



Ref: Syn/CS/SE/AGM/2024-25/Jul/01

Syngene International Limited

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

T +91 80 6891 8000

F +91 80 6891 8808

CIN: L85110KA1993PLC014937

www.syngeneintl.com

July 02, 2024

To, The Manager, BSE Limited Corporate Relationship Department Dalal Street, Mumbai – 400 001 Scrip Code: 539268	To, The Manager, National Stock Exchange of India Limited Corporate Communication Department Bandra (EAST), Mumbai – 400 051 Scrip Symbol: SYNGENE
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Dear Sir/Madam,

Subject: Notice of 31st Annual General Meeting (“AGM”)

We wish to inform you that the 31st AGM of the Company will be held on Wednesday, July 24, 2024 at 3:30 pm (IST) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”). In this regard, please find enclosed the Notice of the 31st AGM of the Company, which is being circulated to the shareholders through electronic mode. The Notice is also available on the Company’s website at <https://www.syngeneintl.com/investors/share-holder-services/>

Request you to kindly take this intimation on record.

Thanking You,

Yours faithfully,

For **SYNGENE INTERNATIONAL LIMITED**

Priyadarshini Mahapatra
Head Legal, Company Secretary & Compliance Officer

Enclosed: Notice of the 31st AGM

Notice

Notice is hereby given that the 31st Annual General Meeting (“AGM”) of Syngene International Limited (“the Company”) will be held on Wednesday, July 24, 2024 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

- a) To consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, and the reports of the Board of Directors and Auditors thereon.

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

“**RESOLVED THAT** the Audited Standalone Financial Statements of the Company together with the Reports of Board of Directors and Auditors thereon for the financial year ended March 31, 2024, as circulated to the Members, be and are hereby considered and adopted.”

- b) To consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, and the report of the Auditors thereon.

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

“**RESOLVED THAT** the Audited Consolidated Financial Statements of the Company together with the Report of the Auditors thereon for the financial year ended March 31, 2024, as circulated to the Members, be and are hereby considered and adopted.”

Item No. 2: Declaration of Dividend

To declare a final dividend of Rs. 1.25 per equity share for the financial year ended March 31, 2024.

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

“**RESOLVED THAT** a final dividend at the rate of Rs. 1.25 per equity share having a face value of Rs. 10 each, as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2024, 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 approve the appointment of Ms. Kiran Mazumdar Shaw (DIN: 00347229) as director liable to retire by rotation.

To appoint a director in place of Ms. Kiran Mazumdar Shaw (DIN: 00347229), 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, Ms. Kiran Mazumdar Shaw (DIN: 00347229), who retires by rotation at this Meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation.”

Special Business:

Item No. 4: To approve the re-appointment of Dr. Kush Parmar (DIN: 09212020) as an Independent Director of the Company.

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

RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder and Regulation 16(1)(b), Regulation 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee, and that of the Board of Directors, Dr Kush Parmar (DIN: 09212020), who holds office as an Independent Director up to the conclusion of this Annual General Meeting, be and is hereby reappointed as an Independent Director, not liable to retire by rotation, for a second term of five years commencing from the date of this Annual General Meeting of the Company.

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, and things which may be necessary for the re-appointment of Dr Kush Parmar (DIN:09212020) as an Independent Director on the Board of the Company.”

Item No. 5: To approve the appointment of Ms. Manja Boerman (DIN: 10655368) as an Independent Director of the Company.

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

“**RESOLVED THAT** pursuant to sections 149, 150, 152, 160, 161 Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the relevant Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 16(1) (b), Regulation 25 and other applicable provisions the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company, and based on approval and recommendation of the Nomination and Remuneration Committee, and that of the Board of Directors, Ms. Manja Boerman (DIN: 10655368) who was appointed by the Board of Directors as an Additional Director in the capacity of an Independent Director of the Company with effect from allotment of Director Identification Number i.e., June 04 2024 to hold office up to the conclusion of this Annual General Meeting of the Company being eligible, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a first term commencing from June 04, 2024 till the conclusion of the Annual General Meeting of the Company proposed to be held in 2027;

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things which may be necessary for appointment of Ms. Manja Boerman (DIN: 10655368) as an Independent Director on the Board of the Company.”

