



Ref: Syn/CS/SE/Postal Ballot/2024-25/May/05

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

May 10, 2024

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

Pursuant to regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we attach herewith a copy of the Postal Ballot Notice of Syngene International Limited ('the Company') dated April 24, 2024 ('Notice'), along with the Explanatory Statement, for seeking approval of the Members of the Company on the following Resolutions forming part of the Notice:

S. No.	Description of Resolutions	Type of Resolution
1	To approve the re-appointment of Mr. Jonathan Brittan Hunt (DIN: 07774619) as Managing Director and Chief Executive Officer of the Company.	Ordinary Resolution
2	To approve the appointment of Mr. Sibaji Biswas (DIN: 06959449) as Executive Director & Chief Financial Officer of the Company.	Ordinary Resolution
3	To approve the appointment of Mr. Nilanjan Roy (DIN: 02703775) as an Independent Director of the Company.	Special Resolution

In accordance with applicable laws and circulars issued by Ministry of Corporate Affairs, the Company has completed the dispatch of the Notice on Friday, May 10, 2024 only through electronic mode to the members whose names appear in the Register of Members/ List of Beneficial Owners and whose email IDs are registered with Depositories/ Depository Participants/Registrar & Share Transfer Agent as on Friday, May 03, 2024 ('Cut-off date').

In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with relevant Rules made thereunder, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company has engaged the services of KFin Technologies Limited to provide remote e-voting facilities to the Members, to enable them to cast their votes electronically. The details of the remote E-voting are as under:

Remote E-Voting Details		
1	Date and time of commencement of Remote e-voting	Sunday, May 12, 2024 (9:00 AM IST)

Syngene

Remote E-Voting Details		
2	Date and time of conclusion of Remote e-voting	Monday, June 10, 2024 (5:00 PM IST)
3	Date of declaration of e-voting results	On or before Wednesday, June 12, 2024

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
Head Legal & Company Secretary

Encl: Postal Ballot Notice

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 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) (including any statutory modification or re-enactment thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (“SS-2’), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (‘MCA’) for holding general meetings/ conducting postal ballot process through e-Voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 05, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, (“MCA Circulars”), 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.

Pursuant to Sections 102, 110 and other applicable provisions of the Act, an explanatory statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof (‘Statement’) is annexed to this Postal Ballot Notice (‘Notice’) for your consideration and forms part of this Notice.

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

The Board of Directors of the Company (“the Board”) has considered and approved the following resolutions on April 24, 2024, subject to the members’ approval through postal ballot:

- 1. To approve the re-appointment of Mr. Jonathan Brittan Hunt (DIN: 07774619) as Managing Director and Chief Executive Officer of the Company**
- 2. To approve the appointment of Mr. Sibaji Biswas (DIN: 06959449) as Executive Director & Chief Financial Officer of the Company**
- 3. To approve the appointment of Mr. Nilanjan Roy (DIN: 02703775) as an Independent Director of the Company**

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) 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 Wednesday, June 12, 2024 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: April 24, 2024
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

Sd/-
Priyadarshini Mahapatra
Head Legal & Company Secretary
FCS:8786

RESOLUTIONS:

ITEM NO. 1 - TO APPROVE THE RE-APPOINTMENT OF MR. JONATHAN BRITTAN HUNT (DIN: 07774619) AS MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER OF THE COMPANY.

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013 (the ‘Act’) and rules made thereunder, (including any statutory modification(s) or amendment(s) thereto, or re-enactment(s) thereof, for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the provisions of the Articles of Association of the Company, approval of the Members of the Company, be and is hereby accorded for re-appointment of Mr. Jonathan Brittan Hunt (DIN: 07774619) as the Managing Director and Chief Executive Officer and Key Managerial Personnel of the Company as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, liable to retire by rotation, on such terms and conditions including remuneration as mentioned below:

I. Period of Appointment

For a period of 5 (five) consecutive years commencing from April 01, 2024.

