

Notice

Notice is hereby given that the 33rd Annual General Meeting ("AGM") of Syngene International Limited will be held on Wednesday, July 29, 2026, at 3:30 PM IST through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

ITEM NO. 1: ADOPTION OF AUDITED FINANCIAL STATEMENTS

To receive, consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended March 31, 2026

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

"RESOLVED THAT pursuant to Section 137 of the Companies Act, 2013 and Regulation 33 and 41 of the SEBI Listing Regulations, 2015 the audited standalone financial statements of the Company including the Balance Sheet as at March 31, 2026, profit and loss account, the cash flow statement for the year ended on that date, report of Board of Directors and auditors thereon and the audited consolidated financial statements of the Company including auditor's report thereon be and are hereby received, considered and adopted."

ITEM NO. 2: DECLARATION OF DIVIDEND

To declare a final dividend of ₹1.25 per equity share for the Financial Year ended March 31, 2026.

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

"RESOLVED THAT pursuant to Section 123 of the Companies Act, 2013, read with relevant rules, if any framed thereunder, a final dividend at the rate of ₹1.25 per equity share having a face value of ₹ 10 each, as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2026, and that the same be paid to those members whose names appear in the Company's Register of Members and in the Register of Beneficial Owners maintained by the Depositories as on the record date."

ITEM NO. 3: TO CONSIDER AND APPROVE THE APPOINTMENT OF PROFESSOR CATHERINE ROSENBERG (DIN: 06422834) AS DIRECTOR LIABLE TO RETIRE BY ROTATION

To appoint a director in place of Professor Catherine Rosenberg (DIN: 06422834), Non-Executive Director, who retires by rotation and being eligible, offers herself for re-appointment.

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

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, if any, Professor Catherine Rosenberg (DIN: 06422834), who retires by rotation at this Meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation."

ITEM NO. 4

APPOINTMENT OF M/S S. R. BATLIBOI & ASSOCIATES LLP, CHARTERED ACCOUNTANTS AS THE STATUTORY AUDITORS OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, as amended from time to time (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Audit Committee and the Board of Directors, S. R. Batliboi & Associates LLP, Chartered Accountants (ICAI Firm Registration No. 101049W/E300004) be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a term of five consecutive years from the conclusion of the 33rd Annual General Meeting until the conclusion of the 38th Annual General Meeting of the Company, on such remuneration and reimbursement of out-of-pocket expenses as may be mutually agreed upon between the Board of Directors and the Statutory Auditors;

RESOLVED FURTHER THAT the Board of Directors of the Company or any duly constituted Committee thereof be and is hereby authorised to do all such acts, deeds, matters and things, execute all such documents, forms and writings, and take all such steps as may be deemed necessary, proper or expedient in connection with or incidental to giving effect to the foregoing resolution."

SPECIAL BUSINESS:

ITEM NO. 5

TO APPROVE THE PAYMENT OF REMUNERATION TO DIRECTORS IN CASE OF ABSENCE / INADEQUATE PROFITS IN EXCESS OF THE LIMITS PRESCRIBED UNDER THE COMPANIES ACT, 2013

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(6)(e) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary, approval of the Members of the Company be and is hereby accorded for payment of remuneration to the Executive Directors, Non-Executive Directors and/or Independent Directors of the Company, for a period of three financial years commencing from FY 2026–27, notwithstanding that in any financial year during the aforesaid period, the Company may have no profits or its profits may be inadequate.

RESOLVED FURTHER THAT the aggregate managerial remuneration payable by the Company shall not exceed 15% (fifteen percent) of the net profits of the Company computed in accordance with Section 198 of the Act in any financial year where adequate profits are available, with remuneration payable to:

- Executive Directors not exceeding 12% (twelve percent) of the net profits of the Company; and
- Non-Executive Directors, including Independent Directors, not exceeding 3% (three percent) of the net profits of the Company,

subject to the provisions of the Act, Schedule V thereto and the SEBI Listing Regulations.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the aforesaid period, the remuneration payable to the directors of the Company shall be governed by the limits prescribed under Section II of Part II of Schedule V to the Act or such other limits as may be approved by the Members or prescribed by the Central Government or any other statutory authority from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company (including the Nomination and Remuneration Committee or any other Committee authorised by the Board for this purpose) be and is hereby authorised to alter, vary, enhance or revise the remuneration payable to the directors within the aforesaid limits and in accordance with the provisions of the Act, Schedule V and applicable SEBI Listing Regulations.

RESOLVED FURTHER THAT the Board of Directors, Key Managerial Personnel and/or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and to execute all such documents, filings and writings as may be necessary, expedient or desirable in connection with and incidental to giving effect to this Resolution."

ITEM NO. 6:

TO APPROVE THE APPOINTMENT OF MR. SIDDHARTH MITTAL (DIN: 03230757) AS THE MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER OF THE COMPANY AND THE REMUNERATION PAYABLE TO HIM

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. Siddharth Mittal (DIN: 03230757), 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 July 01, 2026, for a period of five years, not liable to retire by rotation, on such terms and conditions including remuneration as mentioned below:

I. Remuneration:

Sl. No	Particulars	Amount (in INR)
1	Fixed Compensation	10,00,00,000
2	Short Term Incentive (STI)	5,00,00,000
3	Long Term Incentive (LTI)	10,00,00,000
Total Compensation		25,00,00,000

Perquisites/ Allowances

- Reimbursement of Mobile and Telephone charges based on actuals.
- Leave/ Holiday Travel allowance and medical reimbursement/ allowance as per Company Policy.
- Use of Company Car with Chauffeur.
- Club membership up to a maximum of 3 (three) clubs.
- Leave eligibility and leave encashment as applicable to all employees of the Company, from time to time.
- Coverage under Global Medical Insurance, Group Life Insurance, travel and Personal Accident Insurance as per Company Schemes, as applicable to all the employees of the Company, from time to time.
- 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.

II. Notice:

The appointment will be for a period of five years from **1st July, 2026** which may be terminated by either party giving to the other, six months' notice in writing. The aggregate remuneration for Mr. Siddharth Mittal payable during the financial year shall not exceed the limits as prescribed by the Companies Act. Perquisite value of stock options exercised, as per Income Tax Act.