By Order of the Board of Directors
For Syngene International Limited

Place: Bangalore
Date: June 08, 2024

Priyadarshini Mahapatra
Head Legal & Company Secretary
(FCS: 8786)

Registered Office:

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

Notes:

1. The Ministry of Corporate Affairs ("MCA") inter-alia vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos.20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 09/2023 dated September 09, 2023 (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 31st 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 Registered Office: Biocon SEZ, Biocon Park, Plot No. 2 & 3, Bommasandra Industrial Area, IV Phase, Jigani Link Road, Bengaluru – 560 099, Karnataka, India.
2. In accordance with the aforesaid MCA Circulars and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 7, 2023 issued by Securities Exchange Board of India (collectively referred to as "SEBI Circulars"), the Notice of the AGM along with the Annual Report for FY24 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 the Annual Report for FY24 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 Agent as on June 21, 2024. In case any Member is desirous of obtaining a hard copy of the Annual Report for the FY24 of the Company, he/she may send a request to the Company's e-mail address at investor@syngeneintl.com mentioning Folio No./DP ID and Client ID.
4. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the Special business under Item Nos. 4 and 5 of the Notice, is annexed hereto. Further, the relevant details with respect to said Item Nos. to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this AGM are also annexed.
5. Company has appointed KFin Technologies Limited ("Kfintech"), Registrars and Share Transfer Agent ("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 31st 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 ("the Act").
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 its right to take all necessary steps as may be deemed necessary to restrict non-members from attending the meeting.
9. The facility for joining AGM through VC/OVAM will be available for up to 2,000 Members. Members may join on first come first served 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), 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 23, 2024. Institutional shareholders, who are members of the Company, are encouraged to attend and vote at the AGM through VC/OAVM facility.
11. In 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 31st AGM.
13. All documents referred to in the accompanying Notice of the 31st 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 (i.e. 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 31st 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 to KFin Technologies Limited (Unit: Syngene International Limited), Plot 31-32, Selenium, Tower B, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 or the Secretarial Department of the Company at the registered office address.
16. Shareholders holding shares in electronic (demat) form or in physical mode are requested to quote their DPID & Client ID or folio details respectively in all correspondences, including dividend matters to KFIN Technologies Limited (Unit: Syngene International Limited), Plot 31-32, Selenium, Tower B, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 or the Secretarial Department of the Company.
17. Shareholders holding shares in electronic (demat) form who have not registered their email IDs with the depository participants, are requested to register their email address with their depository

participants and those holding shares in physical form, are requested to submit their request with their valid e-mail address to 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 redoged 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-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Kfintech for assistance in this regard.
19. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; subdivision/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4/ Form ISR– 5, the format of which is available on the Company’s website at www.syngeneintl.com and on the website of the Company’s RTA 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 31st AGM and Annual Report for FY24 will also be available on the Company’s website www.syngeneintl.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of Kfintech at <https://evoting.kfintech.com/public/Downloads.aspx>.
21. Company has fixed the cut-off date as Wednesday, July 17, 2024 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 19, 2024 (9:00 hours) to Tuesday, July 23, 2024 (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, 2023 on the website of the Company at www.syngeneintl.com and also on the website of the MCA. Shareholders may approach the Nodal Officer i.e. Company Secretary of the Company for claiming 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 31st AGM through VC/OAVM are explained below:
 - a. Members may attend the AGM through video conferencing platform provided by Kfintech. 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 the 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 19, 2024 (9:00 hours) to Tuesday, July 23, 2024 (17:00 hours). Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
 - f. Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC platform. Members may click on the voting icon (‘vote now’) on the left side of the screen to cast their votes.

Dividend related information

- I. Final dividend for the financial year ended March 31, 2024, as recommended by the Board of Directors, if approved by the members at the AGM, will be paid on or before Monday, August 05, 2024 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 28, 2024.
- 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. Shareholders 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, 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 the 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 Kfintech (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 Monday, June 24, 2024, 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 Friday, July 12, 2024 so as 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 17, 2024, 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 herein below.