II. Remuneration

- **Annual Base Pay:** Indian rupee equivalent to GBP 760,116 per annum, including all allowances as per the salary structure of the Company.
Short-term Incentive: Payment of Short-Term Incentive at a target value of GBP 540,000 to be linked to the achievement of targets as may be decided by the Board on recommendation of the Nomination and Remuneration Committee based on specified performance criteria and such other parameters as may be considered appropriate from time to time.

Additionally, performance-linked increments shall be payable as determined by the Board of directors based on the recommendation of the Nomination and Remuneration Committee, within the overall limits of the managerial remuneration as prescribed under the Companies Act, 2013.

- **Long-term Incentive** including Employee Stock Option, Restricted Stock Units, Performance Stock Units, Stock Appreciation Rights as per the Scheme applicable to the Executive Directors and/or Senior Executives of the Company and/or its Subsidiaries and/or any other Incentives applicable to Senior Executives of the Company/Group companies, in such manner and with such provisions as may be decided by the Board on the recommendation of the Nomination and Remuneration Committee, within the overall limits of the managerial remuneration as prescribed under the Companies Act, 2013.

III. Perquisites

- **Conveyance and Petrol/ Maintenance Allowance:**
A Company provided car with a driver during stay in India—all costs to be borne by the Company.
- **Travel and Stay expenses:**
While the primary place of residence of Mr. Jonathan Hunt is the United Kingdom, he will be required to undertake such travel as deemed necessary to fulfil obligations of his work to India and/or any other place. The cost of travel, boarding, lodging and other reasonable incidental expenses incurred during such travel shall be borne by the Company.
- **Mobile/Telephone/Internet/Home Office Expenses:**
Reimbursement of Mobile, Telephone and Internet charges on an actual basis.
- **Personal Accident Insurance Coverage:**
As per the Company policy.
- **Mediclaime/ Life Assurance/Death in Service/ Critical Illness cover:**
Healthcare, Dental Cover and Life Assurance/Death in Service/ Critical Illness cover.
- **Leave eligibility and leave encashment:**
Leave eligibility and leave encashment as applicable to all employees of the Company, from time to time.
- **Any other allowances, benefits and perquisites:**
Any other allowances, benefits and perquisites as per the rules applicable to the Senior Executives of the Company and/or which may become applicable in the future and/or any other allowances, benefits and perquisites as approved by the Board.
- **Notice:**
The appointment will be for a period of five years from April 01, 2024 which may be terminated by either party giving to the other three (3) months notice in writing or upon Mr. Jonathan Hunt ceasing to be a Director of the Company.
- **Claw Back:**
If the Managing Director & Chief Executive Officer is found guilty of any form of malpractice or material breach or misconduct including sexual harassment, the Nomination and Remuneration Committee may, in its sole discretion, take remedial action against him, including the cancellation of some or all the awards then outstanding ie. granted under the Long term incentive plans and not yet vested or vested but not yet exercised by him.

IV. Overall Remuneration:

The aggregate of salary, perquisites and as specified above or paid additionally in accordance with the rules of the Company in any financial year, which the Board in its absolute discretion may deem fit and pay to Mr. Jonathan Hunt from time to time shall not exceed the limits prescribed under Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act, as may for the time being in force. Mr. Jonathan Hunt, being in full time employment of the Company, shall not be eligible for any sitting fees for attending Board and Committee meetings of the Company.”

RESOLVED FURTHER THAT the overall maximum managerial remuneration payable to all the director(s) of the Company including all executive, non-executive and independent directors in the aggregate shall not exceed 11% of the net profits of the Company, as prescribed under Section 198 of the Act read with rules made thereunder or other applicable provisions or any statutory modifications thereof, for a period of five years from April 01, 2024.

RESOLVED FURTHER THAT in his capacity as Managing Director and Chief Executive Officer, Mr. Jonathan Hunt (DIN: 07774619) is entitled to exercise all powers as are exercisable by the Managing Director and Chief Executive Officer of the Company as permissible under the provisions of the Act, and any other statutes in order to manage the affairs of the Company.

