



Ref: Syn/CS/SE/Postal Ballot/2025-26/May/12

Syngene International Limited
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3, Bommasandra Industrial Area, IV
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CIN: L85110KA1993PLC014937
www.syngeneintl.com

May 29, 2025

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: Intimation of Postal Ballot and Cut-off date

Pursuant to Regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we attach herewith a copy of the Postal Ballot Notice of Syngene International Limited ('the Company') dated April 23, 2025 ('Notice'), along with the Explanatory Statement, for seeking approval of the Members of the Company on the following Resolutions forming part of the Notice:

S. No.	Description of Resolutions	Type of Resolution
1.	To approve the appointment of Mr. Peter Bains (DIN: 00430937) as Managing Director and Chief Executive Officer of the Company and payment of Managerial Remuneration to an amount not exceeding 7% of the net profits of the Company.	Special Resolution
2.	To approve the appointment of Dr. Sanjaya Singh (DIN: 11122562) as an Independent Director of the Company.	Special Resolution
3.	To approve the appointment of Mr. Suresh Narayanan (DIN: 07246738) as an Independent Director of the Company.	Special Resolution
4.	To approve amendments including increasing the share pool of Performance Share Units under Syngene Long Term Incentive Performance Share Plan 2023.	Special Resolution
5.	To approve extending the benefits of the 'Syngene Long Term Incentive Performance Share Plan 2023', as amended, to the employees of holding company, subsidiary(ies) including future subsidiary(ies).	Special Resolution

In accordance with applicable laws and circulars issued by Ministry of Corporate Affairs, the Company has completed the dispatch of the Notice on Thursday, May 29, 2025 through electronic mode only to the members whose names appear in the Register of Members/ List of Beneficial Owners and whose email IDs are registered with Depositories/ Depository Participants/Registrar & Share Transfer Agent as on Friday, May 23, 2025 ('Cut-off date').

Syngene

In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with relevant Rules made thereunder, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company has engaged the services of KFin Technologies Limited to provide remote e-voting facilities to the Members, to enable them to cast their votes electronically. The details of the remote E-voting are as under:

Remote E-Voting Details		
1	Date and time of commencement of Remote e-voting	Friday, May 30, 2025 (9:00 AM IST)
2	Date and time of conclusion of Remote e-voting	Saturday, June 28, 2025 (5:00 PM IST)
3	Date of declaration of e-voting results	On or before Monday, June 30, 2025

In accordance with the MCA Circulars, the Company has made necessary arrangements to enable the eligible members who have not registered their e-mail address, to register the same so as to receive the Postal Ballot Notice and the procedure for remote e-voting along with the login ID and password related details. The procedure for registration of e-mail address by such members is set out in Note - 3 of the Postal Ballot Notice.

The above information and a copy of the Postal Ballot Notice is also being made available on the website of the company at <https://www.syngeneintl.com/investors/share-holder-services/> and the website of KFIN, the remote e-voting service providing agency to the company <https://evoting.kfintech.com/>.

Kindly take the above information on record.

Thanking You,

Yours faithfully,

For **SYNGENE INTERNATIONAL LIMITED**

Priyadarshini Mahapatra
Head Legal, Company Secretary & Compliance Officer

Encl: Postal Ballot Notice

Syngene International Limited

Registered Office: Biocon Park, Biocon SEZ, Plot No. 2 & 3,
Bommasandra Industrial Area, IV Phase, Jigani Link Road, Bengaluru – 560 099,
Tel: 080-6891 9191, CIN: L85110KA1993PLC014937
Website: www.syngeneintl.com; E-mail: Investor@syngeneintl.com

POSTAL BALLOT NOTICE

[Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) (including any statutory modification or re-enactment thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), Secretarial Standard 2 on General Meetings issued by The Institute of Company Secretaries of India (“SS-2’), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (‘MCA’) for holding general meetings/ conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 (“MCA Circulars”), and pursuant to other applicable rules and regulations, seeking approval of the Members of Syngene International Limited (“the Company”) through Postal Ballot for the resolutions set out in this Notice. The Company has extended remote e-voting facility for its Members, to enable them to cast their votes electronically.

Pursuant to Sections 102, 110 and other applicable provisions of the Act, an explanatory statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof (‘Statement’) is annexed to this Postal Ballot Notice (‘Notice’) for your consideration and forms part of this Notice.

In compliance with the aforesaid MCA circulars and pursuant to other applicable laws and Regulations, this Postal Ballot Notice is being sent only in the electronic form to those Members whose e-mail addresses are registered with the Company /Depositories/ Registrar and Transfer Agent (RTA). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system. The instructions for remote e-voting are appended to this Notice.

The Board of Directors of the Company (“the Board”) has considered and approved the following resolutions on April 23, 2025, subject to the members’ approval through postal ballot:

- 1. To approve the appointment of Mr. Peter Bains (DIN: 00430937) as Managing Director and Chief Executive Officer of the Company and payment of Managerial Remuneration to an amount not exceeding 7% of the net profits of the Company.**
- 2. To approve the appointment of Dr. Sanjaya Singh (DIN: 11122562) as an Independent Director of the Company**
- 3. To approve the appointment of Mr. Suresh Narayanan (DIN: 07246738) as an Independent Director of the Company**
- 4. To approve amendments including increasing the share pool of Performance Share Units under Syngene Long Term Incentive Performance Share Plan 2023.**
- 5. To approve extending the benefits of the ‘Syngene Long Term Incentive Performance Share Plan 2023’, as amended, to the employees of holding company, subsidiary(ies) including future subsidiary(ies).**

The Board of Directors of the Company, at their meeting held on April 23, 2025 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 and Partner at M/s V Sreedharan & Associates, Bengaluru (FCS 7260; CP 7835) as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairperson of the Company (“the Chairperson”) or to any other person authorized by the Chairperson. The result of the postal ballot shall be declared on or before Monday, June 30, 2025 and communicated to BSE Limited (“BSE”), National Stock Exchange of India Limited (“NSE”) (referred to as “the Stock Exchanges”), and KFin Technologies Limited (“KFinTech”), Registrar and Share Transfer Agent (RTA) and shall also be displayed on the website of the Company i.e. <https://syngeneintl.com/investor-relations>

Date: April 23, 2025

Place: Bengaluru

By Order of the Board of Directors
For Syngene International Limited

Registered Office:

Syngene International Limited

Biocon Park, Biocon SEZ, Plot No. 2 & 3,
Bommasandra IV Phase, Jigani Link Road,
Bengaluru – 560 099,

Phone: 080-6891 5000

CIN: L85110KA1993PLC014937

Website: www.syngeneintl.com

Sd/-
Priyadarshini Mahapatra
Head Legal, Company Secretary &
Compliance Officer
FCS:8786

PROPOSED RESOLUTIONS:

ITEM NO. 1 - TO APPROVE THE APPOINTMENT OF MR. PETER BAINS (DIN: 00430937) AS THE MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER OF THE COMPANY AND PAYMENT OF MANAGERIAL REMUNERATION TO AN AMOUNT NOT EXCEEDING 7% OF THE NET PROFITS OF THE COMPANY.

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

“RESOLVED THAT pursuant to the provisions of Sections 152, 196, 197, 198 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 Mr. Peter Bains (DIN: 00430937), as the Managing Director and Chief Executive Officer and Key Managerial Personnel of the Company, who was appointed by the Board of Directors as an Additional Director in the capacity of the Managing Director and Chief Executive Officer, on the recommendation of the Nomination and Remuneration Committee with effect from April 1, 2025, for a period of two years, not liable to retire by rotation, on such terms and conditions including remuneration as mentioned below:

I. Remuneration

- **Annual Base Pay:** Indian rupee equivalent to GBP 760,116 per annum, including all allowances as per the salary structure of the Company.
- **Short-term Incentive:** Payment of Short-Term Incentive at a target value of GBP 540,000 to be linked to the achievement of performance targets as may be decided by the Board on recommendation of the Nomination and Remuneration Committee based on specified performance criteria and such other parameters as may be considered appropriate from time to time. The payout at a 100% performance target level shall be Indian rupee equivalent of GBP 540,000 per annum.
- **Long-term Incentive** including Performance Stock Units as per the Scheme applicable to the Executive Directors and/or Senior Executives of the Company and/or its Subsidiaries and/or any other Incentives applicable to Senior Executives of the Company/Group companies, in such manner and with such provisions as may be decided by the Board on the recommendation of the Nomination and Remuneration Committee, not exceeding GBP 1,500,000 per annum within the overall limits of the managerial remuneration as per the limits approved the Members of the Company.

