Board's Report

Dear Members,

Your Directors are pleased to present the 33rd Annual Report of your Company, along with the audited financial statements and Auditor's report for the financial year ended March 31, 2026 (FY26). The consolidated performance of the Company and its subsidiaries have been referred to wherever required.

Financial Review

Your Company's standalone performance during FY26, compared to the previous year is summarized below:

Particulars	Standalone		Consolidated	
	March 31, 2026	March 31, 2025	March 31, 2026	March 31, 2025
Total revenue	34,907	34,438	38,094	37,142
Total expenditure	30,223	28,542	33,219	30,863
Profit before Depreciation, Finance Costs, Exceptional items and Tax Expense	8,815	9,882	9,892	11,136
Less: Depreciation & Interest	4,131	3,985	5,017	4,857
Profit before Exceptional items and Tax Expense	4,684	5,896	4,875	6,279
Add: Exceptional items	(732)	320	(766)	320
Profit before Tax Expense	3,952	6,216	4,109	6,599
Less: Tax expenses	903	1,536	942	1,637
Profit for the year	3,049	4,680	3,167	4,962
Other Comprehensive Income	(2,315)	(81)	(1,960)	(147)
Total Comprehensive Income	**734**	**4,599**	**1,207**	**4,815**

- Revenue increased by 1.36% (from ₹ 34,438 Mn to ₹ 34,907 Mn) on standalone basis and by 2.56% (from ₹ 37,142 Mn to ₹ 38,094 Mn) on consolidated basis.
- Earnings before interest tax depreciation and amortisation (EBITDA) (excluding exceptional item) decreased by 10.8% (from ₹ 9,882 Mn to ₹ 8,815 Mn) on standalone basis and by 11.2 % (from ₹ 11,136 Mn to ₹ 9,892 Mn) on consolidated basis.
- Profit after tax decreased by 34.9% (from ₹ 4,680 Mn to ₹ 3,049 Mn) on a standalone basis and decreased by 36.2% (from ₹ 4,962 Mn to ₹ 3,167 Mn) on a consolidated basis.

A detailed financial performance analysis is provided in the Management Discussion and Analysis Report, which is part of this Annual Report.

Operational Review

Syngene International Ltd. (BSE: 539268, NSE: SYNGENE, ISIN: INE398R01022) is an integrated research, development, and manufacturing services company serving the global pharmaceutical, biotechnology, nutrition, animal health, consumer goods, and specialty chemical sectors. Syngene's team of over 8,300 employees, including 5,700 scientists, brings both deep expertise and the capacity to deliver scientific excellence, robust data security, and world-class manufacturing, at speed, to improve time-to-market and lower the cost of innovation. With over 2.5 Mn sq. ft of specialized discovery, development, and manufacturing facilities across India and the U.S., Syngene works with 400 global customers across industry segments, including biotech companies pursuing leading-edge science and multinationals such as BMS, GSK, Zoetis, and Merck KGaA.

Research Services

The Research Services division continued to operate as an end-to-end drug discovery engine, spanning early discovery, pre-clinical, and Translational and Clinical Research Services. The division maintained a strong focus on productivity enhancement and automation, particularly across chemistry and Drug Metabolism & Pharmacokinetics (DMPK), improving turnaround times, scalability, and cost efficiency.

Syngene further strengthened its innovation-led partnerships and long-term client relationships through strategic collaborations. This included a collaboration with Johns Hopkins University to advance early-stage drug discovery programs by translating promising academic research from its laboratories into potential therapeutic candidates, as well as the extension of its long-standing partnership with Bristol Myers Squibb through 2035, expanding the scope of services across the full development lifecycle. These engagements reinforced Syngene's position as a strategic partner for end-to-end scientific solutions.

Syngene also secured its first global Phase III clinical trial from a U.S. based biotech company and expanded its clinical trial footprint across multiple international geographies through partnerships, strengthening its global execution capabilities.

Investments in new capabilities continued to strengthen Research Services, including a dedicated peptide laboratory and expanded automation across DMPK and Direct-to-Biology workflows, accelerating hit-to-lead timelines and improving data quality and throughput.

Development and Manufacturing Services – Large Molecule

The Large Molecule division continued to strengthen its integrated biologics capabilities, with Unit 3 in Bengaluru becoming operational and equipped to deliver both drug substance and drug product manufacturing. The facility secured a manufacturing test license for sterile injectables following a successful regulatory inspection and completed engineering batches for global partners, reflecting early customer interest and engagement.

Syngene also added a GMP bioconjugation suite, enabling fully integrated antibody-drug conjugate (ADC) services from discovery through to manufacturing. This capability helps streamline development timelines and enhance Syngene's offering in a fast-growing segment.

The Bayview biologics facility in the United States progressed through site qualification and hiring as planned, with preparations in progress toward operationalization in FY27. Together with its India operations, this establishes a dual-continent supply chain to support supply continuity and global delivery capabilities across human and animal health segments.

The division saw steady progress across the value chain, with increasing client engagement, a growing pipeline of opportunities, and sustained interest in its integrated services model.

Development and Manufacturing Services – Small Molecule

The Small Molecule division leveraged its unified CDMO model and "follow-the-molecule" approach to drive customer-centric growth.

Syngene commissioned a new commercial-scale facility for liquid-filled hard gelatin capsules, strengthening its oral solid dosage platform and enabling the development and manufacture of complex molecules with greater precision and reliability.

The division saw sustained momentum in client engagement, with repeat business from Development Services remaining strong and consistent with historical trends. Continued focus on delivery timelines, cost efficiency, safety, and on-time execution reinforced client confidence and supported long-term partnerships.

There was also increasing traction in Process Research and Development (PRD) engagements, which serve as an entry point for deeper collaboration and progress into subsequent stages of development. This reflects the long-term nature of client partnerships and provides a strong foundation for future growth across the small molecule platform.

SUBSIDIARY COMPANIES, ASSOCIATES AND JOINT VENTURES

Syngene has three wholly owned subsidiaries namely Syngene USA Inc., Syngene Scientific Solutions Limited and Syngene Manufacturing Solutions Limited. The Company neither has any associate companies nor has formed any joint venture.

Syngene USA Inc: Established in FY 2018, Syngene USA Inc. plays a crucial role in strengthening Syngene's presence in the US market. In FY26, the revenue stood at USD 12.25 million, with a loss of USD 1.4 million.

Syngene Scientific Solutions Limited (SSSL): Incorporated in India in August 2022, SSSL specializes in contract research and clinical research services. As a dynamic player in the pharmaceutical and biotechnology sectors, the company offers a diverse range of services, including CRAMS, clinical research, R&D, and software development. In FY26, SSSL contributed significantly to overall revenue, by generating a total income of INR 4,255 million, with a profit before tax of INR 287 million reinforcing its growing presence in the industry.

Syngene Manufacturing Solutions Limited (SMSL): Incorporated in India in August 2022, SMSL is dedicated to the manufacturing of pharmaceutical, biopharmaceutical, and biological products. During FY26, SMSL reported a total income of INR 0.6 million, with a loss of INR 0.035 million. SMSL is yet to commence the operations.

A report on the performance and financial position of each subsidiary is outlined in AOC-1, which is annexed to this Report as **Annexure I** pursuant to the first proviso to Section 129(3) of the Companies Act, 2013 ("the Act") and Rule 5 and 8(1) of the Companies (Accounts) Rules, 2014. The Consolidated Financial Statements presented in this Annual Report include the financial results of the subsidiaries.

Further, in accordance with Section 136 of the Act, the audited financial statements of the Company and its subsidiaries, together with other relevant information, are available on the Company's website: www.syngeneintl.com. These documents are also accessible for inspection during business hours at the Company's Registered Office in Bangalore, India, and/or in electronic mode. Any member who seeks to inspect such documents may write to the Company at investor@syngeneintl.com. The Company has adopted a policy for determining material subsidiaries, which is available on the Company's website at: Policy-Document-on-Material-Subsidiaries-clean-2025.pdf. During the FY 2026, the Company had no material subsidiary.

TRANSFER TO RESERVES

The Company has not proposed to transfer any amount to the general reserve for the year ended March 31, 2026.

DIVIDEND

The Board has recommended a final dividend of ₹ 1.25 per share for FY26, amounting to a payout of ₹ 503 mn with applicable tax deductions. Based on its approval at the 33rd Annual General Meeting (AGM), the dividend will be disbursed to shareholders whose names appear in the Company's Register of Members as on the record date, Friday, June 26, 2026 and the payout to be completed within 30 days from the date of shareholders' approval.

