



Ref: Syn/CS/SE/Reg 30/2022-23/Mar/07

Syngene International Limited
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CIN: L85110KA1993PLC014937
www.syngeneintl.com

March 24, 2023

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

Dear Sir/Madam,

Subject: Intimation of Postal Ballot and Cut-off Date

This is further to our intimation no. Syn/CS/SE/Reg 30/2022-23/Mar/06 dated March 23, 2023. Pursuant to regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and Section 110 and 102 of the Companies Act, 2013 read with rules made thereunder, we attach herewith a copy of the Postal Ballot Notice ('Notice') of Syngene International Limited ('the Company') dated March 22, 2023, along with the Explanatory Statement, for seeking approval of the Members of the Company on the Special Resolutions forming part of the Notice

We would like to inform you that the Company has considered Friday, March 17, 2023, as the cut-off date for determining eligible members to participate in the postal ballot process.

The Board has appointed Mr. V. Sreedharan, (FCS 2347; CP 833), Practicing Company Secretary and in his absence Mr. Pradeep B Kulkarni, Practicing Company Secretary, Bengaluru (FCS 7260; CP 7835) or Ms. Devika Satyanarayana, Practicing Company Secretary, Bengaluru (FCS 11323; CP 17024) as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

Further, we would like to inform you that the Company has completed the dispatch of Postal Ballot Notice on Friday, March 24, 2023 to all the members whose name appears in the Register of Members/List of Beneficial Owners, as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited as on the cut-off date i.e. Friday, March 17, 2023.

We are enclosing herewith the copy of Postal Ballot Notice dispatched to the members for your record.



The above information will also be available on the website of the company at <https://www.syngeneintl.com/investors/>

Kindly take the above information on record and acknowledge.

Thanking You,

Yours faithfully,

For **SYNGENE INTERNATIONAL LIMITED**

Priyadarshini Mahapatra
Company Secretary and Compliance Officer

Syngene International Limited

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

POSTAL BALLOT NOTICE

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

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment(s) thereof for the time being in force), circulars issued by the Ministry of Corporate Affairs (“MCA”) vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 3/2022 dated May 05, 2022 and 11/2022 dated December 28, 2022 (“MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to other applicable rules and regulations, seeking approval of the Members of Syngene International Limited through Postal Ballot for the resolutions set out in this Notice. The Company has extended remote e-voting facility for its Members, to enable them to cast their votes electronically.

In compliance with the aforesaid MCA circulars and pursuant to other applicable laws and Regulations, this Postal Ballot Notice is being sent only in the electronic form to those Members whose email addresses are registered with Syngene International Limited (“the Company”)/Depositories/RTA. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members. The instructions for remote e-voting are appended to this Notice.

An explanatory statement under Section 102 pertaining to the proposed resolutions setting out the material facts concerning the resolutions and the reasons thereof is annexed to this Postal Ballot Notice.

The Board of Directors of the Company (“the Board”) has considered and approved the following resolutions on March 22, 2023, subject to the members’ approval through postal ballot:

1. **To approve the Syngene Long Term Incentive Performance Share Plan 2023 and grant of Performance Share Units (PSUs) to eligible employees of the Company.**
2. **To approve the Syngene Long Term Incentive Outperformance Share Plan 2023 and grant of Performance Share Units (PSUs) to eligible employees of the Company.**
3. **To approve extending the benefits of the Syngene Long Term Incentive Performance Share Plan 2023 to the employees of holding company, subsidiary(ies) including future subsidiary(ies).**
4. **To approve extending the benefits of the Syngene Long Term Incentive Outperformance Share Plan 2023 to the employees of holding company, subsidiary(ies) including future subsidiary(ies).**
5. **To approve the provision of money by the Company for the purchase of its own shares by the Syngene Employees Welfare Trust for the benefit of employees under Syngene Long Term Incentive Performance Share Plan 2023 and Syngene Long Term Incentive Outperformance Share Plan 2023.**
6. **To approve the termination of Syngene Employee Stock Option Plan 2011 (“the ESOP Plan”).**

The Company has appointed Mr. V Sreedharan, Practicing Company Secretary, Senior Partner of M/s V Sreedharan & Associates, Company Secretaries, Bengaluru (FCS 2347; CP 833) and in his absence Mr. Pradeep B Kulkarni, Practicing Company Secretary, Bengaluru (FCS 7260; CP 7835) or Ms. Devika Sathyanarayana, Practicing Company Secretary, Bengaluru (FCS 11323; CP 17024) as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairperson of the Company (‘the Chairperson’) or to any other person authorized by the Chairperson. The result of the postal ballot shall be declared on or before April 25, 2023 and communicated to the Stock Exchanges, Registrar and Share Transfer Agents and shall also be displayed on the website of the Company i.e. <https://syngeneintl.com/investor-relations>

Date: 22.03.2023
Place: Bengaluru

By Order of the Board of Directors
For Syngene International Limited

Registered Office:

Syngene International Limited

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

Priyadarshini Mahapatra
Company Secretary
FCS:8786

RESOLUTIONS:**ITEM NO. 1 -TO APPROVE THE SYNGENE LONG TERM INCENTIVE PERFORMANCE SHARE PLAN 2023 AND GRANT OF PERFORMANCE SHARE UNITS TO ELIGIBLE EMPLOYEES OF THE COMPANY.**

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEB & SE Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and all other applicable rules/ notifications/ guidelines / regulations/ circulars issued in this regard (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and relevant provisions of the Memorandum and 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 approve, formulate and implement “Syngene Long Term Incentive Performance Share Plan 2023” (“the Plan”) through the trust route and the Board be and is hereby authorised to create, issue, offer, grant and allot, in one or more tranches, a maximum of such Performance Share Units (“PSUs”) not exceeding 22,00,000 PSUs being 0.55% (approximate) of the paid-up capital of the Company as on March 15, 2023 (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time), which are exercisable into not more than 22,00,000 equity shares of face value of Rs. 10/- each at any point of time (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) to or for the benefit of such person(s) who are in employment, whether working in India or outside India and directors whether a whole-time director or not (other than promoters or member of the promoter group of the Company, an employee who is a promoter or a person belonging to the promoter group, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company) of the Company including the employees of the subsidiaries or holding company (ies) or employees of any future subsidiary Company (ies), and such other employees as may be permitted under the applicable laws (hereinafter collectively referred as “Identified Employees”) and as may be approved by the Board, from time to time at such price or prices in one or more tranches and on such terms and conditions as may be determined by the Board in accordance with the applicable laws, and as per the terms of the Plan and to provide for grant and subsequent vesting and exercise of PSU’s by identified employees in the manner and method as contained in the Plan and described in the explanatory statement.

