

# Syngene

Ref: Syn/CS/SE/AGM/2022-23/June/10

Syngene International Limited  
Biocon Park, SEZ,  
Bommasandra Industrial Area – Phase IV  
Bommasandra Jigani Link Road,  
Bangalore 560099, India  
T +91 80 6891 9191  
CIN: L85110KA1993PLC014937  
[www.syngeneintl.com](http://www.syngeneintl.com)

June 27, 2022

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

Dear Sir/Madam,

**Subject: Notice of 29<sup>th</sup> Annual General Meeting (“AGM”)**

We wish to inform you that the 29<sup>th</sup> AGM of the Company will be held on Wednesday, July 20, 2022 at 3:30 pm IST through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”).

In this regard, please find enclosed the Notice of the 29<sup>th</sup> 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

**Company Secretary and Compliance Officer**



**Enclosed:** Notice of 29<sup>th</sup> AGM

## Notice

Notice is hereby given that the 29<sup>th</sup> Annual General Meeting (“AGM”) of Syngene International Limited will be held on Wednesday, July 20, 2022 at 3:30 PM IST through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following businesses:

### ORDINARY BUSINESS:

#### Item No. 1: Adoption of financial statements

To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2022, together with the Reports of the Board of Directors and the Auditors thereon.

#### Item No. 2: Declaration of Dividend

To declare a final dividend of Re. 1.00 per equity share (Re.0.50 regular dividend and Re. 0.50 additional special dividend) for the Financial Year ended March 31, 2022.

#### Item No. 3: To approve the appointment of Kiran Mazumdar Shaw (DIN: 00347229) as director liable to retire by rotation.

To appoint a Director in place of Kiran Mazumdar Shaw (DIN: 00347229), Non-Executive Chairperson, who retires by rotation and being eligible, offers herself for re-appointment.

### SPECIAL BUSINESS:

#### Item No. 4: To re-appoint Sharmila Abhay Karve (DIN: 05018751) 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 section 149, 152, 160 and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), read with Schedule IV of the Act, Sharmila Abhay Karve (DIN: 05018751), be and is hereby re-appointed 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 Director or 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 Sharmila Abhay Karve (DIN: 05018751) as an Independent Director on the Board of the Company.”

#### Item No. 5: To approve amendments to the Syngene Restricted Stock Unit Long Term Incentive Plan FY2020.

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

“RESOLVED THAT pursuant to the provisions of Section 62(1) (b) and other applicable provisions, if any, of the Companies Act, 2013, Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable rules / notifications / guidelines / regulations/ circulars issued in this regard (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the appropriate regulatory authority(ies)/ institution(s) and such conditions and modifications as may be prescribed/imposed by the appropriate regulatory authority(ies)/ institution(s) while granting such approval(s), consent(s), permission(s) and/or sanction(s) and as may be agreed by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board or any other Committee constituted and empowered by the Board for the purpose, hereinafter referred to as ‘the Committee’), the consent of the members of the Company be and is hereby accorded to amend/alter the Syngene Restricted Stock Unit Long Term Incentive Plan FY2020 (hereinafter referred to as ‘the Plan’), in the manner as set out in the explanatory statement.

RESOLVED FURTHER THAT the revised Syngene Restricted Stock Unit Long Term Incentive Plan FY2020, incorporating the amendments/alterations hereby proposed be and is hereby approved and adopted by the members.

RESOLVED FURTHER THAT it is hereby affirmed that the variation in the terms of vesting and the other terms as applicable pursuant to amendments to the Syngene Restricted Stock Unit Long Term Incentive Plan FY2020 are not prejudicial to the interests of the existing and future grantees of the Restricted Stock Units (RSUs).

RESOLVED FURTHER THAT the Board be and is hereby authorized to implement, administer/superintend including issue and allot securities under the Syngene Restricted Stock Unit Long Term Incentive Plan FY2020 pursuant to the exercise of the RSUs by the eligible employees.

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

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and are hereby severally authorized to sign applications, execute, submit any documents with Stock Exchange(s) i.e. BSE Limited and National Stock Exchange of India Limited, Securities and Exchange Board of India or any other authority(ies) as may be required, and to deliver on behalf of the Company all deeds, documents, declarations, undertakings, clarification, submissions and other writings, as applicable to any authority and to do all such other acts, deeds, matters and things as may be necessary to give effect to this resolution."