The dividend distribution policy of the Company is available on the Company's website at Syngene-Dividend-Distributaiton-Policy.pdf

RELATED PARTY CONTRACTS OR ARRANGEMENTS

During the financial year 2025-26, all the transactions with related parties, as defined under the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), were undertaken in the ordinary course of business and on an arm's length basis. In accordance with the requirements of IND AS 24, detailed disclosures including the names of related parties and details of transactions are provided in the Notes to the Financial Statements under Note No. 26 of this Annual Report.

The Company has formulated policy on 'Materiality of Related Party transactions and dealing with Related Party Transactions', this policy will help regulate transactions between the Company and its Related Parties. It can be accessed using the following link: at Syngene-Policy-on-dealing-with-RPT-Nov-2025.pdf

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars, as prescribed under Section 134(3)(m) of the Companies Act, 2013, read with Rule 8(3) of the Companies (Accounts) Rules, 2014, are annexed to this Report as **Annexure 2**.

CHANGE IN THE NATURE OF BUSINESS

The Company's nature of business remains unchanged, and there have been no significant shifts in the operations of its subsidiaries. Your Company continues to be one of the largest and fastest growing internationally reputed Contract Research and Manufacturing Organization and world-class partner delivering innovative scientific solutions.

LOANS, GUARANTEES OR INVESTMENTS

Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 are detailed in Note No. 5 to the Financial Statements.

DEPOSITS

During the year FY26, your Company has not accepted any deposits covered under Chapter V of the Companies Act, 2013 ("Act"). Accordingly, there is no disclosure or reporting required in respect of details relating to deposits.

CREDIT RATING

During the year, CRISIL Ratings Limited ("CRISIL") vide its letter dated June 18, 2025, has reaffirmed the long-term rating as "CRISIL AA+/Stable" and reaffirmed the short-term rating "CRISIL A1+". ICRA Limited ("ICRA") vide its letter dated November 20, 2025, has reaffirmed the long-term rating as [ICRA] AA+ (Stable), and reaffirmed the short-term rating as "[ICRA]A1+".

PAID UP CAPITAL

During the financial year, the paid-up share capital of the Company was increased by allotting 402,439 Equity shares of ₹ 10 each to Syngene Employee Welfare Trust, at its Board meeting dated April 23, 2025 to enable the implementation of the Syngene Long Term Incentive Performance Stock Units (PSU) Plan, 2023. The paid-up share capital as on March 31, 2026 stood at ₹ 402,93,94,200 comprising of 40,29,39,420 equity shares of ₹ 10/- each. The Company has not issued any equity shares with differential rights, sweat equity shares or bonus shares.

MATERIAL CHANGES AND COMMITMENTS

On April 29, 2026, the Company's Board of Directors approved the allotment of 729,727 equity shares, to the Syngene Employee Welfare Trust at face value of ₹ 10 each to facilitate the implementation of the Syngene Long Term Incentive Plan Performance Share Unit Plan 2023. Following this allotment, the Company's paid-up equity share capital now stands at stood at ₹ 403,66,91,470 comprising of 40,36,69,147 equity shares of ₹ 10/- each. This action was in accordance with the shareholder endorsement received on June 28, 2025 through Postal Ballot allowing the allotment of fresh equity shares up to ~1.67% of the paid-up equity capital of the Company in tranches to facilitate the implementation of the Syngene Long Term Incentive Plan Performance Share Unit Plan 2023. There were no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year and the date of this report.

HUMAN RESOURCES

The priority for the Human Resource function continues to provide a work environment which is safe, diverse, inclusive and full of growth opportunities. Going forward, our focus will be on further enhancing our employer brand, providing growth & development opportunities to our employees through talent management along with focus on high performance and effectiveness.

As of the fiscal year ending 2025-26, Syngene had a headcount of 6600+ permanent employees.

Your Board would like to take this opportunity to express their gratitude and appreciation for the passion, dedication and commitment of the employees and look forward to the continued contribution.

PARTICULARS OF EMPLOYEES

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are annexed to this Report as **Annexure 3**.

Particulars of Employees' Remuneration, as required under Section 197(12) of the Companies Act, 2013, read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms part of this Report. Considering the first proviso to Section 136(1) of the Companies Act, 2013, the Annual Report, excluding the said information, is being sent to the shareholders of the Company and others entitled thereto. The information is available for inspection at the registered office of the Company during working hours up to the date of the ensuing AGM. Any shareholder interested in obtaining such information may write to the Company Secretary at investor@syngeneintl.com in this regard .

EMPLOYEE STOCK OPTION PLAN /RESTRICTED STOCK UNITS PLAN/PERFORMANCE STOCK UNITS PLAN

Syngene Employee Stock Option Plan 2011

The Board of Directors of the Company had formulated the Syngene Employee Stock Option Plan 2011 (hereinafter referred to as the "**ESOP Plan**") which was approved by the members of the Company on December 14, 2011 and further ratified by the members subsequent to the Initial Public Offering ("IPO") on December 05, 2015. The ESOP Plan is administered by the Syngene Employee Welfare Trust ("the Trust") under the instructions and supervision of the Nomination and Remuneration Committee ("NRC"). The Trust had subscribed to equity shares of the Company on 31st October 2012, using the proceeds from interest free loan of ₹ 150 million obtained from the Company. The NRC, on various occasions, has granted options to eligible employees of the Company through the Trust. During the financial year, there was no change in the ESOP Plan. During FY26, no options were granted to eligible employees under the ESOP Plan. However, 10,733 equity shares were exercised by eligible employees. The ESOP Plan complies with SEBI (Share Based Employee Benefits & Sweat Equity) Regulations, 2021.

The Company has discontinued granting ESOPs under the above Plan and 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 Shareholders vide special resolution passed by Postal Ballot on April 23, 2023 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.

Syngene Restricted Stock Unit ("RSU") Long Term Incentive Plan FY 2020

The shareholders, at the 26th Annual General Meeting ("AGM") of the Company held on July 24, 2019 had approved the "Syngene Restricted Stock Unit ("**RSU**") Long Term Incentive Plan FY 2020" (hereinafter referred to as "the RSU Plan") designed to drive performance to achieve the Board approved strategic plan. The RSU Plan covers key employees who, by virtue of their roles, influence the accomplishment of the strategic plan. The RSU Plan is administered by the Trust. The shareholders have also approved at the 26th AGM the issue and allotment of further equity shares to the Trust over a period of time for the purpose of implementation of the RSU Plan. Vide special resolution passed through postal ballot on August 30, 2020, the shareholders had approved variations to the RSU Plan to streamline the plan with similar plans adopted by group companies to achieve uniformity in the approach to rewarding employees across the group. Further, at the Annual General Meeting held on July 20, 2022, the shareholders approved the amendment to the RSU plan by extending the scope of the RSU plan to include the employees of Holding Company, Biocon Limited. The terms of the modified plan are not detrimental to the interests of the employees of the Company. The RSU Plan is in compliance with the provisions of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

During FY26, no options were granted to eligible employees under the RSU Plan. 73,536 equity shares were exercised by eligible employees.

Syngene Long Term Incentive Performance Share Plan 2023 and Syngene Long Term Incentive Outperformance Share Plan 2023

The shareholders have vide special resolutions passed by Postal Ballot on April 23, 2023 approved Syngene Long Term Incentive Performance Share Plan 2023 ("**PSP**") and Syngene Long Term Incentive Outperformance Share Plan 2023 ("**OSP**") for grant of performance share units (PSUs) to eligible employees of the Company, holding company, subsidiary(ies) including future subsidiary(ies). The Company has granted 12,19,563 PSUs during FY26 under the PSP and 3,22,348 equity shares were exercised by eligible employees.

The details of ESOP Plan, RSU Plan and PSP Plan forms part of the notes to accounts of the Financial Statements in this Annual Report. The Company has obtained a certificate from the secretarial auditors of the Company that both the plans have been implemented in accordance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and are in accordance with the resolutions passed by the shareholders. As required under Regulation 14 of the above-mentioned regulations, the applicable disclosures as on March 31, 2026 concerning both the plans are available on the website of the Company at https://www.syngeneintl.com/investors/share-holder-services/

CORPORATE GOVERNANCE REPORT

Good Corporate Governance emerges from the application of sound management practices, compliance with laws, coupled with adherence to the highest standards of transparency and business ethics. Integrity, transparency, fairness, accountability and compliance with the law are embedded in the Company's business practices, ensuring ethical and responsible leadership at the Board as well as the Management level. Syngene's Corporate Governance report is a reflection of its robust value-led culture encompassing professionalism, integrity and excellence, which has been a key enabler in building stakeholders' trust, attracting and retaining financial and human capitals and ensuring responsible leadership at both the Board and Management levels.