RESOLVED FURTHER THAT subject to the applicable laws, consent of the member(s) of the Company be and is hereby accorded to the Board of the Company to implement the Plan through an irrevocable trust by the name “Syngene Employees Welfare Trust” (“the Trust”).

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

RESOLVED FURTHER THAT the Board be and is hereby authorized to take requisite steps for the listing of the equity shares allotted under the Plan, from time to time, on the Stock Exchanges where the equity shares of the Company are listed.

RESOLVED FURTHER THAT in case of any corporate action(s) such as right issues, bonus issues, split, consolidation of shares, or other reorganization of the capital structure of the Company, the ceiling as aforesaid of 0.55% (approximate) of the paid-up capital of the Company shall be deemed to be increased/decreased, as may be determined by the Board, to facilitate making a fair and reasonable adjustment to the entitlements of participants under the plan.

RESOLVED FURTHER THAT the Company shall conform compliance to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee (“Committee”) be and is hereby designated as Compensation Committee pursuant to SEBI SBEB & SE Regulations for administration and superintendence of the Plan.

RESOLVED FURTHER THAT the Board of the Company, subject to compliance with the applicable laws and regulations, be and is hereby authorized to modify, change, vary, alter, amend, suspend or terminate the Plan not prejudicial to the interests of the Identified Employees and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members and to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Plan and do all other things incidental to and ancillary thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary including but not limited to appoint Advisors, Merchant Bankers, Consultants or Representatives, being incidental for the effective implementation and administration of the Plan and to make applications to the appropriate Authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.”

ITEM NO. 2 TO APPROVE THE SYNGENE LONG TERM INCENTIVE OUTPERFORMANCE SHARE PLAN 2023 AND GRANT OF PERFORMANCE SHARE UNITS TO ELIGIBLE EMPLOYEES OF THE COMPANY.

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEB & SE Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and all other applicable rules/ notifications/ guidelines / regulations/ circulars issued in this regard (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and relevant provisions of the Memorandum and 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 approve, formulate and implement “Syngene Long Term Incentive Outperformance Share Plan 2023” (“the Plan”) through the trust route and the Board be and is hereby authorised to create, issue, offer, grant and allot, in one or more tranches, a maximum of such Performance Share Units (“PSUs”) not exceeding 14,00,000 PSUs being 0.35% (approximate) of the paid-up capital of the Company as on March 15, 2023 (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time), which are exercisable into not more than 14,00,000 equity shares of face value of Rs. 10/- each at any point of time (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) to or for the benefit of such person(s) who are in employment, whether working in India or outside India and directors whether a whole-time director or not (other than promoters or member of the promoter group of the Company, an employee who is a promoter or a person belonging to the promoter group, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company) of the Company including the employees of the subsidiary or holding company (ies) or employees of any future subsidiary Company (ies), and such other employees as may be permitted under the applicable laws (hereinafter collectively referred as “Identified Employees”) and as may be approved by the Board, from time to time at such price or prices in one or more tranches and on such terms and conditions as may be determined by the Board in accordance with the applicable laws, and as per the terms of the Plan and to provide for grant and subsequent vesting and exercise of PSUs by identified employees in the manner and method as contained in the Plan and described in the explanatory statement.

RESOLVED FURTHER THAT subject to the applicable laws, consent of the member(s) of the Company be and is hereby accorded to the Board of the Company to implement the Plan through an irrevocable trust by the name “Syngene Employee Welfare Trust” (“the Trust”).

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

RESOLVED FURTHER THAT the Board be and is hereby authorized to take requisite steps for the listing of the equity shares allotted under the Plan, from time to time, on the Stock Exchanges where the equity shares of the Company are listed.

RESOLVED FURTHER THAT in case of any corporate action(s) such as right issues, bonus issues, split, consolidation of shares, or other reorganization of the capital structure of the Company, the ceiling as aforesaid of 0.35% (approximate) of the paid-up capital of the Company shall be deemed to be increased/decreased, as may be determined by the Board, to facilitate making a fair and reasonable adjustment to the entitlements of participants under the plan.

RESOLVED FURTHER THAT the Company shall conform compliance to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee (“Committee”) be and is hereby designated as Compensation Committee pursuant to SEBI SBEB & SE Regulations for administration and superintendence of the Plan.

RESOLVED FURTHER THAT the Board of the Company, subject to compliance with the applicable laws and regulations, be and is hereby authorized to modify, change, vary, alter, amend, suspend or terminate the Plan not prejudicial to the interests of the Identified Employees and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members and to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Plan and do all other things incidental to and ancillary thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary including but not limited to appoint Advisors, Merchant Bankers, Consultants or Representatives, being incidental for the effective implementation and administration of the Plan and to make applications to the appropriate Authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.”

ITEM NO. 3 - TO APPROVE EXTENDING THE BENEFITS OF THE SYNGENE LONG TERM INCENTIVE PERFORMANCE SHARE PLAN 2023 TO THE EMPLOYEES OF HOLDING COMPANY, SUBSIDIARY(IES) INCLUDING FUTURE SUBSIDIARY(IES).

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 of the Companies Act, 2013 (“the Act”) read with Rules made thereunder (including any statutory modification(s) or re-enactment thereof), Regulation 6(3)(c) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEB & SE Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Memorandum and Articles of Association of the Company, and any other applicable and prevailing statutory Guidelines/ Circulars in that behalf 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), the consent of the members of the Company be and is hereby accorded to extend the benefits of the Syngene Long Term Incentive Performance Share Plan 2023 (“the Plan”) including the grant of Performance Share Units (“PSUs”) to such person(s) who are in employment, whether working in India or outside India and directors whether a whole-time director or not (other than promoters or member of the promoter group of the Company, an employee who is a promoter or a person belonging to the promoter group, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company) of the holding company or subsidiary company (ies) or employees of any future subsidiary company (ies), and such other employees as may be permitted under the applicable laws (hereafter collectively referred as “Identified Employees”) and as may be approved by the Board from time to time, on such terms and conditions, as contained in the Plan.