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

Place: Bangalore  
Date: 27<sup>th</sup> April, 2022

**Priyadarshini Mahapatra**  
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") has vide its Circular No. 2/2022 dated May 05, 2022, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2021 dated January 13, 2021 read with Circular No. 15/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("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 AGM of the Company is being held through VC / OAVM herein after 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 (Refer serial no. 30) and the same will also be available at the website of the Company at www.syngeneintl.com. The deemed venue for the meeting shall be Biocon Campus, 20<sup>th</sup> K.M. Hosur Road, Hebbagodi, Bangalore, Karnataka 561229, India.

2. Company has appointed KFin Technologies Limited, Registrars and Share Transfer Agents, to provide VC/OAVM facility for the Annual General Meeting of the Company.
3. The helpline number regarding any query/assistance for participation in the AGM through VC/OAVM is 1800 309 4001 (toll free).
4. 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 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.
5. The attendance of the Members (i.e., members login) at the AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Only bona fide members of the Company whose names appear on the Register of Members, will be permitted to attend the meeting 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.
7. 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), 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.
8. 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 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 SYNGENE INTERNATIONAL LIMITED\_6667. The documents should reach the Scrutinizer on or before 17:00 hours on 19th July, 2022. Institutional shareholders are encouraged to attend and vote at the AGM.

9. 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.
10. The relevant details pursuant to Regulations 26(4) and 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 Directors seeking appointment/ re-appointment at this AGM are annexed. The Directors have furnished consent/ declarations for their appointment/re-appointment as required under Act and rules made thereunder.
11. 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 AGM.
12. All documents referred to in the accompanying Notice and the Explanatory Statement 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 AGM.
13. The Explanatory Statement pursuant to Section 102(1) of the Act and Regulation 36 (3) of SEBI Listing Regulations is annexed hereto.
14. The Securities and Exchange Board of India (SEBI) has vide Circular No. SEBI/HO/ MIRSD/MIRSD\_RTAMB/P/ CIR/2021/655 dated November 3, 2021 read with SEBI Circular No. SEBI/HO/ MIRSD/MIRSD\_RTAMB/P/ CIR/2021/687 dated December 14, 2021 mandated furnishing of PAN, KYC details (i.e., Postal Address with Pin Code, email address, mobile number, bank account details etc.) and nomination details by holders of physical securities in prescribed forms by March 31, 2023. Effective from January 01, 2022, any service requests or complaints received from the Member, will not be processed by RTA till the aforesaid details/ documents are provided to RTA. Further, SEBI has also mandated linking PAN with Aadhaar by March 31, 2022. In case any of the above cited documents/ details are not available in the Folio(s) before the due date, RTA shall be constrained to freeze such Folio(s). Accordingly, Members are requested to send requests in the prescribed forms to the RTA of the Company for availing of various investor services as per the aforesaid SEBI circulars. Relevant details and forms prescribed by SEBI in this regard are made available under investors section on the website of the Company at www.syngeneintl.com. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the RTA / Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.
15. 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 Registrar and Share Transfer Agent i.e. KFin Technologies Limited (KFinTech) cannot act on any request received directly from the shareholders holding shares in demat mode for changes in any bank mandates or other particulars.
16. 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.
17. 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.

