | <p>1. Existing user who has opted for Easi / Easiest</p> <p>I. URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com</p> <p>II. Click on New System Myeasi</p> <p>III. Login with your registered user id and password.</p> <p>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e- Voting portal.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p> <p>2. User not registered for Easi/Easiest</p> <p>I. Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration</p> <p>II. Proceed with completing the required fields.</p> <p>III. Post registration is completed, follow the steps given in point 1.</p> <p>3. Alternatively, by directly accessing the e-Voting website of CDSL:</p> <p>I. URL: www.cdslindia.com</p> <p>II. Provide demat account number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered mobile and Email as recorded in the demat account.</p> <p>IV. After successful authentication, user will be provided links for the respective e-Voting Service Provider i.e. KFINTECH where the e-Voting is in progress.</p> <p>V. Click on company name and you will be redirected to KFintech e-voting website for casting your vote during the remote e-voting period</p> |

Individual Member login through their demat accounts / Website of Depository Participant

- I. You can also login using the login credentials of your demat account through your demat accounts / websites of Depository Participants registered with NSDL /CDSL for e-Voting facility.
- II. Once logged-in, 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.
- III. Click on options available against company name or e-Voting service provider – **KFintech** and you will be redirected to e-Voting website of **KFintech** for casting your vote during the remote e-Voting period without any further authentication.

Important note:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

| Members facing any technical issue - NSDL | Members facing any technical issue - CDSL |
|--|---|
| 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 | 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 e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- A. Members whose email IDs are registered with the Company/ Depository Participant(s), will receive an email from KFintech 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 by typing the URL: <https://evoting.kfintech.com>.
 - Enter the login credentials (i.e. User ID and password). In the case of physical folio, User ID will be EVEN (E-Voting Event Number) 8086 followed by folio number. In case of Demat account, 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 the vote.
 - After entering these details appropriately, click on "LOGIN".
 - You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, 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.
 - You need to login again with the new credentials.
 - On successful login, the system will prompt you to select the EVEN for the Company and click on "Submit".
 - 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 head.
 - Members holding multiple folio/demat accounts shall choose the voting process separately for each folio/ demat accounts.
 - Voting has to be done for each item on the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - You may then cast your vote by selecting an appropriate option and click on "Submit".
 - A confirmation box will be displayed. Click "OK" to confirm or 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 till they have voted on the Resolution(s).

- B. Members whose email IDs are not registered with the Company/ Depository Participants(s)], will have to follow the following process:
- Members who have not registered their email address and in consequence the AGM Notice cannot be serviced, may write to einward.ris@kfintech.com along with scanned signed copy of the 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 AGM Notice and the e-voting instructions.
 - After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

OTHER INSTRUCTIONS

- 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's Website) or contact Mr. Suresh Babu, (Unit: Syngene International Limited) of KFintech, 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 2222 or call toll free No. 1800-309-4001 for any further clarifications.
 - 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).
 - The voting rights of members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date i.e. on Day, Month Date, Year.
 - Any Member who has forgotten the User ID and Password, may obtain / generate / retrieve the same from KFintech in the manner as mentioned below:
 - 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
 - If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then 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.
 - Members may call KFintech toll free number 1800-309-4001 for any assistance.
 - Member may send an e-mail request to evoting@kfintech.com.



Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

Item No. 4: Appointment of Secretarial Auditor of the Company

The Securities and Exchange Board of India (SEBI) vide its amendment to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), dated December 20, 2024 has mandated that the appointment or re-appointment of the Secretarial Auditor shall be approved by the shareholders in the general meeting, upon recommendation by the Board of Directors.

In compliance with the said requirements, the Board of Directors of the Company, at its meeting held on April 23, 2025, considered and approved, subject to the approval of the shareholders, the appointment of M/s. V. Sreedharan & Associates (Firm, Reg. No: P1985KR014800) Firm of Peer Reviewed Company Secretaries, holding Peer Review Certificate Number 5543/2024 as the Secretarial Auditors of the Company for a term of five consecutive years, until the Annual General Meeting to be held in the year 2030 to conduct the secretarial audit, at a remuneration and applicable taxes, as mutually agreed between the Secretarial Auditors and the Board, from time to time.