The Company's report on corporate governance for the financial year ended March 31, 2026 as per regulation 34(3) read with Schedule V of the SEBI Listing Regulations forms part of the Annual Report.

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

As required under Schedule V(E) of SEBI Listing Regulations, the auditors' certificate on compliance with the requirement of corporate governance is enclosed as **Annexure 4** to this Report. The auditors' certificate for FY26 does not contain any qualification, reservations, or adverse remarks.

DIRECTORS

The Company continues to fulfil the requirement of Board constitution as required under the Companies Act, 2013 and SEBI Listing Regulations.

During the year, several key changes were effected in the Company's leadership and Board composition.

Mr. Peter Bains was appointed as CEO-Designate effective February 10, 2025, and subsequently assumed the role of Managing Director and Chief Executive Officer from April 1, 2025. He will, however, be stepping down from the position of Managing Director & Chief Executive Officer with effect from the close of business hours on June 30, 2026.

Based on the recommendation of the Nomination and Remuneration Committee, the Board appointed Mr. Sanjaya Singh and Mr. Suresh Narayanan as Independent Directors with effect from July 1, 2025, and August 1, 2025, respectively, which appointments were approved by the shareholders through postal ballot in June 2025. Mr. Vijay Kuchroo completed his second term as an Independent Director on July 21, 2025.

In order to ensure continuity and benefit from her valuable guidance, the Board, upon the recommendation of the Nomination and Remuneration Committee, appointed Ms. Vinita Bali as a Non-Executive, Non-Independent Director for a period of one year from July 22, 2025, to July 21, 2026, which was approved by the shareholders at the Annual General Meeting held on July 23, 2025.

Further, with effect from April 1, 2026, Ms. Kiran Mazumdar-Shaw transitioned from the role of Non-Executive Chairperson to Executive Chairperson to provide enhanced strategic direction and oversight in light of evolving business requirements and recent leadership changes.

Additionally, Mr. Siddharth Mittal will be appointed as an Additional Director, designated as Managing Director & Chief Executive Officer (Key Managerial Personnel) and a member of the Executive Committee, with effect from July 1, 2026, subject to the approval of the shareholders in the upcoming AGM.

Prof. Catherine Rosenberg will retire by rotation at the ensuing AGM and, being eligible, offers herself for re-appointment. The Board recommends her re-appointment as indicated in the AGM Notice. Her brief resume seeking re-appointment at the ensuing AGM, in pursuance of Regulation 36(3) of SEBI Listing Regulations, is annexed to the AGM Notice.

KEY MANAGERIAL PERSONNEL

As on March 31, 2026, the Key Managerial Personnel (KMP) as per the provisions of Section 203 of the Companies Act, 2013, were Mr. Peter Bains, CEO & Managing Director, Mr. Deepak Jain, Chief Financial Officer and Mr. Chethan Yogesh, Company Secretary and Compliance Officer.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The policy on appointment and remuneration of directors, key management personnel and other persons provides an underlying basis and guidance for human resource management, thereby aligning plans for strategic growth of the Company. The Company's Policy on Directors' Appointment and Remuneration, including the criteria for determining qualifications, positive attributes, independence and other matters, as provided under Section 178(3) of the Companies Act, 2013 is formulated by the Board on the recommendation of the Nomination and Remuneration Committee (NRC). The policy has been uploaded on the website of the Company and is accessible here.

DECLARATION BY INDEPENDENT DIRECTORS

In accordance with Section 149(7) of the Act, each Independent Director has confirmed to the Company that he or she meets the criteria of independence laid down in Section 149(6) of the Act, and is in compliance with Rule 6(3) of the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI Listing Regulations. The Independent Directors of the Company have registered themselves with the Indian Institute of Corporate Affairs for the inclusion of their names in the data bank of Independent Directors within the due date. Further, each Independent Director has affirmed compliance with the Code of Conduct for Independent Directors as prescribed in Schedule IV of the Act. The Board has taken on record such declarations after due assessment of legitimacy.

SEPARATE MEETING OF THE INDEPENDENT DIRECTORS

In terms of requirements under Schedule IV of the Act and Regulation 25(3) of the Listing Regulations, four separate meetings of the Independent Directors were held during FY26. Further details are mentioned in the Corporate Governance report.

BOARD DIVERSITY

Your Company recognises and embraces the importance of a diverse board in its success. A diverse Board enhances efficiency by incorporating a wide range of perspectives and thought processes, supported by varied scientific, industrial, and management expertise, as well as diversity in gender, knowledge, and geographical origins. The Board has adopted the Board Diversity Policy, which sets out the approach to the diversity of the Board of Directors. This policy is available on the website of the Company here .

BOARD EVALUATION

In compliance with the Companies Act, 2013, and SEBI Listing Regulations, the annual evaluation of the Board, its Committees, the Chairperson, and Individual Directors, including Independent Directors, was carried out based on criteria defined by the Nomination and Remuneration Committee. The Board noted the outcome of the Board Evaluation exercise conducted for FY 2026, which was undertaken internally.

The evaluation indicated a strong governance framework, supported by effective leadership, constructive Board–Management engagement, balanced Board composition, independence of views, and well-functioning Committees.

The exercise also identified areas for further improvement, including enhancing strategic discussions, strengthening talent review and succession planning, improving the structuring of Board papers, and strengthening articulation of risks. Management has affirmed its commitment to address the identified areas and ensure continuous improvement in governance practices.

The Nomination and Remuneration Committee and independent directors reviewed the performance of individual directors, the Committees and the Board as a whole in their meetings held on January 22, 2026. The details of the evaluation process is provided in the Corporate Governance Report which forms part of this Annual Report.

NUMBER OF MEETINGS OF THE BOARD

The Board met 10 times during the year under review. The details of Board meetings and attendance of the Directors are provided in the Corporate Governance Report.

COMMITTEES OF THE BOARD

As on March 31, 2026, the Board has 6 (six) Committees. Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Risk Management Committee, Corporate Social Responsibility Committee and Science & Technology Committee. The Corporate Governance Report, which forms part of this Annual Report, includes details about the meetings and composition of the Board's committees.

AUDIT COMMITTEE

The Audit Committee has reviewed the accounts for the year ended March 31, 2026. The Board accepted all recommendations made by the Audit Committee.

The members of the Audit Committee are Ms. Sharmila Abhay Karve (Chairperson), Mr. Nilanjan Roy, Mr. Suresh Narayanan and Ms. Vinita Bali, majority of them being Independent Directors. The list and composition of the various other Board-level Committees are provided in the Corporate Governance Report.

ADEQUACY OF INTERNAL FINANCIAL CONTROL

The Company has implemented a robust internal financial controls framework within the Company with well-defined guidelines, policies, processes and structures. The Internal Financial Controls have been documented and embedded in the business processes. These control processes enable and ensure the orderly and efficient conduct of the Company's business, including safeguarding of assets, prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and timely preparation of reliable financial information. There are control processes both in manual and IT applications including ERP applications, wherein the transactions were approved and recorded. Review and control mechanisms are built in to ensure that such control systems are adequate and operating effectively.

The Company's internal financial controls are evaluated by the Statutory Auditor, who is appointed by the Audit Committee of the Board.

To uphold the objectivity and independence of the Internal Auditor, the Audit Committee takes every possible measure, including holding one-on-one discussions, as and when required. Additionally, the Company has a dedicated management audit team responsible for performing internal control evaluations and follow-up audits. The team is also responsible for monitoring implementation of action points arising out of internal audits.

RISK MANAGEMENT POLICY

In compliance with Regulation 21 of the SEBI Listing Regulations, the Board of Directors has a duly constituted the Risk Management Committee ("the Committee") to oversee the enterprise-wide risk management framework.

Syngene has an enterprise risk management framework based on which the key enterprise risks, associated mitigation plans and action updates are reviewed every quarter by the Risk Management Committee. Specific risk areas are also reviewed in detail in each such meeting. The Audit Committee has additional oversight in the area of financial risks and controls. For detailed terms of reference, please refer to the Corporate Governance Report which forms part of this Annual Report.