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

RESOLVED FURTHER THAT the Company shall conform compliance to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

RESOLVED FURTHER THAT the Board of the Company, subject to compliance of the applicable laws and regulations, be and is hereby authorized to modify, change, vary, alter, amend, suspend or terminate the Plan not prejudicial to the interests of the Identified Employees and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members and to execute all such documents, writings

and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Plan and do all other things incidental to and ancillary thereof.”

ITEM NO. 4 - TO APPROVE EXTENDING THE BENEFITS OF THE SYNGENE LONG TERM INCENTIVE OUTPERFORMANCE SHARE PLAN 2023 TO THE EMPLOYEES OF HOLDING COMPANY, SUBSIDIARY(IES) INCLUDING FUTURE SUBSIDIARY(IES).

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 of the Companies Act, 2013 (“the Act”) read with Rules made thereunder (including any statutory modification(s) or re-enactment thereof), Regulation 6(3)(c) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2011 (“SEBI SBEB & SE Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Memorandum and Articles of Association of the Company, and any other applicable and prevailing statutory Guidelines/ Circulars in that behalf 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), the consent of the members of the Company be and is hereby accorded to extend the benefits of the Syngene Long Term Incentive Outperformance Share Plan 2023 (“the Plan”) including the grant of Performance Share Units (“PSUs”) to such person(s) who are in employment, whether working in India or outside India and directors whether a whole-time director or not (other than promoters or member of the promoter group of the Company, an employee who is a promoter or a person belonging to the promoter group, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company) of the holding company or subsidiary company or employees of any future subsidiary company (ies), and such other employees as may be permitted under the applicable laws (hereafter collectively referred as “Identified Employees”) and as may be approved by the Board from time to time, on such terms and conditions, as contained in the Plan.

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

RESOLVED FURTHER THAT the Company shall conform compliance to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

RESOLVED FURTHER THAT the Board of the Company, subject to compliance of the applicable laws and regulations, be and is hereby authorized to modify, change, vary, alter, amend, suspend or

terminate the Plan not prejudicial to the interests of the Identified Employees and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members and to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Plan and do all other things incidental to and ancillary thereof.”

ITEM NO. 5 - TO APPROVE THE PROVISION OF MONEY BY THE COMPANY FOR THE PURCHASE OF ITS OWN SHARES BY THE SYNGENE EMPLOYEES WELFARE TRUST FOR THE BENEFIT OF EMPLOYEES UNDER SYNGENE LONG TERM INCENTIVE PERFORMANCE SHARE PLAN 2023 AND THE SYNGENE LONG TERM INCENTIVE OUTPERFORMANCE SHARE PLAN 2023.

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

“RESOLVED THAT pursuant to the provisions of Section 67, 62(1)(b), Rule 16 of the Companies (Share Capital and Debentures) Rules, 2015 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEB & SE Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Memorandum and Articles of Association of the Company, and any other applicable and prevailing statutory Guidelines/ Circulars in that behalf, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution), consent of the members of the Company be and is hereby accorded to the Board to grant loan, to provide guarantee or security in connection with a loan granted or to be granted to, Syngene Employees Welfare Trust (hereinafter referred to as “Trust”) in one or more tranches not exceeding 0.90% of the aggregate of the paid-up share capital at any point of time for the purpose of subscription and/or purchase of equity shares of the Company by the trust, in one or more tranches, subject to the ceiling of equity shares as may be collectively prescribed under “Syngene Long Term Incentive Performance Share Plan 2023 and Syngene Long Term Incentive Outperformance Share Plan-2023” (“the Plans”) with a view to deal in such equity shares in line with contemplated objectives of the Plans or for any other purpose(s) as permitted under and in due compliance with the provisions of the SEBI SBEB & SE Regulations, the Act, Rules and any other applicable laws and regulations.

RESOLVED FURTHER THAT any loan provided by the Company shall be repayable to and recoverable by the Company from time to time during the term of the Plan and/or Employee Benefit Plans, as the case may be, subject to exercise price being paid by the employees on exercise of Performance Share Units/ Stock Options/ Restricted Stock Units under the respective Employee Benefit Plan.

RESOLVED FURTHER THAT the Trust shall not deal in derivatives and shall undertake transactions as permitted by SEBI SBEB & SE Regulations.

RESOLVED FURTHER THAT the Trustees of the Trust shall not vote in respect of the shares held by such Trust.

RESOLVED FURTHER THAT for the purposes of disclosures to the stock exchange, the shareholding of the Trust shall be shown as non-promoter and non-public shareholding.

RESOLVED FURTHER THAT the Trustees of the Trust shall ensure compliance with the provisions of the SEBI SBEB & SE Regulations, the Act, Rules and all other applicable laws at all times in connection with dealing with the shares of the Company including but not limited to maintenance of proper books of account, records and documents as prescribed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to comply with the legal provisions and do all ancillary and consequential matters and to take such steps and to do such acts, deeds, matters and things as they may deem proper and give/send such notices, directions as may be necessary to give effect to the above resolution.”

ITEM NO. 6 - TO APPROVE THE TERMINATION OF SYNGENE EMPLOYEE STOCK OPTION PLAN 2011 (“THE ESOP PLAN”).

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

“**RESOLVED THAT** in accordance with the powers vested under the Syngene Employee Stock Option Plan 2011 (“the ESOP Plan”), applicable provisions of the Companies Act, 2013 (“the Act”) read with Rules made thereunder (including any statutory modification(s) or re-enactment thereof), Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEB & SE Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and the applicable guidelines and clarifications issued by any statutory/regulatory authorities, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to terminate the ESOP Plan with immediate effect, as detailed in the annexed explanatory statement.

RESOLVED FURTHER THAT the termination of the ESOP Plan is not prejudicial to the interests of the grantees of the Company or its subsidiaries and shall not affect options already offered and granted under this ESOP Plan to any grantee and remain in full force and effect as if the ESOP Plan had not been terminated.

RESOLVED FURTHER THAT upon the termination of the ESOP Plan and meeting all obligations thereunder, the consent of the shareholders be and is hereby accorded to transfer the cash and shares (existing or future) lying under the ESOP Plan to other existing or future share benefit plans (which shall stand modified accordingly) implemented by the Company under the SEBI SBEB & SE Regulations, as recommended by the Nomination and Remuneration Committee of the Board from time to time.

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company and such other persons as may be authorised by them, be and are hereby severally authorised for and on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit to give effect to the above resolution.”