Additionally, performance-linked increments not exceeding 10 percentage per annum shall be payable as determined by the Board of directors based on the recommendation of the Nomination and Remuneration Committee, within the overall limits of the managerial remuneration as approved by the Members of the Company.

II. Perquisites

- **Conveyance and Petrol/ Maintenance Allowance:**

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

- **Travel and Stay expenses:**

While the primary place of residence of Mr. Peter Bains is the United Kingdom, he will be required to undertake such travel as deemed necessary to fulfil 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.

- **Communication & Home Office Expenses:**

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

- **Personal Accident Insurance Coverage:** As per the Company policy.

- **Medicclaim/ Life Assurance/Death in Service/ Critical Illness cover:**

Healthcare, dental cover, life assurance/death-in-service, and critical illness coverage. The annual premium for these benefits (not exceeding GBP 7,000) 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.

- **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.

- **Notice:**

The appointment will be for a period of two years from April 01, 2025 which may be terminated by either party giving to the other six (6) months' notice in writing or upon Mr. Peter Bains ceasing to be a Director of the Company.

- **Claw Back:**

If Mr. Peter Bains is found guilty of any form of malpractice or material breach or misconduct including sexual harassment, the Nomination and Remuneration Committee may, in its sole discretion, take remedial action against him, including the cancellation of some or all the awards then outstanding i.e. granted under the Long term incentive plans and not yet vested or vested but not yet exercised by him.

III. Overall Remuneration:

The aggregate of salary, perquisites and 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 Mr. Peter Bains from time to time shall not exceed the limits approved by the members of the Company under Section 197, 198 and other applicable provisions of the Act read with Schedule V to the said Act. Mr. Peter Bains, 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 pursuant to Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, (the 'Act') read with Schedule V of the Act and the Rules made thereunder, including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company and subject to the approval of statutory authorities, if any, approval of the members of the Company, be and is hereby accorded to payment of managerial remuneration to Mr. Peter Bains, Managing Director & Chief Executive Officer of the Company within an overall limit of 7% of the net profits of the Company computed in accordance with Section 198 of the Act;

RESOLVED FURTHER THAT the remuneration payable to non-executive directors be and is hereby maintained at an amount not exceeding 1% of net profits of the Company as prescribed under Section 198 of the Act read with the rules made thereunder or other applicable provisions or any statutory modifications thereof.

RESOLVED FURTHER THAT the overall maximum managerial remuneration payable to all the director(s) of the Company including all executive, non-executive and independent directors in the aggregate shall not exceed 11% of the net profits of the Company, as prescribed under Section 198 of the Act read with rules made thereunder or other applicable provisions or any statutory modifications thereof.

RESOLVED FURTHER THAT in his capacity as Managing Director and Chief Executive Officer, Mr. Peter Bains 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 the Nomination and Remuneration Committee, be and is hereby authorised to alter and vary the terms and conditions of appointment of Mr. Peter Bains, including remuneration, but such remuneration shall not exceed the limits approved by the Members of the Company.

RESOLVED FURTHER THAT any one of the Directors 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 Mr. Peter Bains (DIN: 00430937) as the Managing Director and Chief Executive Officer on the Board of the Company.”

ITEM NO. 2 -TO APPROVE THE APPOINTMENT OF DR. SANJAYA SINGH (DIN:11122562) 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 the provisions of sections 149, 150, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules (“the Rules”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with Schedule IV of the Act, and Regulation 16(1)(b), Regulation 25, Regulation 17(1C) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, approval of the members be and is hereby accorded for appointment of Dr. Sanjaya Singh (DIN : 11122562), as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term commencing from July 01, 2025 up to the Annual General Meeting for the year 2028.

RESOLVED FURTHER THAT any one of the Directors or the 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 Dr. Sanjaya Singh (DIN: 11122562) as an Independent Director on the Board of the Company.”

ITEM NO. 3 -TO APPROVE THE APPOINTMENT OF MR. SURESH NARAYANAN (DIN: 07246738) 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 the provisions of sections 149, 150, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules (“the Rules”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with Schedule IV of the Act, and Regulation 16(1)(b), Regulation 25, Regulation 17(1C) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, approval of the members be and is hereby accorded for appointment of Mr. Suresh Narayanan (DIN: 07246738), as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term commencing from August 01, 2025 up to the Annual General Meeting for the year 2028.

RESOLVED FURTHER THAT any one of the Directors or the 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 Mr. Suresh Narayanan (DIN: 07246738) as an Independent Director on the Board of the Company.”

ITEM NO. 4: TO APPROVE AMENDMENTS INCLUDING INCREASING THE SHARE POOL OF PERFORMANCE SHARE UNITS UNDER THE SYNGENE LONG TERM INCENTIVE PERFORMANCE SHARE PLAN 2023

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

“RESOLVED THAT in partial modification of earlier special resolution passed by the Members of the Company through postal ballot on April 23, 2023 approving the Syngene Long Term Incentive Performance Share Plan 2023 (**‘PSU Plan’**), pursuant to the provisions of Section 62(1) (b) of the Companies Act, 2013 (**‘the Act’**) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 (**“Rules”**) and other applicable provisions, if any, of the Act , Regulation 6, Regulation 7 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 all other applicable rules / notifications / guidelines / regulations/ circulars issued in this regard (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the appropriate regulatory authority(ies)/ institution(s) and such conditions and modifications as may be prescribed/imposed by the appropriate regulatory authority(ies)/ institution(s) while granting such approval(s), consent(s), permission(s) and/or sanction(s) and as may be agreed by the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include the Nomination and Remuneration Committee of the Board or any other Committee constituted and empowered by the Board for the purpose, hereinafter referred to as **‘the Committee’**), the consent of the members of the Company be and is hereby accorded to amend/alter the Syngene Long Term Incentive Performance Share Plan 2023 (hereinafter referred to as **‘PSU Plan’**), by increasing the aggregate number of Performance Share Units (**“PSUs”**) in existing Share Pool of the PSU Plan (i.e., the maximum number of PSUs that can be granted under the PSU Plan pursuant to which equity shares of the Company will get issued upon vesting and exercise thereof) of the PSU Plan, by adding additional 45,29,000 (Forty Five Lakhs and Twenty Nine Thousand) PSUs making the total Share Pool of the PSU Plan as originally reserved from 22,00,000 (Twenty Two Lakh) PSUs, being approximately 0.55 % of the paid up share capital of the Company as on March 15, 2023 to revised new Share Pool of the PSU Plan of 67,29,000 (Sixty Seven Lakhs and Twenty Nine Thousands) PSUs, being approximately 1.67% of the paid up share capital of the Company as on date of this notice, each of which is/shall be convertible into one equity share of the Company of the face value of ₹ 10/- (Rupees Ten only) each fully paid-up upon exercise of vested PSUs, and to create, grant, issue, offer and allot from time to time and in one or more tranches, PSUs to or for the benefit of the Eligible Employees of the Company (as defined in the PSU Plan) including the employees of holding company and subsidiary(ies) including future subsidiary(ies) whether in India or outside India, from time to time in accordance with the PSU Plan, and to carry out such other necessary amendments to the PSU Plan including the aforesaid increase in the total Share Pool of PSUs in the manner as set out in the explanatory statement.

