CORPORATE GOVERNANCE REPORT

GOVERNANCE PHILOSOPHY

At Syngene, our governance philosophy is firmly anchored in integrity, excellence, and professionalism, guiding every aspect of our operations. We place strong operational emphasis on safeguarding the interests of all stakeholders and ensuring that our business practices remain fair, ethical, and transparent. Robust leadership and sound governance frameworks further strengthen these values, supported by a distinguished legacy. This steadfast commitment fosters trust, accountability, and sustainability, setting a benchmark for exemplary corporate governance.

Our Values

Integrity
To be ethical, honest and transparent in all we do

Excellence
To commit ourselves to the highest levels of scientific and operational excellence

Professionalism
To practise the highest degree of professionalism by fostering individual accountability, reliability, continuous improvement and customer focus

Our Commitment

Clients
Deliver scientific innovation that meets our clients' requirements and, in turn, helps them to meet the needs of the people and patients they serve.

Employees
Provide a safe work environment. Offer personal development in scientific, managerial and leadership skills to foster professional growth.

Society and Environment
Safeguard the environment by reducing our environmental footprint and producing safe products and supporting the community around us.

Aligned with Syngene's governance philosophy, our team of over 5,700 scientists bring the expertise and capacity to deliver breakthrough science, robust data security, and world-class manufacturing efficiently. By upholding these principles, we help lower the cost of innovation, create value for stakeholders, and maintain transparent and ethical business practices.

Syngene places strong emphasis on timely disclosures and transparent accounting policies to sustain shareholder trust and maximise long-term value. Guided by strong leadership, an independent Board, and effective governance practices, the Company ensures sound execution, fair dealings, transparent disclosures, and the highest standards of ethics and integrity.

Syngene's two-tier governance framework comprises the Board of Directors and its Committees and the Executive Committee of Management. The Board provides strategic oversight, while Management is accountable for achieving defined objectives.

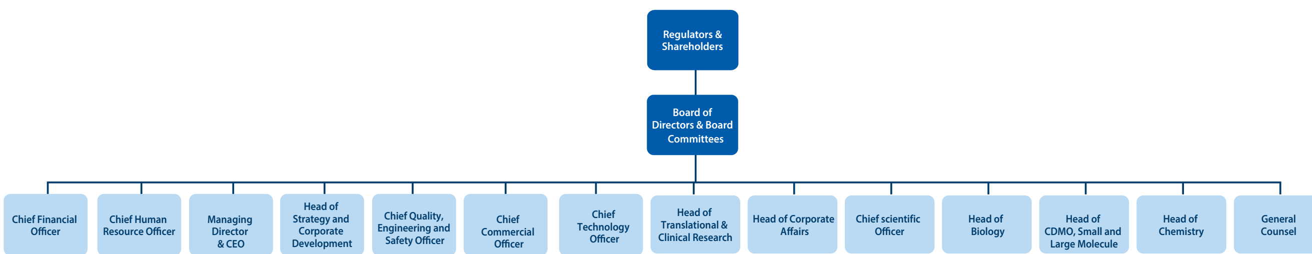
Together, the Board, its Committees, and Management uphold the highest standards of integrity and excellence, enabling sustainable growth. Through continuous enhancement of its governance practices, Syngene remains committed to creating long-term value for all stakeholders. The detailed report on Corporate Governance for the Financial Year ended March 31, 2026, as per Regulation 34(3), read with Part C of Schedule V of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("SEBI Listing Regulations") is set out below.

GOVERNANCE STRUCTURE

Syngene operates under the oversight of its Board of Directors, comprising individuals with diverse expertise and extensive experience. The Board provides strategic guidance to Management, ensuring alignment with the Company's objectives while upholding transparency and accountability.

Peter Bains, Managing Director & Chief Executive Officer, leads the Company's operations with the support of the Executive Committee (EC). Comprising division and functional heads, these committees oversee day-to-day operations and drive the implementation of strategic policies approved by the Board.

The Executive Committee meets periodically to review performance, address key challenges, and keep the Board informed of significant developments.



BOARD OF DIRECTORS

Board Composition and Category of Directors

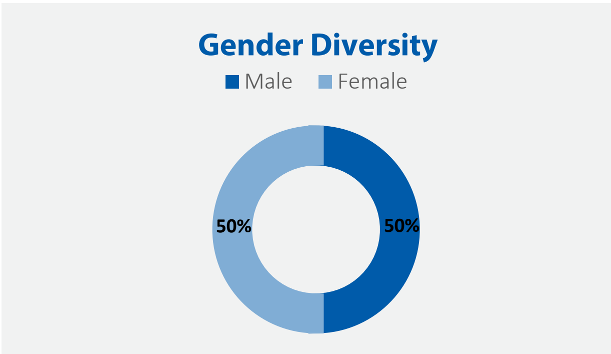
The Board is composed of distinguished professionals from various fields, bringing a wealth of knowledge, perspectives, and experience. It includes members who are prominent figures in science, biotechnology, research, finance, taxation, information technology, and other relevant sectors.

Board Members actively participate in Board and Committee Meetings, providing invaluable guidance to Management on various aspects of business, governance, and strategy implementation. They offer leadership, strategic direction, and unbiased, independent perspectives to the company's management while fulfilling their fiduciary responsibilities, ensuring that management upholds high standards of ethics, transparency, and disclosure.

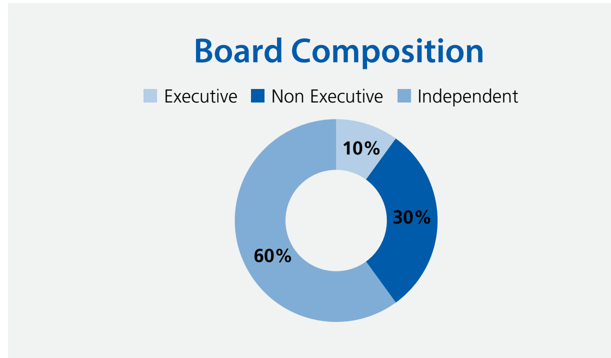
The Company maintains a balanced and diverse Board with an appropriate mix of Executive Directors (EDs), Non-Executive Directors (NEDs), and Independent Directors (IDs) to ensure the Board's independence and to separate governance from management. Additionally, the Company has implemented a policy on board diversity.

Detailed profiles of the directors are available on the Company's website at www.syngeneintl.com.

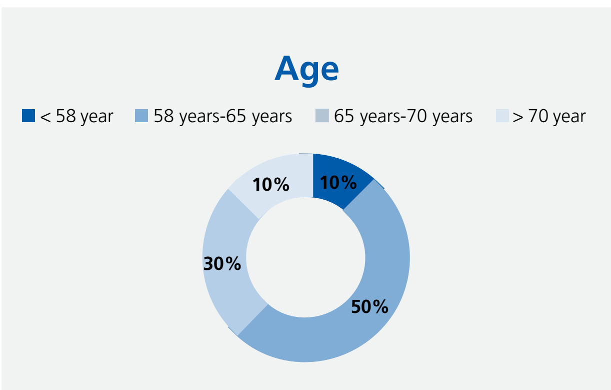
Board Demographics (as on March 31, 2026)



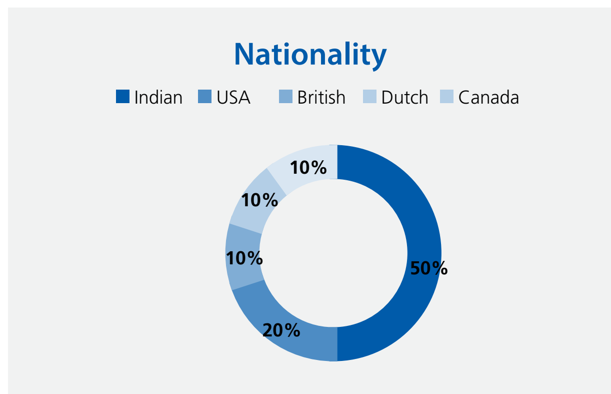
The office of Chairperson, Managing Director & CEO are held by distinct individuals.



The chairpersons of all committees had attended the AGM in held on July 23, 2025.



No director on the Board has attained the age of seventy-five (75) years.



All Committees constituted under the SEBI Listing Regulations are chaired by Independent Directors

As on March 31, 2026, the Board comprised ten (10) Directors, consisting of three (3) Non-Executive Non-Independent Directors and Six (6) Independent Directors and one (1) executive director who is also Managing Director and CEO. There are Five (5) Women directors on Board of which two (2) are independent.

The composition of the Board is in accordance with the SEBI Listing Regulations and the Companies Act, 2013. The Board periodically evaluates the need for change in its composition and size. None of the Directors serve as directors in more than seven listed companies. Further, none of the Directors hold an Executive Director position and serve as an Independent Director in more than three (3) listed companies. None of the Directors on the Board are members of more than ten committees and are chairpersons of more than five committees across all public limited companies in which they are directors. To determine Committee position limits, chairperson and membership positions of the Audit Committee and the Stakeholders Relationship Committee have been considered in terms of Regulation 26 of the SEBI Listing Regulations. Further, none of our independent directors serve as Non-Independent Directors of any company on the Board of which any of our Non-Independent Directors is an independent director. No director on the Board has attained the age of seventy-five (75) years. Sharmila Abhay Karve and Manja Boerman are Independent Women Directors on the Board of Directors of the Company.

Reinforcing its commitment to stronger corporate governance and enhanced Board effectiveness, Sharmila Abhay Karve was appointed as the Lead Independent Director in FY26. In this role, the Lead Independent Director chairs the separate meetings of Independent Directors, serves as their representative, and undertakes such additional responsibilities as may be entrusted by the Board or the Independent Directors from time to time. The position provides leadership to the Independent Directors while strengthening the Board's effectiveness in sustaining high standards of governance and ensuring its smooth and efficient functioning.

Syngene's commitment to a constructive separation between Company management and its Promoters is evident in the composition of its Board of Directors. The roles of Chairperson of the Board and Managing Director & CEO are held by distinct individuals.

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.

The Company continues to comply with the Board composition requirements prescribed under the SEBI Listing Regulations. Based on the declarations received from the Independent Directors, the Board has affirmed that they satisfy the criteria of independence under Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI Listing Regulations. The Board has also noted that the Independent Directors are independent of Management and have confirmed that they are not aware of any existing or reasonably foreseeable circumstance that could impair their ability to discharge their duties objectively and effectively.

Further, the Independent Directors have submitted declarations confirming compliance with Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014, which requires inclusion of their names in the data bank maintained by the Indian Institute of Corporate Affairs (IICA) for a period of one year, five years, or lifetime, for as long as they continue to hold office as Independent Directors.

Role of Board of Directors

The Board remains committed to protecting the interests of the Company's stakeholders through diligent oversight and informed decision-making. Before approving the quarterly and annual financial results, the Board is regularly apprised of key aspects of Syngene's operations, including strategic opportunities, business development initiatives, global market trends, financial performance, internal controls, and risk management practices.

This continuous engagement enables the Board to take decisions that serve stakeholder interests, strengthen effective management practices, and uphold transparency, accountability, and long-term value creation.