Date: 22.03.2023

Place: Bengaluru

By Order of the Board of Directors

For Syngene International Limited

Registered Office:

Syngene International Limited

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

Priyadarshini Mahapatra

Company Secretary

FCS:8786

NOTES:

1. The explanatory statement for the proposed resolutions pursuant to Section 102 and 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 is annexed hereto and forms part of this Notice.
2. In view of the provisions of Circulars issued by the Ministry of Corporate Affairs vide General Circular Nos. Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 3/2022 dated May 05, 2022 and 11/2022 dated December 28, 2022 (“MCA Circulars”), the Company has sent this Postal Ballot Notice only through e-mail to all the Members, whose names appear in the Register of Members/List of Beneficial Owners as received from Depositories as on March 17, 2023 (the cut-off date) and who have registered their e-mail address with the Company /Depository Participant (DP).
3. Members holding shares in physical form and who have not yet registered their e-mail address are requested to register the same with the Company by sending an e-mail to einward.ris@kfintech.com or investor@syngeneintl.com. Members holding shares in electronic form are requested to get their e-mail address registered with their respective DP. Thereafter, the Company would endeavour to send the Postal Ballot Notice to such members to enable them to cast their vote through e-voting.
4. Resolution passed by the members through Postal Ballot will be deemed to have been passed as if it has been passed by them in the General Meeting.
5. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the members as on March 17, 2023.
6. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the members to exercise their votes electronically and vote on the resolution through the e-voting facility arranged by KFin Technologies Limited (KFinTech). The instructions for electronic voting are annexed to this Notice.
7. The Postal Ballot Notice will also be available on the Company’s website www.syngeneintl.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of KFinTech at <https://evoting.kfintech.com>
8. A member cannot exercise his vote by proxy on postal ballot.
9. All documents referred to in this Notice are available for inspection by the Members at the Registered Office of the Company on all working days except Saturdays, Sundays and National Holidays between 9:00 hours to 17:00 hours for a period of 30 days from the date of dispatch of this Notice. The documents are also available for inspection by the Members in electronic Form.

Members who wish to inspect may send their request through an email at investor@syngeneintl.com before 17:00 hours on April 23, 2023.

10. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are required to send a scanned, certified copy (PDF Format) of the Board Resolution/Authority Letter etc., together with an attested specimen signature(s) of the authorised representative(s), to the Scrutinizer's email ID 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 "Corporate Name Event No." The documents should reach the Scrutinizer on or before 17:00 hours on April 23, 2023.
11. Scrutinizer will submit his report to the Chairperson of the Company ('the Chairperson') or to any other person authorized by the Chairperson. The result of the postal ballot shall be declared on or before April 25, 2023 and communicated to the Stock Exchanges, Registrar and Share Transfer Agents and shall also be displayed on the website of the Company i.e. <https://www.syngeneintl.com/investors/share-holder-services/>
12. The date of approval of the resolution by postal ballot shall be April 23, 2023, the last day for e-voting, which shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
13. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated November 3, 2021 read with Circular No. SEBI/HO/MIRSD/ MIRSD_RTAMB/ P/CIR/2021/687 dated December 14, 2021, has mandated that investors holding shares in physical form shall mandatorily furnish PAN, KYC details including contact details, bank account details, nomination and specimen signature with the Company/RTA in specified forms. Effective January 1, 2022, grievance redressal/service requests can be availed with the RTA only after the required documents and complete data as mandated above are furnished and updated in the physical folios.

Further, in case any one or more of the cited documents or details as stated in the said circular are not registered with Company/RTA, within March 31, 2023, then such folios shall be frozen by the Company/RTA.

Please note that it is also mandatory to link PAN with Aadhaar number. As directed by the Central Board of Direct Taxes (CBDT), PAN shall be linked with Aadhaar by March 31, 2023 or any such date as may be specified by CBDT. Investors who are yet to link their PAN with Aadhaar number are requested to complete the same before March 31, 2023. Securities held in physical folios which have no PAN registered or have invalid PAN registered or no PAN linked with their Aadhaar number in the records of the RTA/Company, as on the notified cut-off date of March 31, 2023 or any other date as may be specified by the CBDT, shall also be frozen.

14. The formats for Nomination and Updation of KYC details in accordance with the SEBI circular are available on the Company's website at <https://www.syngeneintl.com/investors/share-holder-services/physical-shareholders/>

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

- i. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Rules, 2015 and as per Regulation 44 of the SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) the Company is providing e-voting facility through KFin Technologies Limited (‘Kfintech’) on the resolution set forth in this Notice, to members holding shares as on Friday, March 17, 2023, being the cut -off date fixed for determining eligible members to participate in the remote e-voting process. The instructions for e-Voting are given herein below.
- ii. As per the SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 on e-Voting facility provided by Listed Companies, and as part of increasing the efficiency of the voting process, e-voting process has been enabled to all individual shareholders holding securities in demat mode to vote through their demat account maintained with depositories/websites of depositories/depository participants.
- iii. 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 Saturday, March 25, 2023 and remain open until 17:00 hours on Sunday, April 23, 2023.
- 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 holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he / she is already registered with Kfintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- vii. In case of Individual Shareholders holding securities in demat mode 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 are explained herein below:

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

| <u>Individual Shareholders holding securities in demat mode with NSDL</u> | <u>Individual Shareholders holding securities in demat mode with CDSL</u> |
|--|--|
| 1. User already registered for IDeAS facility: i. Visit URL: https://eservices.nsd.com | 1. Existing user who have opted for Easi/ Easiest: |

| | |
|--|--|
| <p>II. Click on the “Beneficial Owner” icon under “Login” 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 and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</p> <p>2. User not registered for IDeAS e-Services:</p> <p>I. To register click on link: https://eservices.nSDL.com</p> <p>II. Select “Register Online for IDeAS” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>III. Proceed with completing the required fields.</p> <p>IV. Follow steps given in point 1.</p> <p>3. Alternatively by directly accessing the e-Voting website of NSDL:</p> <p>I. Open URL: https://www.evoting.nSDL.com/</p> <p>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>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.</p> <p>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.</p> <p>V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</p> | <p>I. Visit 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> <p>2. User not registered for Easi/Easiest:</p> <p>I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>II. Proceed with completing the required fields.</p> <p>III. Follow the steps given in point 1.</p> <p>3. Alternatively, by directly accessing the e-Voting website of CDSL:</p> <p>I. Visit URL: www.cdslindia.com</p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e- Voting is in progress.</p> |
| <p><u>Individual Shareholders can login through their demat accounts / Website of Depository Participant:</u></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 – 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.</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 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 022-23058542-43. |

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://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) 7206, 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., “7206 Postal Ballot” 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).
 - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to vote on the Postal Ballot Notice 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 with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format “Corporate Name Even No.” The documents should reach the Scrutinizer on or before 17:00 pm on Sunday, April 23, 2023.
- (B) Shareholders whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Postal Ballot Notice and e-voting instructions cannot be serviced, will have to follow the following process:
- i. Shareholders with Indian mobile numbers who have not registered their email address and in consequence the Postal Ballot Notice and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number registered 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
 - ii. Alternatively, shareholder may send an e-mail request at the email id 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 Postal Ballot Notice and the e-voting instructions.
 - iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

II. 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 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 einward.ris@kfintech.com or evoting@kfintech.com or phone no. 040 – 67162222 or call KFIN’s toll free No. 1800-309 4001 for any further clarifications.
- b. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).