DIRECTORS' RESPONSIBILITY STATEMENT

Based on the framework of internal financial controls established and maintained by the Company, work performed by the internal, statutory and secretarial auditors, reviews performed by the management and the relevant Board Committees, the Board, in concurrence with the Audit Committee, is of the opinion that the Company's internal financial controls were adequate and effective as on March 31, 2026.

In compliance with Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge, hereby confirm the following:

(a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures.

(b) The Directors selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period.

(c) The Directors took proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

(d) The Directors prepared the annual accounts on a going concern basis.

(e) The Directors laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively.

(f) The Directors devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

AUDITORS

Statutory Auditors

B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022) were appointed at the 28th AGM held on July 21, 2021 as statutory auditors of the Company to hold office for a second term of five consecutive years, upto the conclusion of the Annual General Meeting of the Company to be held in 2026. The Auditors' Report on the Financial Statements of the Company for the year ended March 31, 2026 does not contain any qualifications, reservations or adverse remarks. The Auditor's Report is enclosed with the Financial Statements and forms part of the Annual Report.

The Board, at its meeting held on April 29, 2026 considered and recommended to the shareholders for approval, the appointment of S. R. Batliboi & Associates LLP (Firm Registration No. 101049W/E300004), Chartered Accountants as the statutory auditors of the Company for a period of 5 years commencing from the AGM to be held on FY 2026, till the AGM to be held in FY 2031. The item for the consideration and approval of the shareholders, forms part of the notice calling the Annual General Meeting to be held on July 29, 2026.

Internal Auditors

Based on the recommendation of the Audit Committee, The Board of Directors, appointed Deloitte India Advisory Services Private Limited as the Internal Auditors for a period of three (3) years from October 22, 2025.

Secretarial Auditors

The Board of Directors of the Company, at its meeting held on April 23, 2025, considered and approved, subject to the approval of the shareholders, the appointment of M/s. V. Sreedharan & Associates (Firm, Reg. No: P1985KR014800) Firm of Peer Reviewed Company Secretaries, holding Peer Review Certificate Number 5543/2024 as the Secretarial Auditors of the Company for a term of five consecutive years, until the Annual General Meeting to be held in the year 2030 to conduct the secretarial audit, The Secretarial Audit Report for the financial year ended March 31, 2026 does not contain any qualification, reservation or adverse remark and is annexed to this Report as **Annexure 5.**

Pursuant to the SEBI circular vide no. CIR/CFD/CMD/1/27/2019 dated February 8, 2019, the Annual Secretarial Compliance Report for the financial year ended March 31, 2026, issued by M/s. V. Sreedharan & Associates, Practicing Company Secretaries is attached as **Annexure 6** to this Report and shall also be submitted to the National stock exchange and the Bombay Stock Exchange.

Cost Auditors

Maintenance of cost records and requirement of cost Audit as prescribed under the provisions of Section 148(1) of the Companies Act, 2013 are not applicable to the business activities carried out by the Company.

REPORTING OF FRAUD BY AUDITORS

During the year under review, no instances of fraud have been reported by the statutory auditors or secretarial auditors to the Audit Committee or to the Board pursuant to section 143(12) of the Companies Act, 2013, the details of which should form part of this report.

ANNUAL RETURN

In compliance with Section 92 and Section 134(3)(a) of the Companies Act, 2013 read with applicable Rules made thereunder, the Annual Return is available on the Company's website https://www.syngeneintl.com/investors/share-holder-services/

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

As required under Regulation 34 of the SEBI Listing Regulations, the Management Discussion and Analysis Report forms part of this Annual Report.

CORPORATE SOCIAL RESPONSBILITY

In accordance with Section 135 of the Companies Act, 2013, the Company has established a Corporate Social Responsibility (CSR) Committee, consisting of Professor Catherine Rosenberg (Chairperson), Ms. Sharmila Abhay Karve, Mr. Sanjaya Singh and Ms. Vinita Bali. This Committee oversees and monitors the Company's various CSR initiatives.

At Syngene, our Corporate Social Responsibility (CSR) strategy is anchored in inclusive and sustainable development, implemented largely through the Biocon Foundation. Our initiatives span science education, community healthcare, environmental sustainability, and the empowerment of women and children, leveraging scientific expertise to deliver measurable and long-term social impact in communities where we operate.

In education, we promote equitable access to quality science learning for underserved students through experiential initiatives such as mobile laboratories and inter-school quiz programs, fostering curiosity and classroom engagement. Investments in rainwater harvesting have strengthened school-level water resilience, while infrastructure development remains a priority; most notably the construction of a new two-storey school building with 10 classrooms and separate sanitation facilities at the Government High School in Kodamballi. We also convened a multi-stakeholder education summit bringing together participants from over 60 organizations to co-create strategies to transform Anekal into a model education block by 2030. Further, Syngene supports the development of a postgraduate medical school and a non-profit hospital, and advances gender equity in STEM through scholarships, mentorship, and industry-orientation for undergraduate and postgraduate women from Tier II and Tier III cities. The SynRISE PhD Assistantship, launched at the Institute of Bioinformatics and Applied Biotechnology, provides financial support and mentorship to underprivileged women pursuing careers in science.

Our healthcare interventions focus on improving access to primary and preventive care in remote and underserved regions through digitally enabled smart clinics. These efforts are complemented by specialist services addressing maternal and child health, geriatrics, oral health, chronic diseases, mental well-being, and preventive screenings delivered through outreach initiatives in Karnataka and Telangana. In Mayurbhanj, Odisha, a tribal-dominated district facing significant socio-economic challenges, Syngene supported the provision of essential medicines for patients.

Environmental sustainability remains integral to our CSR approach. We have supported metro infrastructure development near our Bengaluru campus to promote low-carbon mobility, alongside initiatives enhancing urban green spaces and public art. Syngene also partners with the Hebbagodi and Bommasandra municipal councils to formalize dry waste management across 54 wards through infrastructure support, technology integration, capacity building, and transparent reporting systems. Additionally, Syngene undertook an initiative to revive the Nethravati River mangroves in collaboration with government authorities, aiming to restore ecosystems, enhance biodiversity, and strengthen coastal resilience.

Syngene supports Parihar, a Bengaluru Police initiative that assists women and children in distress through helplines, family counselling centres, community sensitisation on safety issues, and rehabilitation support for women affected by violence.

Employee participation is a cornerstone of our CSR efforts, with colleagues across campuses actively contributing to education programs, awareness campaigns, and community service initiatives. We also continue to invest in long-term skill development through the Biocon Academy, which provides industry-aligned training to science graduates, strengthening the life sciences talent pipeline.

Together, these initiatives reflect our conviction that responsible business practices and community advancement are mutually reinforcing, enabling shared progress and sustainable value creation. Further details on Syngene's CSR initiatives are provided on page no. 58 of the Annual Report

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (BRSR)

The company follows the National Guidelines on Responsible Business Conduct (NGRBC) principles on the social, environmental and economic responsibilities of business. Further SEBI vide its circular no. SEBI/HO/CFD/CFD-SE-2/P/CIR/2023/122 dated July 12, 2023, updated the format of BRSR to incorporate BRSR core, a subset of BRSR indicating specific Key Performance Indicators (KPIs) under nine principles of business responsibility which are subject to mandatory reasonable assurance by an independent assurance provider. For FY2026, Adwin Advisory Services Private Limited conducted an assurance of the BRSR Core Indicators, and no observations were noted.

WHISTLE BLOWER POLICY/VIGIL MECHANISM

The Company's Whistleblower Policy provides employees, Directors, and other stakeholders with a secure and transparent channel to report genuine concerns, including grievances, corruption, fraud, misconduct, misappropriation of assets, and violations of the Company's Code of Ethics and Business Conduct or any other unethical practices. The policy ensures strong safeguards against victimisation, empowering whistleblowers to raise issues without fear. Concerns can be reported to the Integrity Committee, with the option of direct access to the Chairperson of the Audit Committee for added assurance.

In order to maintain the highest level of confidentiality and foster an environment of honesty, the Company has appointed an outsourced agency Navex Global to receive the complaints and co-ordinate with the whistleblower, if required. During FY 26, no individuals have been denied access to the Chairman of the Audit Committee.

