

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 108 and 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 108 and 110 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 (“the 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 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, 20/2020 dated May 05, 2020, 09/2024 dated September 19, 2024 and the latest being General Circular No. 03/2025 dated September 22, 2025 (“MCA Circulars”), SEBI Circular No. SEBI/HO/CFD/ CMD1/CIR/ P/2020/79 dated May 12, 2020 and subsequent circulars issued in this regard with the latest being SEBI Circular No. SEBI/HO/ HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 issued by the Securities and Exchange Board of India (collectively ‘SEBI 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 resolution 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, and the relevant information required under Regulation 36 (3) of the SEBI (LODR) Regulations, 2015, an explanatory statement pertaining to the said Resolution 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 provisions of Section 108 and 110 of the Act, read with Rule 20 and 22 of the Rules and Regulation 44 of the SEBI Listing Regulations, the Company is offering the facility of remote e-voting to all Members to enable them to cast their votes electronically. The Company has engaged the services of KFin Technologies Limited (‘KFinTech’) to provide the remote e-voting facility to the Members. Members are requested to follow the procedure as stated in the notes and instructions for the casting of votes by remote e-voting.

The remote e-voting facility will be available during the following period:

Commencement of the remote e-voting period	09:00 A.M. (IST) on Thursday, May 21, 2026
Conclusion of the remote e-voting period	05:00 P.M. (IST) on Friday, June 19, 2026
Cut-off date for eligibility to vote	Friday, May 15, 2026

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). If your e-mail address is not registered with the Company/ Depositories/ RTA, please follow the process provided in the Notes to receive this Postal Ballot Notice. 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 change in the role of Ms. Kiran Mazumdar-Shaw (DIN: 00347229), from Non-Executive Chairperson to Executive Chairperson (a Key Managerial Personnel) of the Company with effect from April 1, 2026 and payment of Managerial Remuneration to an amount not exceeding INR 4 (Four) Crores at their meeting held on March 27, 2026, and April 29, 2026 respectively subject to the members approval through postal ballot.

The Board at their meeting held on April 29, 2026 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 remote e-voting module shall be disabled by the KFinTech for voting thereafter and will not be allowed beyond the said date and time. 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 (through e-voting) shall be declared on or before Tuesday, June 23, 2026 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>.

In the event the resolution is approved by the requisite majority, the date of passing the resolution shall be deemed to be on Friday, June 19, 2026, viz., the last date specified by the Company for remote e-voting.

PROPOSED RESOLUTION:

ITEM NO. 1: TO APPROVE CHANGE IN THE ROLE OF MS. KIRAN MAZUMDAR-SHAW (DIN: 00347229), FROM NON-EXECUTIVE CHAIRPERSON TO EXECUTIVE CHAIRPERSON (A KEY MANAGERIAL PERSONNEL) OF THE COMPANY AND PAYMENT OF MANAGERIAL REMUNERATION

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 the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto, or re-enactment(s) thereof, for the time being in force), Regulation 17(6)(e) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) and any other applicable laws, regulations prevailing for the time being in force, and subject to the provisions of the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and Board of directors of the Company, approval of the Members of the Company, be and is hereby accorded for the appointment of Ms. Kiran Mazumdar-Shaw (DIN: 00347229), Non-Executive Chairperson, as an Executive Director (designated as an Executive Chairperson) (a Key Managerial Personnel) of the Company with effect from April 1, 2026, for a period of 5 (five) years, not liable to retire by rotation, on such terms and conditions including remuneration as mentioned below:

I. Remuneration:

- i. Monthly salary of Rs. 33.33 Lakhs (amounting to Rs. 4.00 Crores on annual basis) which includes Contribution to Provident Fund, and Gratuity Fund in accordance with the Act(s) / Scheme(s), as applicable to all the employees of the Company.
- ii. The aggregate salary under above paras shall not exceed Rs. 4.00 Crores per annum, other than variation in reimbursement of expenses.

Annual increments shall be as determined by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company.

- II. Expenses:** The Company to reimburse, on a monthly basis, all reasonable travelling, entertainment and other similar out of pocket expenses necessarily and reasonably incurred by Ms. Kiran Mazumdar-Shaw wholly in performance of her duties and responsibilities.