- c. The remote e-voting period commences on Saturday, March 25, 2023 (9:00 hours) and ends on Sunday, April 23, 2023 (17:00 hours). During this period, Members of the Company holding shares either in physical form or in dematerialized form on the cut-off date of Friday, March 17, 2023, may cast their votes electronically. A person who is not a shareholder on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- d. The voting rights of each shareholder shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, March 17, 2023.
- e. In case of non-receipt of the Postal Ballot Notice, a member may obtain the Notice along with 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 the e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, 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’s toll free number 1800-309-4001 for any assistance.
 - iv. Member may send an e-mail request to evoting@kfintech.com. KFintech shall endeavor to send a User ID and Password to such Members whose mail IDs are available.

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and the Rules framed thereunder sets out all material facts relating to the special business mentioned under Item Nos. 1 to 6 of the accompanying Notice dated March 22, 2023.

ITEM NOS. 1 to 4

On the recommendation of the Nomination and Remuneration Committee, the Board vide its resolution dated March 22, 2023 recommended to introduce two new plans viz. Syngene Long Term Incentive Performance Share Plan 2023 and Syngene Long Term Incentive Outperformance Share Plan 2023 linked inter-alia to the business and company's performance, to reward the senior leadership and eligible employees of the Company, its subsidiaries and holding Company. The plans would help in driving sustainable long-term value creation, attract and retain employees, and reward the employees for their association and performance as well as motivate them to contribute to the growth and profitability of the Company and to create a sense of ownership amongst them.

The plans would cover key employees who, by virtue of their roles would be influencing the accomplishment of the Strategic Plans. Under the Plans, the actual number of Performance Share Units(PSUs) to be vested for each Grantee shall be based on his individual performance and the key parameters which shall be measured through achievement of financial returns, cashflow measure, shareholders' value creation and such other conditions as may be approved by the Board and communicated separately to the Grantee.

In terms of the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations") and Section 62 of the Companies Act, 2013 ("the Act") and other applicable provisions of the Act, issue of PSUs to employees requires approval of the Members by way of a special resolution and accordingly, the special resolutions at Item Nos. 1 and 2 seek your approval for the issue of PSUs under the respective plans, to the employees of the Company, as may be determined by the Board.

The Plans may be extended to Group resources employed with Holding Company, who would be instrumental in influencing the accomplishment of the board-approved strategic plans of Syngene International Limited ("Syngene") togetherwith the holding company. Based on their scope of work in both companies, such individuals will be eligible for share benefits in relevant proportion from the Holding Company and Syngene under the respective Plans in the said companies. The Plans may also be extended to subsidiary company(ies) or employees of any future subsidiary company(ies). As per Regulation 6(3)(c) of SEBI SBEB & SE Regulations, approval of the shareholders by way of separate special resolution is required for grant of share benefits to the employees of the holding Company or subsidiary(ies). Hence the special resolutions at Item Nos. 3 and 4 seek your approval for the said purpose.

The Plans shall be implemented through trust route wherein the Company will either issue shares to the trust by way of fresh allotment over a period of time or utilize the surplus shares already available with the Trust under any terminated employee benefit plan which will subsequently be transferred to the Grantees as and when the PSUs are exercised. The Plans will be administered by the Nomination and Remuneration Committee (hereinafter referred to as "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 Plans.

The main features and other details of the Plans as per Regulation 6(2) of SEBI SBEB & SE Regulations are as under:

| S. No. | Particulars | Syngene Long Term Incentive Performance Share Plan 2023 | Syngene Long Term Incentive Outperformance Share Plan 2023 |
|--------|---|--|---|
| 1 | Brief description of the Plans | The Plan shall be called as Syngene Long Term Incentive Performance Share Plan 2023 . The Plan has been formulated keeping in mind successful delivery of measures based on key parameters to be decided by the Board. The employees covered under the Plan would be expected to collaborate and work towards achieving the overall objectives of the Company while delivering on their individual goals. The Plan has been designed to drive performance over a rolling period of 3 financial years. | The Plan shall be called as Syngene Long Term Incentive Outperformance Share Plan 2023 . The Plan has been designed to drive performance towards achieving the Board approved revenue target by FY 2027. The plan would cover the employees in key leadership positions, who would be expected to collaborate and work towards achieving the overall objectives of the Company while delivering on their individual goals. |
| 2 | Total number of PSUs to be granted under the Plans | The maximum number of PSUs that can be granted under this Plan shall not exceed 22,00,000 (Approximately 0.55% of the paid-up capital of the Company as on March 15, 2023), convertible into equal number of equity Shares of the Company of face value Rs 10/- each. | The maximum number of PSUs that can be granted under this Plan shall not exceed 14,00,000 (Approximately 0.35% of the paid-up capital of the Company as on March 15, 2023), convertible into equal number of equity Shares of the Company of face value Rs 10/- each. |
| 3 | Identification of classes of employees entitled to | “Employee” means, i. an employee as designated by the | “Employee” means, i. an employee as designated by the |

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| | <p>participate and be beneficiaries in the Plans</p> | <p>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 director; or</p> <p>iii. an employee as defined in (i) or (ii) above, of a subsidiary company, in India or outside India, or of a holding company of the company;</p> <p>but does not include</p> <p>i. an employee who is a promoter or a person belonging to the promoter group; or</p> <p>ii. a director who, either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the company.</p> | <p>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 director; or</p> <p>iii. an employee as defined in (i) or (ii) above, of a subsidiary company, in India or outside India, or of a holding company of the company;</p> <p>but does not include</p> <p>i. an employee who is a promoter or a person belonging to the promoter group; or</p> <p>ii. a director who, either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the company.</p> |
| <p>4</p> | <p>Requirement of Vesting and period of Vesting</p> | <p>The Plan will have a cliff vesting wherein, all of the award is eligible to vest</p> | <p>The Plan will have immediate vesting upon meeting the milestones on,</p> |