18. 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 [Einward.ris@kfintech.com](mailto:Einward.ris@kfintech.com) or to the Company at [investor@syngeneintl.com](mailto:investor@syngeneintl.com) for receiving all the communications including annual report, notices, letters etc., in electronic mode from the Company. For more details, please refer Para B of Step 2 under 'procedure of remote e-voting' section below.
19. Dematerialization of Shareholding: As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can only be transferred in demat form with effect from April 1, 2019. SEBI vide its notification dated January 24, 2022 further notified that transmission or transposition of securities held in physical or dematerialised form shall be effected only in dematerialised 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 holding to demat form. Members can contact the Company or our RTA for assistance in this regard.
20. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at [www.syngeneintl.com](http://www.syngeneintl.com) and on the website of the Company's Registrar and Transfer Agents, KFin Technologies Limited at <https://ris.kfintech.com/default.aspx>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
21. Pursuant to Section 101 and Section 136 of the Act, read with relevant provisions of Companies (Management and Administration Rules), 2014, and Regulation 36 of SEBI Listing Regulations, companies can serve Annual Report and other communications through electronic mode to those Members who have registered their e-mail IDs either with the Company or with the Depository Participants.
22. In compliance with the provisions of MCA Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020 and Circular No. 02/2021 dated January 13, 2021 and SEBI circular dated May 12, 2020, January 15, 2021 and May 13, 2022, Notice of the AGM along with the Annual Report 2021-22, are being sent only through electronic mode to those Members whose email ids are available with the Company/Depositories/RTA.
23. Members may note that the Notice of the 29<sup>th</sup> AGM and Annual Report 2021-22 will also be available on the Company's website at [www.syngeneintl.com](http://www.syngeneintl.com) and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of KFinTech at <https://evoting.kfintech.com/public/Downloads.aspx>.
24. Pursuant to Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide the facility of remote e-voting to all the shareholders as per applicable Regulations relating to e-voting. The complete instructions on the e-voting facility provided by the Company is annexed to this Notice, explaining the process of e-voting with the necessary user ID and password along with procedure for such e-voting. The remote e-voting facility is in addition to voting that will take place at the meeting venue on July 20, 2022.
25. Company has fixed the cut-off date as Wednesday, July 13, 2022 for determining the eligibility of shareholders entitled to vote at the AGM. The remote e-voting shall remain open for a period of 5 days commencing from Friday, July 15 2022 (9:00 hours) to Tuesday, July 19, 2022 (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.
26. The Company has appointed V Sreedharan, Practicing Company Secretary, partner of V Sreedharan & Associates, Company Secretaries, Bengaluru (FCS 2347; CP 833) and in his absence Pradeep B Kulkarni, Practicing Company Secretary, Bengaluru (FCS 7260; CP 7835) or Devika Sathyanarayana (FCS 11323; CP 17024), Partners of the same firm as Scrutinizer to scrutinize the e-voting process in fair and transparent manner.

27. 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 Investor Education Protection Fund (IEPF) Rules, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on July 21, 2021 (date of last AGM) on the website of the Company at [www.syngeneintl.com](http://www.syngeneintl.com) and also on the website of the Ministry of Corporate Affairs. Shareholders may approach the Company Secretary of the Company for claiming the unclaimed dividend which is yet to be transferred to IEPF by the Company.
28. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
29. The Notice along with Annual Report for FY2021-22 will be sent through e-mail to those members whose name will appear in the register of members received from the depositories as on June 17, 2022.
30. The details of the process and manner for participating in the 29<sup>th</sup> AGM through VC/OAVM are explained below:
- Members may attend the AGM through 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 EVENT and the name of the company can be selected.
  - 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 instructions provided in the "Procedure for Remote e-Voting" mentioned in the Notice
  - 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.
- 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 their 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.
  - Speaker Registration:** Members may register themselves as speakers for the AGM to pose their queries. Accordingly, the Members may visit <https://emeetings.kfintech.com> and click on 'Speaker Registration' during the remote e-voting period. Members shall be provided a 'queue number' before the AGM. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
  - 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

- Final dividend for the financial year ended March 31, 2022, as recommended by the Board of Directors, if approved by the members at the AGM, will be paid on or before Monday, August 01, 2022 to those members whose names appear on the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on Friday, 01 July, 2022.
- Members holding shares in electronic form are hereby informed that bank particulars registered with their respective Depository Participants (DPs), with whom they maintain their demat accounts, will be used by the Company for payment of dividend.
- Members holding shares in physical/electronic form are requested to submit their bank account details, if not already registered.
- Shareholders holding shares in dematerialised mode are requested to register complete bank account details with the 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.

- v. 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.
- vi. 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.
- vii. A separate email communication was sent to the shareholders on Thursday, June 16, 2022, 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. 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](mailto:dividend.tax1@syngeneintl.com) on or before Monday, 11 July, 2022 so as to enable the Company to determine applicable amount of TDS/withholding tax.