RESOLVED FURTHER THAT the revised PSU Plan, incorporating the proposed amendments/alterations are not prejudicial to the interest of the current grantees and will not affect any PSUs granted earlier under the original PSU Plan, and be and is hereby approved and adopted by the members.

RESOLVED FURTHER THAT the new equity shares to be issued and allotted by the Company in the manner aforesaid shall rank pari passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT all other terms and conditions of the original PSU Plan, as amended as above, and all subsisting consents, authorizations and approvals granted from time to time, including resolutions passed by the Members and/or the Board of Directors including any committee of the Board of Directors, including the Nomination and Remuneration Committee, with regard to implementation and administration of the PSU Plan (as amended as above), remain unchanged and continue to be in force.

RESOLVED FURTHER THAT the maximum number of PSUs to be granted to the Eligible Employees (as defined in the PSU Plan) of the Company including the employees of holding company, subsidiary(ies) including future subsidiary(ies) whether in India or outside India, under the PSU Plan (as amended as above), together with PSUs already granted thereunder, shall not cumulatively exceed 67,29,000 (Sixty Seven Lakh and Twenty Nine Thousand) PSUs and such PSUs shall not be convertible into equity shares of the Company exceeding 67,29,000 (Sixty Seven Lakhs and Twenty Nine Thousand) equity shares having face value of Rs. 10/- each of the Company, except where adjustments, if any, are made by the Board of Directors in respect of PSUs granted to the Eligible Employees (as defined in the PSU Plan) under the PSU Plan (as amended as above) on account of any changes in capital structure of the Company as stated under PSU Plan.

RESOLVED FURTHER THAT the Board of Directors is empowered to make fair and reasonable adjustments to the Share Pool of PSUs [including the additional number of PSUs increased as stated in above resolution], number of PSUs granted to the Eligible Employees (as defined in PSU Plan) and / or the price at which such PSUs may be exercised, in its sole and absolute discretion in accordance with Applicable Law and regulations to the terms of grant made under the PSU Plan (as amended as above) in case of any corporate action(s) as stated in PSU Plan.

RESOLVED FURTHER THAT the Board be and is hereby authorized to implement, administer/superintend including issue and allot securities to the “Syngene Employee Welfare Trust” (“the Trust”) as per the PSU Plan pursuant to the exercise of the PSUs by the eligible employees.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or Officer(s) of the Company as may be considered necessary.

RESOLVED FURTHER THAT any Director or the Key Managerial Personnel of the Company be and are hereby severally authorized to take requisite steps for the listing of the equity shares allotted under the Plan, from time to time, sign applications, execute, submit any documents with Stock Exchange(s) i.e. BSE Limited and National Stock Exchange of India Limited, Securities and Exchange Board of India or any other authority(ies) as may be required, and to do all such acts, deeds, and things, as it may, in

its absolute discretion deem necessary including but not limited to appoint Advisors, Merchant Bankers, Consultants or Representatives, if required, to give effect to any of the aforesaid resolutions including amending and increasing the number of PSUs as above under the PSU Plan, therefore being incidental for the effective implementation and administration of the Plan and to make applications to the appropriate Authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.”

ITEM NO. 5 - TO APPROVE EXTENDING THE BENEFITS OF THE ‘SYNGENE LONG TERM INCENTIVE PERFORMANCE SHARE PLAN 2023’, AS AMENDED TO THE EMPLOYEES OF HOLDING COMPANY, SUBSIDIARY(IES) INCLUDING FUTURE SUBSIDIARY(IES).

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) and the rules made thereunder, pursuant to the provisions of Regulation 6(3)(c), Regulation 7 and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021 read with all circulars and notifications issued thereunder (‘SBEB & SE Regulations’), the relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’, the relevant provisions of the Memorandum and Articles of Association of the Company, and other applicable provisions of any other applicable law and such other rules, regulations and guidelines issued by any other regulatory or governmental authority (including any amendments, modifications or re-enactments thereof from time to time) (“Applicable Laws”) and subject to the approval of the amended “Syngene Long Term Incentive Performance Share Plan 2023’ (PSU Plan) as mentioned in resolution stated in item no. 4, subject further to such other approvals, permissions and sanctions as may be necessary, subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, and as may be agreed by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board or any other Committee constituted and empowered by the Board for the purpose, hereinafter referred to as ‘the Committee’), approval of the Members be and is hereby accorded to offer, grant, issue and transfer from time to time, in one or more tranches of such number of Performance Share Units (“PSUs”) under the PSU Plan (as amended as above) from the aforesaid incremental 45,29,000 (Forty Five Lakhs and Twenty Nine Thousand) PSUs as mentioned in item no. 4 above, within the limit prescribed therein to the eligible employees of employees of holding company, subsidiary(ies) including future subsidiary(ies) whether in or outside India, as may be decided under the PSU Plan (as amended as above), exercisable into a corresponding number of equity shares of the Company of the face value of ₹ 10/- (Rupees Ten only) each fully paid-up, where one PSU would convert into one equity share of the Company upon exercise and be transferred to the Option grantee, on such terms and in such manner as the Board / Committee may decide in accordance with the provisions of the Applicable Laws and the provisions of PSU Plan as amended.

RESOLVED FURTHER THAT in partial modification of the special resolution passed by the Members of the Company through postal ballot on April 23, 2023 for extension and approval to the employees of holding company, subsidiary(ies) including future subsidiary(ies) whether in India or outside India, the maximum number of PSUs to be granted to the Eligible Employees (as defined in the PSU Plan , of the Company including the employees of holding company, subsidiary(ies) including future subsidiary(ies) whether in India or outside India under the PSU Plan (as amended as above), together with PSUs already granted thereunder, shall not cumulatively exceed 67,29,000 (Sixty Seven Lakhs and Twenty Nine Thousands) PSUs and such PSUs shall not be convertible into equity shares exceeding 67,29,000 (Sixty Seven Lakhs and Twenty Nine Thousands) equity shares of the Company, except where adjustments in case of any corporate action (s), if any, as stated in PSU Plan, are made by the Board in respect of PSUs granted to the Eligible Employees (as defined in the PSU Plan) in accordance with the PSU Plan (as amended as above).

RESOLVED FURTHER THAT the Board of Directors is empowered to make fair and reasonable adjustment to the Share Pool of PSUs [including the additional number of PSUs increased as stated in above resolution], number of PSUs granted to the Eligible Employees (as defined in PSU Plan) including the employees of holding company, subsidiary(ies) including future subsidiary(ies) whether in India or outside India and / or the price at which such PSUs may be exercised, in its sole and absolute discretion in accordance with Applicable Laws and regulations to the terms of grants made under the PSU Plan (as amended as above) in case of any corporate action(s) as stated in PSU Plan.

RESOLVED FURTHER THAT the new equity shares to be issued and allotted by the Company in the manner aforesaid shall rank pari passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT all other terms and conditions of the original PSU Plan, and all subsisting consents, authorizations and approvals granted from time to time, including resolutions passed by the Members and/or the Board of Directors including any committee of the Board of Directors, including the Nomination and Remuneration Committee, with regard to implementation and administration of the PSU Plan (as amended above), remain unchanged and continue to be in force.

RESOLVED FURTHER THAT for the purpose of giving effect to any of the aforesaid resolutions including granting PSUs to the employees of holding company, subsidiary(ies) including future subsidiary(ies) whether in India or outside India, as above under the amended PSU Plan, the Board of Directors of the Company, be and is hereby authorised to sign, execute, deliver, perform and do all such acts, deeds, writings, matters and things as may be considered necessary or expedient in this regard.”