III. Expenses:

The Company will reimburse the MD & CEO on a monthly basis, all reasonable travel, entertainment and other similar out of pocket expenses necessarily and reasonably incurred by him wholly in proper performance of his duties and responsibilities.

IV. Claw Back:

If Mr. Siddharth Mittal is found guilty of any form of malpractice or material breach or misconduct, 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.

V. Overall Remuneration:

The aggregate salary and perquisites, as specified above or granted additionally under Company rules, shall not exceed the limits prescribed under Section 197 and other applicable provisions of the Companies Act, 2013, read with Schedule V, as may be in force from time to time, or as approved by the members of the Company, from time to time. Mr. Siddharth Mittal being in full-time employment with the Company, shall not be eligible for any sitting fees for attending Board or Committee meetings.

VI. Minimum Remuneration:

Notwithstanding anything to the contrary herein contained where in any financial year during the tenure of the Managing Director and Chief Executive Officer, the Company has no profits, or its profits are inadequate, the Company will pay remuneration by way of salary including perquisites and allowances as specified under Section II of Part II of Schedule V to the Companies Act, 2013.

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 for payment of managerial remuneration to Mr. Siddharth Mittal (DIN: 03230757), Managing Director & Chief Executive Officer of the Company.

RESOLVED FURTHER THAT in his capacity as Managing Director and Chief Executive Officer, Mr. Siddharth Mittal (DIN: 03230757), 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. Siddharth Mittal (DIN: 03230757), including remuneration, but such remuneration shall not exceed the limits approved by the Members of the Company.

RESOLVED FURTHER THAT the Board of Directors, Key Managerial Personnel and/or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and to execute all such documents, filings and writings as may be necessary, expedient or desirable in connection with and incidental to giving effect to this Resolution."

ITEM NO. 7

TO APPROVE THE APPOINTMENT OF DR. VIJAYA CHANDRU AS AN INDEPENDENT DIRECTOR

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 ("Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Schedule IV to the Act, and Regulation 16(1)(b), Regulation 17(1C), Regulation 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), including any statutory modification(s), amendment(s), re-enactment(s) or substitution(s) thereof for the time being in force, 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, approval of the Members be and is hereby accorded for the appointment of Dr. Vijaya Chandru (DIN: 00914988) as an Independent Director of the Company effective from the date of this Annual General Meeting, not liable to retire by rotation, to hold office until the annual general meeting to be held in 2029 as approved by the Board and disclosed in the

Notice convening the Annual General Meeting, in accordance with the applicable provisions of the Act and the SEBI Listing Regulations.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) and/or any Director or Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things, execute all such documents, forms and writings, and make such filings as may be considered necessary, proper or expedient to give effect to this resolution."

ITEM NO. 8

TO APPROVE THE APPOINTMENT OF DR. ARUN CHANDAVARKAR AS AN INDEPENDENT DIRECTOR

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 ("Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Schedule IV to the Act, and Regulation 16(1)(b), Regulation 17(1C), Regulation 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), including any statutory modification(s), amendment(s), re-enactment(s) or substitution(s) thereof for the time being in force, 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, approval of the Members be and is hereby accorded for the appointment of Dr. Arun Chandavarkar (DIN: 01596180) as an Independent Director of the Company effective from the date of this Annual General Meeting, not liable to retire by rotation, to hold office until the Annual General Meeting to be held in 2029 as approved by the Board and disclosed in the Notice convening the Annual General Meeting, in accordance with the applicable provisions of the Act and the SEBI Listing Regulations.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) and/or any Director or Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things, execute all such documents, forms and writings, and make such filings as may be considered necessary, proper or expedient to give effect to this resolution."

ITEM NO. 9

TO APPROVE AND RECOMMEND THE APPOINTMENT OF MS. VINITA BALI (DIN: 00032940) AS A NON-EXECUTIVE DIRECTOR

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

"RESOLVED THAT pursuant to the provisions of Section 152, Section 161 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), including any statutory modification(s), amendment(s), re-enactment(s) or substitution(s) thereof for the time being in force, and subject to the provisions of the Articles of Association of the Company, Ms. Vinita Bali (DIN: 00032940) who was appointed by the Board of Directors as an Additional Director in the category of Non-Executive, Non-Independent Director, and who holds office up to the date of the ensuing general meeting in terms of Section 161 of the Act, be and is hereby appointed as a Non-Executive Director of the Company with effect from July 22, 2026 till July 21, 2027 liable to retire by rotation, for such period and on such terms as may be set out in the Notice convening the annual general meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) and/or any Director or Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things, execute all such documents, forms and writings, and make such filings as may be necessary, proper or expedient to give effect to this resolution."

**By Order of the Board of Directors
For Syngene International Limited**

**Sd/-
Chethan Yogesh**
Company Secretary & Compliance Officer

Place: Bangalore
Date: May 18, 2026

Registered Office:
Biocon SEZ, Biocon Park, Plot No. 2 & 3,
Bommasandra Industrial Area,
IV Phase, Jigani Link Road,
Bengaluru – 560 099 Karnataka
CIN: L85110KA1993PLC014937
Website: www.syngeneintl.com

NOTES:

1. The Ministry of Corporate Affairs ("MCA") inter-alia vide its General Circular Nos. 14/2020 dated April 8, 2020, 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 (collectively referred to as "MCA Circulars") has permitted the holding of the AGM through VC / OAVM, without the physical presence of the Shareholders at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the 33rd Annual General Meeting of the Company is being held through VC / OAVM hereinafter called as "AGM". Hence, Shareholders can attend and participate in the AGM through VC / OAVM only. The detailed procedure for participating in the meeting through VC/OAVM is annexed herewith and the same will also be available at the website of the Company at www.syngeneintl.com. The deemed venue for the meeting shall be Syngene International Limited, the "Hub", Celebrity Paradise Layout, Doddathoguru, Electronic City Phase I, Electronic City, Karnataka 560100.
2. In accordance with the aforesaid MCA Circulars and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and SEBI/HO/HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 issued by Securities Exchange Board of India (collectively referred to as "SEBI Circulars"), the Notice of the AGM along with the Annual Report for FY 2025-26 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories"
3. The Notice along with Annual Report for FY 2025-26 will be sent through e-mail to those members whose name will appear in the register of members received from the depositories/ Registrars and Share Transfer Agents as on June 26, 2026. In case any Member is desirous of obtaining a hard copy of the Annual Report for the FY 2025-26 of the Company, he/she may send a request to the Company's e-mail address at investor@syngeneintl.com mentioning Folio No./DP ID and Client ID.
4. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the Special business commencing from Item No. 5 to 9 of the Notice, is annexed hereto. Further, the relevant details with respect to said Item Nos. to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment/re-appointment at this AGM are also annexed.
5. Company has appointed KFin Technologies Limited ("KFintech"), Registrars and Share Transfer Agents ("RTA"), to provide VC/OAVM facility for the AGM of the Company.
6. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC / OAVM, physical attendance of Shareholders has been dispensed with. Accordingly, the facility for appointment of proxies by the Shareholders will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
7. The attendance of the members participating in the 33rd AGM through VC/OAVM facility using their login credentials shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. Only bona fide members of the Company whose names appear on the Register of Members, will be permitted to attend the AGM through VC/OAVM. The Company reserves the right to take all necessary steps as may be deemed necessary to restrict non-members from attending the meeting.
9. The facility for joining AGM through VC/OAVM will be available for up to 2,000 Members. Members may join on a first come first serve basis. However, the above restriction shall not be applicable to members holding more than 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel(s), the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Scrutinizers etc. Members can login and join 15 (fifteen) minutes prior to the scheduled time of meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the scheduled time.

10. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of their Board or governing body Resolution/Authorization etc., authorizing their representative to attend the AGM through VC / OAVM on their behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through the registered email address of the Institutional / Corporate Shareholders at email sree@sreedharancs.com with a copy marked to evoting@kfintech.com and investor@syngeneintl.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name Event No." The documents should reach the Scrutinizer on or before 17:00 hours on July 22, 2026. Institutional shareholders, who are members of the Company, are encouraged to attend and vote at the AGM through VC/OAVM facility.
11. In the case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
12. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act will be available for inspection by the Members in electronic mode during the AGM. Members who wish to inspect may send their request through an email at investor@syngeneintl.com up to the date of the 33rd AGM.
13. All documents referred to in the accompanying Notice of the 33rd AGM shall be open for inspection at the Registered Office of the Company/Electronic mode during normal business hours (8:15 am to 5:15 pm) on all working days except Saturdays and Sundays, up to and including the date of the AGM of the Company. Members who wish to inspect may send their request through an email at investor@syngeneintl.com up to the date of 33rd AGM.
14. Shareholders holding shares in Electronic (demat) form are advised to inform the particulars of their bank account, change of postal address and email address to their respective Depository Participants only. The Company or its RTA cannot act on any request received directly from the shareholders holding shares in demat mode for changes in any bank mandates or other particulars.
15. Shareholders holding shares in physical form are advised to inform the particulars of their bank account, change of postal address and email address if any to KFin Technologies Limited (Unit: Syngene International Limited), Plot 31-32, Selenium, Tower B, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 or the Secretarial Department of the Company at the registered office address or the email id : investor@syngeneintl.com.
16. Shareholders holding shares in Electronic (demat) form or in physical mode are requested to quote their DPID & Client ID or Folio details respectively in all correspondences, including dividend matters to KFIN Technologies Limited (Unit: Syngene International Limited), Plot 31-32, Selenium, Tower B, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 or the Secretarial Department of the Company at the registered office address or the email id : investor@syngeneintl.com.
17. Shareholders holding shares in Electronic (demat) form who have not registered their email IDs with the depository participants, are requested to register their email address with their depository participants and those holding shares in physical form, are requested to submit their request with their valid e-mail address to KFinTech at suresh.d@kfintech.com or to the Company at investor@syngeneintl.com for receiving all the communications including annual report, notices, letters etc., in electronic mode from the Company.
18. Dematerialization of Shareholding : As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition and relogged transfers of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated December 2, 2020 had fixed March 31, 2021 as the cut-off date for re-lodgment of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. Subsequently, SEBI vide Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 2, 2025 and Circular dated January 30, 2026 has provided special window(s) for re-lodgement and transfer of physical securities executed prior to April 1, 2019, subject to specified conditions. As per the said circulars, such requests shall be processed only in dematerialized form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or KFinTech for assistance in this regard.
19. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies

to issue securities in dematerialized form only while processing investor service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Subsequently, SEBI vide its circulars dated March 16, 2023, November 17, 2023 and subsequent Master Circulars issued from time to time has prescribed common and simplified norms for processing investor service requests and made it mandatory for holders of physical securities to furnish PAN, KYC details, nomination, bank details and specimen signature for processing such requests. Further, as per the latest SEBI framework, such service requests shall be processed by way of direct credit of securities to the demat account of the investor, subject to fulfillment of prescribed conditions. Accordingly, Members are requested to make service requests by submitting a duly filled and signed ISR-1, ISR-2, ISR-3, Form ISR – 4, and Form ISR– 5, as applicable, the formats of which are available on the Company's website at www.syngeneintl.com and on the website of the Company's Registrar and Transfer Agents, KFin Technologies Limited at <https://ris.kfintech.com>. It may be noted that any service request can be processed only after the folio is KYC Compliant.

20. Members may note that the Notice of the 33rd AGM and Annual Report 2025-26 will also be available on the Company's website www.syngeneintl.com and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFinTech at <https://evoting.kfintech.com/public/Downloads.aspx>.
21. Company has fixed the cut-off date as Wednesday, July 22, 2026 for determining the eligibility of shareholders entitled to vote through remote E-voting and at the AGM. The remote e-voting shall remain open for a period of 5 days commencing from Friday, July 24, 2026 (9:00 hours) to Tuesday, July 28, 2026 (17:00 hours) (both days inclusive). The e-voting module shall be disabled for voting thereafter. Those shareholders, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
22. The Company has appointed Mr. V Sreedharan, Practicing Company Secretary, Partner of M/s V Sreedharan & Associates, Company Secretaries, Bengaluru (FCS 2347; CP 833) and in his absence Mr. Pradeep B Kulkarni,

Practicing Company Secretary, Bengaluru (FCS 7260; CP 7835), Partner of the same firm as Scrutinizer to scrutinize the e-voting process in fair and transparent manner.