The matters required to be placed before the Board, inter alia, include:

- Regular business updates, strategic opportunities and diversification plans of the Company, if any
- Updates on Corporate Social Responsibility (CSR) activities
- CSR budget, annual action plan and any alterations thereto
- Related party transactions and significant changes in accounting policies and internal controls
- Mergers or acquisitions or acquiring a controlling or substantial stake in another company.
- Recruitment and remuneration of senior management including appointment or removal of Chief Financial Officer and Company Secretary
- Annual operating plans, budget including capital budget, major borrowings, investments and any updates thereof.

- Quarterly, half-yearly and annual financial results of the Company (standalone and consolidated) and its operating divisions or business segments

- Update on capital structure.

- Update on investor relations.

- Minutes of meetings of the Board and other Board Level Committees and resolutions passed.

- Materially important show cause, demand, prosecution, and penalty notices, if any.

- Severe or fatal accidents, dangerous occurrences, material effluent or pollution problems if any

- Any material default in financial obligations to and by the Company or substantial non-payment for goods sold by the Company.

- Issues that involve possible public or product liability claims of substantial nature, including any judgement or order that may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company, if any

- Details of any joint venture or collaboration agreement

- Transactions that involve substantial payment towards goodwill, brand equity or intellectual property

- Significant labour, employee, and Industrial Relations issues

- Sale of investments, subsidiaries, and assets that are material in nature and not in the normal course of business.

- Quarterly details of foreign exchange exposures and the steps taken by the management to limit the risks of adverse exchange rate movement, if material.

- Subsidiary companies' minutes, financial statements, significant transactions, and investments and

- Non-compliance of any regulatory, statutory, or listing requirements and shareholders' services such as non-payment of dividends, delay in share transfer and so on.

Board Membership Criteria and Selection Process

The Nomination and Remuneration Committee (NRC), in consultation with the Chairperson of the Board, identifies and evaluates prospective Directors based on the skills, competencies, expertise, and experience required by the Company. Where appropriate, the NRC may also engage external search agencies to support the selection process. Following evaluation and interactions, the NRC recommends suitable appointments to the Board and seeks shareholder approval wherever required.

The Board values diversity across perspectives, experience, education, background, ethnicity, nationality, age, gender, and other personal attributes. Upon appointment, Independent Directors are issued a formal letter setting out their role, duties, and responsibilities. The template of the appointment letter is available on the Company's website. They also submit an annual declaration of independence, which is duly noted by the Board.

All Board members are encouraged to engage regularly with Management.

Board Procedure

The Board and its Committees meet regularly to deliberate on business policies, strategy, and routine matters. Meetings are scheduled through an annual calendar circulated in advance to enable meaningful participation. In urgent situations, approvals are obtained through resolutions by circulation and subsequently noted at the next meeting. Members of the Executive Committee regularly attend Board and Committee meetings, enabling direct engagement with the core Management team. They are also encouraged to interact with Board members outside formal meetings through focused mentoring sessions that help broaden Management's perspective and outlook.

The Company Secretary, in consultation with the Chairperson and Management, prepares the agenda and explanatory notes for each meeting and circulates them digitally within the prescribed timelines. Deep-dive topics and annual planners for the Board and Committee meetings are developed in consultation with the respective Chairpersons and shared with members at the start of the financial year. Board agendas also include an action taken report covering decisions from previous meetings and progress updates thereon.

In special circumstances, additional items may be taken up with the approval of the Chairperson and consent of the majority of members present. The Company Secretary records the minutes of all Board and Committee meetings. Draft minutes are circulated within 15 days for comments, with members requested to respond within 7 days. Final minutes are entered in the statutory records within 30 days of the meeting and signed by the Chairperson.

To enhance efficiency and reduce paper consumption, the Company uses secure digital platforms for sharing agendas, pre-reads, draft minutes, and recording attendance. Directors access meeting materials electronically through browsers or iPads, ensuring a seamless and secure flow of information between Management and the Board.

These governance processes support effective follow-up, review, and reporting of decisions. Key decisions are promptly communicated to relevant departments for implementation. All recommendations made by the Board Committees during the year were accepted by the Board, and the Board functions independently of Management influence.

Meetings of the Board

During the financial year, Ten (10) meetings of the Board were held on April 01, 2025, April 23, 2025, May 19, 2025, May 31, 2025, July 07, 2025, July 23, 2025, October 08, 2025, November 05, 2025, January 22, 2026 and March 27, 2026. The gap between two Board meetings did not exceed 120 days.

The information on the attendance of Directors at the Board meetings either through physical mode or through audio-visual mode during the financial year ended March 31, 2026, and at the last Annual General Meeting (AGM) is given below:

Name of the Director	Category	No. of Board Meetings which director was entitled to attend	Number of Meetings Attended	Attendance at AGM held on July 23, 2025
Kiran Mazumdar-Shaw	Non-Executive Chairperson	10	10	Yes
Peter Bains[@]	Managing Director & CEO	9	7	Yes
Professor Catherine Rosenberg	Non – Executive Director	10	10	Yes
Vinita Bali[$]	Non – Executive Director	10	8	Yes
Sharmila Abhay Karve	Lead Independent Director	10	10	Yes
Vijay Kuchroo*	Independent Director	5	4	NA
Kush Parmar	Independent Director	10	6	Yes
Nilanjan Roy	Independent Director	10	10	Yes
Manja Boerman	Independent Director	10	10	Yes
Sanjaya Singh^	Independent Director	6	6	Yes
Suresh Narayanan[#]	Independent Director	4	4	NA

@Peter Bains was appointed as Managing Director & CEO of the Company with effect from April 01, 2025. Hence, he was entitled to attend only nine out of ten Board meetings.

$ Vinita Bali was an Independent Director until July 21, 2025 and thereafter was appointed as a Non-Executive Director effective July 22, 2025.

**Vijay Kuchroo completed his second term as Independent Director of the Company on July 21, 2025. Hence, he was entitled to attend only five out of ten Board meetings.*

^Sanjaya Singh was appointed as an Independent Director of the Company with effect from July 01, 2025. Hence, he was entitled to attend only six out of ten Board meetings.

#Suresh Narayanan was appointed as an Independent Director of the Company with effect from August 01, 2025. Hence, he was entitled to attend only four out of ten Board meetings.

Annually, each Director submits the disclosure to the Company about their Board and Committee positions they occupy in other Companies and notifies of changes if any regarding their Directorships and Committee positions during the year.

Requisite disclosures have been received from the Directors in this regard. The table below provides the directorship details of the Board members as on March 31, 2026.

Names of the listed entities wherein the Company's directors are holding directorship along with their category and membership/chairmanship in various committee(s) as on March 31, 2026:

S.No.	Name of Director	Name of Company	Designation / Category	Chairmanship/Membership in Committees of other listed entities
1	Kiran Mazumdar-Shaw	Syngene International Limited	Non-Executive Chairperson	None
		Biocon Limited	Executive Director and Chairperson	**Member:** • Risk Management Committee
		Trent Limited	Independent Director	None
		Narayana Hrudayalaya Limited	Non-Executive Non-Independent Director	**Member:** • Nomination and Remuneration Committee
2	Professor Catherine Rosenberg	Syngene International Limited	Non-Executive, Non-Independent Director	**Chairperson:** • Corporate Social Responsibility Committee **Member:** • Nomination and Remuneration Committee • Stakeholders Relationship and ESG Committee • Science and Technology Committee
3	Vinita Bali	Syngene International Limited	Non-Executive, Non-Independent Director	**Member:** • Audit Committee • Nomination and Remuneration Committee • Corporate Social Responsibility Committee
		Bajaj Auto Limited	Independent Director	**Member:** • Audit Committee • Corporate Social Responsibility Committee
4	Kush Parmar	Syngene International Limited	Independent Director	**Member:** • Science and Technology Committee • Risk Management Committee
5	Sharmila Abhay Karve	Syngene International Limited	Lead Independent Director	**Chairperson:** • Audit Committee **Member:** • Nomination and Remuneration Committee • Corporate Social Responsibility Committee
		EPL Limited	Independent Director	**Chairperson:** • Audit Committee
		CSB Bank Limited	Independent Director	**Chairperson:** • Audit Committee **Member:** • Corporate Social Responsibility Committee • Monitoring & Follow-Up Cases of Fraud • Review Committee of Wilful Defaulters & Non-Cooperative Borrowers
		Thomas Cook (India) Ltd.	Independent Director	**Chairperson:** • Audit Committee **Member:** • Stakeholders Relationship Committee • Risk Management Committee

S.No.	Name of Director	Name of Company	Designation / Category	Chairmanship/Membership in Committees of other listed entities
		Aadhar Housing Finance Limited	Independent Director	**Chairperson** • Audit Committee **Member:** • Risk Management Committee • Nomination and Remuneration Committee • Asset Liability Management Committee
6	Nilanjan Roy	Syngene International Limited	Independent Director	**Chairperson:** • Risk Management Committee • Stakeholders Relationship and ESG Committee **Member:** • Audit Committee
7	Manja Boerman	Syngene International Limited	Independent Director	**Chairperson:** • Science and Technology Committee **Member:** • Risk Management Committee • Stakeholders Relationship and ESG Committee • Nomination and Remuneration Committee
8	Sanjaya Singh	Syngene International Limited	Independent Director	**Member:** • Nomination and Remuneration Committee • Corporate Social Responsibility Committee • Science and Technology Committee
9	Suresh Narayanan	Syngene International Limited	Independent Director	**Chairperson:** • Nomination and Remuneration Committee **Member:** • Stakeholders Relationship and ESG Committee • Audit Committee

Composition of the Board and details of Directorship and Committee membership/Chairmanship held in other Companies as on March 31, 2026:

Name of the Director	DIN	Designation	Directorship#	Committees	
			Indian Public Companies	Chairmanship*	Membership*
Non-Executive Directors					
Kiran Mazumdar-Shaw	00347229	Non-Executive Chairperson	6	-	-
Professor Catherine Rosenberg	06422834	Director	1	-	1
Vinita Bali	00032940	Director	2	-	2
Independent Directors					
Sharmila Abhay Karve	05018751	Lead Independent Director	6	5	7
Kush Parmar	09212020	Director	1	-	-
Nilanjan Roy	02703775	Director	1	1	2

Name of the Director	DIN	Designation	Directorship#	Committees	
			Indian Public Companies	Chairmanship*	Membership*
Manja Boerman	10655368	Director	1	-	1
Sanjaya Singh	11122562	Director	1	-	-
Suresh Narayanan	07246738	Director	1	-	2

Note:
 # Directorship in companies includes Syngene International Limited.
** A Director, wherever she/he is the Chairperson of the Committee, is also considered as a member of the Committee*

As per Regulation 26 of SEBI Listing Regulations membership/chairmanship of Audit Committee and Stakeholders Relationship Committee in all Indian Public Limited Companies, whether listed or not, excluding private limited companies, foreign companies, high-value debt listed entities, and companies under Section 8 of the Companies Act, 2013 have been considered and reported. Further, none of the Directors of the Company holds membership of more than 10 Committees nor is any Director the Chairman of more than 5 Committees across all companies where they have Directorships.