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

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

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

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

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

Login Method for individual shareholders holding shares of the Company in demat mode through National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"):

NSDL	CDSL
<p>1. Existing user who have registered for IDeAS e-Services</p> <p>I. URL: https://eservices.nsdl.com</p> <p>II. Click on the "Beneficial Owner" icon under 'IDeAS' section.</p> <p>III. On the new page, enter User ID and password. Post successful authentication, click on "Access to e-voting"</p> <p>IV. Click on company name or e-voting service provider (i.e. Kfintech) and you will be re-directed to e-voting service provider website for casting the vote during the remote e-voting period</p>	<p>1. Existing user who have opted for Easi / Easiest</p> <p>I. URL: https://web.cdslindia.com/myeasi/ home/login or URL: www.cdslindia.com</p> <p>II. Click on New System Myeasi</p> <p>III. Login with your registered user id and password.</p> <p>IV. The user will see the e-voting menu. The menu will have links of ESP i.e. Kfintech e-voting portal.</p> <p>V. Click on e-voting service provider name to cast your vote.</p>

NSDL	CDSL
<p>2. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> I. To register click on link : https://eservices.nsd.com II. Select "Register Online for IDeAS" or click at https://eservices.nsd.com/SecureWeb/IdedeasDirectReg.jsp. III. Proceed with completing the required fields. IV. Follow steps given in point 1. <p>3. Alternatively by directly accessing the e-voting website of NSDL:</p> <ol style="list-style-type: none"> I. Open URL: https://www.evoting.nsd.com/ II. Click on the icon "Login" which is available under 'Shareholder/ Member' section. III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen. IV. Post successful authentication, you will be requested to select the name of the company and the e-voting service provider name, i.e.KFintech. V. On successful selection, you will be redirected to KFintech e-voting page for casting your vote during the remote e-Voting period. 	<p>2. User not registered with Easi/Easiest</p> <ol style="list-style-type: none"> 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. <p>3. Alternatively, by directly accessing the e-voting website of CDSL:</p> <ol style="list-style-type: none"> I. URL: www.cdslindia.com II. Provide demat account number and PAN No. III. System will authenticate user by sending OTP on registered mobile and email as recorded in the demat account. 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. Members must launch internet browser by typing the URL: <https://evoting.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) 8086 followed by folio number. In case of demat account, User ID will be their DP ID and Client ID. However, if members are already registered with KFintech for e-voting, they can use their existing User ID and password for casting the vote.
 - III. After entering these details members must appropriately, click on "LOGIN".
 - IV. Members will now reach password change menu wherein they are required to mandatorily change their password. The new password shall comprise minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9)

- V. and a special character (@,#,\$, etc.). The system will prompt you to change their password and update their contact details like mobile number, email ID etc. on first login. Members may also enter a secret question and answer of their choice to retrieve their password in case they forget it. It is strongly recommended that members do not share their password with any other person and that they take utmost care to keep their password confidential.
- V. Members need to login again with their new credentials.
- VI. On successful login, the system will prompt the members to select the EVEN for the Company and click on "Submit".
- VII. On the voting page members must, enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, they may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed their total shareholding as mentioned herein above. They 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. Voting has to be done for each item of the notice separately. In case they do not desire to cast their vote on any specific item, it will be treated as abstained.
 - X. Members may then cast their vote by selecting an appropriate option and click on "Submit".
 - XI. A confirmation box will be displayed. Members must click "OK" to confirm else "CANCEL" to modify. Once they have voted on the resolution(s), they will not be allowed to modify their 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 Participant(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, members must follow all steps above to cast their 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. Members can also update their mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- 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 Wednesday, July 17, 2024.
- 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. Member 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 Sections 102(1) and 110 of the Companies Act, 2013 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India

Item No. 4: Re-appointment of Dr. Kush Parmar (DIN: 09212020) as an Independent Director of the Company.

Dr. Kush Parmar was appointed as an Additional Director in the capacity of Independent Director w.e.f. June 22, 2021. Subsequently, the shareholders at the Annual General Meeting ("AGM") held on July 21, 2021, had approved the appointment of Dr. Kush Parmar as an Independent Director till the conclusion of the 31st AGM of the Company. The first term of Dr. Kush Parmar is therefore comes to an end at this AGM.

As per section 149(10) and (11) of the Companies Act, 2013 ('the Act') and the provisions of SEBI (Listing Obligations and Disclosure Requirements), 2015 ('SEBI Listing Regulations'), an Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and shall be eligible for reappointment upon passing of a special resolution by the Company and disclosure of this re-appointment in the Board's report.