Date: April 23, 2025

Place: Bengaluru

By Order of the Board of Directors
For Syngene International Limited

Registered Office:

Syngene International Limited

Biocon Park, Biocon SEZ, Plot No. 2 & 3,
Bommasandra IV Phase, Jigani Link Road,
Bengaluru – 560 099, Phone: 080-6891 5000
CIN: L85110KA1993PLC014937
Website: www.syngeneintl.com

Sd/-
Priyadarshini Mahapatra
Head Legal & Company Secretary
FCS:8786

NOTES:

1. The explanatory statement for the proposed resolutions pursuant to Section 102 and 110 of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and the relevant details of Directors proposed to be appointed as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) are annexed hereto and forms part of this Notice.
2. In view of the provisions of Circulars issued by the Ministry of Corporate Affairs vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 (“MCA Circulars”), the Company has sent this Postal Ballot Notice only through e-mail to all the Members, whose names appear in the Register of Members/List of Beneficial Owners as received from Depositories as on Friday, May 23, 2025 (the cut-off date) and who have registered their e-mail address with the Company/ Registrar and Share Transfer Agent/ Depository Participant (DP). Please note, however, that those members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories, are also entitled to vote in relation to the resolutions as set out in this Notice.
3. Members who hold Shares in physical mode and have not registered their e-mail address; and in consequence the Postal Ballot Notice could not be serviced or are requested to send the ISR-1, ISR-2 & SH13 or ISR-3 to the KFin Technologies Limited, Registrars & Transfer agents for updating the complete KYC Details and sending the Postal ballot notice. The Soft copy of ISR forms can be downloaded by using the following link <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>. Members holding shares in electronic mode are requested to contact their depository participants and submit the request letter for updating the KYC details including email addresses and mobile number.
4. Resolution passed by the members through Postal Ballot will be deemed to have been passed as if it has been passed by them in the General Meeting.
5. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the members to exercise their votes electronically and vote on the resolution through the e-voting facility arranged by KFin Technologies Limited (‘KFinTech’). The instructions for electronic voting are annexed to this Notice.
6. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the shareholders as on Friday, May 23, 2025. A person who is not a shareholder on the relevant date should treat this notice for information purpose only.
7. The Postal Ballot Notice 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.kfintech.com/>

8. A member cannot exercise his vote by proxy on postal ballot.
9. Every Client ID No./Folio No. will have one vote, irrespective of number of joint holders.
10. All documents referred to in this Notice are available for inspection by the Members at the Registered Office of the Company on all working days except Saturdays, Sundays and National Holidays between 9:00 hours to 17:00 hours up to Saturday, June 28, 2025. The documents are also available for inspection by the Members in electronic Form. Members who wish to inspect may send their request through an email at investor@syngeneintl.com before 17:00 hours on Saturday, June 28, 2025.
11. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are required to send a scanned, certified copy (PDF Format) of the Board Resolution/Authorisation Letter etc., together with an attested specimen signature(s) of the authorised representative(s), to the Scrutinizer's email ID at compliance@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 Saturday, June 28, 2025.
12. Scrutinizer will submit his report to the Chairperson of the Company ('the Chairperson') or to any other person authorized by the Chairperson. The result of the postal ballot shall be declared on or before Monday, June 30, 2025 and communicated to the Stock Exchanges, RTA and shall also be displayed on the website of the Company i.e. <https://www.syngeneintl.com/investors/shareholder-services/>
13. The date of approval of the resolution by postal ballot shall be Saturday, June 28, 2025, the last day for e-voting, which shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
14. The Company has also received notices in writing from members under Section 160 of the Companies Act, 2013 proposing the candidature for the office of all the three Directors whose appointments are subject to shareholders approval as per the proposed resolutions. The said information is also included in the explanatory statement annexed to the notice and it is deemed compliance with the provisions of Section 160 of the Act read with Rule 13 of Companies (Appointment and Qualification of Directors) Rules, 2014.

INSTRUCTIONS AND OTHER INFORMATION RELATING TO E-VOTING:

- i. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Rules, 2015 and as per Regulation 44 of the SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") the Company is providing e-voting facility through KFin Technologies Limited ('KFinTech') on the resolution set forth in this Notice, to members holding shares as on Friday,

May 23, 2025, being the cut-off date fixed for determining eligible members to participate in the remote e-voting process. The instructions for e-Voting are given herein below.

- ii. As per the SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 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.
- iii. The remote e-voting period shall commence on Friday, May 30, 2025 (9:00 hours IST) and remain open until Saturday, June 28, 2025 (17:00 hours IST).
- iv. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- v. Any person holding shares in physical form and non-individual shareholders holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he / she is already registered with Kfintech for remote e-voting then he /she can use his / her existing User ID and password for casting the vote.
- vi. The details of the process and manner for remote e-Voting are explained herein below:

Step 1 : Access to Depositories e-Voting system in case of individual members holding shares in demat mode.

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> <ul style="list-style-type: none"> I. URL: https://eservices.nsd.com II. Click on the “Beneficial Owner” icon under ‘IDeAS’ section. III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” IV. Click on company name of the e-Voting service provider and you will be re-directed to e-Voting service provider website, select the Company name Syngene International Limited from the drop down button for casting the vote during the remote e-Voting period. 	<p>1. Existing user who have opted for Easi / Easiest</p> <ul style="list-style-type: none"> I. URL: https://web.cdslindia.com/myeasitoken/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of e-Voting Service Provider i.e. Kfintech e-Voting portal. V. Click on e-Voting service provider name to cast your vote.

NSDL	CDSL
<p>2. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> I. To register click on link : :https://eservices.nsd.com II. Select “Register Online for IDeAS” III. Proceed with completing the required fields. 	<p>2. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration II. Proceed with completing the required fields.
<p>3. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> I. To register click on link : https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp II. Proceed with completing the required fields. 	<p>3. By visiting the e-Voting website of CDSL</p> <ol style="list-style-type: none"> I. URL: www.cdslindia.com II. Provide demat account number and PAN No. III. System will authenticate user by sending OTP on registered mobile and Email as recorded in the demat account.
<p>4. By visiting the e-Voting website of NSDL</p> <ol style="list-style-type: none"> i. Open URL: https://www.evoting.nsd.com/ ii. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. 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. 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. v. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period. 	<ol style="list-style-type: none"> 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.

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

- You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.
- 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.
- 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 : Access to Kfintech e-Voting system in case of members holding shares in physical and non-individual members in demat mode.

1. In case a Member receives an email from Kfintech (for Members whose email Ids are registered with the Company/Depository Participant(s)):
 - i) Launch internet browser by typing the URL: <https://evoting.kfintech.com> in the address bar and click on “Enter”. The Home screen will be displayed then click on shareholders icon in the homepage.
 - ii) Enter the login credentials. Your Folio No. DP ID – Client ID will be your User 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 password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@#s.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 password. Kindly 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 E-Voting Event Number for Syngene International Limited (8816).
 - vii) On the voting page enter the number of shares (which represents the number of votes) as on the Cut-off Date under each of the heading of the resolution and cast your vote by choosing the “FOR/ AGAINST “option. Alternatively, you may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/AGAINST” taken together should not exceed your total shareholding as mentioned overleaf. You may also choose the

option “ABSTAIN” and the shares held will not be counted under either head. Option “FOR” implies assent to the resolution and “AGAINST” implies dissent to the resolution.

- viii) Members holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/ demat accounts.
 - ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
 - x) You may then 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 confirm, 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).
 - xii) Corporate/ Institutional Members (i.e other than Individuals, HUF,NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc., together with attested specimen signature(S) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: compliance@sreedharancs.com or evoting@kfintech.com They may also upload the same in the E-voting module in their login. The scanned image of the above-mentioned documents should be in the naming format “Corporate Name_EVENTNO”.
2. In case of any query pertaining to E-voting, please visit Help & FAQ's section available at Kfintech website <https://evoting.kfintech.com>.
 3. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories at the close of business hours on Friday, May 23, 2025 shall be entitled to avail the facility of remote E-voting.
 4. Members registered with Kfintech for E-voting may use their existing User ID and password to cast their vote.