The Whistle blower Policy is available on the Company's website at https://www.syngeneintl.com/investors/corporate-governance/governance-reports-policies/

DISCLOSURE UNDER SECTION 22 OF THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL), ACT, 2013

Syngene has a strict Prevention of Sexual Harassment Policy (POSH) in accordance with the statutory requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Policy is applicable to all employees including the Company's contractual employees. The Company is committed to providing a workplace that is free from discrimination, harassment and victimisation, regardless of gender, race, creed, religion, place of origin, sexual orientation of a person employed or engaged with the Company. The Internal Committee ('IC') has been constituted to consider and redress all complaints of sexual harassment at workplace. Employee sensitisation programs on POSH were conducted during the year. In FY26, there were 3 complaints which was received and closed within the stipulated timeline.

S. No.	Particulars	Number of Complaints
1	Number of complaints filed during the financial year	3
2	Number of complaints disposed of during the financial year	2
3	Number of complaints pending as at the end of the financial year	1

COMPLAINCE UNDER MATERNITY BENEFIT ACT, 1961

The Company has adhered to the provisions with respect to compliance related to the Maternity Benefit Act, 1961.

SIGNIFICANT AND MATERIAL ORDERS BY THE REGULATORS OR COURTS OR TRIBUNALS

During FY26 there have been no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations in future.

STATUTORY DISCLOSURES

None of the Directors of the Company are disqualified as per provisions of Section 164(2) of the Companies Act, 2013. Your Directors have made necessary disclosures, as required under various provisions of the Act and SEBI Listing Regulations.

SECRETARIAL STANDARD DISCLOSURE

The Company has complied with the provisions of applicable secretarial standards, issued by The Institute of Company Secretaries of India (ICSI).

GREEN INITIATIVE

We request all the shareholders to support the 'Green Initiative' of the Ministry of Corporate Affairs and Syngene's continued endeavours for greener environment by enabling service of Annual Report, AGM Notice and other documents electronically to your email address registered with your Depository Participant/ Registrar and Share Transfer Agent. We also request all the investors whose email ID is not registered to take necessary steps to register their email ID with the Depository Participant/ Registrar and Transfer Agent.

INVESTOR EDUCATION AND PROTECTION FUND

Details of unclaimed dividends and equity shares transferred to the Investor Education and Protection Fund authority have been provided as part of the Corporate Governance report.

INSOLVENCY AND BANKRUPTCY CODE, 2016

There are no proceedings initiated/pending against the company under the Insolvency and Bankruptcy Code, 2016 which can have a material impact on the business of the Company.

ACKNOWLEDGMENTS

We would like to place on record our deep sense of appreciation to Syngene employees for their contribution and services. We would like to thank all our clients, vendors, bankers, investors, media and other business associates for their continued support and encouragement during the year.

We also thank the Government of India; the Government of Karnataka, Government of Telangana; the Ministry of Information Technology and Biotechnology; the Ministry of Commerce and Industry; the Ministry of Finance and Corporate Affairs; the Department of Scientific and Industrial Research; Central Board of Indirect Taxes and Customs; the Reserve Bank of India; the Central Board of Direct Tax; SEZs (Special Economic Zones), BIRAC (Biotechnology Industry Research Assistance Council) and all other government agencies for their support during FY26 and look forward to their continued support in future.

For and on behalf of the Board
Syngene International Limited

Kiran Mazumdar-Shaw
Executive Chairperson
DIN: 00347229

Place: Bengaluru
Date: April 29, 2026

Annexure 1

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statements of subsidiaries/associate companies/joint ventures

PART A: Subsidiaries

(₹ in Mn.)

S. No	Particulars			
1	**Name of the subsidiary**	**Syngene USA Inc**	**Syngene Scientific Solutions Limited**	**Syngene Manufacturing Solutions Limited**
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Not Applicable	Same as Holding Company	Same as Holding Company
3	Reporting currency	USD	INR	INR
4	Exchange rate on March 31, 2026	93.48	NA	NA
5	Share capital	USD 2,78,300.57/₹23.78Mn	840	10
6	Reserves & surplus	USD 5,06,23,098/₹4,732.25 Mn	1,013	-0.6
7	Total assets	USD 5,60,56,568/₹ 5,240.17 Mn	8,288	9.48
8	Total Liabilities	USD 51,55,170/₹481.91 Mn	6,435	0.09
9	Investments	-	-	-
10	Turnover	USD 1,22,55,882/₹1,087.22 Mn	4,255	0.57
11	Profit before taxation	USD (14,69,883)/₹(130.39) Mn	287	-0.04
12	Provision for taxation	USD (4,17,420)/ ₹(37.03) Mn	76	0.00
13	Profit after taxation	USD (10,52,463)/₹ (93.36) Mn	211	-0.04
14	Proposed Dividend	-	0.31	Nil
15	% of shareholding	100%	100%	100%
16	Country	USA	India	India

Notes: The following information shall be furnished at the end of the statement:

1. Names of subsidiaries which are yet to commence operations: Syngene Manufacturing Solutions Limited

2. Names of subsidiaries which have been liquidated or sold during the year: None

Part B - Associates and Joint Ventures : Not Applicable

Annexure 2

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

(Section 134(3)(m) of the Companies Act, 2013, read with Rule 8(3) of the Companies (Accounts) Rules, 2014 for the year ended March 31, 2026)

Power and Fuel Consumption Details		FY26	FY25
1.	**Electricity**		
a)	**Purchased**		
	Million Unit	112.32	106.54
	Total amount (₹ mn)	733.08	661.14
	Rate/Unit (₹)	6.53	6.21
b)	**Captive generation**		
	HSD Quantity, KL	242.64	399.53
	Million Units	0.81	1.36
	Units / Litre	3.34	3.40
	Cost/Lit (₹)	77.21	77.80
	Generation cost, Rate / Unit (₹)	23.11	22.90
2.	**Steam**		
a)	**LDO**		
	LDO Quantity, KL	218.62	151.46
	Total amount (₹ Mn)	12.80	9.24
	Average rate/Litre (₹)	58.56	61.01
b)	**LPG**		
	LPG Quantity, Tons	192.53	235.47
	Total amount (₹ Mn)	12.80	16.94
	Average rate/Kg (₹)	66.48	71.93
c)	**PNG**		
	PNG Quantity, (CuM)	12,00,057	4,13,590
	Total amount (₹ Mn)	62.25	27.87
	Average rate/ (CuM) (₹)	51.87	67.39

Energy Conservation details:

S. No.	Energy conservation measure	Investment	Energy saved per Annum	
		(₹) Million	(Unit) Mn	(₹) Million
1	Transitioning from conventional steam-based hot water generation using LPG boilers to a high-efficiency heat pump system that utilises chilled water return	2.81	4.06	9.65
2	Belt driven scrubber blower motors are converted into direct driven at S14 to avoid friction and slip loss to save energy	2.51	0.33	1.84

S. No.	Energy conservation measure	Investment	Energy saved per Annum	
		(₹) Million	(Unit) Mn	(₹) Million
3	S14, Phase-1&2 independent vacuum lines are interconnected to optimize the vacuum pumps operation thereby Phase-2 vacuum pump switched off to optimize the energy.	0.0	0.17	0.86
4	Two independent chillers, cooling towers and circulations pumps at S20A heat load study was conducted and switched off one set of chillers and its associated pumps and optimized the HVAC load.	0.0	0.50	2.51
5	Optimized the compressed air usage by optimizing the set pressure with new flow meter at A1FDC	0.0	0.27	1.34
6	Optimized the Nitrogen gas plant distribution supply pressure from 5 bar to 3bar pressure at S2 block thereby nitrogen plant energy efficiency has been improved.	0.0	0.18	0.91
7	Automated fume hood exhaust system whenever all Laboratory fume hoods sash doors are in closed condition and after office hours, exhaust blower frequency will reduce by 5 Hz and the required velocity 80 FPM is maintained automatically at S2	0.50	0.15	0.74
8	Reduction in Steam Consumption by 3.5% through Pro-active Maintenance and Process Optimization at S18 by effective collaboration with users	0.0	0.09	0.48
9	Optimized the energy savings from DPP1 production line AHU to enable Off mode automatically whenever it is not in use at SU3	0.0	0.12	0.97
10	There are 5 clusters having fume hoods and glass line reactors, Fume hoods clusters are reorganized effectively to occupy maximum occupancy thereby 3 clusters switched off out of 5 clusters permanently at SU3	0.05	0.08	0.77
11	Lab and Office areas were connected to single AHU and it was in operation continuously, A dedicated office AHU installed and switched off after office hours to optimize the energy usage at S4	0.3	0.06	0.32
12	Implemented time-based operation with reduced frequency for S18 3rd floor corridor ventilation supply and exhaust units to optimize energy usage.	0.5	0.37	1.86
13	Replaced 56W fluorescents lamps with 20W energy efficient LED batten with dimming to 3W when there are no man movements at S18 corridor, technical area and mezzanine floor.	0.76	0.08	0.38
14	Optimized scrubber circulation pumps during non-operational hours and auto timer implemented to save the energy consumption in Hyderabad facilities	0.01	0.07	0.37
15	Motion sensors implemented in Lab and Office to optimize the lighting power consumption at S1	0.08	0.02	0.07
16	Optimized the ductable A/C units by auto ON/OFF with time-based operation during non-office hours at SU3	0.03	0.07	0.56