RESOLVED FURTHER THAT the Board on the recommendation of the Nomination and Remuneration Committee, be and is hereby authorised to alter and vary the terms and conditions of appointment of Jonathan Hunt, including remuneration, but such remuneration shall not exceed the limits specified under the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things which may be necessary for the re-appointment of Mr. Jonathan Hunt (DIN: 07774619) as the Managing Director and Chief Executive Officer on the Board of the Company.”

ITEM NO. 2 - TO APPROVE THE APPOINTMENT OF MR. SIBAJI BISWAS (DIN: 06959449) AS EXECUTIVE DIRECTOR AND CHIEF FINANCIAL OFFICER OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013 (the ‘Act’) and rules made thereunder, (including any statutory modification(s) or amendment(s) thereto, or re-enactment(s) thereof, for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the provisions of the Articles of Association of the Company, and recommended by the Nomination and remuneration Committee and Board of Directors of the Company, subject to the approval of the Members of the Company, be and is hereby accorded for appointment of Mr. Sibaji Biswas (DIN: 06959449) as the Executive Director & Chief Financial Officer and Key Managerial Personnel of the Company, liable to retire by rotation, on such terms and conditions including remuneration as mentioned below:

I. Period of Appointment

For a period of 5 (five) consecutive years commencing from April 1, 2024

II. Remuneration

- **Annual Base Pay:** Rs. 2,87,38,164 per annum, including all allowances and statutory contributions as per the salary structure of the Company.
Short-term Incentive: Payment of Short-Term Incentive at a target value of Rs. 1,93,12,500 to be linked to the achievement of targets as may be decided by the Board on recommendation of the Nomination and Remuneration Committee based on certain performance criteria and such other parameters as may be considered appropriate from time to time.

Additionally, performance-linked increments shall be payable as determined by the Board of directors based on the recommendation of the Nomination and Remuneration Committee,

within the overall limits of the managerial remuneration as prescribed under the Companies Act, 2013.

- **Long-term Incentive** including Employee Stock Option, Restricted Stock Units, Performance Stock Units, Stock Appreciation Rights as per the Scheme applicable to the Executive Directors and/or Senior Executives of the Company and/or its Subsidiaries and/or any other Incentives applicable to Senior Executives of the Company/Group companies, in such manner and with such provisions as may be decided by the Board on the recommendation of the Nomination and Remuneration Committee, within the overall limits of the managerial remuneration as prescribed under the Companies Act, 2013.

III. Perquisites

- **Conveyance and Petrol/ Maintenance Allowance:**
A Company provided car upto Rs. 40 lakhs (on-road cost). The fuel and maintenance bills will be reimbursed at actuals. The Company will provide a driver who will be hired on third-party payroll, and monthly salary will be paid to the driver at actuals (upto a max. of INR 30,000 per month).
- **Mobile/Telephone/Internet/Home Office Expenses:**
Reimbursement of Mobile, Telephone and Internet charges on an actual basis.
- **Personal Accident Insurance Coverage:**
As per the Company's policy.
- **Mediclaime/ Life Assurance/Death in Service/ Critical Illness cover:**
Healthcare and Life Assurance/Death in Service/ Critical Illness cover as per Company's policy.
- **Leave eligibility and leave encashment:**
Leave eligibility and leave encashment as applicable to all employees of the Company, from time to time.
- **Any other allowances, benefits and perquisites:**
Any other allowances, benefits and perquisites as per the rules applicable to the Senior Executives of the Company and/or which may become applicable in the future and/or any other allowances, benefits and perquisites as approved by the Board.
- **Notice:**
The appointment will be for a period of five years from April 01, 2024 which may be terminated by either party giving to the other months' notice in writing or upon Mr. Sibaji Biswas ceasing to be a Director of the Company.
- **Claw Back:**
If the Managing Director & Chief Executive Officer is found guilty of any form of malpractice or material breach or misconduct including sexual harassment, the Nomination and Remuneration Committee may, in its sole discretion, take remedial action against him, including the cancellation of some or all the awards then outstanding ie. granted under the Long term incentive plans and not yet vested or vested but not yet exercised by him.