III. Overall Remuneration:

The aggregate salary as specified above and/or granted additionally in accordance with Company policies shall be within the limits prescribed under Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereto, as amended from time to time.

Ms. Kiran Mazumdar-Shaw, being in executive employment with the Company, shall not be entitled for any sitting fees for attending meetings of the Board or Committees thereof.

RESOLVED FURTHER THAT pursuant to Section 196 and any other applicable provisions of the Companies Act, 2013, based on the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for

the appointment of Ms. Kiran Mazumdar-Shaw (DIN: 00347229) as an Executive Chairperson, even though she has attained the age of 70 years;

RESOLVED FURTHER THAT based on the recommendation of Nomination and Remuneration Committee, and approval of the Board, the terms and conditions of change in role of Ms. Kiran Mazumdar-Shaw (DIN: 00347229), including remuneration and annual incremental thereof, can be altered and varied, but such remuneration shall not exceed the limits as specified in the Companies Act, 2013 and / or as specifically approved by the Members of the Company pursuant to Section 197 of the Act read with Schedule V, from time to time;

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the currency of tenure of service of Ms. Kiran Mazumdar-Shaw (DIN: 00347229), the payment of remuneration as specified above shall be paid as minimum remuneration in compliance with Section 197 of the Act read with Part II of Schedule V to the Act and other applicable provisions of the Act and the Rules made thereunder;

RESOLVED FURTHER THAT any Director or Key Managerial Personal or Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things which may be necessary to give effect to this resolution and/or expedient in connection therewith or incidental.”

Date: April 29, 2026
Place: Bengaluru

By Order of the Board of Directors of
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/-
Chethan Yogesh
Company Secretary & Compliance Officer
ICSI Membership No. FCS: 9445

NOTES:

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (“the Act”) and other applicable provisions of the Act and rules made thereunder setting out the material facts pertaining to the proposed Special Resolution is annexed hereto and forms part of this postal ballot notice.
2. In compliance with MCA Circulars, the Postal Ballot Notice along with Explanatory Statement and instructions for remote e-voting is being sent only through electronic mode to those Members, whose e-mail addresses are registered with the Company/ Depositories and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, May 15, 2026 (“Cut-off date”). Further, communication of assent or

dissent by the Members on the items of businesses set out in this Notice shall be done through remote e-voting only i.e., the casting of votes electronically.

3. Members who have not registered their email IDs, are requested to register their email IDs with their depository participants in respect of shares held in electronic form and in respect of shares held in physical form, Members are requested to register / update their email IDs with the Company / RTA by submitting Form ISR-1 (available on the website of the Company at www.biocon.com) duly filled and signed along with requisite supporting documents to evoting@kfintech.com or investor@syngeneintl.com or at KFin Technologies Limited (Unit: Syngene Limited), Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 for receiving all the communications including the annual report, notices, letters, etc., in electronic mode from the Company.
4. Members may note that the Notice of the Postal Ballot will also be available on the Company's website [www. syngeneintl.com](http://www.syngeneintl.com) and website 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 KFin Technologies Limited at <https://evoting.kfintech.com/>
5. Pursuant to Sections 108 and 110 of the Act, Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the SEBI Listing Regulations and Secretarial Standards on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI"), the Company is pleased to provide the facility of remote e-voting to all the Members as per applicable Regulations relating to remote e-voting. The Company has engaged the services of KFin Technologies Limited ("Kfintech") to provide remote e-voting facility to its members. The complete instructions on the remote e-voting facility provided by the Company are annexed to this Notice, explaining the process of remote e-voting.
6. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on Friday, May 15, 2026 ("Cut-off date"). Members whose name appear on the Register of Members/ List of Beneficial Owners as on the Cut-off Date will only be considered for the purpose of remote e-voting. A person who is not a member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting period commences from 9:00 a.m. (IST) on Thursday, May 21, 2026, and ends at 5:00 p.m. (IST) on Friday, June 19, 2026.
7. During the voting period, Members can login to Kfintech's e-voting platform any number of times till they have voted on the resolution. Once the vote on a resolution is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
8. A Member need not use all his / her / its votes, nor does he / she / it need to cast all his / her / its votes in the same way.
9. The manner of voting remotely by (A) individual shareholders holding shares in demat mode and (B) shareholders other than individual shareholders holding shares in demat mode and shareholders holding shares in physical mode, is appearing under "INSTRUCTIONS AND OTHER INFORMATION RELATING TO REMOTE E-VOTING" in this Notice. Members are requested to read the same carefully.