23. As per Section 124(5) of the Act, the dividend which remains unpaid or unclaimed for a period of seven years from the date of its transfer to the unpaid dividend account, is liable to be transferred by the Company to the "Investor Education Protection Fund" (IEPF) established by the Central Government under the provisions of Section 125 of the Act. Shareholders are requested to note that as per section 124(6) of the Act, all shares in respect of which Dividend has not been paid or claimed for seven consecutive years or more shall be transferred to the IEPF. Pursuant to IEPF Rules, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on March 31, 2026 on the website of the Company at www.syngeneintl.com and on the website of the Ministry of Corporate Affairs. Shareholders may approach the Nodal Officer i.e. Company Secretary of the Company to claim the unclaimed dividend which is yet to be transferred to IEPF by the Company.
24. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
25. The details of the process and manner for participating in the 33rd AGM through VC/OAVM are explained below:
 - a. Members may attend the AGM through a video conferencing platform provided by KFin Technologies Limited. Members may access the same at <https://emeetings.kfintech.com> and click on the "video conference" and access members login by using the remote e-voting credentials. The link for AGM will be available in members login where the EVEN and the name of the company can be selected.
 - b. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the instructions provided in the "Procedure for Remote e-Voting" mentioned in the notice.
 - c. Please note that participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 - d. **Questions and Queries** : Members who may want

to express their views or ask questions at the AGM may visit <https://emeetings.kfintech.com> and click on the tab "Post Your Queries Here" to write your queries in the window provided, by mentioning their name, demat account number/folio number, email ID and mobile number. The window shall remain active during the remote e-voting period and shall be closed 24 hours before the time fixed for the AGM.

- e. **Speaker Registration:** Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/Folio number, PAN, mobile number at investor@syngeneintl.com from Friday, July 24, 2026 (9:00 hours) to Tuesday, July 28, 2026 (17:00 hours) (both days inclusive). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- f. Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC platform. Members may click on the voting icon ('vote now') on the left side of the screen to cast their votes.

Dividend Related Information

- I. Final dividend for the financial year ended March 31, 2026, as recommended by the Board of Directors, if approved by the members at the AGM, will be paid within 30 days from the date of the shareholders' approval to those members whose name appear on the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on Friday, June 26, 2026.
- II. Members holding shares in electronic form are hereby informed that Bank particulars registered with their respective Depository Participant (DPs), with whom they maintain their demat accounts, will be used by the Company for payment of dividend.
- III. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 (subsequently amended by Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, SEBI/

HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 March 16, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 November 17, 2023) has mandated that with effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature.

- IV. Members holding shares in physical/electronic form are requested to submit their bank account details, if not already registered.
- V. Shareholders holding shares in dematerialized mode are requested to register complete bank account details with DPs and shareholders holding shares in physical mode shall send a duly signed request letter in ISR 1 to KFinTech mentioning the name, folio no, bank details, self-attested PAN card and original cancelled cheque leaf. In case of absence of name of the first Shareholder on the original cancelled cheque or initials on the cheque, a bank attested copy of first page of the Bank Passbook/Statement of Account along with the original cancelled cheque shall be provided.
- VI. In case the Company is unable to pay the dividend to any Shareholder by electronic mode, due to non-availability of the details of the bank account, the Company shall dispatch the dividend warrants/demand drafts to such Shareholder by post.
- VII. Pursuant to the amendments made by the Finance Act 2020, dividend paid by a company on or after April 1, 2020, is taxable in the hands of shareholders and the Company is required to deduct tax at source (TDS) / withholding tax from dividend paid to shareholders at the prescribed rates. The shareholders are requested to update their PAN, address, category, and residential status with KFin Technologies Limited (in case of shares held in physical mode) and with DPs (in case of shares held in demat mode). SEBI has also mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market.
- VIII. A separate email communication was sent to the shareholders on June 23, 2026 informing applicable provisions of the Income-tax Act, 1961 regarding deduction of TDS, rate of TDS the relevant procedure to be adopted by them/and format of documents to be submitted by the shareholders to avail the benefit for availing of lower / nil rate of TDS, wherever applicable.

- IX. The said communication and draft of the exemption forms and other documents/formats are available on the Company's website at <https://www.syngeneintl.com/>. The resident and non-resident shareholders can upload the scanned copies of the requisite applicable documents at <https://ris.kfintech.com/form15/> or email the same to the Company at dividend.tax1@syngeneintl.com on or before July 10, 2026, to enable the Company to determine applicable amount of TDS/withholding tax.

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

In compliance with the provisions of Section 108 of the Companies Act, 2013, read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and as per Regulation 44 of the SEBI Listing Obligations and Disclosure Requirements Regulations, 2015 ("the SEBI Listing Regulations"), the Company is providing e-voting facility through KFin Technologies Limited ('KFinTech') on all resolutions set forth in this AGM Notice, to Members holding shares as on Wednesday, July 22, 2026 being the "cut -off date" fixed for determining the eligible members to participate in the remote e-voting process. The instructions for e-Voting are given below.

As per the SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", and as part of increasing the efficiency of the voting process, e-voting process has been enabled to all individual shareholders holding securities in demat mode to

vote through their demat account maintained with depositories / websites of depositories / depository participants.

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

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

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

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

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

NSDL	CDSL
1. User already registered for IDeAS facility: I. URL: https://eservices.nsdl.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 or e-Voting service provider (i.e. KFinTech) and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period 2. User not registered for IDeAS e-Services I. To register click on link : https://eservices.nsdl.com II. Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. III. Proceed with completing the required fields. IV. Follow steps given in points 1.	1. Existing user who has opted for Easi / Easiest I. URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFinTech e- Voting portal. V. Click on e-Voting service provider name to cast your vote. 2. User not registered for Easi/Easiest I. Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration II. Proceed with completing the required fields. III. Post registration is completed, follow the steps given in point 1.