IV. Overall Remuneration:

The aggregate of salary and perquisites as specified above or paid additionally in accordance with the rules of the Company in any financial year, which the Board in its absolute discretion may deem fit and pay to Mr. Sibaji Biswas from time to time shall not exceed the limits prescribed under Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act,

as may for the time being in force. Mr. Sibaji Biswas, being in full time employment of the Company, shall not be eligible for any sitting fees for attending Board and Committee meetings of the Company.

RESOLVED FURTHER THAT the overall maximum managerial remuneration payable to all the director(s) of the Company including all executive, non-executive and independent directors in the aggregate shall not exceed 11% of the net profits of the Company, as prescribed under Section 198 of the Act read with rules made thereunder or other applicable provisions or any statutory modifications thereof, for a period of 5 (five) years with effect from April 01, 2024.

RESOLVED FURTHER THAT in his capacity as Executive Director & Chief Financial Officer, Mr. Sibaji Biswas (DIN: 06959449) is entitled to exercise all powers as are exercisable by the Executive Director & Chief Financial Officer of the Company as permissible under the provisions of the Act, and any other statutes in order to manage the affairs of the Company.

RESOLVED FURTHER THAT the Board on the recommendation of the Nomination and Remuneration Committee, be and is hereby authorised to alter and vary the terms and conditions of appointment of Mr. Sibaji Biswas, including remuneration, but such remuneration shall not exceed the limits specified under the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things which may be necessary for the appointment of Mr. Sibaji Biswas (DIN: 06959449) as the Executive Director & Chief Financial Officer on the Board of the Company.”

ITEM NO. 3 -TO APPROVE THE APPOINTMENT OF MR. NILANJAN ROY (DIN: 02703775) AS AN INDEPENDENT DIRECTOR 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 sections 149, 150, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the relevant rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with Schedule IV of the Act, and Regulation 16(1)(b), Regulation 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members be and is hereby accorded for appointment of Mr. Nilanjan Roy (DIN : 02703775), who was appointed by the Board of Directors as an Additional Director in the capacity of an Independent Director of the Company with effect from April 01, 2024, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a first term commencing from April 01, 2024 upto the Annual General Meeting for the year 2027.

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things which may be necessary for the appointment of Mr. Nilanjan Roy (DIN: 02703775) as an Independent Director on the Board of the Company.”

Date: April 24, 2024
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

Sd/-
Priyadarshini Mahapatra
Head Legal & 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 and the relevant details of Directors proposed to be appointed/re-appointed as required under Regulation 36(3) of the Listing Regulations are 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. 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, 20/2021 dated December 8, 2021, 3/2022 dated May 05, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (“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 May 03, 2024 (the cut-off date) and who have registered their e-mail address with the Company/ RTA/ 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 Friday, May 03, 2024.
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 upto Monday, June 10, 2024. 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 Monday, June 10, 2024.
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 Monday, June 10, 2024.
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 Wednesday, June 12, 2024 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 Monday, June 10, 2024, 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. 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/>

14. The Company has also received notices in writing from members under Section 160 of the Companies Act, 2013 proposing the candidature for the office of all the three Directors whose appointments are subject to shareholders approval as per the proposed resolutions. The said information is also included in the explanatory statement annexed to the notice and it is deemed compliance with the provisions of Section 160 of the Act read with Rule 13 of Companies (Appointment and Qualification of Directors) Rules, 2014.

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, May 03, 2024, 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. The remote e-Voting period shall commence on Sunday, May 12, 2024 (9:00 hours IST) and remain open until Monday, June 10, 2024 (17:00 hours IST).
- iv. 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.
- v. 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.
- vi. The details of the process and manner for remote e-Voting are explained herein below:

Step 1 : Access to Depositories e-Voting system in case of individual members holding shares in demat mode.