Disclosure of relationships between directors inter-se

Professor Catherine Rosenberg is the sister-in-law of Kiran Mazumdar-Shaw, Chairperson of the Company. Except for this, none of the other Directors are related to each other.

Shareholding of Non-Executive Directors

As on March 31, 2026, the following Non-Executive Directors hold equity shares in the Company.

Name	Shareholding as on March 31, 2026
Kiran Mazumdar-Shaw	21,964
Professor Catherine Rosenberg (Held jointly with spouse Ravi Rasendra Mazumdar)	8,806

None of the other Non-Executive Directors hold any equity shares or convertible instruments in the Company.

Independent Directors

All Independent Directors meet the criteria of independence as per the Companies Act, 2013, and SEBI Listing Regulations. They submit a self-declaration confirming their independence and compliance with eligibility criteria at the time of appointment and at the beginning of each financial year. These declarations are placed before the Board for noting.

The re-appointment process for independent directors involves evaluating their contributions. New directors are inducted based on the Board's skill requirements and areas of expertise beneficial to the Company. Independent Directors receive a formal letter of appointment outlining their roles, duties, and code of conduct, as required by Regulation 46 of the SEBI Listing Regulations. The draft letter of appointment is available on the Company's website at www.syngeneintl.com

The maximum tenure of the Independent Directors follows the provisions of the SEBI Listing Regulations and the Companies Act, 2013. No Independent Director of the Company has resigned during the year.

Independent Directors' Meetings

Companies Act, 2013 and Rules thereunder mandate that the Independent Directors of the Company hold at least one meeting in a year, without the presence of Non-Independent Directors and members of the Management. The Independent Directors met 4 times during the year on April 23, 2025, July 23, 2025, November 04, 2025 and January 22, 2026. Every Independent Director attended each of the aforesaid meetings. The discussions inter-alia covered review of the performance criteria and methodology for carrying out the performance evaluation of the Board, Committees, Chairperson, and the non-independent directors as well as to consider the outcome of the evaluation, and assess the quality, quantity and timeliness of flow of information between the Management of the Company and the Board that is necessary for the Board to effectively and reasonably perform its duties. The Lead Independent Director chaired these meetings and conveyed to the Board of Directors at the immediately succeeding board meeting any suggestions or concerns that were discussed at the Meeting of the Independent Directors.

Details of Familiarisation Programmes imparted to Independent Directors

A formal induction programme for new Directors and an ongoing familiarisation process with respect to the business/ working of the Company for all Directors is a major contributor to familiarize the directors with the dynamics of the industry to facilitate engaging them in meaningful deliberations and in taking informed decisions. Complying with Regulations 25(7) of SEBI Listing Regulations 2015, familiarisation programmes to empower Independent Directors with the knowledge of Syngene's business and operations were conducted during the financial year. The Programme /sessions broadly included an overview on Syngene's Strategic Priorities. Updates on the latest developments affecting the Company and the contract research, development and manufacturing organization (CRDMO) industry and functions of various business units/ verticals were presented to the Directors by the Management team. These insightful sessions allow the Board members to get a better understanding of the business of the Company and allows the senior management to solicit distinct perspectives from the Board.

The details of the familiarisation programmes are available at Familiarisation-Policy-and-Details-of-Familiarisation-Programme_26.pdf.

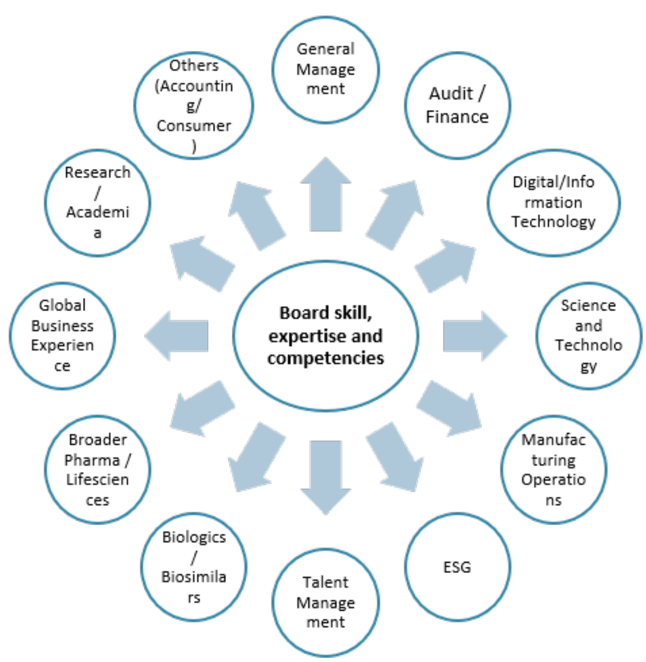
Confirmation on Independent Directors

The Board, based on the disclosures received from all Independent Directors, confirms that all Independent Directors fulfil the criteria of independence as specified in the SEBI Listing Regulations, 2015 and are independent of the management of the Company for the year ended March 31, 2026**.**

Skill, expertise, and competencies of the Board

The Syngene Board comprises of highly qualified members who collectively bring the necessary skills, expertise, and competencies to make effective contributions to the Board and its Committees. These contributions are essential in the context of the business and are instrumental in the Company's progress and growth.

The key skills, expertise and competencies identified by the Board which they take into consideration while nominating any candidate to serve on the Board are summarised below:



Board Skill, Expertise and Competencies

The table below highlights the Core Areas of Expertise/Skills/Competencies of the Board members as of March 31, 2026:

Skills & Experience	KMS	Peter	Catherine	Vinita	Sharmila	Nilanjan	Manja	Kush	Sanjaya	Suresh
General Management	✓	✓		✓	✓	✓	✓	✓		✓
Audit / Finance					✓	✓		✓		✓
Digital/Information Technology			✓			✓			✓	
Science and Technology	✓	✓	✓				✓	✓	✓	
Manufacturing Operations	✓						✓			✓
ESG			✓			✓				
Talent Management		✓		✓	✓		✓	✓	✓	✓
Biologics / Biosimilars	✓						✓	✓	✓	
Broader Pharma / Lifesciences	✓	✓					✓	✓		
Global Business Experience		✓		✓		✓	✓	✓		✓
Research / Academia	✓		✓						✓	
Others (Accounting/ Consumer)				✓	✓					✓

Board Evaluation

During the financial year 2025-26, the performance evaluation of the Board was undertaken internally, based on the criteria formulated by the Nomination and Remuneration Committee. This evaluation included an assessment of the Board's own performance as well as the working of its Committees for FY 2025-26 in compliance with Section 134 of the Companies Act, 2013 and Regulation 17(10) of the SEBI Listing Regulations, 2015.

The evaluation process included an in-depth review of the Board's composition, strategic focus, and dynamics, along with its engagement with Management. It also provided useful insights into areas such as succession planning, performance orientation, and execution effectiveness. The outcome of the evaluation reaffirmed the Board's commitment to continuous improvement and identified both strengths and opportunities for enhancement.

The evaluation affirmed that the Company continues to maintain a strong governance framework, underpinned by effective Board leadership, constructive Board–Management engagement, a balanced and compliant Board composition, independence of views, relevant industry expertise, and well-functioning Board Committees. It also identified key priorities for further enhancement, including deeper strategic and forward-looking discussions, stronger talent review and succession planning, improved structure and presentation of Board papers, more discussion-led deliberations, sharper articulation of risks, and more robust review of key policies. While acknowledging the strength of the existing governance foundation, the Board noted opportunities to further enhance Board–Management effectiveness, strategic oversight, and tracking of agreed actions. Management has reaffirmed its commitment to address these priorities and drive the continuous strengthening of governance practices.

COMMITTEES OF THE BOARD

The Board has constituted various committees to focus on specific areas and to make informed decisions within their authority. Each committee is governed by its charter, which outlines the scope, roles, responsibilities, and powers of the committee. All the decisions and recommendations of the committee are placed before the Board for its noting and approval.

AUDIT COMMITTEE

The Board, on October 19, 2011, constituted the Audit and Risk Committee. The Audit Committee comprises majority with Independent Directors as of March 31, 2026, namely Sharmila Abhay Karve as Chairperson and Nilanjan Roy, Suresh Narayanan and one non-executive director Vinita Bali as members. Chethan Yogesh, Company Secretary & Compliance Officer acts as Secretary to the Committee.

The attendance of members at the meetings of the Audit Committee held in FY 2025-26 is given below:

Name	Category	No. of Meetings which the member was entitled to attend	Meetings attended
Sharmila Abhay Karve©*	ID	9	9
Vinita Bali	NED	9	9
Nilanjan Roy	ID	9	9
Suresh Narayanan$	ID	6	5

©: Chairperson   ID: Independent Director NED: Non-Executive Director
**Ms. Sharmila Abhay Karve was appointed as Chairperson of the Audit Committee w.e.f. July 24, 2024.*
$Suresh Narayanan was appointed as a Member with effect from August 01, 2025.

Terms of Reference:

The Audit Committee oversees the audit function and ensures the integrity of both internal and statutory audits, aiming to uphold the consistency of unqualified financial statements. Operating within the framework of the Companies Act, 2013, and SEBI Listing Regulations, 2015, it aids the Board in its duty to supervise financial reporting processes, assess the effectiveness of internal financial controls, and scrutinize both statutory and internal audit procedures. Key responsibilities of the Committee encompass:

Finance & Accounts

- To oversee the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Review with the management the quarterly, half-yearly, and annual financial statements before submission to the Board for approval.
- To review with the management the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - o Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub section 3 of Section 134 of the Companies Act, 2013.
  - o Changes, if any, in accounting policies and practices and reasons for the same.
  - o Major accounting entries involving estimates based on the exercise of judgment by management.
  - o Significant adjustments made in the financial statements arising out of audit findings.
  - o Compliance with listing and other legal requirements relating to financial statements.
  - o Compliance with the applicable Accounting Standards issued by ICAI or other appropriate authority.
  - o Disclosure of any related party transactions and review subsequent modification in the related party transactions with related parties of the Company.
  - o Modified opinion(s) in draft audit report.
- Scrutiny of inter-corporate loans and investments.
- Valuation of undertakings or assets of the Company, wherever it is necessary.
- Approval of related party transactions (i.e. prior) with related parties or any subsequent modification thereof.
- Mandatorily review the management discussion and analysis of the financial condition and results of operations.
- Mandatorily review the statement of significant related party transactions (as defined by the Audit Committee) submitted by the management.

- Reviewing with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

- To make recommendations to the Board on any matter relating to financial management including the Audit Report, which shall be binding on the Board. To record the reasons, if the Board does not accept the recommendations and communicate such reasons to the shareholders.

- Reviewing the utilization of loan and/or advances from / investment by the holding company in the subsidiary exceeding ₹ 100 crores or 10% of the assets size of the subsidiary, whichever is lower.

Audit Management

- Review and monitor with the management, auditor's independence, effectiveness of audit process and performance of statutory auditors.

- Recommend to the Board, the appointment, re-appointment, terms of appointment and if required, the replacement or removal of the statutory auditor and the fixation of audit fees.