NSDL	CDSL
3. Alternatively by directly accessing the e-Voting website of NSDL: I. Open URL: https://www.evoting.nsdl.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.	3. Alternatively, by directly accessing the e-Voting website of CDSL: 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. 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. V. Click on company name and you will be redirected to KFintech e-voting website for casting your vote during the remote e-voting period

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

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

Important note:

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

Members facing any technical issue - NSDL	Members facing any technical issue - CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22-23058542-43.

Step 2 : Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- A. Members whose email IDs are registered with the Company/ Depository Participant(s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
 - i. Launch internet browser by typing the URL: <https://evoting.kfintech.com>.
 - ii. Enter the login credentials (i.e. User ID and password). In the case of physical folio, User ID will be EVEN (E-Voting Event Number) 9826 followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e- voting, you can use your existing User ID and password for casting the vote.
 - 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, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password

in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the EVEN for the Company 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 folio/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. Voting has to be done for each item on the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- 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 or else "CANCEL" to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

B. Members whose email IDs are not registered with the Company/Depository Participants(s)], will have to follow the following process:

- i. Members who have not registered their email address and in consequence the AGM Notice cannot be serviced, may write to einward.ris@kfintech.com along with scanned signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for receiving the AGM Notice and the e-voting instructions.

- ii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

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 KFintech, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at einward.ris@kfintech.com or evoting@kfintech.com or phone no. 040 – 6716 2222 or call toll free No. 1800-309-4001 for any further clarifications.
- b. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- c. The voting rights of members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date i.e. on Day, Month Date, Year.
- d. Any Member who has forgotten the User ID and Password, may obtain / generate / retrieve the same from KFintech in the manner as mentioned below:
- i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: **MYEPWD** <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399

Example for NSDL:

MYEPWD <SPACE> IN12345612345678

Example for CDSL:

MYEPWD <SPACE> 1402345612345678

Example for Physical:

MYEPWD <SPACE> XXXX1234567890

- ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- iii. Members may call KFintech toll free number 1800-309-4001 for any assistance.
- iv. Member may send an e-mail request to evoting@kfintech.com

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

Item No. 5

TO APPROVE THE PAYMENT OF REMUNERATION TO DIRECTORS IN CASE OF ABSENCE / INADEQUATE PROFITS.

The Members of the Company had previously approved payment of managerial remuneration within the limits prescribed under Section 197 of the Companies Act, 2013 ("Act"), including remuneration payable to the Executive Directors and Non-Executive Directors of the Company.

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee ("NRC"), at its meeting held on May 18, 2026 approved and recommended for approval of the Members, enhancement of the overall limits of managerial remuneration payable by the Company for a period of 3 (three) financial years commencing from Financial Year 2026–27 and ending with Financial Year 2028–29.

The Board approved enhancement of:

- i. the overall managerial remuneration payable to all Directors from 11% to 15% of the net profits of the Company computed in accordance with Section 198 of the Act;
- ii. the remuneration payable to Executive Directors from 10% to 12% of the net profits of the Company; and
- (iii) the remuneration payable to Non-Executive Directors, including Independent Directors, from 1% to 3% of the net profits of the Company.

Given the evolving challenges and opportunities within India's Contract Development and Manufacturing Organization ("CDMO") sector — particularly those arising from geopolitical developments, evolving global supply chain dynamics, regulatory developments including the Biosecure Act, increasing customer expectations and global cost pressures the Company's strategic and governance framework requires continuous recalibration and enhanced Board oversight.

The Non-Executive Directors and Independent Directors of the Company are highly experienced professionals possessing deep and diverse expertise across key functional areas including business strategy, scientific and operational oversight, corporate governance, finance and taxation, information technology and cybersecurity, regulatory compliance, enterprise risk management and allied domains. The Board benefits significantly from their strategic guidance,

independent judgment and governance oversight in navigating the increasingly complex and rapidly evolving global business environment.

In view of the current CDMO industry landscape and the Company's long-term strategic priorities, the roles, responsibilities and time commitment of the Non-Executive Directors and Independent Directors have increased considerably. Their continued engagement in Board and Committee deliberations, strategic oversight, stakeholder governance and risk supervision has become increasingly critical for sustaining the Company's growth trajectory and governance standards.

Further, the Executive Directors continue to play a pivotal role in driving the Company's growth strategy, operational excellence, global customer partnerships, scientific innovation and long-term value creation in a highly competitive and specialized industry environment.

As the responsibilities and expectations from the Board continue to expand, and in order to appropriately recognise the contribution of the Directors and attract and retain professionals of high calibre on the Board of the Company, the NRC and the Board, at their respective meetings held on May 18, 2026 approved and recommended, subject to approval of the Members, payment of remuneration to the Executive Directors beyond 10% and payment of remuneration to Non-Executive Directors (including Independent Directors), in aggregate, exceeding 1% but not exceeding 3% of the net profits of the Company in any financial year, computed in accordance with the provisions of Section 198 of the Act, for a period of 3 (three) financial years commencing from Financial Year 2026–27 and ending with Financial Year 2028–29, subject to the overall managerial remuneration limit of 15% of the net profits of the Company.

The Company continues to make significant investments towards expanding research infrastructure, digital transformation initiatives and long-term strategic growth opportunities. Such investments, together with changing market dynamics, evolving customer requirements, foreign exchange fluctuations, increased operating costs and other business considerations, may impact the profitability of the Company in certain financial years.

Further, accounting impact arising from depreciation, amortisation, investments in new capabilities, expansion projects and other strategic business initiatives may result in

inadequacy of profits under Section 198 of the Act, despite healthy operational performance and cash flows of the Company.

In such circumstances, the remuneration payable to Directors may exceed:

- i. the limit of 3% of the net profits of the Company, being the maximum remuneration payable to Non-Executive Directors including Independent Directors;
- ii. the limit of 12% of the net profits of the Company, being the maximum remuneration payable to all Executive Directors collectively; and
- iii. the overall limit of 15% of the net profits of the Company payable to all Directors, as prescribed under Section 197 of the Act.

Accordingly, as an abundant caution and in order to ensure continuity in payment of remuneration to the Directors in accordance with the terms already approved by the Members and/or the Board of Directors of the Company from time to time, approval of the Members is being sought for:

- a) enhancement of the overall managerial remuneration limits from 11% to 15% of net profits; and
- (b) payment of remuneration to the Directors (including Executive Directors, Non-Executive Directors and Independent Directors) in the event of absence or inadequacy of profits, for a period of 3 (three) financial years commencing from Financial Year 2026–27 and ending with Financial Year 2028–29.