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

NSDL	CDSL
<p>1. User already registered for IDeAS facility:</p> <ul style="list-style-type: none"> II. URL: https://eservices.nsdl.com III. Click on the “Beneficial Owner” icon under ‘IDeAS’ section. IV. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” V. Click on company name of the e-Voting service provider and you will be re-directed to e-Voting service provider website, select the Company name Syngene International Limited from the drop down button for casting the vote during the remote e-Voting period. 	<p>1. Existing user who have opted for Easi / Easiest</p> <ul style="list-style-type: none"> II. URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com III. Click on New System Myeasi IV. Login with user id and password. V. The user will see the e-Voting Menu. The Menu will have links of e-Voting Service Provider i.e. KFintech e-Voting portal. VI. Click on e-Voting service provider name to cast your vote.
<p>2. User not registered for IDeAS e-Services</p> <ul style="list-style-type: none"> I. To register click on link : https://eservices.nsdl.com II. Select “Register Online for IDeAS” III. Proceed with completing the required fields. 	<p>2. User not registered for Easi/Easiest</p> <ul style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. Proceed with completing the required fields.
<p>3. User not registered for IDeAS e-Services</p> <ul style="list-style-type: none"> I. To register click on link : https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp II. Proceed with completing the required fields. 	<p>3. By visiting the e-Voting website of CDSL</p> <ul style="list-style-type: none"> I. URL: www.cdslindia.com II. Provide demat account number and PAN No. III. System will authenticate user by sending OTP on registered mobile and Email as recorded in the demat account. IV. After successful authentication, user will be provided links for the respective e-Voting Service Provider i.e. KFINTECH where the e- Voting is in progress.
<p>4. By visiting the e-Voting website of NSDL</p> <ul style="list-style-type: none"> i. Open URL: https://www.evoting.nsdl.com/ ii. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. iii. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. iv. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech. v. On successful selection, you will be re-directed to KFintech e-Voting page for casting your vote during the remote e-Voting period. 	

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

- You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.
- 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.
- Click on options available against company name or e-Voting service provider – **Kfintech** and you will be redirected to e-Voting website of **Kfintech** for casting your vote during the remote e-Voting period without any further authentication.

Important note:

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

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

Step 2 : Access to Kfintech e-Voting system in case of members holding shares in physical and non-individual members in demat mode.

1. In case a Member receives an email from Kfintech (for Members whose email Ids are registered with the Company/Depository Participant(s)):
 - i) Launch internet browser by typing the URL: <https://evoting.kfintech.com> in the address bar and click on “Enter”. The Home screen will be displayed then click on shareholders icon in the homepage.
 - ii) Enter the login credentials. Your Folio No. DP ID – Client ID will be your User ID. However, if you are already registered with Kfintech for E-voting, you can use your existing User ID and password for casting your 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 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (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 password. Kindly 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 E-Voting Event Number for Syngene International Limited (7990).
 - vii) On the voting page enter the number of shares (which represents the number of votes) as on the Cut-off Date under each of the heading of the resolution and cast your vote by

choosing the “FOR/ AGAINST ”option. Alternatively, you may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/AGAINST” taken together should not exceed your total shareholding as mentioned overleaf. You may also choose the option “ABSTAIN” and the shares held will not be counted under either head. Option “FOR” implies assent to the resolution and “AGAINST” implies dissent to the resolution.

- viii) Members holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/ 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 abstained.
 - x) You may then cast your vote by selecting an appropriate option and click on “Submit”.
 - xi) A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - 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., together with attested specimen signature(S) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: sree@sreedharancs.com or evoting@kfintech.com They may also upload the same in the E-voting module in their login. The scanned image of the above-mentioned documents should be in the naming format “Corporate Name_EVENTNO”.
2. In case of any query pertaining to E-voting, please visit Help & FAQ's section available at Kfintech website <https://evoting.kfintech.com>.
 3. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories at the close of business hours on Friday, May 03, 2024 shall be entitled to avail the facility of remote E-voting.
 4. Members who hold Shares in physical mode and have not registered their e-mail address; and in consequence the Postal Ballot Notice could not be serviced or are requested to send the ISR-1, ISR-2 & SH13 or ISR-3 to the KFin Technologies Limited, Registrars & Transfer agents for updating the complete KYC Details and sending the Postal ballot notice. The Soft copy of ISR forms can be downloaded by using the following link <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>. Members holding shares in electronic mode are requested to contact their depository participants and submit the request letter for updating the KYC details including email addresses and mobile number.
 5. Members registered with Kfintech for E-voting may use their existing User ID and password to cast their vote.