The said firm is a Peer Reviewed Firm of Company Secretaries under the guidelines issued by the Institute of Company Secretaries of India (ICSI) and has extensive experience in conducting secretarial audits for listed entities and advising on corporate governance, SEBI regulations, and Companies Act matters.

Term and Remuneration:

It is proposed to appoint M/s. V. Sreedharan & Associates as Secretarial Auditor for **a term of five years** and for the at a yearly remuneration of **Rs. 2,80,000** (Rupees [Two Lakh Rupees Eighty Thousand Only]) plus applicable taxes and reimbursement of actual out-of-pocket expenses incurred during the course of the audit. Revision, if any, to the fees for subsequent year(s) of their term, shall be approved by the Board of Directors of the Company (including its Committee(s) thereof), as may be required from time to time

There is no material change in the remuneration paid to the previous Secretarial Auditor. The proposed remuneration is in line with the industry standards and the professional standing of the firm.

Recommendation and Rationale:

The Board recommends the appointment of M/s. V. Sreedharan & Associates as the Secretarial Auditors of the Company based on their proven track record, professional competence, and subject matter expertise in the field of corporate laws and governance applicable to listed entities. The firm's peer-reviewed status ensures adherence to high professional standards and quality of audit processes.

This recommendation also aligns with the SEBI-mandated independence requirements, as the firm satisfies all prescribed eligibility norms, including those relating to independence, tenure, and restrictions on non-audit services. The appointment for a continuous term of five years will also provide consistency and depth to the audit process, enabling better oversight of the Company's secretarial and regulatory compliance framework.

Accordingly, the Board seeks approval of the shareholders for the appointment of M/s. V. Sreedharan & Associates as the Secretarial Auditors of the Company for the proposed term.

None of the Directors, Key Managerial Personnel, or their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the resolution as set out in Item No. 4 of the accompanying Notice for approval by the shareholders as an **Ordinary Resolution**.

Item No. 5: To approve and recommend the appointment of Ms. Vinita Bali (DIN: 00032940), as a Non-Executive Director

In light of recent changes in the senior management and Board composition, and in recognition of Ms. Vinita Bali's valuable contributions as the Lead Independent Director, the Board, based on the recommendation of the Nomination and Remuneration Committee, it is proposed to appoint Ms. Bali as a Non-Executive, Non-Independent Director for a one-year term from July 22, 2025, to July 21, 2026, to provide continuity and support.

The Company will continue to comply with the Board composition requirements under SEBI (LODR) Regulations, 2015, despite this change in her directorship status. Ms. Bali has submitted the requisite consent and disclosures in accordance with applicable laws.

Ms. Bali will be liable to retire by rotation in terms of the provisions of the Companies Act, 2013.

Pursuant to Regulation 17(IC) of the Securities and Exchange Board of India (SEBI) (Listing Obligations & Disclosure Requirements) Regulations, 2015, approval of shareholders for appointment of a person on the Board of Directors is required to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the shareholders is being obtained at this General Meeting.

The profile and specific areas of expertise of Ms. Bali are provided in the annexure to this Notice. Accordingly, the Board recommends the resolution set forth in Item No. 5 for approval of the members of the Company by way of Ordinary Resolution.

Except Ms. Bali and her relatives, no other director(s) and Key Managerial Personnel or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution. Ms. Bali is not related to any other Director or Key Managerial Personnel of the Company.

Item No. 6: To approve the termination of Syngene Restricted Stock Unit Long Term Incentive Plan 2023 .