Further, pursuant to Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), fees or compensation payable to Executive Directors who are promoters or members of the promoter group beyond the prescribed thresholds require approval of shareholders by way of a Special Resolution.

The proposed Special Resolution shall also be deemed to be approval under Regulation 17(6)(e) of the SEBI Listing Regulations, wherever applicable.

Further, Section II of Part II of Schedule V to the Act requires disclosure of certain information in the explanatory statement to the Notice convening the general meeting for payment of remuneration in case of inadequacy or absence of profits. The relevant disclosures are provided as a part of this Notice.

The proposed resolution is intended to enable payment of remuneration in the event of inadequacy or absence of profits. Except for annual increments, performance-linked incentives and revisions as may be approved from time to time in accordance with applicable laws and approved remuneration policies of the Company, there is no proposal for any material change in the existing remuneration structure of the Directors.

The Board of Directors of the Company, based on the recommendation of the NRC, at its meeting held on May 18, 2026 approved and recommended payment of remuneration to the Directors during the aforesaid period, on the same terms and conditions as approved by the Members and/or the Board from time to time, by treating the same as minimum remuneration in the event of inadequacy or absence of profits. It is hereby confirmed that the Company has not committed any default in repayment of any of its debts or interest payable thereon to any bank, public financial institution, non-convertible debenture holders or any other secured creditor.

Accordingly, the Board recommends the Special Resolution for approval of the Members.

All the Directors of the Company and their relatives may be deemed to be concerned or interested in the proposed Resolution to the extent of remuneration that may be payable to them.

Except as stated above, none of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

Item No. 6

TO APPOINT SIDDHARTH MITTAL AS THE MANAGING DIRECTOR & CHIEF EXECUTIVE OFFICER OF THE COMPANY AND THE REMUNERATION PAYABLE

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members, has approved the appointment of Siddharth Mittal as the Managing Director & Chief Executive Officer of the Company with effect from July 01, 2026, for the proposed term and on the terms and conditions set out below.

In view of the extensive experience, proven leadership, deep domain expertise, strategic vision, and significant contributions made by Siddharth Mittal towards the growth and operations of the Company, the Nomination and Remuneration Committee, at its meeting held on March 26, 2026, recommended his appointment to the Board. Pursuant to such recommendation, the Board of Directors, at its meeting held on March 27, 2026, approved, subject to the approval of the Members, the

appointment of Siddharth Mittal as the Managing Director & Chief Executive Officer of the Company for a term of five (5) years commencing from July 1, 2026. During the said term, he shall not be liable to retire by rotation.

a. Designation:

Managing Director & Chief Executive Officer.

b. Tenure:

For a period of 5 years effective from July 01, 2026.

c. Remuneration:

Sl. No	Particulars	Amount (in INR)
1	Fixed Compensation	10,00,00,000
2	Short Term Incentive (STI)	5,00,00,000
3	Long Term Incentive (LTI)	10,00,00,000
Total Compensation		25,00,00,000

Perquisites/ Allowances

- Reimbursement of Mobile and Telephone charges based on actuals.
- Leave/ Holiday Travel allowance and medical reimbursement/ allowance as per Company Policy.
- Use of Company Car with Chauffeur.
- Club membership up to a maximum of 3 (three) clubs.
- Leave eligibility and leave encashment as applicable to all employees of the Company, from time to time.
- Coverage under Global Medical Insurance, Group Life Insurance, travel and Personal Accident Insurance as per Company Schemes, as applicable to all the employees of the Company, from time to time.
- 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.

ii. Notice:

The appointment will be for a period of five years from 1st July 2026 which may be terminated by either party giving to the other, six months' notice in writing. The

aggregate remuneration for Mr. Siddharth Mittal payable during the financial year shall not exceed the limits as prescribed by the Companies Act. Perquisite value of stock options exercised, as per Income Tax Act.

iii. Expenses:

The Company will reimburse the MD & CEO on a monthly basis, all reasonable travel, entertainment and other similar out of pocket expenses necessarily and reasonably incurred by him wholly in proper performance of his duties and responsibilities.

iv. Claw Back:

If Mr. Siddharth Mittal is found guilty of any form of malpractice or material breach or misconduct, 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.

v. Overall Remuneration:

The aggregate salary and perquisites, as specified above or granted additionally under Company rules, shall not exceed the limits prescribed under Section 197 and other applicable provisions of the Companies Act, 2013, read with Schedule V, as may be in force from time to time, or as approved by the members of the Company, from time to time. Mr. Siddharth Mittal being in full-time employment with the Company, shall not be eligible for any sitting fees for attending Board or Committee meetings.

vi. Minimum Remuneration:

Notwithstanding anything to the contrary herein contained where in any financial year during the tenure of the Managing Director and Chief Executive Officer, the Company has no profits, or its profits are inadequate, the Company will pay remuneration by way of salary including perquisites and allowances as specified under Section II of Part II of Schedule V to the Companies Act, 2013.

As per Section 197 and other applicable provisions of the Companies Act, 2013, the remuneration payable to the Managing Director shall be subject to the limits prescribed under the Act. Where required, approval of the Members is being sought by way of Special Resolution for payment of remuneration in excess of the individual limits, subject always to the overall limits on managerial remuneration prescribed under applicable law. This approval has been explicitly sought

under Agenda Item no. 5 of this notice calling the Annual General Meeting.

In the event of loss or inadequacy of profits in any financial year during the tenure of office, remuneration shall be paid in accordance with Section 197 read with Schedule V to the Companies Act, 2013 and other applicable provisions, subject to such approvals as may be required.

The Company has received all requisite consents, declarations and confirmations from Siddharth Mittal as required under the Companies Act, 2013 and the rules made thereunder.

In the opinion of the Board, Siddharth Mittal fulfils the conditions specified under Sections 196, 197, Schedule V and other applicable provisions of the Companies Act, 2013 for appointment as Managing Director & Chief Executive Officer and is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. Further, he

is not debarred from holding the office of Director by virtue of any order passed by SEBI or any other authority.