10. The Scrutinizer will submit his/ her report to the Chairperson of the Company or to any other person authorized by the Chairperson upon completion of the scrutiny of the votes cast through remote e-voting, and the result of the voting will be announced by the Chairperson or any person duly authorized, on or before Tuesday, June 23, 2026 and will also be displayed on the website of the Company i.e. www.syngeneintl.com besides being communicated to the Stock Exchanges, and Registrar and Share Transfer Agents.
11. Resolution passed by the Members with the requisite majority through postal ballot shall be deemed to have been passed on the last date specified for remote e-voting i.e. Friday, June 19, 2026.
12. All the material documents referred to in the explanatory statement will be available electronically for inspection without any fees by the Members. The said documents will also be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till Friday, June 19, 2026.
13. SEBI has mandated furnishing of PAN, KYC details (i.e. Postal Address with PIN code, email address, mobile number, etc.) and bank details by holders of physical securities in prescribed forms. In view of the same, physical Shareholders are requested to submit their PAN, full KYC details and bank details in the prescribed Form at the earliest. Physical Shareholders are requested to dematerialise their shareholding at the earliest, as pursuant to SEBI Circular, any investor service requests including transfer/transmission requests shall be processed in dematerialized mode only. In compliance with the SEBI Master Circular dated February 06, 2026, the Company has disseminated the requirements to be complied with by holders of physical securities on its website www.syngeneintl.com. Accordingly, shareholders are requested to comply with the same.
14. 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 along 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 Friday, June 19, 2026.
15. 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 change in role of Ms. Kiran Mazumdar-Shaw is subject to shareholders approval as per the proposed resolution. 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.

EXPLANATORY STATEMENT

PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013 (“THE ACT”)

The following Statement sets out all material facts relating to Item No. 1 mentioned in the accompanying Postal Ballot Notice.

Item No. 1:

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members, has appointed of Ms. Kiran Mazumdar-Shaw (DIN: 00347229), Non-Executive Chairperson, as an Executive Director (designated as an Executive Chairperson) of the Company with effect from April 1, 2026, on such terms and conditions including remuneration set out in this explanatory statement annexed to the Notice of the postal ballot , including annual increments to be determined by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company.

Ms. Kiran Mazumdar-Shaw has rendered valuable services as Chairperson of the Company. Under her rich experience, competence and dynamic leadership, the Company has emerged as one of the leading Pharmaceutical Company globally. Hence, considering the dedicated & meritorious services and contributions rendered by Ms. Kiran Mazumdar-Shaw and to align her role with the vision of the Company, based on the recommendation of Nomination and Remuneration Committee (NRC) at its meeting held on March 26, 2026 and subject to approval of the Members, the Board of Directors at its meeting held on March 27, 2026, has approved the appointment of Ms. Kiran Mazumdar-Shaw (DIN: 00347229), Non-Executive Chairperson, as an Executive Director (designated as an Executive Chairperson) (a Key Managerial Personnel) of the Company with effect from April 1, 2026, not liable to retire by rotation. The Board has pursuant the recommendation of the NRC and subject to approval of the shareholders, approved the managerial remuneration to Ms. Kiran Mazumdar-Shaw, on the following broad terms and conditions as an Executive Director (designated as an “Executive Chairperson”) vide resolution dated April 29, 2026:

- a. Designation:** Executive Director designated as an Executive Chairperson.
- b. Tenure as Executive Director:** for a period of 5 years commencing from April 01, 2026 to March 31, 2031.
- c. Remuneration:**
 - I. Monthly salary of Rs. 33.33 Lakhs (amounting to Rs. 4.00 Crores on annual basis) which includes Contribution to Provident Fund and Gratuity Fund in accordance with the Act(s) / Scheme(s), as applicable to all the employees of the Company.
 - II. The aggregate salary under above paras shall not exceed Rs. 4.00 Crores per annum, other than variation in reimbursement of expenses.

Annual increments shall be as determined by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company.