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

inward.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. Members may also update their mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).

Explanatory Statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India.

ITEM NO. 1: RE-APPOINTMENT OF MR. JONATHAN BRITTAN HUNT (DIN: 07774619) AS MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER OF THE COMPANY

Mr. Jonathan Brittan Hunt (DIN: 07774619) was appointed as the Chief Executive Officer of the Company on April 01, 2016 and as the Wholetime Director with effect from May 1, 2017. He was elevated to the position of Managing Director and Chief Executive Officer of the Company with effect from April 01, 2020 for a term of five years. The members, by way of a special resolution by postal ballot on March 01, 2022, had approved the maximum remuneration for Mr. Jonathan Hunt at 14% of the net profits for a period of 3 years with effect from March 01, 2022 to February 28, 2025 in view of the potential increase in remuneration of Mr. Jonathan Hunt in the event of exercise of all or part of the Employee Stock Options or Restricted Stock Units already granted or to be granted and vested or to be vested on to him during the said period. Given that Mr. Hunt has already exercised the majority of his ESOPs and Restricted Stock Units from previous years, it has been proposed to adjust the maximum limit of his remuneration to the thresholds laid down under section 197 of the Companies Act, 2013 effective from April 01, 2024. The remuneration proposed for Mr. Jonathan Hunt in item no. 1 remains unchanged from his last drawn salary. Accordingly, the overall remuneration to be paid to all Directors of the Company is also being proposed to be readjusted to 11% from 15% as approved by the shareholders vide special resolution passed on March 01, 2022.

Furthermore, in light of the Company's robust performance and increased shareholder value under Mr. Hunt's leadership, it is proposed that he be re-appointed as the Managing Director and Chief Executive Officer, liable to retire by rotation for a period of five years from April 01, 2024 on the terms and conditions as contained in the resolution at item No.1. Accordingly, the Board, based on the recommendation of the Nomination and Remuneration Committee, has approved the re-appointment of Mr. Hunt as Managing Director and Chief Executive Officer of the Company for a period of five years from April 01, 2024 on the terms and conditions including the remuneration as stated in the resolution and in terms of the applicable provisions of the Act, subject to the approval of the members.

Mr. Hunt carries a wealth of expertise and industry-specific knowledge into his role. He has played a crucial role in guiding the Company's trajectory and has consistently contributed to the growth and performance. His extensive experience in the pharmaceutical and Contract Research, Development and Manufacturing Organisation (CRDMO) industry, coupled with his active involvement in international markets and business strategy, has been invaluable. A brief profile of Mr. Hunt and his specific areas of expertise is provided in the annexure to the Notice. During FY24, there was 100% attendance of Mr. Jonathan Hunt in all the Board/Committee Meetings.

Mr. Jonathan Hunt has furnished the necessary consent/declarations for his re-appointment as required under the Act and the Rules made thereunder. He 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. The Company has also received notice in writing from a Member under Section 160(1) of the Act proposing the candidature of Mr. Jonathan Hunt for the office of Director and to be the Managing Director and Chief Executive Officer of the Company.

This explanatory statement and the resolution at Item No. 1 which outlines the terms and conditions may also be read and treated as disclosure in compliance with the requirement of Section 196 of the

Companies Act, 2013. 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 Mr. Jonathan Hunt and his relatives, none of the Directors, Key Managerial Personnel or their respective relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors recommend the re-appointment of Mr. Jonathan Hunt as Managing Director and Chief Executive Officer on such terms and conditions as set forth in Item No.1 of this Notice, for approval by the Members of the Company by passing an ordinary resolution.