#### Procedure for remote e-voting

- i. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Rules, 2015 and as per Regulation 44 of the SEBI Listing Obligations and Disclosure Requirements Regulations, 2015 ("SEBI Listing Regulations") the

Company is providing e-voting facility through KFin Technologies Limited ('KFinTech') on all resolutions set forth in this Notice, from a place other than the venue of the Meeting, to members holding shares as on July 13, 2022, being the cut-off date fixed for determining eligible members to participate in the remote e-voting process. The instructions for e-Voting are given herein below.

- ii. As per the SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, and as part of increasing the efficiency of the voting process, e-voting process has been enabled to all individual shareholders holding securities in demat mode to vote through their demat account maintained with depositories / websites of depositories / depository participants.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby facilitating seamless authentication and ease of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The remote e-Voting period shall commence at 9:00 hours on Friday, July 15, 2022 and remain open until 17:00 hours on Tuesday, July 19, 2022.
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- vi. Any person holding shares in physical form and non-individual shareholders, who acquire shares of the Company and become a Shareholder of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@kfintech.com](mailto:evoting@kfintech.com). However, if he / she is already registered with KFinTech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- vii. In case of individual shareholders holding securities in demat mode and who acquire shares of the Company and become a shareholder of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned under "Login method for remote e-Voting for Individual shareholders holding securities in demat mode."
- viii. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

**Step 1: Login method for remote e-Voting for Individual shareholders holding securities in demat mode.**

Individual Shareholders holding securities in demat mode with NSDL	Individual Shareholders holding securities in demat mode with CDSL
<p><b>1. User already registered for IDeAS facility:</b>                      Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>                      Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section.                      On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"                      Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</p> <p><b>2. User not registered for IDeAS e-Services</b>                      To register click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>                      Select "Register Online for IDeAS" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>                      Proceed with completing the required fields.                      Follow steps given in point 1.</p> <p><b>3. Alternatively by directly accessing the e-Voting website of NSDL</b>                      Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>                      Click on the icon "Login" which is available under 'Shareholder/Member' section.                      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.                      Post successful authentication, you will be requested to select the name of the Company and the e-Voting Service Provider name, i.e.KFintech.                      On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</p>	<p><b>1. Existing user who have opted for Easi / Easiest</b>                      Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or                      URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a>                      Click on New System Myeasi                      Login with your registered user id and password.                      The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.                      Click on e-Voting service provider name to cast your vote.</p> <p><b>2. User not registered for Easi/Easiest</b>                      Option to register is available at  <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>                      Proceed with completing the required fields.                      Follow the steps given in point 1</p> <p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b>                      Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a>                      Provide your demat Account Number and PAN No.                      System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.                      After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e- Voting is in progress.</p>
<p><b>Individual Shareholders can login through their demat accounts / Website of Depository Participant</b></p> <p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>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.</p> <p>III. Click on options available against company name or e-Voting service provider – <b>Kfintech</b> and you will be redirected to e-Voting website of <b>KFintech</b> for casting your vote during the remote e-Voting period without any further authentication.</p>	



**Important note:**

Members who are unable to retrieve User ID / Password are advised to use “Forgot user ID” and “Forgot Password” option available on the above-mentioned websites.

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

NSDL	CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 Participants (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://emeetings.kfintech.com/>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN 6667, 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 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” i.e., 6667\_Syngene International Limited AGM 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 abstinence 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 you do not desire to cast your vote on any specific item, it will be treated as abstinence.
- x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
- xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Shareholders can login any number of times till they have voted on the Resolution(s).

Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id [sree@sreedharancs.com](mailto:sree@sreedharancs.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above-mentioned documents should be in the naming format “Syngene International Limited\_6667” The documents should reach the Scrutinizer on or before 17:00 pm on July 19, 2022.

- (B) Shareholders whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:
- i. Shareholders who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>. Shareholders are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
  - ii. Alternatively, shareholder may send an e-mail request at the email id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the 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 sending the Annual report, Notice of AGM and the e-voting instructions.
  - iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.
- iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
  - iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members 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.
  - v. The 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 / OAVM platform. The 'Vote Now Thumb sign' on the left hand corner of the video screen shall be activated upon instructions of the chairperson during the AGM proceedings. Members shall click on the same to take them to the "Insta-poll" page and Members to click on the "Insta-poll" icon to reach the resolution page and follow the instructions to vote on the resolutions.
  - vi. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

**Step 3: Instructions for all the shareholders for attending the AGM of the Company through VC/ OAVM and e-Voting during the meeting.**

- i. Shareholders will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFintech. Shareholders may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. 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 mentioned in Step 1 above.
- ii. Facility for joining AGM though VC/ OAVM shall open atleast 15 minutes before the commencement of the Meeting.