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.kfintech.com/> (Kfintech’s Website) or contact Mr. Suresh Babu, (Unit: Syngene International Limited) of KFIN Technologies Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at inward.ris@kfintech.com or evoting@kfintech.com or phone no. 040 – 67162222 or call KFIN’s toll free No. 1800-309 4001 for any further clarifications.
- b. Members may also update their mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).

Explanatory Statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India.

Item No. 1

Mr. Peter Bains (DIN: 00430937) was appointed as the CEO-Designate effective from February 10, 2025 to lead the Company and bridge the leadership gap consequent to the resignation of Mr. Jonathan Hunt. Considering Mr. Bains's deep domain experience, knowledge, and familiarity with Syngene's business, the Board, based on the recommendation of the Nomination and Remuneration Committee, has approved the appointment of Mr. Bains as Managing Director and Chief Executive Officer of the Company for a period of two years from April 01, 2025 on the terms and conditions including the remuneration as stated in the resolution and in terms of the applicable provisions of the Act, subject to the approval of the members.

Mr. Bains has extensive global experience in strategic and operational leadership including at the Board, CEO and senior corporate leadership levels. He has an extensive track record of success in building companies, businesses, teams, and brands. His experience in biopharmaceuticals straddles business and technology segments (biotechnology, vaccines, branded generics, life sciences, CRO) and geographies encompassing both advanced and emerging markets. Mr. Bains served as CEO (2010–2016) of Syngene where he led the company through its successful public listing in 2015. A brief profile of Mr. Bains and his specific areas of expertise is provided in the annexure to the Notice.

Based on the approval of the Board and the Nomination and Remuneration Committee, Mr. Peter Bains has been granted Performance Share Units (PSUs) under the Syngene Long Term Incentive Performance Share Unit Plan 2023 (the Plan), as part of the Long term Incentive in accordance with his compensation package as detailed in the Item No. 1. The accounting of these grants shall be appropriately considered as per the accounting standards in the books of accounts based on the fair market value of the shares as on the respective dates of the grants and amortised over the vesting period.

Section 2(78) of the Companies Act, 2014 defines the term 'remuneration' as money or its equivalent passed to any person for services rendered by him and includes perquisites as defined under the Income Tax Act. The perquisite value of the stock incentives exercised by Mr. Peter Bains in next financial year will therefore be considered as part of his remuneration under the Companies Act for that Financial year. Perquisite value in case of PSUs is the difference between the fair market value of the shares on the date of exercise of the PSUs and the exercise price. It may be noted that in case Mr. Bains exercises the PSUs granted to him in the next financial year, his aggregate remuneration as per Companies Act, 2013 for next financial year might exceed the prescribed limit of 5% as specified under Section 197 of the Companies Act, 2013 owing to any potential increase in the share price and appreciation in GBP value.

Accordingly, it is proposed to seek the approval of the members, by way of a special resolution, for an overall limit of managerial remuneration payable to Mr. Peter Bains up to 7% of the net profits of the

Company computed in accordance with Section 198 of the Act, in the event of exercise of all or part of the PSUs granted or to be granted and to be vested on to him during the said period. The increased limit has been proposed to accommodate any potential increase in the share price and appreciation in GBP value. The overall maximum managerial remuneration payable to all the director(s) of the Company including all executive, non-executive and independent directors in the aggregate shall not exceed 11% of the net profits of the Company, as prescribed under Section 198 of the Act read with rules made thereunder or other applicable provisions or any statutory modifications thereof.

It is hereby confirmed that the Company has not committed any default in respect of any of its debts or interest payable thereon to any bank or public financial institution in the preceding financial year and in the current financial year. Mr. Peter Bains has attended all the Board/Committee Meetings since April 1, 2025.

Mr. Bains has furnished the necessary consent/declarations for his re-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. The Company has also received notice in writing from a Member under Section 160(1) of the Act proposing the candidature of Mr. Peter Bains for the office of Director and to be the Managing Director and Chief Executive Officer of the Company.

This explanatory statement and the resolution at Item No. 1 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.

In compliance with the General circular number 20/2020 issued by the MCA, these items are considered unavoidable and forms part of this Notice.

Except Mr. Bains 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 recommends the resolutions as set out in Item No. 1 related to appointment of Mr. Peter Bains as Managing Director and Chief Executive Officer on such terms and conditions and payment of managerial remuneration to an amount not exceeding 7% of the net profits of the company for approval by the Members of the Company by passing a special resolution.

Pursuant to Clause (iv) of Section II of Schedule V of Companies Act, 2013 the following Statement is given:

General Information	
Nature of industry	Scientific Research and Development
Date or expected date of commencement of commercial production	The Company was incorporated on November 18, 1993 as a private limited Company and had commenced operations as a Contract Research Organisation (CRO) in 1994.

<p>In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</p>	<p>Not Applicable</p>																
<p>Financial performance based on given indicators as per audited financial results for the last three years</p>	<p>Performance of the Company in the last three financial years (On standalone basis): (INR in Millions)</p> <table border="1" data-bbox="808 449 1357 646"> <thead> <tr> <th>Key Indicators</th> <th>2024-25</th> <th>2023-24</th> <th>2022-23</th> </tr> </thead> <tbody> <tr> <td>Revenue</td> <td>34,438</td> <td>32,911</td> <td>32,644</td> </tr> <tr> <td>EBIDTA</td> <td>10,201</td> <td>9,557</td> <td>10,053</td> </tr> <tr> <td>PAT</td> <td>4,680</td> <td>4,665</td> <td>4,730</td> </tr> </tbody> </table>	Key Indicators	2024-25	2023-24	2022-23	Revenue	34,438	32,911	32,644	EBIDTA	10,201	9,557	10,053	PAT	4,680	4,665	4,730
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<p>Foreign investments or collaborations, if any</p>	<p>The Company has not entered into any material foreign collaboration and no direct capital investment has been made in the Company during the previous three financial years. The foreign investors, mainly comprises Promoter Group individual, Foreign Portfolio Investors (FPI's) and NRIs in the Company. As on March 31, 2025, the aggregate foreign shareholding in the Company was 19.69%.</p> <p>The Company invested around USD 49.99 Mn in Syngene USA Inc (SUSA), a wholly owned subsidiary of the Company to finance the cost of acquisition of biologics facility from Emergent Manufacturing Operations Baltimore, LLC., and for meeting the general corporate, and day-to-day operating requirements.</p>																
<p>Information about the appointee</p>																	
<p>Background details</p>	<p>Peter holds a bachelor's degree in Science (combined honours in Zoology and Physiology) from the University of Sheffield, UK. Peter has served as CEO of Sosei Group, a Japanese listed biopharmaceutical company. Prior to this, Peter worked with GlaxoSmithKline over a period of 23 years, where he held several roles including Head of Global Marketing and Senior Vice President of commercial development for GSK's international region.</p> <p>As the Group CEO of Biocon, Peter was responsible for driving synergies between the three group entities — Biocon Limited</p>																

	representing the Generics and Novel Biologics segments, Biocon Biologics Limited representing the Biosimilars segment and Syngene International Limited representing the Research Services segment — to maximize the combined value for the stakeholders, at the group level.
Past remuneration	Nil. Mr. Bains is appointed from April 1, 2025.
Recognition or awards	Mr. Bains served as CEO and Director (2010–2016) of Syngene where he lead the company through its successful public listing in 2015.
Job profile and his suitability	Mr. Bains has extensive global experience in strategic and operational leadership including at the Board, CEO and senior corporate leadership levels. He has an extensive track record of success in building companies, businesses, teams, and brands. His experience in biopharmaceuticals straddles business and technology segments (biotechnology, vaccines, branded generics, life sciences, CRO) and geographies encompassing both advanced and emerging markets.
Remuneration proposed	Remuneration is being proposed to be paid to Mr. Bains as stated in No 1.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and nature of its business.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any	Besides the remuneration paid/payable to him, Mr Bains does not have any other pecuniary relationship with the Company or relationship with the managerial personnel or any other Director.
Other Information	
Reasons of loss or inadequate profits	Not Applicable. The Company has been making sizable profits year on year. The Company has posted a net profit after tax (excluding exceptional gains) of Rs. 4,680 Million (on standalone basis) and Rs. 4,962 Million (on consolidated basis) for the year ended March 31 2025. Considering the divestment of the