- Review the appointment, removal, and terms of remuneration of the internal auditor.

- Approval of all audits and permitted non-auditing services to be provided by the independent auditor to the Company.

- Approval of payment to statutory auditors for any other services rendered by the statutory auditors.

- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.

- Mandatorily review the management letters /letters of internal control weaknesses issued by the statutory auditors.

- Review with the statutory auditors any significant findings and follow up there on.

- Review the adequacy of the internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.

- Review with the Management, performance of the Statutory and Internal auditors and adequacy of the internal control systems.

- Review with Internal Auditors any significant findings and follow up there on.

- Review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.

- Discuss with the Internal auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.

- Mandatorily review internal audit reports relating to internal control weaknesses.

- Establish a vigil mechanism for directors and employees to report their genuine concerns or grievances.

- To review the implementation and functioning of the Vigil Mechanism/ Whistle Blower Mechanism in the Company.

Others

- The Committee shall also review the financial statements, in particular, the investments made by the unlisted subsidiary company.

- Assess the qualification, experience and background, etc. of the candidate to be appointed as Chief Financial Officer of the Company (i.e., the Whole-time Finance Director or any other person heading the finance function or discharging that function).

- Mandatorily review the appointment, removal and terms of remuneration of the Chief Internal Auditor.

- Mandatorily review the statement of deviations:

  a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) for public issue, rights issue, preferential issue etc.

b. annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice in terms of Regulation 32(7) for public issue or rights issue.

- Carry out any other function contained in terms of reference of the Committee, Companies Act, 2013, SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and any other law.

- Review and evaluate the internal financial controls and risk management systems.

- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.

- To periodically review the report under the Insider Trading Code of the Company.

- To review and approve the report recommending to the Stock Exchanges the Draft Scheme of arrangement/ amalgamation/ merger/ reconstruction/ reduction of capital taking into consideration the Valuation Report and commenting upon the following:

  o Need for merger/ demerger/ amalgamation/ arrangement.

  o Rationale of the scheme

  o Synergies of business of the entities involved in the scheme.

  o Impact of the scheme on the shareholders

  o Cost benefit analysis of the scheme

  o To undertake self-evaluation of its functioning and identification of areas for improvement towards better governance.

  o To review and reassess periodically the adequacy of Audit Committee charter and recommend any proposed change to Board for its approval.

Majority of the members of the Committee are Independent Directors and possess sound knowledge of accounts, finance, audit, and legal matters.

During the year, nine meetings of the Committee were held on April 22, 2025, July 03, 2025, July 21, 2025, September 17, 2025, September 29, 2025, October 27, 2025, November 05, 2025, January 21, 2026, and March 12, 2026. Apart from the quarterly meetings scheduled to discuss the financial results, five additional meetings were held during the year to discuss matters other than financial results. The Statutory Auditors and the Internal Auditors have also attended the quarterly meetings of the Audit Committee in which the financials were discussed and recommended for approval. The Committee met the Statutory Auditors separately, independent of the Management, every quarter to obtain their inputs on significant matters relating to their respective areas of the audit. Chethan Yogesh, Company Secretary & Compliance Officer acts as Secretary to the Committee. The Internal Auditor reports functionally to the Audit Committee. The Board accepted all recommendations made by the Audit Committee during the financial year.

Sharmila Abhay Karve, Chairperson of the Audit Committee, was present at the last AGM of the Company held on July 23, 2025.

RISK MANAGEMENT COMMITTEE

The Board at its meeting held on January 22, 2019, constituted the Risk Management Committee in accordance with Regulation 21 of the SEBI Listing Regulations, 2015. The Risk Management Committee comprises three independent directors as of March 31, 2026, namely Nilanjan Roy as Chairman and Kush Parmar and Manja Boerman as members. Chethan Yogesh, Company Secretary & Compliance Officer acts as Secretary to the Committee.

The attendance of the members in the Risk Management Committee Meetings held in FY 2025-26 is given below:

Name	Category	No. of Meetings which the member was entitled to attend	Meetings attended
Nilanjan Roy ©	ID	4	4
Kush Parmar	ID	4	4
Manja Boerman	ID	4	4

©: Chairman *ID: Independent Director*

Terms of Reference:

- To formulate a detailed risk management policy comprising:
  - a. framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
  - b. measures for risk mitigation including systems and processes for internal control of identified risks.
  - c. business continuity plan.
- Monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems.
- Review the Company's risk exposures, risk appetite and tolerance limit.
- Identify the critical risk exposures of the Company and assess Management's actions to mitigate the exposures in a timely manner.
- Ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company.
- Ensure that the Company is taking the appropriate measures to achieve prudent balance between risk and reward in both ongoing and new business activities.
- Annually review the overall risk management framework with respect to risk assessment and management and ensure proper systems of control are in place for risk management.
- Periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity.
- Coordinate with the Audit Committee and understand how the company's internal audit plan is aligned with the risks that have been identified and its management.
- Coordinate its activities with other committees/Board, in instances where there is any overlap with activities, as per the framework laid down by the Board of directors.
- Periodically obtain assurance from the management that all known and emerging risks have been identified and mitigated or managed.
- To report to the Board about the nature and content of its discussions and actions to be taken and make recommendations, if any.
- To undertake self-evaluation of its function and identify areas for improvement towards better governance.
- To review appointment, removal, and terms of remuneration of the Chief Risk Officer (if any).
- To periodically review and reassess the adequacy of this charter and recommend any change to the Board for its approval.
- To perform such functions as may be delegated by the Board and/or are prescribed under Companies Act, 2013, SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and any other applicable laws from time to time.

The Company has in place an enterprise-wide risk management framework. This holistic approach provides the assurance that the Company, to the best of its capabilities, identifies, assesses, and mitigates risks that could materially impact its performance in achieving the stated objectives.

During the Financial Year, four meetings of the Committee were held on April 22, 2025, July 21, 2025, October 16, 2025 and January 21, 2026.

STAKEHOLDERS RELATIONSHIP AND ESG COMMITTEE

The Board, on July 23, 2014, constituted the Stakeholders Relationship Committee in accordance with Section 178 (5) of the Companies Act, 2013 and SEBI Listing Regulations. In the Board meeting held on October 20, 2021, the Company proposed to include the Environment, Social and Governance (ESG) accountabilities within the scope of the Stakeholders Relationship Committee and widened the powers of the Committee to review and monitor the ESG matters. On the approval of the Board, the Stakeholders Relationship Committee was renamed as Stakeholders Relationship and ESG Committee w.e.f. October 20, 2021.

The Stakeholders Relationship and ESG Committee comprises three Independent Directors and non-executive Director, as of March 31, 2026, namely Nilanjan Roy, Independent Director as the Chairperson, Manja Boerman, and Suresh Narayanan, Independent Directors and Professor Catherine Rosenberg, Non-Executive Director as Member. Chethan Yogesh, Company Secretary & Compliance Officer acts as Secretary to the Committee.

The attendance of Members at the Stakeholders Relationship and ESG Committee Meetings held in FY 2025-26 is given below:

Name	Category	No. of Meetings which the member was entitled to attend	Meetings attended
Nilanjan Roy©*	ID	4	4
Professor Catherine Rosenberg	NED	4	4
Manja Boerman	ID	4	4
Suresh Narayanan#	ID	2	2
Sharmila Abhay Karve$	ID	2	2

©: Chairperson; ID: Independent Director; NED: Non-Executive Director
**Mr. Nilanjan Roy was appointed as Chairperson of the Stakeholders Relationship Committee w.e.f. July 22, 2025.*
#Suresh Narayanan was appointed as a Member with effect from August 01, 2025.
$Ms. Sharmila Abhay Karve stepped down from the position of Chairperson and Member of the Stakeholders Relationship and ESG Committee w.e.f. July 22, 2025.

Terms of Reference

The Stakeholders Relationship & ESG Committee, among its responsibilities, addresses investor and security holder grievances while also offering specialized attention to Environmental, Social, and Governance (ESG) concerns. Governed by the Companies Act, 2013, and SEBI Listing Regulations, the Committee's role surpasses legal mandates and encompasses:

- To look into redressal of all grievances pertaining to equity shareholders /any other security holders.
- To deal with all grievances relating to non-receipt of annual report and/or general meeting notices, non-receipt of declared dividends, non-receipt of interest and any other related grievances of the equity shareholders /any other security holders.
- To deal with all matters relating to the transfer, transmission of shares and other allied matters. However, Company Secretary is severally authorised to approve the transfer and transmission up to two thousand equity shares.
- To deal with all matters relating to issuing new or duplicate share certificates.
- Review the measures taken by the Company for the effective exercise of voting rights by the shareholders.
- Review of adherence to the service standards adopted by the Company in respect of various services rendered by the Registrar & Share Transfer Agents.
- Review of various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividend and any other unclaimed amount.
- Review of various measures and initiatives taken by the Company to ensure timely receipt of dividend /annual reports/statutory notices by the shareholder of the company.
- To maintain and promote the corporate image of the Company among stakeholders including potential stakeholders.
- Reviewing movement in key shareholdings and ownership structure.
- To review expectations and concerns of shareholders and analysts about the Company, emerging during face-to-face interactions, analysts' briefings, or survey of shareholders. The Committee shall also review the engagement with, or reports made on the company by various stakeholders including credit rating agencies, Environment, Social and Governance rating agencies and ensure that the views / concerns of the stakeholders are highlighted to the Board at appropriate time and that the steps are taken to address such concerns;
- Review of the Annual Internal Audit Report from the Registrar and Share Transfer agent pursuant SEBI Circular dated April 20, 2018, together with the audit observations and action taken report;

- To focus on the macro-level trends and developments in ESG parameters, guide the creation of ESG goals of the Company, continuously review the actions taken to achieve such goals and monitor the ESG performance of the Company.
- To ensure that the Company is taking the appropriate measures to undertake and implement actions to further its ESG Goals. The Committee shall have access to any internal information necessary to fulfil its role, in this regard.
- To review the updates provided by the ESG sub-committee and its working. The Committee may delegate authority to the sub-committee as and when it deems appropriate.
- To review any statutory requirements for Sustainability reporting e.g. Business Responsibility Reporting (BRR)/ Business Responsibility and Sustainability Reporting.
- To review and evaluate the ESG risks identified by the Company and establish mitigation steps around it, which can be reported to the Risk Management Committee and Board.
- Performing such other functions as may be required under the relevant provisions of the Companies Act, 2013, the Rules made there under, the SEBI Listing Regulations and various circulars issued by the regulatory authorities thereof, as amended from time to time and discharge such other functions as may be specifically delegated to the Committee by the Board from time to time.
- To undertake self-evaluation of its functioning and identification of areas for improvement towards better governance.
- To annually review and reassess the adequacy of the charter and recommend any proposed change to the Board for its approval.

During the financial year, four meetings of the Committee were held i.e. on April 22, 2025, July 21, 2025, November 04, 2025 and January 21, 2026.

Nilanjan Roy, Chairperson of the Committee was present at the last AGM held on July 23, 2025. There were no shareholders' complaints received and resolved during the financial year ended March 31, 2026. There were however 7 requests received by the Company/RTA for various issues such as copies of annual report, renewal of dividend warrant amongst others. All the requests were closed within the stipulated time.