- d. Expenses:** The Company to reimburse, on a monthly basis, all reasonable travelling, entertainment and other similar out of pocket expenses necessarily and reasonably incurred by Ms. Kiran Mazumdar-Shaw wholly in performance of her duties and responsibilities.
- e. Other Terms:**
- i. Ms. Kiran Mazumdar-Shaw shall act as an Executive Director of the Company and shall devote such time and attention to the affairs and duties of the Company as she may deem necessary and appropriate in the discharge of her responsibilities as an Executive Director.
 - ii. Subject to the provisions of Companies Act, 2013, the Chairperson will carry out such duties and exercise such powers as would be commensurate with her position as the Chairperson and as may be entrusted to her by the Board of Directors.
 - iii. Subject to the provisions of Companies Act, 2013, the Chairperson shall while she continues to hold office of the Chairperson be subject to retirement by rotation under the provisions of Section 152(6) of the Act. However, the Chairperson re-appointed as a Director of the Company immediately on retirement by rotation, shall continue to hold her office of Chairperson and such appointment as Director shall not be deemed to constitute a break in her appointment / service as Chairperson of the Company.

However, the total managerial remuneration payable to the executive director(s) of the Company taken together in any financial year shall not exceed the limit of 10% of net profits and overall managerial remuneration payable to all Directors shall not exceed the limit of 11% of net profits of the Company as prescribed under Section 197 of the Act read with rules made thereunder or other applicable provisions or any statutory modifications thereof, unless specifically approved by the Members of the Company under Section 197 read with Schedule V to the Act.

Further, in the event of loss or inadequacy of profits in any of the financial years during the tenure of Ms. Kiran Mazumdar-Shaw as Executive Chairperson, the payment of remuneration to Ms. Kiran Mazumdar-Shaw shall be governed under Section 197 of the Companies Act 2013 (“the Act”) read with Part II of Schedule V to the Act as approved by the Members of the Company, from time to time.

Further, Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, stipulates that the fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if (i) the annual remuneration payable to such executive director exceeds rupees 5 (five) crore or 2.5 (two and half) per cent of the net profits of the listed entity, whichever is higher; or (ii) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 (five) per cent of the net profits of the listed entity. The approval of the shareholders under this provision shall be valid only till the expiry of the term of such director. Accordingly, it is proposed to seek approval of the Members for payment of remuneration to Ms. Kiran Mazumdar-Shaw by way of special resolution. Ms. Kiran Mazumdar-Shaw is the Promoter of the Company.

The Company has received requisite consent and declarations from Ms. Kiran Mazumdar-Shaw for her change in role as an Executive Director as required under the Act and rules made thereunder and SEBI Listing Regulations.

Ms. Kiran Mazumdar-Shaw also serves as the Executive Chairperson of Biocon Limited (“Biocon”), a listed holding company, and will also draw a remuneration of Rs. 21 crores from Biocon, excluding reimbursement of expenses and perquisites.

Pursuant to Section V of Part II of Schedule V of the Act, and subject to Sections I to IV thereof, a managerial person may draw remuneration from one or both companies, provided that the total remuneration so drawn does not exceed the higher of the maximum limits permissible from any one of the companies in which such person holds a managerial position. In accordance with the aforesaid provisions, members are requested to note that Biocon has already proposed seeking approval from its members through Postal Ballot Notice dated May 07, 2026 for total remuneration of Rs. 25 crores, excluding reimbursement of expenses and perquisites, payable to Ms. Kiran Mazumdar-Shaw by Biocon and the Company.

Members are further requested to note that the Company has proposed seeking approval from its members for payment of remuneration of Rs. 4 crores, as set out in the resolution under Item No. 1.

Ms. Kiran Mazumdar-Shaw satisfies all the other conditions set out in Part-I of Schedule V to the Act and also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for her change in role. She is not disqualified from being appointed as an Executive Director in terms of Section 164 of the Act. Further, Ms. Kiran Mazumdar-Shaw is not debarred from holding the office of Director pursuant to any Order issued by SEBI or any other authority.

The Board of Directors of the Company recommends the resolution to change in role of Ms. Kiran Mazumdar-Shaw from Non-Executive Chairperson to Executive Chairperson for the period proposed in the resolution is in the best interests of the Company.

In considering the proposed change in the role of Ms. Kiran Mazumdar-Shaw from Non-Executive Chairperson to Executive Chairperson of the Company, the Board and the Nomination & Remuneration Committee duly reviewed her existing professional commitments and board positions.