S. No.	Energy conservation measure	Investment	Energy saved per Annum	
		(₹) Million	(Unit) Mn	(₹) Million
17	Solar Street lights are Implemented in Semicon Park	0.01	0.001	0.01
18	Reduction in AC capacity based on Heat Load from 7.5TR to 4TR	0.10	0.02	0.18
19	Implemented occupancy sensors in office areas in Hyderabad facility to switch off automatically when there is no people presence.	0.20	0.13	1.39
20	Implemented electronic timer to switch off the ILF fan of washrooms at MSEZ facility	0.05	0.018	0.19
	Total	**7.91**	**6.59**	**24.39**

Technology Absorption, Adoption and Innovation

(a) Conservation of energy –

(i) the steps taken or impact on conservation of energy.

- Energy index is benchmarked to all operational units and being tracked through energy management online software tool every day.
- Energy conservation programs are reviewed once in fortnightly to implement energy savings ideas through KAIZENs, awarding best Kaizens to the participants.
- BSEZ team won the excellent award from QCFI of NCQC 2024 Gwalior for best energy savings KAIZEN.
- Energy champions are nominated and trained by TUV to perform internal energy auditing and implementing energy conservation measures to meet the energy targets.
- Bangalore and MSEZ team got ISO 50001 certification from TUV for energy management system.
- Syngene has been awarded Gold in the Healthcare & Pharmaceutical sector for Overall Excellence in Sustainability Management at the ELCITA Sustainability Awards.
- Syngene won the CII Karnataka ESG Summit, held on 24 September 2025 for the case study on Energy conservation & efficiency - ventilation and cooling tower upgrades using axial fans and Fiber-Reinforced Polymer (FRP) technology.

(ii) the steps taken by the company for utilizing alternate sources of energy.

Green power projects with 26% equity share model (10.4MW-Wind power plant & 27.45mwdc Solar power plant, Hybrid Model 2.2MW Wind &3.15MW Solar) were commissioned under long term PPA (power purchase agreement) for 15 years agreement. 400KW roof top plant was commissioned. Hyderabad and Mangalore facilities are registered with the state electricity board for a green energy tariff scheme. It has helped to address 92% of energy from renewable sources, thereby avoiding 73,382 metric tons of CO_2 emission. Energy conservation projects are ongoing every year, During FY26, 6.59 million units of energy saved by implementing various energy conservation measures, thereby avoiding 1796 metric tons of CO_2 emissions.

(iii) the capital investment on energy conservation equipment.

₹ 7.91 Mn capital investment made for energy conservation equipment.

(a) Technology absorption –

No technology imported.

(i) the efforts made towards technology absorption.

(ii) the benefits derived like product improvement, cost reduction, product development or import substitution.

(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the year under reference) –

a) details of the technology imported;

b) the year of import;

c) whether the technology has been fully absorbed and if not, areas where absorption has not taken place, and the reasons thereof;

(iv) the expenditure incurred on Research and Development. (₹ in million)

Foreign exchange earnings and outgoings for the year*:	FY 26	FY 25
Foreign exchange earnings	36,408	32,096
Foreign exchange outgoings	7,058	6,332

* For details please refer to information given in the notes to the financial statements of the Company.

For and on behalf of the Board
Syngene International Limited

Kiran Mazumdar-Shaw
Executive Chairperson
DIN: 00347229

Date: April 29, 2026
Place: Bengaluru

Annexure 3

Information pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Ratio of the remuneration of each Director/Key Managerial Personnel (KMP) to the median remuneration of all the employees of the Company for the Financial Year 2025-26

Sl. No.	Name of Director/KMP and Designation	% increase in remuneration in FY 26	Ratio of the remuneration of each Director/KMP to the median remuneration of all the employees
	Non-Executive Directors		
1	Kiran Mazumdar-Shaw	(39%)	6.53
2	Professor Catherine Rosenberg	(52%)	4.76
3	Vinita Bali	(59%)	4.94
	Executive Director		
3	Peter Bains[1]	NA	101.63
	Independent Directors		
4	Sharmila Abhay Karve	(42%)	6.32
5	Dr Kush Parmar	(49%)	3.68
8	Nilanjan Roy	(49%)	4.95
9	Manja Boerman	(40%)	4.59
10	Suresh Narayanan[2]	NA	3.57
11	Sanjaya Singh[3]	NA	3.86
	Key Managerial Personnel		
12	Chethan Yogesh[4]	NA	5.81
13	Deepak Jain[5]	NA	37.69

Notes:

1 Mr. Peter Bains was appointed as MD & CEO effective April 01, 2025, hence no comparable equivalent.

2 Mr. Suresh Narayanan was appointed as an Independent Director effective August 01, 2025, hence no comparable equivalent

3 Mr. Sanjaya Singh was appointed as an Independent Director effective July 01, 2025, hence no comparable equivalent

4 Mr. Chethan Yogesh was appointed as the Company Secretary & Compliance Officer effective July 23, 2025, hence no comparable equivalent.

5 Mr. Deepak Jain was appointed as CFO effective December 01, 2024, hence no comparable equivalent.

The remuneration paid to Non-Executive Directors (including Independent Directors) includes commission, and sitting fees and is based on the position they occupied in the various committees and meetings attended by them during the FY26.

The remuneration does not include perquisite value on account of stock options. The above details are on accrual basis.

Mr. Peter Bain's remuneration is paid in GBP. The increase in remuneration includes currency rate fluctuation also.

1. **The ratio of remuneration to median remuneration is based on remuneration paid during the period April 01, 2025 to March 31, 2026:**

The percentage increase in the median remuneration of employees in the Financial Year	7.6%
The number of permanent employees on the rolls of Company as on 31st March, 2026	5,558

2. **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

   Average percentage increase in salary of the Company's employees was at 6.5% during the merit cycle of 2026. Increase in managerial remuneration is already shown in the data presented above.

3. **Affirmation:**

   It is hereby affirmed that remuneration paid for FY26 was according to the Company's Policy on Director's Appointment and Remuneration.

For and on behalf of the Board
Syngene International Limited

Kiran Mazumdar-Shaw
Executive Chairperson
DIN: 00347229

Date: April 29, 2026
Place: Bengaluru

Annexure 4

INDEPENDENT AUDITORS' CERTIFICATE ON COMPLIANCE WITH THE CORPORATE GOVERNANCE REQUIREMENTS UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

TO THE MEMBERS OF **SYNGENE INTERNATIONAL LIMITED**

1. This certificate is issued in accordance with the terms of our engagement letter dated 14 September 2021 and addendum to the engagement letter dated 30 March 2026.

2. We have examined the compliance of conditions of Corporate Governance by Syngene International Limited ("the Company"), for the year ended 31 March 2026, as stipulated in regulations 17 to 27, clauses (b) to (i) of regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("Listing Regulations") pursuant to the Listing Agreement of the Company with Stock Exchanges.

Management's Responsibility

3. The compliance of conditions of Corporate Governance as stipulated under the listing regulations is the responsibility of the Company's Management including the preparation and maintenance of all the relevant records and documents. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of Corporate Governance stipulated in the Listing Regulations.

Auditors' Responsibility

4. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

5. Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations for the year ended 31 March 2026.

6. We conducted our examination of the above corporate governance compliance by the Company in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) and Guidance Note on Certification of Corporate Governance both issued by the Institute of the Chartered Accountants of India (the "ICAI"), in so far as applicable for the purpose of this certificate. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.