Compliance Officer

Chethan Yogesh has been appointed as the Company Secretary & Compliance Officer of the Company as per Regulation 6 of the SEBI Listing Regulations, 2015 to discharge all duties under the SEBI Listing Regulations.

Role of Company Secretary

The Company Secretary holds a pivotal position in ensuring the adherence to efficient Board procedures, subject to periodic review. Primarily tasked with ensuring compliance with the Companies Act, SEBI Listing Regulations, Secretarial Standards issued by the Institute of Company Secretaries of India, and other relevant laws, he facilitates the timely dissemination of information, along with pertinent supporting documents, to Directors and the Senior Management team. Additionally, he provides guidance to the Board on embracing sound corporate governance practices.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

In terms of Section 135 of the Companies Act, 2013, the Board, on October 23, 2013, constituted the Corporate Social Responsibility (CSR) Committee. The CSR Committee comprises two Independent Directors and two Non-Executive Director as on March 31, 2026, namely Prof. Catherine Rosenberg, Non-Executive Director as Chairperson, Vinita Bali, Non-Executive Director, Sharmila Karve, Independent Director and Sanjaya Singh, Independent Director as Members. Chethan Yogesh, Company Secretary & Compliance Officer acts as Secretary to the Committee

The attendance of the members at the meetings of the CSR Committee during the FY 2025-26 is given below:

Name	Category	No. of Meetings which the member was entitled to attend	Meetings attended
Professor Catherine Rosenberg ©	NED	4	4
Vinita Bali	NED	4	4
Sharmila Abhay Karve$	ID	2	2
Sanjaya Singh#	ID	2	2
Vijay Kuchroo*	ID	2	2

©: Chairperson ID: Independent Director, NED: Non-Executive Director

**Dr. Vijay Kuchroo ceased to be the Member of the Corporate Social Responsibility Committee w.e.f. July 21, 2025*
$Sharmila Abhay Karve was appointed as a Member with effect from July 22, 2025
#Sanjaya Singh was appointed as a Member with effect from July 22, 2025

Terms of reference:

- Formulate and recommend a CSR policy to the Board and seek their approval. Review and reassess periodically the adequacy of this policy and recommend any proposed change to the Board for its approval.
- Ensure that the list of CSR activities which the Company plans to undertake falls under the purview of the Act.
- Recommend CSR activities and budget to the Board for approval.
- To review and monitor all CSR activities from time to time and regularly report to the Board on the progress.
- To formulate and recommend to the Board, an annual action plan in pursuance of this policy, as per the CSR rules.
- To recommend to the Board alteration, if any, to the annual action plan at any time during the financial year based on the reasonable justification to that effect.
- To undertake self-evaluation of its own functioning and identification of areas for improvement to promote better governance.
- To clearly define the process for inviting and deciding the Research grants along with the Science and Technology Committee.

Syngene believes and acknowledges its responsibility towards the environment, its consumers, employees, and other stakeholders. Our CSR initiatives are based on the principle of making an enduring impact on the society through programmes that promote social and economic inclusion. The Company's contributions and initiatives towards social welfare, promoting education and research in the fields of science and medicine, and environment sustainability have been integral to its business all along. The overarching principle on Company's CSR highlights an inclusive, integrated, and participatory approach towards the community and ecology.

The Company's CSR activities are executed directly and also through our implementing partners viz. Biocon Foundation and Biocon Academy. The CSR policy of the Company is available on our website at https://www.syngeneintl.com/investors/corporate-governance/governance-reports-policies/.

During the financial year, four meetings of the Committee were held on April 21, 2025, July 21, 2025, October 15, 2025 and January 20, 2026.

The CSR Report as required under the Companies Act, 2013 for the year ended March 31, 2026, is annexed as **Annexure 7** to the Board's Report.

SCIENCE AND TECHNOLOGY COMMITTEE

The Board, on July 20, 2021, constituted the Science and Technology Committee to provide strategic direction on identifying and evaluating science and technology in line with client requirements and industry trends.

The Science and Technology Committee comprises three Independent Directors and one Non-Executive Directors as on March 31, 2026, namely Ms. Manja Boerman, Independent Director as the Chairperson, Dr Kush Parmar, Independent Director, Mr. Sanjaya Singh, Independent Director and Professor Catherine Rosenberg, Non-Executive Director as Members. Chethan Yogesh, Company Secretary & Compliance Officer acts as Secretary to the Committee

The attendance of the members at the Meetings of the Science and Technology Committee is given below:

Name	Category	No. of Meetings which the member was entitled to attend	Meetings attended
Manja Boerman©*	ID	4	4
Professor Catherine Rosenberg	NED	4	4
Kush Parmar	ID	4	4
Sanjaya Singh#	ID	2	2
Vijay Kuchroo$	ID	1	1

©: Chairperson ID: Independent Director NED: Non-Executive Director

**Ms. Manja Boerman was appointed as a Chairperson of the Science and Technology Committee w.e.f. July 22, 2025.*
#Mr. Sanjaya Singh was appointed as a member of the Science and Technology Committee w.e.f. July 22, 2025
$Mr. Vijay Kumar Kuchroo ceased from the position of Chairperson of the Science and Technology Committee w.e.f. July 21, 2025

Terms of Reference:

- Identifying emerging areas of science and technology to be assessed by Syngene.
- Recognizing the growing trends in the industry and making suggestions/recommendations for their evaluation and implementation;
- Ensure clarity of direction and a structured approach to assessing new areas of science and technology, to be on the leading edge of science and technology in the service industry to meet the emerging needs of clients;
- Monitor and review progress of prioritization, decision making, and implementation of high impact and/or significant investment platforms and capabilities
- Review, from time to time, important bioethical issues faced by the Company and assist in the formulation of appropriate policies in relation to such issues;
- Consider, from time to time, future trends in medical science and technology, and review and assess any matters arising when the Company is considering entry into new areas of science or medicine;
- To bring together multiple external perspectives (Self, Clients, Vendors, Academia) and assure that Syngene makes well-informed choices in the investment of resources across divisions in Discovery, Development, Manufacturing services, and Dedicated centres;
- To enable Syngene to adapt to new profitable, beneficial science and technology implementation decisions in a timely manner;
- Monitor and review the progress of recommended technologies and speak on Syngene advances in these technologies during personal interactions;
- Development of scientific manpower at the appropriate or required level within Syngene;
- Building Scientific Network.
- Assist in the building of a relevant SME network

During the financial year, four meetings of the Committee were held on April 22, 2025, July 22, 2025, October 15, 2025 and January 21, 2026.

NOMINATION AND REMUNERATION COMMITTEE

The Board, on April 23, 2014, constituted the Nomination and Remuneration Committee, which functions in accordance with Section 178 of the Companies Act, 2013 and SEBI Listing Regulations.

The Nomination and Remuneration Committee comprises four Independent Directors and two Non-Executive Director as on March 31, 2026, namely Suresh Narayanan, Independent Director as the Chairperson and Sharmila Abhay Karve, Manja Boerman, Sanjaya Singh, Independent Directors, and Professor Catherine Rosenberg and Vinita Bali, Non-Executive Director as Members. Chethan Yogesh, Company Secretary & Compliance Officer acts as Secretary to the Committee.

The attendance of the members at the Meetings of the Nomination and Remuneration Committee is given below:

Name	Category	No. of Meetings which the member was entitled to attend	Meetings attended
Suresh Narayanan©*	ID	3	3
Manja Boerman$	ID	3	2
Sharmila Abhay Karve	ID	6	6
Sanjaya Singh@	ID	3	3
Vinita Bali#	NED	6	6
Professor Catherine Rosenberg	NED	6	5
Vijay Kuchroo^	ID	3	3

©: Chairperson
ID: Independent Director,
NED: Non-Executive Director

**Mr. Suresh Narayanan was appointed as a member and the Chairperson of the Nomination & Remuneration Committee w.e.f. August 1, 2025*
$Ms. Manja Boerman was appointed as a member of the Nomination & Remuneration Committee w.e.f. July 22, 2025
@Mr. Sanjaya Singh was appointed as a member of the Nomination & Remuneration Committee w.e.f. July 22, 2025
#Ms. Vinita Bali stepped down from the position of Chairperson of the Nomination & Remuneration Committee and continued as the Member of the Committee w.e.f. July 22, 2025
^Dr. Vijay Kuchroo ceased to be the Member of the Nomination & Remuneration Committee w.e.f. July 21, 2025

Terms of Reference:

- Review the Board Structure, size and composition and thereafter make any recommendations to the Board in this regard;
- Identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down and recommend to the Board their appointment and removal;
- Identify the succession pipeline for Directors, based on competencies required on the Board and recommend new appointments to the Board as necessary;
- Formulate the criteria for determining qualifications, positive attributes and independence of a director;
- Review Senior Management performance and potential, talent development and succession plan, in order to maintain the appropriate balance of skill, experience and expertise in the Senior Management team;
- Identify and nominate candidates for the approval of the Board for any new appointments -- whether of independent directors, executive or non-executive Directors. The Committee may use an external search agency and/or any other means to assist in this recruitment process;
- Recommend to the Board the rationale for the appointment or removal of a Director, Key Managerial Personnel or Senior Management;
- Evaluate the performance of the Key Managerial Personnel and Senior Management, in the context of the Company's performance and industry benchmarks, and determine the structure of total compensation;
- Review and approve the Company people and compensation strategy from time to time in the context of the prevailing market conditions in all relevant geographies and in accordance with applicable laws;
- Recommend to the Board a policy, relating to the overall remuneration structure of the Company and specifically the total compensation of the Directors and Senior Management;
- Review the HR dashboard and ensure that the key metrics relating to people and culture are consistent with the values of the Company and are being continually tracked;
- Recommend to the Board, all remuneration, in whatever form, payable to the Senior Management and Directors;
- Specify the process and criteria of annually assessing Board and Committee effectiveness and Individual Director assessments, to be conducted internally by the Nomination and Remuneration Committee or by an independent external agency and review its implementation, including the term of Directors;
- Formulation of criteria for evaluation of the performance of Independent Directors and the Board of Directors;
- Ensure appropriate induction, training and education programs are in place for new and existing Directors and review its effectiveness;
- Devise a policy on the diversity of Board of Directors;
- Determine whether to extend or continue the term of appointment of the Independent Director based on report of performance evaluation of Independent Directors;
- Perform such necessary functions as are required to be performed by the Compensation Committee under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- Periodically review and reassess the adequacy of this charter and recommend any proposed change to the Board for approval;
- Report to the Board any matters of governance brought to the attention of the Committee and make recommendations, if any, towards better governance;
- Perform functions as may be delegated by the Board of Directors and/or prescribed under The Companies Act, 2013, SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and any other applicable law;
- Ensure that the Company frames suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:

(i) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as and when the same come into force;

(ii) The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003.

- Periodically review and reassess the adequacy of the charter and recommend any proposed change to the Board for approval;
- Report to the Board any matters of governance brought to the attention of the Committee and make recommendations, if any, towards better governance;
- Perform functions as may be delegated by the Board of Directors and/or prescribed under The Companies Act, 2013, SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and any other applicable law.