	Discovery business of the Company to Syngene Scientific Solutions Limited, a wholly owned subsidiary, the profitability has been slightly reduced on a standalone basis which has been compensated at a consolidated level. External factors, including a reduction in biotech funding and postponements in the enforcement of the US Biosecure law, have impacted the company's profitability. However, these issues are prevalent among all Contract Research Organizations (CROs).
Steps taken or proposed to be taken for improvement	Not Applicable.
Expected increase in productivity and profits in measurable terms	The Company is conscious about improvement in productivity and continually undertakes measures to improve its productivity and profitability. The Management is confident of achieving sustained revenue growth in the future.

Item No. 2:

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, have proposed the appointment of Dr. Sanjaya Singh (DIN: 11122562) as an Independent Director w.e.f. July 01, 2025. The Nomination and Remuneration Committee, upon evaluation of the balance of skills, knowledge and experience on the Board, recommended to the Board the appointment of Dr. Sanjaya Singh to fit the role and capabilities identified and to hold office up to the Annual General Meeting to be held in the year 2028, subject to the approval of the shareholders. It is proposed that Dr. Sanjaya Singh be appointed as Independent Director, who is not liable to retire by rotation. The Company has also received notice in writing from a Member under Section 160(1) of the Act proposing the candidature of Dr. Sanjaya Singh for the office of Director.

Dr. Sanjaya Singh is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received declaration from Dr. Sanjaya Singh stating that he meets 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. Sanjaya Singh 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.

In the opinion of the Board, he fulfils the conditions for appointment as Independent Director, as specified in the Act and the SEBI Listing Regulations and is independent of the Management.

In compliance with the General circular number 20/2020 issued by the MCA, this item is considered unavoidable and forms part of this Notice.

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 Dr. Sanjaya Singh as Independent Director of the Company for a term commencing from the date of his appointment by the Board of Directors on July 01, 2025 until the conclusion of the 35th Annual General Meeting proposed to be held in 2028. The profile and specific areas of expertise of Dr. Sanjaya Singh are provided in the annexure to this Notice.

Except Dr. Singh 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.

A copy of the draft letter of appointment setting out the terms and conditions of appointment of an Independent Director is available at the website of the company and is also 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 Friday, June 27, 2025.

Item No. 3:

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, have proposed the appointment of Mr. Suresh Narayanan (DIN: 07246738) as an Independent Director w.e.f. August 01, 2025. The Nomination and Remuneration Committee, upon evaluation of the balance of skills, knowledge and experience on the Board, recommended to the Board the appointment of Mr. Suresh Narayanan to fit the role and capabilities identified and to hold office up to the to be held in the year 2028, subject to the approval of the shareholders. It is proposed that Mr. Suresh Narayanan be appointed as an Independent Director, who is not liable to retire by rotation. The Company has also received notice in writing from a Member under Section 160(1) of the Act proposing the candidature of Mr. Suresh Narayanan for the office of Director.

Mr. Suresh Narayanan is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received declaration from Mr. Suresh Narayanan stating that he meets 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"). Mr. Suresh Narayanan 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.

In the opinion of the Board, he fulfils the conditions for appointment as Independent Director, as specified in the Act and the SEBI Listing Regulations and is independent of the Management.

In compliance with the General circular number 20/2020 issued by the MCA, this item is considered unavoidable and forms part of this Notice.

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 Mr. Suresh Narayanan as Independent Director of the Company for a term commencing from the date of his appointment by the Board of Directors on August 01, 2025 until the conclusion of the 35th Annual General Meeting proposed to be held in 2028.

The profile and specific areas of expertise of Mr. Suresh Narayanan are provided in the annexure to this Notice.

Except Mr. Narayanan 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.

A copy of the draft letter of appointment setting out the terms and conditions of appointment of an Independent Director is available at the website of the company and is also 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 Friday, June 27, 2025.

Item No. 4 & 5:

On April 23, 2023, the shareholders approved the "Syngene Long Term Incentive Performance Share Unit Plan 2023" (PSU Plan) through a Postal Ballot. The PSU Plan was introduced primarily to reward employees at the key senior leadership role who are instrumental in achieving the strategic goals of the Company. To stay competitive and encourage senior leaders within the organization to accomplish strategic goals, the plan was subsequently extended to senior employees of the Company and its subsidiaries, who, by virtue of their roles would be influencing the accomplishment of the Strategic Plans.

Given that the approval of Members is being sought for increasing the Share Pool of PSUs, all the necessary details are being furnished herewith as per Part C of Schedule I of the SBEB & SE Regulations in terms of Regulation 6 of the SBEB & SE Regulations. Given the details of increase of PSUs and consequent amendment and rationale thereof, consent of the Members is being sought by way of special resolutions pursuant to Regulations 6 and 7 of the SBEB & SE Regulations read with Section 62(1)(b) and all other applicable provisions, if any, of the Act and other provisions of applicable law (as may be amended, modified, re-stated from time to time) and any variation in the terms of PSU Plan offered pursuant to the earlier resolution shall be approved by the Members by passing a special resolution under PSU Plan. The special resolution set out at item no. 4 is to seek your approval for the said purpose.

Further, as per Regulation 6(3)(c) of SBEB & SE Regulations approval of the Members is also required by way of a separate shareholder resolution to expand the benefit under the PSU Plan by increasing the existing Share Pool under the PSU Plan to the Eligible Employees (as defined the PSU Plan) of the subsidiary or holding company (ies) or employees of any future subsidiary company whether in India or outside India. The special resolution set out at item no. 5 seeks your approval for the said purpose.

Variations to the terms of the Plan and the Rationale therefor:

Considering that the PSU Plan is a rolling plan and with a view to accommodate the grants to an extended leadership group of employees, the Nomination & Remuneration Committee and the Board of Directors in their respective meetings held on April 21, 2025 and April 23, 2025, subject to the approval of shareholders, had approved varying some of the terms & conditions of the Plan viz., to

increase the Share Pool of the PSU Plan to make further grants to the extended group of employees, increase the maximum number of PSUs to be granted to any eligible single employee. The details are provided below:

Sr. No.	Existing Provisions	Proposed Provisions	Rationale
Clause 4.1 “Share Pool of the Plan”	The maximum number of PSUs that can be granted under this Plan shall not exceed 22,00,000 PSUs being 0.55% (approximately) of the paid-up capital of the Company as on March 15, 2023 which shall be convertible into equal number of Equity Shares of the Company.	The maximum number of PSUs that can be granted under this Plan in aggregate shall not exceed 1.67% of the paid-up capital of the Company as on date of this notice mounting to 67,29,000 PSUs, which shall be convertible into equal number of Equity Shares of the Company.	Considering that the PSU Plan is a rolling plan and with a view to accommodate the future grants to the extended senior employees group, it is proposed to increase the share pool of the plan.
Clause 8.9 “Grant of PSUs”	The maximum number of PSUs that can be granted to any eligible single employee shall not exceed 0.05% of the issued capital of the Company at the time of grant of PSUs	The maximum number of PSUs that can be granted to any eligible Employee during any one-year shall not be equal to or exceed 1% of the paid-up capital of the Company at the time of grant of PSUs. The Committee may decide to grant such number of PSUs equal to or exceeding 1% of the paid up capital to any eligible Employee as the case may be, subject to the separate approval of the shareholders in a general meeting.	In order to align the requirements as per the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021