The shareholders, at the 26th Annual General Meeting of the Company held on July 24, 2019 have approved the "Syngene Restricted Stock Unit Long Term Incentive Plan FY 2020" (hereinafter referred to as "the RSU Plan") designed to drive performance to achieve the Board approved strategic plan for FY2020-24. The RSU Plan is administered by the Syngene Employees Welfare Trust. Considering that the RSU Plan is a non rolling plan and the company has introduced Long-term incentive plans in 2023, the Company has discontinued granting units under the RSU Plan and does not intend to issue any further grants under the said Plan in future. The Trust has some surplus shares under this Plan, which has arisen due to the lapse of units granted to the employees over the years. These surplus shares may further

increase due to a lapse of units in the future. In order to use the cash and surplus shares lying with the Syngene Employee Welfare Trust on account of the RSU Plan, the Board, based on the recommendation of the Nomination and Remuneration Committee, approved the termination of the RSU Plan, and the transfer of the cash and surplus shares to the other share benefit schemes/ plans (existing or future) implemented or to be implemented by the Company, after meeting all the obligations under the RSU Plan. The members may note that the termination of the RSU Plan, shall not affect options already offered and granted under the RSU Plan to any grantee. Such options shall remain in full force and effect as if the RSU Plan had not been terminated. Accordingly, based on the recommendation of the Nomination and Remuneration Committee, the Board recommends the resolution set out in item no. 6 of the Notice for approval of the members by way of Special Resolution. A copy of the RSU Plan is available on the website of the Company.

In compliance with the General Circular No. 20/2020 dated May 5, 2020 issued by the MCA, this item is considered unavoidable and forms part of this Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution except to the extent of equity shares held by them in the Company or the ESOPs granted under the ESOP Plan.

ADDITIONAL INFORMATION ON DIRECTOR(S) SEEKING APPOINTMENT / RE-APPOINTMENT AT THE 32ND AGM

[Pursuant to Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard - 2 on General Meetings issued by ICSI]

Details of the directors seeking re-appointment at the forthcoming AGM

Brief resume of Directors:

1. Catherine Rosenberg

Non-Executive Director

Professor Rosenberg is the Canada Research Chair in the Future Internet, the Cisco Research Chair in 5G Systems and 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 | 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 Section on Board Skill, Expertise and Competencies, Corporate Governance Report |
| Disclosure of relationship with Directors inter-se | Related to Kiran Mazumdar Shaw |
| Directorship held in other Companies | None |

| Name of the Director | Catherine Rosenberg |
|---|---|
| Membership of Committee in other Companies, if any | None |
| Shareholding as on 31st March, 2025 | 8806 Equity Shares (jointly held with Ravi Mazumdar) |
| Listed entities from which the Director has resigned in the past three years | None |
| The skills and capabilities required for the role and the manner in which the proposed person meets such requirements | Refer Section on Board Skill, Expertise and Competencies, Corporate Governance Report |

2. Vinita Bali

Non-Executive Director

Ms. 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 Ltd., from 2005 to 2014. Prior to that, she worked for 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, she is a Non-Executive Director on the global boards of SATS Ltd and Cognizant Technology Solutions, and in India, she serves on the board of Bajaj Auto Limited. During her tenure at Syngene as the Lead Independent Director, she was the Chairperson of the Nomination & Remuneration Committee and a member of the Audit Committee and the Corporate Social Responsibility Committee.

| Name of the Director | Vinita Bali |
|---|---|
| Category | Non-Executive Director |
| DIN | 00032940 |
| Date of Birth | 11/11/1955 |
| Date of Appointment | 22/07/2025 |
| Tenure of Appointment/Re-appointment | 1 year |
| Nature of expertise in Specific Functional Areas | Refer Section on Board Skill, Expertise and Competencies, Corporate Governance Report |
| Disclosure of relationship with Directors inter-se | None |
| Directorship held in other Companies | 5 |
| Membership of Committee in other Companies, if any | 1 |
| Shareholding as on 31st March, 2025 | - |
| Listed entities from which the Director has resigned in the past three years | CRISIL Limited as an Independent Director, Member Board of Governors of Indian Institute of Management, Bangalore |
| The skills and capabilities required for the role and the manner in which the proposed person meets such requirements | Refer Section on Board Skill, Expertise and Competencies, Corporate Governance Report |