ITEM NO. 2 - TO APPROVE THE APPOINTMENT OF MR. SIBAJI BISWAS (DIN: 06959449) AS EXECUTIVE DIRECTOR AND CHIEF FINANCIAL OFFICER OF THE COMPANY

Mr. Sibaji Biswas (DIN: 06959449) was appointed as Chief Financial Officer of the Company on December 18, 2019. He carries considerable experience and has been adeptly overseeing the Finance, Supply Chain, IT, Legal, and Secretarial functions at Syngene. Notably, Mr. Biswas plays a vital role in driving the Company's strategy and improving profitability. His ability to identify new opportunities has been instrumental in increasing cash generation and enabling organizational growth. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, appointed Mr. Sibaji Biswas as an Additional Director designated as Executive Director and Chief Financial Officer for a period of 5 (five) years effective from April 01, 2024, subject to approval of the shareholders.

The Board, while appointing Mr. Sibaji Biswas as Executive Director and Chief Financial Officer of the Company, considered his background, experience and contributions to the Company during his past tenure as the Chief Financial Officer.

Mr. Sibaji Biswas has furnished the necessary consent/declarations for his appointment as required under the Act and the Rules made thereunder. He 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. The Company has also received notice in writing from a Member under Section 160(1) of the Act proposing the candidature of Mr. Sibaji Biswas for the office of Director.

This explanatory statement and the resolution at Item No. 2 which outlines the terms and conditions may also be read and treated as disclosure in compliance with the requirement of Section 196 of the Companies Act, 2013. The profile and specific areas of expertise of Mr. Sibaji Biswas are provided in the annexure to this notice. 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 Mr. Sibaji Biswas and his relatives, none of the Directors, Key Managerial Personnel or their respective relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors recommends the appointment of Mr. Sibaji Biswas as Executive Director and Chief Financial Officer on such terms and conditions as set forth in Item No. 2 of this Notice, for approval by the Members of the Company by passing an ordinary resolution.

ITEM NO. 3: APPOINTMENT OF MR. NILANJAN ROY (DIN: 02703775) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Nilanjan Roy(DIN: 02703775) as an Additional Director in the capacity of Independent Director w.e.f. April 01, 2024.The Nomination and Remuneration Committee, upon evaluation of the balance of skills, knowledge and experience on the Board, recommended to the Board the appointment of Mr. Nilanjan Roy to fit the role and capabilities identified and to hold office up to the Annual General Meeting of the Company to be held in the year 2027, subject to the approval of the shareholders. It is proposed that Mr. Nilanjan Roy be appointed as Independent Director, who is not liable to retire by rotation. The Company has also received notice in writing from a Member under Section 160(1) of the Act proposing the candidature of Mr. Nilanjan Roy for the office of Director.

Mr. Nilanjan Roy is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received declaration from Mr. Roy stating that he 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”). Mr. Roy is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

In the opinion of the Board, he fulfils the conditions for appointment as Independent Director, as specified in the Act and the SEBI Listing Regulations and is independent of the Management.

The resolution seeks the approval of the shareholders in terms of Section 149 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder and the SEBI Listing Regulations, for appointment of Mr. Nilanjan Roy as Independent Director of the Company for a term commencing from the date of his appointment by the Board of Directors on 1st April, 2024 until the conclusion of the 34th AGM proposed to be held in 2027. The profile and specific areas of expertise of Mr. Roy are provided in the annexure to this Notice.

A copy of the draft letter of appointment setting out the terms and conditions of appointment of an Independent Director is available for inspection, without any fee, by the shareholders at the Company’s registered office in physical or electronic form during normal hours on working days up to June 10, 2024.

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

Brief resume of Directors:

Mr. Jonathan Hunt

Managing Director and Chief Executive Officer

Mr. Jonathan Hunt has over 30 years of experience in the global life sciences and biopharmaceuticals industry. At Syngene, he is responsible for strategy and its execution, leading the executive team and the Company's business operations and steering its investment decisions. Prior to joining Syngene, he held leadership positions at AstraZeneca for over a decade, including President and Director of AstraZeneca, Austria, and President, AstraZeneca, India. He has been a member of the Board of Directors of Syngene since 2016, Managing Director since 2020 and is a member of the Stakeholders Relationship & ESG Committee, the Risk Management Committee and the Science & Technology Committee.