The Nomination and Remuneration Committee (NRC) at its Meeting held on April 23, 2024 on the basis of performance evaluation of Independent Directors and taking into account the external business environment, the business knowledge, acumen, experience and the substantial contribution made by Dr. Kush Parmar during his tenure, has recommended to the Board that continued association of Dr. Kush Parmar as Independent Director of the Company would be beneficial to the Company. Based on the above and the performance evaluation, the Board recommends the re-appointment of Dr. Kush Parmar (DIN: 09212020), as Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing from the conclusion of this AGM. The details of the remuneration drawn, and Board and Committee meetings attended by Dr. Kush Parmar during FY24 are available/mentioned in the Corporate Governance Report.

The Company has also received a notice in writing from a member under Section 160(1) of the Act proposing the candidature of Dr. Kush Parmar for the office of Director.

Dr. Kush Parmar is not disqualified from being appointed as Director in terms of section 164 of the Act and has given his consent to act as Director. The Company has received declarations from Dr. Kush Parmar stating that he meets the criteria of independence as prescribed under sub-section (6) of section 149 of the Act and SEBI Listing Regulations. Dr. Kush Parmar is not debarred from holding the office of Director pursuant to any order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

In the opinion of the Board, he fulfils the conditions for appointment as 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 Section 149 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder and the SEBI Listing Regulations, for re-appointment of Dr. Kush Parmar as Independent Director of the Company for a second term of five years commencing from the conclusion of this AGM. Dr. Kush Parmar shall not be liable to retire by rotation.

The profile and specific areas of expertise of Dr. Kush Parmar is provided in the annexure to this notice.

A copy of the draft letter of appointment setting out the terms and conditions of appointment of an Independent Director is available for inspection, without any fee, by the shareholders at the Company's registered office in physical or electronic form during normal hours on working days up to the date of the AGM and is also available on the website of the Company at www.syngeneintl.com.

Except Dr. Kush Parmar and his relatives, none of the Directors, Key Managerial Personnel or their respective relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the resolution set forth in Item No. 4 for approval of the shareholders as special resolution.

Item Nos. 5: Appointment of Ms. Manja Boerman (DIN: 10655368) as an Independent Director of the Company.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has been appointed Ms. Manja Boerman as an Additional Director in the capacity of Independent Director w.e.f. the date of allotment of the Directors Identification Number (DIN) i.e., June 04, 2024. It is proposed to appoint Ms. Manja Boerman as Independent Director, not liable to retire by rotation, from the date of appointment by the Board until the conclusion of the Annual General Meeting of the Company proposed to be held in 2027.

The Company has also received notice in writing from a Member under Section 160(1) of the Act proposing the candidature of Ms. Manja Boerman for the office of Director.

Ms. Manja Boerman is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as a Director. The Company has received declaration from Ms. Manja Boerman stating that she meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 ('the Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). Ms. Manja Boerman is not debarred from holding the office of Director pursuant to any order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

In the opinion of the Board, she fulfils the conditions for appointment as 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 Section 149 and other applicable provisions of the Act, read with Schedule IV of the Act and the rules made thereunder and the SEBI Listing Regulations, for appointment of Ms. Manja Boerman as Independent Director of the Company for a term commencing from the date of her appointment by the Board of Directors on June 04, 2024 until the conclusion of the 34th AGM proposed to be held in 2027. Ms. Manja Boerman is not liable to retire by rotation. A brief profile of Ms. Manja Boerman is provided in the annexure to this Notice.

The specific areas of expertise of Ms. Manja Boerman are provided in annexure to this notice.

A copy of the draft letter of appointment setting out the terms and conditions of appointment of an Independent Director is available for inspection, without any fee, by the shareholders at the Company's registered office in physical or electronic form during normal hours on working days up to the date of the AGM and is also available on the website of the Company at www.syngeneintl.com.

The Board recommends the resolution set forth in Item No. 5 for approval of the shareholders as special resolution.

Except Ms. Manja Boerman and her relatives, none of the Directors, Key Managerial Personnel or their respective relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

Annexure – Information to Shareholders

In pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 below are the details of the directors seeking appointment or re-appointment at the forthcoming AGM

Brief resume of Directors:

Ms. Kiran Mazumdar Shaw

Non-Executive Chairperson

Ms. Kiran Mazumdar Shaw is a first-generation entrepreneur with over 45 years of experience in the field of biotechnology. She is a recipient of 'Padma Shri' and the 'Padma Bhushan' awards. She was also conferred with the highest French distinction – Chevalier de l'Ordre national de la Legion d'honneur (Knight of the Legion of Honour) in 2016. She is a recipient of ICMR's Lifetime Achievement Award for Outstanding Achievement in Healthcare in 2019. She was Honoured with Order of Australia, Australia's highest civilian award and was named EY World Entrepreneur of the year in 2020. She is also the Chairperson of Biocon Limited, Independent Director on the Board of United Breweries Ltd, Narayana Hrudayalaya and Trent Limited.