The Company has appointed V Sreedharan, Practicing Company Secretary, partner of V Sreedharan & Associates, Company Secretaries, Bengaluru (FCS 2347; CP 833) and in his absence Pradeep B Kulkarni, Practicing Company Secretary, Bengaluru (FCS 7260; CP 7835) or Devika Sathyanarayana (FCS 11323; CP 17024), Partners of the same firm as Scrutinizer to scrutinize the e-voting process in fair and transparent manner. The scrutinizer shall immediately after the conclusion of voting at the AGM, count the votes and shall submit a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, within a period of not exceeding 48 (forty-eight) hours from the conclusion of the voting to the Chairperson of the Company or a person authorised by her in writing who shall countersign the same. The Chairperson or a person authorised by her in writing shall declare the result of voting forthwith. The results of the e-voting along with the scrutinizer's report shall be communicated immediately to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed and shall be placed on the Company's website [www.syngeneintl.com](http://www.syngeneintl.com) and on the website of KFintech at <https://evoting.kfintech.com> immediately after the result is declared by the Chairperson or any other person authorised by the Chairperson.

## OTHER INSTRUCTIONS

- I. 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 Website) or contact Mr. Suresh Babu, (Unit: Syngene International Limited) of KFIN Technologies Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at [evoting@kfintech.com](mailto:evoting@kfintech.com) or call KFintech's toll free No. 1-800-309 4-001 for any further clarifications.
- II. 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).
- III. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Wednesday, July 13, 2022, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- IV. If a person has become a shareholder of the Company after dispatch of Annual General Meeting Notice but on or before the cut-off date for E-voting i.e., July 13, 2022, he/she may obtain the User ID and Password in the manner outlined 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 who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at [evoting@kfintech.com](mailto:evoting@kfintech.com).

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

### Item No. 4: Re-appointment of Sharmila Abhay Karve (DIN: 05018751) as an Independent Director of the Company.

Sharmila Abhay Karve was appointed as an Additional Director in the capacity of Independent Director w.e.f., August 01, 2019. Subsequently, the shareholders at their Annual General Meeting ("AGM") held on July 22, 2020 had approved the appointment of Sharmila Abhay Karve as an Independent Director till the conclusion of 29<sup>th</sup> AGM of the Company. The tenure of Sharmila Abhay Karve is therefore coming to an end at this AGM.

As per section 149(10) and (11) of the Act and the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 at its Meeting held on April 26, 2022 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 Sharmila Abhay Karve during her tenure, has recommended to the Board that continued association of Sharmila Abhay Karve 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 Sharmila Abhay Karve (DIN: 05018751), 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 Company has also received a notice in writing from a Member under section 160(1) of the Act proposing the candidature of Sharmila Abhay Karve for the office of Director.

Sharmila Abhay Karve is not disqualified from being appointed as Director in terms of section 164 of the Act and has given her consent to act as Director. The Company has received declarations from Sharmila Abhay Karve stating that she meets the criteria of independence as prescribed under sub-section (6) of section 149 of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). Sharmila Abhay Karve 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 re-appointment of Sharmila Abhay Karve as Independent Director of the Company for a second term of five years commencing from the conclusion of this AGM. Sharmila Abhay Karve shall not be liable to retire by rotation.

The profile and specific areas of expertise of Sharmila Abhay Karve is 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](http://www.syngeneintl.com). In compliance with the General circular number 20/2020 issued by the MCA, this item is considered unavoidable and forms part of this Notice.

Except Sharmila Abhay Karve 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.

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

**Item No. 5: To approve amendments to the Syngene Restricted Stock Unit Long Term Incentive Plan FY2020.**

The shareholders, at the 26<sup>th</sup> AGM of the Company held on July 24, 2019 have approved the "Syngene Restricted Stock Unit (RSU) Long Term Incentive Plan FY2020" (hereinafter referred to as "the RSU Plan") designed to drive performance to achieve the Board approved strategic plan for FY2020-24. The RSU Plan covers key employees who, by virtue of their roles, influence the accomplishment of the Strategic Plan. Vide special resolution passed through postal ballot on August 30, 2020, the shareholders have approved variations to the RSU Plan to streamline the plan with similar plans adopted by group companies to achieve uniformity in the approach to rewarding employees across the group.