He completed his BA in Business Studies & Economics from the University of Sheffield and holds an MBA from Durham University, United Kingdom

Mr. Sibaji Biswas

Executive Director and Chief Financial Officer

Mr. Sibaji Biswas has over 25 years of extensive experience in finance and related functions. His prior experience includes working with Vodafone (Romania), Vodafone (India), Hutchison Essar Limited, Fasel Limited, and the ABP Group. Prior to joining Syngene, he was the CFO and a member of the Board at Vodafone (Romania). He was appointed as the CFO of Syngene in December 2019 and is a member of the Executive Committee. He oversees the finance, supply chain, legal, secretarial and IT functions and plays an important role in driving strategy, improving profitability, identifying new opportunities, improving cash generation and enabling organizational growth. Mr. Biswas is a certified Chartered Financial Analyst (CFA) from ICAI and holds a B.Tech from IIT- Kharagpur. With an MBA from University of Calcutta, he has also completed Management Development Programs at Indian Institute of Management (IIM), Ahmedabad and London Business School.

Mr. Nilanjan Roy

Independent Director

Mr. Nilanjan Roy has deep experience in international finance as a result of his 33-year career in roles including Chief Financial Officer at Infosys Limited, Global Chief Financial Officer at Bharti Airtel Limited, and senior positions at Unilever. He has worked in a range of geographies in Europe, the United States and India.

Mr. Roy's broad expertise includes traditional finance functions such as treasury, mergers and acquisitions, investor relations, taxation, financial accounting, and reporting. Beyond this, his experience covers corporate governance, ESG (Environment, Social and Governance) and risk management. He has industry sector experience in information technology, telecommunications and consumer products.

He holds a Bachelor of Commerce (Hons.) degree from Delhi University and is a Chartered Accountant.

Name of the Director	Mr. Jonathan Hunt	Mr. Sibaji Biswas	Mr. Nilanjan Roy
Category	Managing Director and Chief Executive Officer	Executive Director and Chief Financial Officer	Independent and Non-executive Director
DIN	07774619	06959449	02703775
Date of Birth	February 05, 1969	February 10, 1970	September 08, 1966
Date of Appointment	April 01, 2024	April 01, 2024	April 01, 2024
Tenure of Appointment/Re-appointment	5 years	5 years	Upto the Annual General Meeting of the Company to be held in 2027.
Nature of expertise in Specific Functional Areas	Manufacturing, Corporate Governance, Global Business Experience, Corporate Strategy & Execution, Sector expertise, Executive Leadership, Commercial experience	Finance and Risk Management, Corporate Strategy & Execution, Corporate Governance, Supply Chain, Global Business Experience.	Environmental, Social, and Governance (ESG), Corporate governance, Finance & Risk management, Executive Leadership, Corporate Governance
Disclosure of relationship with Directors inter-se	None	None	None
Directorship held in other Listed Companies	None	None	None
Membership of Committee in other Companies, if any	None	None	None
Shareholding as on 31st March, 2024	3,47,807 shares	68,039 shares	None
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable	Not Applicable	The NRC has laid out the criteria to be considered while recommending the candidature of Independent Directors to the Board. Among others, it includes considering various skill sets that are insightful and would add value to the overall composition of not only the Board but its various

Name of the Director	Mr. Jonathan Hunt	Mr. Sibaji Biswas	Mr. Nilanjan Roy
			<p>Committees and the Company as well. Mr. Nilanjan Roy’s broad expertise includes traditional finance functions such as treasury, mergers and acquisitions, investor relations, taxation, financial accounting, and reporting. Beyond this, his experience covers corporate governance, ESG (Environment, Social and Governance) and risk management, which are well suited to the role and capabilities.</p>