During the financial year, six meetings of the Committee were held on April 1, 2025, April 21, 2025, July 21, 2025, October 16, 2025, January 20, 2026 and March 26, 2026.

Senior Management

Particulars of senior management including the changes therein since the close of the previous financial year include the below:

- **Mr. Peter Bains - Managing Director & Chief Executive Officer** was appointed effective from April 01, 2025 and will be stepping down effective from June 30, 2026.
- **Mr. Ajay Tandon - Head of Strategy and Corporate Development** was appointed effective from August 20, 2025.
- **Mr. Gaurav Kushwaha - Chief Technology Officer** was appointed effective from August 20, 2025.
- **Dr. Mrinal Kammili - Head of Translational and Clinical Research** was appointed effective from August 20, 2025.
- **Dr. Subhendu Kumar - Head of Chemistry** was appointed effective from August 20, 2025.
- **Dr. Priyaranjan Pattanaik - Head of Biology** was appointed effective from August 20, 2025.
- **Mr. Surender Sharma - General Counsel** was appointed effective from October 28, 2025.
- **Mr. Alex Del Priore - Head of Large Molecules CDMO** stepped down from his position effective from November 18, 2025.
- **Dr. Rohtash Kumar - Head of CDMO, Small and Large Molecule** was appointed effective from December 1, 2025.
- **Ms. Caroline Hempstead - Chief Commercial Officer (Interim)** stepped down w.e.f March 31, 2026.
- **Mr. Andrew Webster - Chief Human Resources Officer** will be stepping down from the position effective from April 30, 2026.
- **Dr. Kenneth Barr - Head of SynVent and Strategic Collaborations** will be stepping down from the position effective from April 30, 2026.
- **Mr. Abhijit Zutshi -** will be assuming the role of **Chief Commercial Officer** effective from May 1, 2026.
- **Ms. Maninder Kapoor Puri -** will be assuming the role of **Chief Human Resources Officer** effective from May 1, 2026**.**
- **Mr. Siddharth Mittal -** will be assuming the role of **Managing Director & Chief Executive Officer (a Key Managerial Personnel)** effective July 01, 2026, subject to the approval of the shareholders of the Company.

Remuneration Policy

The Remuneration Policy of the Company is broadly based on the following criteria:

- The remuneration structure is reasonable and sufficient to attract, retain and motivate employees at all levels in the Company.
- Relationship of remuneration with the employee's performance is clear and meets performance benchmarks.
- Remuneration to Directors/Senior Management/Key Managerial Personnel involves balance between fixed pay, variable pay and stock options reflecting short and long-term objectives derived to achieve the Company's goal.

For details, refer to the policy relating to Director's appointment and remuneration, which is available on the website of the Company at https://www.syngeneintl.com/investors/corporate-governance/governance-reports-policies.

REMUNERATION OF DIRECTORS

Compensation to Executive Directors

During the Financial year, Peter Bains held the position of Managing Director & CEO the Company w.e.f April 01, 2025 for a period of two years, which was approved by the shareholders through Postal Ballot during June 2025. All other directors are Non-Executive Directors. The remuneration of Peter Bains includes annual base pay subject to performance-linked increment, variable pay linked to Company's performance, long-term incentives, including stock options, and perquisites, as well as other allowances as per the Company's policy and as approved by the Board.

Any annual pay, variable pay or incentives payable to Managing Director and CEO is determined keeping in view his performance on various financial and non-financial parameters approved by the Board based on the recommendation from the Nomination and Remuneration Committee.

Pecuniary Relationship or Transactions of the Non-Executive Directors

There was no pecuniary relationship or transactions of the Non-Executive Directors vis-a-vis the Company, which has potential conflict with the interest of the organization at large.

Criteria for Making Payment to Non-Executive Directors

The role of Non-Executive and Independent Directors extends far beyond merely ensuring corporate governance or shaping the company's outlook. These individuals bring to the table a wealth of professional expertise and extensive experience spanning diverse functional domains. Their backgrounds encompass fields such as scientific knowledge, research and innovation, manufacturing, global healthcare services, general management, finance and risk management, compliance and governance, technology, digital perspectives, and various other corporate functions.

The Company actively seeks their expert advice on a wide range of matters, tapping into their deep knowledge and insights. From providing strategic guidance to offering nuanced perspectives on operational challenges, these directors play a pivotal role in shaping the company's trajectory.

Moreover, the Nomination and Remuneration Committee, a crucial governance body, is tasked with evaluating and recommending to the Board the compensation packages for these directors. This ensures transparency and fairness in remuneration practices, aligning with the company's objectives and stakeholder interests.

Compensation/Fees Paid to Non-Executive Directors

Non-Executive Directors of the Company are paid remuneration as detailed below by way of commission, which was approved and recommended by the Board and subsequently approved by the shareholders through Postal Ballot dated March 5, 2019. The overall limit is 1% per annum of net profits of the Company, calculated as per the provisions of Section 198 of the Companies Act, 2013, for remuneration payable by way of quarterly commission to the Non-Executive and Independent Directors of the Company or as approved by the members of the Company from time to time, as applicable. Further, it may be noted that the Board of Directors, at its meeting held on April 23, 2025, approved the payment of commission to the members of the Nomination and Remuneration Committee, as well as a fee payable to the Lead Independent Director. The relevant details are set out below:

S. No	Particulars	Maximum Annual Board Fees in USD
1	Board Meeting - Non-Executive Chairperson	1,00,000
2	Board meeting – Other Non-Executive Directors	50,000
3	Audit committee - Chairperson	24,000
4	Audit committee – Other Members	16,000
5	Nomination and Remuneration Committee - Chairperson	20,000
6	Nomination and Remuneration Committee – Other Members	12,000
7	For each of the Committees, namely, Corporate Social Responsibility Committee, Risk Management Committee, Stakeholders Relationship & ESG Committee and Science & Technology Committee - Chairperson	12,000
8	For each of the Committees, namely, Corporate Social Responsibility Committee, Risk Management Committee, Stakeholders Relationship & ESG Committee, and Science & Technology Committee – Other Members	8,000

Sitting fee is paid on the basis of USD 1,000 per meeting of the Board/Committee and this is adjusted against the overall amount of the Board fee, as indicated in the table above, assuming quarterly meetings of Board and individual Committees. In case of additional meetings other than quarterly meetings, only the sitting fee of USD 1,000 will be paid for each such additional meeting. Pro-rata commission (i.e. 25% as stated in the above table) will be paid quarterly after adjusting quarterly sitting fees. Commission for the fourth quarter will be paid once the annual accounts are approved to ensure compliance with the guideline of commission for all non-executive directors up to 1% of the net profits for the relevant year. Besides the above, travel expenses for attending the meetings will be reimbursed on actual basis. The Lead Independent Director is to be paid USD 20,000 per annum.

The details of remuneration and sitting fees paid or provided to all the Directors during the year ended March 31, 2026, are as under:

(₹ in Million)

Name of the Director	Salary & Perquisites@			Others		Total
	Fixed Pay + Bonus	Stock Options	Retiral Benefits*	Commission	Sitting Fees	
Kiran Mazumdar-Shaw	-	-	-	6.40	0.70	7.10
Peter Bains*	99.57	-	-	-	-	99.57
Prof. Catherine Rosenberg	-	-	-	4.66	2.26	6.92
Kush Parmar	-	-	-	3.59	0.97	4.56
Vinita Bali	-	-	-	4.84	2.25	7.09
Sharmila Abhay Karve	-	-	-	6.19	2.42	8.61
Dr Vijay Kuchroo$	-	-	-	0.35	0.35	0.70
Mr. Nilanjan Roy	-	-	-	4.84	2.34	7.18
Ms. Manja Boerman	-	-	-	4.49	2.17	6.66
Mr. Sanjaya Singh	-	-	-	3.78	1.54	5.32
Mr. Suresh Narayanan	-	-	-	3.48	1.63	5.11

Note:
**The details above are on an accrual basis. The remuneration does not include the provisions made for gratuity and leave benefits, as they are determined on an actuarial basis for the Company as a whole.*
$Vijay Kuchroo completed his second term and ceased to be an Independent Director of the Company on July 21, 2025.

Service Contracts, Notice Period and Severance Fees

As on March 31, 2026, the Board comprised ten members with nine Non-Executive Directors, of which six are Independent Directors. Peter Bains, as per terms of appointment, was eligible for severance fees equivalent to three months' notice. However, other Directors are not subject to any notice period and severance fees.

GENERAL BODY MEETINGS

i. Location, dates, and time of the last three AGMs

Location, dates, and time of the last three AGMs are detailed below:

S. No	Financial Year	Date and Time	Location	Special Resolutions Passed
1	2022-23	July 26, 2023, 3:30 PM	Held through video conference ("VC")/ other audio-visual means ("OAVM") deemed to be held at Biocon Campus, 20th K.M. Hosur Road, Hebbagodi, Bengaluru, 561229	No special resolutions were passed at this Annual General Meeting.

S. No	Financial Year	Date and Time	Location	Special Resolutions Passed
2	2023-24	July 24,2024 3:30 P.M	Held through video conference ("VC")/ other audio-visual means ("OAVM") deemed to be held at Biocon SEZ, Biocon Park, Plot No. 2 & 3, Bommasandra Industrial Area, IV Phase, Jigani Link Road, Bengaluru – 560 099, Karnataka, India.	1. To approve the re-appointment of Dr. Kush Parmar (DIN: 09212020) as an Independent Director of the Company. 2. To approve the appointment of Ms. Manja Boerman (DIN: 10655368) as an Independent Director of the Company.
3	2024-25	July 23, 2025 3:30 P.M	Held through video conference ("VC")/ other audio-visual means ("OAVM") deemed to be held at Biocon Campus, 20th K.M. Hosur Road, Hebbagodi, Bengaluru, 560100	To approve the termination of Syngene Restricted Stock Unit Long Term Incentive Plan FY 2020

ii. Details of Postal Ballot during the year along with Voting Pattern:

During the financial year, the Company had sought approval of the shareholders through one postal ballot. The Board had appointed V Sreedharan, Practicing Company Secretary, partner of M/s V Sreedharan & Associates, Company Secretaries, Bengaluru (FCS 2347; CP 833) and in his absence Pradeep B Kulkarni, Practicing Company Secretary, Bengaluru (FCS 7260; CP 7835), as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

The details of the postal ballots are as follows:

Postal Ballot – June 2025

Date of Postal Ballot Notice: April 23, 2025

Voting Period: From Friday, May 30, 2025 (9:00 hours IST) until Saturday, June 28, 2025 (17:00 hours IST).