9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Restriction on use

10. The certificate is addressed and provided to the Members of the Company solely for the purpose of enabling the Company to comply with the requirement of the Listing Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No.:101248W/W-100022

G Prakash
Partner
Membership No: 099696
ICAI UDIN: 26099696HJHVCO6730

Place: Bengaluru
Date: 29 April 2026

Annexure 5

Form No. MR-3
SECRETARIAL AUDIT REPORT

[Pursuant to Sub Section (1) of Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules,2014]

For the Financial Year Ended March 31, 2026

To
The Members
Syngene International Limited
Biocon SEZ, Biocon Park, Plot.No.2 & 3
Bommasandra Industrial Area, IV Phase,
Jigani Link Road, Bengaluru - 560099

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Syngene International Limited having a CIN: L85110KA1993PLC014937**, (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's Books, Papers, Minute Books, Forms and Returns filed and other Records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the financial year ended on March 31, 2026 (the audit period) complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company during the audit period according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 (SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment. There were no Overseas Direct Investment and External Commercial Borrowings done by the Company during the audit period;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):

a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018**;(Not applicable to the Company during the Audit period)**

d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

e. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021**(Not Applicable to the Company during the Audit Period);**

f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 (upto 14th December 2025) and The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2025 (from 15th December, 2025) regarding the Companies Act and dealing with client;

g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021**(Not Applicable to the Company during the Audit Period);**

h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not Applicable to the Company during the Audit Period);** and

i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(vi) Other Laws Applicable Specifically to the Company namely:

a. Drugs and Cosmetics Act, 1940.

b. Bio-Medical Waste Management Rules, 2016.

c. ICH Guidelines (this is the base on which US FDA/ EU Guidelines etc. are created on).

d. Uniform Code of Pharmaceuticals Marketing practices, 2024

e. Narcotic Drugs and Psychotropic Substance Act, 1985.

f. Ethical Guidelines for Biomedical Research on Human Participants, 2006.

g. The Poisons Act, 1919.

h. Prevention of Cruelty to Animals Act, 1960 and the Breeding of and Experiments on Animals (Control and Supervision) Rules, 1998.

i. Atomic Energy Act, 1962 and Atomic Energy (Radiation Protection) Rules, 2004.

j. Special Economic Zones Act, 2005 and Rules made thereunder, applicable to units operating in SEZ

k. The Inflammable Substance Act 1952

l. New drugs and Clinical Trials Rules, 2019.

m. The Recombinant DNA Safety Guidelines and Regulations,1990 and The Recombinant DNA Safety Guidelines, 1990

n. Guidelines for Exchange of Human Biological Material for Biomedical Research Purposes No.L.19015/53/97-IH(Pt.)

o. National Ethical Guidelines for Biomedical and Health Research Involving Human Participants, 2017

p. The Guidelines for Generating Pre-Clinical and Clinical Data For rDNA Vaccines, Diagnostics and Other Biologicals, 1999

q. Guidelines for Bioavailability and Bioequivalence studies issued by CDSCO

r. Guidelines for testing pooled samples using RT-PCR:No. HFW 90 CGM 2020

We have also examined compliance with the applicable clauses of the following:

a. Secretarial Standards issued by the Institute of Company Secretaries of India on Meetings of the Board of Directors and General Meeting.

b. Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited (NSE)

We have not examined compliance with applicable Financial Laws, like Direct and Indirect Tax Laws, since the same have been subject to review by statutory financial audit and other designated professionals.

During the audit period under review, the Company has complied with the provisos of the Act, Rules, Regulations, Guidelines etc. mentioned above.

We further report that, we have been informed by the Company that, pursuant to the provisions of Rule 3 of Companies (Accounts) Rules, 2014, except for the instances noted below, the Group has used accounting software for maintaining its books of account, which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software:

i. For data changes performed by users having privileged access (debug)

ii. At the application level for certain fields / tables relating to all the significant financial processes.

We further observe that:

The Company had received letter from the National Stock Exchange of India Limited by the Company and email from BSE Limited, both dated November 28, 2025, regarding certain deviation in the requirements relating to the composition of the Nomination and Remuneration Committee under Regulations 19(1) and 19(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the period from July 22, 2025 till July 31, 2025 and fine of ₹ 20,000/- paid by the Company to both the Stock Exchanges in this regard and subsequently the same has been complied and matter has been closed.

We report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the audit period were carried out in compliance with the provisions of the Act.

Adequate notice is given to all the Directors to schedule the Board Meetings, including agenda and detailed notes on agenda were sent at least seven days in advance, except in some cases where necessary approvals were obtained for convening meetings at shorter notice and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous, and no dissenting views have been recorded.

We further report that based on the review of the compliance reports signed and placed before the Board by MD & CEO were taken on record by the Board of Directors, there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations, and guidelines.

We further report that during the year under review, there were no events/actions having a major bearing on the Company's affairs in pursuance of the above-mentioned laws, rules, regulations, guidelines etc. except as mentioned below:

1. The Company has allotted 4,02,439 equity shares of ₹ 10/- each pursuant to Syngene Long Term Incentive Performance Plan 2023.
2. Company has acquired 8.23% of the equity share capital in O2 Renewable Energy V Private Limited, Delhi.

For **V SREEDHARAN & ASSOCIATES**

(V. Sreedharan)
Partner
FCS: 2347; CP No.833
Address: Plot No 293, #201, 2nd Floor, 10th Main Road
3rd Block, Jayanagar, Bengaluru-560011

Place: Bengaluru
Date: 29.04.2026
UDIN: F002347H000228551
Peer Review Certificate No. 5543/2024

This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this Secretarial Audit Report.

Annexure A

To
The Members
Syngene International Limited
Biocon SEZ, Biocon Park, Plot No. 2 & 3
Bommasandra Industrial Area, IV Phase
Jigani Link Rd, Bengaluru - 560099

Our report of even date is to be read along with this letter:

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards are the responsibility of management. Our examination was limited to the verification of procedures on test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **V SREEDHARAN & ASSOCIATES**

(V. Sreedharan)
Partner
FCS: 2347; CP No.833
Address: Plot No 293, #201, 2nd Floor, 10th Main Road
3rd Block, Jayanagar, Bengaluru-560011

Place: Bengaluru
Date: 29.04.2026
UDIN: F002347H000228551
Peer Review Certificate No. 5543/2024

Annexure 6

Secretarial Compliance Report of Syngene International Limited for the year ended March 31, 2026

[Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Syngene International Limited having a CIN L85110KA1993PLC014937** (hereinafter referred as 'the listed entity'), having its Registered Office at Biocon SEZ, Biocon Park, Plot.No.2 & 3, Bommasandra Industrial Area IV Phase, Jigani Link Road, Bengaluru - 560099.

Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of secretarial review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2026, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined:

(a) all the documents and records made available to us and explanation provided by the listed entity;

(b) the filings/ submissions made by the listed entity to the stock exchange;

(c) website of the listed entity;

(d) any other document/ filing, as may be relevant, which has been relied upon to make this certification;

for the year ended March 31, 2026 ("Review Period") in respect of compliance with the provisions of:

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable to the Company during the Review Period)**;

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable to the Company during the Review Period);**

(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

(f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(Not Applicable to the Company during the Review Period);**

(g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(h) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 (upto 14th December 2025) and The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2025 (from 15th December 2025) regarding the Companies Act and dealing with client;

(i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **(Not Applicable to the Company during the Review Period);**

And circulars/ guidelines issued thereunder, and based on above examination, we hereby report that during the Review Period:

a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder except in respect of matters specified below

Sl. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation-ion/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amounts in ₹	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Composition of Nomination and Remuneration Committee under Regulations 19(1) & 19(2) of SEBI (LODR) Regulation, 2015	19(1) & 19(2)	Deviation relating to the composition of Nomination and Remuneration Committee for the period from July 22,2025 till July, 31, 2025	National Stock Exchange of India Limited (NSE) & BSE Limited.	Levied Fine	Deviation relating to the composition of Nomination and Remuneration Committee for the period from July 22,2025 till July, 31, 2025	20,000 to BSE 20,000 to NSE	Deviation was temporary in nature and Company has subsequently reconstituted the Nomination and Remuneration Committee and composition is in compliance as on the date of Report.	The Company was of the view that the constitution of NRC was compliant for the quarter ended September 30, 2025. Further the Board advised to ensure compliance of SEBI (LODR) Regulation 2015, in true letter and spirit in future.	Nil

b) The listed entity has taken the following actions to comply with the observations made in previous reports- **Not Applicable**

Sr. No	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended (the years are to be mentioned)	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Remedial actions, if any, taken by the listed entity
Not Applicable						

c) We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No	Particulars	Compliance Status (Yes/ No/NA)	Observations/ remarks by PCS
1.	**Secretarial Standards:** The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI) as notified by the Central Government under Section 118(10) of the Companies Act, 2013 and mandatorily applicable.	**Yes**	**NIL**