The following are the salient features of the Plan to be interpreted in conjunction with the provisions of the Plan and its modifications as applicable:

S. No.	Particulars	Syngene Long Term Incentive Performance Share Plan 2023
1	Brief description of the Plans	The Plan shall be called as Syngene Long Term Incentive Performance Share Plan 2023 . The Plan has been formulated keeping in mind successful delivery of measures based on key parameters to be decided by the Board. The employees covered

S. No.	Particulars	Syngene Long Term Incentive Performance Share Plan 2023
		under the Plan would be expected to collaborate and work towards achieving the overall objectives of the Company while delivering on their individual goals. The Plan has been designed to drive performance over a rolling period of 3 financial years.
2	Total number of PSUs or Stock Options to be granted under the Plans	The maximum number of PSUs that can be granted under this Plan in aggregate shall not exceed 67,29,000 PSUs corresponding to 1.67% of the paid-up capital of the Company as on the date of this notice.
3	Identification of classes of employees entitled to participate and be beneficiaries in the Plans	<p>“Employee” means,</p> <ul style="list-style-type: none"> i. an employee as designated by the company, who is exclusively working in India or outside India; or ii. a director of the company, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or iii. an employee as defined in (i) or (ii) above, of a subsidiary company, in India or outside India, or of a holding company of the company; <p>but does not include</p> <ul style="list-style-type: none"> i. an employee who is a promoter or a person belonging to the promoter group; or ii. a director who, either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the company.
4	Requirement of Vesting and period of Vesting	The Plan will have a cliff vesting wherein, all of the award is eligible to vest following the end of the three-year performance period (0:0:100). The PSUs shall vest on 31st May after the close of the third financial year for which the performance is being considered. The actual number of PSUs to be vested every three years for each Grantee shall be based on his individual performance and achievement of the key financial, strategic and other targets as may be approved by the Board and communicated separately to the Grantee. The Committee shall have the power to modify or accelerate the vesting

S. No.	Particulars	Syngene Long Term Incentive Performance Share Plan 2023
		schedule on a case-to-case basis subject to the minimum period of 1 (one) Year between the Grant and the first Vesting.
5	Maximum period within which the PSUs or Stock options shall be vested	The PSUs shall vest on 31 st May after the close of the third financial year for which the performance is being considered or such other period as may be approved by the Committee subject to the minimum period of 1 (one) Year between the Grant and the first Vesting.
6	Exercise Price or Pricing Formula	The Exercise price of the Shares will be the face value of the shares (i.e. INR 10) as on the date of exercise.
7	Exercise period and process of Exercise	<p>The Exercise period for the vested PSUs will be 5 (five) years from the date of respective vesting.</p> <p>The PSUs can be exercised in one or both of the following routes: -</p> <p>b. Cash Route: - In this route, the Grantee will receive the Shares equivalent to the number of the PSUs exercised in accordance with the terms and conditions of the Plan after he/she has made the payment of the Exercise Price and applicable income tax.</p> <p>c. Cashless Route: In this case, the Trust will sell the required number of Shares, arising out of the PSUs exercised in accordance with the terms and conditions of the plan, sufficient to adjust the Exercise price and the Tax amount and transfer the balance number of Shares to the Grantee</p>
8	Appraisal process for determining the eligibility of the Employees for the Plan	The appraisal process for determining the eligibility of the employees will be in accordance with the Plan and as may be determined by the Committee at its sole discretion. The actual number of PSUs to be vested every three years for each Grantee shall be based on his individual performance and achievement of the key financial, strategic and other targets as may be approved by the Board and communicated separately to the Grantee. In addition to the targets mentioned above, adherence to the Code

S. No.	Particulars	Syngene Long Term Incentive Performance Share Plan 2023
		of Conduct of the Company will also be considered in determining the actual number of PSUs to be vested. The decision of the MD&CEO and CHRO shall be final and binding in determining actual number of PSUs to be vested to all Grantees other than the Senior Management. The actual number of PSUs to be vested to the Senior Management shall be approved by the Board on the recommendation of the NRC.
9	The Maximum number of PSUs or Stock Options to be granted per employee and in aggregate	The maximum number of PSUs that can be granted to any eligible Employee during any one-year shall not be equal to or exceed 1% of the paid up capital of the Company at the time of grant of PSUs. The Committee may decide to grant such number of PSUs equal to or exceeding 1% of the paid up capital to any eligible Employee as the case may be, subject to the separate approval of the shareholders in a general meeting.
10	The Maximum quantum of benefits to be provided per Employee under the Plan	The maximum quantum of benefit that will be provided to every eligible employee under the Plan will be the difference between the Market value of Company's Share on the Stock Exchange as on the date of exercise of PSUs and the Exercise Price paid by the employee
11	Implementation and administration of the Plan	<p>The Plan shall be implemented by trust route wherein the Trust shall either acquire the shares by direct allotment from the Company or utilize the surplus shares already available with the Trust under any terminated employee benefit plans which will subsequently be transferred to the Grantees as and when the PSUs are exercised.</p> <p>The Plan will be administered by the Nomination and Remuneration Committee. The Committee shall delegate its power to the Trust to the extent it deems fit for the proper administration of the Plan.</p>
12	Whether the Plan involves new issue of shares by the Company or secondary acquisition by the Trust or both	The Trust shall either acquire the shares by direct allotment from the Company or utilize the surplus shares already available with the Trust under any terminated employee benefit plan which will

S. No.	Particulars	Syngene Long Term Incentive Performance Share Plan 2023
		subsequently be transferred to the Grantees as and when the PSUs are exercised.
13	The amount of loan to be provided for implementation of the Plan by the Company to the trust, its tenure, utilization, repayment terms, etc.	The Company may provide loan to the trust of such amount as may be required by the Trust from time to time under the Plan. The amount of loan to be provided by the Company to the Trust for implementation of this plan together with Syngene Long Term Incentive Outperformance Share Plan 2023 shall not exceed 0.90% of the aggregate paid-up capital at any point of time subject to the restriction on the aggregate loan provided to the Trust in accordance with the provisions of Companies Act, 2013 & Rules therein. The tenure of such loan shall be the point where the objects of the Trust are accomplished or the repayment of the loan is made, whichever is earlier. The utilization of such loan shall be for the objects of the Trust as mentioned in the Trust Deed including the implementation of the plan.
14	The Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the Plan	Not applicable
15	A statement to the effect that the Company shall conform to the accounting policies specified in Regulation 15 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021	The Company shall comply with the disclosure requirements and the accounting policies prescribed under Regulation 15 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 or as may be prescribed by regulatory authorities from time to time.
16	The method which the Company shall use to value its PSUs	The Company shall adopt fair value for the valuation of the PSUs granted as prescribed under Guidance Note or under any relevant Accounting Standard notified by appropriate authorities from time to time.
17	Statement with regard to Disclosure in Director's Report	As the Company is adopting fair value method, presently there is no requirement for disclosure in Directors' report. However, if in future, the Company opts for expensing of share based

S. No.	Particulars	Syngene Long Term Incentive Performance Share Plan 2023
		employee benefits using the intrinsic value, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share (EPS) of the Company shall also be disclosed in the Directors' report.
18	Period of lock-in	The Shares allotted to the Employees pursuant to exercise of PSUs will not be subject to any lock-in period and can be freely sold by an Employee.
19	Terms & conditions for buyback, if any, of specified securities covered under these Regulations	Not applicable

In terms of Section 62 of the Companies Act, 2013 and the provisions of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 the approval of the Shareholders is sought by way of Special Resolution for the variation to the "Syngene Long Term Incentive Performance Share Unit Plan 2023.

The FAQs/ Clarifications on the Syngene Long Term Incentive Performance Share Plan 2023 (PSU Plan) intimated at the time of seeking approval of the shareholders for the original PSU Plan in April 2023 are available on the website of the Company at <https://www.syngeneintl.com/investors/shareholder-services/> and remain unchanged with respect to the amended plan.