Date of Approval: June 28, 2025

Sr. No.	Name of the Resolution	Type of Resolution	No. of Votes Polled	Votes cast in favour		Votes cast against	
				No. of Votes	%	No. of votes	%
1	To approve the appointment of Mr. Peter Bains (DIN: 00430937) as Managing Director and Chief Executive Officer of the Company and payment of Managerial Remuneration to an amount not exceeding 7% of the net profits of the Company.	Special	36,36,75,180	35,40,79,680	97.36	95,95,500	2.64
2	To approve the appointment of Dr. Sanjaya Singh (DIN: 11122562) as an Independent Director of the Company	Special	36,36,78,557	36,36,61,378	99.99	17,179	0.01

Sr. No.	Name of the Resolution	Type of Resolution	No. of Votes Polled	Votes cast in favour		Votes cast against	
				No. of Votes	%	No. of votes	%
3	To approve the appointment of Mr. Suresh Narayanan (DIN: 07246738) as an Independent Director of the Company	Special	36,36,78,564	36,36,61,534	99.99	17,030	0.01
4	To approve amendments including increasing the share pool of Performance Share Units under Syngene Long Term Incentive Performance Share Plan 2023.	Special	36,36,78,196	29,34,18,059	80.68	7,02,60,137	19.32
5	To approve extending the benefits of the 'Syngene Long Term Incentive Performance Share Plan 2023', as amended, to the employees of holding company, subsidiary(ies) including future subsidiary(ies).	Special	36,36,77,021	29,34,07,268	80.68	7,02,69,753	19.32

iii. COMMUNICATION OF FINANCIAL RESULTS

a. Quarterly financial results

The quarterly financial results are normally published in nationwide newspaper Financial Express and Vijayavani (Kannada edition) newspapers and are also displayed on Company's website at https://www.syngeneintl.com/investors/financial-information/

b. News Releases, Presentations

Official news/press releases are sent to the Stock Exchanges from time to time and are also displayed on the Company's website www.syngeneintl.com

c. Presentations to Institutional Investors/ Analysts

Presentations are made to institutional investors and financial analysts on quarterly financial results of the Company. These presentations are also published on the Company's website https://www.syngeneintl.com/investors/financial-information/ and are sent to Stock Exchanges. The schedule of meetings with institutional investors/financial analysts are intimated in advance to the Stock Exchanges and disclosed on Company's website at https://www.syngeneintl.com/investors/stock-exchange-disclosures/

d. Website

The website of the Company i.e. www.syngeneintl.com contains a separate and dedicated "investors" section to serve shareholders, by giving complete information pertaining to the Board of Directors and its Committees, financial results including subsidiaries financials, stock exchanges disclosures and compliances such as shareholding pattern, corporate governance report and press releases, Notice of the Board and General Meetings, details of Registrar and Transfer Agents, details of unclaimed dividend and IEPF related information amongst others. The Company's Annual Report along with supporting documents and the ESG report are also available on the website in a user-friendly and downloadable form. As per the recent requirements of Stock exchanges, the Company has created a separate tab for the above disclosures.

e. NEAPS and BSE Listing Centre

NEAPS and BSE Listing Centre are web-based application designed by NSE and BSE respectively, for the Corporates for smooth filing of information with the stock exchanges. All periodical compliance filings like shareholding patterns, corporate governance report, media releases are electronically filed on NSE Digital/ NEAPS and BSE Listing Centre.

f. SEBI Complaints Redress System ("SCORES")

Investor complaints are processed through a centralized web-based complaints redressal system. Centralised database of all complaints received, online upload of the Action Taken Reports (ATRs) by the Company, online viewing by investors of actions taken on the complaints and the current status are updated/resolved electronically in the SEBI SCORES system.

iv. General Shareholders' Information

Day, Date, Time and Venue of the Annual General Meeting (AGM)	Wednesday, July 29, 2026, at 3.30 PM through video conferencing/ other audio-visual means. The deemed venue for the meeting shall be Syngene International Limited, the "Hub", Celebrity Paradise Layout, Doddathoguru, Electronic City Phase I, Bengaluru, Karnataka 560100.
Financial year	1st day of April to 31st day of March in the next calendar year
Dividend payment date	On or before August 5th, 2026
Date of Book Closure / Record Date / Cut off	June 26, 2026
Listing of Stock Exchanges	The National Stock Exchange of India Limited (NSE) Exchange Plaza, Bandra – Kurla Complex, Bandra (East), Mumbai- 400 051
	The BSE Limited (BSE) Floor 25, P J Towers, Dalal Street, Mumbai 400 001
Payment of annual listing fees	Paid
Stock Symbol /Code	Syngene (NSE) 539268 (BSE)
International Securities Identification Number (ISIN)	INE398R01022
Face Value per share	₹ 10/-
Date of Listing	August 11, 2015
Financial calendar for 2026-27 (tentative dates)	
For the quarter ending June 2026	July 29, 2026
For the quarter ending September 2026	October 29, 2026
For the quarter ending December 2026	January 28, 2027
For the quarter ending March 2027	April 28, 2027

As on March 31, 2026, the securities of the Company are not suspended from trading.

Registrar and Share Transfer Agents

The members of the Company may address all their communication relating to transfer, transmission, refund order, dividend, and National Electronic Clearing system (NECS) dematerialisation, among others, to the Company's Share Transfer agent i.e. KFin Technologies Limited at the address given below and may also write to the Company.

KFin Technologies Limited
(Unit: Syngene International Limited)
Plot 31-32, Selenium, Tower B, Gachibowli, Financial District, Nanakramguda,
Serilingampally Mandal, Hyderabad – 500032 Telangana,
E-mail id: einward.ris@kfintech.com

Share Transfer System

All the Company's shares are held in dematerialised form, except for 86 shares that were in physical form as on March 31, 2026. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can only be transferred in demat form with effect from April 1, 2019, except in case of request for transmission or transposition of securities. The Stakeholders Relationship & ESG Committee is authorised to approve the cases for transmission or transposition of shares in the physical form, if any received as per the time limits and procedure specified in Regulation 40 of SEBI Listing Regulations, 2015. No requests for transmission or transposition of shares in the physical form were received during the year. There are no shares in Demat suspense account and unclaimed suspense account as of March 31, 2026.

Disclosure of certain types of agreements binding listed entities

There no such agreements entered into by the Company during FY26.

Distribution of shareholding by the number of shares as of March 31, 2026

Sl. No	Category	Number of Shares	% to paid up Capital
1	Promoters & Promoter Group	21,22,83,697	52.68
2	Foreign Institutional Investors	5,60,15,350	13.90
3	NRI & Foreign Nationals	13,18,753	0.33
4	Mutual Funds, Banks, NBFCs, AIFs, QIBs, Clearing Members	10,65,28,509	26.44
5	Directors	2,43,605	0.06
6	Bodies Corporate	18,05,243	0.45
7	Indian Public & Others	2,35,75,554	5.85
8	Trusts	2,720	0.00
9	Non-Promoter Non-Public	11,65,989	0.29
TOTAL		**40,29,39,420**	**100**

List of shareholders holding more than 1% of the paid-up share capital as of March 31, 2026

Sl. No	Name	Shareholding	% to paid up Capital
1	BIOCON LIMITED	21,11,85,608	52.41
2	GOVERNMENT OF SINGAPORE	1,16,33,377	2.89
3	NIPPON LIFE INDIA TRUSTEE LTD-A/C NIPPON INDIA SMALL CAP FUND	79,52,323	1.97
4	GOVERNMENT PENSION FUND GLOBAL	73,42,967	1.82
5	LIFE INSURANCE CORPORATION OF INDIA	70,83,419	1.76
6	NIPPON LIFE INDIA TRUSTEE LTD- A/C NIPPON INDIA FOCUS FUND	57,46,009	1.43
7	NIPPON LIFE INDIA TRUSTEE LTD-A/C NIPPON INDIA MULTI CAP FUND	55,71,925	1.38
8	ICICI PRUDENTIAL PHARMA HEALTHCARE AND DIAGANOSTICS (P.H.D) Fund	54,27,160	1.35
9	MIRAE ASSET FOCUSED FUND	42,07,261	1.04
TOTAL		**26,61,50,049**	**66.05**

Distribution of shareholding by number of shares as on March 31, 2026

Sl. No	Category	No of shareholders	% to shareholders	Total Shares	% to Paid up Share Capital
1	1-5000	1,31,322	94.95	85,78,083	2.13
2	5001- 10000	3,674	2.66	27,52,037	0.68
3	10001- 20000	1,760	1.27	24,97,526	0.62
4	20001- 30000	454	0.33	11,51,882	0.29
5	30001- 40000	200	0.14	7,17,317	0.18
6	40001- 50000	123	0.09	5,62,084	0.14
7	50001- 100000	272	0.20	19,48,780	0.48
8	100001& Above	498	0.36	38,47,31,711	95.48
TOTAL		**1,38,303**	**100.00**	**40,29,39,420**	**100.00**

Dematerialisation of Shares and Liquidity

Syngene's shares are available for trading only in electronic form. We have established connectivity with both the depositories, namely National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The International Securities Identification Number (ISIN) allotted to the shares under the Depository System is INE398R01022.

Other outstanding instruments

There are no outstanding GDR/ADR/warrants/any convertible instruments as on March 31, 2026.

Commodity Price risk or foreign exchange risk and hedging activities

The Company has Foreign Exchange Risk Management Policy. Accordingly, during the financial year, the Company has managed the foreign exchange risk and hedged to the extent considered necessary. The details of foreign currency exposure and hedging are disclosed in the notes to the financial statements.

Statement showing un-claimed dividend as of March 31, 2026

Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, dividend, which remains unpaid or unclaimed for a period of seven years from the date of its transfer to unpaid dividend account, is required to be transferred by the Company to Investor Education and Protection Fund (IEPF), established by the Central Government under the provisions of Section 125 of the Companies Act, 2013. Further, shares in respect of which dividend will remain unclaimed progressively for seven consecutive years, will be reviewed for transfer to the IEPF as required by law. The Company will transfer the said shares, after sending an intimation of the proposed transfer in advance to the concerned shareholders, as well as publish a public notice in this regard, to claim the unclaimed shares due to be transferred in September 2026. The Company, under the investor's initiatives, has also sent the reminder letters to all the respective shareholders to claim the below-mentioned unclaimed dividend amount. The unclaimed dividend amounts, along with their due dates for transfer to IEPF, are mentioned below:

Sl. No.	Year	Nature	Dividend Amount per Share (in ₹)	Amount of unclaimed dividend/IPO refund as of March 31, 2026 (in ₹)	Due date for transfer of unclaimed dividend amount to IEPF (IEPF rule 3(1))
1	2018-19	Final Dividend	0.50	35,917.00	August 26, 2026
2	2021-22	Final & Special Dividend	1.00	64,101.00	August 19, 2029
3	2022-23	Final & Special Dividend	1.25	77,524.00	August 29, 2030
4	2023-24	Final Dividend	1.25	1,03,459.50	August 25, 2031
5	2024-25	Final Dividend	1.25	85,970.25	August 28, 2032

During the year, pursuant to the provisions of Section 124(5) of the Companies Act, 2013 and IEPF Rules, the Company has transferred the unclaimed Dividend pertaining to FY 2017-18 and corresponding shares to the IEPF Authority. Shareholders may note that the any unclaimed Dividend/amount and underlying shares transferred to IEPF including all benefits accruing on such shares, if any, can be claimed back from IEPF Authority by following the procedure prescribed in the Rules.