The current RSU plan covers employees of the Company as well as its subsidiaries only. The employees of Biocon Limited, the Holding Company are not covered under the Plan. It is proposed to include the employees of Biocon Limited, under the RSU plan. As per the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 any amendment in the RSU plan will require the approval of the shareholders.

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

The Company has been receiving services in key strategic positions from group resources employed in Biocon Limited, the Holding Company. It is therefore proposed to include employees of Biocon Limited under the Plan in order to reward such employees who are instrumental in influencing the accomplishment of the Board approved Strategic Plan of the Company. Based on the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on April 27, 2022, has approved and recommended to the shareholders, the following variation to the Plan

Item No.	Existing Provision	Proposed Provision
Clause 3 (xi) Definition of "Employee"	<p>"Employee" means-</p> <p>i. an employee as designated by the Company who is exclusively working in India or outside India; or</p> <p>ii. a director of the company, whether a whole-time director or not , including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent direct or</p> <p>iii. an employee as defined in sub-clauses (i) or (ii) of a group company including subsidiary Company, in India or outside India,</p> <p>but does not include—</p> <p>an employee who is a promoter or a person belonging to the promoter group; or</p> <p>a director who either himself or through his relative or through anybody corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the Company;</p>	<p>"Employee" means-</p> <p>i. an employee as designated by the Company who is exclusively working in India or outside India; or</p> <p>ii. a director of the company, whether a whole-time director or not , including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent direct or</p> <p>iii. an employee as defined in sub-clauses (i) or (ii) of a group company including subsidiary Company, in India or outside India, or of holding company of the Company</p> <p>but does not include—</p> <p>an employee who is a promoter or a person belonging to the promoter group; or</p> <p>a director who either himself or through his relative or through anybody corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the Company;</p>

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

### 1. Brief description of the Plan:

The Plan shall be called as Syngene Restricted Stock Unit Long Term Incentive Plan FY2020 ("the Plan") and shall extend its benefits to the present and/or future permanent employees of the Company, its holding company and its present and future Subsidiary Company (ies), in accordance with the applicable laws. The Plan has been formulated keeping in mind delivery around key parameters measured through financial parameters (being revenue and profits), delivery against key business initiatives, shareholder value creation and such other parameters as may be communicated to employees from time to time. The Plan would cover key employees who, by virtue of the roles they play, would be influencing the accomplishment of the Strategic Plan.

### 2. Total number of RSUs to be granted under the Plan.

The maximum number of RSUs to be granted under the Plan shall not exceed 1.67% of the paid-up equity share capital of the Company at any point of time, convertible into equal number of Equity Shares of the Company.

### 3. Identification of classes of employees entitled to participate and be beneficiaries in Plan.

- (i) an employee as designated by the Company who is exclusively working in India or outside India; or
- (ii) a director of the company, whether a whole-time director or not , including a non-executive director

who is not a promoter or member of the promoter group, but excluding an independent director

- (iii) an employee as defined in sub-clauses (i) or (ii) of a group company including subsidiary Company, in India or outside India, or holding company of the Company

but does not include—

- an employee who is a promoter or a person belonging to the promoter group; or
- a director who either himself or through his relative or through anybody corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the Company;

The existing eligible employees and any other eligible employees who are identified during the period of 5 years of progression of the plan (i.e. new joiners or existing employees) may also participate in the Plan based on their role in achieving the Strategic objectives for the period FY2020-24. However, no employee shall be eligible for any grant under this Plan who joins the Company after March 31, 2023.

### (iv) Requirement of Vesting and period of Vesting.

The RSUs granted under Plan shall vest based upon the performance of the Employee, subject to completion of minimum 1 (One) year from the date of Grant and as may be decided by the Committee.

The period of vesting shall be determined as per the date of grant and the maximum period of vesting shall not extend beyond August 1, 2024. The number of RSUs eligible for vesting shall be equally distributed over the individual's vesting schedule.