The Board noted that her external roles are primarily strategic and governance-focused and do not involve day-to-day operational management. It also considered her extensive leadership experience, long association with the Company, and demonstrated ability to manage diverse responsibilities effectively.

Ms. Mazumdar-Shaw has confirmed that she will devote adequate time and attention to the affairs of the Company in her executive role. In view of the Company’s strong management structure and the strategic nature of her proposed responsibilities, the Board is satisfied that her other commitments will not affect the effective discharge of her duties as Executive Chairperson and that the proposed role change is in the best interests of the Company and its stakeholders.

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 190 of the Companies Act, 2013.

Pursuant to Regulation 36(3) of SEBI Listing Regulations and Para 1.2.5 of Secretarial Standard – 2 on General Meetings issued by The Institute of Company Secretaries of India (ICSI), requisite particulars of Ms. Kiran Mazumdar-Shaw including her profile and specific areas of expertise are given in this Postal Ballot Notice as “**Annexure 1**”.

Ms. Kiran Mazumdar-Shaw may be deemed to be concerned or interested in the proposed resolution in so far as it relates to her own remuneration and change in role. Further, Prof. Catherine Rosenberg (sister-in-law), being relative of Ms. Kiran Mazumdar-Shaw may also be deemed to be concerned or interested in the proposed resolution. None of the other Director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution.

Pursuant to Clause (iv) of Section II of Part 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.																
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable																
Financial performance based on given indicators	<p>Performance of the Company in the last three financial years (On standalone basis): (INR in Millions)</p> <table border="1"> <thead> <tr> <th>Key Indicators</th> <th>2025-26</th> <th>2024-25</th> <th>2023-24</th> </tr> </thead> <tbody> <tr> <td>Revenue</td> <td>34,907</td> <td>34,438</td> <td>32,911</td> </tr> <tr> <td>EBIDTA</td> <td>8,815</td> <td>9,881</td> <td>9,668</td> </tr> <tr> <td>PAT</td> <td>3,049</td> <td>4,680</td> <td>4,665</td> </tr> </tbody> </table>	Key Indicators	2025-26	2024-25	2023-24	Revenue	34,907	34,438	32,911	EBIDTA	8,815	9,881	9,668	PAT	3,049	4,680	4,665
Key Indicators	2025-26	2024-25	2023-24														
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EBIDTA	8,815	9,881	9,668														
PAT	3,049	4,680	4,665														
Foreign investments or collaborations, if any	<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, 2026, the aggregate foreign shareholding in the Company was 14.07%.</p> <p>The Company invested around USD 50 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>																

Information about the appointee	
Background details	<p>Ms. Kiran Mazumdar-Shaw is a pioneering biotech entrepreneur, a healthcare visionary, and a passionate philanthropist. As a leading woman in science, she is a role model to millions. She is steadfast in her pursuit of innovative technologies that enable affordable access to healthcare and is committed to making a difference to billions of lives globally. She is a pioneer of India's biotech industry and founder of Biocon, an innovation-led global biotechnology enterprise.</p> <p>Her visionary journey has earned her several coveted titles and awards, both national and international, including India's top civilian awards, Padma Shri (1989) and Padma Bhushan (2005), as well as, the highest French distinction, Knight of the Legion of Honour (2016), Australia's Highest Civilian Honour the Order of Australia (2020), EY World Entrepreneur of the Year (2020). A well-regarded global influencer, she has been named among TIME magazine's '100 Most Influential People in the World'.</p>
Past remuneration	Company has paid Sitting fee & Commission of INR 7.10 million for the Financial Year 2025-26.
Recognition or awards	Please refer to Annexure 1 of this notice
Job profile and her suitability	Please refer to Annexure 1 of this notice
Remuneration proposed	Remuneration is being proposed to be paid as stated in item 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 her, Ms. Kiran Mazumdar-Shaw 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 sizeable profits year on year. The Company has posted a net profit after tax (excluding exceptional gains) of INR 3,049 Million (on standalone basis) and Rs. 3,167 million (on consolidated basis) for the year ended March 31, 2026. 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 focused and committed to undertake measures to improve its productivity and profitability thereby achieving long-term sustained revenue growth.