This Explanatory Statement together with the accompanying resolution may also be regarded as a disclosure under Section 190 of the Companies Act, 2013.

The Board recommends the resolution set out in the accompanying Notice for approval of the Members as a Special Resolution.

Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard – 2 on General Meetings, the requisite particulars of Siddharth Mittal, including profile and specific areas of expertise, are provided in the annexure to the Notice.

Except Siddharth Mittal and his relatives, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the 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.			
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	Performance of the Company in the last three financial years (On standalone basis): (INR in Millions)			
	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
Foreign investments or collaborations, if any	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%.			
	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.			

General Information	
Information about the appointee	
Background details	Prior to this appointment, Mr. Siddharth Mittal served as Managing Director and CEO of Biocon Limited. He joined the Company in May 2013 and served as President & Chief Financial Officer until November 2019. He brings over two decades of experience in strategic finance, M&A, and general management. During his tenure, he contributed to the growth of the biosimilars business and its transition into Biocon Biologics in 2019. Under Siddharth's leadership, Biocon moved decisively into complex peptides and GLP-1 therapies, stepping into one of the most strategically significant segments in modern pharma. He also led the Company's entry into the Generic Formulations segment, building a portfolio of over 20 products across global markets.
Past remuneration	Nil. Appointment effective July 01, 2026
Recognition or awards	Mr. Siddharth Mittal 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.
Job profile and his suitability	Please refer to Annexure 1 of this notice
Remuneration proposed	Remuneration is being proposed to be paid as stated in item No 6.
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. Siddharth Mittal 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 ₹ 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.

Item No. 7

TO APPROVE THE APPOINTMENT OF DR. VIJAYA CHANDRU (DIN: 00914988) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, has proposed the appointment of Dr. Vijaya Chandru (DIN: 00914988) as an Independent Director of the Company with effect from the date of this ensuing AGM i.e., July 29, 2026. The Nomination and Remuneration Committee, after evaluation of the balance of skills, knowledge, experience and diversity on the Board, recommended to the Board the appointment of the proposed appointee, considering the role, capabilities and competencies identified for the Board, to hold office for such term as may be approved by the Members, subject to the approval of the shareholders.

It is proposed that Dr. Vijaya Chandru (DIN: 00914988) be appointed as an Independent Director, not liable to retire by rotation. The Company has also received a notice in writing from a Member under Section 160(1) of the Companies Act, 2013 ("Act") proposing the candidature of Dr. Vijaya Chandru (DIN: 00914988) for the office of Director.

Dr. Vijaya Chandru (DIN: 00914988) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given consent to act as a Director. The Company has received a declaration from Dr. Vijaya Chandru (DIN: 00914988) confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). The Company has also received confirmation that the proposed appointee is not debarred from holding the office of Director pursuant to any order issued by the Securities and Exchange Board of India or any other regulatory authority.

In the opinion of the Board, Dr. Vijaya Chandru (DIN: 00914988) fulfils the conditions for appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and is independent of the management.

The resolution seeks the approval of the shareholders in terms of Sections 149, 150, 152, 161 and other applicable provisions of the Act, read with Schedule IV to the Act, the rules made thereunder and the SEBI Listing Regulations, for appointment of Dr. Vijaya Chandru (DIN: 00914988) as an Independent Director of the Company effective from the date of this ensuing AGM i.e., July 29, 2026 till the Annual General Meeting to be held in the year 2029.

The profile and specific areas of expertise are provided in the annexure to the Notice. Except Dr. Vijaya Chandru and his/her relatives, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is, 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 the Independent Director is available on the website of the Company and shall also be available for inspection by the Members in physical or electronic form during normal business hours on all working days up to the date of the general meeting.

Item No. 8

TO APPROVE THE APPOINTMENT OF DR. ARUN CHANDAVARKAR (DIN: 01596180) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, has proposed the appointment of Dr. Arun Chandavarkar (DIN: 01596180) as an Independent Director of the Company with effect from this ensuing Annual General Meeting. The Nomination and Remuneration Committee, after evaluation of the balance of skills, knowledge, experience and diversity on the Board, recommended to the Board the appointment of the proposed appointee, considering the role, capabilities and competencies identified for the Board, to hold office for such term as may be approved by the Members, subject to the approval of the shareholders.

It is proposed that Dr. Arun Chandavarkar (DIN: 01596180) be appointed as an Independent Director, not liable to retire by rotation. The Company has also received a notice in writing from a Member under Section 160(1) of the Companies Act, 2013 ("Act") proposing the candidature of Dr. Arun Chandavarkar (DIN: 01596180) for the office of Director.

Dr. Arun Chandavarkar (DIN: 01596180) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given consent to act as a Director. The Company has received a declaration from confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). The Company has also received confirmation that the proposed appointee is not debarred from holding the office of Director pursuant to any order issued by the Securities and Exchange Board of India or any other regulatory authority.

In the opinion of the Board, Dr. Arun Chandavarkar fulfils the conditions for appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and is independent of the management.

The resolution seeks the approval of the shareholders in terms of Sections 149, 150, 152, 161 and other applicable provisions of the Act, read with Schedule IV to the Act, the rules made thereunder and the SEBI Listing Regulations, for appointment of Dr. Arun Chandavarkar as an Independent Director of the Company effective from the date of this ensuing AGM i.e., July 29, 2026 till the Annual General Meeting to be held in the year 2029.

The profile and specific areas of expertise are provided in the annexure to the Notice.

Except Dr. Arun Chandavarkar and his/her relatives, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is, 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 the Independent Director is available on the website of the Company and shall also be available for inspection by the Members in physical or electronic form during normal business hours on all working days up to the date of the general meeting.

Item No. 9

TO APPROVE AND RECOMMEND THE APPOINTMENT OF MS. VINITA BALI (DIN: 00032940) AS A NON-EXECUTIVE DIRECTOR

Given the recent changes in senior leadership and to provide continuity and support to the new senior leadership team and in recognition of Ms. Bali's knowledge, business perspective, various contributions over the years and vast experience as a Board member of Syngene, the Nomination & Remuneration Committee (NRC) had recommended to the Board, to extend

Ms. Bali's tenure as a Non-executive Director for a further period of one year from July 22, 2026 till July 21, 2027, and to progress the same for shareholder's approval.