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| | | <p>following the end of the three-year performance period (0:0:100). The PSUs shall vest on 31st May after the close of the third financial year for which the performance is being considered. The actual number of PSUs to be vested every three years for each Grantee shall be based on his individual performance and achievement of the key financial, strategic and other targets as may be approved by the Board and communicated separately to the Grantee. The Committee shall have the power to modify or accelerate the vesting schedule on a case-to-case basis subject to the minimum period of 1 (one) Year between the Grant and the first Vesting.</p> | <p>or within a period of 5 years from the grant. The PSUs shall vest on 31st May after the close of the financial year in which the milestone is achieved. Performance metrics & measure will be: Revenue materially in excess of Board approved plan on or within the 5-year period from the grant</p> <p>Vesting under this performance metric is all or nothing (binary outcome), depending on whether the target is met or not within the performance period. If a performance target is not met within 5 years of the grant, the whole grant will lapse.</p> <p>The Committee shall have the power to modify or accelerate the vesting schedule on a case-to-case basis subject to the minimum period of 1 (one) Year between the Grant and the first Vesting.</p> |
| <p>5</p> | <p>Maximum period within which the PSUs shall be vested</p> | <p>The PSUs shall vest on 31st May after the close of the third financial year for which the performance is being considered.</p> | <p>The Plan will have immediate vesting upon meeting the milestones on, or within the period of 5 years from the grant. The PSUs shall vest on 31st May after the close of the financial year in which the</p> |

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| | | | milestone is achieved. The maximum period within which the PSUs shall vest is 31 st May 2027. |
| 6 | Exercise Price or Pricing Formula | The Exercise price will be the face value of the shares (i.e. INR 10) as on the date of exercise. | The Exercise price will be the face value of the shares (i.e. INR 10) as on the date of exercise. |
| 7 | Exercise period and process of Exercise | <p>The Exercise period for the vested PSUs will be 5 (five) years from the date of respective vesting.</p> <p>The PSUs can be exercised in one or both of the following routes: -</p> <p>a. Cash Route: - In this route, the Grantee will receive the Shares equivalent to the number of the PSUs exercised in accordance with the terms and conditions of the Plan after he/she has made the payment of the Exercise Price and applicable income tax.</p> <p>b. Cashless Route: In this case, the Trust will sell the required number of Shares, arising out of the PSUs exercised in accordance with the terms and conditions of the plan, sufficient to adjust the Exercise price and the Tax amount and transfer the balance number of Shares to the Grantee.</p> | <p>The Exercise period for the vested PSUs under the Plan will be 5 (five) years from the date of respective vesting.</p> <p>The PSUs can be exercised in one or both of the following routes: -</p> <p>b. Cash Route: - In this route, the Grantee will receive the Shares equivalent to the number of the PSUs exercised in accordance with the terms and conditions of the Plan after he/she has made the payment of the Exercise Price and applicable income tax.</p> <p>c. Cashless Route: In this case, the Trust will sell the required number of Shares, arising out of the PSUs exercised in accordance with the terms and conditions of the plan, sufficient to adjust the Exercise price and the Tax amount and transfer the balance number</p> |

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| | | | of Shares to the Grantee. |
| 8 | Appraisal process for determining the eligibility of the Employees for the Plan | <p>The appraisal process for determining the eligibility of the employees will be in accordance with the Plan and as may be determined by the Committee at its sole discretion. The actual number of PSUs to be vested every three years for each Grantee shall be based on his individual performance and achievement of the key financial, strategic and other targets as may be approved by the Board and communicated separately to the Grantee. In addition to the targets mentioned above, adherence to the Code of Conduct of the Company will also be considered in determining the actual number of PSUs to be vested. The decision of the MD&CEO and CHRO shall be final and binding in determining actual number of PSUs to be vested to all Grantees other than the Senior Management. The actual number of PSUs to be vested to the Senior Management shall be approved by the Board on the recommendation of the NRC.</p> | <p>The appraisal process for determining the eligibility of the employees will be in accordance with the Plan and as may be determined by the Committee at its sole discretion. The Plan will have immediate vesting upon meeting the milestones on, or within the period of 5 years from the grant. The PSUs shall vest on 31st May after the close of the financial year in which the milestone is achieved but no later than 31st May 2027. Performance metrics & measure will be: Revenue materially in excess of Board approved plan on or within the 5-year period from the grant.</p> |
| 9 | The Maximum number of PSUs to be granted per employee and in aggregate | The maximum number of PSUs that can be granted to any eligible single | The maximum number of PSUs that can be granted to any eligible single |

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| | | employee shall not exceed 0.05% of the issued capital of the Company at the time of grant of PSUs. | employee shall not exceed 0.05% of the issued capital of the Company at the time of grant of PSUs. |
| 10 | The Maximum quantum of benefits to be provided per Employee under the Plan | The maximum quantum of benefit that will be provided to every eligible employee under the Plan will be the difference between the Market value of Company's Share on the Stock Exchange as on the date of exercise of PSUs and the Exercise Price paid by the employee. | The maximum quantum of benefit that will be provided to every eligible employee under the Plan will be the difference between the Market value of Company's Share on the Stock Exchange as on the date of exercise of PSUs and the Exercise Price paid by the employee. |
| 11 | Implementation and administration of the Plan | <p>The Plan shall be implemented by trust route wherein wherein the Trust shall either acquire the shares by direct allotment from the Company or utilize the surplus shares already available with the Trust under any terminated employee benefit plans which will subsequently be transferred to the Grantees as and when the PSUs are exercised.</p> <p>The Plan will be administered by the Nomination and Remuneration Committee. The Committee shall delegate its power to the Trust to the extent it deems fit for the proper administration of the Plan.</p> | <p>The Plan shall be implemented by trust route wherein the Trust shall either acquire the shares by direct allotment from the Company or utilize the surplus shares already available with the Trust under any terminated employee benefit plans which will subsequently be transferred to the Grantees as and when the PSUs are exercised.</p> <p>The Plan will be administered by the Nomination and Remuneration Committee. The Committee shall delegate its power to the Trust to the extent it deems fit for the proper administration of the Plan.</p> |
| 12 | Whether the Plan involves new issue of shares by the Company | The Trust shall either acquire the shares by direct | The Trust shall either acquire the shares by |