ANNEXURE – 1: INFORMATION TO SHAREHOLDERS

In pursuance of Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard - 2 on General Meetings issued ICSI

Brief Profile of Ms. Kiran Mazumdar-Shaw



Kiran Mazumdar-Shaw is a first-generation entrepreneur and global business leader with over 4 decades of experience in biotechnology. Fuelled by her passion, she started her biotech journey in 1978 from her garage in India. Today, that journey is changing lives for the better across the globe. She is regarded as an unconventional thinker with many firsts to her credit. Under her aegis, Biocon delivers on the promise of making medicines accessible and affordable to millions of patients worldwide.

Her visionary journey has earned her several coveted titles and awards, both national and international, including India’s top civilian awards, Padma Shri (1989) and Padma Bhushan (2005), as well as, the highest French distinction, Knight of the Legion of Honour (2016), Australia’s Highest Civilian Honour the Order of Australia (2020), EY World Entrepreneur of the Year (2020). A well-regarded global influencer, she has been named among TIME magazine’s ‘100 Most Influential People in the World’.

She serves on the Board of Biocon Limited, Narayana Hrudayalaya Limited and Trent Limited.

Ms. Shaw holds a bachelor’s degree in science (Zoology Hons.) from Bangalore University and has earned a master’s degree in malting and brewing from Ballarat College, Melbourne University. She has been awarded with several honorary degrees from Ballarat (2004), University of Abertay (2007), University of Glasgow (2008), Heriot-Watt University (2008), National University of Ireland (2012) and Trinity College, Dublin (2012) for her pre-eminent contributions in the field of biotechnology.

Other details:

Name of the Director	Ms. Kiran Mazumdar-Shaw
Category	Executive Chairperson
DIN	00347229
Date of Birth & age	March 23, 1953 (73 years)
Date of Appointment	Since Inception, i.e., November 18, 1993 (Proposed to change in role from Non-Executive Chairperson to Executive Chairperson w.e.f. April 01, 2026)
Nature of expertise in Specific Functional Areas	Research / Academia / Innovation, General Management, Global Business Experience, Biopharmaceutical and Biotechnology, Strategy & Science and Technology (including Emerging Technologies)
Qualification	<ul style="list-style-type: none"> • Master's degree in Malting and Brewing from Ballarat College, Melbourne University • Bachelor's degree in science (Zoology Hons.) from Bangalore University
Relationship with other Directors, Manager and KMPs	Professor Catherine Rosenberg, Non-Executive Director of the company is a sister-in-law
Directorship held in other Companies	<ul style="list-style-type: none"> • Biocon Limited • Narayana Hrudayalaya Limited • Trent Limited • Biocon Pharma Limited • Biocon Biosphere Limited • Mazumdar Shaw Medical Foundation • Biocon Academy • Immuneel Therapeutics Private Limited • Science Gallery Bengaluru • CSEP Research Foundation • Innoverse Foundation • Karnataka Technology and Innovation Museum Foundation
Membership of Committee in other Companies, if any	<ul style="list-style-type: none"> • Narayana Hrudayalaya Limited - Nomination and Remuneration Committee (Member) • Biocon Pharma Limited - Corporate Social Responsibility Committee (Chairperson) • Biocon Limited - Risk Management Committee (Member)
Listed entities from which she has resigned in the past three years	United Breweries Limited (August 01, 2024)
Number of meetings of the Board attended during the financial year 2025-26	Out of 10 (Ten) Board meetings held during the financial year 2025-26, Ms. Kiran Mazumdar-Shaw has attended all 10 (ten) meetings.

Name of the Director	Ms. Kiran Mazumdar-Shaw
Terms and conditions of Appointment or Re-appointment	As set out in the resolution at agenda item no. 1 and explanatory statement thereto, forming part of this notice.
Remuneration last drawn [FY 2025-26]	Sitting fee and Commission – Rs. 7.10 million
Remuneration sought to be paid	As set out in the resolution on agenda item no. 1 and explanatory statement thereto, forming part of this Notice
Shareholding in Syngene International Limited as on 31st March, 2026	21,964 equity shares (0.01%)
Shareholding as a beneficial owner	15.68%
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	-





INSTRUCTIONS AND OTHER INFORMATION RELATING TO E-VOTING:

The process and manner for remote e-voting is as under:

- a. In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations read with SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 relating to ‘e-voting Facility Provided by Listed Entities’ (“SEBI e-voting Circular”) the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by KFin, on the resolutions set forth in this Notice. The instructions for remote e-voting are given herein below.
- b. E-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- c. Individual demat account holders would be able to cast their vote without having to register again with the E-voting Service Provider (“ESP”) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.
- d. The process and manner of remote e-voting is explained below:
 - i. Access to Depositories e-voting system in case of individual Members holding shares in demat mode.
 - ii. Access to KFin e-voting system in case of Members holding shares in physical and non-individual Members in demat mode.