Dr. Kush Parmar

Independent Director

Dr. Parmar holds an MD from Harvard Medical School, a Ph.D. in experimental pathology from Harvard University and a BA in molecular biology and medieval studies from Princeton University. Currently, he is a Managing Partner at 5AM Ventures, a life sciences venture capital firm headquartered in San Francisco. Dr. Parmar serves on the Advisory Boards of Harvard Medical School, Penn Medicine, Princeton University's Department of Molecular Biology, and the Grace Science Foundation. At Princeton University, Dr. Parmar worked on developmental genetics with Nobel Laureate Eric F. Wieschaus. Dr. Parmar also serves on the Boards of Ensoma, Entrada Therapeutics, GlycoEra, Precede, Rallybio, and is a founding member of the COVID R&D alliance. At Syngene, Dr. Parmar is a member of the Risk Management Committee and the Science & Technology Committee.

Ms. Manja Boerman

Independent Director

Ms. Manja Boerman is a distinguished leader in the biopharmaceutical industry with a deep specialization in protein, cell and gene therapy. With over 20 years of experience, she has played pivotal roles in numerous companies, significantly impacting the development and commercialization of advanced therapies. Ms. Boerman's career highlights include her tenure as President of Catalent Protein, Cell and Gene Therapy, Aesica Pharmaceuticals, Patheon Biologics, and DSM Biologics, as well as her leadership as CEO of Kiadis Pharma and Regenesance. She is currently the CEO of Prothya Biosolutions (a blood plasma product company).

Ms. Boerman holds a PhD in Biochemistry from the State University of New York, reflecting her strong academic background in life sciences. She began her career at DSM, where she held various positions in business development, licensing, and technology within DSM Biologics.

Throughout her career, she has been recognized for her expertise in clinical operations, strategic planning, and business development. She has contributed to numerous scientific publications and has been a prominent speaker at industry conferences. Her ability to drive growth and foster innovation has earned her a respected reputation in the biotechnology sector, particularly in start-up environments and global late-stage clinical development for cell therapy products.

Name of the Director	Ms. Kiran Mazumdar Shaw	Dr. Kush Parmar	Ms. Manja Boerman
Category	Non-Executive Chairperson	Independent Director	Independent Director
DIN	00347229	06422834	10655368
Date of Birth	23/03/1953	19/09/1980	21/01/1966
Date of Appointment	18/11/1993	22/06/2021	04/06/2024
Tenure of Appointment/ Re-appointment	NA	5 years	From 04/06/2024 upto the Annual General meeting of the Company to be held in 2027
Nature of expertise in Specific Functional Areas	Refer Corporate Governance report	Refer Corporate Governance report	Corporate strategy, sector experience, science & technology, manufacturing, ESG and global business experience.
Disclosure of relationship with Directors inter-se	Related to Professor Catherine Rosenberg	None	None
Directorship held in other Listed Companies	Biocon Limited, United Breweries Limited, Narayana Hrudayalaya Limited and Trent Limited	None	None
Membership of Committee in other Companies, if any	Refer Corporate Governance report	Refer Corporate Governance report	None
Shareholding as on 31 st March, 2024	21,964	Nil.	Nil.
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	NA	The NRC has laid out the criteria to be considered while recommending the candidature of Independent Directors to the Board. Among others, it includes considering various skill sets that are insightful and would add value to the overall composition of not only the Board but its various Committees and the Company as well. Dr. Parmar has rich experience in Corporate Strategy and execution, Sector (Life science, Healthcare and Research) expertise, executive leadership capabilities, expertise in Science and Technology and global business experience, which are well suited to the role and capabilities.	The NRC has laid out the criteria to be considered while recommending the candidature of Independent Directors to the Board. Among others, it includes considering various skill sets that are insightful and would add value to the overall composition of not only the Board but its various Committees and the Company as well. Ms. Boerman has rich experience in Corporate strategy, sector experience, science & technology, manufacturing, ESG and global business experience which are well suited to the role and capabilities.