The actual number of RSUs to be vested each year for each Grantee shall be based on his individual performance conditions, the key parameters of which shall be measured through growth in revenue & profits, delivering on key strategic initiatives and shareholders' value creation and such other conditions as may be determined by the Managing Director and Chief Executive Officer of the Company in accordance with the terms set by the Committee and communicated separately to the Grantee.

**(v) Maximum period within which the RSUs shall be vested.**

The period of vesting shall be determined as per the date of grant and the maximum period of vesting shall not extend beyond August 1, 2024. The actual vesting schedule of the grantee will be clearly defined in their grant letter.

**(vi) Exercise Price or Pricing Formula.**

Under this Plan, the Exercise price of the Shares will be the face value of the shares as on the date of exercise.

**(vii) Exercise period and process of Exercise.**

The Exercise period for the vested RSUs will be 3 (three) years from the date of respective vesting or time period as set forth in the Grant Letter (not exceeding 10(ten) years from the date of respective vesting). The grantees can exercise the vested RSUs in full or in part at different intervals of time during the exercise period.

The vested RSUs can be exercised through cash route and/ or cashless route. The mode and manner of the exercise of the RSUs shall be communicated to the grantees individually. On exercise of the RSUs through Cash Route, the grantee shall forthwith pay to the Company the exercise price along with applicable taxes. Under Cashless Route the Trust will sell the requisite number of shares for adjusting the Exercise Price and the Tax Amount in accordance with the exercise application made by the grantee and transfer the balance shares or the net sale proceeds as the case may be. The RSUs shall lapse if not exercised within the specified exercise period.

**(viii) Appraisal process for determining the eligibility of the Employees to Plan.**

The appraisal process for determining the eligibility of the employees will be in accordance with the Plan and as may be determined by the Committee.

The employees would be granted RSUs under the Plan based on various parameters which may include among others:

- Performance: Employee's performance on the basis of the parameters decided by the management.
- Contribution: The present and potential contribution of the Employee towards achieving common goals and delivering on key parameters measured through increased revenue & profits, delivering on key strategic initiatives and shareholders value creation.

**(ix) The Maximum number of RSUs to be granted per employee and in aggregate**

The maximum number of RSUs that can be granted under this Plan in aggregate shall not exceed 1.67% of the paid-up capital of the company at any point of time.

The Committee may set a criteria or range within which the quantum of RSUs to be granted to each grantee can be determined.

The maximum number of RSUs that can be granted to any eligible single employee during any one-year shall not be equal to or exceed 1% of the issued capital of the Company at the time of grant of RSUs unless otherwise approved by the shareholders.

**(x) The Maximum quantum of benefits to be provided per Employee under the Plan.**

The Committee may set a criteria or range within which the quantum of RSUs to be granted to each grantee can be determined. The maximum quantum of benefit that will be provided to every eligible Employee under the Plan will be the difference between the Market value of Company's Share on the Stock Exchange as on the date of exercise of RSUs and the Exercise Price paid by the employee.

**(xi) Implementation and administration of the Plan**

The Plan shall be implemented by trust route wherein the Company will issue shares to the trust by way of fresh allotment over a period of time.

The Plan will be administered by the Committee of the Company. The Committee shall delegate its power to the Trust to the extent it deems fit for proper administration of the Plan.

**(xii) Whether the Plan involves new issue of shares by the company or secondary acquisition by the Trust or both.**

The Plan shall be implemented by trust route wherein the Company will allot fresh equity shares to the trust over a period of time which will subsequently be transferred to the Grantees as and when the RSUs are exercised.

**(xiii) The amount of loan to be provided for implementation of the Plan by the Company to the trust, its tenure, utilization, repayment terms, etc.**

The Company shall provide loan to the trust of such amount as may be required by the Trust from time to time under the Plan. The amount of loan to be provided for implementation of the plan by the Company to the Trust shall not exceed 1.67% of the aggregate paid-up capital and free reserves at any point of time subject to the restriction on the aggregate loan provided to the Trust in accordance with the provisions of Companies Act, 2013 & Rules therein. The tenure of such loan shall be the point where the objects of the Trust are accomplished, or the repayment of loan is made, whichever is earlier. The utilization of such loan shall be for the objects of the Trust as mentioned in the Trust Deed including the implementation of the plan. The Trust shall repay the loan to the company by utilising the proceeds realized from exercise of RSUs by the Employees.