Sr. No	Particulars	Compliance Status (Yes/ No/NA)	Observations/ remarks by PCS
2.	**Adoption and timely updation of the Policies:** • All applicable policies under SEBI Regulations are adopted with the approval of the Board of Directors of the listed entity. • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations / circulars / guidelines issued by SEBI.	**Yes** **Yes**	**NIL** **NIL**
3.	**Maintenance and disclosures on Website:** • The Listed entity is maintaining a functional website. • Timely dissemination of the documents/ information under a separate section on the website. • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website.	**Yes** **Yes** **Yes**	**NIL** **NIL** **NIL**
4.	**Disqualification of Director:** None of the Directors of the Company are disqualified under Section 164 of the Companies Act, 2013 as confirmed by the listed entity.	**Yes**	**NIL**
5.	**Details related to Subsidiaries of listed entities have been examined w.r.t:** (a) Identification of material subsidiary companies. (b) Disclosure requirement of material.	**Not applicable**	a. This listed entity does not have any material subsidiaries. Hence this point is not applicable during the period. b. The Company has in place a policy for determining material subsidiary.
6.	**Preservation of Documents:** The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	**Yes**	**NIL**
7.	**Performance Evaluation:** The listed entity has conducted performance evaluation of the Board, Independent Directors, and the Committees at the start of every financial year/ during the financial year as prescribed in SEBI Regulations.	**Yes**	**NIL**

Sr. No	Particulars	Compliance Status (Yes/ No/NA)	Observations/ remarks by PCS
8.	**Related Party Transactions:** (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions. (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved / ratified / rejected by the Audit committee.	**Yes** **Not Applicable**	All related party transactions entered into by the listed entity during the review period were approved by the Audit Committee. Clause (b) is not applicable.
9.	**Disclosure of events or information:** The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	**Yes**	**NIL**
10.	**Prohibition of Insider Trading:** The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.	**Yes**	**NIL**
11.	**Actions taken by SEBI or Stock Exchange(s), if any:** The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column	**Yes**	BSE Limited and National Stock Exchange of India Limited had imposed a fine of ₹ 20,000/- (Rupees Twenty Thousand Only), excluding GST on the Company for deviations in the requirements relating to the composition of the Nomination and Remuneration Committee under Regulation 19 (1) & 19 (2) of the SEBI LODR Regulations,2015 during the period from 22nd July, 2025 to 31st July 2025. Company has paid the above mentioned fine of ₹ 20,000 to both the stock exchanges.
12.	**Resignation of statutory auditors from the listed entity or its material subsidiaries:** In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary (ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular SEBI/HO/49/14/14(7)2025 – CFDPOD2/1/3762/2026 dated January 30, 2026 on compliance with the provisions of the LODR Regulations by listed entities.	**Not applicable**	There was no resignation of the statutory auditors in the listed entity.

Sr. No	Particulars	Compliance Status (Yes/ No/NA)	Observations/ remarks by PCS
13.	**Additional Non-compliances, if any:** No additional non-compliance observed for all SEBI regulation / circular / guidance note etc.	**Not Applicable**	NIL

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.

2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.

3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.

4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For V SREEDHARAN & ASSOCIATES
Company Secretaries

(V Sreedharan)
Partner
FCS:2347 CP No.833
Address: Plot No 293, #201, 2nd Floor, 10th Main Road
3rd Block, Jayanagar, Bengaluru-560011

Date: 29.04.2026
UDIN: F002347H000228188
Peer Review Certificate No.: 5543/2024

Annexure 7

Annual Report on CSR activities to be included in the Board's Report for financial year ended March 31, 2026

1. Brief outline on CSR Policy of the Company	The Company's CSR activities are designed to foster social and economic equity primarily focused on community health, environmental sustainability, research and science education. Activities will be evidence-based and delivered in conjunction with experienced partners to ensure that the outcomes are positive, measurable and self-sustaining. Where possible, activities will be designed to foster volunteering opportunities for Syngene employees. The details of our CSR Policy are available on our website www.syngeneintl.com.

2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Prof. Catherine Rosenberg	Chairperson/Non-Executive Director	4	4
2	Ms. Vinita Bali	Member / Non-Executive Director	4	4
3	Prof. Vijay Kuchroo^	Member / Independent Director	4	2
4	Ms. Sharmila Karve*	Member / Independent Director	4	3
5	Mr. Sanjaya Singh*	Member / Independent Director	4	3

^ Dr. Vijay Kuchroo ceased to be the Member of the Corporate Social Responsibility Committee w.e.f. July 21, 2025

*Was inducted into the CSR Committee on July 22, 2025

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the company.	CSR committee	https://www.syngeneintl.com/investors/corporate-governance/committees-to-the-board/
	CSR Policy	https://www.syngeneintl.com/investors/corporate-governance/governance-reports-policies/
	CSR projects	https://www.syngeneintl.com/investors/share-holder-services/

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable.	An impact assessment of the eLAJ Smart Clinics initiative was conducted in FY26 for the programme implemented during FY24 under the Syngene CSR programme by Biocon Foundation. The assessment highlighted the programme's contribution towards improving access to affordable and quality primary healthcare for underserved communities, particularly elderly populations, women, and patients with chronic diseases. The initiative provides integrated healthcare services including consultations, diagnostics, medicines, and referral support, resulting in improved disease management, increased preventive healthcare practices, better treatment adherence, and reduced healthcare expenditure among beneficiaries. The assessment also reported high beneficiary satisfaction and reinforced the programme's effectiveness as a scalable and sustainable primary healthcare model. Please click here to read the report: https://www.syngeneintl.com/wp-content/uploads/2026/06/Syngene-eLaj-Smart-Clinics-Initiative-IA-Report.pdf

5.	(a)	Average net profit of the company as per sub-section (5) of section 135	₹ 5,998 mn
	(b)	Two percent of average net profit of the company as per sub-section (5) of section 135	₹ 120 mn
	(c)	Surplus arising out of the CSR Projects or programmes or activities of the previous financial years	-
	(d)	Amount required to be set-off for the financial year, if any	-
	(e)	Total CSR obligation for the financial year [(b)+(c)-(d)]	₹ 120.00 mn

6.	(a)	spent on CSR Projects (both Ongoing Project and other than Ongoing Project)	₹ 100.50 Mn
	(b)	Amount spent in Administrative Overheads	-
	(c)	Amount spent on Impact Assessment, if applicable.	-
	(d)	Total amount spent for the Financial Year [(a)+(b)+(c)]	₹ 100.50 Mn
	(e)	CSR amount spent or unspent for the Financial Year: ₹ 19.50 Mn	

Total Amount Spent for the Financial Year (in ₹ Mn)	**Amount Unspent (in ₹)**				
	Total Amount transferred to Unspent CSR Account as per sub section (6) of section 135		**Amount transferred to any fund specified under Schedule VII as per second proviso to sub section (5) of section 135**		
	Amount.	**Date of transfer**	**Name of the Fund**	**Amount**	**Date of transfer**
₹ 100.50 Mn	₹ 19.50 Mn	April 30, 2026	PM Cares	0.15 Mn	April 30, 2026

(f) Excess amount for set-off, if any:

Sl. No.	Particular	Amount (in ₹ Mn)
(1)	**(2)**	**(3)**
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	Not applicable for FY26
(ii)	Total amount spent for the Financial Year	
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	

7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:

1	2	3	4	5	6		7	8
Sl. No.	**Preceding Financial Year(s)**	**Amount transferred to Unspent CSR Account under subsection (6) of section 135 (in ₹ Mn)**	**Balance Amount in Unspent CSR Account under subsection (6) of section 135 (in ₹ Mn)**	**Amount Spent in the Financial Year (in ₹ Mn)**	**Amount transferred to a Fund as specified under Schedule VII as per second proviso to subsection (5) of section 135, if any**		**Amount remaining to be spent in succeeding Financial Years (in ₹ Mn)**	**Deficiency, if any**
					Amount (in ₹ Mn)	**Date of Transfer**		
1	FY2025	30	-	30	-		-	-
2	FY2024	-	-	-	-		-	-
3	FY2023	10	10	7.5	0		2.5	0

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year: NIL

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per subsection (5) of section 135: Not Applicable

Peter Bains
(Chief Executive Officer or Managing Director or Director)

Prof. Catherine Rosenberg
(Chairperson CSR Committee)