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| | or secondary acquisition by the Trust or both | allotment from the Company or utilize the surplus shares already available with the Trust under any terminated employee benefit plan which will subsequently be transferred to the Grantees as and when the PSUs are exercised. | direct allotment from the Company or utilize the surplus shares already available with the Trust under any terminated employee benefit plan which will subsequently be transferred to the Grantees as and when the PSUs are exercised. |
| 13 | The amount of loan to be provided for implementation of the Plan by the Company to the trust, its tenure, utilization, repayment terms, etc. | The Company may provide loan to the trust of such amount as may be required by the Trust from time to time under the Plan. The amount of loan to be provided by the Company to the Trust for implementation of this plan together with Syngene Long Term Incentive Outperformance Share Plan 2023 shall not exceed 0.90% of the aggregate paid-up capital at any point of time subject to the restriction on the aggregate loan provided to the Trust in accordance with the provisions of Companies Act, 2013 & Rules therein. The tenure of such loan shall be the point where the objects of the Trust are accomplished or the repayment of 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 Company may provide loan to the trust of such amount as may be required by the Trust from time to time under the Plan. The amount of loan to be provided by the Company to the Trust for implementation of this plan together with the Syngene Long Term Incentive Performance Share Plan 2023 shall not exceed 0.90% of the aggregate paid-up capital at any point of time subject to the restriction on the aggregate loan provided to the Trust in accordance with the provisions of Companies Act, 2013 & Rules therein. The tenure of such loan shall be the point where the objects of the Trust are accomplished or the repayment of loan is made, whichever is earlier. The utilization of such loan shall be for the objects of the Trust as mentioned in the Trust Deed including the implementation of the plan. |
| 14 | The Maximum percentage of secondary acquisition (subject | Not Applicable | Not Applicable |

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| | to limits specified under the regulations) that can be made by the trust for the purposes of the Plan | | |
| 15 | A statement to the effect that the Company shall conform to the accounting policies specified in Regulation 15 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 | The Company shall comply with the disclosures requirements and the accounting policies prescribed under Regulation 15 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 or as may be prescribed by regulatory authorities from time to time. | The Company shall comply with the disclosure requirements and the accounting policies prescribed under Regulation 15 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 or as may be prescribed by regulatory authorities from time to time. |
| 16 | The method which the Company shall use to value its PSUs | The Company shall adopt fair value for the valuation of the PSUs granted as prescribed under Guidance Note or under any relevant Accounting Standard notified by appropriate authorities from time to time. | The Company shall adopt fair value for the valuation of the PSUs granted as prescribed under Guidance Note or under any relevant Accounting Standard notified by appropriate authorities from time to time. |
| 17 | Statement with regard to Disclosure in Director's Report | As the Company is adopting fair value method, presently there is no requirement for disclosure in Directors' report. However, if in future, the Company opts for expensing of share based 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 | As the Company is adopting fair value method, presently there is no requirement for disclosure in Directors' report. However, if in future, the Company opts for expensing of share based 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 |

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| | | in the Directors' report and the the impact of this difference on profits and on earnings per share (EPS) of the Company shall also be disclosed in the Directors' report. | the fair value, shall be disclosed in the Directors' report and the the impact of this difference on profits and on earnings per share (EPS) of the Company shall also be disclosed in the Directors' report. |
| 18 | Period of lock-in | The Shares allotted to the Employees pursuant to exercise of PSUs will not be subject to any lock-in period and can be freely sold by an Employee. | The Shares allotted to the Employees pursuant to exercise of PSUs will not be subject to any lock-in period and can be freely sold by an Employee. |
| 19 | Terms & conditions for buyback, if any, of specified securities covered under these Regulations | Not Applicable | Not Applicable |

Accordingly, your Directors recommend the Resolutions as set out at Item Nos. 1 to 4 for your approval.

In compliance with the General Circular No. 20/2020 dated May 5, 2020 issued by the MCA, these items are considered unavoidable and form part of this Notice.

A copy of the draft Plan will be available for inspection on all working days (Monday to Friday) between 9:00 hours to 17:00 hours at the registered office of the Company.

None of the Directors, Manager, Key Managerial Personnel of the Company, and their respective relatives are in any way concerned or interested in the resolution except to the extent of equity shares held by them in the Company or the PSUs to be granted under the respective Plans.

ITEM NO. 5

The Company has already setup Syngene Employee Welfare Trust for the purpose of administration of ESOP/RSUs Plan or Scheme. The Company has formulated the Syngene Employee Stock Option Plan 2011 and Syngene Restricted Stock Unit Long Term Incentive Plan FY 2020 and shall soon implement the "Syngene Long Term Incentive Performance Share Plan 2023 and Syngene Long term Incentive Outperformance Share Plan 2023" ("the Plans") subject to the approval of the shareholders. All these Plans are being/will be administered and implemented through the same Trust. In order to implement the said Plans through trust route, the Company needs to make provisioning of funds to the Trust so as to enable it to subscribe to the shares of the Company.

The amount of loan to be provided for implementation of the above Plans by the Company to the Trust shall not exceed 0.90% of the aggregate paid-up capital and free reserves at any point of time as provided in Act.

Section 67 of the Companies Act, 2013 read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 requires any scheme of provision of money for the purchase of or subscription for the shares to and for the benefit of the employees of the Company shall be approved by the members by passing a Special resolution in a general meeting. Accordingly, item no. 5, which is proposed for the approval of the Shareholders, is set out in this Notice.