The resolution recommending her appointment as an Additional Director (Non-Executive, Non – Independent) is provided below.

The Company shall continue to remain in compliance with the applicable requirements relating to Board composition under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), notwithstanding this extension in Ms. Bali's directorship as Non-Executive Director.

Ms. Vinita Bali has submitted the requisite consent to act as Director and disclosures as required under the Companies Act, 2013 ("Act") and the SEBI Listing Regulations. The proposed appointee is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The proposed appointee shall be liable to retire by rotation in accordance with the provisions of the Act and the Articles of Association of the Company.

Pursuant to Regulation 17(1C) of the SEBI Listing Regulations, approval of shareholders for appointment of a person on the Board of Directors is required to be obtained at the next general meeting or within three months from the date of appointment, whichever is earlier. Accordingly, approval of the Members is being sought at this General Meeting.

The profile and specific areas of expertise of Ms. Vinita Bali are provided in the annexure to the Notice. The Board recommends the Ordinary Resolution set out in the accompanying Notice for approval of the Members.

Except Ms. Vinita Bali and her relatives, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolution. Ms. Vinita Bali is not related to any other Director or Key Managerial Personnel of the Company.

ADDITIONAL INFORMATION ON DIRECTOR(S) SEEKING APPOINTMENT / RE-APPOINTMENT AT THE 33rd AGM

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

Name of the Director	Catherine Rosenberg	Siddharth Mittal	Vijaya Chandru	Arun Chandavarkar	Vinita Bali
Brief Profile	Professor Rosenberg is the Canada Research Chair in the Future Internet, the Cisco Research Chair in 5G Systems and a professor in electrical and computer engineering at the University of Waterloo, Canada. She is a Fellow of the Institute of Electrical and Electronics Engineers and of the Canadian Academy of Engineering. At Syngene, she is Chairperson of the Corporate Social Responsibility Committee, and a member of the Nomination & Remuneration Committee, the Stakeholders Relationship & ESG Committee and the Science & Technology Committee.	Prior to this appointment, Mr. Siddharth Mittal served as Managing Director and CEO of Biocon Limited. He joined the Company in May 2013 and served as President & Chief Financial Officer until November 2019. He brings over two decades of experience in strategic finance, M&A, and general management. During his tenure, he contributed to the growth of the biosimilars business and its transition into Biocon Biologics in 2019. Under Siddharth's leadership, Biocon moved decisively into complex peptides and GLP-1 therapies, stepping into one of the most strategically significant segments in modern pharma. He also led the Company's entry into the Generic Formulations segment, building a portfolio of over 20 products across global markets.	Vijaya Chandru is an academic-entrepreneur who has led deep-tech innovation in India for over 25 years. With a PhD in Operations Research from MIT, his work spans AI, optimization, and computational biology. He co-founded companies in computing, algorithmic trading, genomics, and CRISPR-based biotech. A professor at IISc, Purdue, NCBS, and Harvard, he is recognized globally for contributions to computer science and life sciences. Honored by AAAS and the World Economic Forum, he also leads major public health initiatives, including a mission to eliminate rare disease neglect by 2030.	Arun Chandavarkar retired as CEO & Joint Managing Director of Biocon Limited on 30 November 2019 after 29 years. Biocon, founded by Kiran Mazumdar-Shaw, is a leading Asian biopharma company focused on innovative, affordable treatments for chronic diseases like diabetes, cancer, and autoimmune conditions. Over three decades, Chandavarkar helped transform Biocon from an enzymes firm into a global biopharma player, contributing to its 2004 IPO, major biologics partnerships, R&D and infrastructure expansion, divestment of the enzymes business, and organizational restructuring. He holds a B.Tech from Indian Institute of Technology Bombay and a Ph.D. from Massachusetts Institute of Technology. He has served as Chairperson of the Biotechnology Committee at Confederation of Indian Industry and currently sits on the boards of Biocon Biologics and Mynvax.	Ms Bali is a global business leader with extensive experience in leading and transforming large companies both in India and overseas. She served as Chief Executive Officer & MD of Britannia Industries Ltd., from 2005 to 2014. Prior to that, she worked for The Coca-Cola Company and Cadbury Schweppes Plc in a variety of Marketing, General Management and Chief Executive roles in the UK, Nigeria, South Africa, USA and Chile. At present, she is a Non-Executive Director on the global boards of SATS Ltd and Cognizant Technology Solutions, and in India, she serves on the board of Bajaj Auto Limited. At Syngene, she is a member of the Nomination & Remuneration Committee, Audit Committee and the Corporate Social Responsibility Committee.
Category	Non-Executive Director	Managing Director & CEO	Independent Director	Independent Director	Non-Executive Director

Name of the Director	Catherine Rosenberg	Siddharth Mittal	Vijaya Chandru	Arun Chandavarkar	Vinita Bali
DIN	06422834	03230757	00914988	01596180	00032940
Date of Birth	23/05/1961	25/06/1978	07/06/1953	11/11/1961	11/11/1955
Date of Appointment	08/08/2000	July 01, 2026	July 29, 2026	July 29, 2026	July 22, 2026
Tenure of Appointment/ Re-appointment	NA	5 years from July 01, 2026	3 years from July 29, 2026	3 years from July 29, 2026	July 22, 2026 till July 21, 2027
Nature of expertise in Specific Functional Areas	Refer Corporate Governance report page 104	Strategic finance, M&A, and general management.	AI, optimization, and computational biology	Biopharmaceutical, general management	Refer Corporate Governance report page 104
Disclosure of relationship with Directors inter-se	Related to Kiran Mazumdar-Shaw	NA	NA	NA	NA
Directorship held in other Listed Companies	None	None	None	None	Bajaj Auto Limited
Membership of Committee in other Companies, if any	None	None	None	None	Bajaj Auto Limited - Audit Committee - Corporate Social Responsibility Committee
Shareholding as on 31 st March, 2026	8,806 (jointly held with Ravi Mazumdar)	-	-	-	-
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Refer Corporate Governance report page 104	Refer Corporate Governance report page 104	Refer Corporate Governance report page 104	Refer Corporate Governance report page 104	Refer Corporate Governance report page 104