A copy of the draft revised PSU Plan will be available for inspection on all working days except Saturdays, Sundays and National Holidays between 9:00 hours to 17:00 hours for a period of 30 days from the date of this Notice at the registered Office of the Company.

In compliance with the General circular number 20/2020 issued by the MCA, this item is considered unavoidable and forms part of this Notice.

None of the Directors, Manager, Key Managerial Personnel of the Company, and their respective relatives are in anyway concerned or interested (financially or otherwise) in the resolution except to the extent of equity shares held by them in the Company or the PSU's to be granted under the Plan.

The Board recommends the Special Resolutions as set out in Item Nos. 4 & 5 of the Notice for approval of the members.

A copy of the draft revised PSU Plan will be available for inspection on all working days except Saturdays, Sundays and National Holidays between 9:00 hours to 17:00 hours for a period of 30 days from the date of this Notice at the registered Office of the Company.

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

Brief resume of Directors:

Mr. Peter Bains

Managing Director and Chief Executive Officer

Mr. Peter Bains, 67 years, holds a bachelor's degree in Science (Combined honours in Zoology and Physiology) from University of Sheffield, United Kingdom. He has global experience in strategic and operational leadership including at Board, CEO and Senior Corporate levels with an extensive track record of leadership and success in building companies, businesses, teams and brands for over 30 years. Mr. Bains brings in differentiating characteristics with extensive experience in Biopharmaceuticals across business and technology segmentation (Biotech, Vaccines, Branded Generics, Life Sciences, CRO) and geography encompassing both developed and emerging markets.

Mr. Bains had served as the Chief Executive Officer (CEO) and Member of the Board of Syngene International Limited for nearly six years, starting in 2010. During his tenure, he successfully led the company to its public listing in 2015. He joined back the Biocon Group as an Independent Director in Biocon Limited in December 2022 and later was appointed as the Group CEO in September 2023 up to March 2025. He also held the position of CEO at Sosei Group, a publicly traded biopharmaceutical company in Japan. Prior to these roles, Mr. Bains had a distinguished 23-year career at GlaxoSmithKline (GSK), where he held several senior positions, including Head of Global Marketing and Senior Vice President of Commercial Development for GSK's International region.

Dr. Sanjaya Singh

Independent Director

Sanjaya Singh, 61 years, is the Founder and Chief Scientific Officer of Third Arc Bio, with over 25 years of expertise in biotherapeutics. He has a proven track record of innovation across multiple therapeutic areas, including immunology, oncology, retinal, metabolic, and neurological diseases. Throughout his career, he has developed novel biologics, many of which have received FDA breakthrough designations. He is a co-inventor of several key molecules, including SKYRIZI®, EBGLYSS™, PRAXBIND®, ligelizumab, and lampalizumab.

Previously, Sanjaya served as Head of Janssen Biotherapeutics, where he led the global therapeutics discovery organization and set the strategic direction for expanding Johnson & Johnson's biotherapeutic portfolio. Prior to this, he was Vice President of Biotherapeutics Discovery at Boehringer Ingelheim, where he built and led a global team to establish a competitive and productive preclinical and clinical pipeline. Sanjaya began his industry career at Tanox Inc., where he headed Biotherapeutics until the company was acquired by Genentech.

In addition to his leadership roles, Sanjaya co-founded Aliada Therapeutics, a neuroscience and blood-brain barrier platform company recently acquired by AbbVie. He also serves as a Venture Partner at Omega Funds, a prominent life sciences investment firm. His early career includes academic experience at the Institute of Life Sciences in India. Sanjaya has authored numerous peer-reviewed publications and holds over 60 patents, with contributions spanning basic research, platform technologies, and biologic molecules.

Sanjaya earned his Ph.D. in Molecular Biology from Banaras Hindu University and completed postdoctoral research at University of Texas MD Anderson Cancer Center.

Mr. Suresh Narayanan

Independent Director

With over three decades of extensive experience in the FMCG industry, Mr. Narayanan, 65 years, has held senior leadership roles across geographies, driving growth and transformation in global markets. Mr. Suresh Narayanan has been serving as the Chairman and Managing Director of Nestlé India Limited since October 29, 2015. He first joined the company’s Board of Directors as Managing Director on August 1, 2015.

He holds a Master’s degree in Economics from the Delhi School of Economics, a Diploma in Executive Development from IMD, and is an alumnus of the Nestlé Leadership Program at the London Business School.

Before his appointment in India, Mr. Narayanan served as Chairman and CEO of Nestlé Philippines, where he played a key role in strengthening the business and its market presence. He began his journey with Nestlé in 1999 as Executive Vice President – Sales, India, where he led significant strategic and structural changes in sales and customer management, including the launch of the company’s chilled dairy business.

Mr. Narayanan began his professional career as a Management Trainee with Hindustan Unilever, subsequently taking on a range of roles in Sales, Marketing, and General Management. He also held key positions at Colgate-Palmolive India prior to joining Nestlé.

A dynamic and people-focused leader, Mr. Narayanan is widely respected for his integrity, strategic foresight, and inclusive leadership style.

Name of the Director	Mr. Peter Bains	Dr. Sanjaya Singh	Mr. Suresh Narayanan
Category	Managing Director & CEO	Independent Director	Independent Director
DIN	00430937	11122562	07246738
Date of Birth	July 26, 1957	June 30, 1963	March 19, 1960
Date of Appointment	April 1, 2025	July 01, 2025	August 01, 2025
Tenure of Appointment/Re-	Two (2) years	Up to the Annual General Meeting of	Up to the Annual General Meeting of the

Name of the Director	Mr. Peter Bains	Dr. Sanjaya Singh	Mr. Suresh Narayanan
appointment		the Company to be held in 2028.	Company to be held in 2028.
Nature of expertise in Specific Functional Areas	General Management, Science and Technology, Talent Management, Global Business Experience, Broader Pharma / Lifesciences	General Management, Science and Technology, Biologics / Biosimilars, Broader Pharma / Lifesciences	General Management, Talent Management, Global Business Experience, Others (Accounting/ Consumer).
Disclosure of relationship with Directors inter-se	None	None	None
Directorship held in other Companies	None	None	<ul style="list-style-type: none"> • Nestle India Limited • Dr. Reddy's and Nestle Health Science Limited • The Advertising Standards Council of India
Membership of Committee in other Companies, if any	None	None	Nestle India Limited <ul style="list-style-type: none"> • Stakeholders Relationship Committee (Member) • Risk Management and Sustainability Initiatives Committee (Member) • Corporate Social Responsibility Committee (Member)
Listed entities from which the Director has resigned in the past three years	Biocon Limited as an Independent Director	None	Asian Paints Limited as an Independent Director
Shareholding as on 31st March, 2025	Nil	Nil	Nil
The skills and	Not applicable	The NRC has laid out	The NRC has laid out

Name of the Director	Mr. Peter Bains	Dr. Sanjaya Singh	Mr. Suresh Narayanan
<p>capabilities required for the role and the manner in which the proposed person meets such requirements</p>		<p>the criteria to be considered while recommending the candidature of Independent Directors to the Board. Among others, it includes considering various skill sets that are insightful and would add value to the overall composition of not only the Board & its various Committees and the Company as well. Dr. Sanjaya Singh's broad expertise includes Science and Technology, Biologics / Biosimilars, Broader Pharma / Lifesciences which are well suited to the role and capabilities</p>	<p>the criteria to be considered while recommending the candidature of Independent Directors to the Board. Among others, it includes considering various skill sets that are insightful and would add value to the overall composition of not only the Board & its various Committees and the Company as well. Mr. Suresh Narayanan broad expertise includes Commercial , Talent Management, Global Business Experience, which are well suited to the role and capabilities</p>