The disclosures as per Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 for the Plan, are as under:

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| 1. | <p>The class of employees for whose benefit the Plan is being implemented and money is being provided for purchase of or subscription to shares</p> | <p>“Employee” shall mean,</p> <ul style="list-style-type: none"> i. an employee as designated by the company, who is exclusively working in India or outside India; or ii. a director of the company, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or iii. an employee as defined in (i) or (ii) above, of a subsidiary company, in India or outside India, or of a holding company of the company; <p>but does not include</p> <ul style="list-style-type: none"> a) an employee who is a promoter or a person belonging to the promoter group; or b) a director who, either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the company. |
| 2. | <p>The particulars of the trustee or employees in whose favor such shares are to be registered</p> | <p>Name of the Trustees:-</p> <ul style="list-style-type: none"> 1. Murali Krishnan K.N. 2. Nandakumar Krishnachar |
| 3. | <p>Particulars of trust</p> | <p>Name of the Trust: Syngene Employees Welfare Trust</p> <p>Address of the Trust: Biocon SEZ, Biocon Park, Plot No. 2 & 3, Bommasandra Industrial Area, IV Phase, Jigani Link Road, Bengaluru 560099 Karnataka</p> |

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|---------------------------|---|--|-------------------------|--|---------|---|------------|---------|-------------|--------|---------------------------|--|---------|--|------------|---------|-------------|--------|
| <p>4.</p> | <p>Name, Address, Occupation and nationality of trustees</p> | <table border="1"> <tr> <td colspan="2">1. Murali Krishnan K.N.</td> </tr> <tr> <td>Address</td> <td>76, 27th Main Road, 2nd Cross, BTM Layout, 1st Stage, Bengaluru 560068, Karnataka, India.</td> </tr> <tr> <td>Occupation</td> <td>Service</td> </tr> <tr> <td>Nationality</td> <td>Indian</td> </tr> <tr> <td colspan="2">2. Nandakumar Krishnachar</td> </tr> <tr> <td>Address</td> <td>No. 712, 19th Cross, 23rd Main, Ideal Homes Township, Rajarajeshwarinagar, Bengaluru 560098, Karnataka, India.</td> </tr> <tr> <td>Occupation</td> <td>Service</td> </tr> <tr> <td>Nationality</td> <td>Indian</td> </tr> </table> | 1. Murali Krishnan K.N. | | Address | 76, 27 th Main Road, 2 nd Cross, BTM Layout, 1 st Stage, Bengaluru 560068, Karnataka, India. | Occupation | Service | Nationality | Indian | 2. Nandakumar Krishnachar | | Address | No. 712, 19 th Cross, 23 rd Main, Ideal Homes Township, Rajarajeshwarinagar, Bengaluru 560098, Karnataka, India. | Occupation | Service | Nationality | Indian |
| 1. Murali Krishnan K.N. | | | | | | | | | | | | | | | | | | |
| Address | 76, 27 th Main Road, 2 nd Cross, BTM Layout, 1 st Stage, Bengaluru 560068, Karnataka, India. | | | | | | | | | | | | | | | | | |
| Occupation | Service | | | | | | | | | | | | | | | | | |
| Nationality | Indian | | | | | | | | | | | | | | | | | |
| 2. Nandakumar Krishnachar | | | | | | | | | | | | | | | | | | |
| Address | No. 712, 19 th Cross, 23 rd Main, Ideal Homes Township, Rajarajeshwarinagar, Bengaluru 560098, Karnataka, India. | | | | | | | | | | | | | | | | | |
| Occupation | Service | | | | | | | | | | | | | | | | | |
| Nationality | Indian | | | | | | | | | | | | | | | | | |
| <p>5.</p> | <p>Relationship of trustees with promoters, directors or key managerial personnel, if any</p> | <p>None</p> | | | | | | | | | | | | | | | | |
| <p>6.</p> | <p>Any interest of key managerial personnel, directors or promoters in such Plan or trust and effect thereof</p> | <p>The Key Managerial personnel and Directors are interested in the Plans only to the extent to the PSUs to be granted to them, if any, under the respective plans.</p> | | | | | | | | | | | | | | | | |
| <p>7.</p> | <p>The detailed particulars of benefits which will accrue to the employees from the implementation of the Plan</p> | <p>Upon exercise of PSUs, the eligible employees shall be entitled to an equivalent number of equity shares of the Company at the pre-determined exercise price as per the terms of the grant.</p> | | | | | | | | | | | | | | | | |
| <p>8.</p> | <p>The details about who would exercise and how the voting rights in respect of the shares to be purchased or subscribed under the Plan would be exercised</p> | <p>The Trust would be considered as the registered shareholder of the Company till the date of transfer of shares to the Employees. However, the Trustees will not have any right to vote on the Equity Shares held by the Trust.</p> <p>Unless agreed otherwise between the Company and any Employee and subject to the Corporate Action(s) taken by the Company, if any, the grant of 1 (One) PSU to an employee shall entitle the holder of the PSUs to apply for 1 (One) Equity Share of the Company upon payment of Exercise Price. Once the shares are transferred to the employees upon their Exercise, then the employees will be treated as the shareholders of the Company and shall exercise the right to vote in respect of such shares.</p> | | | | | | | | | | | | | | | | |

In terms of the Act, read with Rule 16 of Chapter IV of the Act, the approval of the Shareholders is sought by way of Special Resolution for the approval for provisioning of money to the Trust to fulfill the requirements of the Plans. Therefore, your Directors recommend the Resolution as set out at item no. 5 for your approval by way of Special Resolution.

In compliance with the General Circular No. 20/2020 dated May 5, 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 in the resolution except to the extent of equity shares held by them in the Company or the PSUs to be granted under the respective Plans.

ITEM NO. 6

The Syngene Employee Stock Option Plan 2011 (“the ESOP Plan”) was implemented by the Company in 2011. The said Plan is administered by the Syngene Employees Welfare Trust. The Company has discontinued granting ESOPs under the above Plan and with the implementation of the Long term incentive plans does not intend to issue any further grants under the said Plan in future. The Trust has some surplus shares under this Plan, which has arisen due to the lapse of options granted to the employees over the years. These surplus shares may further increase due to a lapse of options in the future.

In order to use the cash and surplus shares lying with the Syngene Employee Welfare Trust on account of the ESOP Plan, the Board, based on the recommendation of the Nomination and Remuneration Committee, approved the termination of the ESOP Plan, and the transfer of the cash and surplus shares to the other share benefit schemes/ plans (existing or future) implemented or to be implemented by the Company, after meeting all the obligations under the ESOP Plan.

The members may note that the termination of the ESOP Plan, shall not affect options already offered and granted under the ESOP Plan to any grantee. Such options shall remain in full force and effect as if the ESOP Plan had not been terminated.

Accordingly, based on the recommendation of the Nomination and Remuneration Committee, the Board recommends the resolution set out in item no. 6 of the Notice for approval of the members by way of Special Resolution. A copy of the ESOP Plan is available electronically for inspection by the members.

In compliance with the General Circular No. 20/2020 dated May 5, 2020 issued by the MCA, this item is considered unavoidable and forms part of this Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution except to the extent of equity shares held by them in the Company or the ESOPs granted under the ESOP Plan.