I. Access to Depositories e-voting system in case of individual Members holding shares in demat mode.

Type of Member	Login Method
Individual Members holding securities in demat mode with NSDL	<p>1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on the company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2. Existing Internet-based Demat Account Statement (“IDeAS”) facility Users:</p> <ol style="list-style-type: none"> i. Visit the e-services website of NSDL https://eservices.nsdl.com either on a personal computer or on a mobile.

	<ul style="list-style-type: none"> ii. On the e-services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. Thereafter enter the existing user id and password. iii. After successful authentication, Members will be able to see e-voting services under ‘Value Added Services’. Please click on “Access to e-voting” under e-voting services, after which the e-voting page will be displayed. iv. Click on company name i.e. ‘Syngene International Limited’ or ESP i.e. KFin. v. Members will be re-directed to KFin’s website for casting their vote during the remote e-voting period. <p>3. Those not registered under IDeAS:</p> <ul style="list-style-type: none"> i. Visit https://eservices.nSDL.com for registering. ii. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp iii. Visit the e-voting website of NSDL https://www.evoting.nSDL.com. iv. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open. v. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen. vi. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page. vii. Click on company name i.e. Syngene International Limited or ESP name i.e. KFin after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period. viii. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 40px; margin-top: 10px;">   </div>
<p>Individual Members holding securities in</p>	<p>1. Existing user who have opted for Electronic Access to Securities Information (“Easi/ Easiest”) facility:</p>

<p>demat mode with CDSL</p>	<ul style="list-style-type: none"> i. Visit https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com. ii. Click on New System Myeasi. iii. Login to Myeasi option under quick login. iv. Login with the registered user ID and password. v. Members will be able to view the e-voting Menu. vi. The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication. <p>2. User not registered for Easi/ Easiest</p> <ul style="list-style-type: none"> i. Visit https://web.cdslindia.com/myeasitoken/Home/EasiRegistration for registering. ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc. iii. After successful registration, please follow the steps given in point no. 1 above to cast your vote. <p>3. Alternatively, by directly accessing the e-voting website of CDSL</p> <ul style="list-style-type: none"> i. Visit www.cdslindia.com. ii. Provide demat account number and PAN. iii. System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account. iv. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz. 'Syngene International Limited' or select KFin. v. Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication.
<p>Individual Members login through their demat accounts / website of DPs</p>	<ul style="list-style-type: none"> i. Members can also login using the login credentials of their demat account through their DPs registered with the Depositories for e-voting facility. ii. Once logged-in, Members will be able to view e-voting option. iii. Upon clicking on e-voting option, Members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature. iv. Click on options available against 'Syngene International Limited' or 'KFin.' Members will be redirected to e-voting website of KFin to cast their 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 Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 102 0990 and 1800 22 4430
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

II. Access to KFin e-voting system in case of members holding shares in physical and non-individual members in demat mode.

Members whose e-mail IDs are registered with the Company / DPs will receive an e-mail from KFin which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com>.
- ii. Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 9713, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting the 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 of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the “EVEN” i.e., ‘9713’ and click on “Submit.”
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option “ABSTAIN.” If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. In case you do not desire to cast your vote, 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 have voted on the resolution, 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.

General Guidelines for Members:

1. Institutional members (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signatures of the duly authorised signatory(ies) who are authorised to vote on their behalf. The documents should be emailed to einward.ris@kfintech.com with the subject line “Syngene International Limited Postal Ballot 2026”.
2. In case of any query and/ or assistance required, Members may refer to the Help & Frequently Asked Questions (“FAQs”) available at the download section of <https://evoting.kfintech.com> or contact KFin at the email ID evoting@kfintech.com or call KFin’s toll free No.: 1800 309 4001 for any further clarifications/ technical assistance that may be required.