**(xiv) The Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the Plan.**

Not Applicable

**(xv) Disclosure and accounting policies.**

The Company shall comply with the accounting policies prescribed in the requirements of guidance note on accounting for employee share-based payments ("Guidance Note") or Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time, including the disclosure requirements prescribed therein. In case, the existing Guidance Note or Accounting Standards do not prescribe accounting treatment or disclosure requirements, any other Accounting Standard that may be issued by ICAI or any other competent authority shall be adhered to in due compliance with the requirements of SEBI Regulations.

**(xvi) The method which the Company shall use to value its RSUs**

The Company shall adopt fair value for the valuation of the RSUs granted as prescribed under Guidance Note or under any relevant Accounting Standard notified by appropriate authorities from time to time.

**(xvii) Statement with regard to Disclosure in Director's Report.**

As the Company is adopting fair value method, presently there is no requirement for disclosure in director's report. However, if in future, the Company opts for expensing of share based employee benefits using the intrinsic value, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report.'

In terms of Section 62 of the Act and the provisions of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 the approval of the Shareholders is sought by way of Special Resolution for the variation to the "Syngene Restricted Stock Unit Long Term Incentive Plan FY2020".

Therefore, your Directors recommend the Resolution as set out at Item No. 5 for your approval.

A copy of the draft revised RSU Plan will be available for inspection on all working days except Saturdays, Sundays and National Holidays between 9:00 hours to 17:00 hours for a period of 30 days from the date of this Notice at the registered Office of the Company. In compliance with the General circular number 20/2020 issued by the MCA, this item is considered unavoidable and forms part of this Notice.

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

The Board recommends the Special Resolution as set out in Item No. 5 of the Notice for approval of the members.

**Registered Office:**

**Syngene International Limited**

Biocon SEZ, Biocon Park, Plot No. 2 & 3,  
Bommasandra Industrial Area,  
Phase IV, Jigani Link Road, Bengaluru 560 099,  
Karnataka, Phone: 080 – 6891 9191  
Email- investor@syngeneintl.com  
Website: www.syngeneintl.com;

**ANNEXURE – INFORMATION TO SHAREHOLDERS**

In pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

**Brief resume of Directors:**

**Kiran Mazumdar Shaw**

Non-Executive Chairperson

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 Infosys, United Breweries Ltd and Narayana Hrudayalaya.

**Sharmila Abhay Karve**

Independent Director

Sharmila Abhay Karve is a Fellow of the Institute of Chartered Accountants of India. She retired as audit partner from Price Waterhouse in June 2019. During her tenure in Price Waterhouse, she was an engagement partner with several large Indian and multinational clients. She was appointed as the Chief Ethics Officer. In 2009, she was appointed as the Assurance Leader of the firm and was elevated to the role of Assurance Risk & Quality Leader in April 2012. In her last role as Global Diversity Leader since December 2016, Ms. Karve focussed her efforts on bringing more diversity throughout the PwC network. At present, she is a Director on the boards of CSB Bank Limited, EPL Limited, Vanaz Engineers Limited, Aadhar Housing Finance Limited and Thomas Cook (India) Limited in India. At Syngene, she is a member of the Audit Committee and Nomination and Remuneration Committee and Chairperson of the Stakeholders Relationship and ESG Committee.

Name of the Director	Kiran Mazumdar Shaw	Sharmila Abhay Karve
Category	Non-Executive Chairperson	Independent Director
DIN	00347229	05018751
Date of Birth	23/03/1953	08/04/1965
Date of Appointment	18/11/1993	01/08/2019
Tenure of Appointment/Re-appointment	NA	5 years
Nature of expertise in Specific Functional Areas	Refer Corporate Governance report	Refer Corporate Governance report
Disclosure of relationship with Directors inter-se	Related to Prof. Catherine Rosenberg	None
Directorship held in other Listed Companies	Biocon Limited, United Breweries Limited, Narayana Hrudayalaya Limited, Infosys Limited	EPL Limited CSB Bank Limited Thomas Cook India Ltd
Membership of Committee in other Companies, if any	Refer Corporate Governance report	Refer Corporate Governance report
Shareholding as on March 31, 2022	15,276	Nil