Plant Locations

Biocon Park SEZ, Plot No. 2, 3, 4 & 5 Bommasandra Industrial Area, Phase IV, Jigani Link Road, Bengaluru-560099	113-C – 2, Bommasandra Industrial Area, Attibele, Hobli, Anekal Taluk, Bengaluru-560099
Syngene International Limited, IP-38 (Part), IP-39, IP-46, & IP-60, Kalavar and Bajpe village, Surathkal Hobli, Mangalore Taluk, Dakshina Kannada District, Karnataka	Building 9000, Plot No. 7, Survey Nos. 542, MN Park, Synergy Square 2, Genome Valley, Kolthur (V), Shameerpet (M), Medchal District, Hyderabad, Telangana -500078
Plot No.68A, Unit 3, SY No. 296 and 270, Bommasandra, Attibelle, Hobli, Anekal, Bengaluru Urban, Karnataka, 500099	Syngene USA Inc, Baltimore-Bayview Manufacturing Site

Address for Correspondence

Financial Disclosure Deepak Jain Chief Financial Officer Tel: 91 80 – 6891 9807 E-mail id: Deepak.jain@syngeneintl.com	**For queries related to shares / dividend / compliance** Chethan Yogesh Company Secretary and Compliance Officer Tel.: 91 80 - 6891 8781 E-mail id: Chethan.Yogesh@syngeneintl.com
Media Vijay Jeevanandham Corporate Communications Tel: 91- 8066334596 E-mail id: Vijay.Jeevanandham@syngeneintl.com	**Investor Relations (Investors & Research Analysts)** Nandini Agarwal Investor Relations Tel: 91 80 – 6891 9807 E-mail id: Nandini.Agarwal@syngeneintl.com

Regd. Office Address	**Registrar and Share Transfer Agents**
Syngene International Limited Biocon Park SEZ, Bommasandra Industrial Area, Phase IV, Jigani Link Road, Bengaluru 560 099 Tel: 91 80 – 6891 5000 E-mail id: investor@syngeneintl.com	KFin Technologies Limited (Unit: Syngene International Limited), Plot 31-32, Selenium, Tower B, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 Tel: 91 040 – 6716 1518 E-mail id: einward.ris@kfintech.com

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+".

OTHER DISCLOSURES

I. Disclosures on materially significant related party transactions that may have potential conflict with the interests of listed entity at large.

During the financial year, no materially significant related party transactions that may have potential conflict with the interests of the Company at large, have been entered.

All transactions entered with related parties as defined under the Companies Act, 2013 and SEBI Listing Regulations during the financial year were in the ordinary course of business and on an arm's length basis. None of the transactions attracted provisions of Section 188 of the Companies Act, 2013, and Regulation 23 (1) of SEBI Listing Regulations relating to approval of shareholders. However, prior approval from the Audit Committee was obtained for transactions, which were repetitive and in the normal course of business. Further, reports on the transactions entered are also placed before the Audit Committee and the Board on a quarterly basis for review. Details of related party transactions are also presented in the notes to financial statements.

II. Details of non-compliance by the listed entity, penalties and strictures imposed on the listed entity by Stock Exchange(s) or the Board or any statutory authority, on any matter related to capital markets, during the last three years:

During the fiscal year, the Company has complied with all the requirements of the Stock Exchange(s), SEBI or any other statutory authority on all matters related to capital markets. Additionally, there were no material non-compliance, penalties or strictures imposed on the Company by the Stock Exchange(s) or the Board or any other statutory authority.

III. Establishment of the whistle-blower/vigil mechanism and affirmation that no personnel have been denied access to the Audit Committee

The Company's Whistle Blower policy allows employees, directors, and other stakeholders to report genuine grievances, corruption, fraud, misconduct, misappropriation of assets and non-compliance of code of conduct of the Company or any other unethical practices. The Policy provides adequate safeguards against victimization to the Whistle Blower and enables them to raise concerns to the Integrity Committee and also provides an option of direct access to the Chairperson, Audit Committee. The Company has published the e-mail ID to send e-mails directly to the Audit Committee Chair in the Whistle Blower policy. Syngene has engaged "Navex Global" to provide an online platform to raise complaints by whistle blower. During the year, none of the employees 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/

IV. Details of compliance with mandatory requirements and adoption of non-mandatory/discretionary requirements

The Company has complied with all mandatory requirements of corporate governance as specified under SEBI Listing Regulations, 2015. It has also complied with few non-mandatory/discretionary requirements as specified in Part E of Schedule II.

V. Adoption of discretionary requirements as specified in Part E of Schedule II

The Company fulfils the following discretionary requirements pursuant to Section 27 (1) of the SEBI Listing Regulations read with Part E of Schedule II:

- The Company is in the regime of unqualified financial statements.
- The Internal Auditors report directly to the Audit Committee.
- The posts of the 'Non-Executive Chairperson' and 'Managing Director & Chief Executive Officer' are held by separate individuals with effect from April 01, 2020. The Non- executive Chairperson is entitled to maintain the chairperson's office at the listed entity's expense and is also allowed reimbursement of expenses incurred in performance of her duties.

VI. Disclosure of Accounting Practices

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of the Companies Act, 2013, (the 'Act') and other relevant provisions of the Act.

The Company's financial statements up to and for the year ended March 31, 2026, were prepared in accordance with the Companies (Accounting Standards) Rules, 2006, notified under Section 133 of the Act, read together with Paragraph 7 of the Companies (Accounts) Rules, 2014 ('previous GAAP').

These financial statements have been prepared for the Company as a going concern based on relevant Ind AS that are effective at the Company's annual reporting date, March 31, 2026. These financial statements were authorised for issuance by the Board on April 29, 2026.

VII. Policy for determining material subsidiaries.

The Company has formulated a policy determining material subsidiaries. This is available on the Company's website at https://www.syngeneintl.com/investors/corporate-governance/governance-reports-policies/. The Company has no material subsidiary.

VIII. Policy for determining Related Party transactions.

The Company has formulated a policy on materiality of related party transactions and on dealings with such transactions. This is available on the Company website at https://www.syngeneintl.com/investors/corporate-governance/governance-reports-policies/.

IX. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A).

The Company has not raised any funds through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) during the FY 2025-26.

X. Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor.

BSR & Co. LLP are the Statutory Auditors of the Company. They also audit the financial statements of Syngene USA Inc., Syngene Scientific Solutions Limited and Syngene Manufacturing Solutions Limited, the wholly owned subsidiaries of the Company. The details of payment made to them on consolidated basis are available under note number 25 of the consolidated financial statements.

XI. Disclosures in relation to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

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

XII. Loans and advances in the nature of loans to firms/ companies in which directors are interested by name and amount.

Neither the Company nor its Subsidiary has given any loan or Loans and advances in the nature of loans to firms/ companies in which directors are interested.

XIII. Details relating to any recommendation of any committee of the board which are mandatorily required and not accepted by the Board, in the relevant financial year, the same to be disclosed along with reasons thereof:

All the recommendations of the Committees which were mandatorily required during the Financial Year were accepted by the Board.

XIV. CEO and CFO Certification

As required under Regulation 17(8) of the SEBI Listing Regulations, 2015, the MD & CEO and CFO have jointly given annual certification on financial reporting and internal controls to the Board of Directors of the Company. The MD & CEO and CFO also jointly give quarterly certification on financial results while placing the results before the Board in terms of Regulation 33(2) of the SEBI Listing Regulations, 2015.

XV. Certificate from Company Secretary in practice

As required under the SEBI Listing (Amendment) Regulations, 2018, Schedule V Part C (10) (i), the Certificate from a Company Secretary in practice that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or to continue as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority. This document is annexed to the report as **Annexure A** to this Report.

XVI. Corporate Governance Compliance Certificate

As required under Schedule V (E) of the SEBI Listing Regulations, the corporate governance compliance certificate from M/s B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W100022), Statutory Auditors of the Company, is annexed with the Directors' Report as Annexure 4.

XVII. Code of Conduct

In compliance with Regulation 26(3) of the SEBI Listing Regulations, 2015 and the Companies Act, 2013, the Company has framed and adopted the Code of Conduct for the Board and Senior Management. The Company has received confirmations from the Board and Senior Management regarding compliance of the code during the financial year under review. The Code of Conduct is available on the website of the Company at http://www.syngeneintl.com/investor-relations/corporate-governance. All the members of the Board and Senior Management have affirmed compliance with the Code as on March 31, 2026.

XVIII. Declaration by the CEO on the Code of Conduct

This is to confirm that the Company has adopted the Code of Ethics and Business Conduct, which is applicable to all Directors, officers and employees of the Company and this Code is posted on the Company's website. I hereby confirm that all the members of the Board and Senior Management Personnel of the Company have affirmed compliance with the Code of Ethics and Business Conduct in respect of the financial year ended March 31, 2026.

For Syngene International Limited

Peter Bains
Managing Director &
Chief Executive Officer

Date: April 29, 2026
Place: Bengaluru

Annexure A

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
The Members of
SYNGENE INTERNATIONAL LIMITED
Biocon SEZ, Biocon Park, Plot No.2 & 3
Bommasandra Industrial Area, IV Phase
Jigani Link Road, Bengaluru- 560099

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **SYNGENE INTERNATIONAL LIMITED** bearing **CIN: L85110KA1993PLC014937** and having registered office at Biocon SEZ, Biocon Park, Plot No. 2 & 3, Bommasandra Industrial Area, IV Phase, Jigani Link Road, Bengaluru – 560099 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ending on March 31, 2026 have been debarred or disqualified from being appointed or continuing as Directors of Company by the Securities and Exchange Board of India (SEBI) and Ministry of Corporate Affairs (MCA).

Details of Directors:

Sl. No.	Name of Director	DIN	Date of appointment in Company
1.	Kiran Mazumdar-Shaw	00347229	18/11/1993
2.	*Vinita Bali	00032940	22/07/2025
3.	Sharmila Abhay Karve	05018751	01/08/2019
4.	Catherine Patricia Rosenberg	06422834	08/08/2000
5.	Kush M Parmar	09212020	22/06/2021
6.	Nilanjan Roy	02703775	01/04/2024
7.	Manja Hermina Elisabeth Maria Boerman	10655368	04/06/2024
8.	Peter John Bains	00430937	01/04/2025
9.	Sanjaya Singh	11122562	01/07/2025
10.	Suresh Narayanan	07246738	01/08/2025

*Mrs. Vinita Bali (DIN: 00032940) retired as Non-Executive Independent Director of the Company with effect from July 21, 2025, and re-appointed as Additional Director Non – Executive & Non-Independent Director with effect from 22nd July 2025 and thereafter regularised as Director in the AGM dated 23rd July,2025.

Mr. Vijay Kumar Kuchroo (DIN: 07071727) retired as Non-Executive Independent Director of the Company with effect from July 21, 2025.

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For V Sreedharan and Associates

(V Sreedharan)
Partner
FCS: 2347; CP No.833
Address: Plot No 293, #201, 2nd Floor, 10th Main Road
3rd Block, Jayanagar, Bengaluru-560011
UDIN: F002347H000228309
Peer Review Certificate No.5543/2024

Place: Bengaluru
Date: April 29, 2026